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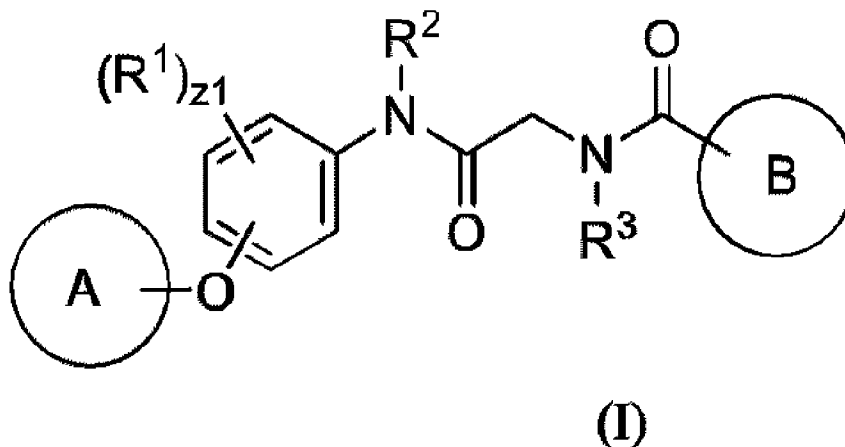
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(54) Titre : INHIBITEURS DE PCNA
(54) Title: PCNA INHIBITORS



(57) Abrégé/Abstract:

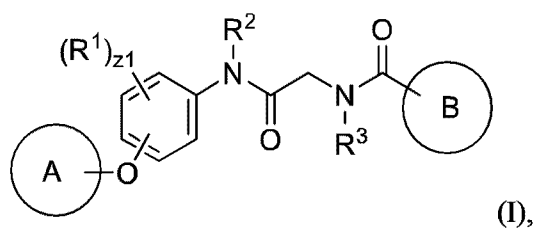
Described herein, inter alia, are compounds of general formula (I):

(see formula I),

compositions comprising such compounds, uses of such compounds as PCNA modulators and uses of such compounds and compositions for treating or preventing cancer.

ABSTRACT

Described herein, inter alia, are compounds of general formula (I):



compositions comprising such compounds, uses of such compounds as PCNA modulators and uses of such compounds and compositions for treating or preventing cancer.

PCNA INHIBITORS

CROSS-REFERENCES TO RELATED APPLICATIONS

[0001] This application claims the benefit of U.S. Provisional Application No., 62/220,014
5 filed September 17, 2015, U.S. Provisional Application No., 62/313,592 filed March 25, 2016,
and U.S. Provisional Application No., 62/340,964 filed May 24, 2016.

REFERENCE TO A "SEQUENCE LISTING," A TABLE, OR A COMPUTER PROGRAM LISTING APPENDIX SUBMITTED AS AN ASCII FILE

[0002] The Sequence Listing written in file 48440-512001WO_ST25.TXT, created on
10 September 13, 2016, 4,862 bytes, machine format IBM-PC, MS Windows operating system,
was submitted with the application.

[0003] This invention was made with government support under R01 CA121289,
15 R01CA120954, and P30CA033572 awarded by the National Institutes of Health; and
W81XWH-11-1-0786 awarded by the Department of Defense.

BACKGROUND

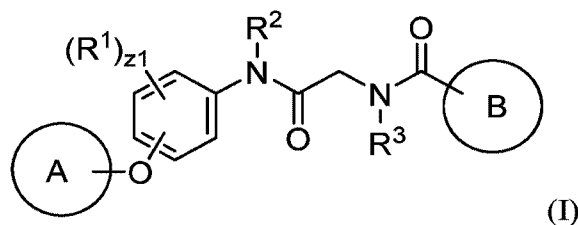
[0004] Originating from neural crest progenitor cells of the sympathetic nervous system and
20 accounting for about 15% of all pediatric cancer deaths, neuroblastoma (NB) is one of the most
common childhood neoplasms [1]. The single most important factor determining the treatment
options and prognosis of NB patients is risk stratification. Survival is excellent in low and
intermediate risk groups [2]. Localized perinatal adrenal tumors often regress spontaneously.
Current treatment for high-risk NB consists of induction treatment, high-dose chemotherapy and
25 autologous stem cell transplantation (HDCT/autoSCT) as a consolidation treatment, and
maintenance treatment by 13-cis-retinoid acid and immunotherapy to reduce relapse from
minimal residual disease [3]. Despite aggressive therapeutic regimens, which often cause severe
side effects and possibly secondary malignancy [4], approximately 50% of patients with
advanced diseases either resist treatment or relapse. The survival outlook for high-risk NB
30 patients is dismal [5, 6]. Thus, there is a significant medical need for new therapies to improve

the treatment outcomes of cancer. Disclosed herein are solutions to these and other problems in the art.

BRIEF SUMMARY

[0005] Provided herein, *inter alia*, are ligands for the proliferating cell nuclear antigen (PCNA), and methods of using the same.

[0006] In an aspect is provided a compound having the formula:



wherein

Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 to 6 membered heteroaryl;

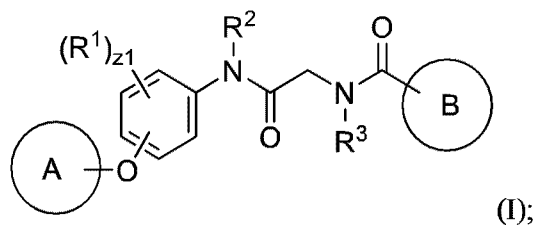
Ring B is substituted or unsubstituted naphthyl, substituted or unsubstituted quinolyl, or substituted or unsubstituted isoquinolyl;

R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_{m1}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^1 substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 is independently hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^2_3$, $-OCHX^2_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- R^3 is independently hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^3_3$, $-OCHX^3_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;
- R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-CH_2X^A$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^A_3$, $-OCHX^A_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^7 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
- $z1$ is independently an integer from 0 to 4;
- $m1$ and $v1$ are independently 1 or 2;
- $n1$ is independently an integer from 0 to 4;
- X^1 , X^2 , X^3 , and X^A are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0006a] In some embodiments, there is provided a compound having the formula:



wherein

Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 to 6 membered heteroaryl;

- Ring B is substituted or unsubstituted 1-naphthyl or substituted or unsubstituted isoquinoliny;

R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^7R^8$, $-N(O)_{m1}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C=(O)R^9$,

-NR⁷C(O)-OR⁹, -NR⁷OR⁹, -OCX¹₃, -OCHX¹₂, -OCH₂X¹, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R¹ substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R² is hydrogen, halogen, -CX²₃, -CHX²₂, -CH₂X², -CN, -C(O)H, -C(O)OH, -C(O)NH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R³ is hydrogen, halogen, -CX³₃, -CHX³₂, -CH₂X³, -CN, -C(O)H, -C(O)OH, -C(O)NH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R⁷, R⁸, R⁹, and R¹⁰ are independently hydrogen, halogen, -CX^A₃, -CHX^A₂, -CH₂X^A, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R⁷ and R⁸ substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

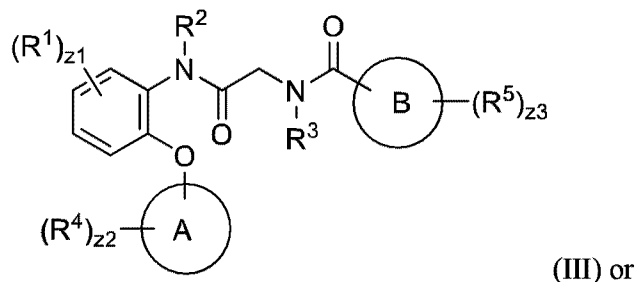
z1 is an integer from 0 to 4;

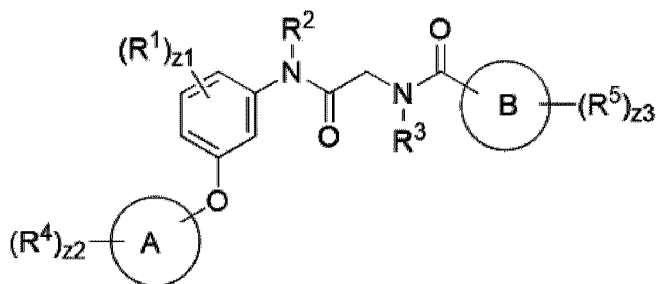
m1 and v1 are independently 1 or 2;

n1 is independently an integer from 0 to 4;

X¹, X², X³, and X^A are independently -Cl, -Br, -I, or -F.

[0006b] In some embodiments, there is provided a compound having the formula:





(IV); wherein

Ring A is phenyl or 5 to 6 membered heteroaryl;

Ring B is 2-naphthyl;

 R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$,

- 5 $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_{m1}$,
 $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$,
 $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl,
substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
10 heteroaryl; or two adjacent R^1 substituents are joined to form a substituted or unsubstituted
cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
substituted or unsubstituted heteroaryl;

- R^2 is hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-COOH$, $-CONH_2$,
substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
15 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- R^3 is hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-COOH$, $-CONH_2$,
substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
20 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- R^4 is independently $-OR^{14}$, a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$,
 $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{11}R^{12}$,
 $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C(=O)R^{13}$,
 $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl,
25 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
heteroaryl; or two adjacent R^4 substituents are joined to form a substituted or unsubstituted

cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^5 is independently a halogen, $-CX^5$, $-CHX^5$, $-CH_2X^5$, $-CN$, $-SO_nR^{18}$, $-SO_vNR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_m$,
 5 $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$,
 $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5$, $-OCHX^5$, $-OCH_2X^5$, substituted or unsubstituted alkyl,
 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl; or two adjacent R^5 substituents are joined to form a substituted or unsubstituted
 10 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 substituted or unsubstituted heteroaryl;

R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A$, $-CHX^A$,
 $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 15 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or
 R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or
 unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B$,
 $-CHX^B$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or
 20 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or
 R^{11} and R^{12} substituents bonded to the same nitrogen atom are joined to form a substituted or
 unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C$, $-CHX^C$,
 25 $-CH_2X^C$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or
 R^{15} and R^{16} substituents bonded to the same nitrogen atom are joined to form a substituted or
 unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

30 $z1$ is an integer from 0 to 4;

$z2$ is an integer from 0 to 5;

$z3$ is an integer from 0 to 7;

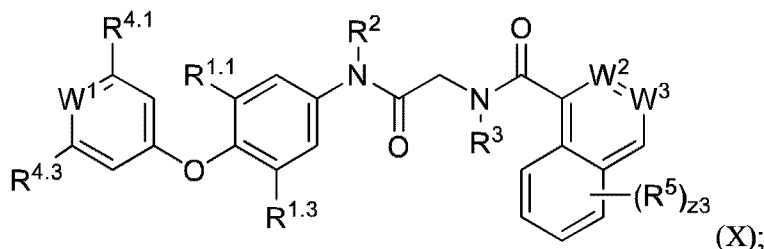
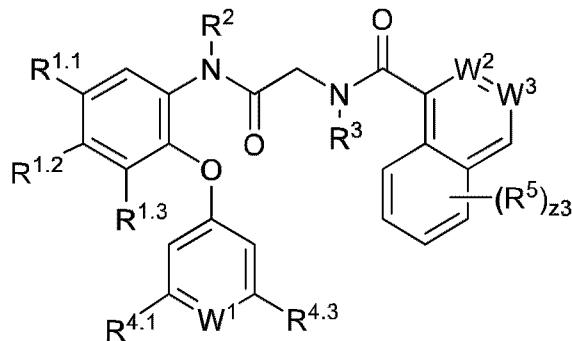
$m1$, $m4$, $m5$, $v1$, $v4$, and $v5$ are independently 1 or 2;

n_1 , n_4 , and n_5 are independently an integer from 0 to 4;

X^1 , X^2 , X^3 , X^4 , X^5 , X^A , X^B , and X^C are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0006c]

In some embodiments, there is provided a compound having the formula:



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wherein,

W^1 is N or $C(R^{4.2})$;

W^2 is N or $C(R^{5.1})$;

W^3 is N or $C(R^{5.2})$;

- 10 $R^{4.1}$, $R^{4.2}$, and $R^{4.3}$ are each independently a hydrogen, halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C(=O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- 15 $R^{5.1}$ and $R^{5.2}$ are independently a hydrogen, halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C(=O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, $-OCH_2X^5$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or

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unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^{1.1}$, $R^{1.2}$, and $R^{1.3}$ are independently a hydrogen, halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$,
 5 $-NHC(=O)NR^7R^8$, $-N(O)_{m1}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$,
 $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$,
 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

10 R^2 is hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-COOH$, $-CONH_2$,
 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^3 is hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-COOH$, $-CONH_2$,
 15 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_{n5}R^{18}$,
 $-SO_{v5}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{15}R^{16}$, $-N(O)_{m5}$,
 20 $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C(=O)R^{17}$,
 $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, $-OCH_2X^5$, substituted or unsubstituted alkyl,
 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^5 substituents are joined to form a substituted or unsubstituted
 25 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or
 30 R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or
 5 R^{11} and R^{12} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or
 10 R^{15} and R^{16} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

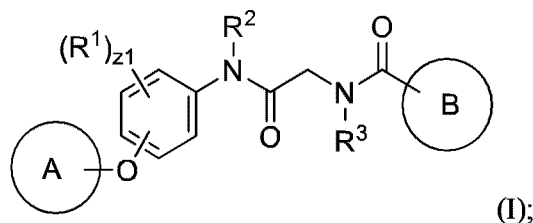
$z3$ is an integer from 0 to 5;

$m1$, $m4$, $m5$, $v1$, $v4$, and $v5$ are independently 1 or 2;

15 $n1$, $n4$, and $n5$ are independently an integer from 0 to 4; and

X^1 , X^2 , X^3 , X^4 , X^5 , X^A , X^B , and X^C are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0006d] In some embodiments, there is provided a compound having the formula:



wherein

20 Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 membered heteroaryl;

Ring B is substituted or unsubstituted quinolinyl;

R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_{m1}$,
 25 $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^1 substituents are joined to form a substituted or unsubstituted

cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

5 R^2 is hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

10 R^3 is hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

15 R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

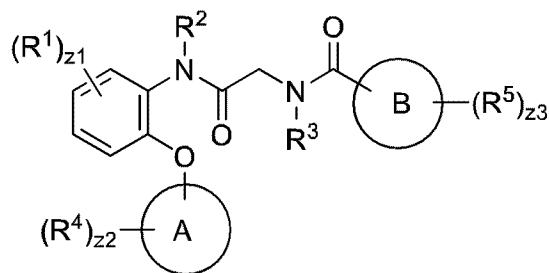
$z1$ is an integer from 0 to 4;

$m1$ and $v1$ are independently 1 or 2;

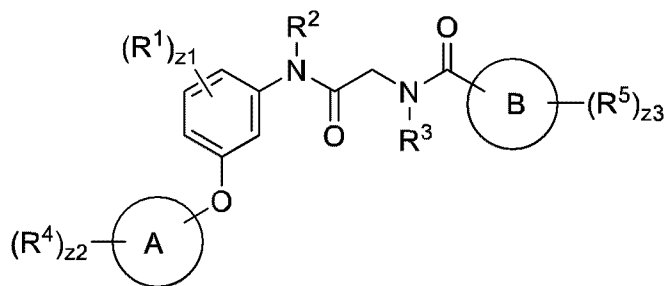
$n1$ is independently an integer from 0 to 4;

20 X^1 , X^2 , X^3 , and X^A are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0006e] In some embodiments, there is provided a compound having the formula:



(III) or



(IV);

wherein

Ring A is phenyl or 5 to 6 membered heteroaryl;

5

Ring B is quinolinylnl;

 R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_{m1}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl,

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substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^1 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

15

 R^2 is hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^3 is hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$,

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 $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHN R^{11}R^{12}$, $-ONR^{11}R^{12}$, $-NHC=(O)NHN R^{11}R^{12}$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^4 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;
- R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHN R^{15}R^{16}$, $-ONR^{15}R^{16}$, $-NHC=(O)NHN R^{15}R^{16}$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, $-OCH_2X^5$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^5 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;
- R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
- R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^{11} and R^{12} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
- R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted

heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R¹⁵ and R¹⁶ substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

z1 is independently an integer from 0 to 4;

5 z2 is independently an integer from 0 to 5;

z3 is independently an integer from 0 to 6;

m1, m4, m5, v1, v4, and v5 are independently 1 or 2;

n1, n4, and n5 are independently an integer from 0 to 4; and

X¹, X², X³, X⁴, X⁵, X^A, X^B, and X^C are independently -Cl, -Br, -I, or -F.

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[0007] In another aspect is provided a pharmaceutical composition including a compound as described herein, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

[0008] In another aspect is provided a method of treating cancer in a subject in need thereof, including administering to the subject a compound as described herein, or a pharmaceutically acceptable salt thereof.

[0009] In another aspect is provided a method of inhibiting PCNA activity in a subject in need thereof, including administering to the subject a compound as described herein, or a pharmaceutically acceptable salt thereof.

20

BRIEF DESCRIPTION OF THE DRAWINGS

[0010] FIGS. 1A-1E. FIGS. 1A-1E depict data on the development of AOH1160, a potent PCNA modulator. FIG. 1A depicts the AOH1160 chemical structure. The ether oxygen in AOH1160 is indicated by a dashed box. FIG. 1B is a line graph showing that human NB cell lines, SK-N-DZ (circles), SK-N-AS (squares), and SK-N-BE(2)c (triangles tip up), were cultured

in the presence of various concentrations of AOH1160. The non-malignant 7SM0032 cells (triangles tip down) and human PBMCs (crosses) were also cultured under the same AOH1160 treatment. Cells cultured in the absence of AOH1160 were used as control. Cell growth was measured by a CellTitor Glo assay (Promega). The average of luminescence signals in triplicates normalized to the control for each cell line was graphed plus/minus standard deviations. FIG. 1C is a line graph showing TR β reporter cells were treated with various concentrations of T3, AOH39 (N-(2-((2-benzylphenyl)amino)-2-oxoethyl)-1-naphthamide), or AOH1160 for 24 h. The effect of compounds on TR β activity was examined by measuring the relative luminescence units (RLU) in a luminescence plate reader. Circles: Signals from T3-treated cells; squares: overlapping signals from AOH39 or AOH1160-treated cells. FIG. 1D depicts a computer modeling image of small molecule binding to PCNA. The model was initially built by AAD methodology and further refined by 50ns metadynamics simulation. Shown are small molecules (in stick) and PCNA surface around the binding pocket. The loop residues of L126 - Y133 of PCNA are indicated in black to gray shading. The image shows AOH1160 as varying shade gray sticks and AOH39 as grey sticks. FIG. 1E depicts a series of spectra from STD NMR experiments using 1 μ M of PCNA. The T3 compound structure is shown on top along with proton labels. Spectrum 1) is a T3 reference spectrum; spectrum 2) is the saturation spectrum of 30 μ M T3 in complex with PCNA in the absence of AOH1160. Spectrum 3) is a reference spectrum of 30 μ M T3 and 2.9 μ M AOH116; and spectrum 4) is the saturation spectra of 30 μ M T3 in complex with PCNA in the presence of 3.2 μ M AOH1160.

[0011] FIGS. 2A-2D depict data on the induction of cell cycle arrest, DNA damage, and apoptosis by AOH1160. FIG. 2A depicts a series of spectra showing 7SM0032 (bottom series of spectra) or SK-N-DZ (top series of spectra) cells were fixed, stained by PI, and analyzed by flow cytometry after being treated with 500 nM AOH1160 for the indicated time. FIG. 2B is a series of images of gels showing extracts from 7SM0032 or SK-N-DZ cells treated by 500 nM AOH1160 for the indicated time were analysis by western analysis. FIGS. 2C-2D is a series of images showing TUNEL analysis. 7SM0032 or SK-N-DZ cells treated by 500 nM AOH1160 for 24 h were fixed on slides. Cell apoptosis was analyzed by a TUNEL assay. FIG. 2C: The TMR fluorophore attached to the free ends of DNA indicates cells undergoing apoptosis. DAPI stained nuclei are observed. FIG. 2D: The abundance of apoptotic cells relative to the total number of cells in six randomly selected fields were averaged and graphed plus/minus standard deviations. The dark and light bars represent results from 7SM0032 and SK-N-DZ cells respectively.

[0012] FIGS. 3A-3B. FIG. 3A depict images of individual DNA strands being elongated from their origins of DNA replication (a DNA fiber assay), and FIG. 3B a histogram showing the inhibition of replication fork extension by AOH1160. Synchronized cells were sequentially incubated in the presence of CldU and IdU before and after AOH1160 treatment, respectively.

5 Cells sequentially incubated with the same two nucleotide analogues but without AOH1160 were used as control. Images of FIG. 3A depict representative images of the labeled DNA strands from cells treated with or without AOH1160. FIG. 3B depicts the lengths of CldU (light gray) and IdU (dark gray) incorporated DNA segments measured from more than 30 independent DNA strands in cells treated with or without AOH1160 were averaged and graphed with
10 standard deviations.

[0013] FIG. 4. FIG. 4 depicts a line graph showing the inhibition of HR-mediated DSB repair. The DR-GFP (squares) and EJ5-GFP (circles) cell lines were transiently transfected by the pCBASce plasmid that expresses the I-SceI meganuclease. Three hours after transfection, cells were treated with various concentrations of AOH1160 in fresh growth medium. Cells treated
15 with DMSO were used as control. The HR (homologous recombination) and EJ-mediated (end-joining mediated) DSB Double Stranded Break repair events, indicated by the restoration of a functional GFP gene in the respective cell lines, were quantified by measuring the relative abundance of GFP-positive cells by flow cytometry. Results in triplicates from each cell line and treatment condition relative to those from the control were averaged and graphed plus/minus
20 standard deviations.

[0014] FIG. 5. FIG. 5 depicts a line graph showing the enhanced sensitivity to cisplatin by AOH1160. Human SK-N-DZ NB cells were treated with or without various concentrations of cisplatin (CPT) in the presence or absence of 500 nM of AOH1160 for 18 h. Cells were washed twice with growth medium and were cultured in fresh medium for 3 weeks to allow colony
25 formation. The colony counts in dishes treated by cisplatin without AOH1160 (circles) were normalized to the colony counts in dishes without cisplatin or AOH1160 treatment. The colony counts in dishes treated by both cisplatin and AOH1160 (triangles) were normalized to the colony counts in dishes treated by 500 nM AOH1160 only. The relative number of colonies in triplicates for each treatment condition were averaged and graphed plus/minus standard
30 deviations. * indicates $p < 0.01$.

[0015] FIGS. 6A-6C. FIGS. 6A-6B depict measurement of the inhibition of tumor growth by AOH1160 in vivo. Histogram FIG. 6A depicts mice bearing SK-N-BE(2)c derived xenograft

tumors that were given vehicle only or 30 mg/kg of AOH1160 for 4 weeks. Tumors were isolated from these mice at the end of the experiment. Tumor masses were measured and individually plotted. Circles represent mice treated with vehicle only and triangles represent mice treated with AOH1160. FIG. 6B depicts animal body weights over time. Circles represent mice treated with vehicle only and triangles represent mice treated with AOH1160. FIG. 6C depicts Tumor volume based on the length (L) and width (W) of the tumors ($V = L \times W^2 \times 0.5$) at various time points after tumor implantation. Black triangles represent tumor volumes from mice treated with 30 mg/kg AOH1160 and black circles represent tumor volumes from mice treated with vehicle only. * indicates $p < 0.01$.

10 **[0016]** FIG. 7. NCI-60 panel test. The effect of AOH1160 on growth of the NCI-60 panel, which consists of 60 cancer cell lines representing 9 major cancer types, was tested in a 5-dose study. Shown are the Log IC₅₀ values determined for each cell line. The median IC₅₀ for this panel of cell lines is about 320 nM or 3.2×10^{-7} M (the Log value of which corresponds to -6.5 on the graph). This study was performed by the National Institute of Cancer.

15 **[0017]** FIGS. 8A-8B. FIG.8A depicts an illustration of AOH1160 degradation by amide cleavage in mouse plasma. FIG. 8B depicts the stability of AOH1160 in human and animal plasma. AOH1160 was quickly degraded in the plasma collected from a wildtype Balb/c mouse. Liquid chromatography–mass spectrometry (LC-MS) analysis of AOH1160 metabolites found that the compound was degraded by amide cleavage as illustrated in the left panel. This amide
20 cleavage was catalyzed by the carboxyl esterase, ES-1, which is highly expressed in rodents, but not significantly expressed in the blood of higher mammal species. AOH1160 is stable in the plasma of canine, monkey, and human, as well as in the plasma of ES-1-deficient mice (Es1e/SCID). The stability of AOH1160 in Es1e/SCID mice not only proved that ES-1 was responsible for the quick degradation of AOH1160, but also identified a mouse model which
25 mimics the human enzymatic environment for pharmacological study of AOH1160.

[0018] FIG. 9. Pharmacokinetic study of AOH1160. Pharmacokinetic study is important to determine how much drug/compound animals actually receive. In this study, the compound was given to Es1e/SCID mice orally in a newly designed formulation at 20 mg/kg. Plasmas were collected at 6 time points after dosing. Plasma concentration of AOH1160 was determined by
30 MS.

[0019] FIGS. 10A-10B. Inhibition of the growth xenograft tumor derived from a triple-negative breast cancer cell line (MDA-MB-436). Mice bearing xenograft tumors were given

vehicle only or 40 mg/kg of AOH1160 through the study. Shown are tumor volumes (FIG. 10A) and mouse body weights (FIG. 10B) in the course of the study. The Es1e/SCID mice used in this study were treated by vehicle only (diamond) or by 40 mg/kg AOH1160 (square) once daily. AOH1160 inhibited tumor growth, but caused no significant weight loss.

- 5 **[0020]** FIG. 11. AOH1160 stability in a liver microsome assay. Liver is a major organ responsible for drug metabolism. We tested the stability of AOH1160 in a liver microsome assay. By analyzing the metabolites, we determined a major pathway responsible for AOH1160 metabolism. AOH1160 was mainly metabolized through mono- and di-hydroxylation in a NADPH-dependent manner by human liver microsomes.
- 10 **[0021]** FIG. 12. Effects of AOH1160 on brain tumors in mice. The compound was given to tumor bearing mice once weekly. The brain cancer cells used in this study contains a luciferase. For measuring tumor growth, luciferin was injected into each mouse. The relative growth of the tumors in live mice was determined by measuring luminescent signals by a CCD camera. The compound inhibited brain tumor growth.
- 15 **[0022]** FIGS. 13A-13F. Identification of AOH1996, a stable analog of AOH1160. Since AOH1160 were found to be metabolized mainly through hydroxylation in liver, we synthesized several AOH1160 analogs, some of which mimic hydroxylated AOH1160 (FIG. 13B and 13C). Other analogs have the corresponding hydroxylated sites blocked by o-methylation (FIG. 13D and 13E). One o-methylated analog, AOH1996, is stable to NADPH dependent metabolism in a
- 20 liver microsome assay (FIG. 13F).
- [0023]** FIGS. 14A-14B: Like AOH1160, AOH1996 selectively kills neuroblastoma (FIG. 14A) and small cell lung cancer cells (FIG. 14B) at below micromolar concentrations. This compound has minimal toxicity to non-malignant cells, including neural crest stem cells (7SM0032), human small airway epithelial cells (hSAEC), and PBMCs.
- 25 **[0024]** FIGS. 15A-15C. Like AOH1160, AOH1996 caused S/G2 cell cycle arrest in neuroblastoma cells (SH-SY5Y and SK-N-BE(2)c), but exerted little effect on normal cells (7SM0032).

