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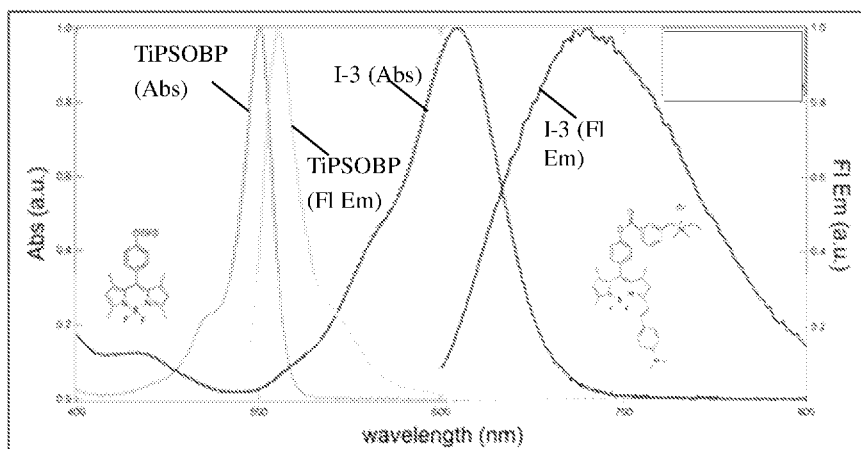


FIG. 1

(57) Abstract: Voltage sensitive dyes comprising boron and related compositions and methods are provided. In some embodiments, a voltage sensitive dye comprises an electron acceptor comprising boron. The electron acceptor may be attached (e.g., covalently) to at least one electron donating group and at least one polar group. For instance, the electron acceptor may comprise optionally substituted boron dipyrromethene (e.g., optionally substituted 4,4-difluoro-4-bora-3a,4a-diaza-s-indacene). The point of attachment and chemical nature of the electron donating group(s) and polar group(s) may be selected to impart beneficial properties to the voltage sensitive dye. For instance, the voltage sensitive dye may have an extended difference in the dipole moment between the ground and electronic states due at least in part to the position of the electron donating group(s). The voltage sensitive dyes, described herein, may have high specificity, high signal to noise ratio, fast responsivity, high voltage sensitivity, high photostability, and/or high brightness.



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VOLTAGE SENSITIVE DYES

RELATED APPLICATIONS

This application claims the benefit of U.S. Application Serial No. 15/448,398
5 filed on March 2, 2017, entitled “VOLTAGE SENSITIVE DYES”, the entire contents of
which are incorporated by reference herein.

GOVERNMENT SPONSORSHIP

This invention was made with Government support under Grant No.
10 D15PC00054, awarded by the Defense Advanced Research Projects Agency. The
Government has certain rights in this invention.

TECHNICAL FIELD

Voltage sensitive dyes and related compositions and methods are provided.
15

BACKGROUND

The movement of charged species across cell membranes drives innumerable
cellular functions. Understanding voltages produced by the movement of these charges
species will allow advances in cell differentiation, tissue regeneration, and wound
20 healing. Accordingly, much effort has focused on the development of techniques to
measure the voltage across cell membranes. Some efforts have focused on the use of
electrodes. However, electrodes are often limited by size constraints and placement
restrictions. Voltage sensitive dyes, which measure voltage changes in cells via spectral
changes of the dye, have emerged that allow for measurements unobtainable with
25 electrodes. However, many voltage sensitive dyes suffer from one or more of the
following: low specificity, low signal to noise ratio, slow responsivity, low sensitivity,
poor photostability, and limited brightness. Accordingly, improved voltage sensitive
dyes, compositions, and methods are needed.

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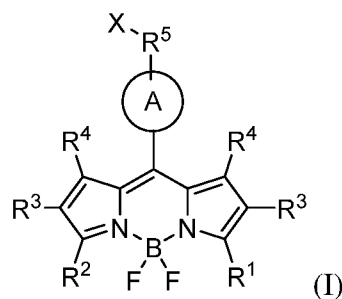
SUMMARY

Voltage sensitive dyes and related composition and methods are provided. The
present invention provides compounds, compositions, preparations, formulations, kits,
and methods useful for measuring the voltage across cell membranes. More specifically,

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the present invention relates to compounds, compositions, kits, and methods for measuring the voltage across cell membranes using a voltage sensitive dye comprising boron. The subject matter of the present invention involves, in some cases, interrelated products, alternative solutions to a particular problem, and/or a plurality of different uses of one or more systems and/or articles.

In one set of embodiments, compositions of matter are provided. In one embodiment, a composition of matter comprises a compound of Formula I:



or a salt thereof, wherein:

R^1 and R^2 are independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, or an electron donating group, provided that at least one of R^1 and R^2 is an electron donating group;

each R^3 is independently hydrogen, optionally substituted alkyl, halo, or a linking group;

each R^4 is hydrogen or optionally substituted alkyl;

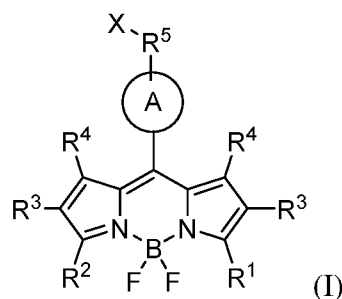
Ring A is optionally substituted arylene or optionally substituted heteroarylene;

R^5 is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; and

X is a polar group, wherein X comprises a positively charged moiety, provided that the positively charged moiety is not a metal.

In another embodiment, a composition of matter comprises a compound of Formula I:

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or a salt thereof, wherein:

R^1 and R^2 are independently hydrogen, optionally substituted alkyl, or an electron
5 donating group, provided that at least one of R^1 and R^2 is an electron donating group;

each R^3 is independently hydrogen, optionally substituted alkyl, halo, or a
linking group;

each R^4 is hydrogen or optionally substituted alkyl;

Ring A is optionally substituted arylene or optionally substituted heteroarylene;

10 R^5 is optionally substituted acylene, optionally substituted alkenylene, optionally
substituted alkylene, optionally substituted alkynylene, substituted amino, optionally
substituted arylene, optionally substituted heteroalkenylene, optionally substituted
heteroalkylene, optionally substituted heteroalkynylene, optionally substituted
heteroarylene, -O-, or optionally substituted thiolene;

15 X is a polar group, wherein X is charged or has a log(P) of less than or equal to
about 0;

the electron donating group is $-(R^6)_n-R^7$:

each R^6 is independently optionally substituted alkenylene, optionally substituted
alkynylene, optionally substituted arylene, or optionally substituted heteroarylene;

20 R^7 is $-N(R'')$ or optionally substituted thiol;

each R'' is independently C_{1-12} alkyl, provided that at least one R'' is C_{2-12} alkyl;

and

n is 1-5. In some embodiments, X is negatively charged. In some embodiments,
X is positively charged.

25 In another set of embodiments, voltage-sensitive dyes are provided. In one
embodiment, a voltage-sensitive dye comprises an electron acceptor comprising boron,
an electron donating group attached to the electron acceptor, and polar group attached to

the electron acceptor, wherein a maximum absorbance wavelength in methanol of the voltage-sensitive dye is greater than or equal to about 600 nm.

In one set of embodiments, methods are provided. In one embodiment, a method comprises exposing a cell membrane to a voltage sensitive dye comprising an electron
5 acceptor comprising boron, an electron donor, and a polar group, wherein a maximum absorbance wavelength in methanol of the voltage-sensitive dye is greater than or equal to about 600 nm.

Other advantages and novel features of the present invention will become apparent from the following detailed description of various non-limiting embodiments of
10 the invention when considered in conjunction with the accompanying figures. In cases where the present specification and a document incorporated by reference include conflicting and/or inconsistent disclosure, the present specification shall control.

BRIEF DESCRIPTION OF THE DRAWINGS

15 Non-limiting embodiments of the present invention will be described by way of example with reference to the accompanying figures, which are schematic and are not intended to be drawn to scale. In the figures, each identical or nearly identical component illustrated is typically represented by a single numeral. For purposes of clarity, not every component is labeled in every figure, nor is every component of each
20 embodiment of the invention shown where illustration is not necessary to allow those of ordinary skill in the art to understand the invention. In the figures:

FIG. 1 shows absorbance and emission spectra of a dye, according to certain embodiments; and

25 FIG. 2 shows fluorescent microscope images of a xenopus embryo stained with a voltage sensitive dye, according to certain embodiments.

DETAILED DESCRIPTION

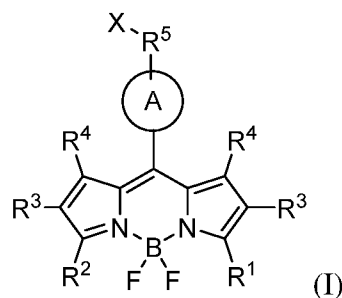
Voltage sensitive dyes comprising boron and related compositions and methods are provided. In some embodiments, a voltage sensitive dye comprises an electron
30 acceptor comprising boron. The electron acceptor may be attached (e.g., covalently) to at least one electron donating group and at least one polar group. For instance, the electron acceptor may comprise optionally substituted boron dipyrromethene (e.g., optionally substituted 4,4-difluoro-4-bora-3a,4a-diaza-s-indacene). The point of

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attachment and chemical nature of the electron donating group(s) and polar group(s) may be selected to impart beneficial properties to the voltage sensitive dye. For instance, the voltage sensitive dye may have an extended difference in the dipole moment between the ground and electronic states due at least in part to the position of the electron donating group(s). The position of the polar group may allow the voltage sensitive dye to have a beneficial association with and/or orientation at or in the cell membrane. In certain embodiments, the voltage sensitive dye may comprise one or more additional moieties that impart beneficial properties to the dye. For instance, the voltage sensitive dye may further comprise a biological molecule (e.g., cell-surface targeting moiety) attached to the electron acceptor or the polar group.

The voltage sensitive dyes, described herein, may have high specificity, high signal to noise ratio, fast responsivity, high voltage sensitivity, high photostability, and/or high brightness.

In some embodiments, the voltage sensitive dye comprises Formula (I):



or a salt thereof, wherein:

R^1 and R^2 are independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, or an electron donating group, provided that at least one of R^1 and R^2 is an electron donating group;

each R^3 is independently hydrogen, optionally substituted alkyl, halo, or a linking group;

each R^4 is hydrogen or optionally substituted alkyl;

Ring A is optionally substituted arylene or optionally substituted heteroarylene;

R^5 is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted

heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; and

X is a polar group, wherein X is charged or has a $\log(P)$ of less than or equal to about 0.

5 In some embodiments, at least one of R^1 and R^2 is an electron donating group. As used herein the term “electron donating group” has its ordinary meaning in the art and may be a functional group that donates some of its electron density into a conjugated π system via resonance or inductive effects. In some embodiments, the electron donating group may have a Hammett sigma constant value of less than about 0 (e.g., less than or
10 equal to about -0.05, less than or equal to about -0.08, less than or equal to about -0.1, less than or equal to about -0.15, less than or equal to about -0.2, less than or equal to about -0.3, less than or equal to about -0.4, less than or equal to about -0.5). In certain embodiments, the electron donating group may be an optionally substituted heteroatom (e.g., nitrogen, oxygen) covalently attached to a conjugated moiety (e.g., aryl, alkenyl,
15 alkynyl, heteroaryl). In certain embodiment, the placement of an electron donating group at R^1 and/or R^2 may contribute to the extended difference in the dipole moment between the ground and electronic state of the dye and according the relatively high voltage sensitivity of the dye. In some embodiments, R^1 is an electron donating group. In some such embodiments, R^2 is not an electron donating group. In other instances, R^1
20 is not an electron donating group. In some such embodiments, R^2 is an electron donating group. In certain embodiments, R^1 and R^2 are independently an electron donating group.

In some embodiments, R^1 and R^2 are independently optionally substituted alkyl (e.g., C_{1-10} alkyl, C_{1-6} alkyl, C_{1-4} alkyl, methyl, ethyl, butyl), optionally substituted alkenyl (e.g., C_{2-10} alkenyl, C_{2-6} alkenyl, C_{2-4} alkenyl, ethenyl), optionally substituted alkynyl (e.g.,
25 C_{2-10} alkynyl, C_{2-6} alkynyl, C_{2-4} alkynyl, ethynyl), optionally substituted aryl (e.g., C_{6-14} aryl, C_{6-10} aryl, phenyl), optionally substituted heteroaryl (e.g., heteroaryl containing 1-4 nitrogen atoms, 5-6 membered heteroaryl, thienyl), or an electron donating group. In certain embodiments, R^1 and R^2 are independently optionally substituted alkyl,
optionally substituted aryl, optionally substituted heteroaryl, or an electron donating
30 group. In some instances, R^1 and R^2 are independently optionally substituted alkyl, optionally substituted aryl, or an electron donating group. For instance, R^1 and R^2 may be independently optionally substituted alkyl or an electron donating group.

In certain embodiments, R^1 and R^2 are independently hydrogen, optionally substituted alkyl, or an electron donating group. In some such cases, R^1 and R^2 are independently optionally hydrogen, substituted C_{1-6} alkyl, or an electron donating group. In some instances, R^1 and R^2 are independently optionally substituted alkyl or an
5 electron donating group. For instance, R^1 and R^2 may be independently optionally substituted C_{1-6} alkyl or an electron donating group. In some cases, R^1 or R^2 is hydrogen or optionally substituted alkyl. In other cases, R^1 or R^2 is optionally substituted alkyl (e.g., C_{1-6} alkyl).

In some embodiments, the electron donating group is $-(R^6)_n-R^7$, wherein:
10 each R^6 is independently optionally substituted alkenylene, optionally substituted alkenylene, optionally substituted alkynylene, optionally substituted arylene, optionally substituted heteroalkylene, optionally substituted heteroalkenylene, optionally substituted heteroalkynylene, or optionally substituted heteroarylene;

R^7 is optionally substituted amino, optionally substituted thiol, or optionally substituted hydroxyl; and
15 n is 1-5.

In some embodiments, each R^6 is independently optionally substituted alkenylene, optionally substituted alkynylene, optionally substituted arylene, optionally substituted heteroalkylene, optionally substituted heteroalkenylene, optionally substituted heteroalkynylene, or substituted heteroarylene. In some instances, each R^6 is
20 independently optionally substituted alkenylene, optionally substituted alkynylene, optionally substituted arylene, or optionally substituted heteroarylene (e.g., furanyl, thienyl, triazole, pyrazolyl, imidazolyl, pyrrolyl). For instance, each R^6 may be independently $-C(R)=C(R)-$, $-C\equiv C-$, phenylene, or optionally substituted 5-6 membered
25 heteroarylene, wherein R is hydrogen or optionally substituted alkyl (e.g., C_{1-6} alkyl).

In certain embodiments, each R^6 is independently optionally substituted alkenylene, optionally substituted alkynylene, or optionally substituted arylene. In some such embodiments, each R^6 is $-C(R)=C(R)-$, $-C\equiv C-$, or optionally substituted arylene, wherein R is hydrogen or optionally substituted alkyl (e.g., C_{1-6} alkyl). In some
30 embodiments, each R^6 is independently optionally substituted alkenylene (e.g., C_{2-6} alkenylene) or optionally substituted arylene.

In some embodiments, at least one R^6 is optionally substituted alkenylene, optionally substituted arylene, or optionally substituted heteroarylene. In some such

embodiments, each R^6 is -C(R)=C(R)-, optionally substituted arylene, or optionally substituted heteroarylene, wherein R is hydrogen or optionally substituted alkyl (e.g., C_{1-6} alkyl). In some embodiments, each R^6 is independently optionally substituted alkenylene (e.g., C_{2-6} alkenylene) or optionally substituted heteroarylene.

5 In some embodiments, the electron donating group is -alkenylene-arylene-arylene- R^7 , -alkenylene-arylene-heteroarylene- R^7 , -alkenylene-heteroarylene-arylene- R^7 , -alkenylene-heteroarylene-heteroarylene- R^7 , -alkynylene-arylene-arylene- R^7 , -alkynylene-arylene-heteroarylene- R^7 , -alkynylene-heteroarylene-arylene- R^7 , -alkynylene-heteroarylene-heteroarylene- R^7 , -alkenylene-arylene- R^7 , -alkenylene-heteroarylene- R^7 , -alkynylene-arylene- R^7 , -alkynylene-heteroarylene- R^7 , -alkenylene- R^7 , -heteroarylene- R^7 , -alkynylene- R^7 , or arylene- R^7 , each of which may be optionally substituted. In some instances, the electron donating group is -alkenylene-arylene-arylene- R^7 , -alkenylene-arylene-heteroarylene- R^7 , -alkenylene-heteroarylene-arylene- R^7 , -alkenylene-heteroarylene-heteroarylene- R^7 , -alkenylene-arylene- R^7 , -alkenylene-arylene-
10 -alkenylene-arylene- R^7 , or -alkenylene-heteroarylene- R^7 , each of which may be optionally substituted. In certain embodiments, the electron donating group is -C(R)=C(R)-arylene-arylene- R^7 , -C(R)=C(R)-arylene-heteroarylene- R^7 , -C(R)=C(R)-heteroarylene-arylene- R^7 , -C(R)=C(R)-heteroarylene-heteroarylene- R^7 , -C(R)=C(R)-arylene- R^7 , -C(R)=C(R)-heteroarylene- R^7 , -C(R)=C(R)-arylene-C(R)=C(R)-arylene- R^7 , -C≡C-arylene-arylene- R^7 , -C≡C-arylene-heteroarylene- R^7 , -C≡C-heteroarylene-arylene- R^7 , -C≡C-heteroarylene-heteroarylene- R^7 , -C≡C-arylene- R^7 , or -C≡C-heteroarylene- R^7 . In some certain embodiments, the electron donating group is -C(R)=C(R)-arylene-arylene- R^7 , -C(R)=C(R)-arylene-heteroarylene- R^7 , -C(R)=C(R)-heteroarylene-arylene- R^7 , -C(R)=C(R)-heteroarylene-heteroarylene- R^7 , -C(R)=C(R)-arylene- R^7 , or -
15 C(R)=C(R)-heteroarylene- R^7 . In some embodiments, each R is independent hydrogen or optionally substituted alkyl. In some embodiments, each R is hydrogen. In some such cases, the arylene is optionally substituted phenylene and/or the heteroarylene is optionally substituted thienyl or optionally substituted furanyl. In some such cases, each arylene is optionally substituted phenylene. In some such cases, each arylene is
20 unsubstituted phenylene. In some embodiments R^7 is -N(R'')₂ or -OR', and R' and R'' are independently hydrogen or optionally substituted alkyl.

In some embodiments, R^7 is optionally substituted amino, optionally substituted thiol, or optionally substituted hydroxyl. For instance, R^7 may be -N(R'')₂, -SR', or -

OR', wherein R' and R'' are independently hydrogen or optionally substituted alkyl (e.g., C₁₋₁₂alkyl, C₂₋₁₂alkyl). In certain embodiments, R⁷ is optionally substituted amino or optionally substituted hydroxyl. In some such cases, R⁷ is -N(R'')₂ or -OR', and R' and R'' are independently hydrogen or optionally substituted alkyl. In certain embodiments, R⁷ is optionally substituted amino or optionally substituted thiol. In some such cases, R⁷ is -N(R'')₂, -SR', and R' and R'' are independently hydrogen or optionally substituted alkyl (e.g., C₁₋₁₂alkyl, C₂₋₁₂alkyl). In some cases, R⁷ is R⁷ is -N(R'')₂ or optionally substituted thiol, wherein each R'' is independently C₁₋₁₂ alkyl, provided that at least one R'' is C₂₋₁₂alkyl. In certain cases, R⁷ is R⁷ is -N(R'')₂, wherein each R'' is independently C₁₋₁₂ alkyl, provided that at least one R'' is C₂₋₁₂alkyl. In some embodiments R⁷ is -OR', and R' is hydrogen or optionally substituted alkyl.

In some embodiments, n is 1-4, 1-3, or 1-2. In some cases, n is 1, 2, 3, 4, or 5. In some instances, n is 1 or 2. In certain embodiments, n is 1-3.

For instance, in some embodiments for a compound of Formula I:

R¹ and R² are independently hydrogen, optionally substituted alkyl, or an electron donating group, provided that at least one of R¹ and R² is an electron donating group; each R³ is independently hydrogen, optionally substituted alkyl, halo, or a linking group; each R⁴ is hydrogen or optionally substituted alkyl; Ring A is optionally substituted arylene or optionally substituted heteroarylene; R⁵ is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylenylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; X is a polar group, wherein X is charged or has a log(P) of less than or equal to about 0; the electron donating group is -(R⁶)_n-R⁷: each R⁶ is independently optionally substituted alkenylene, optionally substituted alkynylene, optionally substituted arylene, or optionally substituted heteroarylene; R⁷ is -N(R'')₂ or optionally substituted thiol; each R'' is independently C₁₋₁₂ alkyl, provided that at least one R'' is C₂₋₁₂alkyl; and

n is 1-5.

In some embodiments, one or moieties at the R³ position may serve to improve solubility, provide a linking group for conjugation to another molecule (e.g., biological molecule), and/or tether a biological molecule to the core of the dye. In some
 5 embodiments, each R³ is independently hydrogen, optionally substituted alkyl, halo, or a linking group. In certain embodiments, each R³ is independently hydrogen, optionally substituted alkyl, or halo. In certain embodiments, at least one R³ is a linking group. In certain embodiments, the linking group is -(R¹⁰)_p-R¹¹, wherein:

each R¹⁰ is independently a charged group, optionally substituted acylene,
 10 optionally substituted alkenylene, optionally substituted alkylene, substituted amino, optionally substituted arylene, optionally substituted carbocyclylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, -O-, oxo, optionally substituted thiolene, or thiooxo;

15 R¹¹ is a functionalizable group or a biological molecule; and
 p is 1-20.

In some embodiments, R¹⁰ is independently -O-, -S-, -N(R)-, -C(O)-, -C(S)-, -C(NR)-, -C(R)=C(R)-, -C(R)₂-, -C(R)₂C(R)₂O-, -OC(R)₂C(R)₂-, optionally substituted arylene, optionally substituted heteroarylene, or optionally substituted heterocyclylene,
 20 wherein R is independently hydrogen or optionally substituted alkyl. In certain cases, R¹⁰ is independently -O-, -S-, -N(R)-, -C(O)-, -C(R)₂-, -C(R)₂C(R)₂O-, -OC(R)₂C(R)₂-, optionally substituted arylene (e.g., phenylene), optionally substituted heteroarylene (e.g., 5-10 membered heteroarylene, 5-6 membered heteroarylene, triazole), or optionally substituted heterocyclylene (e.g., 4-10 membered heterocyclylene, 4-6 membered
 25 heterocyclylene), wherein R is independently hydrogen or alkyl. In some embodiments, at least one R¹⁰ is -CH₂CH₂O- or -OCH₂CH₂-. In certain embodiments, R¹⁰ is independently -C(R)₂C(R)₂O-, -OC(R)₂C(R)₂-, optionally substituted arylene, optionally substituted heteroarylene. In some such embodiments, R¹⁰ is -[-C(R)₂C(R)₂O-]_t-R¹¹, -[OC(R)₂C(R)₂]_t-R¹¹, heteroarylene-R¹¹, arylene-R¹¹, -arylene-[-C(R)₂C(R)₂O-]_t-R¹¹,
 30 arylene-[OC(R)₂C(R)₂]_t-R¹¹, -heteroarylene-[-C(R)₂C(R)₂O-]_t-R¹¹, heteroarylene-[OC(R)₂C(R)₂]_t-R¹¹, arylene-heteroarylene-R¹¹, heteroarylene-arylene-R¹¹, arylene-heteroarylene-[OC(R)₂C(R)₂]_t-R¹¹, heteroarylene-arylene-[OC(R)₂C(R)₂]_t-R¹¹,
 arylene-heteroarylene-[-C(R)₂C(R)₂O-]_t-R¹¹, or heteroarylene-arylene-[-C(R)₂C(R)₂O-]_t-

R¹¹, wherein t is 1-20 (e.g., 1-18, 1-16, 1-15, 1-12, 1-10, 1-8, 1-5, 2-20, 2-18, 2-16, 2-15, 2-12, 2-10, 2-8, 2-5).

In some embodiments, R¹¹ is a functionalizable group. As used, herein, the term “functionalizable group” refers to a group or moiety which is capable of being
5 chemically modified (e.g., via chemical reaction with a compound comprising a functional group). In some embodiments, the functionalizable group is a group or moiety which is capable of being chemically modified with a functional group via formation of a bond (e.g., covalent bond, non-covalent bond, etc.) or interaction (e.g., chemical or biological interaction) between the functionalizable group and the functional group. In
10 some embodiments, the functionalizable group optionally substituted acyl, optionally substituted alkenyl, substituted amino, optionally substituted heteroalkenyl, optionally substituted heteroalkyl, optionally substituted heterocyclyl, hydroxyl, or optionally substituted thiol. For example, the functionalizable group may include a maleimide group, which is commonly used to react with thiol groups on molecules that one may
15 want to covalently attach to the dye. Functionalizable groups will be selected readily, by those of ordinary skill in the art, based upon the description provided herein and knowledge in the art. In some embodiments, the functionalizable group is a group or moiety which is capable of being chemically modified with a functional group via formation of a covalent bond. For instance, in certain embodiments, the chemical
20 reaction may be a coupling reaction or a substitution reaction. Those of ordinary skill in the art will be aware of suitable chemical reactions between a functionalizable group and the functional group. Non-limiting examples of chemical reactions include addition reactions (including cycloaddition), oxidation reactions, reduction reactions, elimination reactions, substitution reactions, rearrangement reactions, polymerization reactions,
25 transition-metal catalyzed coupling or cross-coupling reactions, and olefin metathesis. It should be understood that covalent bonds may be formed by other types of reactions, as known to those of ordinary skill in the art, using functionalizable groups described herein.

In some embodiments, the functionalizable group is a group or moiety which is
30 capable of being chemically modified with a functional group via formation of a non-covalent bond (e.g., via hydrogen-bonds, ionic bonds, dative bonds, Van der Waals interactions, or the like). In some embodiments, the functionalizable group may form a hydrogen-bond with another molecule. Functionalizable groups capable of forming

hydrogen-bonds include hydrogen-bond donors and acceptors. Those of ordinary skill in the art will be able to identify hydrogen-bond donors and acceptors suitable for use in the present invention. For example, a hydrogen-bond donor may comprise at least one hydrogen atom capable of associating with a pair of electrons on a hydrogen-bond
5 acceptor to form the hydrogen bond. In some cases, the functionalizable groups may comprise one or more hydrogen-bond donor/acceptor moieties. Other examples of functionalizable groups which may form hydrogen bonds include carbonyl groups, amines, hydroxyls, and the like.