DETAILED DESCRIPTION

- 30 **[0025]** Proliferating cell nuclear antigen (PCNA) plays an essential role in regulating DNA synthesis and repair and is indispensable to cancer cell growth and survival. Previously a novel cancer associated PCNA isoform (dubbed caPCNA), which was ubiquitously expressed in a

broad range of cancer cells and tumor tissues, but not significantly in non-malignant cells was reported. It was found that the caPCNA-specific antigenic site lies between L126 and Y133 inside the interdomain connecting loop of PCNA. By computer modeling and medicinal chemistry targeting a binding pocket partly delineated by the L126 – Y133 region of PCNA, AOH1160, a potent PCNA inhibitor, which selectively kills neuroblastoma (NB) cells without significant toxicity to a broad range of non-malignant cells was identified. Mechanistically, AOH1160 interferes with DNA replication, blocks homologous recombination mediated DNA repair, and causes cell cycle arrest. It induces apoptosis in NB cells and sensitizes them to cisplatin treatment. AOH1160 is orally available to animals and suppresses tumor growth without causing death or significant weight loss in mice. These results illustrate the favorable pharmacological and therapeutic properties of AOH1160 and demonstrate its potential as a novel therapeutic agent for treating NB.

[0026] PCNA lies at the center of essential cellular processes, including DNA replication, cell cycle control, and DNA damage repair [10], which are fundamental to the proliferation and survival of cancer cells. Inhibition of PCNA is viewed as an effective way to suppress tumor growth and several attempts have been made in recent years to block various aspects of PCNA function [13, 19, 39-42]. Distinctions in structure and accessibility in the L126 – Y133 region between nmPCNA and caPCNA [16] and studies showing that the cell permeable peptide containing the L126 – Y133 octapeptide can block PCNA interaction with its interacting partners and selectively kill NB cells without causing significant toxicity to non-malignant cells [18], the L126 – Y133 region on PCNA is an attractive target.

[0027] Described herein is the successful identification of small molecule compounds that inhibit PCNA function, including AOH1160. The compound is chemically novel in the drug discovery space. AOH1160 has especially remarkable favorable therapeutic properties.

AOH1160 is a small molecule PCNA inhibitor that is orally available and kills tumors *in vivo* without causing significant toxicity after being systematically administered to animals. Therefore, successful translation of this compound into the clinic may lead to a new class of anti-cancer drug and significantly improve NB treatment options. In addition to the potential of AOH1160 as an effective monotherapeutic agent, its ability to sensitize NB cells to treatment by DNA damaging agents (e.g., platinum containing compounds) may significantly improve the efficacy and reduce the dose-limiting side-effects of traditional chemotherapies in the clinic.

A. Definitions

[0028] The abbreviations used herein have their conventional meaning within the chemical and biological arts. The chemical structures and formulae set forth herein are constructed according to the standard rules of chemical valency known in the chemical arts.

5 [0029] Where substituent groups are specified by their conventional chemical formulae, written from left to right, they equally encompass the chemically identical substituents that would result from writing the structure from right to left, e.g., $-\text{CH}_2\text{O}-$ is equivalent to $-\text{OCH}_2-$.

[0030] The term “alkyl,” by itself or as part of another substituent, means, unless otherwise stated, a straight (i.e., unbranched) or branched non-cyclic carbon chain (or carbon), or
10 combination thereof, which may be fully saturated, mono- or polyunsaturated and can include di- and multivalent radicals, having the number of carbon atoms designated (i.e., $\text{C}_1\text{-C}_{10}$ means one to ten carbons). Examples of saturated hydrocarbon radicals include, but are not limited to, groups such as methyl, ethyl, n-propyl, isopropyl, n-butyl, t-butyl, isobutyl, sec-butyl, (cyclohexyl)methyl, homologs and isomers of, for example, n-pentyl, n-hexyl, n-heptyl, n-octyl,
15 and the like. An unsaturated alkyl group is one having one or more double bonds or triple bonds. Examples of unsaturated alkyl groups include, but are not limited to, vinyl, 2-propenyl, crotyl, 2-isopentenyl, 2-(butadienyl), 2,4-pentadienyl, 3-(1,4-pentadienyl), ethynyl, 1- and 3-propynyl, 3-butynyl, and the higher homologs and isomers. An alkoxy is an alkyl attached to the remainder of the molecule via an oxygen linker ($-\text{O}-$). An alkyl moiety may be an alkenyl moiety. An
20 alkyl moiety may be an alkynyl moiety. An alkyl moiety may be fully saturated.

[0031] The term “alkylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from an alkyl, as exemplified, but not limited
by, $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$. Typically, an alkyl (or alkylene) group will have from 1 to 24 carbon atoms, with those groups having 10 or fewer carbon atoms being preferred in the present
25 invention. A “lower alkyl” or “lower alkylene” is a shorter chain alkyl or alkylene group, generally having eight or fewer carbon atoms. The term “alkenylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from an alkene.

[0032] The term “heteroalkyl,” by itself or in combination with another term, means, unless otherwise stated, a stable straight or branched non-cyclic chain, or combinations thereof,
30 including at least one carbon atom and at least one heteroatom (e.g., O, N, P, Si, or S), and wherein the nitrogen and sulfur atoms may optionally be oxidized, and the nitrogen heteroatom

may optionally be quaternized. The heteroatom(s) (e.g., O, N, P, S, or Si) may be placed at any interior position of the heteroalkyl group or at the position at which the alkyl group is attached to the remainder of the molecule. Examples include, but are not limited

to: $-\text{CH}_2\text{-CH}_2\text{-O-CH}_3$, $-\text{CH}_2\text{-CH}_2\text{-NH-CH}_3$, $-\text{CH}_2\text{-CH}_2\text{-N(CH}_3\text{)-CH}_3$, $-\text{CH}_2\text{-S-CH}_2\text{-CH}_3$, $-\text{CH}_2\text{-CH}_2\text{-S(O)-CH}_3$, $-\text{CH}_2\text{-CH}_2\text{-S(O)}_2\text{-CH}_3$, $-\text{CH=CH-O-CH}_3$, $-\text{Si(CH}_3\text{)}_3$, $-\text{CH}_2\text{-CH=N-OCH}_3$, $-\text{CH=CH-N(CH}_3\text{)-CH}_3$, $-\text{O-CH}_3$, $-\text{O-CH}_2\text{-CH}_3$, and $-\text{CN}$. Up to two or three heteroatoms may be consecutive, such as, for example, $-\text{CH}_2\text{-NH-OCH}_3$ and $-\text{CH}_2\text{-O-Si(CH}_3\text{)}_3$. A heteroalkyl moiety may include one heteroatom (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include two optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include three optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include four optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include five optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include up to 8 optionally different heteroatoms (e.g., O, N, S, Si, or P).

[0033] Similarly, the term “heteroalkylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from heteroalkyl, as exemplified, but not limited by, $-\text{CH}_2\text{-CH}_2\text{-S-CH}_2\text{-CH}_2-$ and $-\text{CH}_2\text{-S-CH}_2\text{-CH}_2\text{-NH-CH}_2-$. For heteroalkylene groups, heteroatoms can also occupy either or both of the chain termini (e.g., alkyleneoxy, alkylenedioxy, alkyleneamino, alkylenediamino, and the like). Still further, for alkylene and heteroalkylene linking groups, no orientation of the linking group is implied by the direction in which the formula of the linking group is written. For example, the formula $-\text{C(O)}_2\text{R}'-$ represents both $-\text{C(O)}_2\text{R}'-$ and $-\text{R}'\text{C(O)}_2-$. As described above, heteroalkyl groups, as used herein, include those groups that are attached to the remainder of the molecule through a heteroatom, such as $-\text{C(O)R}'$, $-\text{C(O)NR}'$, $-\text{NR}'\text{R}''$, $-\text{OR}'$, $-\text{SR}'$, and/or $-\text{SO}_2\text{R}'$. Where “heteroalkyl” is recited, followed by recitations of specific heteroalkyl groups, such as $-\text{NR}'\text{R}''$ or the like, it will be understood that the terms heteroalkyl and $-\text{NR}'\text{R}''$ are not redundant or mutually exclusive. Rather, the specific heteroalkyl groups are recited to add clarity. Thus, the term “heteroalkyl” should not be interpreted herein as excluding specific heteroalkyl groups, such as $-\text{NR}'\text{R}''$ or the like.

[0034] The terms “cycloalkyl” and “heterocycloalkyl,” by themselves or in combination with other terms, mean, unless otherwise stated, non-aromatic cyclic versions of “alkyl” and “heteroalkyl,” respectively, wherein the carbons making up the ring or rings do not necessarily need to be bonded to a hydrogen due to all carbon valencies participating in bonds with non-hydrogen atoms. Additionally, for heterocycloalkyl, a heteroatom can occupy the position at

which the heterocycle is attached to the remainder of the molecule. Examples of cycloalkyl include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 1-cyclohexenyl, 3-cyclohexenyl, cycloheptyl, 3-hydroxy-cyclobut-3-enyl-1,2, dione, 1H-1,2,4-triazolyl-5(4H)-one, 4H-1,2,4-triazolyl, and the like. Examples of heterocycloalkyl include, but are not limited to, 1-(1,2,5,6-tetrahydropyridyl), 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-morpholinyl, 3-morpholinyl, tetrahydrofuran-2-yl, tetrahydrofuran-3-yl, tetrahydrothien-2-yl, tetrahydrothien-3-yl, 1-piperazinyl, 2-piperazinyl, and the like. A “cycloalkylene” and a “heterocycloalkylene,” alone or as part of another substituent, means a divalent radical derived from a cycloalkyl and heterocycloalkyl, respectively. A heterocycloalkyl moiety may include one ring heteroatom (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include two optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include three optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include four optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include five optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include up to 8 optionally different ring heteroatoms (e.g., O, N, S, Si, or P).

[0035] The terms “halo” or “halogen,” by themselves or as part of another substituent, mean, unless otherwise stated, a fluorine, chlorine, bromine, or iodine atom. Additionally, terms such as “haloalkyl” are meant to include monohaloalkyl and polyhaloalkyl. For example, the term “halo(C₁-C₄)alkyl” includes, but is not limited to, fluoromethyl, difluoromethyl, trifluoromethyl, 2,2,2-trifluoroethyl, 4-chlorobutyl, 3-bromopropyl, and the like.

[0036] The term “acyl” means, unless otherwise stated, -C(O)R where R is a substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0037] The term “aryl” means, unless otherwise stated, a polyunsaturated, aromatic, hydrocarbon substituent, which can be a single ring or multiple rings (preferably from 1 to 3 rings) that are fused together (i.e., a fused ring aryl) or linked covalently. A fused ring aryl refers to multiple rings fused together wherein at least one of the fused rings is an aryl ring. The term “heteroaryl” refers to aryl groups (or rings) that contain at least one heteroatom such as N, O, or S, wherein the nitrogen and sulfur atoms are optionally oxidized, and the nitrogen atom(s) are optionally quaternized. Thus, the term “heteroaryl” includes fused ring heteroaryl groups (i.e., multiple rings fused together wherein at least one of the fused rings is a heteroaromatic ring). A

5,6-fused ring heteroarylene refers to two rings fused together, wherein one ring has 5 members and the other ring has 6 members, and wherein at least one ring is a heteroaryl ring. Likewise, a 6,6-fused ring heteroarylene refers to two rings fused together, wherein one ring has 6 members and the other ring has 6 members, and wherein at least one ring is a heteroaryl ring. And a 6,5-fused ring heteroarylene refers to two rings fused together, wherein one ring has 6 members and the other ring has 5 members, and wherein at least one ring is a heteroaryl ring. A heteroaryl group can be attached to the remainder of the molecule through a carbon or heteroatom. Non-limiting examples of aryl and heteroaryl groups include phenyl, 1-naphthyl, 2-naphthyl, 4-biphenyl, 1-pyrrolyl, 2-pyrrolyl, 3-pyrrolyl, 3-pyrazolyl, 2-imidazolyl, 4-imidazolyl, pyrazinyl, 2-oxazolyl, 4-oxazolyl, 2-phenyl-4-oxazolyl, 5-oxazolyl, 3-isoxazolyl, 4-isoxazolyl, 5-isoxazolyl, 2-thiazolyl, 4-thiazolyl, 5-thiazolyl, 2-furyl, 3-furyl, 2-thienyl, 3-thienyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrimidyl, 4-pyrimidyl, 5-benzothiazolyl, purinyl, 2-benzimidazolyl, 5-indolyl, 1-isoquinolyl, 5-isoquinolyl, 2-quinoxalyl, 5-quinoxalyl, 3-quinolyl, and 6-quinolyl. Substituents for each of the above noted aryl and heteroaryl ring systems are selected from the group of acceptable substituents described below. An “arylene” and a “heteroarylene,” alone or as part of another substituent, mean a divalent radical derived from an aryl and heteroaryl, respectively. Non-limiting examples of aryl and heteroaryl groups include pyridinyl, pyrimidinyl, thiophenyl, thienyl, furanyl, indolyl, benzoxadiazolyl, benzodioxolyl, benzodioxanyl, thianaphthanyl, pyrrolopyridinyl, indazolyl, quinolinyl, quinoxalyl, pyridopyrazinyl, quinazolinonyl, benzoisoxazolyl, imidazopyridinyl, benzofuranyl, benzothienyl, benzothiophenyl, phenyl, naphthyl, biphenyl, pyrrolyl, pyrazolyl, imidazolyl, pyrazinyl, oxazolyl, isoxazolyl, thiazolyl, furylthienyl, pyridyl, pyrimidyl, benzothiazolyl, purinyl, benzimidazolyl, isoquinolyl, thiadiazolyl, oxadiazolyl, pyrrolyl, diazolyl, triazolyl, tetrazolyl, benzothiadiazolyl, isothiazolyl, pyrazolopyrimidinyl, pyrrolopyrimidinyl, benzotriazolyl, benzoxazolyl, or quinolyl. The examples above may be substituted or unsubstituted and divalent radicals of each heteroaryl example above are non-limiting examples of heteroarylene. A heteroaryl moiety may include one ring heteroatom (e.g., O, N, or S). A heteroaryl moiety may include two optionally different ring heteroatoms (e.g., O, N, or S). A heteroaryl moiety may include three optionally different ring heteroatoms (e.g., O, N, or S). A heteroaryl moiety may include four optionally different ring heteroatoms (e.g., O, N, or S). A heteroaryl moiety may include five optionally different ring heteroatoms (e.g., O, N, or S). An aryl moiety may have a single ring. An aryl moiety may have two optionally different rings. An aryl moiety may have three optionally different rings. An aryl moiety may have four optionally different rings. A heteroaryl moiety may have one ring. A heteroaryl moiety may have two optionally different

rings. A heteroaryl moiety may have three optionally different rings. A heteroaryl moiety may have four optionally different rings. A heteroaryl moiety may have five optionally different rings.

[0038] A fused ring heterocycloalkyl-aryl is an aryl fused to a heterocycloalkyl. A fused ring heterocycloalkyl-heteroaryl is a heteroaryl fused to a heterocycloalkyl. A fused ring heterocycloalkyl-cycloalkyl is a heterocycloalkyl fused to a cycloalkyl. A fused ring heterocycloalkyl-heterocycloalkyl is a heterocycloalkyl fused to another heterocycloalkyl. Fused ring heterocycloalkyl-aryl, fused ring heterocycloalkyl-heteroaryl, fused ring heterocycloalkyl-cycloalkyl, or fused ring heterocycloalkyl-heterocycloalkyl may each independently be unsubstituted or substituted with one or more of the substituents described herein.

[0039] The term “oxo,” as used herein, means an oxygen that is double bonded to a carbon atom.

[0040] The term “alkylsulfonyl,” as used herein, means a moiety having the formula $-S(O_2)-R'$, where R' is a substituted or unsubstituted alkyl group as defined above. R' may have a specified number of carbons (e.g., “ C_1-C_4 alkylsulfonyl”).

[0041] Each of the above terms (e.g., “alkyl,” “heteroalkyl,” “cycloalkyl,” “heterocycloalkyl,” “aryl,” and “heteroaryl”) includes both substituted and unsubstituted forms of the indicated radical. Preferred substituents for each type of radical are provided below.

[0042] Substituents for the alkyl and heteroalkyl radicals (including those groups often referred to as alkylene, alkenyl, heteroalkylene, heteroalkenyl, alkynyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, and heterocycloalkenyl) can be one or more of a variety of groups selected from, but not limited to, $-OR'$, $=O$, $=NR'$, $=N-OR'$, $-NR'R''$, $-SR'$, -halogen, $-SiR'R''R'''$, $-OC(O)R'$, $-C(O)R'$, $-CO_2R'$, $-CONR'R''$, $-OC(O)NR'R''$, $-NR''C(O)R'$, $-NR'-C(O)NR''R'''$, $-NR''C(O)_2R'$, $-NR-C(NR'R''R''')=NR''''$, $-NR-C(NR'R'')=NR''''$, $-S(O)R'$, $-S(O)_2R'$, $-S(O)_2NR'R''$, $-NRSO_2R'$, $-NR'NR''R'''$, $-ONR'R''$, $-NR'C(=O)NR''NR''''R''''$, $-CN$, $-NO_2$, in a number ranging from zero to $(2m'+1)$, where m' is the total number of carbon atoms in such radical. R , R' , R'' , R''' , and R'''' each preferably independently refer to hydrogen, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl (e.g., aryl substituted with 1-3 halogens), substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, alkoxy, or thioalkoxy groups, or arylalkyl groups. When a compound of the invention includes more than one R group, for example, each of the R

groups is independently selected as are each R', R'', R''', and R'''' group when more than one of these groups is present. When R' and R'' are attached to the same nitrogen atom, they can be combined with the nitrogen atom to form a 4-, 5-, 6-, or 7-membered ring. For example, -NR'R'' includes, but is not limited to, 1-pyrrolidinyl and 4-morpholinyl. From the above discussion of substituents, one of skill in the art will understand that the term "alkyl" is meant to include groups including carbon atoms bound to groups other than hydrogen groups, such as haloalkyl (e.g., -CF₃ and -CH₂CF₃) and acyl (e.g., -C(O)CH₃, -C(O)CF₃, -C(O)CH₂OCH₃, and the like).

[0043] Similar to the substituents described for the alkyl radical, substituents for the aryl and heteroaryl groups are varied and are selected from, for example: -OR', -NR'R'', -SR', -halogen, -SiR'R''R''', -OC(O)R', -C(O)R', -CO₂R', -CONR'R'', -OC(O)NR'R'', -NR''C(O)R', -NR'-C(O)NR''R''', -NR''C(O)₂R', -NR-C(NR'R''R''')=NR''', -NR-C(NR'R''R''')=NR''', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NRSO₂R', -NR'NR''R''', -ONR'R'', -NR'C(=O)NR''NR''''R''', -CN, -NO₂, -R', -N₃, -CH(Ph)₂, fluoro(C₁-C₄)alkoxy, and fluoro(C₁-C₄)alkyl, in a number ranging from zero to the total number of open valences on the aromatic ring system; and where R', R'', R''', and R'''' are preferably independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. When a compound of the invention includes more than one R group, for example, each of the R groups is independently selected as are each R', R'', R''', and R'''' groups when more than one of these groups is present.

[0044] Two or more substituents may optionally be joined to form aryl, heteroaryl, cycloalkyl, or heterocycloalkyl groups. Such so-called ring-forming substituents are typically, though not necessarily, found attached to a cyclic base structure. In one embodiment, the ring-forming substituents are attached to adjacent members of the base structure. For example, two ring-forming substituents attached to adjacent members of a cyclic base structure create a fused ring structure. In another embodiment, the ring-forming substituents are attached to a single member of the base structure. For example, two ring-forming substituents attached to a single member of a cyclic base structure create a spirocyclic structure. In yet another embodiment, the ring-forming substituents are attached to non-adjacent members of the base structure.

[0045] Two of the substituents on adjacent atoms of the aryl or heteroaryl ring may optionally form a ring of the formula -T-C(O)-(CRR')_q-U-, wherein T and U are independently -NR-, -O-, -CRR'-, or a single bond, and q is an integer of from 0 to 3.

Alternatively, two of the substituents on adjacent atoms of the aryl or heteroaryl ring may optionally be replaced with a substituent of the formula $-A-(CH_2)_r-B-$, wherein A and B are independently $-CRR'$ -, $-O-$, $-NR-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-S(O)_2NR'$ -, or a single bond, and r is an integer of from 1 to 4. One of the single bonds of the new ring so formed may optionally be replaced with a double bond. Alternatively, two of the substituents on adjacent atoms of the aryl or heteroaryl ring may optionally be replaced with a substituent of the formula $-(CRR')_s-X'-(C''R''R''')_d-$, where s and d are independently integers of from 0 to 3, and X' is $-O-$, $-NR'$ -, $-S-$, $-S(O)-$, $-S(O)_2-$, or $-S(O)_2NR'$ -. The substituents R, R', R'', and R''' are preferably independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

[0046] As used herein, the terms “heteroatom” or “ring heteroatom” are meant to include, oxygen (O), nitrogen (N), sulfur (S), phosphorus (P), and silicon (Si).

[0047] A “substituent group,” as used herein, means a group selected from the following moieties:

(A) oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, and

(B) alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, substituted with at least one substituent selected from:

(i) oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, and

(ii) alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, substituted with at least one substituent selected from:

(a) oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, unsubstituted

alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, and
 (b) alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, substituted with at least one substituent selected from: oxo,
 5 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl.

10 **[0048]** A “size-limited substituent” or “size-limited substituent group,” as used herein, means a group selected from all of the substituents described above for a “substituent group,” wherein each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₂₀ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 20 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₈
 15 cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 8 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 10 membered heteroaryl.

[0049] A “lower substituent” or “lower substituent group,” as used herein, means a group
 20 selected from all of the substituents described above for a “substituent group,” wherein each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₈ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 8 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₇ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 7 membered
 25 heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 9 membered heteroaryl.

[0050] In some embodiments, each substituted group described in the compounds herein is substituted with at least one substituent group. More specifically, in some embodiments, each
 30 substituted alkyl, substituted heteroalkyl, substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, substituted heteroaryl, substituted alkylene, substituted heteroalkylene, substituted cycloalkylene, substituted heterocycloalkylene, substituted arylene, and/or substituted

heteroarylene described in the compounds herein are substituted with at least one substituent group. In other embodiments, at least one or all of these groups are substituted with at least one size-limited substituent group. In other embodiments, at least one or all of these groups are substituted with at least one lower substituent group.

5 **[0051]** In other embodiments of the compounds herein, each substituted or unsubstituted alkyl may be a substituted or unsubstituted C₁-C₂₀ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 20 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₈ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 8 membered heterocycloalkyl, each
10 substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and/or each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 10 membered heteroaryl. In some embodiments of the compounds herein, each substituted or unsubstituted alkylene is a substituted or unsubstituted C₁-C₂₀ alkylene, each substituted or unsubstituted heteroalkylene is a substituted or unsubstituted 2 to 20 membered heteroalkylene, each
15 substituted or unsubstituted cycloalkylene is a substituted or unsubstituted C₃-C₈ cycloalkylene, each substituted or unsubstituted heterocycloalkylene is a substituted or unsubstituted 3 to 8 membered heterocycloalkylene, each substituted or unsubstituted arylene is a substituted or unsubstituted C₆-C₁₀ arylene, and/or each substituted or unsubstituted heteroarylene is a substituted or unsubstituted 5 to 10 membered heteroarylene.

20 **[0052]** In some embodiments, each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₈ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 8 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₇ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 7 membered heterocycloalkyl, each substituted or
25 unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and/or each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 9 membered heteroaryl. In some embodiments, each substituted or unsubstituted alkylene is a substituted or unsubstituted C₁-C₈ alkylene, each substituted or unsubstituted heteroalkylene is a substituted or unsubstituted 2 to 8 membered heteroalkylene, each substituted or unsubstituted cycloalkylene is a substituted or
30 unsubstituted C₃-C₇ cycloalkylene, each substituted or unsubstituted heterocycloalkylene is a substituted or unsubstituted 3 to 7 membered heterocycloalkylene, each substituted or unsubstituted arylene is a substituted or unsubstituted C₆-C₁₀ arylene, and/or each substituted or unsubstituted heteroarylene is a substituted or unsubstituted 5 to 9 membered heteroarylene. In

some embodiments, the compound is a chemical species set forth in the Examples section, figures, or tables below.

[0053] The term “pharmaceutically acceptable salts” is meant to include salts of the active compounds that are prepared with relatively nontoxic acids or bases, depending on the particular substituents found on the compounds described herein. When compounds of the present invention contain relatively acidic functionalities, base addition salts can be obtained by contacting the neutral form of such compounds with a sufficient amount of the desired base, either neat or in a suitable inert solvent. Examples of pharmaceutically acceptable base addition salts include sodium, potassium, calcium, ammonium, organic amino, or magnesium salt, or a similar salt. When compounds of the present invention contain relatively basic functionalities, acid addition salts can be obtained by contacting the neutral form of such compounds with a sufficient amount of the desired acid, either neat or in a suitable inert solvent. Examples of pharmaceutically acceptable acid addition salts include those derived from inorganic acids like hydrochloric, hydrobromic, nitric, carbonic, monohydrogencarbonic, phosphoric, monohydrogenphosphoric, dihydrogenphosphoric, sulfuric, monohydrogensulfuric, hydriodic, or phosphorous acids and the like, as well as the salts derived from relatively nontoxic organic acids like acetic, propionic, isobutyric, maleic, malonic, benzoic, succinic, suberic, fumaric, lactic, mandelic, phthalic, benzenesulfonic, p-tolylsulfonic, citric, tartaric, methanesulfonic, and the like. Also included are salts of amino acids such as arginate and the like, and salts of organic acids like glucuronic or galactunoric acids and the like (*see, e.g., Berge et al., Journal of Pharmaceutical Science* 66:1-19 (1977)). Certain specific compounds of the present invention contain both basic and acidic functionalities that allow the compounds to be converted into either base or acid addition salts. Other pharmaceutically acceptable carriers known to those of skill in the art are suitable for the present invention. Salts tend to be more soluble in aqueous or other protonic solvents than are the corresponding free base forms. In other cases, the preparation may be a lyophilized powder in 1 mM-50 mM histidine, 0.1%-2% sucrose, 2%-7% mannitol at a pH range of 4.5 to 5.5, that is combined with buffer prior to use.

[0054] Thus, the compounds of the present invention may exist as salts, such as with pharmaceutically acceptable acids. The present invention includes such salts. Examples of such salts include hydrochlorides, hydrobromides, sulfates, methanesulfonates, nitrates, maleates, acetates, citrates, fumarates, tartrates (e.g., (+)-tartrates, (-)-tartrates, or mixtures thereof including racemic mixtures), succinates, benzoates, and salts with amino acids such as glutamic acid. These salts may be prepared by methods known to those skilled in the art.

[0055] The neutral forms of the compounds are preferably regenerated by contacting the salt with a base or acid and isolating the parent compound in the conventional manner. The parent form of the compound differs from the various salt forms in certain physical properties, such as solubility in polar solvents.

5 [0056] Provided herein are agents (e.g. compounds, drugs, therapeutic agents) that may be in a prodrug form. Prodrugs of the compounds described herein are those compounds that readily undergo chemical changes under select physiological conditions to provide the final agents (e.g. compounds, drugs, therapeutic agents). Additionally, prodrugs can be converted to agents (e.g. compounds, drugs, therapeutic agents) by chemical or biochemical methods in an *ex vivo*
10 environment. Prodrugs described herein include compounds that readily undergo chemical changes under select physiological conditions to provide agents (e.g. compounds, drugs, therapeutic agents) to a biological system (e.g. in a subject, in a cancer cell, in the extracellular space near a cancer cell).

[0057] Certain compounds of the present invention can exist in unsolvated forms as well as
15 solvated forms, including hydrated forms. In general, the solvated forms are equivalent to unsolvated forms and are encompassed within the scope of the present invention. Certain compounds of the present invention may exist in multiple crystalline or amorphous forms. In general, all physical forms are equivalent for the uses contemplated by the present invention and are intended to be within the scope of the present invention.

20 [0058] As used herein, the term “salt” refers to acid or base salts of the compounds used in the methods of the present invention. Illustrative examples of acceptable salts are mineral acid (hydrochloric acid, hydrobromic acid, phosphoric acid, and the like) salts, organic acid (acetic acid, propionic acid, glutamic acid, citric acid and the like) salts, quaternary ammonium (methyl iodide, ethyl iodide, and the like) salts.

25 [0059] Certain compounds of the present invention possess asymmetric carbon atoms (optical or chiral centers) or double bonds; the enantiomers, racemates, diastereomers, tautomers, geometric isomers, stereoisomeric forms that may be defined, in terms of absolute stereochemistry, as (R)- or (S)- or, as (D)- or (L)- for amino acids, and individual isomers are encompassed within the scope of the present invention. The compounds of the present invention
30 do not include those which are known in the art to be too unstable to synthesize and/or isolate. The present invention is meant to include compounds in racemic and optically pure forms. Optically active (R)- and (S)-, or (D)- and (L)-isomers may be prepared using chiral synthons or

chiral reagents, or resolved using conventional techniques. When the compounds described herein contain olefinic bonds or other centers of geometric asymmetry, and unless specified otherwise, it is intended that the compounds include both E and Z geometric isomers.

[0060] As used herein, the term "isomers" refers to compounds having the same number and kind of atoms, and hence the same molecular weight, but differing in respect to the structural arrangement or configuration of the atoms.

[0061] The term "tautomer," as used herein, refers to one of two or more structural isomers which exist in equilibrium and which are readily converted from one isomeric form to another.

[0062] It will be apparent to one skilled in the art that certain compounds of this invention may exist in tautomeric forms, all such tautomeric forms of the compounds being within the scope of the invention.

[0063] Unless otherwise stated, structures depicted herein are also meant to include all stereochemical forms of the structure; i.e., the R and S configurations for each asymmetric center. Therefore, single stereochemical isomers as well as enantiomeric and diastereomeric mixtures of the present compounds are within the scope of the invention.

[0064] Unless otherwise stated, structures depicted herein are also meant to include compounds which differ only in the presence of one or more isotopically enriched atoms. For example, compounds having the present structures except for the replacement of a hydrogen by a deuterium or tritium, or the replacement of a carbon by ^{13}C - or ^{14}C -enriched carbon are within the scope of this invention.

[0065] The compounds of the present invention may also contain unnatural proportions of atomic isotopes at one or more of the atoms that constitute such compounds. For example, the compounds may be radiolabeled with radioactive isotopes, such as for example tritium (^3H), iodine-125 (^{125}I), or carbon-14 (^{14}C). All isotopic variations of the compounds of the present invention, whether radioactive or not, are encompassed within the scope of the present invention.

[0066] The symbol " \sim " denotes the point of attachment of a chemical moiety to the remainder of a molecule or chemical formula.

[0067] The terms "a" or "an," as used herein means one or more. In addition, the phrase "substituted with a[n]," as used herein, means the specified group may be substituted with one or more of any or all of the named substituents. For example, where a group, such as an alkyl or

heteroaryl group, is "substituted with an unsubstituted C₁-C₂₀ alkyl, or unsubstituted 2 to 20 membered heteroalkyl," the group may contain one or more unsubstituted C₁-C₂₀ alkyls, and/or one or more unsubstituted 2 to 20 membered heteroalkyls. Moreover, where a moiety is substituted with an R substituent, the group may be referred to as "R-substituted." Where a moiety is R-substituted, the moiety is substituted with at least one R substituent and each R substituent is optionally different.

[0068] Descriptions of compounds of the present invention are limited by principles of chemical bonding known to those skilled in the art. Accordingly, where a group may be substituted by one or more of a number of substituents, such substitutions are selected so as to comply with principles of chemical bonding and to give compounds which are not inherently unstable and/or would be known to one of ordinary skill in the art as likely to be unstable under ambient conditions, such as aqueous, neutral, and several known physiological conditions. For example, a heterocycloalkyl or heteroaryl is attached to the remainder of the molecule via a ring heteroatom in compliance with principles of chemical bonding known to those skilled in the art thereby avoiding inherently unstable compounds.

[0069] The terms "treating" or "treatment" refers to any indicia of success in the treatment or amelioration of an injury, disease, pathology or condition, including any objective or subjective parameter such as abatement; remission; diminishing of symptoms or making the injury, pathology or condition more tolerable to the patient; slowing in the rate of degeneration or decline; making the final point of degeneration less debilitating; improving a patient's physical or mental well-being. The treatment or amelioration of symptoms can be based on objective or subjective parameters; including the results of a physical examination, neuropsychiatric exams, and/or a psychiatric evaluation. For example, certain methods herein treat diseases associated with PCNA activity. Certain methods described herein may treat diseases associated with PCNA activity (e.g., cancer or neuroblastoma) by inhibiting PCNA activity. For example, certain methods herein treat cancer. For example certain methods herein treat cancer by decreasing a symptom of cancer. Symptoms of cancer would be known or may be determined by a person of ordinary skill in the art. The term "treating" and conjugations thereof, include prevention of an injury, pathology, condition, or disease.

[0070] An "effective amount" is an amount sufficient to accomplish a stated purpose (e.g. achieve the effect for which it is administered, treat a disease, reduce enzyme activity, increase enzyme activity, reduce protein function, reduce one or more symptoms of a disease or

condition). An example of an “effective amount” is an amount sufficient to contribute to the treatment, prevention, or reduction of a symptom or symptoms of a disease, which could also be referred to as a “therapeutically effective amount.” A “reduction” of a symptom or symptoms (and grammatical equivalents of this phrase) means decreasing of the severity or frequency of the symptom(s), or elimination of the symptom(s). A “prophylactically effective amount” of a drug or prodrug is an amount of a drug or prodrug that, when administered to a subject, will have the intended prophylactic effect, e.g., preventing or delaying the onset (or reoccurrence) of an injury, disease, pathology or condition, or reducing the likelihood of the onset (or reoccurrence) of an injury, disease, pathology, or condition, or their symptoms. The full prophylactic effect does not necessarily occur by administration of one dose, and may occur only after administration of a series of doses. Thus, a prophylactically effective amount may be administered in one or more administrations. The exact amounts will depend on the purpose of the treatment, and will be ascertainable by one skilled in the art using known techniques (*see, e.g.,* Lieberman, *Pharmaceutical Dosage Forms* (vols. 1-3, 1992); Lloyd, *The Art, Science and Technology of Pharmaceutical Compounding* (1999); Pickar, *Dosage Calculations* (1999); and *Remington: The Science and Practice of Pharmacy*, 20th Edition, 2003, Gennaro, Ed., Lippincott, Williams & Wilkins).

[0071] The term “associated” or “associated with” in the context of a substance or substance activity or function associated with a disease (e.g. cancer) means that the disease is caused by (in whole or in part), or a symptom of the disease is caused by (in whole or in part) the substance or substance activity or function. As used herein, what is described as being associated with a disease, if a causative agent, could be a target for treatment of the disease. For example, a disease associated with PCNA activity may be treated with an agent (e.g. compound as described herein) effective for decreasing the level of PCNA activity.

[0072] “Control” or “control experiment” or “standard control” is used in accordance with its plain ordinary meaning and refers to an experiment in which the subjects or reagents of the experiment are treated as in a parallel experiment except for omission of a procedure, reagent, or variable of the experiment. In some instances, the control is used as a standard of comparison in evaluating experimental effects. In embodiments, a control is the same experiment or treatment method in the absence of a compound (e.g., as described herein) used in the non-control experiment or treatment method being compared to the control.

[0073] “Contacting” is used in accordance with its plain ordinary meaning and refers to the process of allowing at least two distinct species (e.g. chemical compounds including biomolecules, or cells) to become sufficiently proximal to react, interact or physically touch. It should be appreciated, however, that the resulting reaction product can be produced directly from a reaction between the added reagents or from an intermediate from one or more of the added reagents which can be produced in the reaction mixture. The term “contacting” may include allowing two species to react, interact, or physically touch, wherein the two species may be a compound as described herein and a protein or enzyme. In some embodiments contacting includes allowing a compound described herein to interact with a protein (e.g., PCNA) or enzyme. In embodiments contacting includes allowing a compound described herein to interact with SEQ ID NO:2. In embodiments contacting includes allowing a compound described herein to interact with SEQ ID NO:3. In embodiments contacting includes allowing a compound described herein to interact with SEQ ID NO:4.

[0074] As defined herein, the term “inhibition”, “inhibit”, “inhibiting” and the like in reference to a protein-inhibitor (e.g. antagonist) interaction means negatively affecting (e.g. decreasing) the level of activity or function of the protein relative to the level of activity or function of the protein in the absence of the inhibitor. In some embodiments inhibition refers to reduction of a disease or symptoms of disease. Thus, inhibition may include, at least in part, partially or totally blocking stimulation, decreasing, preventing, or delaying activation, or inactivating, desensitizing, or down-regulating signal transduction or enzymatic activity or the amount of a protein.

[0075] As defined herein, the term “activation”, “activate”, “activating” and the like in reference to a protein-activator (e.g. agonist) interaction means positively affecting (e.g. increasing) the activity or function of the protein relative to the activity or function of the protein in the absence of the activator (e.g. compound described herein). Thus, activation may include, at least in part, partially or totally increasing stimulation, increasing or enabling activation, or activating, sensitizing, or up-regulating signal transduction or enzymatic activity or the amount of a protein decreased in a disease. Activation may include, at least in part, partially or totally increasing stimulation, increasing or enabling activation, or activating, sensitizing, or up-regulating signal transduction or enzymatic activity or the amount of a protein.

[0076] The term “modulator” refers to a composition that increases or decreases the level of a target molecule or the function of a target molecule. In embodiments, a modulator is an anti-

cancer agent. In embodiments, a modulator is a PCNA antagonist. In embodiments, a modulator is a PCNA inhibitor.

[0077] “Anti-cancer agent” or “anti-cancer drug” is used in accordance with its plain ordinary meaning and refers to a composition (e.g. compound, drug, antagonist, inhibitor, modulator) having antineoplastic properties or the ability to inhibit the growth or proliferation of cells. In some embodiments, an anti-cancer agent is a chemotherapeutic. In some embodiments, an anti-cancer agent is an agent approved by the FDA or similar regulatory agency of a country other than the USA, for treating cancer. Examples of anti-cancer agents include, but are not limited to, anti-androgens (e.g., Casodex, Flutamide, MDV3100, or ARN-509), MEK (e.g. MEK1, MEK2, or MEK1 and MEK2) inhibitors (e.g. XL518, CI-1040, PD035901, selumetinib/ AZD6244, GSK1120212/ trametinib, GDC-0973, ARRY-162, ARRY-300, AZD8330, PD0325901, U0126, PD98059, TAK-733, PD318088, AS703026, BAY 869766), alkylating agents (e.g., cyclophosphamide, ifosfamide, chlorambucil, busulfan, melphalan, mechlorethamine, uramustine, thiotepa, nitrosoureas, nitrogen mustards (e.g., mechlorethamine, cyclophosphamide, chlorambucil, melphalan), ethylenimine and methylmelamines (e.g., hexamethylmelamine, thiotepa), alkyl sulfonates (e.g., busulfan), nitrosoureas (e.g., carmustine, lomustine, semustine, streptozocin), triazines (decarbazine)), anti-metabolites (e.g., 5-azathioprine, leucovorin, capecitabine, fludarabine, gemcitabine, pemetrexed, raltitrexed, folic acid analog (e.g., methotrexate), pyrimidine analogs (e.g., fluorouracil, floxouridine, Cytarabine), purine analogs (e.g., mercaptopurine, thioguanine, pentostatin), *etc.*), plant alkaloids (e.g., vincristine, vinblastine, vinorelbine, vindesine, podophyllotoxin, paclitaxel, docetaxel, *etc.*), topoisomerase inhibitors (e.g., irinotecan, topotecan, amsacrine, etoposide (VP16), etoposide phosphate, teniposide, *etc.*), antitumor antibiotics (e.g., doxorubicin, adriamycin, daunorubicin, epirubicin, actinomycin, bleomycin, mitomycin, mitoxantrone, plicamycin, *etc.*), platinum-based compounds (e.g. cisplatin, oxaloplatin, carboplatin), anthracenedione (e.g., mitoxantrone), substituted urea (e.g., hydroxyurea), methyl hydrazine derivative (e.g., procarbazine), adrenocortical suppressant (e.g., mitotane, aminoglutethimide), epipodophyllotoxins (e.g., etoposide), antibiotics (e.g., daunorubicin, doxorubicin, bleomycin), enzymes (e.g., L-asparaginase), inhibitors of mitogen-activated protein kinase signaling (e.g. U0126, PD98059, PD184352, PD0325901, ARRY-142886, SB239063, SP600125, BAY 43-9006, wortmannin, or LY294002), mTOR inhibitors, antibodies (e.g., rituxan), 5-aza-2'-deoxycytidine, doxorubicin, vincristine, etoposide, gemcitabine, imatinib (Gleevec.RTM.), geldanamycin, 17-N-Allylamino-17-Demethoxygeldanamycin (17-AAG), bortezomib,

trastuzumab, anastrozole; angiogenesis inhibitors; antiandrogen, antiestrogen; antisense oligonucleotides; apoptosis gene modulators; apoptosis regulators; arginine deaminase; BCR/ABL antagonists; beta lactam derivatives; bFGF inhibitor; bicalutamide; camptothecin derivatives; casein kinase inhibitors (ICOS); clomifene analogues; cytarabine dacliximab; dexamethasone; estrogen agonists; estrogen antagonists; etanidazole; etoposide phosphate; exemestane; fadrozole; finasteride; fludarabine; fluorodaunorubicin hydrochloride; gadolinium texaphyrin; gallium nitrate; gelatinase inhibitors; gemcitabine; glutathione inhibitors; hepsulfam; immunostimulant peptides; insulin-like growth factor-1 receptor inhibitor; interferon agonists; interferons; interleukins; letrozole; leukemia inhibiting factor; leukocyte alpha interferon; leuprolide+estrogen+progesterone; leuprorelin; matrilysin inhibitors; matrix metalloproteinase inhibitors; MIF inhibitor; mifepristone; mismatched double stranded RNA; monoclonal antibody; mycobacterial cell wall extract; nitric oxide modulators; oxaliplatin; panomifene; pentrozole; phosphatase inhibitors; plasminogen activator inhibitor; platinum complex; platinum compounds; prednisone; proteasome inhibitors; protein A-based immune modulator; protein kinase C inhibitor; protein tyrosine phosphatase inhibitors; purine nucleoside phosphorylase inhibitors; ras farnesyl protein transferase inhibitors; ras inhibitors; ras-GAP inhibitor; ribozymes; signal transduction inhibitors; signal transduction modulators; single chain antigen-binding protein; stem cell inhibitor; stem-cell division inhibitors; stromelysin inhibitors; synthetic glycosaminoglycans; tamoxifen methiodide; telomerase inhibitors; thyroid stimulating hormone; translation inhibitors; tyrosine kinase inhibitors; urokinase receptor antagonists; steroids (*e.g.*, dexamethasone), finasteride, aromatase inhibitors, gonadotropin-releasing hormone agonists (GnRH) such as goserelin or leuprolide, adrenocorticosteroids (*e.g.*, prednisone), progestins (*e.g.*, hydroxyprogesterone caproate, megestrol acetate, medroxyprogesterone acetate), estrogens (*e.g.*, diethylstilbestrol, ethinyl estradiol), antiestrogen (*e.g.*, tamoxifen), androgens (*e.g.*, testosterone propionate, fluoxymesterone), antiandrogen (*e.g.*, flutamide), immunostimulants (*e.g.*, Bacillus Calmette-Guérin (BCG), levamisole, interleukin-2, alpha-interferon, *etc.*), monoclonal antibodies (*e.g.*, anti-CD20, anti-HER2, anti-CD52, anti-HLA-DR, and anti-VEGF monoclonal antibodies), immunotoxins (*e.g.*, anti-CD33 monoclonal antibody-calicheamicin conjugate, anti-CD22 monoclonal antibody-pseudomonas exotoxin conjugate, *etc.*), radioimmunotherapy (*e.g.*, anti-CD20 monoclonal antibody conjugated to ¹¹¹In, ⁹⁰Y, or ¹³¹I, *etc.*), triptolide, homoharringtonine, dactinomycin, doxorubicin, epirubicin, topotecan, itraconazole, vindesine, cerivastatin, vincristine, deoxyadenosine, sertraline, pitavastatin, irinotecan, clofazimine, 5-nonyloxytryptamine, vemurafenib, dabrafenib, erlotinib, gefitinib, EGFR inhibitors, epidermal growth factor receptor (EGFR)-targeted therapy or

- therapeutic (e.g. gefitinib (Iressa™), erlotinib (Tarceva™), cetuximab (Erbix™), lapatinib (Tykerb™), panitumumab (Vectibix™), vandetanib (Caprelsa™), afatinib/BIBW2992, CI-1033/canertinib, neratinib/HKI-272, CP-724714, TAK-285, AST-1306, ARRY334543, ARRY-380, AG-1478, dacomitinib/PF299804, OSI-420/desmethyl erlotinib, AZD8931, AEE788,
- 5 pelitinib/EKB-569, CUDC-101, WZ8040, WZ4002, WZ3146, AG-490, XL647, PD153035, BMS-599626), sorafenib, imatinib, sunitinib, dasatinib, pyrrolo benzodiazepines (e.g. tomaymycin), carboplatin, CC-1065 and CC-1065 analogs including amino-CBIs, nitrogen mustards (such as chlorambucil and melphalan), dolastatin and dolastatin analogs (including auristatins: eg. monomethyl auristatin E), anthracycline antibiotics (such as doxorubicin,
- 10 daunorubicin, etc.), duocarmycins and duocarmycin analogs, enediynes (such as neocarzinostatin and calicheamicins), leptomycin derivatives, maytansinoids and maytansinoid analogs (e.g. mertansine), methotrexate, mitomycin C, taxoids, vinca alkaloids (such as vinblastine and vincristine), epothilones (e.g. epothilone B), camptothecin and its clinical analogs topotecan and irinotecan, or the like.
- 15 **[0078]** “Chemotherapeutic” or “chemotherapeutic agent” is used in accordance with its plain ordinary meaning and refers to a chemical composition or compound having antineoplastic properties or the ability to inhibit the growth or proliferation of cells.
- [0079]** “Patient” or “subject in need thereof” or “subject” refers to a living organism suffering from or prone to a disease or condition that can be treated by administration of a compound or pharmaceutical composition or by a method, as provided herein. Non-limiting examples include
- 20 humans, other mammals, bovines, rats, mice, dogs, monkeys, goat, sheep, cows, deer, and other non-mammalian animals. In some embodiments, a patient is human. In some embodiments, a subject is human. In some embodiments, a subject is a human child (e.g., less than 18, 17, 16, 15, 14, 13, 12, 11, 10, 9, 8, 7, 6, 5, 4, 3, 2, or 1 years of age).
- 25 **[0080]** “Disease” or “condition” refer to a state of being or health status of a patient or subject capable of being treated with a compound, pharmaceutical composition, or method provided herein. In some embodiments, the disease is a disease having the symptom of cell hyperproliferation. In some embodiments, the disease is a disease having the symptom of an aberrant level of PCNA activity. In some embodiments, the disease is a cancer. In some further
- 30 instances, “cancer” refers to human cancers and carcinomas, sarcomas, adenocarcinomas, lymphomas, leukemias, etc., including solid and lymphoid cancers, kidney, breast, lung, bladder, colon, ovarian, prostate, pancreas, stomach, brain, head and neck, skin, uterine, testicular,

glioma, esophagus, and liver cancer, including hepatocarcinoma, lymphoma, including B-acute lymphoblastic lymphoma, non-Hodgkin's lymphomas (e.g., Burkitt's, Small Cell, and Large Cell lymphomas), Hodgkin's lymphoma, leukemia (including AML, ALL, and CML), or multiple myeloma. In embodiments, the disease is brain cancer. In embodiments, the disease is neuroblastoma. In embodiments, the disease is glioblastoma. In embodiments, the disease is a central nervous system (CNS) cancer. In embodiments, the disease is a sympathetic nervous system (SNS) cancer. In embodiments, the disease is an adrenal gland cancer. In embodiments, the disease is a cancer of a neuron in the neck, chest, abdomen, or pelvis. In embodiments, the disease is an esthesioneuroblastoma. In embodiments, the disease is a stage 1 neuroblastoma (e.g., localized tumor confined to an area near the origin). In embodiments, the disease is a stage 2A neuroblastoma (e.g., Unilateral tumor with incomplete gross resection and/or identifiable ipsilateral and contralateral lymph node negative for tumor). In embodiments, the disease is a stage 2B neuroblastoma (e.g., Unilateral tumor with complete or incomplete gross resection; with ipsilateral lymph node positive for tumor; identifiable contralateral lymph node negative for tumor). In embodiments, the disease is a stage 3 neuroblastoma (e.g., Tumor infiltrating across midline with or without regional lymph node involvement; or unilateral tumor with contralateral lymph node involvement; or midline tumor with bilateral lymph node involvement). In embodiments, the disease is a stage 4 neuroblastoma (e.g., Dissemination of tumor to distant lymph nodes, bone marrow, bone, liver, or other organs except as defined by Stage 4S). In embodiments, the disease is a stage 4S neuroblastoma (e.g., Age <1 year old with localized primary tumor as described in Stage 1 or Stage 2 above, with dissemination limited to liver, skin, or bone marrow (less than 10 percent of nucleated bone marrow cells are tumors). In embodiments, the disease is a stage L1 neuroblastoma (e.g., localized disease without image-defined risk factors) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the disease is a stage L2 neuroblastoma (e.g., localized disease with image-defined risk factors) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the disease is a stage M neuroblastoma (e.g., metastatic disease) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the disease is a stage MS neuroblastoma (e.g., metastatic disease "special" where MS is equivalent to stage 4S as described above) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the disease is a neuroblastoma risk stratification pre-treatment group, according to the International Neuroblastoma Risk Group (INRG) staging system, of very low. In embodiments, the disease is a neuroblastoma risk stratification pre-treatment group, according to the International

Neuroblastoma Risk Group (INRG) staging system, of low. In embodiments, the disease is a neuroblastoma risk stratification pre-treatment group, according to the International Neuroblastoma Risk Group (INRG) staging system, of intermediate. In embodiments, the disease is a neuroblastoma risk stratification pre-treatment group, according to the International Neuroblastoma Risk Group (INRG) staging system, of high risk.

[0081] As used herein, the term "cancer" refers to all types of cancer, neoplasm or malignant tumors found in mammals (e.g. humans), including leukemia, carcinomas and sarcomas. Exemplary cancers that may be treated with a compound or method provided herein include cancer of the prostate, thyroid, endocrine system, brain, breast, cervix, colon, head & neck, liver, kidney, lung, non-small cell lung, melanoma, mesothelioma, ovary, sarcoma, stomach, uterus, Medulloblastoma, colorectal cancer, pancreatic cancer. Additional examples may include, Hodgkin's Disease, Non-Hodgkin's Lymphoma, multiple myeloma, neuroblastoma, glioma, glioblastoma multiforme, ovarian cancer, rhabdomyosarcoma, primary thrombocytosis, primary macroglobulinemia, primary brain tumors, cancer, malignant pancreatic insulanoma, malignant carcinoid, urinary bladder cancer, premalignant skin lesions, testicular cancer, lymphomas, thyroid cancer, neuroblastoma, esophageal cancer, genitourinary tract cancer, malignant hypercalcemia, endometrial cancer, adrenal cortical cancer, neoplasms of the endocrine or exocrine pancreas, medullary thyroid cancer, medullary thyroid carcinoma, melanoma, colorectal cancer, papillary thyroid cancer, hepatocellular carcinoma, or prostate cancer.

[0082] The term "leukemia" refers broadly to progressive, malignant diseases of the blood-forming organs and is generally characterized by a distorted proliferation and development of leukocytes and their precursors in the blood and bone marrow. Leukemia is generally clinically classified on the basis of (1) the duration and character of the disease-acute or chronic; (2) the type of cell involved; myeloid (myelogenous), lymphoid (lymphogenous), or monocytic; and (3) the increase or non-increase in the number abnormal cells in the blood-leukemic or aleukemic (subleukemic). Exemplary leukemias that may be treated with a compound or method provided herein include, for example, acute nonlymphocytic leukemia, chronic lymphocytic leukemia, acute granulocytic leukemia, chronic granulocytic leukemia, acute promyelocytic leukemia, adult T-cell leukemia, aleukemic leukemia, a leukocythemetic leukemia, basophylic leukemia, blast cell leukemia, bovine leukemia, chronic myelocytic leukemia, leukemia cutis, embryonal leukemia, eosinophilic leukemia, Gross' leukemia, hairy-cell leukemia, hemoblastic leukemia, hemocytoblastic leukemia, histiocytic leukemia, stem cell leukemia, acute monocytic leukemia, leukopenic leukemia, lymphatic leukemia, lymphoblastic leukemia, lymphocytic leukemia,

lymphogenous leukemia, lymphoid leukemia, lymphosarcoma cell leukemia, mast cell leukemia, megakaryocytic leukemia, micromyeloblastic leukemia, monocytic leukemia, myeloblastic leukemia, myelocytic leukemia, myeloid granulocytic leukemia, myelomonocytic leukemia, Naegeli leukemia, plasma cell leukemia, multiple myeloma, plasmacytic leukemia, promyelocytic leukemia, Rieder cell leukemia, Schilling's leukemia, stem cell leukemia, subleukemic leukemia, or undifferentiated cell leukemia.