In some cases, the functionalizable groups may comprise an electron-rich or
10 electron-poor moiety, wherein functionalizing the functionalizable group may comprise forming an electrostatic interaction with another molecule.

In some embodiments, the functionalizable group is a group or moiety which is capable of being functionalized via a biological binding event (e.g., between complementary pairs of biological molecules). For example, a functionalizable group
15 may comprise an entity such as biotin that specifically binds to a complementary entity, such as avidin or streptavidin, on another molecule. Biological interactions for use in the embodiments described herein can be selected readily, by those of ordinary skill in the art, based upon the description herein as their function, examples of such biological interactions, and knowledge herein and in the art as to simple techniques for identifying
20 suitable chemical interactions.

In some embodiments, the functionalizable group may be modified to attach a biological molecule or other beneficial molecule.

In some embodiments, R¹¹ is a biological molecule. As used herein, the term “biological molecules” has its ordinary meaning in the arts and may refer to molecules
25 (e.g., proteins, amino acids, peptides, polynucleotides, nucleotides, carbohydrates, sugars, lipids, nucleoproteins, glycoproteins, lipoproteins, steroids, etc.) whether naturally-occurring or artificially created (e.g., by synthetic or recombinant techniques) that are commonly found in nature (e.g., organisms, tissues, cells, or viruses). Specific classes of biomolecules include, but are not limited to, peptides and carbohydrates such
30 as polysaccharides and modified polysaccharides. A particular example is the polypeptide cyclic RGD, which is a polypeptide that recognizes and binds to certain cell-surface receptors called integrins. In some embodiments, the biological molecule is a peptide or a carbohydrate. It should be understood that the biological molecule may be

modified to allow for attachment. For instance, the biological molecule may be substituted (e.g., at least one hydrogen present on a group is replaced with a permissible substituent) with R¹⁰.

In some embodiments, the biological molecule is a targeting moiety (e.g., cell surface targeting moiety). Any targeting moiety known in the art may be used. A
5 variety of targeting moieties that molecules to particular cells are known in the art (see, for example, Cotten et al. *Methods Enzym.* 217:618, 1993; incorporated herein by reference). Classes of targeting moieties useful in the inventive particles include proteins, peptides, polynucleotides, small organic molecules, metals, metal complexes,
10 carbohydrates, lipids, etc. In certain embodiments, the targeting moiety is a protein or peptide. Antibodies (e.g., humanized monoclonal antibody) or antibody fragment (e.g., Fab fragment) may be used as targeting moieties. In certain embodiments, a protein receptor or a portion of a protein receptor is used as the targeting moiety. In other embodiments, a peptide ligand (e.g. peptide hormone, signaling peptide, peptide ligand,
15 etc.) is used as the targeting moiety. In certain particular embodiments, the targeting moiety is an RGD integrin-binding peptide. In certain embodiments, the targeting moiety is S4 domain of the *C. intestinalis* phosphatase enzyme. In certain embodiments, the targeting moiety is 10-mer of plannexin. In certain embodiments, the targeting moiety is a glycopeptide or glycoprotein. In certain embodiments, the targeting moiety
20 is a polynucleotide. In certain embodiments, the targeting moiety is a carbohydrate. In certain embodiments, the targeting moiety is a carbohydrate ligand. In certain embodiments, the targeting moiety is a carbohydrate found on the surface of a cell.

In some embodiments, one or moieties at the R⁴ position may serve to cause Ring A to twist out of the plane of the diaza-s-indacene structure, which is useful to prevent
25 electronic interaction between ring A and R⁵ and the rest of the dye molecule which might quench the dye fluorescence by energy or electron transfer. In some such embodiments, R⁴ is optionally substituted C₁₋₁₀alkyl (e.g., C₁₋₆alkyl, C₁₋₄alkyl, ethyl, methyl).

In some embodiments, Ring A is optionally substituted arylene. For instance,
30 Ring A may be phenyl. In some embodiments, Ring A is optionally substituted heteroarylene.

In some embodiments, R⁵ is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkynylene, substituted amino, optionally substituted

arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene. In certain embodiments, R⁵ is -C(O)-, -C(O)O-, -OC(O)-, -C(O)N(R)-, -N(R)C(O)-, -O-, -S-, -N(R)-, -C(R)₂-, -C≡C-, -C(R)=C(R)-, optionally substituted arylene, or optionally substituted heteroarylene (e.g., triazole), wherein R is hydrogen or optionally substituted alkyl.

In some embodiments, X may serve to allow the voltage sensitive dye to have a beneficial association with and/or orientation at or in the cell membrane, provide a linking group for conjugation to another molecule (e.g., biological molecule), and/or tether a biological molecule to the core of the dye. For instance, in some embodiments, X may contain a polar group, such as an ionically charged group (e.g., one or more quaternary ammonium salts) or a polyethylene glycol oligomer. Without being bound by theory, it is believed that polar groups will tend to stay in the polar extracellular region when the dye is applied to cells, while the nonpolar part of the dye inserts into the cell plasma membrane. In such embodiments, the dye will tend to be oriented with its longer axis perpendicular to the cell membrane. This orientation may facilitate interaction of the difference dipole moment of the dye and the electric field across the cell membrane and hence voltage sensing. In certain embodiments, X would not serve this purpose if positioned elsewhere on the diaza-s-indacene structure.

In some embodiments, X is a polar group. In certain embodiments, X is a polar group, wherein X comprises a positively charged moiety, provided that the positively charged moiety is not a metal. Regardless of whether X comprises a positively charged moiety, the polar group may be a hydrophilic group or a linking group. In certain embodiments, X is a polar group, wherein X comprises a negatively charged moiety or a precursor thereof. In some embodiments, X comprises a polar group that is hydrophilic.

In certain embodiments, the hydrophilic group (e.g., X) is $-(R^8)_m-R^9$, wherein: each R⁸ is independently a charged group, optionally substituted acyl, optionally substituted alkenylene, optionally substituted alkylene, substituted amino, optionally substituted arylene, optionally substituted carbocyclylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, -O-, oxo, optionally substituted thiolene, thiooxo, or optionally substituted siloxylene;

R^9 is hydrogen, a charged group, optionally substituted acyl, optionally substituted alkyl, optionally substituted amino, optionally substituted aryl, optionally substituted carbocyclyl, optionally substituted heteroalkyl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted hydroxyl, nitrile, optionally substituted siloxy, or optionally substituted thiol; and

m is 0-20.

In certain embodiments, the hydrophilic group is $-(R^8)_m-R^9$, wherein:

each R^8 is independently a charged group, $-COOH$, $-COO^-$, optionally substituted acyl, optionally substituted alkenylene, optionally substituted alkylene, substituted amino, optionally substituted arylene, optionally substituted carbocyclylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, $-O-$, oxo, optionally substituted thiolene, thiooxo, or optionally substituted siloxylene;

R^9 is hydrogen, a charged group, optionally substituted acyl, optionally substituted alkyl, optionally substituted amino, optionally substituted aryl, optionally substituted carbocyclyl, optionally substituted heteroalkyl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted hydroxyl, nitrile, optionally substituted siloxy, or optionally substituted thiol; and

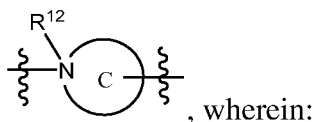
m is 0-20.

In certain embodiments R^8 and R^9 are independently optionally substituted with one or more one or more hydrogen-bond donor and/or acceptor groups (e.g., acyl, amino, hydroxyl, carboxylic acid). In some embodiments, $-(R^8)_m-R^9$, is $-COOH$.

In some embodiments, each R^8 is independently a charged group, optionally substituted acyl, optionally substituted alkylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, $-O-$, oxo, optionally substituted thiolene, thiooxo, or optionally substituted siloxylene. In certain embodiments, each R^8 is independently $-O-$, $-S-$, $-N(R)-$, $-C(O)-$, $-C(R)_2-$, $-C(R)_2C(R)_2O-$, $-OC(R)_2C(R)_2-$, $-OSi(R)_2-$ optionally substituted arylene (e.g., phenylene), optionally substituted heteroarylene (e.g., 5-10 membered heteroarylene), optionally substituted heterocyclylene (4-10 membered, heterocyclylene), or a charged group, wherein R is independently hydrogen or alkyl.

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In some embodiments, at least one R^8 is a charged group. In some such embodiments, each charged group is independently $-N(R^*)_2$, $-P(R^*)_2$, $-S(R^*)$ - or

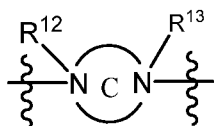


R^* is hydrogen, optionally substituted alkyl, or optionally substituted aryl; and

5 Ring C is an optionally substituted heterocyclylene or heteroarylene ring containing at least one nitrogen atom; and

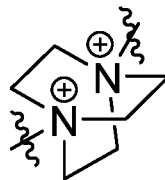
each R^{12} is independently absent, hydrogen or optionally substituted alkyl.

In certain embodiments, Ring C is has the structure:



10

wherein Ring C is an optionally substituted heterocyclylene or heteroarylene ring containing at least two nitrogen atom and R^{13} is absent, hydrogen, or optionally substituted alkyl. In certain embodiments, Ring C is 1,4-diazabicyclo[2.2.2]octanylene.



In some such cases, Ring C is optionally substituted

15 As used herein, the term “charged group” has its ordinary meaning in the art and may refer to a group comprising one or more charged moiety. As used herein, a “charged moiety” is a chemical moiety that carries a formal electronic charge, e.g., monovalent (+ 1), divalent (+ 2), trivalent (+ 3), etc. The charged moiety may be anionic (i.e., negatively charged) or cationic (i.e., positively charged). Examples of negatively-
 20 charged groups or precursors thereof, include carboxylate groups, sulfonate group, sulfate groups, phosphonate groups, phosphate groups, hydroxyl groups, and the like. Examples of positively-charged moieties include amino groups (e.g., protonated primary, secondary, and/or tertiary nitrogen atoms), quaternary ammonium groups, quaternary phosphonium groups, pyridinium group, and imidazolium groups. In a particular
 25 embodiment, the charged moieties comprise quaternary ammonium groups and/or quaternary phosphonium groups. In some cases, one or more charged moieties are

positively charged. In certain case, all of the charged moieties are positively charged. The charge of the charged moiety may vary, in some cases, with the environmental conditions, for example, changes in pH may alter the charge of the moiety, and/or cause the moiety to become charged or uncharged. Typically, the charge of a moiety is
5 determined under environmental conditions at which the dye is used. In general, the charge density of the dye may be selected as desired. In some embodiments, the charged moiety is not a metal (e.g., copper).

Typically associated with the charged moiety are one or more counterions, such that the charged moiety and the counterions together are electroneutral (i.e., have a zero
10 net electronic charge). Thus, positively charged moieties may be associated with an anionic charged moieties (e.g., anionic counterion), while negatively charged moieties (for example, carboxylates, sulfonates, etc.) may be associated with a cationic charged moieties (e.g., cationic counterion). The counterion may be any suitably charged moiety, atomic or molecular, that can associate with the charged moiety of the dye. The
15 counterions can be loosely associated with the charged moiety in some instances, i.e., the counterions can be exchanged under ambient conditions with the same or different ions (e.g., Li^+ may be exchangeable for Li^+ or Na^+ , etc.).

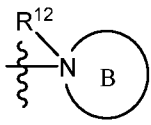
A cationic counterion may be associated with a negatively charged moiety. For example, if the charged moiety has a -1 charge, the counterions may be any ions having a
20 +1 charge, for example, alkali metals such as Na^+ , Li^+ , K^+ , etc., and/or other +1 charged species, such as Cu^+ , NH_4^+ , etc. Similarly, if the charged moiety has a -2 charge, the counterions may be any ions having a +2 charge, for example Ca^{2+} , Be^{2+} , Fe^{2+} , Mg^{2+} , Cu^{2+} , Ni^{2+} , Sn^{2+} , Zn^{2+} , 2Na^+ , 2Li^+ , 2K^+ , Li^+ and Na^+ , Li^+ and K^+ , Na^+ and K^+ , etc. More than one counterion may be present in some cases.

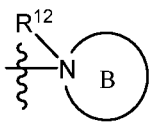
An anionic counterion may be monovalent (i.e., including one formal negative
25 charge). An anionic counterion may also be multivalent (i.e., including more than one formal negative charge), such as divalent or trivalent. Exemplary counterions include halide ions (e.g., F^- , Cl^- , Br^- , I^-), NO_3^- , ClO_4^- , OH^- , H_2PO_4^- , HSO_4^- , sulfonate ions (e.g., methansulfonate, trifluoromethanesulfonate, *p*-toluenesulfonate, benzenesulfonate, 10-
30 camphor sulfonate, naphthalene-2-sulfonate, naphthalene-1-sulfonic acid-5-sulfonate, ethan-1-sulfonic acid-2-sulfonate, and the like), carboxylate ions (e.g., acetate, propanoate, benzoate, glycerate, lactate, tartrate, glycolate, and the like), BF_4^- , PF_4^- , PF_6^-

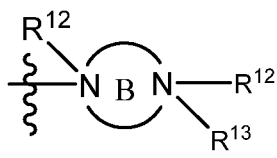
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, SbF_6^- , $\text{B}[3,5-(\text{CF}_3)_2\text{C}_6\text{H}_3]_4^-$, BPh_4^- , $\text{Al}(\text{OC}(\text{CF}_3)_3)_4^-$, and a carborane anion (e.g., $\text{CB}_{11}\text{H}_{12}^-$ or $(\text{HCB}_{11}\text{Me}_5\text{Br}_6)^-$).

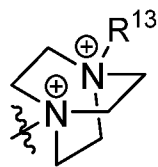
In some embodiments, R^9 is a charged group. In some embodiments, the charged group is a quaternary ammonium or a quaternary phosphonium. In certain embodiments,

- 5 the charged group is independently $-\text{N}(\text{R}^*)_3$, $-\text{P}(\text{R}^*)_3$, $-\text{S}(\text{R}^*)_2$, or  wherein:
 R^* is hydrogen, optionally substituted alkyl, or optionally substituted aryl; and
 Ring B is an optionally substituted heterocyclic or heteroaryl ring containing at least one nitrogen atom; and R^{12} is absent, hydrogen, or optionally substituted alkyl. In some

- cases, the charged group is independently $-\text{N}(\text{R}^*)_3$ or . In some such
 10 embodiments, Ring B is pyridinyl, maleimidyl, or succinimidyl. In certain
 embodiments, Ring B has the structure:



- , wherein Ring B is an optionally substituted heterocyclic or
 heteroaryl ring containing at least two nitrogen atom and R^{13} is absent, hydrogen, or
 15 optionally substituted alkyl. In certain embodiments, Ring B is 1,4-
 diazabicyclo[2.2.2]octanyl. In some such cases, Ring B is optionally substituted



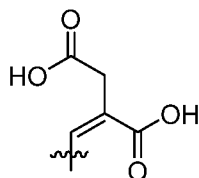
In other embodiments, R^9 is hydrogen or optionally substituted alkyl.

- In some embodiments, X is a linking group as described herein. In some such
 20 embodiments, X is $-(\text{R}^{10})_p-\text{R}^{11}$. In certain embodiments, R^{10} , R^{11} , and p may be defined
 as described above. In some embodiments, R^{10} is a charged group as described herein.

Regardless of whether X is a hydrophilic group or a linking group, X may be
 charged and/or have a log(P) of less than or equal to about 0. In some embodiments, X
 may be charged. In certain embodiments, X may have a formal charge between -10 to

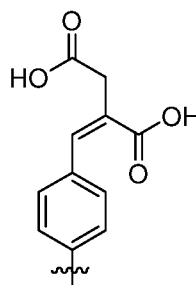
+10 (e.g., -6 to +6, -3 to +6, -1 to +6, +1 to +6). In some instances, X may have a formal charge between +1 and about + 10. In some such embodiments, X may have a formal charge of +1, +2, +3, +4, +5, or +6. In some embodiments, X may be zwitterionic. In certain embodiments, X may be cationic (e.g., diacationic).

5 In certain embodiments, X may be anionic (e.g., dianionic). As noted above, non-limiting examples of anionic (e.g., negatively-charged) groups or precursors thereof, include carboxylate groups, sulfonate group, sulfate groups, phosphonate groups, phosphate groups, hydroxyl groups, and the like. In some embodiments, X is $-\text{COOH}$, which may form $-\text{COO}^-$ depending on the conditions (e.g., in basic conditions). In some
 10 embodiments, X is $-\text{COO}^-$. In some embodiments, for a compound of formula (I), Ring A is optionally substituted arylene or optionally substituted heteroarylene; R^5 is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene,
 15 optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; and X is a negatively-charge group or a precursor thereof. In some embodiments, Ring A is optionally substituted arylene, R^5 is optionally substituted alkenylene, and X is $-\text{COOH}$ or $-\text{COO}^-$. In some embodiments R^5 is substituted with a negatively-charged group, such that $\text{R}^5\text{-X}$ comprises two negatively
 20 charged groups. For example, R^5 may be substituted with $-\text{COOH}$ or $-\text{COO}^-$ and X may be $-\text{COOH}$ or $-\text{COO}^-$. In some embodiments, for a compound of Formula (I), $-\text{R}^5\text{-X}$ has the structure:



25 In some embodiments, for a compound of Formula (I), $-(\text{Ring A})\text{-R}^5\text{-X}$ has the structure:

- 20 -



In some embodiments, X may have a log(P) of less than or equal to about 0 (e.g., -1). The logP value of a group, which is the logarithm of its partition coefficient between n-octanol and water, is a well-established measure of the group's hydrophilicity. Low hydrophilicities and therefore high logP values cause high absorption or permeation into cell membranes, while low values of logP lead to that moiety tending to remain in the water-rich region outside of the cell membrane. Without being bound by theory, it is believed that to have a reasonable probability of the dye not being translocated through the cell plasma membrane, the logP value should be less than or equal to about 0. Those of ordinary skill in the art would be knowledgeable of methods of determining the water-octanol partition coefficient of compounds. For example, the logP of a compound or part of a compound may be estimated using computer software.

For instance, in some embodiments, for a compound of Formula I:

R^1 and R^2 are independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, or an electron donating group, provided that at least one of R^1 and R^2 is an electron donating group;

each R^3 is independently hydrogen, optionally substituted alkyl, halo, or a linking group;

each R^4 is hydrogen or optionally substituted alkyl;

Ring A is optionally substituted arylene or optionally substituted heteroarylene;

R^5 is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; and

X is a polar group, wherein X comprises a positively charged moiety, provided that the positively charged moiety is not a metal.

- 21 -

For instance, in some embodiments, for a compound of Formula I:

R¹ and R² are independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, or an electron donating group, provided that at least one of R¹ and R² is an electron donating group;

each R³ is independently hydrogen, optionally substituted alkyl, halo, or a linking group;

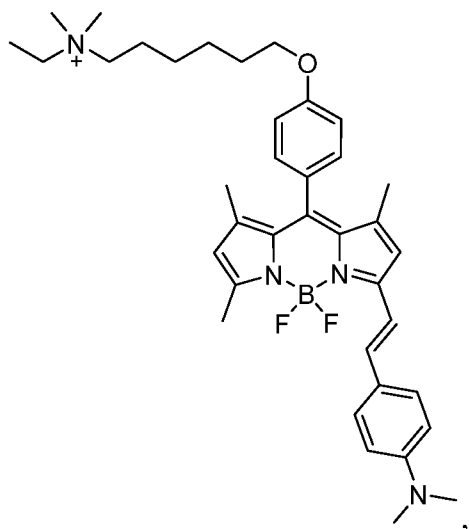
each R⁴ is hydrogen or optionally substituted alkyl;

Ring A is optionally substituted arylene or optionally substituted heteroarylene;

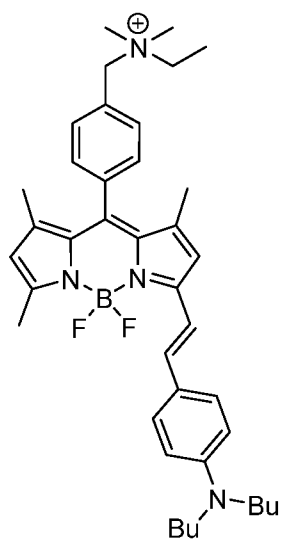
R⁵ is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; and

X is a polar group, wherein X comprises a negatively charged moiety.

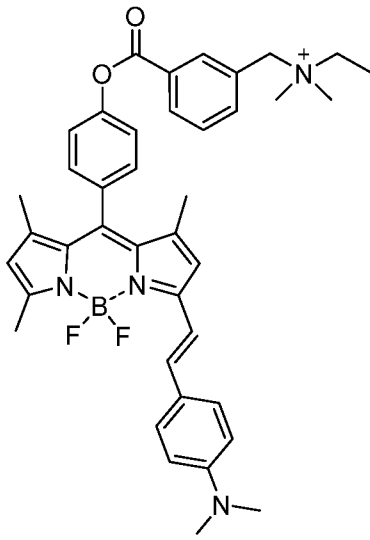
In some embodiments, the voltage sensitive dye is:



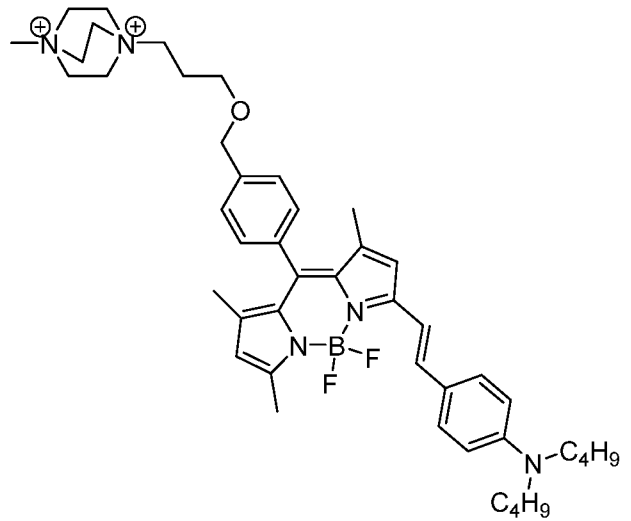
I-1



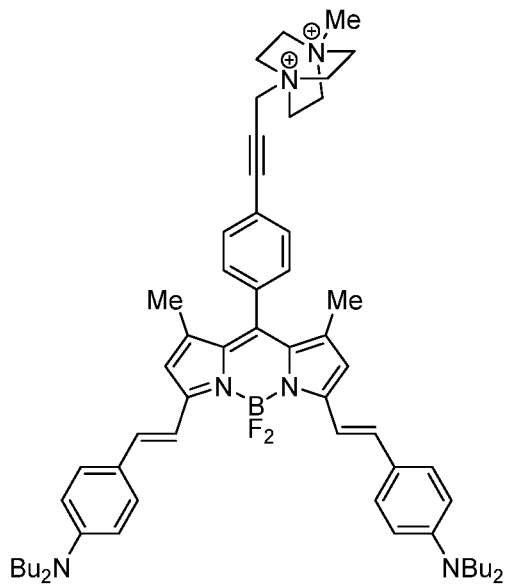
I-2



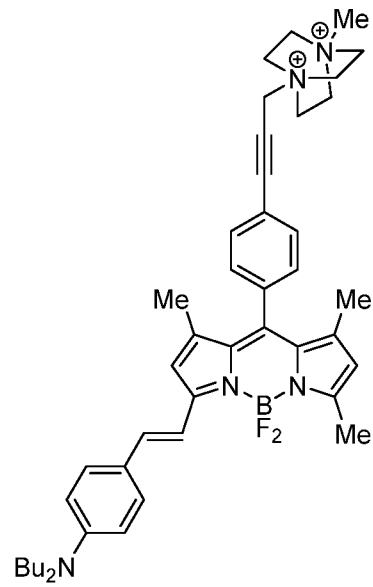
I-3



I-4



I-5

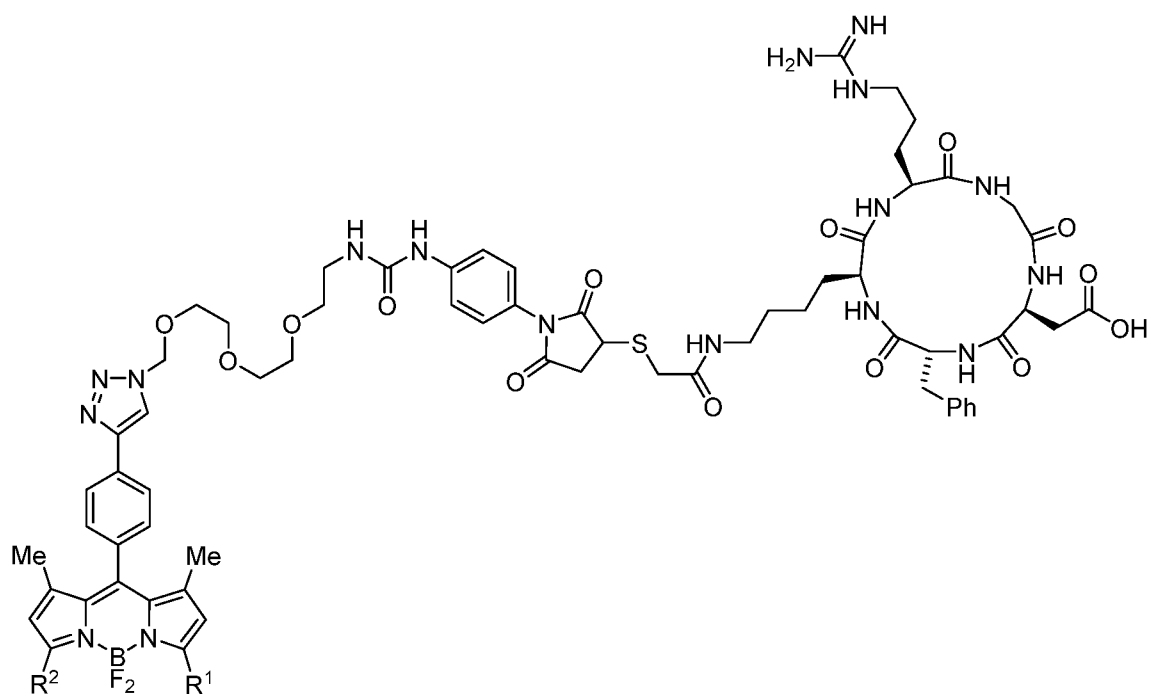


I-6

or a salt thereof.

In some embodiments, the voltage sensitive dye is:

- 23 -

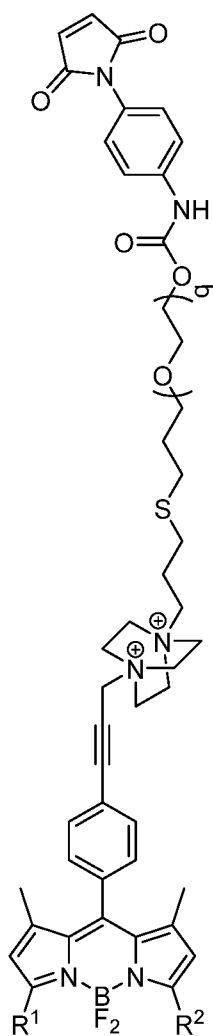


I-7

or a salt thereof, wherein R¹ and R² are as described herein.

In some embodiments, the voltage sensitive dye is:

- 24 -

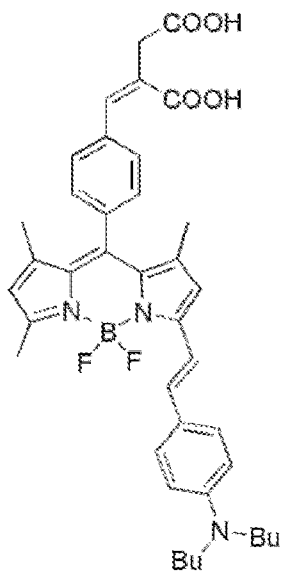


I-8

or a salt thereof, wherein q is 1 to 20 (e.g., 2 to 20, 4 to 20) and R^1 and R^2 are as described herein. In some instances, R^1 and R^2 are independently H or $-\text{CH}=\text{CH}-$
5 phenylene- $\text{N}(\text{R}'')$ $_2$.

In some embodiments, the voltage sensitive dye is:

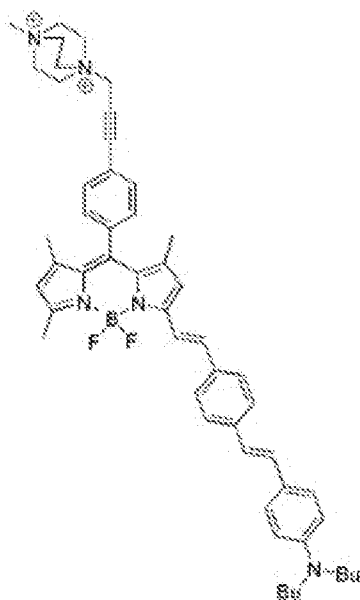
- 25 -



I-9

or a salt thereof.

In some embodiments, the voltage sensitive dye is:



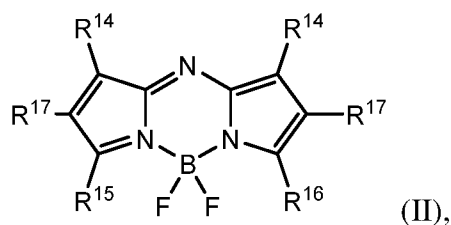
I-10

5

or a salt thereof.

In some embodiments, the voltage sensitive dye comprises Formula (II):

- 26 -



or a salt thereof, wherein:

5 each R^{14} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted heteroalkyl, optionally substituted heteroalkenyl, optionally substituted heteroalkynyl, optionally substituted aryl, optionally substituted heteroaryl;

10 R^{15} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted heteroalkyl, optionally substituted heteroalkenyl, optionally substituted heteroalkynyl, optionally substituted aryl, optionally substituted heteroaryl, wherein R^{15} is substituted with an electron-donating group;

15 R^{16} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted heteroalkyl, optionally substituted heteroalkenyl, optionally substituted heteroalkynyl, optionally substituted aryl, optionally substituted heteroaryl, wherein R^{16} is substituted with an electron-withdrawing group; and

20 each R^{17} is independently hydrogen, optionally substituted alkyl, halo, or a linking group.

In some embodiments, each R^{14} is optionally substituted aryl. In some embodiments, each R^{14} is optionally substituted phenyl. In some embodiments, each R^{14} is phenyl.

25 In some embodiments, R^{15} is optionally substituted aryl. In some embodiments, R^{15} is optionally substituted phenyl. In some embodiments, R^{15} is phenyl substituted with $N(R^{18})_2$, wherein each R^{18} is independently optionally substituted alkyl. In some embodiments, R^{15} is phenyl substituted with NMe_2 .

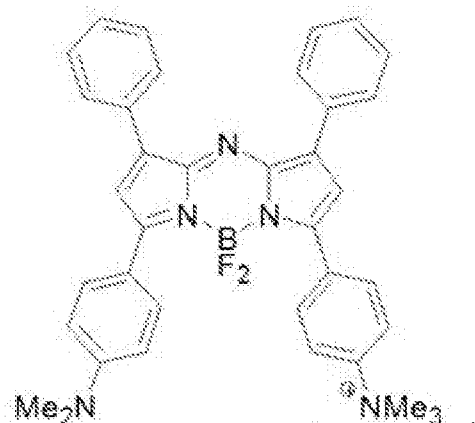
In some embodiments, R^{16} is substituted with an electron-withdrawing group, wherein the electron-withdrawing group is a positively-charged group. In some

- 27 -

embodiments, the positively charged group is $-N(R^{19})_3^+$, wherein each R^{19} is independently optionally substituted alkyl. In some embodiments, R^{16} is optionally substituted phenyl. In some embodiments, R^{16} is phenyl substituted with $N(R^{19})_3^+$, wherein each R^{19} is independently optionally substituted alkyl. In some embodiments, R^{16} is phenyl substituted with NMe_3^+ . As described herein, typically associated with the charged moiety are one or more counterions, such that the charged moiety and the counterions together are electroneutral (i.e., have a zero net electronic charge).

In some embodiments, each R^{14} is optionally substituted aryl (e.g., substituted or unsubstituted phenyl), R^{15} is phenyl substituted with $N(R^{18})_2$, wherein each R^{18} is independently optionally substituted alkyl, R^{16} is phenyl substituted with $N(R^{19})_3^+$, wherein each R^{19} is independently optionally substituted alkyl, and each R^{17} is hydrogen.

In some embodiments, the voltage sensitive dye comprising Formula (II) has the structure:



15

In some embodiments, the voltage sensitive dyes, described herein, may not suffer from one or more limitations of some conventional voltage sensitive dyes. For instance, in some embodiments, the voltage sensitive dye may have a relatively long emission wavelength. In some embodiments, the voltage sensitive dye may have an emission wavelength maximum of greater than or equal to about 650 nm and less than or equal to about 900 nm in toluene, dichloromethane, methanol, or dimethylsulfoxide. In some embodiments, the emission wavelength maximum may be in the near-infrared range.

In some embodiments, the voltage sensitive dye may have a relatively long absorbance wavelength. In certain embodiments, the long absorption wavelength

25

maximum may be used to minimize autofluorescence of other materials in the cells. In some embodiments, the voltage sensitive dye may have an absorbance wavelength maximum of greater than or equal to about 600 nm and less than or equal to about 800 nm in toluene, dichloromethane, methanol, or dimethylsulfoxide. In some embodiments, the absorbance wavelength may be in the visible range. In some embodiments, the absorbance wavelength maximum may be in the near-infrared range.

In some embodiments, the voltage sensitive dye may have a relatively large Stokes shift. In some embodiments, the large Stokes shift facilitates fluorescence imaging. For instance, in some embodiments, the Stokes shift may be greater than or equal to about 20 nm, greater than or equal to about 40 nm, greater than or equal to about 60 nm, or greater than or equal to about 80 nm, consistent with the absorbance and fluorescence ranges described above.

In some embodiments, the voltage sensitive dye may have a relatively high fluorescence yield. The fluorescence yield of the dye in a nonpolar solvent (e.g., toluene or dichloromethane) may be greater than or equal to about 0.1, greater than or equal to about 0.2, greater than or equal to about 0.3, greater than or equal to about 0.4, greater than or equal to about 0.5, and less than or equal to about 1. The fluorescence yield may be measured as described in Demas & Crosby, *J. Phys. Chem.* 75, 991 – 1024 (1971).

In some embodiments, the voltage sensitive dye may have a relatively fast response speed. The response speed is the time necessary for the dye's absorbance or fluorescence to change after the membrane voltage changes. In some embodiments, the response speed is less than or equal to about 1 ms, less than or equal to about 0.5 ms, less than or equal to about 0.1 ms, less than or equal to about 0.05 ms, less than or equal to about 0.01 ms, less than or equal to about 0.005 ms, less than or equal to about 0.001 ms, or less than or equal to about 0.0005 ms. The response speed may be measured by comparing membrane voltage changes measured using the dye with voltage changes measured using implanted electrodes. In some embodiments, the dyes, described herein, may operate by an electrochromic response and have a response speed of less than or equal to about 0.001 ms.

In some embodiments, the voltage sensitive dye may have a relatively high molar absorptivity. The molar absorptivity (measured at the peak of the dye's long wavelength absorption band) is ideally over $50,000 \text{ M}^{-1} \text{ cm}^{-1}$ and as much greater than this as possible. It is measured by measuring the absorbance, in a suitable solvent such as

toluene or methanol, of a known concentration of dye and applying the Beer-Lambert law.

In some embodiments, the voltage sensitive dye may have a relatively high voltage sensitivity. Voltage sensitivity is generally reported as the fractional change in dye fluorescence per 100 mV change in membrane voltage, measured in a fluorescence microscope with the membrane voltage set by an electrode inserted into the cell (patch clamping). Voltage sensitivity measured and reported in this way is preferably >0.1 and more preferably >0.2, and can range up to about 0.5 with higher values preferred.

In one aspect, methods for using the voltage sensitive dyes described herein are provided. In some embodiments, the method comprises exposing a cell membrane to a voltage-sensitive dye. The voltage sensitive dye may comprise an electron acceptor comprising boron, an electron donor, and a polar group. The voltage sensitive dye may have any of the properties described herein. For instance, the voltage sensitive dye may have a maximum absorbance wavelength in methanol of the voltage-sensitive dye of greater than or equal to about 600 nm.

In some embodiments, the method also comprises allowing the voltage-sensitive dye to orient in the cell membrane such that at least a portion of the electron acceptor is positioned within the cell membrane and at least a portion of the polar group is positioned outside of the cell membrane. In certain embodiments, the dye may orient in the cell membrane without the application of energy or external stimulus. For instance, the dye may spontaneously orient due at least in part to the position and/or nature of the hydrophobic and polar groups on the dye. In some embodiments, the polar group helps to align the difference dipole moment of the dye perpendicular to the outer surface of the cell membrane.

In some embodiments, the voltage sensitive dye may be used to determine a change in a potential across the cell membrane. In some embodiments, the peak wavelength of absorption or emission may correlate with the magnitude of the potential across the cell membrane. In certain embodiments, the integrated emission of the dye (e.g., fluorescence) is measured (e.g., using a fluorescence microscope with a camera for detection and the fluorescence detected using light filters).

“Biomolecules”: The term “biomolecules”, as used herein, refers to molecules (e.g., proteins, amino acids, peptides, polynucleotides, nucleotides, carbohydrates, sugars, lipids, nucleoproteins, glycoproteins, lipoproteins, steroids, etc.) whether

naturally-occurring or artificially created (e.g., by synthetic or recombinant techniques) that are commonly found in nature (e.g., organisms, tissues, cells, or viruses). Specific classes of biomolecules include, but are not limited to, enzymes, receptors, neurotransmitters, hormones, cytokines, cell response modifiers such as growth factors and chemotactic factors, antibodies, vaccines, haptens, toxins, interferons, ribozymes, anti-sense agents, plasmids, siRNA, DNA, and RNA.

The terms “polynucleotide”, “nucleic acid”, or “oligonucleotide” refer to a polymer of nucleotides. The terms “polynucleotide”, “nucleic acid”, and “oligonucleotide”, may be used interchangeably. Typically, a polynucleotide comprises at least two nucleotides. DNAs and RNAs are polynucleotides. The polymer may include natural nucleosides (*i.e.*, adenosine, thymidine, guanosine, cytidine, uridine, deoxyadenosine, deoxythymidine, deoxyguanosine, and deoxycytidine), nucleoside analogs (*e.g.*, 2-aminoadenosine, 2-thiothymidine, inosine, pyrrolo-pyrimidine, 3-methyladenosine, C5-propynylcytidine, C5-propynyluridine, C5-bromouridine, C5-fluorouridine, C5-iodouridine, C5-methylcytidine, 7-deazaadenosine, 7-deazaguanosine, 8-oxoadenosine, 8-oxoguanosine, O(6)-methylguanine, and 2-thiocytidine), chemically modified bases, biologically modified bases (*e.g.*, methylated bases), intercalated bases, modified sugars (*e.g.*, 2'-fluororibose, 2'-methoxyribose, 2'-aminoribose, ribose, 2'-deoxyribose, arabinose, and hexose), or modified phosphate groups (*e.g.*, phosphorothioates and 5'-N phosphoramidite linkages). Enantiomers of natural or modified nucleosides may also be used. Nucleic acids also include nucleic acid-based therapeutic agents, for example, nucleic acid ligands, siRNA, short hairpin RNA, antisense oligonucleotides, ribozymes, aptamers, and SPIEGELMERS™, oligonucleotide ligands described in Wlotzka, *et al.*, *Proc. Natl. Acad. Sci. USA*, 2002, 99(13):8898, the entire contents of which are incorporated herein by reference.

According to the present invention, a “polypeptide”, “peptide”, or “protein” comprises a string of at least three amino acids linked together by peptide bonds. The terms “polypeptide”, “peptide”, and “protein”, may be used interchangeably. Peptide may refer to an individual peptide or a collection of peptides. Inventive peptides preferably contain only natural amino acids, although non natural amino acids (*i.e.*, compounds that do not occur in nature but that can be incorporated into a polypeptide chain) and/or amino acid analogs as are known in the art may alternatively be employed. Also, one or more of the amino acids in a peptide may be modified, for example, by the

addition of a chemical entity such as a carbohydrate group, a phosphate group, a farnesyl group, an isofarnesyl group, a fatty acid group, a linker for conjugation, functionalization, or other modification, etc. In one embodiment, the modifications of the peptide lead to a more stable peptide (*e.g.*, greater half-life *in vivo*). These
5 modifications may include cyclization of the peptide, the incorporation of D-amino acids, *etc.* None of the modifications should substantially interfere with the desired biological activity of the peptide.

The term “carbohydrate” refers to a sugar or polymer of sugars. The terms “saccharide”, “polysaccharide”, “carbohydrate”, and “oligosaccharide”, may be used
10 interchangeably. Most carbohydrates are aldehydes or ketones with many hydroxyl groups, usually one on each carbon atom of the molecule. Carbohydrates generally have the molecular formula $C_nH_{2n}O_n$. A carbohydrate may be a monosaccharide, a disaccharide, trisaccharide, oligosaccharide, or polysaccharide. The most basic carbohydrate is a monosaccharide, such as glucose, sucrose, galactose, mannose, ribose,
15 arabinose, xylose, and fructose. Disaccharides are two joined monosaccharides. Exemplary disaccharides include sucrose, maltose, cellobiose, and lactose. Typically, an oligosaccharide includes between three and six monosaccharide units (*e.g.*, raffinose, stachyose), and polysaccharides include six or more monosaccharide units. Exemplary polysaccharides include starch, glycogen, and cellulose. Carbohydrates may contain
20 modified saccharide units such as 2'-deoxyribose wherein a hydroxyl group is removed, 2'-fluororibose wherein a hydroxyl group is replaced with a fluorine, or N-acetylglucosamine, a nitrogen-containing form of glucose. (*e.g.*, 2'-fluororibose, deoxyribose, and hexose). Carbohydrates may exist in many different forms, for example, conformers, cyclic forms, acyclic forms, stereoisomers, tautomers, anomers,
25 and isomers.

When the term “hydrophilic” is used with respect to a molecules and/or groups, the term has its ordinary meaning in the art and may refer to molecules and/or groups that have a tendency to interact with polar solvents, in particular with water, or with other polar groups. One of ordinary skill in the art would be able to readily select
30 hydrophilic molecules and/or groups based on general knowledge in the art and the disclosure herein.

The term “electron acceptor” has its ordinary meaning in the art and may refer to a moiety that accepts an electron from another moiety.

Definitions of specific functional groups and chemical terms are described in more detail below. The chemical elements are identified in accordance with the Periodic Table of the Elements, CAS version, Handbook of Chemistry and Physics, 75th Ed., inside cover, and specific functional groups are generally defined as described therein.

5 Additionally, general principles of organic chemistry, as well as specific functional moieties and reactivity, are described in *Organic Chemistry*, Thomas Sorrell, University Science Books, Sausalito, 1999; Smith and March *March's Advanced Organic Chemistry*, 5th Edition, John Wiley & Sons, Inc., New York, 2001; Larock, *Comprehensive Organic Transformations*, VCH Publishers, Inc., New York, 1989; and

10 Carruthers, *Some Modern Methods of Organic Synthesis*, 3rd Edition, Cambridge University Press, Cambridge, 1987.

Compounds described herein can comprise one or more asymmetric centers, and thus can exist in various stereoisomeric forms, *e.g.*, enantiomers and/or diastereomers. For example, the compounds described herein can be in the form of an individual

15 enantiomer, diastereomer or geometric isomer, or can be in the form of a mixture of stereoisomers, including racemic mixtures and mixtures enriched in one or more stereoisomer. Isomers can be isolated from mixtures by methods known to those skilled in the art, including chiral high pressure liquid chromatography (HPLC) and the formation and crystallization of chiral salts; or preferred isomers can be prepared by

20 asymmetric syntheses. See, for example, Jacques *et al.*, *Enantiomers, Racemates and Resolutions* (Wiley Interscience, New York, 1981); Wilen *et al.*, *Tetrahedron* 33:2725 (1977); Eliel, E.L. *Stereochemistry of Carbon Compounds* (McGraw-Hill, NY, 1962); and Wilen, S.H. *Tables of Resolving Agents and Optical Resolutions* p. 268 (E.L. Eliel, Ed., Univ. of Notre Dame Press, Notre Dame, IN 1972). The invention additionally

25 encompasses compounds as individual isomers substantially free of other isomers, and alternatively, as mixtures of various isomers.

Unless otherwise stated, structures depicted herein are also meant to include compounds that differ only in the presence of one or more isotopically enriched atoms. For example, compounds having the present structures except for the replacement of

30 hydrogen by deuterium or tritium, replacement of ¹⁹F with ¹⁸F, or the replacement of a carbon by a ¹³C- or ¹⁴C-enriched carbon are within the scope of the disclosure. Such compounds are useful, for example, as analytical tools or probes in biological assays.

When a range of values is listed, it is intended to encompass each value and sub-range within the range. For example “C₁₋₆ alkyl” is intended to encompass, C₁, C₂, C₃, C₄, C₅, C₆, C₁₋₆, C₁₋₅, C₁₋₄, C₁₋₃, C₁₋₂, C₂₋₆, C₂₋₅, C₂₋₄, C₂₋₃, C₃₋₆, C₃₋₅, C₃₋₄, C₄₋₆, C₄₋₅, and C₅₋₆ alkyl.

5 As used herein, “alkyl” refers to a radical of a straight-chain or branched saturated hydrocarbon group having from 1 to 10 carbon atoms (“C₁₋₁₀ alkyl”). In some embodiments, an alkyl group has 1 to 9 carbon atoms (“C₁₋₉ alkyl”). In some embodiments, an alkyl group has 1 to 8 carbon atoms (“C₁₋₈ alkyl”). In some embodiments, an alkyl group has 1 to 7 carbon atoms (“C₁₋₇ alkyl”). In some
10 embodiments, an alkyl group has 1 to 6 carbon atoms (“C₁₋₆ alkyl”). In some embodiments, an alkyl group has 1 to 5 carbon atoms (“C₁₋₅ alkyl”). In some embodiments, an alkyl group has 1 to 4 carbon atoms (“C₁₋₄ alkyl”). In some embodiments, an alkyl group has 1 to 3 carbon atoms (“C₁₋₃ alkyl”). In some embodiments, an alkyl group has 1 to 2 carbon atoms (“C₁₋₂ alkyl”). In some
15 embodiments, an alkyl group has 1 carbon atom (“C₁ alkyl”). In some embodiments, an alkyl group has 2 to 6 carbon atoms (“C₂₋₆ alkyl”). Examples of C₁₋₆ alkyl groups include methyl (C₁), ethyl (C₂), n-propyl (C₃), isopropyl (C₃), n-butyl (C₄), tert-butyl (C₄), sec-butyl (C₄), iso-butyl (C₄), n-pentyl (C₅), 3-pentanyl (C₅), amyl (C₅), neopentyl (C₅), 3-methyl-2-butanyl (C₅), tertiary amyl (C₅), and n-hexyl (C₆). Additional
20 examples of alkyl groups include n-heptyl (C₇), n-octyl (C₈) and the like. Unless otherwise specified, each instance of an alkyl group is independently unsubstituted (an “unsubstituted alkyl”) or substituted (a “substituted alkyl”) with one or more substituents. In certain embodiments, the alkyl group is an unsubstituted C₁₋₁₀ alkyl (*e.g.*, -CH₃). In certain embodiments, the alkyl group is a substituted C₁₋₁₀ alkyl.

25 As used herein, “heteroalkyl” refers to an alkyl group as defined herein which further includes at least one heteroatom (*e.g.*, 1, 2, 3, or 4 heteroatoms) selected from oxygen, nitrogen, or sulfur within (*i.e.*, inserted between adjacent carbon atoms of) and/or placed at one or more terminal position(s) of the parent chain. In certain embodiments, a heteroalkyl group refers to a saturated group having from 1 to 10 carbon
30 atoms and 1 or more heteroatoms within the parent chain (“heteroC₁₋₁₀ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 9 carbon atoms and 1 or more heteroatoms within the parent chain (“heteroC₁₋₉ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 8 carbon atoms and 1 or more

heteroatoms within the parent chain (“heteroC₁₋₈ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 7 carbon atoms and 1 or more heteroatoms within the parent chain (“heteroC₁₋₇ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 6 carbon atoms and 1 or more heteroatoms within the parent chain (“heteroC₁₋₆ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 5 carbon atoms and 1 or 2 heteroatoms within the parent chain (“heteroC₁₋₅ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 4 carbon atoms and 1 or 2 heteroatoms within the parent chain (“heteroC₁₋₄ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 3 carbon atoms and 1 heteroatom within the parent chain (“heteroC₁₋₃ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 to 2 carbon atoms and 1 heteroatom within the parent chain (“heteroC₁₋₂ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 1 carbon atom and 1 heteroatom (“heteroC₁ alkyl”). In some embodiments, a heteroalkyl group is a saturated group having 2 to 6 carbon atoms and 1 or 2 heteroatoms within the parent chain (“heteroC₂₋₆ alkyl”). Unless otherwise specified, each instance of a heteroalkyl group is independently unsubstituted (an “unsubstituted heteroalkyl”) or substituted (a “substituted heteroalkyl”) with one or more substituents. In certain embodiments, the heteroalkyl group is an unsubstituted heteroC₁₋₁₀ alkyl. In certain embodiments, the heteroalkyl group is a substituted heteroC₁₋₁₀ alkyl.

As used herein, “alkenyl” refers to a radical of a straight-chain or branched hydrocarbon group having from 2 to 10 carbon atoms and one or more carbon-carbon double bonds (*e.g.*, 1, 2, 3, or 4 double bonds). In some embodiments, an alkenyl group has 2 to 9 carbon atoms (“C₂₋₉ alkenyl”). In some embodiments, an alkenyl group has 2 to 8 carbon atoms (“C₂₋₈ alkenyl”). In some embodiments, an alkenyl group has 2 to 7 carbon atoms (“C₂₋₇ alkenyl”). In some embodiments, an alkenyl group has 2 to 6 carbon atoms (“C₂₋₆ alkenyl”). In some embodiments, an alkenyl group has 2 to 5 carbon atoms (“C₂₋₅ alkenyl”). In some embodiments, an alkenyl group has 2 to 4 carbon atoms (“C₂₋₄ alkenyl”). In some embodiments, an alkenyl group has 2 to 3 carbon atoms (“C₂₋₃ alkenyl”). In some embodiments, an alkenyl group has 2 carbon atoms (“C₂ alkenyl”). The one or more carbon-carbon double bonds can be internal (such as in 2-butenyl) or terminal (such as in 1-butenyl). Examples of C₂₋₄ alkenyl groups include ethenyl (C₂), 1-propenyl (C₃), 2-propenyl (C₃), 1-butenyl (C₄), 2-butenyl (C₄), butadienyl (C₄), and

the like. Examples of C₂₋₆ alkenyl groups include the aforementioned C₂₋₄ alkenyl groups as well as pentenyl (C₅), pentadienyl (C₅), hexenyl (C₆), and the like. Additional examples of alkenyl include heptenyl (C₇), octenyl (C₈), octatrienyl (C₈), and the like. Unless otherwise specified, each instance of an alkenyl group is independently
5 unsubstituted (an “unsubstituted alkenyl”) or substituted (a “substituted alkenyl”) with one or more substituents. In certain embodiments, the alkenyl group is an unsubstituted C₂₋₁₀ alkenyl. In certain embodiments, the alkenyl group is a substituted C₂₋₁₀ alkenyl.

As used herein, “heteroalkenyl” refers to an alkenyl group as defined herein which further includes at least one heteroatom (*e.g.*, 1, 2, 3, or 4 heteroatoms) selected
10 from oxygen, nitrogen, or sulfur within (*i.e.*, inserted between adjacent carbon atoms of) and/or placed at one or more terminal position(s) of the parent chain. In certain embodiments, a heteroalkenyl group refers to a group having from 2 to 10 carbon atoms, at least one double bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₁₀ alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 9 carbon atoms at
15 least one double bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₉ alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 8 carbon atoms, at least one double bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₈ alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 7 carbon atoms, at least one double bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₇
20 alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 6 carbon atoms, at least one double bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₆ alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 5 carbon atoms, at least one double bond, and 1 or 2 heteroatoms within the parent chain (“heteroC₂₋₅ alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 4 carbon atoms, at least one double
25 bond, and 1 or 2 heteroatoms within the parent chain (“heteroC₂₋₄ alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 3 carbon atoms, at least one double bond, and 1 heteroatom within the parent chain (“heteroC₂₋₃ alkenyl”). In some embodiments, a heteroalkenyl group has 2 to 6 carbon atoms, at least one double bond, and 1 or 2 heteroatoms within the parent chain (“heteroC₂₋₆ alkenyl”). Unless otherwise specified,
30 each instance of a heteroalkenyl group is independently unsubstituted (an “unsubstituted heteroalkenyl”) or substituted (a “substituted heteroalkenyl”) with one or more substituents. In certain embodiments, the heteroalkenyl group is an unsubstituted

heteroC₂₋₁₀ alkenyl. In certain embodiments, the heteroalkenyl group is a substituted heteroC₂₋₁₀ alkenyl.