[0083] The term "sarcoma" generally refers to a tumor which is made up of a substance like the embryonic connective tissue and is generally composed of closely packed cells embedded in a fibrillar or homogeneous substance. Sarcomas that may be treated with a compound or method provided herein include a chondrosarcoma, fibrosarcoma, lymphosarcoma, melanosarcoma, myxosarcoma, osteosarcoma, Abemethy's sarcoma, adipose sarcoma, liposarcoma, alveolar soft part sarcoma, ameloblastic sarcoma, botryoid sarcoma, chloroma sarcoma, chorio carcinoma, embryonal sarcoma, Wilms' tumor sarcoma, endometrial sarcoma, stromal sarcoma, Ewing's sarcoma, fascial sarcoma, fibroblastic sarcoma, giant cell sarcoma, granulocytic sarcoma, Hodgkin's sarcoma, idiopathic multiple pigmented hemorrhagic sarcoma, immunoblastic sarcoma of B cells, lymphoma, immunoblastic sarcoma of T-cells, Jensen's sarcoma, Kaposi's sarcoma, Kupffer cell sarcoma, angiosarcoma, leukosarcoma, malignant mesenchymoma sarcoma, parosteal sarcoma, reticulocytic sarcoma, Rous sarcoma, serocystic sarcoma, synovial sarcoma, or telangiectaltic sarcoma.

[0084] The term "melanoma" is taken to mean a tumor arising from the melanocytic system of the skin and other organs. Melanomas that may be treated with a compound or method provided herein include, for example, acral-lentiginous melanoma, amelanotic melanoma, benign juvenile melanoma, Cloudman's melanoma, S91 melanoma, Harding-Passey melanoma, juvenile melanoma, lentigo maligna melanoma, malignant melanoma, nodular melanoma, subungal melanoma, or superficial spreading melanoma.

[0085] The term "carcinoma" refers to a malignant new growth made up of epithelial cells tending to infiltrate the surrounding tissues and give rise to metastases. Exemplary carcinomas that may be treated with a compound or method provided herein include, for example, medullary thyroid carcinoma, familial medullary thyroid carcinoma, acinar carcinoma, acinous carcinoma, adenocystic carcinoma, adenoid cystic carcinoma, carcinoma adenomatousum, carcinoma of adrenal cortex, alveolar carcinoma, alveolar cell carcinoma, basal cell carcinoma, carcinoma basocellulare, basaloid carcinoma, basosquamous cell carcinoma, bronchioalveolar carcinoma,

bronchiolar carcinoma, bronchogenic carcinoma, cerebriform carcinoma, cholangiocellular carcinoma, chorionic carcinoma, colloid carcinoma, comedo carcinoma, corpus carcinoma, cribriform carcinoma, carcinoma en cuirasse, carcinoma cutaneum, cylindrical carcinoma, cylindrical cell carcinoma, duct carcinoma, carcinoma durum, embryonal carcinoma, encephaloid carcinoma, epiermoid carcinoma, carcinoma epitheliale adenoides, exophytic carcinoma, carcinoma ex ulcere, carcinoma fibrosum, gelatiniformi carcinoma, gelatinous carcinoma, giant cell carcinoma, carcinoma gigantocellulare, glandular carcinoma, granulosa cell carcinoma, hair-matrix carcinoma, hematoid carcinoma, hepatocellular carcinoma, Hurthle cell carcinoma, hyaline carcinoma, hypernephroid carcinoma, infantile embryonal carcinoma, carcinoma in situ, intraepidermal carcinoma, intraepithelial carcinoma, Krompecher's carcinoma, Kulchitzky-cell carcinoma, large-cell carcinoma, lenticular carcinoma, carcinoma lenticulare, lipomatous carcinoma, lymphoepithelial carcinoma, carcinoma medullare, medullary carcinoma, melanotic carcinoma, carcinoma molle, mucinous carcinoma, carcinoma muciparum, carcinoma mucocellulare, mucoepidermoid carcinoma, carcinoma mucosum, mucous carcinoma, carcinoma myxomatodes, nasopharyngeal carcinoma, oat cell carcinoma, carcinoma ossificans, osteoid carcinoma, papillary carcinoma, periportal carcinoma, preinvasive carcinoma, prickle cell carcinoma, pultaceous carcinoma, renal cell carcinoma of kidney, reserve cell carcinoma, carcinoma sarcomatodes, schneiderian carcinoma, scirrhous carcinoma, carcinoma scroti, signet-ring cell carcinoma, carcinoma simplex, small-cell carcinoma, solanoid carcinoma, spheroidal cell carcinoma, spindle cell carcinoma, carcinoma spongiosum, squamous carcinoma, squamous cell carcinoma, string carcinoma, carcinoma telangiectaticum, carcinoma telangiectodes, transitional cell carcinoma, carcinoma tuberosum, tuberous carcinoma, verrucous carcinoma, or carcinoma villosum.

[0086] The term “signaling pathway” as used herein refers to a series of interactions between cellular and optionally extra-cellular components (e.g. proteins, nucleic acids, small molecules, ions, lipids) that conveys a change in one component to one or more other components, which in turn may convey a change to additional components, which is optionally propagated to other signaling pathway components.

[0087] The term “aberrant” as used herein refers to different from normal. When used to describe enzymatic activity, aberrant refers to activity that is greater or less than a normal control or the average of normal non-diseased control samples. Aberrant activity may refer to an amount of activity that results in a disease, wherein returning the aberrant activity to a normal or non-

disease-associated amount (e.g. by administering a compound or using a method as described herein), results in reduction of the disease or one or more disease symptoms.

[0088] “Nucleic acid” or “oligonucleotide” or “polynucleotide” or grammatical equivalents used herein means at least two nucleotides covalently linked together. The term “nucleic acid”

includes single-, double-, or multiple-stranded DNA, RNA and analogs (derivatives) thereof.

Oligonucleotides are typically from about 5, 6, 7, 8, 9, 10, 12, 15, 25, 30, 40, 50 or more nucleotides in length, up to about 100 nucleotides in length. Nucleic acids and polynucleotides are a polymers of any length, including longer lengths, *e.g.*, 200, 300, 500, 1000, 2000, 3000, 5000, 7000, 10,000, etc. Nucleic acids containing one or more carbocyclic sugars are also included within one definition of nucleic acids.

[0089] A particular nucleic acid sequence also encompasses “splice variants.” Similarly, a particular protein encoded by a nucleic acid encompasses any protein encoded by a splice variant of that nucleic acid. “Splice variants,” as the name suggests, are products of alternative splicing of a gene. After transcription, an initial nucleic acid transcript may be spliced such that different (alternate) nucleic acid splice products encode different polypeptides. Mechanisms for the production of splice variants vary, but include alternate splicing of exons. Alternate polypeptides derived from the same nucleic acid by read-through transcription are also encompassed by this definition. Any products of a splicing reaction, including recombinant forms of the splice products, are included in this definition.

[0090] Nucleic acid is “operably linked” when it is placed into a functional relationship with another nucleic acid sequence. For example, DNA for a presequence or secretory leader is operably linked to DNA for a polypeptide if it is expressed as a preprotein that participates in the secretion of the polypeptide; a promoter or enhancer is operably linked to a coding sequence if it affects the transcription of the sequence; or a ribosome binding site is operably linked to a coding sequence if it is positioned so as to facilitate translation. Generally, “operably linked” means that the DNA sequences being linked are near each other, and, in the case of a secretory leader, contiguous and in reading phase. However, enhancers do not have to be contiguous. Linking is accomplished by ligation at convenient restriction sites. If such sites do not exist, the synthetic oligonucleotide adaptors or linkers are used in accordance with conventional practice.

[0091] The terms “identical” or percent “identity,” in the context of two or more nucleic acids or polypeptide sequences, refer to two or more sequences or subsequences that are the same or have a specified percentage of amino acid residues or nucleotides that are the same (*i.e.*, about 60% identity, preferably 61%, 62%, 63%, 64%, 65%, 66%, 67%, 68%, 69%, 70%, 71%, 72%, 73%,

74%, 75%, 76%, 77%, 78%, 79%, 80%, 81%, 82%, 83%, 84%, 85%, 86%, 87%, 88%, 89%, 90%, 91%, 92%, 93%, 94%, 95%, 96%, 97%, 98%, 99% or higher identity over a specified region when compared and aligned for maximum correspondence over a comparison window or designated region) as measured using a BLAST or BLAST 2.0 sequence comparison algorithms with default parameters described below, or by manual alignment and visual inspection (*see, e.g.*, NCBI web site or the like). Such sequences are then said to be "substantially identical." This definition also refers to, or may be applied to, the complement of a test sequence. The definition also includes sequences that have deletions and/or additions, as well as those that have substitutions. As described below, the preferred algorithms can account for gaps and the like. Preferably, identity exists over a region that is at least about 10 amino acids or 20 nucleotides in length, or more preferably over a region that is 10-50 amino acids or 20-50 nucleotides in length. As used herein, percent (%) amino acid sequence identity is defined as the percentage of amino acids in a candidate sequence that are identical to the amino acids in a reference sequence, after aligning the sequences and introducing gaps, if necessary, to achieve the maximum percent sequence identity. Alignment for purposes of determining percent sequence identity can be achieved in various ways that are within the skill in the art, for instance, using publicly available computer software such as BLAST, BLAST-2, ALIGN, ALIGN-2 or Megalign (DNASTAR) software. Appropriate parameters for measuring alignment, including any algorithms needed to achieve maximal alignment over the full-length of the sequences being compared can be determined by known methods.

[0092] For sequence comparisons, typically one sequence acts as a reference sequence, to which test sequences are compared. When using a sequence comparison algorithm, test and reference sequences are entered into a computer, subsequence coordinates are designated, if necessary, and sequence algorithm program parameters are designated. Preferably, default program parameters can be used, or alternative parameters can be designated. The sequence comparison algorithm then calculates the percent sequence identities for the test sequences relative to the reference sequence, based on the program parameters.

[0093] A "comparison window", as used herein, includes reference to a segment of any one of the number of contiguous positions selected from the group consisting of from 10 to 600, usually about 50 to about 200, more usually about 100 to about 150 in which a sequence may be compared to a reference sequence of the same number of contiguous positions after the two sequences are optimally aligned. Methods of alignment of sequences for comparison are well-known in the art. Optimal alignment of sequences for comparison can be conducted, e.g., by the local homology algorithm of Smith & Waterman, *Adv. Appl. Math.* 2:482 (1981), by the

homology alignment algorithm of Needleman & Wunsch, *J. Mol. Biol.* 48:443 (1970), by the search for similarity method of Pearson & Lipman, *Proc. Nat'l. Acad. Sci. USA* 85:2444 (1988), by computerized implementations of these algorithms (GAP, BESTFIT, FASTA, and TFASTA in the Wisconsin Genetics Software Package, Genetics Computer Group, 575 Science Dr., Madison, WI), or by manual alignment and visual inspection (*see, e.g., Current Protocols in Molecular Biology* (Ausubel *et al.*, eds. 1995 supplement)).

[0094] The phrase "selectively (or specifically) hybridizes to" refers to the binding, duplexing, or hybridizing of a molecule only to a particular nucleotide sequence with a higher affinity, *e.g.*, under more stringent conditions, than to other nucleotide sequences (*e.g.*, total cellular or library DNA or RNA).

[0095] The phrase "stringent hybridization conditions" refers to conditions under which a probe will hybridize to its target subsequence, typically in a complex mixture of nucleic acids, but to no other sequences. Stringent conditions are sequence-dependent and will be different in different circumstances. Longer sequences hybridize specifically at higher temperatures. An extensive guide to the hybridization of nucleic acids is found in Tijssen, *Techniques in Biochemistry and Molecular Biology--Hybridization with Nucleic Probes*, "Overview of principles of hybridization and the strategy of nucleic acid assays" (1993). Generally, stringent conditions are selected to be about 5-10°C lower than the thermal melting point (T_m) for the specific sequence at a defined ionic strength pH. The T_m is the temperature (under defined ionic strength, pH, and nucleic concentration) at which 50% of the probes complementary to the target hybridize to the target sequence at equilibrium (as the target sequences are present in excess, at T_m , 50% of the probes are occupied at equilibrium). Stringent conditions may also be achieved with the addition of destabilizing agents such as formamide. For selective or specific hybridization, a positive signal is at least two times background, preferably 10 times background hybridization. Exemplary stringent hybridization conditions can be as following: 50% formamide, 5x SSC, and 1% SDS, incubating at 42°C, or, 5x SSC, 1% SDS, incubating at 65°C, with wash in 0.2x SSC, and 0.1% SDS at 65°C.

[0096] Nucleic acids that do not hybridize to each other under stringent conditions are still substantially identical if the polypeptides which they encode are substantially identical. This occurs, for example, when a copy of a nucleic acid is created using the maximum codon degeneracy permitted by the genetic code. In such cases, the nucleic acids typically hybridize under moderately stringent hybridization conditions. Exemplary "moderately stringent hybridization conditions" include a hybridization in a buffer of 40% formamide, 1 M NaCl, 1% SDS at 37°C, and a wash in 1X SSC at 45°C. A positive hybridization is at least twice

background. Those of ordinary skill will readily recognize that alternative hybridization and wash conditions can be utilized to provide conditions of similar stringency. Additional guidelines for determining hybridization parameters are provided in numerous reference, *e.g.*, and *Current Protocols in Molecular Biology*, ed. Ausubel, *et al.*

5 [0097] Twenty amino acids are commonly found in proteins. Those amino acids can be grouped into nine classes or groups based on the chemical properties of their side chains. Substitution of one amino acid residue for another within the same class or group is referred to herein as a “conservative” substitution. Conservative amino acid substitutions can frequently be made in a protein without significantly altering the conformation or function of the protein. Substitution of
 10 one amino acid residue for another from a different class or group is referred to herein as a “non-conservative” substitution. In contrast, non-conservative amino acid substitutions tend to modify conformation and function of a protein.

Example of amino acid classification

Small/Aliphatic residues:	Gly, Ala, Val, Leu, Ile
Cyclic Imino Acid:	Pro
Hydroxyl-containing Residues:	Ser, Thr
Acidic Residues:	Asp, Glu
Amide Residues:	Asn, Gln
Basic Residues:	Lys, Arg
Imidazole Residue:	His
Aromatic Residues:	Phe, Tyr, Trp
Sulfur-containing Residues:	Met, Cys

[0098] In some embodiments, the conservative amino acid substitution comprises substituting
 15 any of glycine (G), alanine (A), isoleucine (I), valine (V), and leucine (L) for any other of these aliphatic amino acids; serine (S) for threonine (T) and vice versa; aspartic acid (D) for glutamic acid (E) and vice versa; glutamine (Q) for asparagine (N) and vice versa; lysine (K) for arginine (R) and vice versa; phenylalanine (F), tyrosine (Y) and tryptophan (W) for any other of these aromatic amino acids; and methionine (M) for cysteine (C) and vice versa. Other substitutions
 20 can also be considered conservative, depending on the environment of the particular amino acid and its role in the three- dimensional structure of the protein. For example, glycine (G) and alanine (A) can frequently be interchangeable, as can alanine (A) and valine (V). Methionine (M), which is relatively hydrophobic, can frequently be interchanged with leucine and isoleucine, and sometimes with valine. Lysine (K) and arginine (R) are frequently
 25 interchangeable in locations in which the significant feature of the amino acid residue is its

charge and the differing pKs of these two amino acid residues are not significant. Still other changes can be considered “conservative” in particular environments (see, e.g., BIOCHEMISTRY at pp. 13-15, 2nd ed. Lubert Stryer ed. (Stanford University); Henikoff et al., *Proc. Nat'l Acad. Sci. USA* (1992) 89:10915-10919; Lei et al., *J. Biol. Chem.* (1995) 270(20):11882-11886).

[0099] “Polypeptide,” “peptide,” and “protein” are used herein interchangeably and mean any peptide-linked chain of amino acids, regardless of length or post-translational modification. As noted below, the polypeptides described herein can be, e.g., wild-type proteins, biologically-active fragments of the wild-type proteins, or variants of the wild-type proteins or fragments. Variants, in accordance with the disclosure, can contain amino acid substitutions, deletions, or insertions. The substitutions can be conservative or non-conservative.

[0100] Following expression, the proteins can be isolated. The term “purified” or “isolated” as applied to any of the proteins described herein refers to a polypeptide that has been separated or purified from components (e.g., proteins or other naturally-occurring biological or organic molecules) which naturally accompany it, e.g., other proteins, lipids, and nucleic acid in a cell expressing the proteins. Typically, a polypeptide is purified when it constitutes at least 60 (e.g., at least 65, 70, 75, 80, 85, 90, 92, 95, 97, or 99) %, by weight, of the total protein in a sample.

[0101] An amino acid residue in a protein “corresponds” to a given residue when it occupies the same essential structural position within the protein as the given residue. For example, a selected residue in a selected protein corresponds to L126 to Y133 of human PCNA when the selected residue occupies the same essential spatial or other structural relationship as L126 to Y133 in human PCNA. In some embodiments, where a selected protein is aligned for maximum homology with the human PCNA protein, the position in the aligned selected protein aligning with L126 to Y133 is said to correspond to L126 to Y133. Instead of a primary sequence alignment, a three dimensional structural alignment can also be used, e.g., where the structure of the selected protein is aligned for maximum correspondence with the human PCNA protein and the overall structures compared. In this case, an amino acid that occupies the same essential position as L126 to Y133 in the structural model is said to correspond to the L126 to Y133 residues.

[0102] “Pharmaceutically acceptable excipient” and “pharmaceutically acceptable carrier” refer to a substance that aids the administration of an active agent to and absorption by a subject and can be included in the compositions of the present invention without causing a significant adverse toxicological effect on the patient. Non-limiting examples of pharmaceutically

acceptable excipients include water, NaCl, normal saline solutions, lactated Ringer's, normal sucrose, normal glucose, binders, fillers, disintegrants, lubricants, coatings, sweeteners, flavors, salt solutions (such as Ringer's solution), alcohols, oils, gelatins, carbohydrates such as lactose, amylose or starch, fatty acid esters, hydroxymethylcellulose, polyvinyl pyrrolidone, and colors, and the like. Such preparations can be sterilized and, if desired, mixed with auxiliary agents such as lubricants, preservatives, stabilizers, wetting agents, emulsifiers, salts for influencing osmotic pressure, buffers, coloring, and/or aromatic substances and the like that do not deleteriously react with the compounds of the invention. One of skill in the art will recognize that other pharmaceutical excipients are useful in the present invention.

- 10 **[0103]** The term "preparation" is intended to include the formulation of the active compound with encapsulating material as a carrier providing a capsule in which the active component with or without other carriers, is surrounded by a carrier, which is thus in association with it. Similarly, cachets and lozenges are included. Tablets, powders, capsules, pills, cachets, and lozenges can be used as solid dosage forms suitable for oral administration.
- 15 **[0104]** As used herein, the term "administering" means oral administration, administration as a suppository, topical contact, intravenous, parenteral, intraperitoneal, intramuscular, intralesional, intrathecal, intracranial, intranasal or subcutaneous administration, or the implantation of a slow-release device, *e.g.*, a mini-osmotic pump, to a subject. Administration is by any route, including parenteral and transmucosal (*e.g.*, buccal, sublingual, palatal, gingival, nasal, vaginal, rectal, or
- 20 transdermal). Parenteral administration includes, *e.g.*, intravenous, intramuscular, intra-arteriole, intradermal, subcutaneous, intraperitoneal, intraventricular, and intracranial. Other modes of delivery include, but are not limited to, the use of liposomal formulations, intravenous infusion, transdermal patches, *etc.* By "co-administer" it is meant that a composition described herein is administered at the same time, just prior to, or just after the administration of one or more
- 25 additional therapies (*e.g.* anti-cancer agent). The compound of the invention can be administered alone or can be coadministered to the patient. Coadministration is meant to include simultaneous or sequential administration of the compound individually or in combination (more than one compound or agent). Thus, the preparations can also be combined, when desired, with other active substances (*e.g.* to reduce metabolic degradation, to increase degradation of a prodrug and
- 30 release of the drug, detectable agent). The compositions of the present invention can be delivered by transdermally, by a topical route, formulated as applicator sticks, solutions, suspensions, emulsions, gels, creams, ointments, pastes, jellies, paints, powders, and aerosols. Oral preparations include tablets, pills, powder, dragees, capsules, liquids, lozenges, cachets,

gels, syrups, slurries, suspensions, etc., suitable for ingestion by the patient. Solid form preparations include powders, tablets, pills, capsules, cachets, suppositories, and dispersible granules. Liquid form preparations include solutions, suspensions, and emulsions, for example, water or water/propylene glycol solutions. The compositions of the present invention may additionally include components to provide sustained release and/or comfort. Such components include high molecular weight, anionic mucomimetic polymers, gelling polysaccharides and finely-divided drug carrier substrates. These components are discussed in greater detail in U.S. Pat. Nos. 4,911,920; 5,403,841; 5,212,162; and 4,861,760. The compositions of the present invention can also be delivered as microspheres for slow release in the body. For example, microspheres can be administered via intradermal injection of drug-containing microspheres, which slowly release subcutaneously (see Rao, *J. Biomater Sci. Polym. Ed.* 7:623-645, 1995; as biodegradable and injectable gel formulations (see, e.g., Gao *Pharm. Res.* 12:857-863, 1995); or, as microspheres for oral administration (see, e.g., Eyles, *J. Pharm. Pharmacol.* 49:669-674, 1997). In another embodiment, the formulations of the compositions of the present invention can be delivered by the use of liposomes which fuse with the cellular membrane or are endocytosed, *i.e.*, by employing receptor ligands attached to the liposome, that bind to surface membrane protein receptors of the cell resulting in endocytosis. By using liposomes, particularly where the liposome surface carries receptor ligands specific for target cells, or are otherwise preferentially directed to a specific organ, one can focus the delivery of the compositions of the present invention into the target cells *in vivo*. (See, *e.g.*, Al-Muhammed, *J. Microencapsul.* 13:293-306, 1996; Chonn, *Curr. Opin. Biotechnol.* 6:698-708, 1995; Ostro, *Am. J. Hosp. Pharm.* 46:1576-1587, 1989). The compositions of the present invention can also be delivered as nanoparticles.

[0105] Pharmaceutical compositions provided by the present invention include compositions wherein the active ingredient (e.g. compounds described herein, including embodiments or examples) is contained in a therapeutically effective amount, *i.e.*, in an amount effective to achieve its intended purpose. The actual amount effective for a particular application will depend, *inter alia*, on the condition being treated. When administered in methods to treat a disease, such compositions will contain an amount of active ingredient effective to achieve the desired result, e.g., reducing, eliminating, or slowing the progression of disease symptoms (e.g. symptoms of cancer or aberrant PCNA activity). Determination of a therapeutically effective

amount of a compound of the invention is well within the capabilities of those skilled in the art, especially in light of the detailed disclosure herein.

[0106] The dosage and frequency (single or multiple doses) administered to a mammal can vary depending upon a variety of factors, for example, whether the mammal suffers from another disease, and its route of administration; size, age, sex, health, body weight, body mass index, and diet of the recipient; nature and extent of symptoms of the disease being treated (e.g. symptoms of cancer), kind of concurrent treatment, complications from the disease being treated or other health-related problems. Other therapeutic regimens or agents can be used in conjunction with the methods and compounds of Applicants' invention. Adjustment and manipulation of established dosages (e.g., frequency and duration) are well within the ability of those skilled in the art.

[0107] For any compound described herein, the therapeutically effective amount can be initially determined from cell culture assays. Target concentrations will be those concentrations of active compound(s) that are capable of achieving the methods described herein, as measured using the methods described herein or known in the art.

[0108] As is well known in the art, therapeutically effective amounts for use in humans can also be determined from animal models. For example, a dose for humans can be formulated to achieve a concentration that has been found to be effective in animals. The dosage in humans can be adjusted by monitoring compounds effectiveness and adjusting the dosage upwards or downwards, as described above. Adjusting the dose to achieve maximal efficacy in humans based on the methods described above and other methods is well within the capabilities of the ordinarily skilled artisan.

[0109] Dosages may be varied depending upon the requirements of the patient and the compound being employed. The dose administered to a patient, in the context of the present invention should be sufficient to effect a beneficial therapeutic response in the patient over time. The size of the dose also will be determined by the existence, nature, and extent of any adverse side-effects. Determination of the proper dosage for a particular situation is within the skill of the practitioner. Generally, treatment is initiated with smaller dosages which are less than the optimum dose of the compound. Thereafter, the dosage is increased by small increments until the optimum effect under circumstances is reached.

[0110] Dosage amounts and intervals can be adjusted individually to provide levels of the administered compound effective for the particular clinical indication being treated. This will

provide a therapeutic regimen that is commensurate with the severity of the individual's disease state.

[0111] Utilizing the teachings provided herein, an effective prophylactic or therapeutic treatment regimen can be planned that does not cause substantial toxicity and yet is effective to treat the clinical symptoms demonstrated by the particular patient. This planning should involve the careful choice of active compound by considering factors such as compound potency, relative bioavailability, patient body weight, presence and severity of adverse side effects, preferred mode of administration and the toxicity profile of the selected agent.

[0112] The compounds described herein can be used in combination with one another, with other active agents known to be useful in treating cancer, or with adjunctive agents that may not be effective alone, but may contribute to the efficacy of the active agent.

[0113] In some embodiments, co-administration includes administering one active agent within 0.5, 1, 2, 4, 6, 8, 10, 12, 16, 20, or 24 hours of a second active agent. Co-administration includes administering two active agents simultaneously, approximately simultaneously (e.g., within about 1, 5, 10, 15, 20, or 30 minutes of each other), or sequentially in any order. In some embodiments, co-administration can be accomplished by co-formulation, i.e., preparing a single pharmaceutical composition including both active agents. In other embodiments, the active agents can be formulated separately. In another embodiment, the active and/or adjunctive agents may be linked or conjugated to one another. In some embodiments, the compounds described herein may be combined with treatments for cancer such as radiation or surgery.

[0114] As used herein, the term "about" means a range of values including the specified value, which a person of ordinary skill in the art would consider reasonably similar to the specified value. In embodiments, about means within a standard deviation using measurements generally acceptable in the art. In embodiments, about means a range extending to +/- 10% of the specified value. In embodiments, about means the specified value.