As used herein, “alkynyl” refers to a radical of a straight-chain or branched hydrocarbon group having from 2 to 10 carbon atoms and one or more carbon-carbon triple bonds (*e.g.*, 1, 2, 3, or 4 triple bonds) (“C₂₋₁₀ alkynyl”). In some embodiments, an
5 alkynyl group has 2 to 9 carbon atoms (“C₂₋₉ alkynyl”). In some embodiments, an alkynyl group has 2 to 8 carbon atoms (“C₂₋₈ alkynyl”). In some embodiments, an alkynyl group has 2 to 7 carbon atoms (“C₂₋₇ alkynyl”). In some embodiments, an alkynyl group has 2 to 6 carbon atoms (“C₂₋₆ alkynyl”). In some embodiments, an
10 alkynyl group has 2 to 5 carbon atoms (“C₂₋₅ alkynyl”). In some embodiments, an alkynyl group has 2 to 4 carbon atoms (“C₂₋₄ alkynyl”). In some embodiments, an alkynyl group has 2 to 3 carbon atoms (“C₂₋₃ alkynyl”). In some embodiments, an alkynyl group has 2 carbon atoms (“C₂ alkynyl”). The one or more carbon-carbon triple bonds can be internal (such as in 2-butynyl) or terminal (such as in 1-butynyl).
15 Examples of C₂₋₄ alkynyl groups include, without limitation, ethynyl (C₂), 1-propynyl (C₃), 2-propynyl (C₃), 1-butynyl (C₄), 2-butynyl (C₄), and the like. Examples of C₂₋₆ alkenyl groups include the aforementioned C₂₋₄ alkynyl groups as well as pentynyl (C₅), hexynyl (C₆), and the like. Additional examples of alkynyl include heptynyl (C₇), octynyl (C₈), and the like. Unless otherwise specified, each instance of an alkynyl group
20 is independently unsubstituted (an “unsubstituted alkynyl”) or substituted (a “substituted alkynyl”) with one or more substituents. In certain embodiments, the alkynyl group is an unsubstituted C₂₋₁₀ alkynyl. In certain embodiments, the alkynyl group is a substituted C₂₋₁₀ alkynyl.

As used herein, “heteroalkynyl” refers to an alkynyl group as defined herein
25 which further includes at least one heteroatom (*e.g.*, 1, 2, 3, or 4 heteroatoms) selected from oxygen, nitrogen, or sulfur within (*i.e.*, inserted between adjacent carbon atoms of) and/or placed at one or more terminal position(s) of the parent chain. In certain embodiments, a heteroalkynyl group refers to a group having from 2 to 10 carbon atoms, at least one triple bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₁₀
30 alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 9 carbon atoms, at least one triple bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₉ alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 8 carbon atoms, at least one triple bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₈

alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 7 carbon atoms, at least one triple bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₇ alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 6 carbon atoms, at least one triple bond, and 1 or more heteroatoms within the parent chain (“heteroC₂₋₆ alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 5 carbon atoms, at least one triple bond, and 1 or 2 heteroatoms within the parent chain (“heteroC₂₋₅ alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 4 carbon atoms, at least one triple bond, and 1 or 2 heteroatoms within the parent chain (“heteroC₂₋₄ alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 3 carbon atoms, at least one triple bond, and 1 heteroatom within the parent chain (“heteroC₂₋₃ alkynyl”). In some embodiments, a heteroalkynyl group has 2 to 6 carbon atoms, at least one triple bond, and 1 or 2 heteroatoms within the parent chain (“heteroC₂₋₆ alkynyl”). Unless otherwise specified, each instance of a heteroalkynyl group is independently unsubstituted (an “unsubstituted heteroalkynyl”) or substituted (a “substituted heteroalkynyl”) with one or more substituents. In certain embodiments, the heteroalkynyl group is an unsubstituted heteroC₂₋₁₀ alkynyl. In certain embodiments, the heteroalkynyl group is a substituted heteroC₂₋₁₀ alkynyl.

The term “acyl” refers to a group having the general formula $-C(=O)R^{X1}$, $-C(=O)OR^{X1}$, $-C(=O)-O-C(=O)R^{X1}$, $-C(=O)SR^{X1}$, $-C(=O)N(R^{X1})_2$, $-C(=S)R^{X1}$, $-C(=S)N(R^{X1})_2$, and $-C(=S)S(R^{X1})$, $-C(=NR^{X1})R^{X1}$, $-C(=NR^{X1})OR^{X1}$, $-C(=NR^{X1})SR^{X1}$, and $-C(=NR^{X1})N(R^{X1})_2$, wherein R^{X1} is hydrogen; halogen; substituted or unsubstituted hydroxyl; substituted or unsubstituted thiol; substituted or unsubstituted amino; substituted or unsubstituted acyl, cyclic or acyclic, substituted or unsubstituted, branched or unbranched aliphatic; cyclic or acyclic, substituted or unsubstituted, branched or unbranched heteroaliphatic; cyclic or acyclic, substituted or unsubstituted, branched or unbranched alkyl; cyclic or acyclic, substituted or unsubstituted, branched or unbranched alkenyl; substituted or unsubstituted alkynyl; substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, aliphaticoxy, heteroaliphaticoxy, alkyloxy, heteroalkyloxy, aryloxy, heteroaryloxy, aliphaticthioxy, heteroaliphaticthioxy, alkylthioxy, heteroalkylthioxy, arylthioxy, heteroarylthioxy, mono- or di-aliphaticamino, mono- or di- heteroaliphaticamino, mono- or di- alkylamino, mono- or di- heteroalkylamino, mono- or di-arylamino, or mono- or di-heteroarylamino; or two R^{X1} groups taken together form a 5- to 6-membered heterocyclic ring. Exemplary acyl

groups include aldehydes (–CHO), carboxylic acids (–CO₂H), ketones, acyl halides, esters, amides, imines, carbonates, carbamates, and ureas. Acyl substituents include, but are not limited to, any of the substituents described herein, that result in the formation of a stable moiety (*e.g.*, aliphatic, alkyl, alkenyl, alkynyl, heteroaliphatic, heterocyclic, aryl, heteroaryl, acyl, oxo, imino, thiooxo, cyano, isocyano, amino, azido, nitro, hydroxyl, thiol, halo, aliphaticamino, heteroaliphaticamino, alkylamino, heteroalkylamino, arylamino, heteroarylamino, alkylaryl, arylalkyl, aliphaticoxy, heteroaliphaticoxy, alkyloxy, heteroalkyloxy, aryloxy, heteroaryloxy, aliphaticthioxy, heteroaliphaticthioxy, alkylthioxy, heteroalkylthioxy, arylthioxy, heteroarylthioxy, acyloxy, and the like, each of which may or may not be further substituted).

“Carbocyclyl,” “carbocycle,” or “carbocyclic” refers to a radical of a non–aromatic cyclic hydrocarbon group having from 3 to 10 ring carbon atoms (“C_{3–10} carbocyclyl”) and zero heteroatoms in the non–aromatic ring system. In some embodiments, a carbocyclyl group has 3 to 8 ring carbon atoms (“C_{3–8} carbocyclyl”). In some embodiments, a carbocyclyl group has 3 to 6 ring carbon atoms (“C_{3–6} carbocyclyl”). In some embodiments, a carbocyclyl group has 3 to 6 ring carbon atoms (“C_{3–6} carbocyclyl”). In some embodiments, a carbocyclyl group has 5 to 10 ring carbon atoms (“C_{5–10} carbocyclyl”). Exemplary C_{3–6} carbocyclyl groups include, without limitation, cyclopropyl (C₃), cyclopropenyl (C₃), cyclobutyl (C₄), cyclobutenyl (C₄), cyclopentyl (C₅), cyclopentenyl (C₅), cyclohexyl (C₆), cyclohexenyl (C₆), cyclohexadienyl (C₆), and the like. Exemplary C_{3–8} carbocyclyl groups include, without limitation, the aforementioned C_{3–6} carbocyclyl groups as well as cycloheptyl (C₇), cycloheptenyl (C₇), cycloheptadienyl (C₇), cycloheptatrienyl (C₇), cyclooctyl (C₈), cyclooctenyl (C₈), bicyclo[2.2.1]heptanyl (C₇), bicyclo[2.2.2]octanyl (C₈), and the like. Exemplary C_{3–10} carbocyclyl groups include, without limitation, the aforementioned C_{3–8} carbocyclyl groups as well as cyclononyl (C₉), cyclononenyl (C₉), cyclodecyl (C₁₀), cyclodecenyl (C₁₀), octahydro–1*H*–indenyl (C₉), decahydronaphthalenyl (C₁₀), spiro[4.5]decanyl (C₁₀), and the like. As the foregoing examples illustrate, in certain embodiments, the carbocyclyl group is either monocyclic (“monocyclic carbocyclyl”) or contain a fused, bridged, or spiro ring system such as a bicyclic system (“bicyclic carbocyclyl”). Carbocyclyl can be saturated, and saturated carbocyclyl is referred to as “cycloalkyl.” In some embodiments, carbocyclyl is a monocyclic, saturated carbocyclyl group having from 3 to 10 ring carbon atoms (“C_{3–10} cycloalkyl”). In some embodiments, a cycloalkyl

group has 3 to 8 ring carbon atoms (“C₃₋₈ cycloalkyl”). In some embodiments, a cycloalkyl group has 3 to 6 ring carbon atoms (“C₃₋₆ cycloalkyl”). In some embodiments, a cycloalkyl group has 5 to 6 ring carbon atoms (“C₅₋₆ cycloalkyl”). In some embodiments, a cycloalkyl group has 5 to 10 ring carbon atoms (“C₅₋₁₀ cycloalkyl”). Examples of C₅₋₆ cycloalkyl groups include cyclopentyl (C₅) and cyclohexyl (C₆). Examples of C₃₋₆ cycloalkyl groups include the aforementioned C₅₋₆ cycloalkyl groups as well as cyclopropyl (C₃) and cyclobutyl (C₄). Examples of C₃₋₈ cycloalkyl groups include the aforementioned C₃₋₆ cycloalkyl groups as well as cycloheptyl (C₇) and cyclooctyl (C₈). Unless otherwise specified, each instance of a cycloalkyl group is independently unsubstituted (an “unsubstituted cycloalkyl”) or substituted (a “substituted cycloalkyl”) with one or more substituents. In certain embodiments, the cycloalkyl group is unsubstituted C₃₋₁₀ cycloalkyl. In certain embodiments, the cycloalkyl group is substituted C₃₋₁₀ cycloalkyl. Carbocyclyl can be partially unsaturated. Carbocyclyl including one or more C=C double bonds in the carbocyclic ring is referred to as “cycloalkenyl.” Carbocyclyl including one or more C≡C triple bonds in the carbocyclic ring is referred to as “cycloalkynyl.” Carbocyclyl includes aryl. “Carbocyclyl” also includes ring systems wherein the carbocyclic ring, as defined above, is fused with one or more aryl or heteroaryl groups wherein the point of attachment is on the carbocyclic ring, and in such instances, the number of carbons continue to designate the number of carbons in the carbocyclic ring system. Unless otherwise specified, each instance of a carbocyclyl group is independently optionally substituted, *i.e.*, unsubstituted (an “unsubstituted carbocyclyl”) or substituted (a “substituted carbocyclyl”) with one or more substituents. In certain embodiments, the carbocyclyl group is unsubstituted C₃₋₁₀ carbocyclyl. In certain embodiments, the carbocyclyl group is substituted C₃₋₁₀ carbocyclyl.

As used herein, “heterocyclyl” or “heterocyclic” refers to a radical of a 3- to 14-membered non-aromatic ring system having ring carbon atoms and 1 to 4 ring heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“3-14 membered heterocyclyl”). In heterocyclyl groups that contain one or more nitrogen atoms, the point of attachment can be a carbon or nitrogen atom, as valency permits. A heterocyclyl group can either be monocyclic (“monocyclic heterocyclyl”) or polycyclic (*e.g.*, a fused, bridged or spiro ring system such as a bicyclic

system (“bicyclic heterocyclyl”) or tricyclic system (“tricyclic heterocyclyl”), and can be saturated or can contain one or more carbon–carbon double or triple bonds.

Heterocyclyl polycyclic ring systems can include one or more heteroatoms in one or both rings. “Heterocyclyl” also includes ring systems wherein the heterocyclyl ring, as
5 defined above, is fused with one or more carbocyclyl groups wherein the point of attachment is either on the carbocyclyl or heterocyclyl ring, or ring systems wherein the heterocyclyl ring, as defined above, is fused with one or more aryl or heteroaryl groups, wherein the point of attachment is on the heterocyclyl ring, and in such instances, the number of ring members continue to designate the number of ring members in the
10 heterocyclyl ring system. Unless otherwise specified, each instance of heterocyclyl is independently unsubstituted (an “unsubstituted heterocyclyl”) or substituted (a “substituted heterocyclyl”) with one or more substituents. In certain embodiments, the heterocyclyl group is an unsubstituted 3–14 membered heterocyclyl. In certain
embodiments, the heterocyclyl group is a substituted 3–14 membered heterocyclyl.

15 In some embodiments, a heterocyclyl group is a 5–10 membered non–aromatic ring system having ring carbon atoms and 1–4 ring heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“5–10 membered heterocyclyl”). In some embodiments, a heterocyclyl group is a 5–8 membered non–aromatic ring system having ring carbon atoms and 1–4 ring
20 heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“5–8 membered heterocyclyl”). In some embodiments, a heterocyclyl group is a 5–6 membered non–aromatic ring system having ring carbon atoms and 1–4 ring heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“5–6 membered heterocyclyl”). In some embodiments, the 5–6 membered
25 heterocyclyl has 1–3 ring heteroatoms selected from nitrogen, oxygen, and sulfur. In some embodiments, the 5–6 membered heterocyclyl has 1–2 ring heteroatoms selected from nitrogen, oxygen, and sulfur. In some embodiments, the 5–6 membered heterocyclyl has 1 ring heteroatom selected from nitrogen, oxygen, and sulfur.
Exemplary 3–membered heterocyclyl groups containing 1 heteroatom include, without
30 limitation, azirdinyl, oxiranyl, and thiiranyl.

Exemplary 4–membered heterocyclyl groups containing 1 heteroatom include, without limitation, azetidiny, oxetanyl, and thietanyl. Exemplary 5–membered heterocyclyl groups containing 1 heteroatom include, without limitation,

tetrahydrofuranyl, dihydrofuranyl, tetrahydrothiophenyl, dihydrothiophenyl, pyrrolidinyl, dihydropyrrolyl, and pyrrolyl-2,5-dione. Exemplary 5-membered heterocyclyl groups containing 2 heteroatoms include, without limitation, dioxolanyl, oxathiolanyl and dithiolanyl.

5 Exemplary 5-membered heterocyclyl groups containing 3 heteroatoms include, without limitation, triazolanyl, oxadiazolanyl, and thiadiazolanyl.

Exemplary 6-membered heterocyclyl groups containing 1 heteroatom include, without limitation, piperidinyl, tetrahydropyranyl, dihydropyridinyl, and thianyl.

Exemplary 6-membered heterocyclyl groups containing 2 heteroatoms include, without
10 limitation, piperazinyl, morpholinyl, dithianyl, and dioxanyl. Exemplary 6-membered heterocyclyl groups containing 3 heteroatoms include, without limitation, triazinanyl.

Exemplary 7-membered heterocyclyl groups containing 1 heteroatom include, without limitation, azepanyl, oxepanyl and thiepanyl. Exemplary 8-membered heterocyclyl groups containing 1 heteroatom include, without limitation, azocanyl,
15 oxecanyl and thiocanyl. Exemplary bicyclic heterocyclyl groups include, without limitation, indolinyl, isoindolinyl, dihydrobenzofuranyl, dihydrobenzothienyl, tetrahydrobenzothienyl, tetrahydrobenzofuranyl, tetrahydroindolyl, tetrahydroquinolinyl, tetrahydroisoquinolinyl, decahydroquinolinyl, decahydroisoquinolinyl, octahydrochromenyl, octahydroisochromenyl, decahydronaphthyridinyl, decahydro-1,8-
20 naphthyridinyl, octahydropyrrolo[3,2-b]pyrrole, indolinyl, phthalimidyl, naphthalimidyl, chromanyl, chromenyl, 1H-benzo[e][1,4]diazepinyl, 1,4,5,7-tetrahydropyrano[3,4-b]pyrrolyl, 5,6-dihydro-4H-furo[3,2-b]pyrrolyl, 6,7-dihydro-5H-furo[3,2-b]pyranyl, 5,7-dihydro-4H-thieno[2,3-c]pyranyl, 2,3-dihydro-1H-pyrrolo[2,3-b]pyridinyl, 2,3-dihydrofuro[2,3-b]pyridinyl, 4,5,6,7-tetrahydro-1H-pyrrolo[2,3-b]pyridinyl, 4,5,6,7-
25 tetrahydrofuro[3,2-c]pyridinyl, 4,5,6,7-tetrahydrothieno[3,2-b]pyridinyl, 1,2,3,4-tetrahydro-1,6-naphthyridinyl, and the like.

As used herein, "aryl" refers to a radical of a monocyclic or polycyclic (*e.g.*, bicyclic or tricyclic) $4n+2$ aromatic ring system (*e.g.*, having 6, 10, or 14 π electrons shared in a cyclic array) having 6-14 ring carbon atoms and zero heteroatoms provided
30 in the aromatic ring system ("C₆₋₁₄ aryl"). In some embodiments, an aryl group has 6 ring carbon atoms ("C₆ aryl"; *e.g.*, phenyl). In some embodiments, an aryl group has 10 ring carbon atoms ("C₁₀ aryl"; *e.g.*, naphthyl such as 1-naphthyl and 2-naphthyl). In

some embodiments, an aryl group has 14 ring carbon atoms (“C₁₄ aryl”; *e.g.*, anthracyl). “Aryl” also includes ring systems wherein the aryl ring, as defined above, is fused with one or more carbocyclyl or heterocyclyl groups wherein the radical or point of attachment is on the aryl ring, and in such instances, the number of carbon atoms
5 continue to designate the number of carbon atoms in the aryl ring system. Unless otherwise specified, each instance of an aryl group is independently unsubstituted (an “unsubstituted aryl”) or substituted (a “substituted aryl”) with one or more substituents. In certain embodiments, the aryl group is an unsubstituted C₆₋₁₄ aryl. In certain
embodiments, the aryl group is a substituted C₆₋₁₄ aryl.

10 As used herein, “heteroaryl” refers to a radical of a 5–14 membered monocyclic or polycyclic (*e.g.*, bicyclic, tricyclic) 4n+2 aromatic ring system (*e.g.*, having 6, 10, or 14 π electrons shared in a cyclic array) having ring carbon atoms and 1–4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“5–14 membered heteroaryl”).
15 In heteroaryl groups that contain one or more nitrogen atoms, the point of attachment can be a carbon or nitrogen atom, as valency permits. Heteroaryl polycyclic ring systems can include one or more heteroatoms in one or both rings. “Heteroaryl” includes ring systems wherein the heteroaryl ring, as defined above, is fused with one or more carbocyclyl or heterocyclyl groups wherein the point of attachment is on the heteroaryl ring, and in such
20 instances, the number of ring members continue to designate the number of ring members in the heteroaryl ring system. “Heteroaryl” also includes ring systems wherein the heteroaryl ring, as defined above, is fused with one or more aryl groups wherein the point of attachment is either on the aryl or heteroaryl ring, and in such instances, the number of ring members designates the number of ring members in the fused polycyclic
25 (aryl/heteroaryl) ring system. Polycyclic heteroaryl groups wherein one ring does not contain a heteroatom (*e.g.*, indolyl, quinolinyl, carbazolyl, and the like) the point of attachment can be on either ring, *i.e.*, either the ring bearing a heteroatom (*e.g.*, 2-indolyl) or the ring that does not contain a heteroatom (*e.g.*, 5-indolyl).
In some embodiments, a heteroaryl group is a 5–10 membered aromatic ring system
30 having ring carbon atoms and 1–4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“5–10 membered heteroaryl”). In some embodiments, a heteroaryl group is a 5–8

membered aromatic ring system having ring carbon atoms and 1–4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“5–8 membered heteroaryl”). In some embodiments, a heteroaryl group is a 5–6 membered aromatic ring system having ring carbon atoms and 1–4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (“5–6 membered heteroaryl”). In some embodiments, the 5–6 membered heteroaryl has 1–3 ring heteroatoms selected from nitrogen, oxygen, and sulfur. In some embodiments, the 5–6 membered heteroaryl has 1–2 ring heteroatoms selected from nitrogen, oxygen, and sulfur. In some embodiments, the 5–6 membered heteroaryl has 1 ring heteroatom selected from nitrogen, oxygen, and sulfur. Unless otherwise specified, each instance of a heteroaryl group is independently unsubstituted (an “unsubstituted heteroaryl”) or substituted (a “substituted heteroaryl”) with one or more substituents. In certain embodiments, the heteroaryl group is an unsubstituted 5–14 membered heteroaryl. In certain embodiments, the heteroaryl group is a substituted 5–14 membered heteroaryl.

Exemplary 5–membered heteroaryl groups containing 1 heteroatom include, without limitation, pyrrolyl, furanyl and thiophenyl. Exemplary 5–membered heteroaryl groups containing 2 heteroatoms include, without limitation, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, and isothiazolyl. Exemplary 5–membered heteroaryl groups containing 3 heteroatoms include, without limitation, triazolyl, oxadiazolyl, and thiadiazolyl. Exemplary 5–membered heteroaryl groups containing 4 heteroatoms include, without limitation, tetrazolyl.

Exemplary 6–membered heteroaryl groups containing 1 heteroatom include, without limitation, pyridinyl. Exemplary 6–membered heteroaryl groups containing 2 heteroatoms include, without limitation, pyridazinyl, pyrimidinyl, and pyrazinyl. Exemplary 6–membered heteroaryl groups containing 3 or 4 heteroatoms include, without limitation, triazinyl and tetrazinyl, respectively.

Exemplary 7–membered heteroaryl groups containing 1 heteroatom include, without limitation, azepinyl, oxepinyl, and thiepinyl. Exemplary 5,6–bicyclic heteroaryl groups include, without limitation, indolyl, isoindolyl, indazolyl, benzotriazolyl, benzothiophenyl, isobenzothiophenyl, benzofuranyl, benzoisofuranyl, benzimidazolyl, benzoxazolyl, benzisoxazolyl, benzoxadiazolyl, benzthiazolyl, benzisothiazolyl, benzthiadiazolyl, indoliziny, and purinyl.

Exemplary 6,6-bicyclic heteroaryl groups include, without limitation, naphthyridinyl, pteridinyl, quinolinyl, isoquinolinyl, cinnolinyl, quinoxalinyl, phthalazinyl, and quinazolinyl. Exemplary tricyclic heteroaryl groups include, without limitation, phenanthridinyl, dibenzofuranyl, carbazolyl, acridinyl, phenothiazinyl, phenoxazinyl and phenazinyl.

As used herein, the term “partially unsaturated” refers to a ring moiety that includes at least one double or triple bond. The term “partially unsaturated” is intended to encompass rings having multiple sites of unsaturation, but is not intended to include aromatic groups (*e.g.*, aryl or heteroaryl moieties) as herein defined.

As used herein, the term “saturated” refers to a ring moiety that does not contain a double or triple bond, *i.e.*, the ring contains all single bonds.

Affixing the suffix “-ene” to a group indicates the group is a divalent moiety, *e.g.*, alkylene is the divalent moiety of alkyl, alkenylene is the divalent moiety of alkenyl, alkynylene is the divalent moiety of alkynyl, heteroalkylene is the divalent moiety of heteroalkyl, heteroalkenylene is the divalent moiety of heteroalkenyl, heteroalkynylene is the divalent moiety of heteroalkynyl, carbocyclylene is the divalent moiety of carbocyclyl, heterocyclylene is the divalent moiety of heterocyclyl, arylene is the divalent moiety of aryl, heteroarylene is the divalent moiety of heteroaryl, and -O- or substituted hydroxyl is the divalent moiety of hydroxyl. In some instances, a substituted amino may be divalent.

As understood from the above, alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl groups, as defined herein, are, in certain embodiments, optionally substituted. Optionally substituted refers to a group which may be substituted or unsubstituted (*e.g.*, “substituted” or “unsubstituted” alkyl, “substituted” or “unsubstituted” alkenyl, “substituted” or “unsubstituted” alkynyl, “substituted” or “unsubstituted” heteroalkyl, “substituted” or “unsubstituted” heteroalkenyl, “substituted” or “unsubstituted” heteroalkynyl, “substituted” or “unsubstituted” carbocyclyl, “substituted” or “unsubstituted” heterocyclyl, “substituted” or “unsubstituted” aryl or “substituted” or “unsubstituted” heteroaryl group). In general, the term “substituted” means that at least one hydrogen present on a group is replaced with a permissible substituent, *e.g.*, a substituent which upon substitution results in a stable compound, *e.g.*, a compound which does not spontaneously undergo transformation such as by rearrangement, cyclization, elimination, or other reaction.

Unless otherwise indicated, a “substituted” group has a substituent at one or more substitutable positions of the group, and when more than one position in any given structure is substituted, the substituent is either the same or different at each position. The term “substituted” is contemplated to include substitution with all permissible substituents of organic compounds, and includes any of the substituents described herein that results in the formation of a stable compound. The present invention contemplates any and all such combinations in order to arrive at a stable compound. For purposes of this invention, heteroatoms such as nitrogen may have hydrogen substituents and/or any suitable substituent as described herein which satisfy the valencies of the heteroatoms and results in the formation of a stable moiety.