[0115] The term "Proliferating cell nuclear antigen" or "PCNA" refers to an ~29 kDa protein that self assembles into a protein complex consisting of 3 subunits of individual PCNA proteins. Together these joined PCNA molecules form a DNA clamp that acts as a processivity factor for DNA polymerase δ in eukaryotic cells. The term "PCNA" may refer to the nucleotide sequence or protein sequence of human PCNA (e.g., Entrez 5111, Uniprot P12004, RefSeq NM_002592 (SEQ ID NO:1), or RefSeq NP_002583 (SEQ ID NO:2)). The term "PCNA" includes both the wild-type form of the nucleotide sequences or proteins as well as any mutants thereof. In some

embodiments, “PCNA” is wild-type PCNA. In some embodiments, “PCNA” is one or more mutant forms. The term “PCNA” XYZ refers to a nucleotide sequence or protein of a mutant PCNA wherein the Y numbered amino acid of PCNA that normally has an X amino acid in the wild-type, instead has a Z amino acid in the mutant. In embodiments, a PCNA is the human PCNA. In embodiments, the PCNA has the nucleotide sequence corresponding to reference number GI:33239449 (SEQ ID NO:1). In embodiments, the PCNA has the nucleotide sequence corresponding to RefSeq NM_002592.2 (SEQ ID NO:1). In embodiments, the PCNA has the protein sequence corresponding to reference number GI:4505641 (SEQ ID NO:2). In embodiments, the PCNA has the nucleotide sequence corresponding to RefSeq NP_002583.1 (SEQ ID NO:2). In embodiments, the PCNA has the following amino acid sequence:

MFEARLVQGSILKKVLEALKDLINACWDISSSGVNLQSMDSHVSLVQLTLRSEGFDITYRCDRLAMGV
NLTSMKILKCAGNEDIITLRAEDNADTLALVFEAPNQEKVSDYEMKLMDDL DVEQLGIPEQEYSCVVKMP
SGEFARICRDL SHIGDAVVISCAKDGVKFSASGELGNNGNIKLSQTSNVDKEEEAVTIEMNEPVQLTFALR
YLNFFTKATPLSSTVTLSMSADVPLVVEYKIADMGHLKYLLAPKIEDEEGS (SEQ ID NO:2).

[0116] In embodiments, the PCNA is a mutant PCNA. In embodiments, the mutant PCNA is associated with a disease that is not associated with wild-type PCNA. In embodiments, the PCNA includes at least one amino acid mutation (e.g., 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, or 30 mutations) compared to the sequence above. PCNA may be post-translationally modified. Modifications may include phosphorylation, methylation, methylesters of acidic amino acids, ribosylation, acetylation, glycosylation with a variety of sugars, lipidation with a variety of different lipids, poly(ADP) ribosylation, or other post-translational modifications known in the art. Differences in the extent and type of modification influences the levels (e.g., protein levels) of the ca- and nm- PCNA isoforms. In embodiments, a post-translational modification or plurality of post-translational modifications modify the inhibition of PCNA by a compound described herein (e.g., AOH1160, PCNA7) or the binding of a compound described herein (e.g., AOH1160, PCNA7) to PCNA, relative to PCNA without the post-translational modification(s).

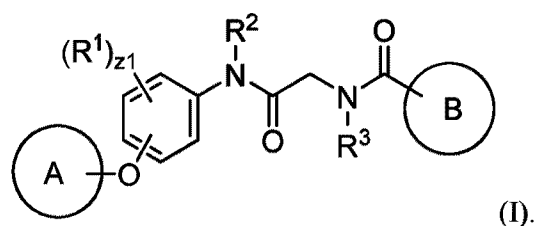
[0117] The terms “cancer-associated Proliferating cell nuclear antigen” or “caPCNA” as used herein refer to an isoform of PCNA having an acidic isoelectric point (e.g., peptide including protonated amine and/or carboxyl groups, acidic isoelectric point compared to a non-cancer-associated PCNA, PCNA in non-cancerous cells, non-malignant PCNA, prevalent PCNA isoform in non-cancerous cells, or less acidic PCNA isoform in non-cancerous cells). In embodiments, the caPCNA protein includes methylated amino acids (e.g., glutamate, aspartic

acid). In embodiments, the caPCNA protein is post-translationally modified with a methylester of an acidic amino acid. In embodiments, the methylesterification of the acidic amino acid residues on PCNA exhibit a $T_{1/2}$ of approximately 20 minutes at pH 8.5. In embodiments, caPCNA is post-translationally modified as described in F. Shen, et al. J Cell Biochem. 2011 Mar; 112(3): 756–760.

[0118] The terms “non-malignant Proliferating cell nuclear antigen” or “nmPCNA” as used herein refer to an isoform of PCNA having a basic isoelectric point (e.g., peptide including deprotonated amine and/or carboxyl groups, basic isoelectric point compared to a caPCNA, caPCNA in cancerous cells). In embodiments, nmPCNA is the prevalent PCNA isoform in non-cancerous cells.

B. Compounds

[0119] Provided herein, *inter alia*, are compositions of a compound, or a pharmaceutically acceptable salt thereof, having the formula:



[0120] Ring A is a substituted or unsubstituted phenyl or a substituted or unsubstituted 5 to 6 membered heteroaryl. Ring B is a substituted or unsubstituted naphthyl, a substituted or unsubstituted quinoliny, or a substituted or unsubstituted isoquinoliny.

[0121] R^1 is independently hydrogen, halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_2Cl$, $-SO_{nl}R^{10}$, $-SO_{vl}NR^7R^8$, $-NHNHNR^7R^8$, $-ONR^7R^8$, $-NHC(=O)NHNHNR^7R^8$, $-NHC(=O)NR^7R^8$, $-N(O)_{ml}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^1 substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{nl}R^{10}$, $-SO_{vl}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_{ml}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$,

-C(O)NR⁷R⁸, -OR¹⁰, -NR⁷SO₂R¹⁰, -NR⁷C=(O)R⁹, -NR⁷C(O)-OR⁹, -NR⁷OR⁹,
 -OCX¹₃, -OCHX¹₂, -OCH₂X¹, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two
 5 adjacent R¹ substituents may optionally be joined to form a substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 substituted or unsubstituted heteroaryl. It is understood that when z1 is 0, then R¹ is hydrogen.

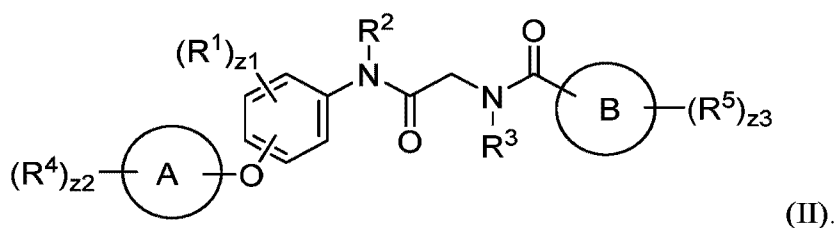
[0122] R² is independently hydrogen, halogen, -CX²₃, -CHX²₂,
 -CH₂X², -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂,
 10 -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-
 OH, -NHOH, -OCX²₃, -OCHX²₂, -OCH₂X², substituted or unsubstituted alkyl, substituted or
 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0123] R³ is independently hydrogen, halogen, -CX³₃, -CHX³₂,
 15 -CH₂X³, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂,
 -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-
 OH, -NHOH, -OCX³₃, -OCHX³₂, -OCH₂X³, substituted or unsubstituted alkyl, substituted or
 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0124] R⁷, R⁸, R⁹, and R¹⁰ are independently hydrogen, halogen, -CX^A₃, -CHX^A₂,
 -CH₂X^A, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂,
 -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-
 OH, -NHOH, -OCX^A₃, -OCHX^A₂, -OCH₂X^A, substituted or unsubstituted alkyl, substituted or
 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 25 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R⁷
 and R⁸ substituents bonded to the same nitrogen atom may optionally be joined to form a
 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl.

[0125] The symbol z1 is an integer from 0 to 4. The symbols m1 and v1 are independently an
 integer 1 or 2. The symbol n1 is an integer from 0 to 4. The symbols X¹, X², X³, and X^A are
 30 independently -Cl, -Br, -I, or -F.

[0126] In embodiments, the compound has the formula:



R^1 , R^2 , R^3 , Ring A, Ring B, and z_1 are as described herein, including in compounds of formula (I) and including in embodiments. In embodiments, Ring A is phenyl (substituted or unsubstituted with R^4) or 5 to 6 membered heteroaryl (substituted or unsubstituted with R^4) and Ring B is naphthyl (substituted or unsubstituted with R^5), quinolinyl (substituted or unsubstituted with R^5), or isoquinolinyl (substituted or unsubstituted with R^5).

[0127] R^4 is independently halogen, $-CX^4_3$, $-CHX^4_2$, -

CH_2X^4 , $-CN$, $-SO_2Cl$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHN R^{11}R^{12}$, $-ONR^{11}R^{12}$,

$-NHC(=O)NHN R^{11}R^{12}$, $-NHC(=O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$,

10 $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C(=O)R^{13}$, $-NR^{11}C(O)-$

OR^{13} , $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^4 substituents may optionally be joined to form a substituted or unsubstituted

15 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHN R^{11}R^{12}$, $-ONR^{11}R^{12}$,

$-NHC(=O)NHN R^{11}R^{12}$, $-NHC(=O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$,

$-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C(=O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$,

20 $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^4 substituents may optionally be joined to form a substituted or unsubstituted

25 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. It is understood that when z_2 is 0, then R^4 is hydrogen.

[0128] R^5 is independently halogen, $-CX^5_3$, $-CHX^5_2$, -

CH_2X^5 , $-CN$, $-SO_2Cl$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHN R^{15}R^{16}$, $-ONR^{15}R^{16}$,

$-NHC(=O)NHN R^{15}R^{16}$,

$-NHC(=O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, -

$\text{NR}^{15}\text{SO}_2\text{R}^{18}$, $-\text{NR}^{15}\text{C}=(\text{O})\text{R}^{17}$, $-\text{NR}^{15}\text{C}(\text{O})-\text{OR}^{17}$, $-\text{NR}^{15}\text{OR}^{17}$, $-\text{OCX}^5_3$, $-\text{OCHX}^5_2$, $-\text{OCH}_2\text{X}^5$,
 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^5 substituents may
 optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl. In embodiments, R^5 is independently a halogen, $-\text{CX}^5_3$, $-\text{CHX}^5_2$, $-\text{CH}_2\text{X}^5$,
 $-\text{CN}$, $-\text{SO}_{n5}\text{R}^{18}$, $-\text{SO}_{v5}\text{NR}^{15}\text{R}^{16}$, $-\text{NHN}^{15}\text{R}^{16}$, $-\text{ONR}^{15}\text{R}^{16}$, $-\text{NHC}=(\text{O})\text{NHN}^{15}\text{R}^{16}$,
 $-\text{NHC}=(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{N}(\text{O})_{m5}$, $-\text{NR}^{15}\text{R}^{16}$, $-\text{C}(\text{O})\text{R}^{17}$, $-\text{C}(\text{O})-\text{OR}^{17}$, $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{OR}^{18}$,
 $\text{NR}^{15}\text{SO}_2\text{R}^{18}$, $-\text{NR}^{15}\text{C}=(\text{O})\text{R}^{17}$, $-\text{NR}^{15}\text{C}(\text{O})-\text{OR}^{17}$, $-\text{NR}^{15}\text{OR}^{17}$, $-\text{OCX}^5_3$, $-\text{OCHX}^5_2$, $-\text{OCH}_2\text{X}^5$,
 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^5 substituents may
 optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl. It is understood that when $z3$ is 0, then R^5 is hydrogen,
[0129] R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-\text{CX}^B_3$, $-\text{CHX}^B_2$, $-\text{CH}_2\text{X}^B$,
 $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$, $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$,
 $-\text{ONH}_2$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=(\text{O})\text{H}$, $-\text{NHC}(\text{O})-$
 OH , $-\text{NHOH}$, $-\text{OCX}^B_3$, $-\text{OCHX}^B_2$, $-\text{OCH}_2\text{X}^B$, substituted or unsubstituted alkyl, substituted or
 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{11}
 and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a
 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl.
[0130] R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-\text{CX}^C_3$, $-\text{CHX}^C_2$, $-\text{CH}_2\text{X}^C$,
 $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$, $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$,
 $-\text{ONH}_2$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=(\text{O})\text{H}$, $-\text{NHC}(\text{O})-$
 OH , $-\text{NHOH}$, $-\text{OCX}^C_3$, $-\text{OCHX}^C_2$, $-\text{OCH}_2\text{X}^C$, substituted or unsubstituted alkyl, substituted or
 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{15}
 and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a
 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl.

[0131] The symbol z_2 is an integer from 0 to 5. The symbol z_3 is an integer from 0 to 7. The symbols m_4 , m_5 , v_4 and v_5 are independently an integer 1 or 2. The symbols n_4 and n_5 are independently an integer from 0 to 4. The symbols X^4 , X^5 , X^B , and X^C are independently – Cl, –Br, –I, or –F.

5 **[0132]** In embodiments, Ring A is substituted phenyl. In embodiments, Ring A is unsubstituted phenyl. In embodiments, Ring A is phenyl. In embodiments, Ring A is a substituted 5 to 6 membered heteroaryl. In embodiments, Ring A is an unsubstituted 5 to 6 membered heteroaryl. In embodiments, Ring A is a 5 to 6 membered heteroaryl. In
 10 embodiments, Ring A is a substituted thienyl. In embodiments, Ring A is an unsubstituted thienyl. In embodiments, Ring A is a thienyl. In embodiments, Ring A is a 2-thienyl. In embodiments, Ring A is a 3-thienyl. In embodiments, Ring A is a substituted pyridyl. In
 15 embodiments, Ring A is an unsubstituted pyridyl. In embodiments, Ring A is a pyridyl. In embodiments, Ring A is a 2-pyridyl. In embodiments, Ring A is a 3-pyridyl. In embodiments, Ring A is a 4-pyridyl. In embodiments, Ring A is unsubstituted pyrrolyl. In embodiments, Ring
 20 A is substituted pyrrolyl. In embodiments, Ring A is pyrrolyl. In embodiments, Ring A is unsubstituted furanyl. In embodiments, Ring A is substituted furanyl. In embodiments, Ring A is furanyl. In embodiments, Ring A is unsubstituted pyrazolyl. In embodiments, Ring A is substituted pyrazolyl. In embodiments, Ring A is
 25 unsubstituted imidazolyl. In embodiments, Ring A is substituted imidazolyl. In embodiments, Ring A is imidazolyl. In embodiments, Ring A is unsubstituted oxazolyl. In embodiments, Ring A is substituted oxazolyl. In embodiments, Ring A is oxazolyl. In embodiments, Ring A is
 30 unsubstituted isoxazolyl. In embodiments, Ring A is substituted isoxazolyl. In embodiments, Ring A is isoxazolyl. In embodiments, Ring A is unsubstituted thiazolyl. In embodiments, Ring A is substituted thiazolyl. In embodiments, Ring A is thiazolyl. In embodiments, Ring A is
 35 unsubstituted triazolyl. In embodiments, Ring A is substituted triazolyl. In embodiments, Ring A is triazolyl. In embodiments, Ring B is a substituted naphthyl. In embodiments, Ring B is unsubstituted naphthyl. In embodiments, Ring B is a naphthyl. In embodiments, Ring B is a 1-naphthyl. In embodiments, Ring B is a 2-naphthyl. In embodiments, Ring B is a quinolinyl. In
 40 embodiments, Ring B is a substituted quinolinyl. In embodiments, Ring B is unsubstituted quinolinyl. In embodiments, Ring B is an isoquinolinyl. In embodiments, Ring B is a substituted isoquinolinyl. In embodiments, Ring B is unsubstituted isoquinolinyl. In
 45 embodiments, Ring B is a 1-isoquinolinyl. In embodiments, Ring B is a 3-isoquinolinyl. In
 50 embodiments, Ring B is a 4-isoquinolinyl.

[0133] In embodiments, R^1 is independently halogen, $-CF_3$, $-CHF_2$, $-OCF_3$, $-OCHF_2$, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^1 is independently halogen, $-CF_3$, $-OH$, $-NH_2$, $-SH$, substituted or unsubstituted C_1 - C_4 alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R^1 is independently halogen, $-OH$, $-NH_2$, $-SH$, unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^1 is independently halogen, $-OH$, unsubstituted methyl, or unsubstituted methoxy. In embodiments, R^1 is independently halogen. In embodiments, R^1 is independently $-CF_3$. In embodiments, R^1 is independently $-CHF_2$. In embodiments, R^1 is independently $-CH_2F$. In embodiments, R^1 is independently $-OCF_3$. In embodiments, R^1 is independently $-OCHF_2$. In embodiments, R^1 is independently $-OCH_2F$. In embodiments, R^1 is independently substituted or unsubstituted C_1 - C_8 alkyl. In embodiments, R^1 is independently substituted or unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R^1 is independently substituted or unsubstituted C_3 - C_8 cycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted C_6 - C_{10} aryl. In embodiments, R^1 is independently substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^1 is independently $-OH$. In embodiments, R^1 is independently $-NH_2$. In embodiments, R^1 is independently $-SH$. In embodiments, R^1 is independently substituted or unsubstituted C_1 - C_4 alkyl. In embodiments, R^1 is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^1 is independently substituted or unsubstituted C_3 - C_6 cycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted phenyl. In embodiments, R^1 is independently substituted or unsubstituted 5 to 6 membered heteroaryl.

[0134] In embodiments, R^1 is independently substituted C_1 - C_8 alkyl. In embodiments, R^1 is independently substituted 2 to 8 membered heteroalkyl. In embodiments, R^1 is independently substituted C_3 - C_8 cycloalkyl. In embodiments, R^1 is independently substituted 3 to 8 membered heterocycloalkyl. In embodiments, R^1 is independently substituted C_6 - C_{10} aryl. In embodiments, R^1 is independently substituted 5 to 10 membered heteroaryl. In embodiments, R^1 is

independently substituted C₁-C₄ alkyl. In embodiments, R¹ is independently substituted to 4 membered heteroalkyl. In embodiments, R¹ is independently substituted C₃-C₆ cycloalkyl. In embodiments, R¹ is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, R¹ is independently substituted phenyl. In embodiments, R¹ is independently substituted 5 to 6 membered heteroaryl. In embodiments, R¹ is independently unsubstituted C₁-C₈ alkyl. In embodiments, R¹ is independently unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R¹ is independently unsubstituted C₃-C₈ cycloalkyl. In embodiments, R¹ is independently unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R¹ is independently unsubstituted C₆-C₁₀ aryl. In embodiments, R¹ is independently unsubstituted 5 to 10 membered heteroaryl. In embodiments, R¹ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R¹ is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R¹ is independently unsubstituted C₃-C₆ cycloalkyl. In embodiments, R¹ is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R¹ is independently unsubstituted phenyl. In embodiments, R¹ is independently unsubstituted 5 to 6 membered heteroaryl. In embodiments, R¹ is independently unsubstituted methyl. In embodiments, R¹ is independently unsubstituted ethyl. In embodiments, R¹ is independently unsubstituted isopropyl. In embodiments, R¹ is independently unsubstituted tert-butyl. In embodiments, R¹ is independently unsubstituted methoxy. In embodiments, R¹ is independently unsubstituted ethoxy. In embodiments, R¹ is independently -F. In embodiments, R¹ is independently -Cl. In embodiments, R¹ is independently -Br. In embodiments, R¹ is independently -I. In embodiments, R¹ is independently hydrogen. In embodiments, R¹ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

[0135] In embodiments, z₁ is 1. In embodiments, z₁ is 0. In embodiments, z₁ is 2. In embodiments, z₁ is 3. In embodiments, z₁ is 4.

[0136] In embodiments, R² is independently hydrogen, -CX₃², -CHX₂², -CH₂X², -CN, -C(O)H, -C(O)OH, -C(O)NH₂, substituted or unsubstituted C₁-C₆ alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments R² is independently hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl. In embodiments, R² is independently hydrogen. In embodiments, R² is independently unsubstituted methyl. In embodiments, R² is independently unsubstituted ethyl.

In embodiments, R^2 is independently unsubstituted isopropyl. In embodiments, R^2 is independently unsubstituted tert-butyl.

[0137] In embodiments, R^2 is independently hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0138] In embodiments, R^3 is independently hydrogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R^3 is independently hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl. In embodiments, R^3 is independently hydrogen. In embodiments, R^3 is independently unsubstituted methyl. In embodiments, R^3 is independently unsubstituted ethyl.

In embodiments, R^3 is independently unsubstituted isopropyl. In embodiments, R^3 is independently unsubstituted tert-butyl. In embodiments, R^3 is independently hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0139] In embodiments, R^4 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^4 is independently halogen, $-CF_3$, $-OH$, $-NH_2$, $-SH$, substituted or unsubstituted C_1 - C_4 alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R^4 is independently halogen, $-OH$, $-NH_2$, $-SH$, unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^4 is independently halogen, $-OH$, unsubstituted methyl, or unsubstituted methoxy. In embodiments,

- R^4 is independently halogen. In embodiments, R^4 is independently -OH. In embodiments, R^4 is independently unsubstituted methyl. In embodiments, R^4 is independently unsubstituted methoxy. In embodiments, R^4 is independently unsubstituted ethyl. In embodiments, R^4 is independently -F. In embodiments, R^4 is independently -Cl. In embodiments, R^4 is independently -Br. In embodiments, R^4 is independently -I. In embodiments, R^4 is independently -CF₃. In embodiments, R^4 is independently -NH₂. In embodiments, R^4 is independently -SH. In embodiments, R^4 is independently unsubstituted isopropyl. In embodiments, R^4 is independently unsubstituted tert-butyl. In embodiments, R^4 is independently unsubstituted ethoxy. In embodiments, R^4 is independently unsubstituted propoxy.
- 10 **[0140]** In embodiments, R^4 is independently a halogen. In embodiments, R^4 is independently -CX₃⁴. In embodiments, R^4 is independently -CHX₂⁴. In embodiments, R^4 is independently -CH₂X⁴. In embodiments, R^4 is independently -CN. In embodiments, R^4 is independently -SO_nR¹⁴. In embodiments, R^4 is independently -SR¹⁴. In embodiments, R^4 is independently -SO_{v4}NR¹¹R¹². In embodiments, R^4 is independently -NHN¹¹R¹². In
- 15 embodiments, R^4 is independently -ONR¹¹R¹². In embodiments, R^4 is independently -NHC=(O)NHN¹¹R¹². In embodiments, R^4 is independently -NHC=(O)NR¹¹R¹². In embodiments, R^4 is independently -N(O)_{m4}. In embodiments, R^4 is independently -NR¹¹R¹². In embodiments, R^4 is independently -C(O)R¹³. In embodiments, R^4 is independently -C(O)-OR¹³. In embodiments, R^4 is independently -C(O)NR¹¹R¹². In embodiments, R^4 is
- 20 independently -OR¹⁴. In embodiments, R^4 is independently -NR¹¹SO₂R¹⁴. In embodiments, R^4 is independently -NR¹¹C=(O)R¹³. In embodiments, R^4 is independently -NR¹¹C(O)-OR¹³. In embodiments, R^4 is independently -NR¹¹OR¹³. In embodiments, R^4 is independently -OCX₃⁴. In embodiments, R^4 is independently -OCHX₂⁴. In embodiments, R^4 is independently -OCH₂X⁴. In embodiments, R^4 is independently -CF₃. In embodiments, R^4 is independently -CHF₂. In
- 25 embodiments, R^4 is independently -CH₂F. In embodiments, R^4 is independently -SO₂CH₃. In embodiments, R^4 is independently -SO₂NH₂. In embodiments, R^4 is independently -SH. In embodiments, R^4 is independently -N(O)₂. In embodiments, R^4 is independently -NH₂. In embodiments, R^4 is independently -C(O)CH₃. In embodiments, R^4 is independently -C(O)OH. In embodiments, R^4 is independently -C(O)NH₂. In embodiments, R^4 is independently -OH. In
- 30 embodiments, R^4 is independently -OCF₃. In embodiments, R^4 is independently -OCHF₂. In embodiments, R^4 is independently -OCH₂F.

[0141] In embodiments, R^4 is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or

unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R⁴ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

[0142] In embodiments, R⁴ is independently substituted or unsubstituted alkyl. In embodiments, R⁴ is independently substituted or unsubstituted heteroalkyl. In embodiments, R⁴ is independently substituted or unsubstituted cycloalkyl. In embodiments, R⁴ is independently substituted or unsubstituted heterocycloalkyl. In embodiments, R⁴ is independently substituted or unsubstituted aryl. In embodiments, two adjacent R⁴ substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl. In embodiments, two adjacent R⁴ substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl. In embodiments, two adjacent R⁴ substituents may optionally be joined to form a substituted or unsubstituted aryl. In embodiments, two adjacent R⁴ substituents may optionally be joined to form a substituted or unsubstituted heteroaryl.

[0143] In embodiments, R⁴ is independently substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R⁴ is independently substituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), substituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), substituted cycloalkyl (e.g. C₃-C₈

cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), substituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), substituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or substituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In
 5 embodiments, R⁴ is independently unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8
 10 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0144] In embodiments, R¹⁴ is independently hydrogen, -CX^B₃, -CHX^B₂, -CH₂X^B, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted
 15 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R¹⁴ is independently hydrogen. In embodiments, R¹⁴ is independently -CX^B₃. In embodiments, R¹⁴ is independently -CHX^B₂. In embodiments, R¹⁴ is independently -CH₂X^B. In embodiments, R¹⁴ is independently -CN. In embodiments, R¹⁴ is independently -COOH. In
 20 embodiments, R¹⁴ is independently -CONH₂. In embodiments, R¹⁴ is independently substituted or unsubstituted alkyl. In embodiments, R¹⁴ is independently substituted or unsubstituted heteroalkyl. In embodiments, R¹⁴ is independently substituted or unsubstituted cycloalkyl. In embodiments, R¹⁴ is independently substituted or unsubstituted heterocycloalkyl. In
 25 embodiments, R¹⁴ is independently substituted or unsubstituted aryl. In embodiments, R¹⁴ is independently substituted or unsubstituted heteroaryl. In embodiments, R¹⁴ is independently substituted alkyl. In embodiments, R¹⁴ is independently substituted heteroalkyl. In
 30 embodiments, R¹⁴ is independently substituted cycloalkyl. In embodiments, R¹⁴ is independently substituted heterocycloalkyl. In embodiments, R¹⁴ is independently substituted aryl. In embodiments, R¹⁴ is independently substituted heteroaryl. In embodiments, R¹⁴ is independently unsubstituted alkyl. In embodiments, R¹⁴ is independently unsubstituted heteroalkyl. In
 35 embodiments, R¹⁴ is independently unsubstituted cycloalkyl. In embodiments, R¹⁴ is independently unsubstituted heterocycloalkyl. In embodiments, R¹⁴ is independently unsubstituted aryl. In embodiments, R¹⁴ is independently unsubstituted heteroaryl. In

embodiments, R¹⁴ is independently substituted or unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R¹⁴ is independently substituted or unsubstituted C₃-C₆ cycloalkyl. In embodiments, R¹⁴ is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R¹⁴ is independently substituted or unsubstituted phenyl. In embodiments, R¹⁴ is independently substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R¹⁴ is independently substituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently substituted 2 to 4 membered heteroalkyl. In embodiments, R¹⁴ is independently substituted C₃-C₆ cycloalkyl. In embodiments, R¹⁴ is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, R¹⁴ is independently substituted phenyl. In embodiments, R¹⁴ is independently substituted 5 to 6 membered heteroaryl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R¹⁴ is independently unsubstituted C₃-C₆ cycloalkyl. In embodiments, R¹⁴ is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R¹⁴ is independently unsubstituted phenyl. In embodiments, R¹⁴ is independently unsubstituted 5 to 6 membered heteroaryl. In embodiments, R¹⁴ is hydrogen or unsubstituted methyl.

[0145] In embodiments, R¹⁴ is substituted or unsubstituted pyrazolyl. In embodiments, R¹⁴ is substituted or unsubstituted pyridyl. In embodiments, R¹⁴ is substituted or unsubstituted imidazolyl. In embodiments, R¹⁴ is substituted or unsubstituted oxazolyl. In embodiments, R¹⁴ is substituted or unsubstituted isoxazolyl. In embodiments, R¹⁴ is substituted or unsubstituted thiazolyl. In embodiments, R¹⁴ is substituted or unsubstituted furanyl. In embodiments, R¹⁴ is substituted or unsubstituted pyrrolyl. In embodiments, R¹⁴ is substituted or unsubstituted thienyl. In embodiments, R¹⁴ is substituted pyrazolyl. In embodiments, R¹⁴ is substituted pyridyl. In embodiments, R¹⁴ is substituted imidazolyl. In embodiments, R¹⁴ is substituted oxazolyl. In embodiments, R¹⁴ is substituted isoxazolyl. In embodiments, R¹⁴ is substituted thiazolyl. In embodiments, R¹⁴ is substituted furanyl. In embodiments, R¹⁴ is substituted pyrrolyl. In embodiments, R¹⁴ is substituted thienyl. In embodiments, R¹⁴ is unsubstituted pyrazolyl. In embodiments, R¹⁴ is unsubstituted pyridyl. In embodiments, R¹⁴ is unsubstituted imidazolyl. In embodiments, R¹⁴ is unsubstituted oxazolyl. In embodiments, R¹⁴ is unsubstituted isoxazolyl. In embodiments, R¹⁴ is unsubstituted thiazolyl. In embodiments, R¹⁴ is unsubstituted furanyl. In embodiments, R¹⁴ is unsubstituted pyrrolyl. In embodiments, R¹⁴ is unsubstituted thienyl.

[0146] In embodiments, R¹⁴ is independently hydrogen or unsubstituted alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁴

is independently hydrogen or unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₃ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₃-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₅-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen. In embodiments, R¹⁴ is independently unsubstituted alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₃ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₃-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₅-C₆ alkyl. In embodiments, R¹⁴ is independently -CF₃. In embodiments, R¹⁴ is independently -CHF₂. In embodiments, R¹⁴ is independently -CH₂F. In embodiments, R¹⁴ is independently -CCl₃. In embodiments, R¹⁴ is independently -CHCl₂. In embodiments, R¹⁴ is independently -CH₂Cl. In embodiments, R¹⁴ is independently -CBr₃. In embodiments, R¹⁴ is independently -CHBr₂. In embodiments, R¹⁴ is independently -CH₂Br. In embodiments, R¹⁴ is independently -CI₃. In embodiments, R¹⁴ is independently -CHI₂. In embodiments, R¹⁴ is independently -CH₂I. In embodiments, R¹⁴ is independently unsubstituted C₁-C₄ haloalkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₃ haloalkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₂ haloalkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₆ haloalkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₅ haloalkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₄ haloalkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₃ haloalkyl. In embodiments, R¹⁴ is independently unsubstituted methyl. In embodiments, R¹⁴ is independently unsubstituted ethyl. In embodiments, R¹⁴ is independently unsubstituted propyl. In embodiments, R¹⁴ is independently unsubstituted isopropyl. In

embodiments, R¹⁴ is independently unsubstituted butyl. In embodiments, R¹⁴ is independently unsubstituted isobutyl. In embodiments, R¹⁴ is independently unsubstituted tert-butyl.

[0147] In embodiments, z2 is 1. In embodiments, z2 is 0. In embodiments, z2 is 2. In embodiments, z2 is 3. In embodiments, z2 is 4. In embodiments, z2 is 5.

5 [0148] In embodiments, R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In
10 embodiments, R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl or substituted or unsubstituted 2 to 8 membered heteroalkyl.

[0149] In embodiments, R⁵ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted
15 or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R⁵ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R⁵ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy. In embodiments, R⁵ is independently halogen. In embodiments, R⁵ is independently -OH. In embodiments, R⁵ is
20 independently unsubstituted methyl. In embodiments, R⁵ is independently unsubstituted methoxy. In embodiments, R⁵ is independently unsubstituted ethyl. In embodiments, R⁵ is independently -F. In embodiments, R⁵ is independently -Cl. In embodiments, R⁵ is independently -Br. In embodiments, R⁵ is independently -I. In embodiments, R⁵ is
25 independently -CF₃. In embodiments, R⁵ is independently -NH₂. In embodiments, R⁵ is independently -SH. In embodiments, R⁵ is independently unsubstituted isopropyl. In embodiments, R⁵ is independently unsubstituted tert-butyl. In embodiments, R⁵ is independently unsubstituted ethoxy. In embodiments, R⁵ is independently unsubstituted propoxy.

[0150] In embodiments, R⁵ is independently substituted or unsubstituted alkyl (e.g. C₁-C₈
30 alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), substituted or unsubstituted cycloalkyl

(e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R⁵ is independently substituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), substituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), substituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), substituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), substituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or substituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R⁵ is independently unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R⁵ is unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R⁵ is unsubstituted C₁-C₄ alkyl. In embodiments, R⁵ is unsubstituted 2 to 4 membered heteroalkyl.

[0151] In embodiments, R⁵ is independently unsubstituted alkyl. In embodiments, R⁵ is independently unsubstituted C₁-C₆ alkyl. In embodiments, R⁵ is independently unsubstituted C₁-C₅ alkyl. In embodiments, R⁵ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R⁵ is independently unsubstituted C₁-C₃ alkyl. In embodiments, R⁵ is independently unsubstituted C₁-C₂ alkyl. In embodiments, R⁵ is independently unsubstituted C₂-C₆ alkyl. In embodiments, R⁵ is independently unsubstituted C₂-C₅ alkyl. In embodiments, R⁵ is independently unsubstituted C₂-C₄ alkyl. In embodiments, R⁵ is independently unsubstituted C₂-C₃ alkyl. In embodiments, R⁵ is independently unsubstituted C₃-C₆ alkyl. In embodiments, R⁵ is independently unsubstituted C₄-C₆ alkyl. In embodiments, R⁵ is independently unsubstituted C₅-C₆ alkyl.

[0152] In embodiments, z3 is 1. In embodiments, z3 is 0. In embodiments, z3 is 2. In embodiments, z3 is 3. In embodiments, z3 is 4. In embodiments, z3 is 5. In embodiments, z3 is 6. In embodiments, z3 is 7.

[0153] In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently hydrogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently hydrogen. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently $-CX^B_3$. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently $-CHX^B_2$. In 10 embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently $-CH_2X^B$. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently $-CN$. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently $-COOH$. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently $-CONH_2$. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted alkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted heteroalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is 15 independently substituted or unsubstituted cycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted heterocycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted aryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted heteroaryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted alkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently 20 substituted heteroalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted cycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted heterocycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted aryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted heteroaryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted alkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently 25 unsubstituted heteroalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted cycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted heterocycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted aryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted heteroaryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted C_1 - C_4 alkyl. In embodiments, 30 R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted C_3 - C_6 cycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently

substituted or unsubstituted phenyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted C_1 - C_4 alkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted 2 to 4 membered heteroalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted C_3 - C_6 cycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted phenyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently substituted 5 to 6 membered heteroaryl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted C_1 - C_4 alkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted C_3 - C_6 cycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted phenyl. In embodiments, R^{11} , R^{12} , R^{13} , or R^{14} is independently unsubstituted 5 to 6 membered heteroaryl.

[0154] In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heteroaryl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted heteroaryl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted heteroaryl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted 5 to 6 membered heteroaryl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted 3 to 6 membered

heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted 5 to 6 membered heteroaryl.

[0155] In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently hydrogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently hydrogen. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently $-CX^C_3$. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently $-CHX^C_2$. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently $-CH_2X^C$. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently $-CN$. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently $-COOH$. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently $-CONH_2$. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted alkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted heteroalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted cycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted heterocycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted aryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted heteroaryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted alkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted heteroalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted cycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted heterocycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted aryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted heteroaryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted alkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted heteroalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted cycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted heterocycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted aryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted heteroaryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted C_1 - C_4 alkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted C_3 - C_6 cycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted or unsubstituted phenyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently

substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted C_1 - C_4 alkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted 2 to 4 membered heteroalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted C_3 - C_6 cycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted phenyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently substituted 5 to 6 membered heteroaryl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted C_1 - C_4 alkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted C_3 - C_6 cycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted phenyl. In embodiments, R^{15} , R^{16} , R^{17} , or R^{18} is independently unsubstituted 5 to 6 membered heteroaryl.

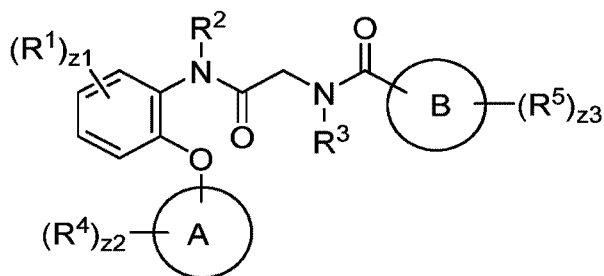
[0156] In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heteroaryl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted heteroaryl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted heteroaryl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted 5 to 6 membered heteroaryl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form an unsubstituted 5 to 6 membered heteroaryl.

[0157] In embodiments, m1 is 1. In embodiments, m1 is 2. In embodiments, v1 is 1. In
embodiments, v1 is 2. In embodiments, m4 is 1. In embodiments, m4 is 2. In embodiments, m5
is 1. In embodiments, m5 is 2. In embodiments, v4 is 1. In embodiments, v4 is 2. In
embodiments, v5 is 1. In embodiments, v5 is 2. In embodiments, n1 is 0. In embodiments, n1 is
1. In embodiments, n1 is 2. In embodiments, n1 is 3. In embodiments, n1 is 4. In
embodiments, n4 is 0. In embodiments, n4 is 1. In embodiments, n4 is 2. In embodiments, n4 is
3. In embodiments, n4 is 4. In embodiments, n5 is 0. In embodiments, n5 is 1. In
embodiments, n5 is 2. In embodiments, n5 is 3. In embodiments, n5 is 4.

[0158] In embodiments, X^1 is independently -Cl. In embodiments, X^1 is independently -Br.

In embodiments, X^1 is independently -I. In embodiments, X^1 is independently -F. In
embodiments, X^2 is independently -Cl. In embodiments, X^2 is independently -Br. In
embodiments, X^2 is independently -I. In embodiments, X^2 is independently -F. In
embodiments, X^3 is independently -Cl. In embodiments, X^3 is independently -Br. In
embodiments, X^3 is independently -I. In embodiments, X^3 is independently -F. In
embodiments, X^4 is independently -Cl. In embodiments, X^4 is independently -Br. In
embodiments, X^4 is independently -I. In embodiments, X^4 is independently -F. In
embodiments, X^5 is independently -Cl. In embodiments, X^5 is independently -Br. In
embodiments, X^5 is independently -I. In embodiments, X^5 is independently -F. In
embodiments, X^A is independently -Cl. In embodiments, X^A is independently -Br. In
embodiments, X^A is independently -I. In embodiments, X^A is independently -F. In
embodiments, X^B is independently -Cl. In embodiments, X^B is independently -Br. In
embodiments, X^B is independently -I. In embodiments, X^B is independently -F. In
embodiments, X^C is independently -Cl. In embodiments, X^C is independently -Br. In
embodiments, X^C is independently -I. In embodiments, X^C is independently -F.

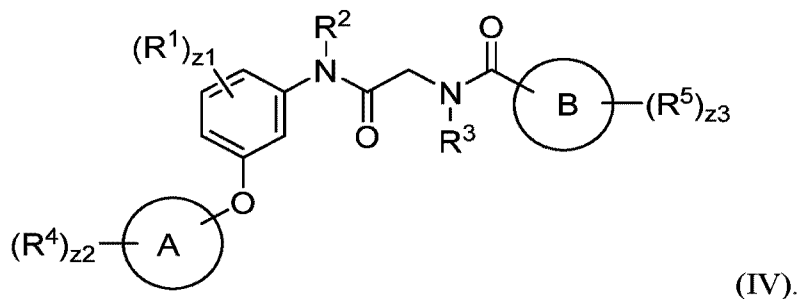
[0159] In embodiments, the compound has the formula:



(III).

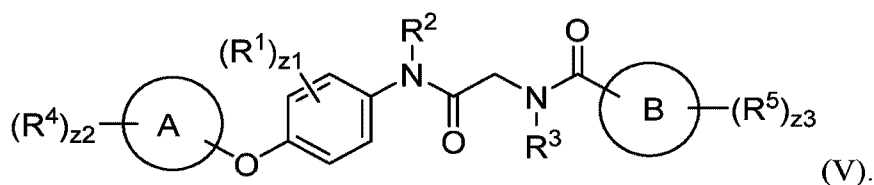
R^1 , R^2 , R^3 , R^4 , R^5 , Ring A, Ring B, z_1 , z_2 , and z_3 are as described herein, including in compounds of formula (I) and (II). In embodiments, z_1 is 0. In embodiments, z_2 is 0. In embodiments, z_3 is 0. In embodiments, R^2 is hydrogen. In embodiments, R^3 is hydrogen.

[0160] In embodiments, the compound has the formula:



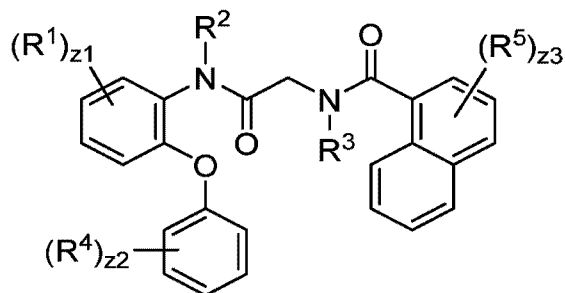
R^1 , R^2 , R^3 , R^4 , R^5 , Ring A, Ring B, z_1 , z_2 , and z_3 are as described herein, including in compounds of formula (I) and (II).

[0161] In embodiments, the compound has the formula:

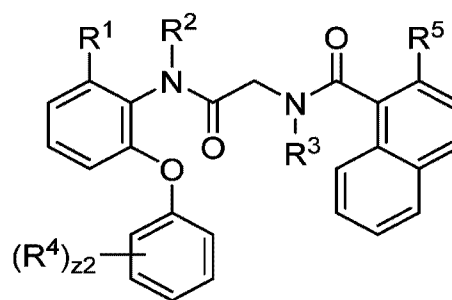


10 R^1 , R^2 , R^3 , R^4 , R^5 , Ring A, Ring B, z_1 , z_2 , and z_3 are as described herein, including in compounds of formula (I) and (II).

[0162] In embodiments, the compound has the formula:



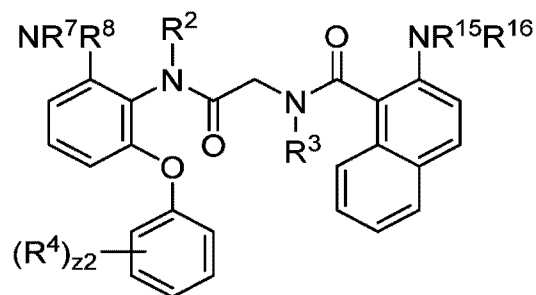
R^1 , R^2 , R^3 , R^4 , R^5 , z_1 , z_2 , and z_3 are as described herein, including in compounds of formula (I) to (V).



[0163] In embodiments, the compound has the formula:

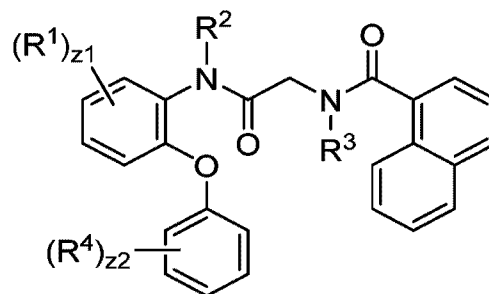
R^1 , R^2 , R^3 , R^4 , R^5 , and $z2$ are as described herein, including in compounds of formula (I) to (V).

[0164] In embodiments, the compound has the formula:



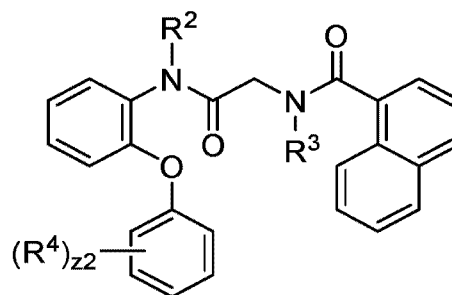
R^2 , R^3 , R^4 , R^7 , R^8 , R^{15} , R^{16} , and $z2$ are as described

5 herein, including in compounds of formula (I) to (V).



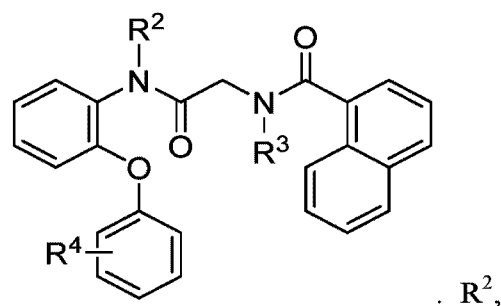
[0165] In embodiments, the compound has the formula:

R^1 , R^2 , R^3 , R^4 , $z1$, and $z2$ are as described herein, including in compounds of formula (I) to (V).



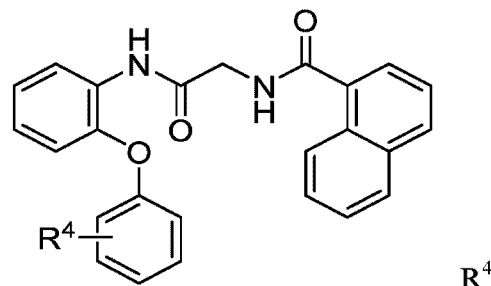
[0166] In embodiments, the compound has the formula:

10 R^2 , R^3 , R^4 , and $z2$ are as described herein, including in compounds of formula (I) to (V).



[0167] In embodiments, the compound has the formula:

R³, and R⁴ are as described herein, including in compounds of formula (I) to (V).

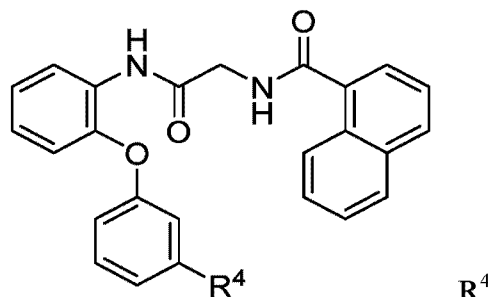


[0168] In embodiments, the compound has the formula:

is as described herein, including in compounds of formula (I) to (V). In embodiments, R⁴ is independently -OR¹⁴. In embodiments, R⁴ is independently -SR¹⁴. In embodiments, R¹⁴ is independently hydrogen or unsubstituted alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₃ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₃-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₅-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen. In embodiments, R¹⁴ is independently unsubstituted alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₃ alkyl. In

embodiments, R^{14} is independently unsubstituted C_3 - C_6 alkyl. In embodiments, R^{14} is independently unsubstituted C_4 - C_6 alkyl. In embodiments, R^{14} is independently unsubstituted C_5 - C_6 alkyl. In embodiments, R^{14} is independently unsubstituted methyl. In embodiments, R^{14} is independently unsubstituted ethyl. In embodiments, R^{14} is independently unsubstituted propyl.

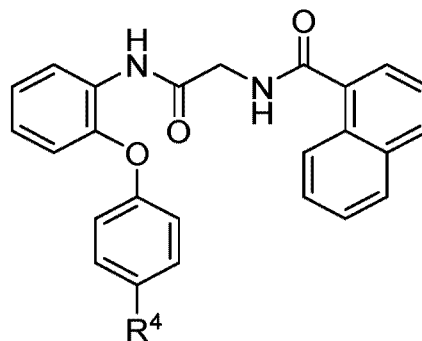
5 In embodiments, R^{14} is independently unsubstituted isopropyl. In embodiments, R^{14} is independently unsubstituted tert-butyl.



[0169] In embodiments, the compound has the formula:

is as described herein, including in compounds of formula (I) to (V). In embodiments, R^{14} is independently $-OR^{14}$. In embodiments, R^{14} is independently $-SR^{14}$. In embodiments, R^{14} is independently hydrogen or unsubstituted alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_1 - C_6 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_1 - C_5 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_1 - C_4 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_1 - C_3 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_1 - C_2 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_2 - C_6 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_2 - C_5 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_2 - C_4 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_2 - C_3 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_3 - C_6 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_4 - C_6 alkyl. In embodiments, R^{14} is independently hydrogen or unsubstituted C_5 - C_6 alkyl. In embodiments, R^{14} is independently hydrogen. In embodiments, R^{14} is independently unsubstituted alkyl. In embodiments, R^{14} is independently unsubstituted C_1 - C_6 alkyl. In embodiments, R^{14} is independently unsubstituted C_1 - C_5 alkyl. In embodiments, R^{14} is independently unsubstituted C_1 - C_4 alkyl. In embodiments, R^{14} is independently unsubstituted C_1 - C_3 alkyl. In embodiments, R^{14} is independently unsubstituted C_1 - C_2 alkyl. In embodiments, R^{14} is independently unsubstituted C_2 - C_6 alkyl. In embodiments, R^{14} is independently unsubstituted C_2 - C_5 alkyl. In embodiments, R^{14} is independently unsubstituted C_2 - C_4 alkyl. In embodiments, R^{14} is independently unsubstituted C_2 - C_3 alkyl. In embodiments, R^{14} is independently unsubstituted C_3 - C_6 alkyl. In embodiments, R^{14} is

independently unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₅-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted methyl. In embodiments, R¹⁴ is independently unsubstituted ethyl. In embodiments, R¹⁴ is independently unsubstituted propyl. In embodiments, R¹⁴ is independently unsubstituted isopropyl. In embodiments, R¹⁴ is independently unsubstituted tert-butyl.

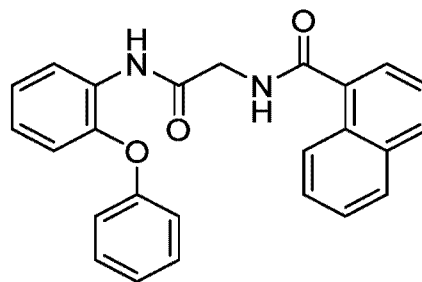


[0170] In embodiments, the compound has the formula:

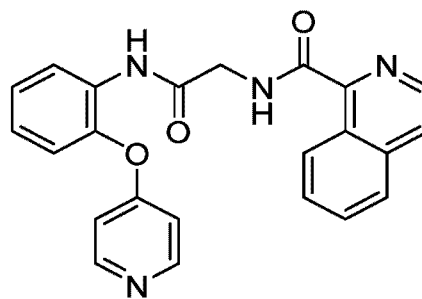
R⁴

is as described herein, including in compounds of formula (I) to (V). In embodiments, R⁴ is independently -OR¹⁴. In embodiments, R⁴ is independently -SR¹⁴. In embodiments, R¹⁴ is independently hydrogen or unsubstituted alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₂-C₃ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₃-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen or unsubstituted C₅-C₆ alkyl. In embodiments, R¹⁴ is independently hydrogen. In embodiments, R¹⁴ is independently unsubstituted alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₂-C₃ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₃-C₆ alkyl. In embodiments, R¹⁴ is

independently unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted C₅-C₆ alkyl. In embodiments, R¹⁴ is independently unsubstituted methyl. In embodiments, R¹⁴ is independently unsubstituted ethyl. In embodiments, R¹⁴ is independently unsubstituted propyl. In embodiments, R¹⁴ is independently unsubstituted isopropyl. In embodiments, R¹⁴ is independently unsubstituted tert-butyl.

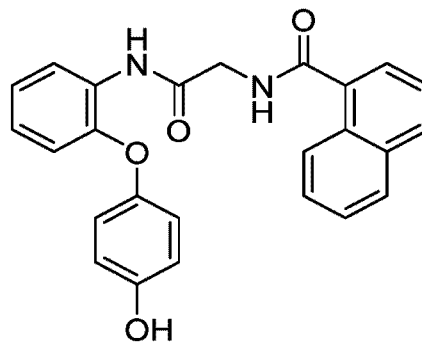
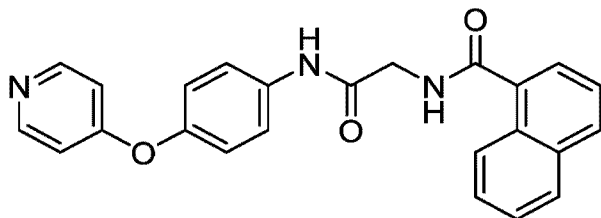


[0171] In embodiments, the compound has the formula:

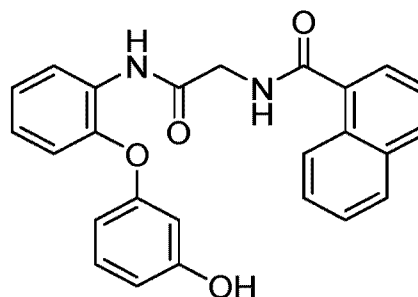


[0172] In embodiments, the compound has the formula:

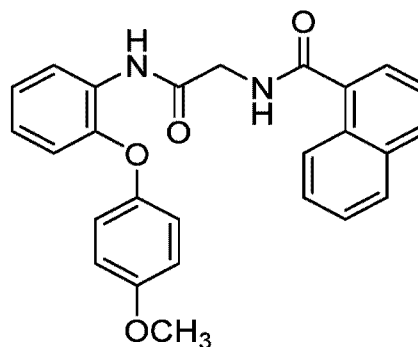
[0173] In embodiments, the compound has the formula:



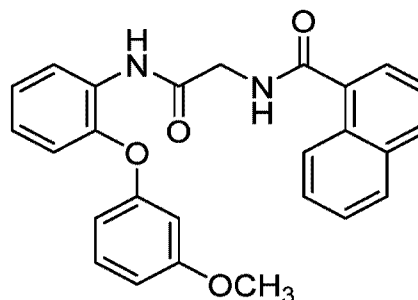
10 [0174] In embodiments, the compound has the formula:



[0175] In embodiments, the compound has the formula:



[0176] In embodiments, the compound has the formula:



[0177] In embodiments, the compound has the formula:

[0178] In embodiments, R^1 is independently hydrogen, oxo,

- 5 halogen, $-CX^1_3$, $-CHX^1_2$, $-OCH_2X^1$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, R^{30} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{30} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{30} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{30} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{30} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{30} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^1 is halogen. In embodiments, X^1 is F. In embodiments, R^1 is independently

halogen, $-CX^1_3$, $-CHX^1_2$, $-OCH_2X^1$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, R^{30} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{30} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{30} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{30} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{30} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{30} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0179] R^{30} is independently oxo, halogen, $-CX^{30}_3$, $-CHX^{30}_2$, $-CH_2X^{30}$, $-OCH_2X^{30}$, $-OCHX^{30}_2$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{30}_3$, R^{31} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{31} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{31} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{31} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{31} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{31} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{30} is halogen. In embodiments, X^{30} is F.