Exemplary carbon atom substituents include, but are not limited to, halogen, –CN, –NO₂, –N₃, –SO₂H, –SO₃H, –OH, –OR^{aa}, –ON(R^{bb})₂, –N(R^{bb})₂, –N(R^{bb})₃⁺X[–], –N(OR^{cc})R^{bb}, –SH, –SR^{aa}, –SSR^{cc}, –C(=O)R^{aa}, –CO₂H, –CHO, –C(OR^{cc})₂, –CO₂R^{aa}, –OC(=O)R^{aa}, –OCO₂R^{aa}, –C(=O)N(R^{bb})₂, –OC(=O)N(R^{bb})₂, –NR^{bb}C(=O)R^{aa}, –NR^{bb}CO₂R^{aa}, –NR^{bb}C(=O)N(R^{bb})₂, –C(=NR^{bb})R^{aa}, –C(=NR^{bb})OR^{aa}, –OC(=NR^{bb})R^{aa}, –OC(=NR^{bb})OR^{aa}, –C(=NR^{bb})N(R^{bb})₂, –OC(=NR^{bb})N(R^{bb})₂, –NR^{bb}C(=NR^{bb})N(R^{bb})₂, –C(=O)NR^{bb}SO₂R^{aa}, –NR^{bb}SO₂R^{aa}, –SO₂N(R^{bb})₂, –SO₂R^{aa}, –SO₂OR^{aa}, –OSO₂R^{aa}, –S(=O)R^{aa}, –OS(=O)R^{aa}, –Si(R^{aa})₃, –OSi(R^{aa})₃, –C(=S)N(R^{bb})₂, –C(=O)SR^{aa}, –C(=S)SR^{aa}, –SC(=S)SR^{aa}, –SC(=O)SR^{aa}, –OC(=O)SR^{aa}, –SC(=O)OR^{aa}, –SC(=O)R^{aa}, –P(=O)₂R^{aa}, –OP(=O)₂R^{aa}, –P(=O)(R^{aa})₂, –OP(=O)(R^{aa})₂, –OP(=O)(OR^{cc})₂, –P(=O)₂N(R^{bb})₂, –OP(=O)₂N(R^{bb})₂, –P(=O)(NR^{bb})₂, –OP(=O)(NR^{bb})₂, –NR^{bb}P(=O)(OR^{cc})₂, –NR^{bb}P(=O)(NR^{bb})₂, –P(R^{cc})₂, –P(R^{cc})₃, –OP(R^{cc})₂, –OP(R^{cc})₃, –B(R^{aa})₂, –B(OR^{cc})₂, –BR^{aa}(OR^{cc}), C_{1–10} alkyl, C_{1–10} perhaloalkyl, C_{2–10} alkenyl, C_{2–10} alkynyl, heteroC_{1–10} alkyl, heteroC_{2–10} alkenyl, heteroC_{2–10} alkynyl, C_{3–10} carbocyclyl, 3–14 membered heterocyclyl, C_{6–14} aryl, and 5–14 membered heteroaryl, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently substituted with 0, 1, 2, 3, 4, or 5 R^{dd} groups; or two geminal hydrogens on a carbon atom are replaced with the group =O, =S, =NN(R^{bb})₂, =NNR^{bb}C(=O)R^{aa}, =NNR^{bb}C(=O)OR^{aa}, =NNR^{bb}S(=O)₂R^{aa}, =NR^{bb}, or =NOR^{cc};

each instance of R^{aa} is, independently, selected from C_{1–10} alkyl, C_{1–10} perhaloalkyl, C_{2–10} alkenyl, C_{2–10} alkynyl, heteroC_{1–10} alkyl, heteroC_{2–10}alkenyl, heteroC_{2–10}alkynyl, C_{3–10} carbocyclyl, 3–14 membered heterocyclyl, C_{6–14} aryl, and 5–14

membered heteroaryl, or two R^{aa} groups are joined to form a 3–14 membered heterocyclyl or 5–14 membered heteroaryl ring, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently substituted with 0, 1, 2, 3, 4, or 5 R^{dd} groups;

5 each instance of R^{bb} is, independently, selected from hydrogen, –OH, –OR^{aa}, –N(R^{cc})₂, –CN, –C(=O)R^{aa}, –C(=O)N(R^{cc})₂, –CO₂R^{aa}, –SO₂R^{aa}, –C(=NR^{cc})OR^{aa}, –C(=NR^{cc})N(R^{cc})₂, –SO₂N(R^{cc})₂, –SO₂R^{cc}, –SO₂OR^{cc}, –SOR^{aa}, –C(=S)N(R^{cc})₂, –C(=O)SR^{cc}, –C(=S)SR^{cc}, –P(=O)₂R^{aa}, –P(=O)(R^{aa})₂, –P(=O)₂N(R^{cc})₂, –P(=O)(NR^{cc})₂, C_{1–10} alkyl, C_{1–10} perhaloalkyl, C_{2–10} alkenyl, C_{2–10} alkynyl, heteroC_{1–10}alkyl, heteroC_{2–10}alkenyl, heteroC_{2–10}alkynyl, C_{3–10} carbocyclyl, 3–14 membered heterocyclyl, C_{6–14} aryl, and 5–14 membered heteroaryl, or two R^{bb} groups are joined to form a 3–14 membered heterocyclyl or 5–14 membered heteroaryl ring, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently substituted with 0, 1, 2, 3, 4, or 5 R^{dd} groups;

15 each instance of R^{cc} is, independently, selected from hydrogen, C_{1–10} alkyl, C_{1–10} perhaloalkyl, C_{2–10} alkenyl, C_{2–10} alkynyl, heteroC_{1–10} alkyl, heteroC_{2–10} alkenyl, heteroC_{2–10} alkynyl, C_{3–10} carbocyclyl, 3–14 membered heterocyclyl, C_{6–14} aryl, and 5–14 membered heteroaryl, or two R^{cc} groups are joined to form a 3–14 membered heterocyclyl or 5–14 membered heteroaryl ring, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently substituted with 0, 1, 2, 3, 4, or 5 R^{dd} groups;

20 each instance of R^{dd} is, independently, selected from halogen, –CN, –NO₂, –N₃, –SO₂H, –SO₃H, –OH, –OR^{ee}, –ON(R^{ff})₂, –N(R^{ff})₂, –N(R^{ff})₃⁺X[–], –N(OR^{ee})R^{ff}, –SH, –SR^{ee}, –SSR^{ee}, –C(=O)R^{ee}, –CO₂H, –CO₂R^{ee}, –OC(=O)R^{ee}, –OCO₂R^{ee}, –C(=O)N(R^{ff})₂, –OC(=O)N(R^{ff})₂, –NR^{ff}C(=O)R^{ee}, –NR^{ff}CO₂R^{ee}, –NR^{ff}C(=O)N(R^{ff})₂, –C(=NR^{ff})OR^{ee}, –OC(=NR^{ff})R^{ee}, –OC(=NR^{ff})OR^{ee}, –C(=NR^{ff})N(R^{ff})₂, –OC(=NR^{ff})N(R^{ff})₂, –NR^{ff}C(=NR^{ff})N(R^{ff})₂, –NR^{ff}SO₂R^{ee}, –SO₂N(R^{ff})₂, –SO₂R^{ee}, –SO₂OR^{ee}, –OSO₂R^{ee}, –S(=O)R^{ee}, –Si(R^{ee})₃, –OSi(R^{ee})₃, –C(=S)N(R^{ff})₂, –C(=O)SR^{ee}, –C(=S)SR^{ee}, –SC(=S)SR^{ee}, –P(=O)₂R^{ee}, –P(=O)(R^{ee})₂, –OP(=O)(R^{ee})₂, –OP(=O)(OR^{ee})₂, C_{1–6} alkyl, C_{1–6} perhaloalkyl, C_{2–6} alkenyl, C_{2–6} alkynyl, heteroC_{1–6}alkyl, heteroC_{2–6}alkenyl, heteroC_{2–6}alkynyl, C_{3–10} carbocyclyl, 3–10 membered heterocyclyl, C_{6–10} aryl, 5–10 membered heteroaryl, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently

substituted with 0, 1, 2, 3, 4, or 5 R^{gg} groups, or two geminal R^{dd} substituents can be joined to form =O or =S;

each instance of R^{ee} is, independently, selected from C₁₋₆ alkyl, C₁₋₆ perhaloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, heteroC₁₋₆ alkyl, heteroC₂₋₆ alkenyl, heteroC₂₋₆ alkynyl, C₃₋₁₀ carbocyclyl, C₆₋₁₀ aryl, 3–10 membered heterocyclyl, and 3–10 membered heteroaryl, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently substituted with 0, 1, 2, 3, 4, or 5 R^{gg} groups;

each instance of R^{ff} is, independently, selected from hydrogen, C₁₋₆ alkyl, C₁₋₆ perhaloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, heteroC₁₋₆ alkyl, heteroC₂₋₆ alkenyl, heteroC₂₋₆ alkynyl, C₃₋₁₀ carbocyclyl, 3–10 membered heterocyclyl, C₆₋₁₀ aryl and 5–10 membered heteroaryl, or two R^{ff} groups are joined to form a 3–10 membered heterocyclyl or 5–10 membered heteroaryl ring, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently substituted with 0, 1, 2, 3, 4, or 5 R^{gg} groups; and

each instance of R^{gg} is, independently, halogen, –CN, –NO₂, –N₃, –SO₂H, –SO₃H, –OH, –OC₁₋₆ alkyl, –ON(C₁₋₆ alkyl)₂, –N(C₁₋₆ alkyl)₂, –N(C₁₋₆ alkyl)₃⁺X[–], –NH(C₁₋₆ alkyl)₂⁺X[–], –NH₂(C₁₋₆ alkyl)⁺X[–], –NH₃⁺X[–], –N(OC₁₋₆ alkyl)(C₁₋₆ alkyl), –N(OH)(C₁₋₆ alkyl), –NH(OH), –SH, –SC₁₋₆ alkyl, –SS(C₁₋₆ alkyl), –C(=O)(C₁₋₆ alkyl), –CO₂H, –CO₂(C₁₋₆ alkyl), –OC(=O)(C₁₋₆ alkyl), –OCO₂(C₁₋₆ alkyl), –C(=O)NH₂, –C(=O)N(C₁₋₆ alkyl)₂, –OC(=O)NH(C₁₋₆ alkyl), –NHC(=O)(C₁₋₆ alkyl), –N(C₁₋₆ alkyl)C(=O)(C₁₋₆ alkyl), –NHCO₂(C₁₋₆ alkyl), –NHC(=O)N(C₁₋₆ alkyl)₂, –NHC(=O)NH(C₁₋₆ alkyl), –NHC(=O)NH₂, –C(=NH)O(C₁₋₆ alkyl), –OC(=NH)(C₁₋₆ alkyl), –OC(=NH)OC₁₋₆ alkyl, –C(=NH)N(C₁₋₆ alkyl)₂, –C(=NH)NH(C₁₋₆ alkyl), –C(=NH)NH₂, –OC(=NH)N(C₁₋₆ alkyl)₂, –OC(NH)NH(C₁₋₆ alkyl), –OC(NH)NH₂, –NHC(NH)N(C₁₋₆ alkyl)₂, –NHC(=NH)NH₂, –NHSO₂(C₁₋₆ alkyl), –SO₂N(C₁₋₆ alkyl)₂, –SO₂NH(C₁₋₆ alkyl), –SO₂NH₂, –SO₂C₁₋₆ alkyl, –SO₂OC₁₋₆ alkyl, –OSO₂C₁₋₆ alkyl, –SOC₁₋₆ alkyl, –Si(C₁₋₆ alkyl)₃, –OSi(C₁₋₆ alkyl)₃ –C(=S)N(C₁₋₆ alkyl)₂, C(=S)NH(C₁₋₆ alkyl), C(=S)NH₂, –C(=O)S(C₁₋₆ alkyl), –C(=S)SC₁₋₆ alkyl, –SC(=S)SC₁₋₆ alkyl, –P(=O)₂(C₁₋₆ alkyl), –P(=O)(C₁₋₆ alkyl)₂, –OP(=O)(C₁₋₆ alkyl)₂, –OP(=O)(OC₁₋₆ alkyl)₂, C₁₋₆ alkyl, C₁₋₆ perhaloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, heteroC₁₋₆ alkyl, heteroC₂₋₆ alkenyl, heteroC₂₋₆ alkynyl, C₃₋₁₀ carbocyclyl, C₆₋₁₀ aryl, 3–10 membered heterocyclyl,

5–10 membered heteroaryl; or two geminal R^{gg} substituents can be joined to form =O or =S; wherein X⁻ is a counterion.

As used herein, the term “halo” or “halogen” refers to fluorine (fluoro, -F), chlorine (chloro, -Cl), bromine (bromo, -Br), or iodine (iodo, -I).

5 As used herein, the term “hydroxyl” or “hydroxy” refers to the group -OH. The term “substituted hydroxyl” or “substituted hydroxyl” refers to a hydroxyl group wherein the oxygen atom directly attached to the parent molecule is substituted with a group other than hydrogen, and includes groups selected from -OR^{aa}, -ON(R^{bb})₂, -OC(=O)SR^{aa}, -OC(=O)R^{aa}, -OCO₂R^{aa}, -OC(=O)N(R^{bb})₂, -OC(=NR^{bb})R^{aa}, -
 10 OC(=NR^{bb})OR^{aa}, -OC(=NR^{bb})N(R^{bb})₂, -OS(=O)R^{aa}, -OSO₂R^{aa}, -OSi(R^{aa})₃, -OP(R^{cc})₂, -OP(R^{cc})₃, -OP(=O)₂R^{aa}, -OP(=O)(R^{aa})₂, -OP(=O)(OR^{cc})₂, -OP(=O)₂N(R^{bb})₂, and -OP(=O)(NR^{bb})₂, wherein R^{aa}, R^{bb}, and R^{cc} are as defined herein.

As used herein, the term “thiol” or “thio” refers to the group -SH. The term “substituted thiol” or “substituted thio,” by extension, refers to a thiol group wherein the
 15 sulfur atom directly attached to the parent molecule is substituted with a group other than hydrogen, and includes groups selected from -SR^{aa}, -S=SR^{cc}, -SC(=S)SR^{aa}, -SC(=O)SR^{aa}, -SC(=O)OR^{aa}, and -SC(=O)R^{aa}, wherein R^{aa} and R^{cc} are as defined herein.

As used herein, the term, “amino” refers to the group -NH₂. The term “substituted amino,” by extension, refers to a monosubstituted amino, a disubstituted
 20 amino, or a trisubstituted amino, as defined herein. In certain embodiments, the “substituted amino” is a monosubstituted amino or a disubstituted amino group. As used herein, the term “monosubstituted amino” refers to an amino group wherein the nitrogen atom directly attached to the parent molecule is substituted with one hydrogen and one group other than hydrogen, and includes groups selected from -NH(R^{bb}), -
 25 NHC(=O)R^{aa}, -NHCO₂R^{aa}, -NHC(=O)N(R^{bb})₂, -NHC(=NR^{bb})N(R^{bb})₂, -NHCO₂R^{aa}, -NHP(=O)(OR^{cc})₂, and -NHP(=O)(NR^{bb})₂, wherein R^{aa}, R^{bb} and R^{cc} are as defined herein, and wherein R^{bb} of the group -NH(R^{bb}) is not hydrogen.

As used herein, the term “disubstituted amino” refers to an amino group wherein the nitrogen atom directly attached to the parent molecule is substituted with two groups
 30 other than hydrogen, and includes groups selected from -N(R^{bb})₂, -NR^{bb}C(=O)R^{aa}, -NR^{bb}CO₂R^{aa}, -NR^{bb}C(=O)N(R^{bb})₂, -NR^{bb}C(=NR^{bb})N(R^{bb})₂, -NR^{bb}SO₂R^{aa}, -NR^{bb}P(=O)(OR^{cc})₂, and -NR^{bb}P(=O)(NR^{bb})₂, wherein R^{aa}, R^{bb}, and R^{cc} are as defined

herein, with the proviso that the nitrogen atom directly attached to the parent molecule is not substituted with hydrogen.

As used herein, the term “trisubstituted amino” refers to an amino group wherein the nitrogen atom directly attached to the parent molecule is substituted with three groups, and includes groups selected from $-N(R^{bb})_3$ and $-N(R^{bb})_3^+X^-$, wherein R^{bb} and X^- are as defined herein.

As used herein, the term “carbonyl” refers a group wherein the carbon directly attached to the parent molecule is sp^2 hybridized, and is substituted with an oxygen, nitrogen or sulfur atom, *e.g.*, a group selected from ketones ($-C(=O)R^{aa}$), carboxylic acids ($-CO_2H$), aldehydes ($-CHO$), esters ($-CO_2R^{aa}$, $-C(=O)SR^{aa}$, $-C(=S)SR^{aa}$), amides ($-C(=O)N(R^{bb})_2$, $-C(=O)NR^{bb}SO_2R^{aa}$, $-C(=S)N(R^{bb})_2$), and imines ($-C(=NR^{bb})R^{aa}$, $-C(=NR^{bb})OR^{aa}$, $-C(=NR^{bb})N(R^{bb})_2$), wherein R^{aa} and R^{bb} are as defined herein.

As used herein, the term “silyl” refers to the group $-Si(R^{aa})_3$, wherein R^{aa} is as defined herein. Accordingly, the term “siloxyl” refers to the group $-OSi(R^{aa})_3$, wherein R^{aa} is as defined herein.

As used herein, the term “oxo” refers to the group $=O$, and the term “thiooxo” refers to the group $=S$.

Nitrogen atoms can be substituted or unsubstituted as valency permits, and include primary, secondary, tertiary, and quarternary nitrogen atoms. Exemplary nitrogen atom substituents include, but are not limited to, hydrogen, $-OH$, $-OR^{aa}$, $-N(R^{cc})_2$, $-CN$, $-C(=O)R^{aa}$, $-C(=O)N(R^{cc})_2$, $-CO_2R^{aa}$, $-SO_2R^{aa}$, $-C(=NR^{bb})R^{aa}$, $-C(=NR^{cc})OR^{aa}$, $-C(=NR^{cc})N(R^{cc})_2$, $-SO_2N(R^{cc})_2$, $-SO_2R^{cc}$, $-SO_2OR^{cc}$, $-SOR^{aa}$, $-C(=S)N(R^{cc})_2$, $-C(=O)SR^{cc}$, $-C(=S)SR^{cc}$, $-P(=O)_2R^{aa}$, $-P(=O)(R^{aa})_2$, $-P(=O)_2N(R^{cc})_2$, $-P(=O)(NR^{cc})_2$, C_{1-10} alkyl, C_{1-10} perhaloalkyl, C_{2-10} alkenyl, C_{2-10} alkynyl, hetero C_{1-10} alkyl, hetero C_{2-10} alkenyl, hetero C_{2-10} alkynyl, C_{3-10} carbocyclyl, 3–14 membered heterocyclyl, C_{6-14} aryl, and 5–14 membered heteroaryl, or two R^{cc} groups attached to an N atom are joined to form a 3–14 membered heterocyclyl or 5–14 membered heteroaryl ring, wherein each alkyl, alkenyl, alkynyl, heteroalkyl, heteroalkenyl, heteroalkynyl, carbocyclyl, heterocyclyl, aryl, and heteroaryl is independently substituted with 0, 1, 2, 3, 4, or 5 R^{dd} groups.

These and other exemplary substituents are described in more detail in the Detailed Description, Examples, and claims. The invention is not intended to be limited in any manner by the above exemplary listing of substituents.

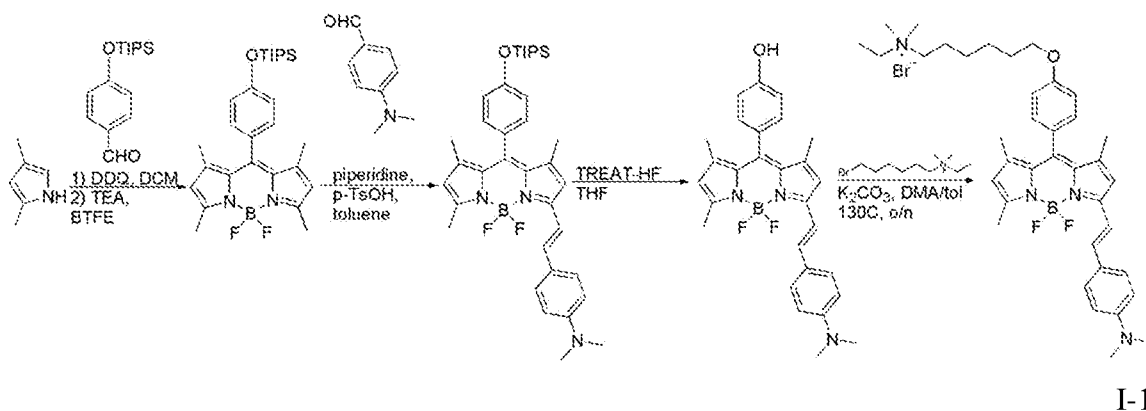
As used herein, the term “salt” refers to ionic compounds that result from the neutralization reaction of an acid and a base. A salt is composed of one or more cations (positively charged ions) and one or more anions (negative ions) so that the salt is electrically neutral (without a net charge). Salts of the compounds of this invention include those derived from inorganic and organic acids and bases. Examples of acid addition salts are salts of an amino group formed with inorganic acids such as hydrochloric acid, hydrobromic acid, phosphoric acid, sulfuric acid, and perchloric acid, or with organic acids such as acetic acid, oxalic acid, maleic acid, tartaric acid, citric acid, succinic acid, or malonic acid or by using other methods known in the art such as ion exchange. Other salts include adipate, alginate, ascorbate, aspartate, benzenesulfonate, benzoate, bisulfate, borate, butyrate, camphorate, camphorsulfonate, citrate, cyclopentanepropionate, digluconate, dodecylsulfate, ethanesulfonate, formate, fumarate, glucoheptonate, glycerophosphate, gluconate, hemisulfate, heptanoate, hexanoate, hydroiodide, 2-hydroxy-ethanesulfonate, lactobionate, lactate, laurate, lauryl sulfate, malate, maleate, malonate, methanesulfonate, 2-naphthalenesulfonate, nicotinate, nitrate, oleate, oxalate, palmitate, pamoate, pectinate, persulfate, 3-phenylpropionate, phosphate, picrate, pivalate, propionate, stearate, succinate, sulfate, tartrate, thiocyanate, *p*-toluenesulfonate, undecanoate, valerate salts, and the like. Salts derived from appropriate bases include alkali metal, alkaline earth metal, ammonium and $N^+(C_{1-4} \text{ alkyl})_4$ salts. Representative alkali or alkaline earth metal salts include sodium, lithium, potassium, calcium, magnesium, and the like. Further salts include ammonium, quaternary ammonium, and amine cations formed using counterions such as halide, hydroxide, carboxylate, sulfate, phosphate, nitrate, lower alkyl sulfonate, and aryl sulfonate.

As used herein, the term “tautomer” refers to particular isomers of a compound in which a hydrogen and double bond have changed position with respect to the other atoms of the molecule. For a pair of tautomers to exist there must be a mechanism for interconversion. Examples of tautomers include keto-enol forms, imine-enamine forms, amide-imino alcohol forms, amidine-aminidine forms, nitroso-oxime forms, thio ketone-enethiol forms, *N*-nitroso-hydroxyazo forms, nitro-*aci*-nitro forms, and pyridone-hydroxypyridine forms.

The following examples are intended to illustrate certain embodiments of the present invention, but do not exemplify the full scope of the invention.

EXAMPLE 1

This example describes the synthesis of I-1. The synthesis is shown in Scheme 1.

5 **Scheme 1. Synthesis of I-1**

2,4-Dimethylpyrrole (MW 95.15; 1.85 g; d 0.924; 19 mmol; 2 eq; 2 mL) and 4-
 10 tri(isopropyl)silylether benzaldehyde (MW 278.46; 2.7 g; 9.7 mmol; 1 eq) were
 dissolved in 100mL dichloromethane under Argon atmosphere. Two drops of TFA were
 added and the solution stirred at room temperature overnight. Following overnight,
 DDQ (MW 227.01; 2.2 g; 9.7 mmol; 1 eq) was added and stirring was continued for
 another 75min. Under argon sparge, 51rimethylamine (MW 101.19; 4.9 g; d 0.726; 49
 15 mmol; 5 eq; 6.8 mL) and boron trifluoride diethyl etherate solution (MW 141.93; 9.6 g; d
 1.13; 68 mmol; 7 eq; 8.5 mL) were added and the reaction mixture was allowed to stir at
 room temperature. After stirring for 120min, the reaction mixture was neutralized with a
 minimum volume of sodium bicarbonate solution, dried over sodium sulfate and
 evaporated to dryness. The residue was chromatographed on silica gel, eluting the
 20 expected product with 7/1 hexanes/ethyl acetate. The BP dye was synthesized as
 expected in moderate yield (22%; 1 g).

BP dye (MW 496.52; 375 mg; 0.76 mmol; 1 eq), N,N-
 dimethylaminobenzaldehyde (MW 149.19; 113 mg; 0.76 mmol; 1 eq), piperidine (500
 uL) and p-TsOH (several crystals) were dissolved in toluene (15 mL) along with several
 25 4A molecular sieves. The reaction flask was fitted with multiple condensers. The
 reaction temperature was raised to 130°C and the reaction mixture was allowed to reflux
 overnight. Following overnight, the reaction mixture was allowed to cool to room

temperature. The crude material was washed into a 250 mL RB flask and then adsorbed onto silica gel. After thoroughly drying the adsorbed material, it was purified via silica gel chromatography eluting the desired mono-coupled product with 10% ethyl acetate.

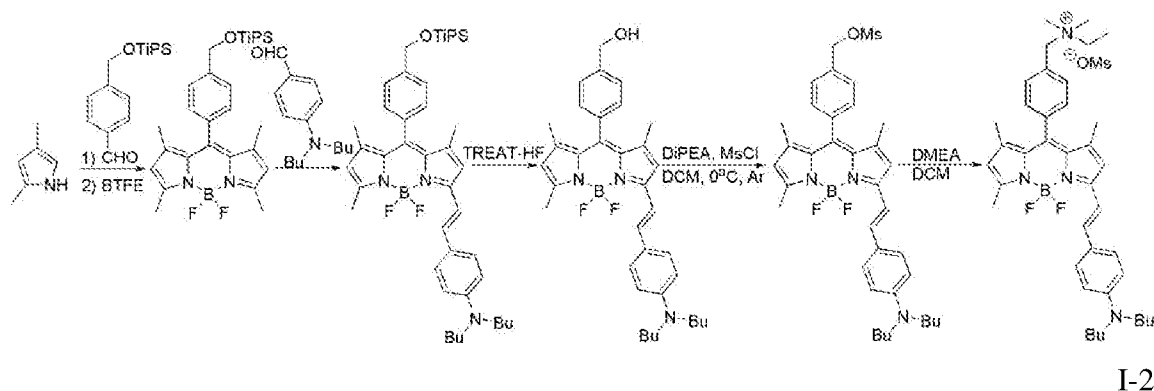
TiPS-protected BP (MW 627.69; 208 mg; 0.33 mmol; 1 eq) was dissolved in 40 mL THF and stirred. To this solution was added dropwise TREAT-HF (MW 161.21; 336 mg; d 0.99; 20 eq; 334 μ L). The deep blue solution was stirred at room temperature and monitored via TLC (4/1 hexane/ethyl acetate) for completeness. Reaction mixture was adsorbed directly onto silica gel and purified via FCC on CF Rf+ system, eluting the pure product with 1/1 (hexane/ethyl acetate).