[0180] R^{31} is independently oxo, halogen, $-CX^{31}_3$, $-CHX^{31}_2$, $-CH_2X^{31}$, $-OCH_2X^{31}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{31}_3$, $-OCHX^{31}_2$, R^{32} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{32} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{32} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{32} -substituted or

unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{32} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{32} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{31} is halogen. In embodiments, X^{31} is F.

[0181] In embodiments, R^2 is independently hydrogen, oxo, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-OCH_2X^2$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^2_3$, $-OCHX^2_2$, R^{33} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{33} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{33} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{33} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{33} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{33} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^2 is halogen. In embodiments, X^2 is F.

[0182] In embodiments, R^2 is independently halogen, $-CX^2_3$, $-CHX^2_2$, $-OCH_2X^2$, $-CH_2X^2$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^2_3$, $-OCHX^2_2$, R^{33} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{33} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{33} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{33} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{33} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{33} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R^2 is hydrogen.

[0183] R^{33} is independently oxo, halogen, $-CX^{33}_3$, $-CHX^{33}_2$, $-CHX^{33}_2$, $-OCH_2X^{33}$, $-OCHX^{33}_2$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$,

-NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX³³₃, -OCHX³³₂, R³⁴-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁴-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁴-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X³³ is halogen. In embodiments, X³³ is F.

[0184] R³⁴ is independently oxo, halogen, -CX³⁴₃, -CHX³⁴₂, -CH₂X³⁴₂, -OCH₂X³⁴, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX³⁴₃, -OCHX³⁴₂, R³⁵-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁵-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁵-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁵-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³⁵-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁵-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X³⁴ is halogen. In embodiments, X³⁴ is F.

[0185] In embodiments, R³ is independently hydrogen, oxo, halogen, -CX³₃, -CHX³₂, -CH₂X³, -OCH₂X³, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX³₃, -OCHX³₂, R³⁶-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁶-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁶-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁶-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered

- heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{36} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{36} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^3 is halogen. In embodiments, X^3 is F. In embodiments, R^3 is independently
- 5 halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-OCH_2X^3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH SO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^3_3$, $-OCHX^3_2$, R^{36} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{36} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{36} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{36} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{36} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{36} -substituted or unsubstituted
- 10 heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R^3 is hydrogen.
- [0186]** R^{36} is independently oxo, halogen, $-CX^{36}_3$, $-CHX^{36}_2$, $-CH_2X^{36}$, $-OCH_2X^{36}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH SO_2H$, $-NHC=(O)H$, $-NHC(O)-$
- 20 OH , $-NHOH$, $-OCX^{36}_3$, $-OCHX^{36}_2$, R^{37} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{37} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{37} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{37} -substituted or unsubstituted
- 25 heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{37} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{37} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{36} is halogen. In embodiments, X^{36} is F.
- [0187]** R^{37} is independently oxo,
- 30 halogen, $-CX^{37}_3$, $-CHX^{37}_2$, $-CH_2X^{37}$, $-OCH_2X^{37}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH SO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{37}_3$, $-OCHX^{37}_2$, R^{38} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{38} -substituted or unsubstituted heteroalkyl (e.g. 2

to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{38} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{38} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{38} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{38} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{37} is halogen. In embodiments, X^{37} is F.

[0188] In embodiments, R^4 is independently hydrogen, oxo,

halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-OCH_2X^4$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^4_3$, $-OCHX^4_2$, R^{39} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{39} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{39} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{39} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{39} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{39} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^4 is halogen. In embodiments, X^4 is F. In embodiments, R^4 is independently halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-OCH_2X^4$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^4_3$, $-OCHX^4_2$, R^{39} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{39} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{39} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{39} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{39} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{39} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0189] R^{39} is independently oxo,

halogen, $-CX^{39}_3$, $-CHX^{39}_2$, $-CH_2X^{39}$, $-OCH_2X^{39}$, $-OCHX^{39}_2$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{39}_3$, $-OCHX^{39}_2$, R^{40} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{40} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{40} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{40} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{40} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{40} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{39} is halogen. In embodiments, X^{39} is F.

[0190] R^{40} is independently oxo,

halogen, $-CX^{40}_3$, $-CHX^{40}_2$, $-CH_2X^{40}$, $-OCH_2X^{40}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{40}_3$, $-OCHX^{40}_2$, R^{41} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{41} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{41} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{41} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{41} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{41} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{40} is halogen. In embodiments, X^{40} is F.

[0191] In embodiments, R^5 is independently hydrogen, oxo, halogen, $-CX^5_3$, $-CHX^5_2$,

$-CH_2X^5$, $-OCH_2X^5$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^5_3$, $-OCHX^5_2$, R^{42} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{42} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{42} -substituted or unsubstituted cycloalkyl (e.g.

C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴²-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴²-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁵ is halogen. In embodiments, X⁵ is F. In embodiments, R⁵ is independently halogen, -CX⁵₃, -CHX⁵₂, -CH₂X⁵, -OCH₂X⁵, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁵₃, -OCHX⁵₂, R⁴²-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴²-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴²-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴²-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴²-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0192] R⁴² is independently oxo, halogen, -CX⁴²₃, -CHX⁴²₂, -CH₂X⁴², -OCH₂X⁴², -OCHX⁴²₂, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁴²₃, -OCHX⁴²₂, R⁴³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴³-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴³-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴³-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴³-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴³-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁴² is halogen. In embodiments, X⁴² is F.

[0193] R⁴³ is independently oxo, halogen, -CX⁴³₃, -CHX⁴³₂, -CH₂X⁴³, -OCH₂X⁴³, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -

NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁴³₃, -OCHX⁴³₂, R⁴⁴-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴⁴-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁴-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁴³ is halogen. In embodiments, X⁴³ is F.

[0194] In embodiments, R⁷ is independently hydrogen, oxo, halogen, -CX⁷₃, -CHX⁷₂, -CH₂X⁷, -OCH₂X⁷, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁷₃, -OCHX⁷₂, R⁴⁸-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴⁸-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴⁸-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁸-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴⁸-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁸-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁷ is halogen. In embodiments, X⁷ is F. In embodiments, R⁷ and R⁸ substituents bonded to the same nitrogen atom may optionally be joined to form a R⁴⁸-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), or R⁴⁸-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0195] In embodiments, R⁷ is independently hydrogen or unsubstituted alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₁-C₆ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₁-C₅ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₁-C₄ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₁-C₃ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₁-C₂ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₂-C₆ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₂-C₅ alkyl. In embodiments, R⁷ is independently

hydrogen or unsubstituted C₂-C₄ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₂-C₃ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₃-C₆ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₄-C₆ alkyl. In embodiments, R⁷ is independently hydrogen or unsubstituted C₅-C₆ alkyl. In embodiments, R⁷ is independently hydrogen. In embodiments, R⁷ is independently unsubstituted alkyl. In embodiments, R⁷ is independently unsubstituted C₁-C₆ alkyl. In embodiments, R⁷ is independently unsubstituted C₁-C₅ alkyl. In embodiments, R⁷ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R⁷ is independently unsubstituted C₁-C₃ alkyl. In embodiments, R⁷ is independently unsubstituted C₁-C₂ alkyl. In embodiments, R⁷ is independently unsubstituted C₂-C₆ alkyl. In embodiments, R⁷ is independently unsubstituted C₂-C₅ alkyl. In embodiments, R⁷ is independently unsubstituted C₂-C₄ alkyl. In embodiments, R⁷ is independently unsubstituted C₂-C₃ alkyl. In embodiments, R⁷ is independently unsubstituted C₃-C₆ alkyl. In embodiments, R⁷ is independently unsubstituted C₄-C₆ alkyl. In embodiments, R⁷ is independently unsubstituted C₅-C₆ alkyl. In embodiments, R⁷ is hydrogen. In embodiments, R⁷ is independently hydrogen, halogen, -CX⁷₃, -CHX⁷₂, -CH₂X⁷, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R⁷ and R⁸ substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl.

[0196] R⁴⁸ is independently oxo, halogen, -CX⁴⁸₃, -CHX⁴⁸₂, -CH₂X⁴⁸, -OCH₂X⁴⁸, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCX⁴⁸₃, -OCHX⁴⁸₂, R⁴⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴⁹-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴⁹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴⁹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁴⁸ is halogen. In embodiments, X⁴⁸ is F.

[0197] R⁴⁹ is independently oxo,

halogen, -CX⁴⁹₃, -CHX⁴⁹₂, -CH₂X⁴⁹, -OCH₂X⁴⁹, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁴⁹₃, -OCHX⁴⁹₂, R⁵⁰-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁰-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁰-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁰-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁰-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁴⁹ is halogen. In embodiments, X⁴⁹ is F.

[0198] In embodiments, R⁸ is independently hydrogen, oxo,

halogen, -CX⁸₃, -CHX⁸₂, -CH₂X⁸, -OCH₂X⁸, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁸₃, -OCHX⁸₂, R⁵¹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵¹-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵¹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵¹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵¹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵¹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁸ is halogen. In embodiments, X⁸ is F. In embodiments, X⁷ is F. In embodiments, R⁷ and R⁸ substituents bonded to the same nitrogen atom may optionally be joined to form a R⁵¹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl) or R⁵¹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0199] In embodiments, R⁸ is independently hydrogen or unsubstituted alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₁-C₆ alkyl. In embodiments, R⁸ is independently

hydrogen or unsubstituted C₁-C₅ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₁-C₄ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₁-C₃ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₁-C₂ alkyl. In
 5 embodiments, R⁸ is independently hydrogen or unsubstituted C₂-C₆ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₂-C₅ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₂-C₄ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₂-C₃ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₃-C₆ alkyl. In embodiments, R⁸ is independently hydrogen or unsubstituted C₄-C₆ alkyl. In
 10 embodiments, R⁸ is independently hydrogen or unsubstituted C₅-C₆ alkyl. In embodiments, R⁸ is independently hydrogen. In embodiments, R⁸ is independently unsubstituted alkyl. In embodiments, R⁸ is independently unsubstituted C₁-C₆ alkyl. In embodiments, R⁸ is independently unsubstituted C₁-C₅ alkyl. In embodiments, R⁸ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R⁸ is independently unsubstituted C₁-C₃ alkyl. In embodiments, R⁸ is independently unsubstituted C₁-C₂ alkyl. In embodiments, R⁸ is independently unsubstituted C₂-
 15 C₆ alkyl. In embodiments, R⁸ is independently unsubstituted C₂-C₅ alkyl. In embodiments, R⁸ is independently unsubstituted C₂-C₄ alkyl. In embodiments, R⁸ is independently unsubstituted C₂-C₃ alkyl. In embodiments, R⁸ is independently unsubstituted C₃-C₆ alkyl. In embodiments, R⁸ is independently unsubstituted C₄-C₆ alkyl. In embodiments, R⁸ is independently unsubstituted C₅-C₆ alkyl. In embodiments, R⁸ is hydrogen. In embodiments, R⁸ is independently hydrogen,
 20 halogen, -CX⁸₃, -CHX⁸₂, -CH₂X⁸, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0200] R⁵¹ is independently oxo,
 25 halogen, -CX⁵¹₃, -CHX⁵¹₂, -CH₂X⁵¹, -OCH₂X⁵¹, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁵¹₃, -OCHX⁵¹₂, R⁵²-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵²-substituted or unsubstituted heteroalkyl (e.g. 2
 30 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵²-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵²-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵²-substituted or unsubstituted aryl

(e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁵¹ is halogen. In embodiments, X⁵¹ is F.

[0201] R⁵² is independently oxo,

5 halogen, -CX⁵²₃, -CHX⁵²₂, -CH₂X⁵², -OCH₂X⁵², -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁵²₃, -OCHX⁵²₂, R⁵³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵³-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵³-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵³-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵³-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵³-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁵² is halogen. In embodiments, X⁵² is F.

[0202] In embodiments, R⁹ is independently hydrogen, oxo,

halogen, -CX⁹₃, -CHX⁹₂, -CH₂X⁹, -OCH₂X⁹, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁹₃, -OCHX⁹₂, R⁵⁴-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁴-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁴-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁹ is halogen. In embodiments, X⁹ is F. In embodiments, R⁹ is hydrogen. In embodiments, R⁹ is independently hydrogen, halogen, -CX⁹₃, -CHX⁹₂, -CH₂X⁹, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0203] R⁵⁴ is independently oxo,

halogen, -CX⁵⁴₃, -CHX⁵⁴₂, -CH₂X⁵⁴, -OCH₂X⁵⁴, -OCHX⁵⁴₂, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁵⁴₃, -OCHX⁵⁴₂, R⁵⁵-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁵-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁵-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁵-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁵-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁵-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁵⁴ is halogen. In embodiments, X⁵⁴ is F.

[0204] R⁵⁵ is independently oxo,

halogen, -CX⁵⁵₃, -CHX⁵⁵₂, -CH₂X⁵⁵, -OCH₂X⁵⁵, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁵⁵₃, -OCHX⁵⁵₂, R⁵⁶-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁶-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁶-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁶-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁶-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁶-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁵⁵ is halogen. In embodiments, X⁵⁵ is F.

[0205] In embodiments, R¹⁰ is independently hydrogen, oxo,

halogen, -CX¹⁰₃, -CHX¹⁰₂, -CH₂X¹⁰, -OCH₂X¹⁰, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX¹⁰₃, -OCHX¹⁰₂, R⁵⁷-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁷-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁷-substituted or unsubstituted

cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁷-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁷-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁷-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X¹⁰ is halogen. In embodiments, X¹⁰ is F. In embodiments, R¹⁰ is hydrogen. In embodiments, R¹⁰ is independently hydrogen, halogen, -CX¹⁰₃, -CHX¹⁰₂, -CH₂X¹⁰, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0206] R⁵⁷ is independently oxo, halogen, -CX⁵⁷₃, -CHX⁵⁷₂, -CH₂X⁵⁷, -OCH₂X⁵⁷, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCX⁵⁷₃, -OCHX⁵⁷₂, R⁵⁸-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁸-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁸-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁸-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁸-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁸-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁵⁷ is halogen. In embodiments, X⁵⁷ is F.

[0207] R⁵⁸ is independently oxo, halogen, -CX⁵⁸₃, -CHX⁵⁸₂, -CH₂X⁵⁸, -OCH₂X⁵⁸, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCX⁵⁸₃, -OCHX⁵⁸₂, R⁵⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁹-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁹-substituted or unsubstituted aryl

(e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁵⁸ is halogen. In embodiments, X⁵⁸ is F.

[0208] In embodiments, R¹¹ is independently hydrogen, oxo,

5 halogen, -CX¹¹₃, -CHX¹¹₂, -CH₂X¹¹, -OCH₂X¹¹, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NH₂SO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCX¹¹₃, -OCHX¹¹₂, R⁶⁰-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶⁰-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶⁰-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶⁰-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁰-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X¹¹ is halogen. In embodiments, X¹¹ is F. In embodiments, R¹¹ and R¹² substituents bonded to the same nitrogen atom may optionally be joined to form a R⁶⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl) or R⁶⁰-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In

25 **[0209]** R⁶⁰ is independently oxo,

halogen, -CX⁶⁰₃, -CHX⁶⁰₂, -CH₂X⁶⁰, -OCH₂X⁶⁰, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NH₂SO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCX⁶⁰₃, -OCHX⁶⁰₂, R⁶¹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶¹-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶¹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶¹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered

heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{61} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{61} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{60} is halogen. In embodiments, X^{60} is F.

5 **[0210]** R^{61} is independently oxo, halogen, $-CX^{61}_3$, $-CHX^{61}_2$, $-CH_2X^{61}$, $-OCH_2X^{61}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{61}_3$, $-OCHX^{61}_2$, R^{62} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{62} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{62} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{62} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{62} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{62} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{61} is halogen. In embodiments, X^{61} is F.

[0211] In embodiments, R^{12} is independently hydrogen, oxo, halogen, $-CX^{12}_3$, $-CHX^{12}_2$, $-CH_2X^{12}$, $-OCH_2X^{12}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{12}_3$, $-OCHX^{12}_2$, R^{63} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{63} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{63} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{63} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{63} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{63} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{12} is halogen. In embodiments, X^{12} is F. In embodiments, R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a R^{63} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl) or R^{63} -substituted or unsubstituted heteroaryl (e.g. 5 to 10

membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In
embodiments, R^{12} is hydrogen. In embodiments, R^{12} is independently hydrogen, halogen, $-CX^{12}_3$,
 $-CHX^{12}_2$, $-CH_2X^{12}$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or
unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0212] R^{63} is independently oxo,

halogen, $-CX^{63}_3$, $-CHX^{63}_2$, $-CH_2X^{63}$, $-OCH_2X^{63}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$,
 $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$,
 $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{63}_3$, $-OCHX^{63}_2$, R^{64} -substituted or unsubstituted alkyl
(e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{64} -substituted or unsubstituted heteroalkyl (e.g. 2
to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6
membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{64} -substituted or unsubstituted
cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{64} -substituted or
unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{64} -substituted or unsubstituted aryl
(e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{64} -substituted or unsubstituted heteroaryl (e.g. 5 to 10
membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{63} is
halogen. In embodiments, X^{63} is F.

[0213] R^{64} is independently oxo,

halogen, $-CX^{64}_3$, $-CHX^{64}_2$, $-CH_2X^{64}$, $-OCH_2X^{64}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$,
 $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$,
 $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{64}_3$, $-OCHX^{64}_2$, R^{65} -substituted or unsubstituted alkyl
(e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{65} -substituted or unsubstituted heteroalkyl (e.g. 2
to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6
membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{65} -substituted or unsubstituted
cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{65} -substituted or
unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{65} -substituted or unsubstituted aryl
(e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{65} -substituted or unsubstituted heteroaryl (e.g. 5 to 10
membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{64} is
halogen. In embodiments, X^{64} is F.

[0214] In embodiments, R^{13} is independently hydrogen, oxo,

halogen, $-CX^{13}_3$, $-CHX^{13}_2$, $-CH_2X^{13}$, $-OCH_2X^{13}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$,

-SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX¹³₃, -OCHX¹³₂, R⁶⁶-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶⁶-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶⁶-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶⁶-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶⁶-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁶-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X¹³ is halogen. In embodiments, X¹³ is F. In embodiments, R¹³ is hydrogen. In embodiments, R¹³ is independently hydrogen, halogen, -CX¹³₃, -CHX¹³₂, -CH₂X¹³, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0215] R⁶⁶ is independently oxo, halogen, -CX⁶⁶₃, -CHX⁶⁶₂, -CH₂X⁶⁶, -OCH₂X⁶⁶, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁶⁶₃, -OCHX⁶⁶₂, R⁶⁷-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶⁷-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶⁷-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶⁷-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶⁷-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁷-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁶⁶ is halogen. In embodiments, X⁶⁶ is F.

[0216] R⁶⁷ is independently oxo, halogen, -CX⁶⁷₃, -CHX⁶⁷₂, -CH₂X⁶⁷, -OCH₂X⁶⁷, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁶⁷₃, -OCHX⁶⁷₂, R⁶⁸-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶⁸-substituted or unsubstituted heteroalkyl (e.g. 2

to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{68} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{68} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{68} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{68} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{67} is halogen. In embodiments, X^{67} is F.

[0217] In embodiments, R^{14} is independently hydrogen, oxo, halogen, $-CX^{14}_3$, $-CHX^{14}_2$, $-CH_2X^{14}$, $-OCH_2X^{14}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{14}_3$, $-OCHX^{14}_2$, R^{69} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{69} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{69} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{69} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{69} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{69} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{14} is halogen. In embodiments, X^{14} is F. In embodiments, R^{14} is hydrogen. In embodiments, R^{14} is independently hydrogen, halogen, $-CX^{14}_3$, $-CHX^{14}_2$, $-CH_2X^{14}$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0218] R^{69} is independently oxo, halogen, $-CX^{69}_3$, $-CHX^{69}_2$, $-CH_2X^{69}$, $-OCH_2X^{69}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{69}_3$, $-OCHX^{69}_2$, R^{70} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{70} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{70} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{70} -substituted or

unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{70} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{70} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{69} is halogen. In embodiments, X^{69} is F.

[0219] R^{70} is independently oxo,

halogen, $-CX^{70}_3$, $-CHX^{70}_2$, $-CH_2X^{70}$, $-OCH_2X^{70}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{70}_3$, $-OCHX^{70}_2$, R^{71} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{71} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{71} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{71} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{71} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{71} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{70} is halogen. In embodiments, X^{70} is F.

[0220] In embodiments, R^{15} is independently hydrogen, oxo,

halogen, $-CX^{15}_3$, $-CHX^{15}_2$, $-CH_2X^{15}$, $-OCH_2X^{15}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{15}_3$, $-OCHX^{15}_2$, R^{72} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{72} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{72} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{72} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{72} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{72} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{15} is halogen. In embodiments, X^{15} is F. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a R^{72} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5

to 6 membered heterocycloalkyl) or R⁷²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R¹⁵ is hydrogen. In embodiments, R¹⁵ is independently hydrogen, halogen, -CX¹⁵₃, -CHX¹⁵₂, -CH₂X¹⁵, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0221] In embodiments, R¹⁵ is independently hydrogen or unsubstituted alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₂-C₃ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₃-C₆ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁵ is independently hydrogen or unsubstituted C₅-C₆ alkyl. In embodiments, R¹⁵ is independently hydrogen. In embodiments, R¹⁵ is independently unsubstituted alkyl. In embodiments, R¹⁵ is independently unsubstituted C₁-C₆ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₁-C₅ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₁-C₄ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₁-C₃ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₁-C₂ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₂-C₆ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₂-C₅ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₂-C₄ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₂-C₃ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₃-C₆ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₄-C₆ alkyl. In embodiments, R¹⁵ is independently unsubstituted C₅-C₆ alkyl.

[0222] R⁷² is independently oxo, halogen, -CX⁷²₃, -CHX⁷²₂, -CH₂X⁷², -OCH₂X⁷², -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCX⁷²₃, -OCHX⁷²₂, R⁷³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷³-substituted or unsubstituted heteroalkyl (e.g. 2

to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{73} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{73} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{73} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{73} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{72} is halogen. In embodiments, X^{72} is F.

[0223] R^{73} is independently oxo,

10 halogen, $-CX^{73}_3$, $-CHX^{73}_2$, $-CH_2X^{73}$, $-OCH_2X^{73}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{73}_3$, $-OCHX^{73}_2$, R^{74} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{74} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{74} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{74} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{74} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{74} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{73} is halogen. In embodiments, X^{73} is F.

[0224] In embodiments, R^{16} is independently hydrogen, oxo,

halogen, $-CX^{16}_3$, $-CHX^{16}_2$, $-CH_2X^{16}$, $-OCH_2X^{16}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{16}_3$, $-OCHX^{16}_2$, R^{75} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{75} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{75} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{75} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{75} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{75} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{16} is

halogen. In embodiments, X^{16} is F. In embodiments, R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a R^{75} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl) or R^{75} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R^{16} is hydrogen. In embodiments, R^{16} is independently hydrogen, halogen, $-CX^{16}_3$, $-CHX^{16}_2$, $-CH_2X^{16}$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0225] In embodiments, R^{16} is independently hydrogen or unsubstituted alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_1 - C_6 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_1 - C_5 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_1 - C_4 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_1 - C_3 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_1 - C_2 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_2 - C_6 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_2 - C_5 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_2 - C_4 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_2 - C_3 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_3 - C_6 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_4 - C_6 alkyl. In embodiments, R^{16} is independently hydrogen or unsubstituted C_5 - C_6 alkyl. In embodiments, R^{16} is independently hydrogen. In embodiments, R^{16} is independently unsubstituted alkyl. In embodiments, R^{16} is independently unsubstituted C_1 - C_6 alkyl. In embodiments, R^{16} is independently unsubstituted C_1 - C_5 alkyl. In embodiments, R^{16} is independently unsubstituted C_1 - C_4 alkyl. In embodiments, R^{16} is independently unsubstituted C_1 - C_3 alkyl. In embodiments, R^{16} is independently unsubstituted C_1 - C_2 alkyl. In embodiments, R^{16} is independently unsubstituted C_2 - C_6 alkyl. In embodiments, R^{16} is independently unsubstituted C_2 - C_5 alkyl. In embodiments, R^{16} is independently unsubstituted C_2 - C_4 alkyl. In embodiments, R^{16} is independently unsubstituted C_2 - C_3 alkyl. In embodiments, R^{16} is independently unsubstituted C_3 - C_6 alkyl. In embodiments, R^{16} is independently unsubstituted C_4 - C_6 alkyl. In embodiments, R^{16} is independently unsubstituted C_5 - C_6 alkyl.

[0226] R^{75} is independently oxo, halogen, $-CX^{75}_3$, $-CHX^{75}_2$, $-CH_2X^{75}$, $-OCH_2X^{75}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, -

NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁷⁵₃, -OCHX⁷⁵₂, R⁷⁶-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁶-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁶-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁶-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁶-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁶-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁷⁵ is halogen. In embodiments, X⁷⁵ is F.

[0227] R⁷⁶ is independently oxo, halogen, -CX⁷⁶₃, -CHX⁷⁶₂, -CH₂X⁷⁶, -OCH₂X⁷⁶, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁷⁶₃, -OCHX⁷⁶₂, R⁷⁷-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁷-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁷-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁷-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁷-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁷-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁷⁶ is halogen. In embodiments, X⁷⁶ is F.

[0228] In embodiments, R¹⁷ is independently hydrogen, oxo, halogen, -CX¹⁷₃, -CHX¹⁷₂, -CH₂X¹⁷, -OCH₂X¹⁷, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX¹⁷₃, -OCHX¹⁷₂, R⁷⁸-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁸-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁸-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁸-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁸-substituted or unsubstituted aryl

(e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁸-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X¹⁷ is halogen. In embodiments, X¹⁷ is F. In embodiments, R¹⁷ is hydrogen. In embodiments, R¹⁷ is independently hydrogen, halogen, -CX¹⁷₃, -CHX¹⁷₂, -CH₂X¹⁷, -CN, -COOH, -CONH₂,
 5 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0229] R⁷⁸ is independently oxo,

halogen, -CX⁷⁸₃, -CHX⁷⁸₂, -CH₂X⁷⁸, -OCH₂X⁷⁸, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 10 -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁷⁸₃, -OCHX⁷⁸₂, R⁷⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁹-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁹-substituted or unsubstituted
 15 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁷⁸ is
 20 halogen. In embodiments, X⁷⁸ is F.