BP (MW 471.35; 9 mg; 2 μ mol; 1 eq) and potassium carbonate (MW 138.99; 8 mg; 6 μ mol; 3 eq) were stirred together in toluene (3 mL) for 15min, the 6-bromohexyl-1-(N-ethyl-N,N-dimethyl)ammonium bromide (MW 237.20; 50 mg; 0.2 mmol; 10 eq) was added and all reagents were stirred in a 2/1 toluene/dimethylacetamide (5mL) solution at 130C overnight. Reaction mixture was allowed to cool to room temperature and solvents were removed under reduced pressure. Crude product was dissolved in 1 mL acetonitrile and then precipitated with MTBE. Precipitate was collected, analyzed by UV-vis and fluorescence emission spectroscopy.

EXAMPLE 2

This example describes the synthesis of I-2. The synthesis is shown in Scheme 2.

Scheme 2. Synthesis of I-2



4-Hydroxymethylbenzaldehyde: To a suspension of terephthalaldehyde (MW 134.13; 14.92 mmol; 2.00 g; 1 eq) in anhydrous ethanol (50 mL) in a 250 mL Erlenmeyer flask (equipped with a magnetic stir bar) cooled to 0°C in an ice bath,

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powdered sodium borohydride (MW 37.83; 5.22 mmol; 0.200 g; 0.33 eq) was added in one portion, and the reaction continued to stir at 0°C. The suspension quickly became a light yellow solution in the first minute the sodium borohydride was added. A rubber septum was used to seal the flask, and the reaction was allowed to stir for one hour. The reaction was followed by TLC with 1:1 ethyl acetate and hexanes as the eluent. At the end of the experiment, the reaction was warmed to room temperature and deionized water was added. Ethyl acetate was added to this mixture, and it was vigorously shaken. The aqueous and organic layers were separated and the aqueous layer was extracted 3 x 20 mL with ethyl acetate. The combined organic layers were dried with sodium sulfate and dried under reduced pressure. When the crude residue was dissolved in dichloromethane, white crystals began to form in the reaction. The flask was cooled to 0°C to complete the crystallization and the crystals were filtered from the mother liquor. The remaining crude mixture was adsorbed onto silica gel for flash chromatography (0 to 30% ethyl acetate/hexanes) to afford 91% of the desired 4-hydroxymethylbenzaldehyde product as a white solid.

4-(Triisopropylsiloxy)methylbenzaldehyde: The triisopropylsilyl protection began by preparing a suspension of 4-hydroxymethylbenzaldehyde (MW 136.15, 13.66 mmol, 1.86 g, 1 eq) in dichloromethane (20 mL) at room temperature. To this suspension was added imidazole (MW 68.08, 27.32 mmol, 1.86 g, 2 eq) and triethylamine (5 mL). Triisopropylchlorosilane (MW 192.80, 15.03 mmol, 2.89 g, 3.2 mL, 1.1 eq) was added in one portion, and the reaction was allowed to stir at room temperature for one hour. The disappearance of starting material was monitored by TLC (20% EtOAc/hexane). At the end of the reaction, an aqueous sodium bicarbonate solution was added and the mixture was shaken in a separatory funnel. The aqueous and organic layers were separated, and the organic layer was extracted (3 x 20 mL) with ethyl acetate. The organic layers were combined, dried with sodium sulfate, and concentrated under reduced pressure. The resulting organic residue was dissolved in the minimum amount of dichloromethane and was filtered through silica gel to remove the baseline polar material. The eluted organic solution was adsorbed onto silica and purified using chromatography (0 to 35% DCM/hexanes) to give a 90% yield of the desired TIPS-protected benzyl ether.

4,4-Difluoro-1,3,5,7-tetramethyl-8-(4'-(triisopropylsiloxy)methylphenyl)-4-bora-3a,4a-diaza-s-indacene: To a solution of the O-TIPS (O-triisopropylsilyl)

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protected benzaldehyde (MW 278.41, 13.66 mmol, 3.80 g, 1 eq) in dichloromethane (50 mL) at room temperature, 2,4-dimethylpyrrole (MW 95.14, 27.32 mmol, 2.59 g, d 0.924, 2.81 mL) was added. In a dropwise fashion, trifluoroacetic acid (MW 114.02, 1.36 mmol, 0.149 g, d 1.49, 100 uL, 0.1 eq) was added and the reaction was allowed to stir at room temperature overnight (about 10 hours). To this stirring reaction, 2,3-dichloro-5,6-dicyanobenzoquinone (DDQ) (MW 227, 13.66 mmol, 3.10 g, 1 eq) was added in one portion, and the reaction was allowed to continue to stir for an additional hour at room temperature. After the oxidation to the dipyrromethene intermediate was completed, triethylamine (MW 101.19, 136.6 mmol, 5.34 g, d 0.742, 7.2 mL, 5 eq) was added and the reaction stirred for 10 minutes. The reaction turned from a dark red to dark green color when this base was added. After waiting 10 minutes, the reaction was cooled to 0°C, and boron trifluoride diethyletherate (BF₃·OEt₂) (MW 141.93, 68.30 mmol, 9.69 g, d 1.13, 8.5 mL) was added in a dropwise fashion. The reaction color changed from green to dark red, and the reaction was allowed to warm to room temperature and stir for 3 more hours. The reaction was the poured into a separatory funnel half filled with saturated sodium bicarbonate solution. The contents were shaken vigorously, and the organic and aqueous layers were separated. The aqueous layer was extracted (3 x 20 mL) with ethyl acetate, and the combined organic layers were dried with sodium sulfate and concentrated under reduced pressure. The red residue was purified using flash chromatography (0 to 50% DCM/hexane) to produce the desired boron dipyrromethene (BP) dye in 32% yield as an orange solid.

3-{2'-(4''-N,N-dibutylaminophenyl)ethenyl}-4,4-difluoro-8-(4'-(triisopropylsiloxy)methylphenyl)-1,5,7-trimethyl-4-bora-3a,4a-diaza-s-indacene: A solution of the above BP dye was stirred in toluene under an argon atmosphere. 4-N,N-dibutylaminobenzaldehyde (1 eq), p-toluenesulfonic acid (2 eq), and piperidine (2 eq) were added. The reaction was heated to reflux (about 115°C) and the reaction was allowed to stir at the temperature for 6 hours. The disappearance of the red starting material and formation of the dark blue product was observed by TLC in 30% DCM/hexane. At the end of the condensation, the reaction was cooled to room temperature and emptied to a separatory funnel half-filled with deionized water. Ethyl acetate (20 mL) were added, and the contents were vigorously shaken. The aqueous and organic layers were separated, and the aqueous layer was extracted (3 x 10mL) with ethyl acetate. The combined organic layers were dried with sodium sulfate, and

concentrated under reduced pressure. The black residue was adsorbed onto silica gel and purified by flash chromatography (CombiFlash unit, 0 to 50% DCM/hexane) to isolate 88.5 mg of the desired condensed BP dye as a navy blue solid in 67% yield.

5 **3-{2'-(4''-N,N-dibutylaminophenyl)ethenyl}-4,4-difluoro-8-(4'-hydroxymethylphenyl)-1,5,7-trimethyl-4-bora-3a,4a-diaza-s-indacene:**

Triethylamine trihydrofluoride (10 eq) was added to the above BP compound (1 eq) in tetrahydrofuran and stirred at room temperature for 4 hours. The reaction mixture was adsorbed directly onto silica gel and purified via by flash chromatography (CombiFlash unit), eluting the pure product with 1/1 hexane/ethyl acetate.

10 **3-{2'-(4''-N,N-dibutylaminophenyl)ethenyl}-4,4-difluoro-8-(4'-(methanesulfonyl)methylphenyl)-1,5,7-trimethyl-4-bora-3a,4a-diaza-s-indacene:**

The above BP was dissolved in dichloromethane and then deprotonated with Huenig's base (4eq). This solution was then cooled to 0°C and thoroughly sparged with argon. Methanesulfonyl chloride (1.25 eq) was then added to the reaction mixture and the contents were allowed to stir overnight. The reaction mixture was then absorbed onto silica gel and chromatographed through a silica gel column using a hexane/ethyl acetate gradient to afford pure material.

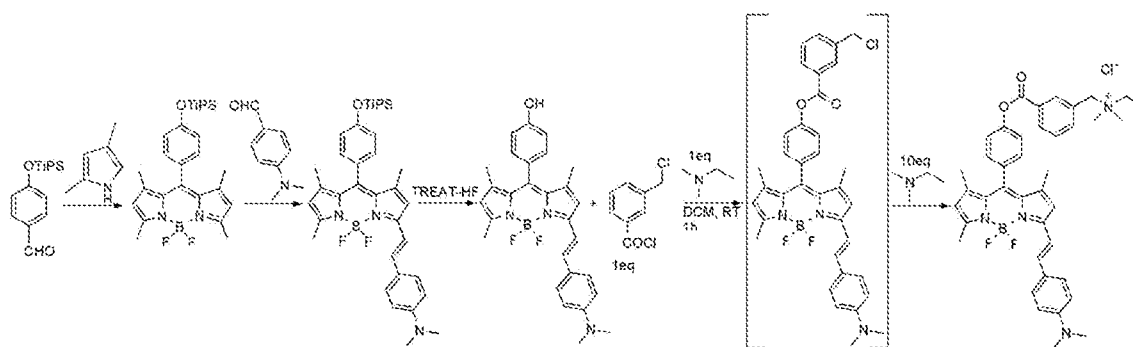
15 **3-{2'-(4''-N,N-dibutylaminophenyl)ethenyl}-4,4-difluoro-8-(4'-(N-ethyl-N,N-dimethylammonium)methylphenyl)-1,5,7-trimethyl-4-bora-3a,4a-diaza-s-indacene:**

20 The above BP dye was dissolved in dichloromethane. A large excess (10 eq) of N,N-dimethyl-N-ethylamine was then added and the reaction was allowed stir at room temperature. The reaction mixture was monitored for completeness by TLC (1/1 hexane/ethyl acetate). After overnight reaction, the reaction mixture was evaporated almost to dryness, then washed with MTBE. The precipitated material was collected and dissolved in a minimum volume of methanol, then re-precipitated with a large excess of MTBE. This precipitate was collected and kept away from light and stored in the refrigerator (4°C).

EXAMPLE 3

30 This example describes the synthesis of I-3. The synthesis is shown in Scheme 3.

Scheme 3. Synthesis of I-3



I-3

2,4-Dimethylpyrrole (MW 95.15; 1.85 g; d 0.924; 19 mmol; 2 eq; 2 mL) and 4-tri(isopropyl)silyloxy benzaldehyde (MW 278.46; 2.7 g; 9.7 mmol; 1 eq) were dissolved in 100mL dichloromethane under Argon atmosphere. Two drops of TFA were added and the solution stirred at room temperature overnight. Following overnight, DDQ (MW 227.01; 2.2 g; 9.7 mmol; 1 eq) was added and stirring was continued for another 75min. Under argon sparge, triethylamine (MW 101.19; 4.9 g; d 0.726; 49 mmol; 5 eq; 6.8 mL) and boron trifluoride diethyl etherate solution (MW 141.93; 9.6 g; d 1.13; 68 mmol; 7 eq; 8.5 mL) were added and the reaction mixture was allowed to stir at room temperature. After stirring for 120min, the reaction mixture was neutralized with a minimum volume of sodium bicarbonate solution, dried over sodium sulfate and evaporated to dryness. The residue was chromatographed on silica gel, eluting the expected product with 7/1 hexanes/ethyl acetate. The BP dye was synthesized as expected in moderate yield (22%; 1 g).

BP dye (MW 496.52; 375 mg; 0.76 mmol; 1 eq), N,N-dimethylaminobenzaldehyde (MW 149.19; 113 mg; 0.76 mmol; 1 eq), piperidine (500 uL) and p-TsOH (several crystals) were dissolved in toluene (15 mL) along with several 4A molecular sieves. The reaction flask was fitted with multiple condensers. The reaction temperature was raised to 130°C and the reaction mixture was allowed to reflux overnight. Following overnight, the reaction mixture was allowed to cool to room temperature. The crude material was washed into a 250 mL RB flask and then adsorbed onto silica gel. After thoroughly drying the adsorbed material, it was purified by silica gel chromatography eluting the desired mono-coupled product with 10% ethyl acetate. TiPS-protected BP (MW 627.69; 208 mg; 0.33 mmol; 1 eq) was dissolved in 40 mL THF and stirred. To this solution was added dropwise TREAT-HF (MW 161.21; 336 mg; d 0.99; 20 eq; 334 uL). The deep blue solution was stirred at room temperature and

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monitored via TLC (4/1 hexane/ethyl acetate) for completeness. Reaction mixture was adsorbed directly onto silica gel and purified by silica gel chromatography, eluting the pure product with 1/1 (hexane/ethyl acetate).

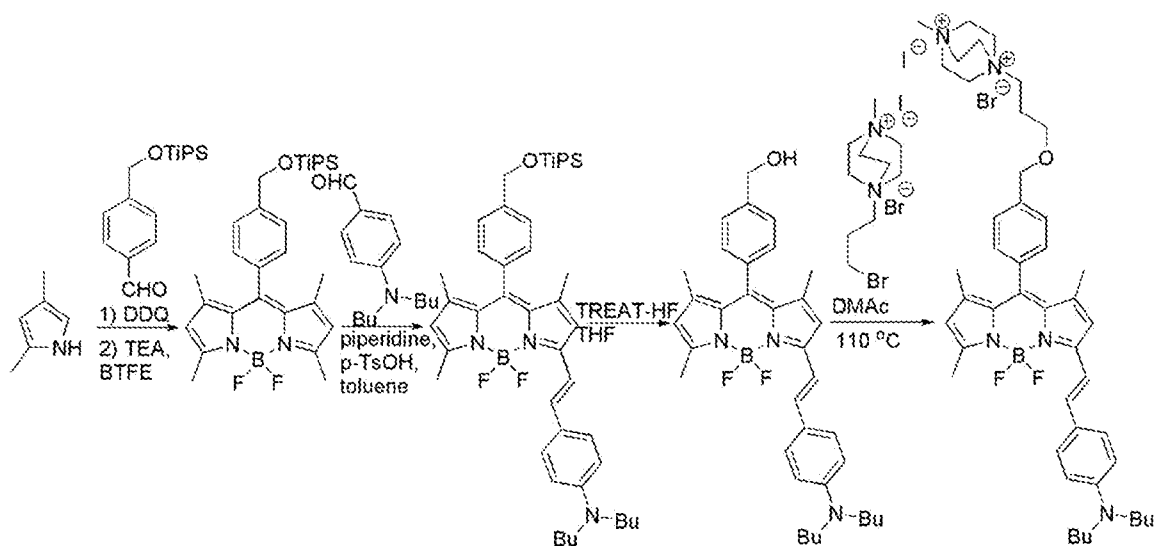
BP dye (MW 471.35; 51 mg; 0.1 mmol; 1 eq) was stirred in DCM (5 mL) at room temperature. 3-Chloromethylbenzoyl chloride (MW 189.04; 19 mg; d 1.33; 0.1 mmol; 1 eq; 15 uL) and dimethylethylamine (MW 73.14; 7 mg; d 0.675; 0.1 mmol; 1 eq; 11 uL) were added and the reaction was stirred at room temperature for 1 h. TLC at 1 h indicated that most starting material had been converted to the benzoate intermediate. A further 10 eq of DMEA (100 uL) were then added and the reaction was allowed to continue at room temperature. Following overnight, the reaction mixture was concentrated under reduced pressure and low heat. A large excess of MTBE was then added to precipitate the charged compound. The material was isolated by filtration and dissolved in methanol. The methanol was removed and the material was then dissolved in DCM and filtered through a 100 nm syringe filter.

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EXAMPLE 4

This example describes the synthesis of I-4. The synthesis is shown in Scheme 4.

Scheme 4. Synthesis of I-4



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I-4

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To a solution of the O-TIPS (O-triisopropylsilyl) protected benzaldehyde (MW 278.41, 13.66 mmol, 3.80 g, 1 eq) in dichloromethane (50 mL) at room temperature, 2,4-dimethylpyrrole (MW 95.14, 27.32 mmol, 2.59 g, d 0.924, 2.81 mL) was added. In a dropwise fashion, trifluoroacetic acid (MW 114.02, 1.36 mmol, 0.149g, d 1.49, 100 μ L, 5 0.1 eq) was added and the reaction was allowed to stir at room temperature overnight (about 10 hours). The disappearance of the aldehyde and presence of the red dipyrromethane intermediate was verified by TLC. To this stirring reaction, 2,3-dichloro-5,6-dicyanobenzoquinone (DDQ) (MW 227, 13.66 mmol, 3.10 g, 1 eq) was added in one portion, and the reaction was allowed to continue to stir for an additional 10 hour at room temperature. After the oxidation to the dipyrromethene intermediate was completed, triethylamine (MW 101.19, 136.6 mmol, 5.34 g, d 0.742, 7.2 mL, 5 eq) was added and the reaction stirred for 10 minutes. The reaction turned from a dark red to dark green color when this base was added. After waiting 10 minutes, the reaction was cooled to 0°C, and boron trifluoride diethyletherate (BF₃OEt₂) (MW 141.93, 68.30 15 mmol, 9.69 g, d 1.13, 8.5 mL) was added in a dropwise fashion. The reaction color changed from green to dark red, and the reaction was allowed to warm to room temperature and stir for 3 more hours. The reaction was the poured into a separatory funnel half filled with saturated sodium bicarbonate solution. The contents were shaken vigorously, and the organic and aqueous layers were separated. The aqueous layer was 20 extracted (3 x 20mL) with ethyl acetate, and the combined organic layers were dried with sodium sulfate and concentrated under reduced pressure. The red residue was purified using flash chromatography (0 to 50% DCM/hexanes) to produce the desired bodipy dye in 32% yield as an orange solid.

A solution of the BP (MW 495, 0.183 mmol, 0.91 g, 1 eq) in toluene (15mL) 25 under an argon atmosphere. 4-*N,N*-dimethylaminobenzaldehyde (MW 149.14, 0.183 mmol, 0.027 g, 1 eq), tosic acid (MW 190.22, 0.366 mmol, 0.069 g, 2 eq), and piperidine (MW 85.15, 0.366 mmol, 0.031 g, d 0.865, 0.03 6mL, 2 eq) were added. The reaction was heated to reflux (about 115 °C) and the reaction was allowed to stir at the temperature for 15 hours. The disappearance of the red starting material and formation 30 of the dark blue product was observed by TLC in 30%DCM/hexanes. At the end of the condensation, the reaction was cooled to room temperature and emptied to a separatory funnel half-filled with deionized water. Ethyl acetate (20mL) were added, and the contents were vigorously shaken. The aqueous and organic layers were separated, and

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the aqueous layer was extracted (3x10mL) with ethyl acetate. The combined organic layers were dried with sodium sulfate, and concentrated under reduced pressure. The black residue was adsorbed onto silica gel and chromatographed (0 to 50% DCM/hexanes) to isolate 88.5 mg of the desired condensed BP as a navy blue solid in 5 67% yield.

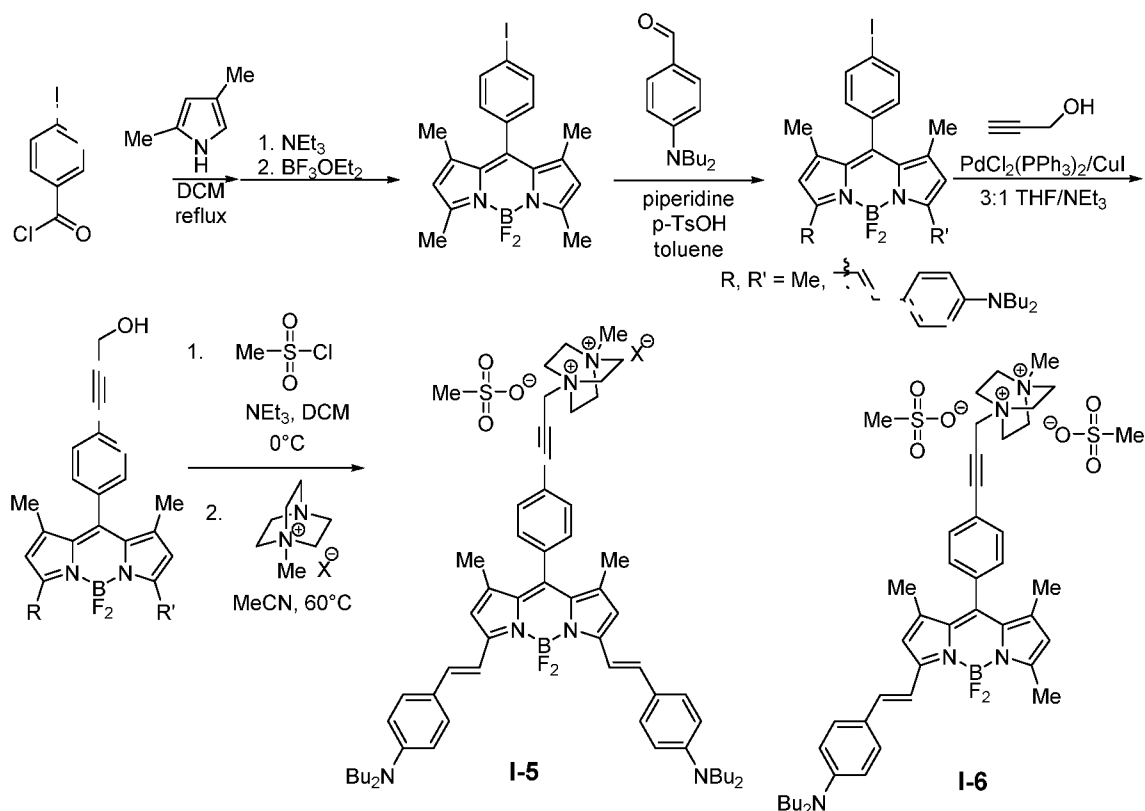
BP (MW 725.88; 124 mg; 0.17 mmol; 1 eq) was dissolved in 5 mL THF and stirred under argon atmosphere. TREAT-HF (MW 161.21; 275 mg; d 0.99; 10 eq; 278 uL) was then added and the reaction mixture was stirred overnight at room temperature. The crude reaction mixture was adsorbed directly onto silica gel, the silica gel was dried 10 under reduced pressure and the product was purified by silica gel chromatography. BP (MW 569.54; 27mg; 47 umol; 1 eq) and potassium carbonate (MW 138.99; 0.1 mmol; 20 mg; 3 eq) were stirred together in toluene (3 mL) for 15 min, the 1-bromopropyl-4-methyl-1,4-diazoniabicyclo[2.2.2]octane salt (MW 456.00; 214 mg; 0.47 mmol; 10 eq) was added and all reagents were stirred in a 2/1 toluene/dimethylacetamide 15 (5mL) solution at 110 C overnight. Reaction mixture was allowed to cool to room temperature and solvents were removed under reduced pressure. Crude product was dissolved in 1mL acetonitrile and then precipitated with MTBE. Precipitate was collected, analyzed by UV-vis and fluorescence emission spectroscopy.

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EXAMPLE 5

This example describes the synthesis of I-5 and I-6. The synthesis is shown in Scheme 5.

Scheme 5. Synthesis of I-5 and I-6.



- 8-iodophenyl-1,3,5,7-tetramethyl BP:** A 500 mL 3 neck Morton flask with high efficiency condenser was charged with a stir bar, 250 mL degassed dichloromethane, 5.33 g 4-iodobenzoyl chloride, and 3.85 g 2,4-dimethylpyrrole then refluxed 3 hours.
- 5 Initially the reaction was a white-yellow suspension that became clear red while refluxing. The hot water bath was removed with the argon flow increased, and the reflux stopped. Room temperature water was added to the bath. 14 mL trimethylamine was added via syringe and needle through a septum over 2 minutes. After the addition the reaction was stirred 5 minutes then 17.5 mL boron trifluoride diethyletherate was added
- 10 dropwise over 5 minutes via addition funnel. The reaction was refluxed for 1 hour in a 50°C water bath from 5 pm to 6 pm then water bath drained and the reaction allowed to stir at room temperature overnight. TLC shows a BP dye. 100 mL water was carefully added and stirred vigorously 10 minutes. The organic layer was pushed out and dried over anhydrous sodium sulfate, decanted, rinsed with 5x50 mL dichloromethane,
- 15 stripped, then run on a silica column in 1:1 hexane/DCM. The material was dissolved in 100 mL DCM, washed with 100 mL water, separated and the organic layer absorbed onto 25 g silica. Chromatography was done on a 40 gram column, and a gradient from 100% hexanes to 1:1 hexanes DCM, the pure dye collected (verified by TLC), stripped on rotavap then high vacuum overnight (0.15 torr), 3.7 grams (41% yield).

Mono-addition of Knoevenagel condensation: A 50 mL 3-neck flask with stir bar, Vigreux column, argon, oil bath, is charged with 455 mg Iodophenyl-BP, 115 mg dibutylaminobenzaldehyde, 24 mL toluene, 0.25 mL piperidine and a crystal of p-TsOH-H₂O. Reaction was refluxed overnight. The reaction was cooled, stripped, and run on 5.75 g silica with DCM, stripped again, chromatographed with a gradient to 40% DCM in hexanes. The product was stripped, high vacuum dried, yield = 70 mg (21% based on aldehyde).

Sonogashira coupling of propargyl alcohol to BP: A 4 mL vial was charged with 49 mg BP, 4 mg PdCl₂(PPh₃)₂, 2 mg CuI, stir bar, septum, purged with argon then added 1 mL degassed 3:1 THF/NEt₃ and 10 uL propargyl alcohol, stirred at room temperature for 1 hour. Work up: 10 mL water and 10 mL DCM, layers separated, extracted water 2x5 mL DCM, combine organic layers, dried over anhydrous sodium sulfate, stripped, silica plug using 100% DCM gradient to 5% methanol and collected product, stripped, high vacuum dried, N = 42 mg (MW = 378) quantitative yield.

Mesylation of BP-coupled propargyl alcohol: A 4 mL vial was charged with 42 mg BP and a stir bar. Septum was added and placed under argon. 1 mL tetrahydrofuran and 15 uL triethylamine was added then cooled in an ice bath. 10 uL (15 mg) methanesulfonyl chloride was added via gas tight syringe. Stirred 1 hour and an additional 3 uL triethylamine and 5 uL methanesulfonyl chloride added and stirred 1 hour. The reaction was stripped on the rotavap, silica plug with DCM, eluted product, pure fractions stripped, high vacuum overnight. Yield = 14 mg (red solid thin film, MW = 456) (28%)

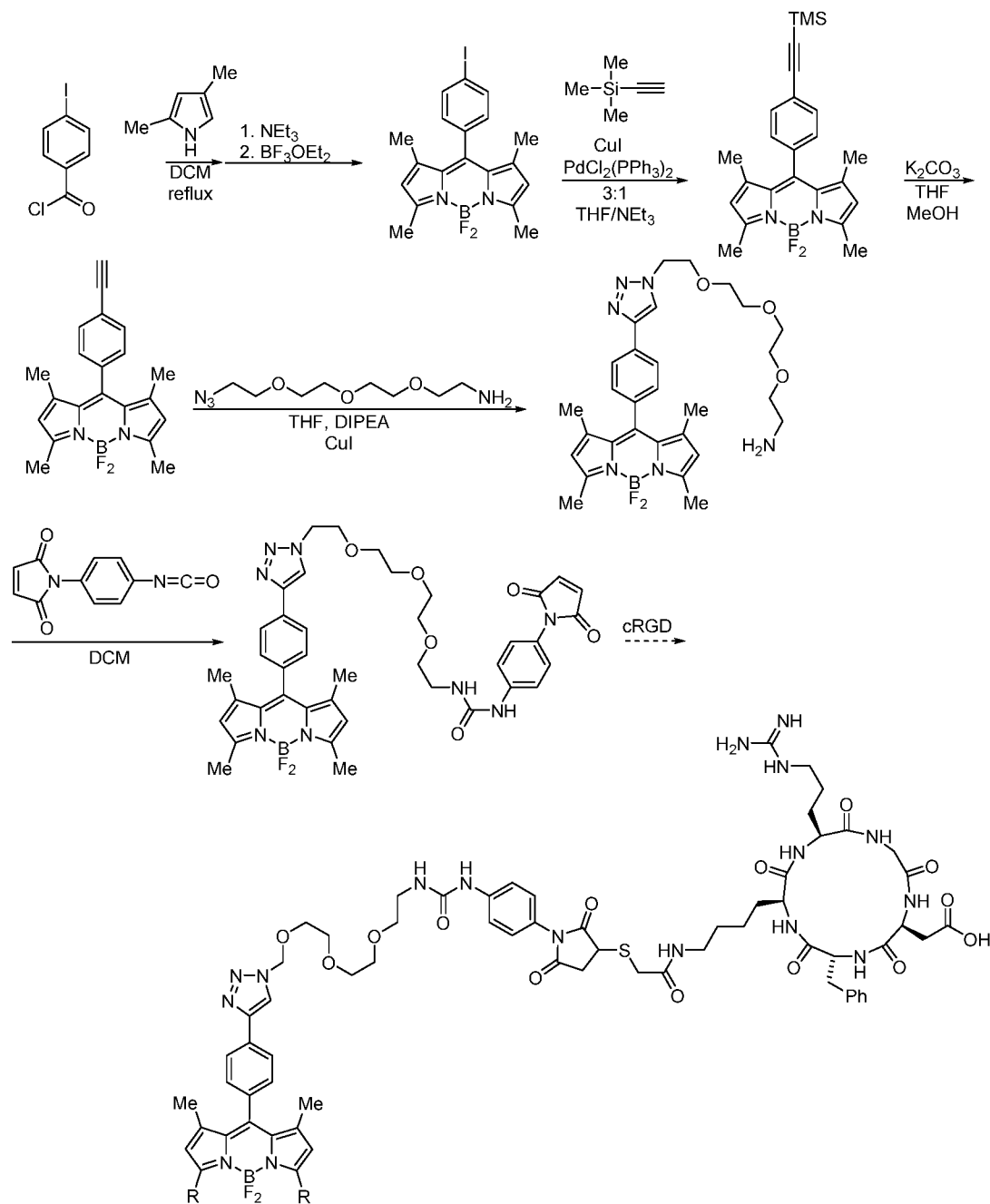
Dicationic VSD: 14 mg BP was transferred to a 16 mL vial using 2 x 0.5 mL acetonitrile, 8 mg Me-DABCO-I, stirred at room temperature. Heated to 60°C in an oil bath and red precipitate formed. Stirred one hour at 60°C and then cooled to room temperature. Decanted the acetonitrile, washed with 0.5 mL acetonitrile, decanted, then 2 mL MTBE added, washed, decanted and high vacuum dried the solid 1 hour, N = 6 mg. MW = 710. Yield = 27%. Product is water soluble and will not go into DCM layer from the water layer.

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EXAMPLE 6

This prophetic example describes the synthesis of I-7. The synthesis is shown in Scheme 6, wherein R¹ and R² are as described herein.

Scheme 6. Synthesis of I-7.



I-7

8-iodophenyl-1,3,5,7-tetramethyl BP: was synthesized as described in Example

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Mono-addition of Knoevenagel condensation: A 50 mL 3-neck flask with stir bar, Vigreux column, argon, oil bath, is charged with 455 mg Iodophenyl-BP, 115 mg dibutylaminobenzaldehyde, 24 mL toluene, 0.25 mL piperidine and a crystal of $\text{p-TsOH} \cdot \text{H}_2\text{O}$. Reaction was refluxed overnight. The reaction was cooled, stripped, 5.75 g silica

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with DCM, stripped again, Combiflash purified hexane gradient to 40% DCM in hexanes, most of the mono was separated from the starting material. Stripped, high vacuum dried, yield = 70 mg (21% based on aldehyde).

Sonogashira coupling of trimethylsilylacetylene to BP and subsequent basic deprotection: A 4 mL vial was charged with 49 mg BP, 4 mg PdCl₂(PPh₃)₂, 2 mg CuI, stir bar, septum, purged with argon then added 1 mL degassed 3:1 THF/Net3 and 10 uL trimethylsilylacetylene (TMSA), stirred at room temperature for 1 hour. Work up: 10 mL water and 10 mL DCM, layers separated, extracted water with 2x5 mL DCM, combine organic layers, dried over anhydrous sodium sulfate, stripped, silica plug using 100% DCM gradient to 5% methanol and collected product, stripped, high vacuum dried, N = 42 mg (MW = 378) quantitative yield. The phenylacetylene BP (0.5 mmol TMS-acetylene-BODIPY), 140 mg potassium carbonate (1 mmol, 2 equiv), 5 mL tetrahydrofuran and 5 mL methanol stirred overnight under argon. 0.5 mL water was added, stirred 30 minutes then syringe filtered and stripped. Silica column/plug 1:1 DCM/Hex run, product collected, stripped, high vacuum, obtained 57% yield.

Click Coupling of Phenylacetylene BP and N3-PEG-NH₂: Using click chemistry, the BP alkyne was coupled to an azide-PEG-amine forming a triazole. A 4 mL vial charged with 2.5 mL THF and 0.25 mL DIPEA was degassed with argon vigorously for 10 minutes. A separate 4 mL vial was charged with 35 mg alkyne-BP, 3 mg CuI and a stir bar then purged with argon. 20 uL (22 mg) of azidePEG-NH₂ (TCI) was injected into the THF/DIPEA, degassed briefly then injected into the reaction vial followed by degassing for 1 minute and the orange-red solution was allowed to stir overnight under argon. Reaction stripped and a silica plug/column was used eluting with 10% methanol in DCM, a red forecut was taken, the product eluted continuously even with 50% methanol and 100% methanol. Added 1% trimethylamine, 10% methanol in DCM and immediately eluted completely. The product was stripped, dried under high vacuum, 46 mg (81% yield, MW = 566).

Urethane coupling between Amine-labeled BP and Isocyanate-Phenylmaleimide: 4 mL vial charged with stir bar, 57.5 mg BP by 3 x 1 mL DCM transfer with pipet then argon purged/vented which evaporated the DCM down to 1.5 mL. 22 mg p-isocyanate-phenyl-maleimide dissolved in 1 mL DCM in a separate 4 mL vial then added dropwise to reaction via syringe and needle. The reaction was loaded onto a silica plug and eluted with gradient 5-10% MeOH in DCM, product collected,

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stripped, high vacuum overnight. Vacuum (0.5 torr) released, yield = 70 mg, 89%. [MW = 781, theoretical yield = 79 mg]

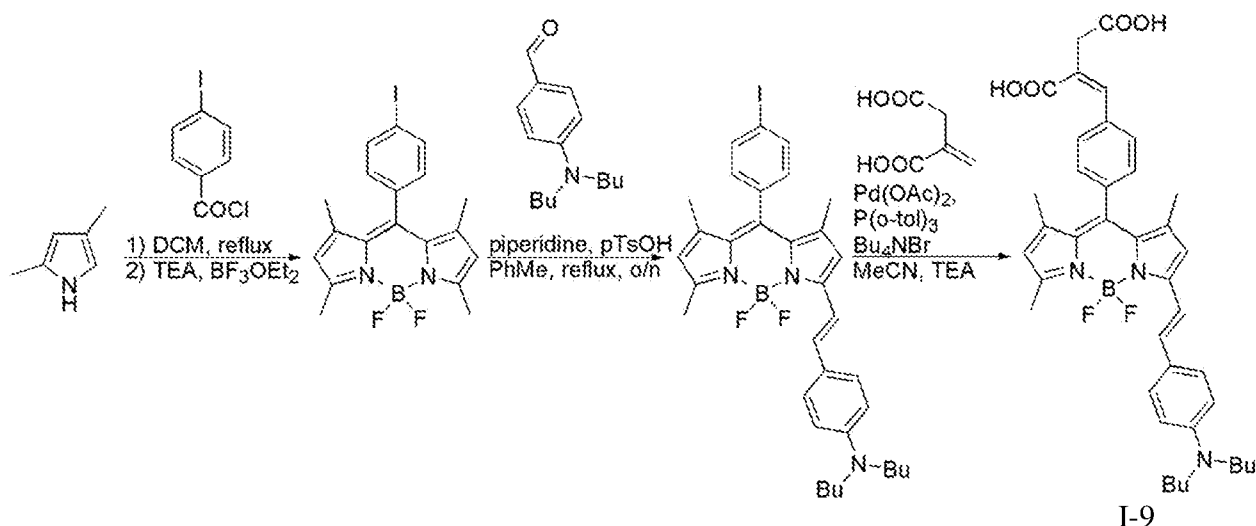
Cysteine-labeled cRGD coupling to maleimide-BP: Under slightly basic conditions (pH 7.1-7.4), 2 eq of cysteine-labeled cRGD were stirred with 1 eq of maleimide-BP to form peptide-BP conjugate.

EXAMPLE 7

This example describes the synthesis of I-9. The synthesis is shown in Scheme 7.

Scheme 7. Synthesis of I-9.

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Heck coupling between iodophenyl BP and itaconic acid was performed. BP (133 mg) was added to a suitably-sized vial equipped with a stir bar. Palladium acetate (5 mg), tri(o-tolyl)phosphine (21 mg) and tetrabutylammonium bromide (65 mg) were added to the vial as dry reagents. Thoroughly degassed acetonitrile (2.5 mL) and triethylamine (0.5 mL) were added to the vial. Under an argon stream, itaconic acid (27 mg) was added to the vial. The vial was sealed and an inert atmosphere was maintained. Following 24 hours of reaction time, the crude reaction mixture was purified using C18 reverse phase silica gel, eluting with acetone. ¹H NMR spectra were taken in deuterated DMSO and acetone in order to confirm structure. 31 mg of pure material were isolated following purification (23 % yield).

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EXAMPLE 8

This example shows the influence of the electron donating group on absorbance wavelength, emission wavelength, and Stokes shift. The absorbance wavelength, emission wavelength, and Stokes shift of I-3 was compared to a similar molecule (i.e., TIPSOBP) that lacked an electron donating group. The absorbance and fluorescence spectra of I-3 and TIPSOBP were obtained in various solvents, including dichloromethane, toluene, and methanol. The spectra in dichloromethane as shown in FIG.1. Dye I-3 had longer absorbance and emission wavelengths than TIPSOBP and a longer Stokes shift as shown in FIG. 1.

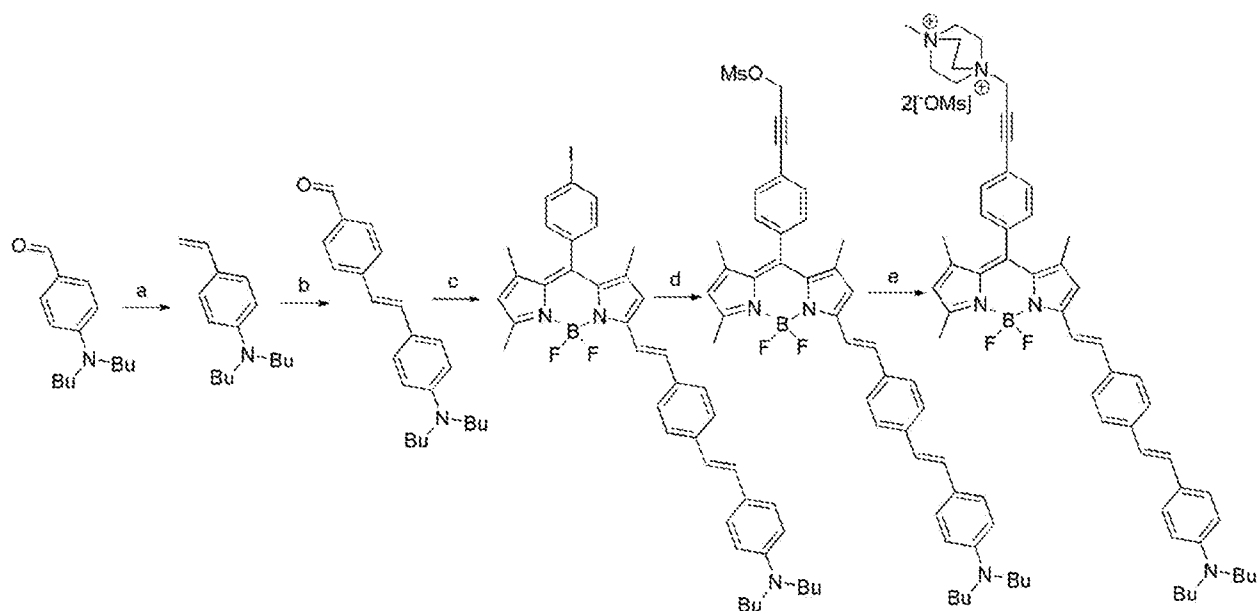
EXAMPLE 9

This example describes the use of dye I-1 for voltage sensing. For use in voltage sensing, dye I-1 was dissolved in ethanol. Specifically, 0.35 mg of I-1 was dissolved in 200 ml of ethanol. Then, 25 ml of the dye in ethanol was then added to 5 ml of buffer containing stage 30 xenopus embryos. After 30 minutes of incubation, the embryos were imaged in an Olympus fluorescence microscope using a R6G/Texas Red filter set, and the images were acquired with a 12-bit camera and processed with Metamorph software. For membrane hyperpolarization and depolarization, either 4.5 mM KCl solution in buffer or 84.5 mM KCl solution, respectively, were added to petri dishes containing the embryos. Respective fluorescence imaging of the stained embryos are shown in FIG. 2. The images at the top are of the sample autofluorescence, using green light excitation; the autofluorescence is very similar before (left) and after (right) hyperpolarization with KCl. The images at the bottom are taken with yellow excitation light, which is absorbed by the dye and does not yield autofluorescence, and show that there is significantly more fluorescence from the cells after membrane hyperpolarization (left image, before hyperpolarization with KCl; right image after hyperpolarization with KCl).

EXAMPLE 10

This example describes the synthesis of I-10. The synthesis is shown in Scheme 8.

Scheme 8. Synthesis of I-10



I-10

4-Vinyl-N,N'-dibutylaniline: A 100 mL 3N flask was baked in a 125°C oven, placed under argon purged upon cooling followed by evacuating and refilling with argon three times. Under argon cross current, 6 g methyltriphenylphosphonium bromide was added followed by evacuating and refilling with argon twice. Anhydrous inhibitor-free tetrahydrofuran (40 mL) was injected into the reaction following by injected 9.25 mL n-butyllithium (1.6 M in hexane). The reaction was stirred 5 minutes to produce the Wittig reagent then 2.25 mL (2.22 g) 4-dibutylaminobenzaldehyde were injected and stirred overnight at room temperature under argon. The reaction was filtered through sand and celite in a disposable fritted funnel, the filtrate was stripped and purified by flash column chromatography by liquid injection onto 24 g silica column eluting hexane gradient to 20% dichloromethane to elute the desired product. Pure fractions identified by TLC and UV peaks were stripped and high vacuum dried. N = 1.44 g, 65% yield. IR spectrum confirmed loss of carbonyl.

4'-N,N'-Dibutylamino-4-formyl-*trans*-stilbene: A 100 mL round bottom flask containing 1.4 g 4-vinyl-N,N'-dibutylaniline was charged with 1.18 g 4-bromobenzaldehyde, 298 mg tri-*o*-tolyl-phosphine, 80 mg palladium (II) acetate, stir bar, fitted with a rubber septum, evacuated and refilled with argon three times. Degassed triethylamine (20 mL) was injected, stirred at 600 rpm and heated in a 105°C oil bath for 48 hour. The dark green suspension was cooled to room temperature and extracted with ethyl acetate and brine. The organic layer was separated, dried over anhydrous sodium

sulfate, filtered, stripped, dissolved in dichloromethane, loaded onto silica gel, cut with hexane, stripped. Purification performed using flash column chromatography on silica eluting with hexane gradient to 50% dichloromethane to elute product. Stripped pure fractions to obtain a yellow solid, high vacuum dried, N = 1.3 g, 65% yield.

5 **3-(p-(p-(N,N'-Dibutylamino)styryl)styryl)-4,4-Difluoro-1,5,7-trimethyl-8-(4'-iodophenyl)-4-bora-3a,4a-diaza-s-indacene:** A 50 mL 1N flask was charged with 507 mg 4,4-difluoro-1,3,5,7-tetramethyl-8-(4'-iodophenyl)-4-bora-3a,4a-diaza-s-indacene, 382 mg 4'-N,N'-dibutylamino-4-formyl-trans-stilbene, stir bar, 22 mL acetonitrile, 0.2 mL piperidine, 0.2 mL glacial acetic acid and a stir bar. The reaction was fitted with a
10 Vigreux column with a gas adapter then evacuated and refilled with argon twice. With stirring, the reaction was heated in an oil bath 90°C to reflux overnight. The reaction was cooled, stripped and dissolved in dichloromethane. UV-Vis spectrophotometry showed nearly equal distribution of unreacted starting material, mono- and bis-condensation products. Loaded onto silica gel, stripped, purified via flash column chromatography on
15 24 g silica, eluting with hexane gradient to 50% dichloromethane. The material could not be fully separated on silica and reverse phase C18 was needed. The solvent was stripped onto silica gel and placed on top of 12 g C18 silica and eluted with acetonitrile. Starting material eluted first, mono slowly and continuously eluted after, while the bis product did not elute. After 750 mL acetonitrile, stripped, high vacuum dried, N = 84 mg, 10%.

20 **3-(p-(p-(N,N'-Dibutylamino)styryl)styryl)-4,4-Difluoro-1,5,7-trimethyl-8-(p-(2-propyne-1-ol)phenyl)-4-bora-3a,4a-diaza-s-indacene:** A 20 mL vial containing 77 mg of the BP synthesized in the previous step was charged with 5 mg dichlorobis(triphenylphosphine)palladium(II), 5 mg copper(I) iodide, stir bar, fitted with septum screw cap, evacuated and refilled with argon twice followed by argon purge. The
25 reaction was injected with 3 mL degassed tetrahydrofuran and 1 mL degassed triethylamine and stirred. Then 15 uL propargyl alcohol was injected and with stirring, heated in a 60°C oil bath for 1 hour and TLC showed complete reaction by TLC on silica with dichloromethane as compared to starting material. The reaction was stripped and purified via liquid injection using flash column chromatography with dichloromethane
30 eluting hexane gradient to dichloromethane. Fractions containing product were stripped, high vacuum dried, N = 50 mg, 71% yield.

3-(p-(p-(N,N'-Dibutylamino)styryl)styryl)-4,4-Difluoro-1,5,7-trimethyl-8-(p-(2-propyne-1-methylsulfonate)phenyl)-4-bora-3a,4a-diaza-s-indacene: An 8 mL vial was charged with stir bar and 50 mg previous BP was transferred via 4 x 1 mL dichloromethane, fitted with a septum screw cap, placed under argon, injected 20 uL triethylamine and 10 uL methanesulfonyl chloride at room temperature for 15 minutes. TLC on silica with dichloromethane showed reaction complete. The reaction was filtered onto 4 g silica plug and eluted with dichloromethane to produce a single spot material, stripped, high vacuum dried, N = 56 mg, quantitative yield.

3-(p-(p-(N,N'-Dibutylamino)styryl)styryl)-4,4-Difluoro-1,5,7-trimethyl-8-(p-(2-propyne-1-(methyl(1,4-diazoniumbicyclo[2.2.2]octanyl))phenyl)-4-bora-3a,4a-diaza-s-indacene dimethylsulfonate salt: 56 mg of previous BP was transferred to a 10 mL 1 N 14/20 round bottom flask via 3x1 mL dichloromethane, stripped, high vacuum dried. Charged stir bar, 172 mg DABCO salt, 2 mL N,N-dimethylformamide, fitted with a rubber septum, argon, stirred in 80°C oil bath 2 hours. As it cooled, 6 mL acetonitrile was added. The dye precipitated out of solution and transferred to a 60 mL centrifuge tube. The reaction was flask was rinsed with acetonitrile several times (25 mL total). The product was spun, decanted, washed 35 mL fresh acetonitrile, spun, decanted, washed with 30 mL diethyl ether, spun, decanted, high vacuum dried. The dye was transferred to a 4 mL vial, N = 51 mg, 71% yield. TLC on silica with dichloromethane shows baseline material as expected and no starting material. ¹H NMR in CDCl₃ was inconclusive although the material appeared to be fully soluble. 0.1 mL CD₃OD was added to make approximately 9:1 CDCl₃/CD₃OD and ¹H NMR was confirmed.

While several embodiments of the present invention have been described and illustrated herein, those of ordinary skill in the art will readily envision a variety of other means and/or structures for performing the functions and/or obtaining the results and/or one or more of the advantages described herein, and each of such variations and/or modifications is deemed to be within the scope of the present invention. More generally, those skilled in the art will readily appreciate that all parameters, dimensions, materials, and configurations described herein are meant to be exemplary and that the actual parameters, dimensions, materials, and/or configurations will depend upon the specific application or applications for which the teachings of the present invention is/are used. Those skilled in the art will recognize, or be able to ascertain using no more than routine

experimentation, many equivalents to the specific embodiments of the invention described herein. It is, therefore, to be understood that the foregoing embodiments are presented by way of example only and that, within the scope of the appended claims and equivalents thereto, the invention may be practiced otherwise than as specifically
5 described and claimed. The present invention is directed to each individual feature, system, article, material, kit, and/or method described herein. In addition, any combination of two or more such features, systems, articles, materials, kits, and/or methods, if such features, systems, articles, materials, kits, and/or methods are not mutually inconsistent, is included within the scope of the present invention.

10 The indefinite articles “a” and “an,” as used herein in the specification and in the claims, unless clearly indicated to the contrary, should be understood to mean “at least one.”

The phrase “and/or,” as used herein in the specification and in the claims, should be understood to mean “either or both” of the elements so conjoined, i.e., elements that
15 are conjunctively present in some cases and disjunctively present in other cases. Other elements may optionally be present other than the elements specifically identified by the “and/or” clause, whether related or unrelated to those elements specifically identified unless clearly indicated to the contrary. Thus, as a non-limiting example, a reference to “A and/or B,” when used in conjunction with open-ended language such as “comprising”
20 can refer, in one embodiment, to A without B (optionally including elements other than B); in another embodiment, to B without A (optionally including elements other than A); in yet another embodiment, to both A and B (optionally including other elements); etc.

As used herein in the specification and in the claims, “or” should be understood to have the same meaning as “and/or” as defined above. For example, when separating
25 items in a list, “or” or “and/or” shall be interpreted as being inclusive, i.e., the inclusion of at least one, but also including more than one, of a number or list of elements, and, optionally, additional unlisted items. Only terms clearly indicated to the contrary, such as “only one of” or “exactly one of,” or, when used in the claims, “consisting of,” will refer to the inclusion of exactly one element of a number or list of elements. In general,
30 the term “or” as used herein shall only be interpreted as indicating exclusive alternatives (i.e. “one or the other but not both”) when preceded by terms of exclusivity, such as “either,” “one of,” “only one of,” or “exactly one of.” “Consisting essentially of,” when used in the claims, shall have its ordinary meaning as used in the field of patent law.

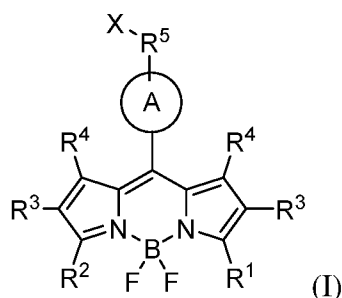
As used herein in the specification and in the claims, the phrase “at least one,” in reference to a list of one or more elements, should be understood to mean at least one element selected from any one or more of the elements in the list of elements, but not necessarily including at least one of each and every element specifically listed within the list of elements and not excluding any combinations of elements in the list of elements. This definition also allows that elements may optionally be present other than the elements specifically identified within the list of elements to which the phrase “at least one” refers, whether related or unrelated to those elements specifically identified. Thus, as a non-limiting example, “at least one of A and B” (or, equivalently, “at least one of A or B,” or, equivalently “at least one of A and/or B”) can refer, in one embodiment, to at least one, optionally including more than one, A, with no B present (and optionally including elements other than B); in another embodiment, to at least one, optionally including more than one, B, with no A present (and optionally including elements other than A); in yet another embodiment, to at least one, optionally including more than one, A, and at least one, optionally including more than one, B (and optionally including other elements); etc.

In the claims, as well as in the specification above, all transitional phrases such as “comprising,” “including,” “carrying,” “having,” “containing,” “involving,” “holding,” and the like are to be understood to be open-ended, i.e., to mean including but not limited to. Only the transitional phrases “consisting of” and “consisting essentially of” shall be closed or semi-closed transitional phrases, respectively, as set forth in the United States Patent Office Manual of Patent Examining Procedures, Section 2111.03.

What is claimed is:

CLAIMS

1. A composition of matter, comprising a compound of Formula I:



or a salt thereof, wherein:

R^1 and R^2 are independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, or an electron donating group, provided that at least one of R^1 and R^2 is an electron donating group;

each R^3 is independently hydrogen, optionally substituted alkyl, halo, or a linking group;

each R^4 is hydrogen or optionally substituted alkyl;

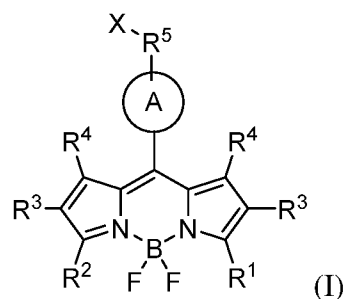
15 Ring A is optionally substituted arylene or optionally substituted heteroarylene;

R^5 is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; and

20 X is a polar group, wherein X comprises a positively charged moiety, provided that the positively charged moiety is not a metal.

2. A composition of matter, comprising a compound of Formula I:

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or a salt thereof, wherein:

R^1 and R^2 are independently hydrogen, optionally substituted alkyl, or an electron
5 donating group, provided that at least one of R^1 and R^2 is an electron donating group;

each R^3 is independently hydrogen, optionally substituted alkyl, halo, or a
linking group;

each R^4 is hydrogen or optionally substituted alkyl;

Ring A is optionally substituted arylene or optionally substituted heteroarylene;

10 R^5 is optionally substituted acylene, optionally substituted alkenylene, optionally
substituted alkylene, optionally substituted alkynylene, substituted amino, optionally
substituted arylene, optionally substituted heteroalkenylene, optionally substituted
heteroalkylene, optionally substituted heteroalkynylene, optionally substituted
heteroarylene, -O-, or optionally substituted thiolene;

15 X is a polar group, wherein X is charged or has a $\log(P)$ of less than or equal to
about 0;

the electron donating group is $-(R^6)_n-R^7$:

each R^6 is independently optionally substituted alkenylene, optionally substituted
alkynylene, optionally substituted arylene, or optionally substituted heteroarylene;

20 R^7 is $-N(R'')$ or optionally substituted thiol;

each R'' is independently C_{1-12} alkyl, provided that at least one R'' is C_{2-12} alkyl;

and

n is 1-5.

25 3. A voltage-sensitive dye, comprising:

an electron acceptor comprising boron;

an electron donating group attached to the electron acceptor; and

a polar group attached to the electron acceptor, wherein a maximum absorbance wavelength in methanol of the voltage-sensitive dye is greater than or equal to about 600 nm.

- 5 4. The voltage-sensitive dye of any preceding claim, wherein the polar group is charged.
5. The voltage-sensitive dye of any preceding claim, wherein the polar group is positively charged.
- 10 6. The voltage-sensitive dye of any preceding claim, wherein the polar group is zwitterionic.
7. The voltage-sensitive dye of any preceding claim, wherein the polar group has a
15 $\log(P)$ of less than or equal to about 0.
8. The voltage-sensitive dye of any preceding claim, wherein a peak absorbance wavelength in methanol of the voltage-sensitive dye is greater than or equal to about 600 nm and less than or equal to about 900 nm.
- 20 9. The voltage-sensitive dye of any preceding claim, further comprising a biological molecule.
10. The voltage-sensitive dye of any preceding claim, wherein the biological
25 molecule is a cell-surface targeting group.
11. The voltage-sensitive dye of any preceding claim, wherein the biological molecule is attached to the electron acceptor.
- 30 12. The voltage-sensitive dye of any preceding claim, wherein the biological molecule is attached to the polar group.

13. The composition of any preceding claim, wherein R^1 and R^2 are independently hydrogen, optionally substituted alkyl, or an electron donating group.
14. The composition of any preceding claim, wherein R^1 and R^2 are independently
5 optionally substituted alkyl or an electron donating group.
15. The composition of any preceding claim, wherein R^1 is an electron donating group.
- 10 16. The composition of any preceding claim, wherein R^1 is not an electron donating group.
17. The composition of any preceding claim, wherein R^1 and R^2 are independently an electron donating group.
- 15 18. The composition of any preceding claim, wherein the electron donating group is -
(R^6)_n- R^7 , wherein:
each R^6 is independently optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkynylene, optionally substituted arylene, optionally substituted heteroalkylene, optionally substituted heteroalkenylene, optionally substituted heteroalkynylene, or optionally substituted heteroarylene;
20 R^7 is optionally substituted amino, optionally substituted acyl, optionally substituted thiol, or optionally substituted hydroxyl; and
n is 1-5.
- 25 19. The composition of any preceding claim, wherein each R^6 is independently optionally substituted alkenylene, optionally substituted alkynylene, optionally substituted arylene, or optionally substituted heteroarylene.
- 30 20. The composition of any preceding claim, wherein each R^6 is independently optionally substituted alkenylene, optionally substituted arylene, or optionally substituted heteroarylene.

21. The composition of any preceding claim, wherein the electron donating group is -alkenylene-arylene-arylene- R^7 , -alkenylene-arylene-heteroarylene- R^7 , -alkenylene-heteroarylene-arylene- R^7 , -alkenylene-heteroarylene-heteroarylene- R^7 , -alkynylene-arylene-arylene- R^7 , -alkynylene-arylene-heteroarylene- R^7 , -alkynylene-heteroarylene-arylene- R^7 , -alkynylene-heteroarylene-heteroarylene- R^7 , -alkenylene-arylene- R^7 , -alkenylene-heteroarylene- R^7 , -alkynylene-arylene- R^7 , -alkynylene-heteroarylene- R^7 , -alkenylene- R^7 , -heteroarylene- R^7 , -alkynylene- R^7 , or arylene- R^7 , each of which may be optionally substituted.
22. The composition of any preceding claim, wherein the electron donating group is -alkenylene-arylene-arylene- R^7 , -alkenylene-arylene-heteroarylene- R^7 , -alkenylene-heteroarylene-arylene- R^7 , -alkenylene-heteroarylene-heteroarylene- R^7 , -alkenylene-arylene- R^7 , or -alkenylene-heteroarylene- R^7 , each of which may be optionally substituted.
23. The composition of any preceding claim, wherein R^7 is optionally substituted amino, optionally substituted thiol, or optionally substituted hydroxyl.
24. The composition of any preceding claim, wherein R^7 is $-N(R'')_2$, $-SR'$, or $-OR'$, and wherein R' and R'' are independently hydrogen or optionally substituted alkyl.
25. The composition of any preceding claim, wherein R^7 is optionally substituted amino or optionally substituted thiol.
26. The composition of any preceding claim, wherein R^7 is $-N(R'')_2$ and R'' is hydrogen or optionally substituted alkyl.
27. The composition of any preceding claim, wherein n is 1-3.
28. The composition of any preceding claim, wherein each R^3 is independently hydrogen, optionally substituted alkyl, or halo.

29. The composition of any preceding claim, wherein at least one R³ is a linking group.
30. The composition of any preceding claim, wherein the linking group is $-(R^{10})_p-R^{11}$,
 5 wherein:
 each R¹⁰ is independently a charged group, optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, substituted amino, optionally substituted arylene, optionally substituted carbocyclylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, -O-, oxo, optionally substituted thiolene, or thiooxo;
 10 R¹¹ is a functionalizable group or a biological molecule; and
 p is 1-20.
31. The composition of any preceding claim, wherein R¹⁰ is independently -O-, -S-, -N(R)-, -C(O)-, -C(S)-, -C(NR)-, -C(R)=C(R)-, -C(R)₂-, -C(R)₂C(R)₂O-, -OC(R)₂C(R)₂-, optionally substituted arylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, or a charged group and wherein R is independently hydrogen or alkyl.
32. The composition of any preceding claim, wherein R¹⁰ is independently $-[C(R)_2C(R)_2O-]_t-R^{11}$, $-[OC(R)_2C(R)_2-]_t-R^{11}$, heteroarylene-R¹¹, arylene-R¹¹, arylene- $-[C(R)_2C(R)_2O-]_t-R^{11}$, arylene- $-[OC(R)_2C(R)_2-]_t-R^{11}$, -heteroarylene- $-[C(R)_2C(R)_2O-]_t-R^{11}$, heteroarylene- $-[OC(R)_2C(R)_2-]_t-R^{11}$, arylene-heteroarylene-R¹¹, heteroarylene-arylene-R¹¹, arylene-heteroarylene- $-[OC(R)_2C(R)_2-]_t-R^{11}$, heteroarylene-arylene- $-[OC(R)_2C(R)_2-]_t-R^{11}$, -arylene-heteroarylene- $-[C(R)_2C(R)_2O-]_t-R^{11}$, or heteroarylene-arylene- $-[C(R)_2C(R)_2O-]_t-R^{11}$, wherein t is 1-20.
33. The composition of any preceding claim, wherein R¹¹ is a functionalizable group.
34. The composition of any preceding claim, wherein the functionalizable group is optionally substituted acyl, optionally substituted alkenyl, substituted amino, optionally substituted heteroalkenyl, optionally substituted heteroalkyl, optionally substituted heterocyclyl, hydroxyl, or optionally substituted thiol.

35. The composition of any preceding claim, wherein R¹¹ is a biological molecule.
36. The composition of any preceding claim, wherein Ring A is optionally substituted arylene.
37. The composition of any preceding claim, wherein R⁵ is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene.
38. The composition of any preceding claim, wherein R⁵ is -C(O)-, -C(O)O-, -OC(O)-, -C(O)N(R)-, -N(R)C(O)-, -O-, -S-, -N(R)-, -C(R)₂-, -C≡C-, -C(R)=C(R)-, optionally substituted arylene, or optionally substituted heteroarylene, and wherein R is hydrogen or optionally substituted alkyl.
39. The composition of any preceding claim, wherein X is charged.
40. The composition of any preceding claim, wherein X has a log(P) of less than or equal to about 0.
41. The composition of any preceding claim, wherein X is -(R⁸)_m-R⁹, wherein:
each R⁸ is independently a charged group, optionally substituted acyl, optionally substituted alkenylene, optionally substituted alkylene, substituted amino, optionally substituted arylene, optionally substituted carbocyclylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, -O-, oxo, optionally substituted thiolene, thiooxo, or optionally substituted siloxylene;
- R⁹ is hydrogen, a charged group, optionally substituted acyl, optionally substituted alkyl, optionally substituted amino, optionally substituted aryl, optionally substituted carbocyclyl, optionally substituted heteroalkyl, optionally substituted

heteroaryl, optionally substituted heterocyclyl, optionally substituted hydroxyl, nitrile, optionally substituted siloxy, or optionally substituted thiol; and

m is 0-20.

5 42. The composition of any preceding claim, R^8 and R^9 are independently optionally substituted with one or more hydrogen donor or hydrogen acceptor group.

43. The composition of any preceding claim, wherein each R^8 is independently a charged group, optionally substituted acyl, optionally substituted alkylene, substituted
10 amino, optionally substituted arylene, optionally substituted heteroalkylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, -O-, oxo, optionally substituted thiolene, thiooxo, or optionally substituted siloxylene.

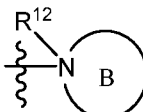
44. The composition of any preceding claim, wherein R^8 is independently -O-, -S-, -
15 N(R)-, -C(O)-, -C(R)₂-, -C(R)₂C(R)₂O-, -OC(R)₂C(R)₂-, -OSi(R)₂- optionally substituted arylene, optionally substituted heteroarylene, optionally substituted heterocyclylene, or a charged group, and wherein R is independently hydrogen or alkyl.

45. The composition of any preceding claim, wherein R^9 is hydrogen, or a charged
20 group, optionally substituted alkyl.

46. The composition of any preceding claim, wherein the charged group is a positively charged group.

25 47. The composition of any preceding claim, wherein each charged group is independently a quaternary ammonium or a quaternary phosphonium.

48. The composition of any preceding claim, wherein each charged group is

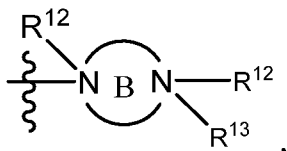
independently $-N(R^*)_3$, $-P(R^*)_3$, or  wherein:

30 R^* is hydrogen, optionally substituted alkyl, or optionally substituted aryl;

Ring B is an optionally substituted heterocyclic or heteroaryl ring containing at least one nitrogen atom; and

R^{12} is hydrogen or optionally substituted alkyl.

- 5 49. The composition of any preceding claim, wherein Ring B has the structure:

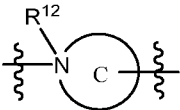


wherein Ring B is an optionally substituted heterocyclic or heteroaryl ring containing at least two nitrogen atom and R^{13} is absent, hydrogen, or optionally substituted alkyl.

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50. The composition of any preceding claim, wherein Ring B is 1,4-diazabicyclo[2.2.2]octanyl.

51. The composition of any preceding claim, wherein each charged group is

- 15 independently $-N(R^*)_{2-}$, $-P(R^*)_{2-}$, or , wherein:

R^* is hydrogen, optionally substituted alkyl, or optionally substituted aryl; and

Ring C is an optionally substituted heterocyclylene or heteroarylene ring containing at least one nitrogen atom; and

each R^{12} is independently hydrogen or optionally substituted alkyl.

20

52. The composition of any preceding claim, wherein Ring C is 1,4-diazabicyclo[2.2.2]octanylene.

53. The composition of any preceding claim, wherein X is negatively-charged group
25 or a precursor thereof.

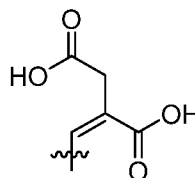
54. The composition of any preceding claim, wherein X is $-COOH$ or $-COO^-$.

- 80 -

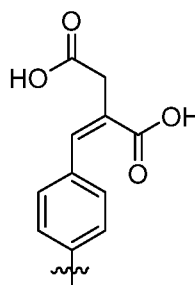
55. The composition of any preceding claim, wherein Ring A is optionally substituted arylene or optionally substituted heteroarylene; R⁵ is optionally substituted acylene, optionally substituted alkenylene, optionally substituted alkylene, optionally substituted alkynylene, substituted amino, optionally substituted arylene, optionally substituted heteroalkenylene, optionally substituted heteroalkylene, optionally substituted heteroalkynylene, optionally substituted heteroarylene, -O-, or optionally substituted thiolene; and X is a negatively-charge group or a precursor thereof.

56. The composition of any preceding claim, wherein Ring A is optionally substituted arylene, R⁵ is optionally substituted alkenylene, and X is -COOH or -COO⁻.

57. The composition of any preceding claim, wherein -R⁵-X has the structure:

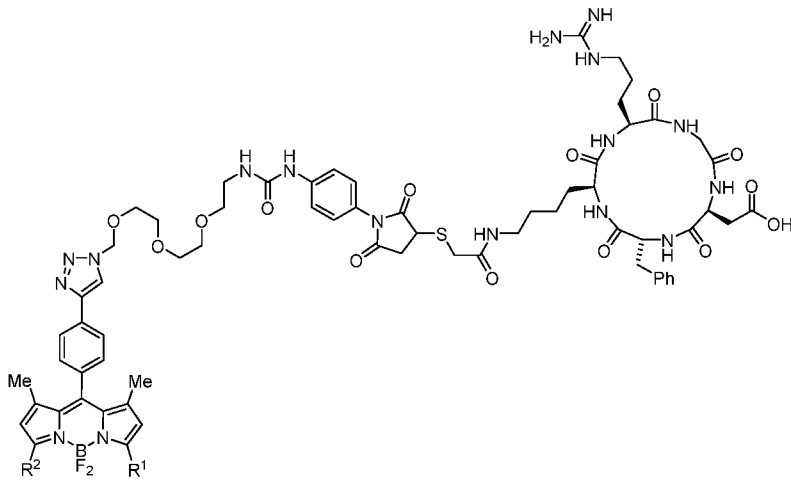


58. The composition of any preceding claim, wherein -(Ring A)-R⁵-X has the structure:



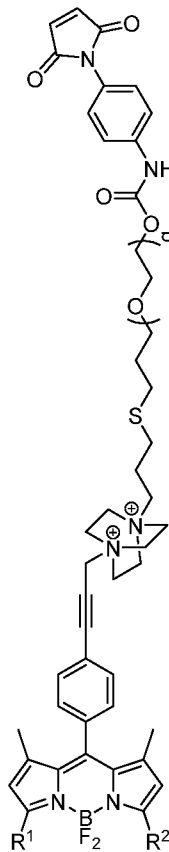
59. The composition of any preceding claim, wherein Formula I has the structure:

- 81 -



or a salt thereof.

60. The composition of any preceding claim, wherein Formula I has the structure:



5 or a salt thereof, wherein q is 1 to 20.

61. A compound selected from the group consisting of

exposing a cell membrane to a voltage sensitive dye comprising an electron acceptor comprising boron, an electron donor, and a polar group, wherein a maximum absorbance wavelength in methanol of the voltage-sensitive dye is greater than or equal to about 600 nm.

5

63. The method of any preceding claim, further comprising allowing the voltage sensitive dye to orient in the cell membrane such that at least a portion of the electron acceptor is positioned within the cell membrane and at least a portion of the polar group is positioned outside the surface of the cell membrane.

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64. The method of any preceding claim, further comprising determining a change in a potential across the cell membrane using the voltage-sensitive dye.

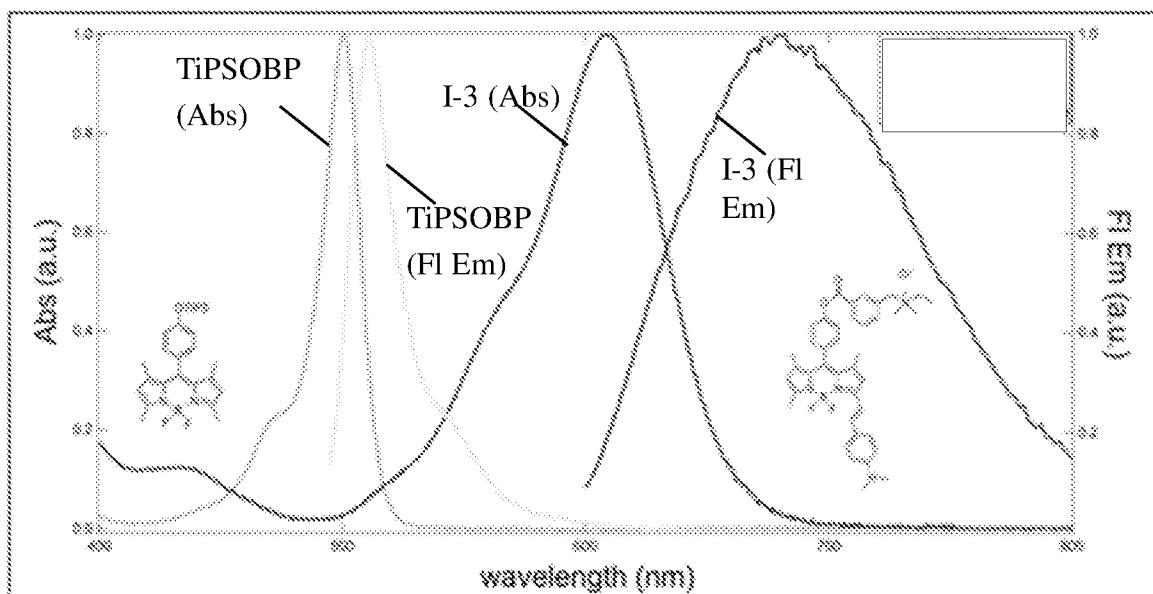


FIG. 1

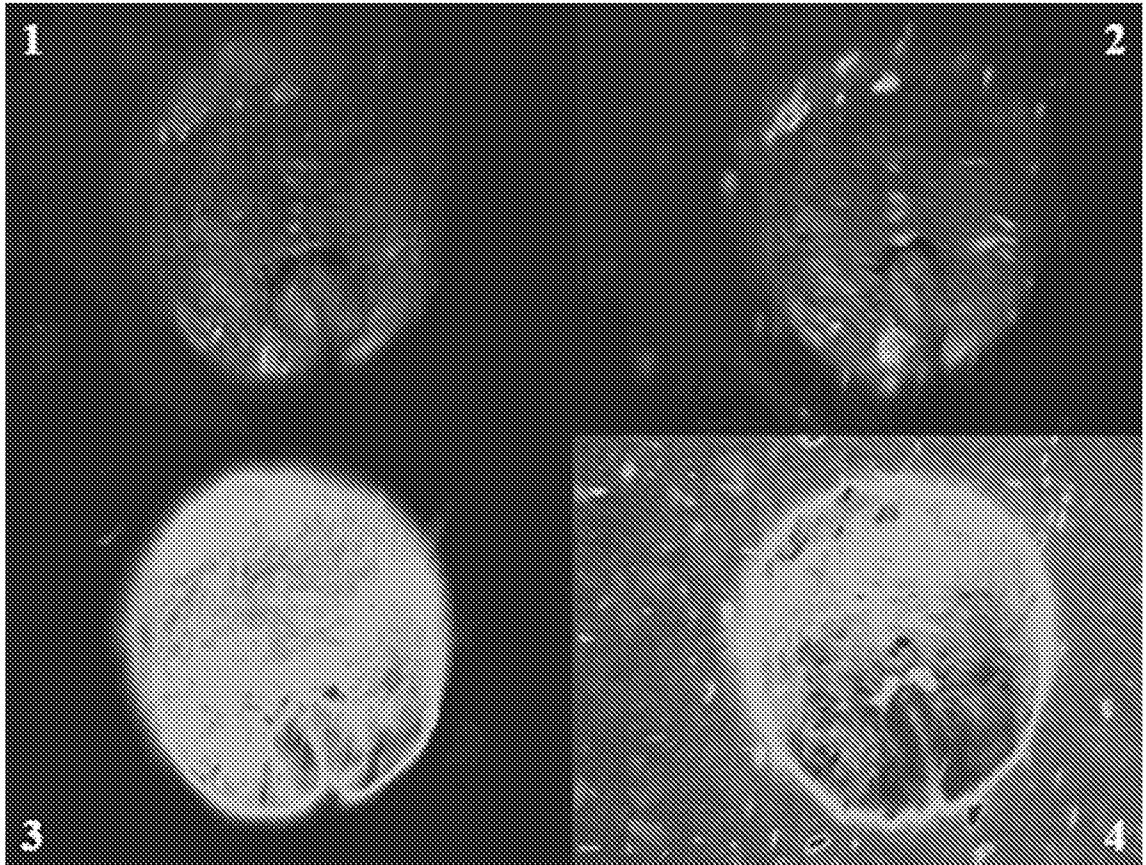


FIG. 2

INTERNATIONAL SEARCH REPORT

International application No.

PCT/US18/20621

A. CLASSIFICATION OF SUBJECT MATTER

IPC - C07F 5/02 (2018.01)

CPC - C07F 5/02, 5/022, 5/027

According to International Patent Classification (IPC) or to both national classification and IPC

B. FIELDS SEARCHED

Minimum documentation searched (classification system followed by classification symbols)

See Search History document

Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched

See Search History document

Electronic data base consulted during the international search (name of data base and, where practicable, search terms used)

See Search History document

C. DOCUMENTS CONSIDERED TO BE RELEVANT

Category*	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.
X	LIU, H et al. Targeting beta-amyloid plaques and oligomers: development of near-IR fluorescence imaging probes. Future Medicinal Chemistry, Vol. 9, No. 2, 27 January 2017, pp. 179-198; abstract; page 182, column 2, paragraph 3; page 183, table 2; page 186, figure 5; page 187, table 3; page 188, figure 6;	3, 62 ---
Y	US 2013/0189185 A1 (LI, Z et al) 25 July 2013; abstract; paragraphs [0006], [0046], [0079]	4/3
Y	US 2013/0189185 A1 (LI, Z et al) 25 July 2013; abstract; paragraphs [0006], [0046], [0079]	1-2, 4/1-3
Y	WO 2012/173575 A1 (NATIONAL UNIVERSITY OF SINGAPORE) 20 December 2012; abstract; page 46, lines 1-5; page 51, lines 25-30	1-2, 4/1-2
A	PUBCHEM. CID 101426289. 18 December 2015, pp. 1-10 [online], [retrieved on 2018-10-05]. Retrieved from the Internet <URL: https://pubchem.ncbi.nlm.nih.gov/compound/101426289#section=Top >; page 3, formula	61
A	US 2015/0291628 A1 (COUNCIL OF SCIENTIFIC and INDUSTRIAL RESEARCH) 15 October 2015; figure 1	61
A	PUBCHEM. CID 102184376. 24 December 2015, pp. 1-8 [online], [retrieved on 2018-10-05]. Retrieved from the Internet <URL: https://pubchem.ncbi.nlm.nih.gov/compound/102184376#section=Top >; page 2, formula	61

 Further documents are listed in the continuation of Box C. See patent family annex.

* Special categories of cited documents:

"A" document defining the general state of the art which is not considered to be of particular relevance

"E" earlier application or patent but published on or after the international filing date

"L" document which may throw doubts on priority claim(s) or which is cited to establish the publication date of another citation or other special reason (as specified)

"O" document referring to an oral disclosure, use, exhibition or other means

"P" document published prior to the international filing date but later than the priority date claimed

"T" later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention

"X" document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone

"Y" document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art

"&" document member of the same patent family

Date of the actual completion of the international search

5 October 2018 (05.10.2018)

Date of mailing of the international search report

30 OCT 2018

Name and mailing address of the ISA/

Mail Stop PCT, Attn: ISA/US, Commissioner for Patents
P.O. Box 1450, Alexandria, Virginia 22313-1450

Facsimile No. 571-273-8300

Authorized officer

Shane Thomas

PCT Helpdesk: 571-272-4300
PCT OSP: 571-272-7774

INTERNATIONAL SEARCH REPORT

International application No.

PCT/US18/20621

Box No. II Observations where certain claims were found unsearchable (Continuation of item 2 of first sheet)

This international search report has not been established in respect of certain claims under Article 17(2)(a) for the following reasons:

1. Claims Nos.:
because they relate to subject matter not required to be searched by this Authority, namely:

2. Claims Nos.:
because they relate to parts of the international application that do not comply with the prescribed requirements to such an extent that no meaningful international search can be carried out, specifically:

3. Claims Nos.: 5-60, 63-64
because they are dependent claims and are not drafted in accordance with the second and third sentences of Rule 6.4(a).

Box No. III Observations where unity of invention is lacking (Continuation of item 3 of first sheet)

This International Searching Authority found multiple inventions in this international application, as follows:

1. As all required additional search fees were timely paid by the applicant, this international search report covers all searchable claims.
2. As all searchable claims could be searched without effort justifying additional fees, this Authority did not invite payment of additional fees.
3. As only some of the required additional search fees were timely paid by the applicant, this international search report covers only those claims for which fees were paid, specifically claims Nos.:

4. No required additional search fees were timely paid by the applicant. Consequently, this international search report is restricted to the invention first mentioned in the claims; it is covered by claims Nos.:

Remark on Protest

- The additional search fees were accompanied by the applicant's protest and, where applicable, the payment of a protest fee.
- The additional search fees were accompanied by the applicant's protest but the applicable protest fee was not paid within the time limit specified in the invitation.
- No protest accompanied the payment of additional search fees.