[0230] R⁷⁹ is independently oxo,

halogen, -CX⁷⁹₃, -CHX⁷⁹₂, -CH₂X⁷⁹, -OCH₂X⁷⁹, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁷⁹₃, -OCHX⁷⁹₂, R⁸⁰-substituted or unsubstituted alkyl
 25 (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁸⁰-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁸⁰-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁸⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
 30 heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁸⁰-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁸⁰-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁷⁹ is halogen. In embodiments, X⁷⁹ is F.

[0231] In embodiments, R^{18} is independently hydrogen, oxo, halogen, $-CX^{18}_3$, $-CHX^{18}_2$, $-CH_2X^{18}$, $-OCH_2X^{18}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{18}_3$, $-OCHX^{18}_2$, R^{81} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{81} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{81} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{81} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{81} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{81} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{18} is halogen. In embodiments, X^{18} is F. In embodiments, R^{18} is hydrogen. In embodiments, R^{18} is independently hydrogen, halogen, $-CX^{18}_3$, $-CHX^{18}_2$, $-CH_2X^{18}$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0232] R^{81} is independently oxo, halogen, $-CX^{81}_3$, $-CHX^{81}_2$, $-CH_2X^{81}$, $-OCH_2X^{81}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^{81}_3$, $-OCHX^{81}_2$, R^{82} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{82} -substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{82} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{82} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{82} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{82} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X^{81} is halogen. In embodiments, X^{81} is F.

[0233] R^{82} is independently oxo, halogen, $-CX^{82}_3$, $-CHX^{82}_2$, $-CH_2X^{82}$, $-OCH_2X^{82}$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-$

NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX⁸²₃, -OCHX⁸²₂, R⁸³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁸³-substituted or unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁸³-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁸³-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁸³-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁸³-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). X⁸² is halogen. In embodiments, X⁸² is F.

[0234] R³², R³⁵, R³⁸, R⁴¹, R⁴⁴, R⁵⁰, R⁵³, R⁵⁶, R⁵⁹, R⁶², R⁶⁵, R⁶⁸, R⁷¹, R⁷⁴, R⁷⁷, R⁸⁰, and R⁸³ are independently hydrogen, oxo, halogen, -CF₃, -CHF₂, -CH₂F, -OCH₂F, -OCF₃, -OCHF₂, -CCl₃, -CHCl₂, -CH₂Cl, -OCH₂Cl, -OCCl₃, -OCHCl₂, -CBr₃, -CHBr₂, -CH₂Br, -OCH₂Br, -OCBr₃, -OCHBr₂, -Cl₃, -CHI₂, -CH₂I, -OH, -OCHI₂, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R³², R³⁵, R³⁸, R⁴¹, R⁴⁴, R⁵⁰, R⁵³, R⁵⁶, R⁵⁹, R⁶², R⁶⁵, R⁶⁸, R⁷¹, R⁷⁴, R⁷⁷, R⁸⁰, and R⁸³ are independently oxo, halogen, -CF₃, -CHF₂, -CH₂F, -OCH₂F, -OCF₃, -OCHF₂, -CCl₃, -CHCl₂, -CH₂Cl, -OCH₂Cl, -OCCl₃, -OCHCl₂, -CBr₃, -CHBr₂, -CH₂Br, -OCH₂Br, -OCBr₃, -OCHBr₂, -Cl₃, -CHI₂, -CH₂I, -OH, -OCHI₂, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), unsubstituted heteroalkyl (e.g. 2 to 10 membered heteroalkyl, 2 to 8 membered heteroalkyl, 4 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), unsubstituted

heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

- 5 [0235] In some embodiments, the compound is any one of the compounds described herein (e.g., in an aspect, embodiment, figure, table, or example).

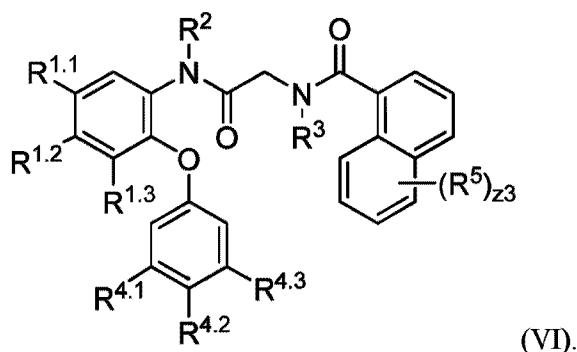
[0236] In some embodiments, a compound as described herein may include multiple instances of R¹, R⁴, R⁵, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸, R¹⁹, and/or other variables. In such embodiments, each variable may optional be different and be appropriately labeled to

- 10 distinguish each group for greater clarity. For example, where each R¹, R⁴, R⁵, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸, and/or R¹⁹ is different, they may be referred to, for example, as R^{1.1}, R^{1.2}, R^{1.3}, R^{1.4}, R^{1.5}, R^{4.1}, R^{4.2}, R^{4.3}, R^{4.4}, R^{4.5}, R^{5.1}, R^{5.2}, R^{5.3}, R^{5.4}, R^{5.5}, R^{5.6}, R^{5.7}, R^{7.1}, R^{7.2}, R^{7.3}, R^{7.4}, R^{7.5}, R^{7.6}, R^{7.7}, R^{7.8}, R^{7.9}, R^{7.10}, R^{7.11}, R^{7.12}, R^{7.13}, R^{7.14}, R^{7.15}, R^{7.16}, R^{7.17}, R^{7.18}, R^{7.19}, R^{7.20}, R^{7.21}, R^{7.22}, R^{7.23}, R^{7.24}, R^{7.25}, R^{7.26}, R^{7.27}, R^{7.28}, R^{7.29}, R^{7.30}, R^{7.31}, R^{7.32}, R^{7.33}, R^{7.34}, R^{7.35}, R^{7.36}, R^{7.37}, R^{7.38}, R^{7.39}, R^{7.40}, R^{7.41}, R^{7.42}, R^{8.1}, R^{8.2}, R^{8.3}, R^{8.4}, R^{8.5}, R^{8.6}, R^{8.7}, R^{8.8}, R^{8.9}, R^{8.10}, R^{8.11}, R^{8.12}, R^{8.13}, R^{8.14}, R^{8.15}, R^{8.16}, R^{8.17}, R^{8.18}, R^{8.19}, R^{8.20}, R^{8.21}, R^{8.22}, R^{8.23}, R^{8.24}, R^{8.25}, R^{8.26}, R^{8.27}, R^{8.28}, R^{8.29}, R^{8.30}, R^{8.31}, R^{8.32}, R^{8.33}, R^{8.34}, R^{8.35}, R^{8.36}, R^{8.37}, R^{8.38}, R^{8.39}, R^{8.40}, R^{8.41}, R^{8.42}, R^{9.1}, R^{9.2}, R^{9.3}, R^{9.4}, R^{9.5}, R^{9.6}, R^{9.7}, R^{9.8}, R^{9.9}, R^{9.10}, R^{9.11}, R^{9.12}, R^{9.13}, R^{9.14}, R^{9.15}, R^{9.16}, R^{9.17}, R^{9.18}, R^{9.19}, R^{9.20}, R^{9.21}, R^{9.22}, R^{9.23}, R^{9.24}, R^{9.25}, R^{9.26}, R^{9.27}, R^{9.28}, R^{9.29}, R^{9.30}, R^{9.31}, R^{9.32}, R^{9.33}, R^{9.34}, R^{9.35}, R^{9.36}, R^{9.37}, R^{9.38}, R^{9.39}, R^{9.40}, R^{9.41}, R^{9.42}, R^{10.1}, R^{10.2}, R^{10.3}, R^{10.4}, R^{10.5}, R^{10.6}, R^{10.7}, R^{10.8}, R^{10.9}, R^{10.10}, R^{10.11}, R^{10.12}, R^{10.13}, R^{10.14}, R^{10.15}, R^{10.16}, R^{10.17}, R^{10.18}, R^{10.19}, R^{10.20}, R^{10.21}, R^{10.22}, R^{10.23}, R^{10.24}, R^{10.25}, R^{10.26}, R^{10.27}, R^{10.28}, R^{10.29}, R^{10.30}, R^{10.31}, R^{10.32}, R^{10.33}, R^{10.34}, R^{10.35}, R^{10.36}, R^{10.37}, R^{10.38}, R^{10.39}, R^{10.40}, R^{10.41}, R^{10.42}, R^{11.1}, R^{11.2}, R^{11.3}, R^{11.4}, R^{11.5}, R^{11.6}, R^{11.7}, R^{11.8}, R^{11.9}, R^{11.10}, R^{11.11}, R^{11.12}, R^{11.13}, R^{11.14}, R^{11.15}, R^{11.16}, R^{11.17}, R^{11.18}, R^{11.19}, R^{11.20}, R^{11.21}, R^{11.22}, R^{11.23}, R^{11.24}, R^{11.25}, R^{11.26}, R^{11.27}, R^{11.28}, R^{11.29}, R^{11.30}, R^{11.31}, R^{11.32}, R^{11.33}, R^{11.34}, R^{11.35}, R^{11.36}, R^{11.37}, R^{11.38}, R^{11.39}, R^{11.40}, R^{11.41}, R^{11.42}, R^{12.1}, R^{12.2}, R^{12.3}, R^{12.4}, R^{12.5}, R^{12.6}, R^{12.7}, R^{12.8}, R^{12.9}, R^{12.10}, R^{12.11}, R^{12.12}, R^{12.13}, R^{12.14}, R^{12.15}, R^{12.16}, R^{12.17}, R^{12.18}, R^{12.19}, R^{12.20}, R^{12.21}, R^{12.22}, R^{12.23}, R^{12.24}, R^{12.25}, R^{12.26}, R^{12.27}, R^{12.28}, R^{12.29}, R^{12.30}, R^{12.31}, R^{12.32}, R^{12.33}, R^{12.34}, R^{12.35}, R^{12.36}, R^{12.37}, R^{12.38}, R^{12.39}, R^{12.40}, R^{12.41}, R^{12.42}, R^{13.1}, R^{13.2}, R^{13.3}, R^{13.4}, R^{13.5}, R^{13.6}, R^{13.7}, R^{13.8}, R^{13.9}, R^{13.10}, R^{13.11}, R^{13.12}, R^{13.13}, R^{13.14}, R^{13.15}, R^{13.16}, R^{13.17}, R^{13.18}, R^{13.19}, R^{13.20}, R^{13.21}, R^{13.22}, R^{13.23}, R^{13.24}, R^{13.25}, R^{13.26}, R^{13.27}, R^{13.28}, R^{13.29}, R^{13.30}, R^{13.31}, R^{13.32}, R^{13.33}, R^{13.34}, R^{13.35}, R^{13.36}, R^{13.37}, R^{13.38}, R^{13.39}, R^{13.40}, R^{13.41}, R^{13.42}, R^{14.1}, R^{14.2}, R^{14.3}, R^{14.4}, R^{14.5}, R^{14.6}, R^{14.7}, R^{14.8}, R^{14.9}, R^{14.10}, R^{14.11}, R^{14.12}, R^{14.13}, R^{14.14}, R^{14.15}, R^{14.16}, R^{14.17}, R^{14.18}, R^{14.19}, R^{14.20}, R^{14.21}, R^{14.22}, R^{14.23}, R^{14.24}, R^{14.25}, R^{14.26}, R^{14.27},
- 15
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$R^{14.28}, R^{14.29}, R^{14.30}, R^{14.31}, R^{14.32}, R^{14.33}, R^{14.34}, R^{14.35}, R^{14.36}, R^{14.37}, R^{14.38}, R^{14.39}, R^{14.40}, R^{14.41},$
 $R^{14.42}, R^{15.1}, R^{15.2}, R^{15.3}, R^{15.4}, R^{15.5}, R^{15.6}, R^{15.7}, R^{15.8}, R^{15.9}, R^{15.10}, R^{15.11}, R^{15.12}, R^{15.13}, R^{15.14},$
 $R^{15.15}, R^{15.16}, R^{15.17}, R^{15.18}, R^{15.19}, R^{15.20}, R^{15.21}, R^{15.22}, R^{15.23}, R^{15.24}, R^{15.25}, R^{15.26}, R^{15.27}, R^{15.28},$
 $R^{15.29}, R^{15.30}, R^{15.31}, R^{15.32}, R^{15.33}, R^{15.34}, R^{15.35}, R^{15.36}, R^{15.37}, R^{15.38}, R^{15.39}, R^{15.40}, R^{15.41}, R^{15.42},$
5 $R^{16.1}, R^{16.2}, R^{16.3}, R^{16.4}, R^{16.5}, R^{16.6}, R^{16.7}, R^{16.8}, R^{16.9}, R^{16.10}, R^{16.11}, R^{16.12}, R^{16.13}, R^{16.14}, R^{16.15},$
 $R^{16.16}, R^{16.17}, R^{16.18}, R^{16.19}, R^{16.20}, R^{16.21}, R^{16.22}, R^{16.23}, R^{16.24}, R^{16.25}, R^{16.26}, R^{16.27}, R^{16.28}, R^{16.29},$
 $R^{16.30}, R^{16.31}, R^{16.32}, R^{16.33}, R^{16.34}, R^{16.35}, R^{16.36}, R^{16.37}, R^{16.38}, R^{16.39}, R^{16.40}, R^{16.41}, R^{16.42}, R^{17.1},$
 $R^{17.2}, R^{17.3}, R^{17.4}, R^{17.5}, R^{17.6}, R^{17.7}, R^{17.8}, R^{17.9}, R^{17.10}, R^{17.11}, R^{17.12}, R^{17.13}, R^{17.14}, R^{17.15}, R^{17.16},$
 $R^{17.17}, R^{17.18}, R^{17.19}, R^{17.20}, R^{17.21}, R^{17.22}, R^{17.23}, R^{17.24}, R^{17.25}, R^{17.26}, R^{17.27}, R^{17.28}, R^{17.29}, R^{17.30},$
10 $R^{17.31}, R^{17.32}, R^{17.33}, R^{17.34}, R^{17.35}, R^{17.36}, R^{17.37}, R^{17.38}, R^{17.39}, R^{17.40}, R^{17.41}, R^{17.42}, R^{18.1}, R^{18.2}, R^{18.3},$
 $R^{18.4}, R^{18.5}, R^{18.6}, R^{18.7}, R^{18.8}, R^{18.9}, R^{18.10}, R^{18.11}, R^{18.12}, R^{18.13}, R^{18.14}, R^{18.15}, R^{18.16}, R^{18.17}, R^{18.18},$
 $R^{18.19}, R^{18.20}, R^{18.21}, R^{18.22}, R^{18.23}, R^{18.24}, R^{18.25}, R^{18.26}, R^{18.27}, R^{18.28}, R^{18.29}, R^{18.30}, R^{18.31}, R^{18.32},$
 $R^{18.33}, R^{18.34}, R^{18.35}, R^{18.36}, R^{18.37}, R^{18.38}, R^{18.39}, R^{18.40}, R^{18.41}, R^{18.42},$ respectively, wherein the
definition of R^1 is assumed by $R^{1.1}, R^{1.2}, R^{1.3}, R^{1.4}, R^{1.5}$; R^4 is assumed by $R^{4.1}, R^{4.2}, R^{4.3}, R^{4.4},$
15 $R^{4.5}$; R^5 is assumed by $R^{5.1}, R^{5.2}, R^{5.3}, R^{5.4}, R^{5.5}, R^{5.6}, R^{5.7}$; R^7 is assumed by $R^{7.1}, R^{7.2}, R^{7.3}, R^{7.4},$
 $R^{7.5}, R^{7.6}, R^{7.7}, R^{7.8}, R^{7.9}, R^{7.10}, R^{7.11}, R^{7.12}, R^{7.13}, R^{7.14}, R^{7.15}, R^{7.16}, R^{7.17}, R^{7.18}, R^{7.19}, R^{7.20}, R^{7.21},$
 $R^{7.22}, R^{7.23}, R^{7.24}, R^{7.25}, R^{7.26}, R^{7.27}, R^{7.28}, R^{7.29}, R^{7.30}, R^{7.31}, R^{7.32}, R^{7.33}, R^{7.34}, R^{7.35}, R^{7.36}, R^{7.37},$
 $R^{7.38}, R^{7.39}, R^{7.40}, R^{7.41}, R^{7.42}$; R^8 is assumed by $R^{8.1}, R^{8.2}, R^{8.3}, R^{8.4}, R^{8.5}, R^{8.6}, R^{8.7}, R^{8.8}, R^{8.9}, R^{8.10},$
 $R^{8.11}, R^{8.12}, R^{8.13}, R^{8.14}, R^{8.15}, R^{8.16}, R^{8.17}, R^{8.18}, R^{8.19}, R^{8.20}, R^{8.21}, R^{8.22}, R^{8.23}, R^{8.24}, R^{8.25}, R^{8.26},$
20 $R^{8.27}, R^{8.28}, R^{8.29}, R^{8.30}, R^{8.31}, R^{8.32}, R^{8.33}, R^{8.34}, R^{8.35}, R^{8.36}, R^{8.37}, R^{8.38}, R^{8.39}, R^{8.40}, R^{8.41}, R^{8.42}$; R^9
is assumed by $R^{9.1}, R^{9.2}, R^{9.3}, R^{9.4}, R^{9.5}, R^{9.6}, R^{9.7}, R^{9.8}, R^{9.9}, R^{9.10}, R^{9.11}, R^{9.12}, R^{9.13}, R^{9.14}, R^{9.15},$
 $R^{9.16}, R^{9.17}, R^{9.18}, R^{9.19}, R^{9.20}, R^{9.21}, R^{9.22}, R^{9.23}, R^{9.24}, R^{9.25}, R^{9.26}, R^{9.27}, R^{9.28}, R^{9.29}, R^{9.30}, R^{9.31},$
 $R^{9.32}, R^{9.33}, R^{9.34}, R^{9.35}, R^{9.36}, R^{9.37}, R^{9.38}, R^{9.39}, R^{9.40}, R^{9.41}, R^{9.42}$; R^{10} is assumed by $R^{10.1}, R^{10.2},$
 $R^{10.3}, R^{10.4}, R^{10.5}, R^{10.6}, R^{10.7}, R^{10.8}, R^{10.9}, R^{10.10}, R^{10.11}, R^{10.12}, R^{10.13}, R^{10.14}, R^{10.15}, R^{10.16}, R^{10.17},$
25 $R^{10.18}, R^{10.19}, R^{10.20}, R^{10.21}, R^{10.22}, R^{10.23}, R^{10.24}, R^{10.25}, R^{10.26}, R^{10.27}, R^{10.28}, R^{10.29}, R^{10.30}, R^{10.31},$
 $R^{10.32}, R^{10.33}, R^{10.34}, R^{10.35}, R^{10.36}, R^{10.37}, R^{10.38}, R^{10.39}, R^{10.40}, R^{10.41}, R^{10.42}$; R^{11} is assumed by $R^{11.1},$
 $R^{11.2}, R^{11.3}, R^{11.4}, R^{11.5}, R^{11.6}, R^{11.7}, R^{11.8}, R^{11.9}, R^{11.10}, R^{11.11}, R^{11.12}, R^{11.13}, R^{11.14}, R^{11.15}, R^{11.16},$
 $R^{11.17}, R^{11.18}, R^{11.19}, R^{11.20}, R^{11.21}, R^{11.22}, R^{11.23}, R^{11.24}, R^{11.25}, R^{11.26}, R^{11.27}, R^{11.28}, R^{11.29}, R^{11.30},$
 $R^{11.31}, R^{11.32}, R^{11.33}, R^{11.34}, R^{11.35}, R^{11.36}, R^{11.37}, R^{11.38}, R^{11.39}, R^{11.40}, R^{11.41}, R^{11.42}$; R^{12} is assumed
30 by $R^{12.1}, R^{12.2}, R^{12.3}, R^{12.4}, R^{12.5}, R^{12.6}, R^{12.7}, R^{12.8}, R^{12.9}, R^{12.10}, R^{12.11}, R^{12.12}, R^{12.13}, R^{12.14}, R^{12.15},$
 $R^{12.16}, R^{12.17}, R^{12.18}, R^{12.19}, R^{12.20}, R^{12.21}, R^{12.22}, R^{12.23}, R^{12.24}, R^{12.25}, R^{12.26}, R^{12.27}, R^{12.28}, R^{12.29},$
 $R^{12.30}, R^{12.31}, R^{12.32}, R^{12.33}, R^{12.34}, R^{12.35}, R^{12.36}, R^{12.37}, R^{12.38}, R^{12.39}, R^{12.40}, R^{12.41}, R^{12.42}$; R^{13} is
assumed by $R^{13.1}, R^{13.2}, R^{13.3}, R^{13.4}, R^{13.5}, R^{13.6}, R^{13.7}, R^{13.8}, R^{13.9}, R^{13.10}, R^{13.11}, R^{13.12}, R^{13.13},$
 $R^{13.14}, R^{13.15}, R^{13.16}, R^{13.17}, R^{13.18}, R^{13.19}, R^{13.20}, R^{13.21}, R^{13.22}, R^{13.23}, R^{13.24}, R^{13.25}, R^{13.26}, R^{13.27},$

$R^{13.28}, R^{13.29}, R^{13.30}, R^{13.31}, R^{13.32}, R^{13.33}, R^{13.34}, R^{13.35}, R^{13.36}, R^{13.37}, R^{13.38}, R^{13.39}, R^{13.40}, R^{13.41},$
 $R^{13.42}, R^{14}$ is assumed by $R^{14.1}, R^{14.2}, R^{14.3}, R^{14.4}, R^{14.5}, R^{14.6}, R^{14.7}, R^{14.8}, R^{14.9}, R^{14.10}, R^{14.11}, R^{14.12},$
 $R^{14.13}, R^{14.14}, R^{14.15}, R^{14.16}, R^{14.17}, R^{14.18}, R^{14.19}, R^{14.20}, R^{14.21}, R^{14.22}, R^{14.23}, R^{14.24}, R^{14.25}, R^{14.26},$
 $R^{14.27}, R^{14.28}, R^{14.29}, R^{14.30}, R^{14.31}, R^{14.32}, R^{14.33}, R^{14.34}, R^{14.35}, R^{14.36}, R^{14.37}, R^{14.38}, R^{14.39}, R^{14.40},$
5 $R^{14.41}, R^{14.42}, R^{15}$ is assumed by $R^{15.1}, R^{15.2}, R^{15.3}, R^{15.4}, R^{15.5}, R^{15.6}, R^{15.7}, R^{15.8}, R^{15.9}, R^{15.10}, R^{15.11},$
 $R^{15.12}, R^{15.13}, R^{15.14}, R^{15.15}, R^{15.16}, R^{15.17}, R^{15.18}, R^{15.19}, R^{15.20}, R^{15.21}, R^{15.22}, R^{15.23}, R^{15.24}, R^{15.25},$
 $R^{15.26}, R^{15.27}, R^{15.28}, R^{15.29}, R^{15.30}, R^{15.31}, R^{15.32}, R^{15.33}, R^{15.34}, R^{15.35}, R^{15.36}, R^{15.37}, R^{15.38}, R^{15.39},$
 $R^{15.40}, R^{15.41}, R^{15.42}, R^{16}$ is assumed by $R^{16.1}, R^{16.2}, R^{16.3}, R^{16.4}, R^{16.5}, R^{16.6}, R^{16.7}, R^{16.8}, R^{16.9}, R^{16.10},$
 $R^{16.11}, R^{16.12}, R^{16.13}, R^{16.14}, R^{16.15}, R^{16.16}, R^{16.17}, R^{16.18}, R^{16.19}, R^{16.20}, R^{16.21}, R^{16.22}, R^{16.23}, R^{16.24},$
10 $R^{16.25}, R^{16.26}, R^{16.27}, R^{16.28}, R^{16.29}, R^{16.30}, R^{16.31}, R^{16.32}, R^{16.33}, R^{16.34}, R^{16.35}, R^{16.36}, R^{16.37}, R^{16.38},$
 $R^{16.39}, R^{16.40}, R^{16.41}, R^{16.42}, R^{17}$ is assumed by $R^{17.1}, R^{17.2}, R^{17.3}, R^{17.4}, R^{17.5}, R^{17.6}, R^{17.7}, R^{17.8}, R^{17.9},$
 $R^{17.10}, R^{17.11}, R^{17.12}, R^{17.13}, R^{17.14}, R^{17.15}, R^{17.16}, R^{17.17}, R^{17.18}, R^{17.19}, R^{17.20}, R^{17.21}, R^{17.22}, R^{17.23},$
 $R^{17.24}, R^{17.25}, R^{17.26}, R^{17.27}, R^{17.28}, R^{17.29}, R^{17.30}, R^{17.31}, R^{17.32}, R^{17.33}, R^{17.34}, R^{17.35}, R^{17.36}, R^{17.37},$
 $R^{17.38}, R^{17.39}, R^{17.40}, R^{17.41}, R^{17.42},$ and/or R^{18} is assumed by $R^{18.1}, R^{18.2}, R^{18.3}, R^{18.4}, R^{18.5}, R^{18.6},$
15 $R^{18.7}, R^{18.8}, R^{18.9}, R^{18.10}, R^{18.11}, R^{18.12}, R^{18.13}, R^{18.14}, R^{18.15}, R^{18.16}, R^{18.17}, R^{18.18}, R^{18.19}, R^{18.20}, R^{18.21},$
 $R^{18.22}, R^{18.23}, R^{18.24}, R^{18.25}, R^{18.26}, R^{18.27}, R^{18.28}, R^{18.29}, R^{18.30}, R^{18.31}, R^{18.32}, R^{18.33}, R^{18.34}, R^{18.35},$
 $R^{18.36}, R^{18.37}, R^{18.38}, R^{18.39}, R^{18.40}, R^{18.41}, R^{18.42}.$ The variables used within a definition of $R^1, R^4,$
 $R^5, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18}, R^{19},$ and/or other variables that appear at
multiple instances and are different may similarly be appropriately labeled to distinguish each
20 group for greater clarity. In some embodiments, the compound is a compound described herein
(e.g., in an aspect, embodiment, example, table, scheme, drawing, or figure).

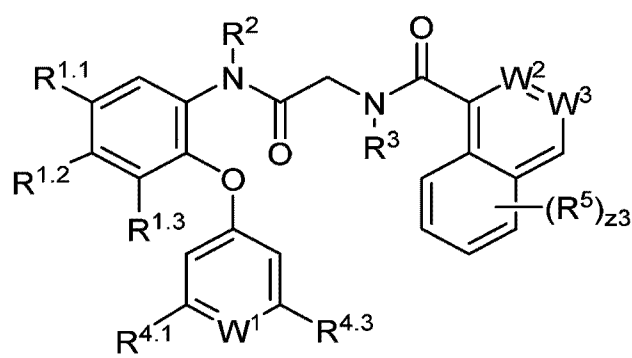
[0237] In embodiments, the compound has the formula:



$R^2, R^3, R^5,$ and $z3$ are as described herein, including in compounds of formula (I) to (V). $R^{1.1},$
25 $R^{1.2},$ and $R^{1.3}$ are each independently a moiety of R^1 as described herein, including in
embodiments. $R^{4.1}, R^{4.2},$ and $R^{4.3}$ are each independently a moiety of R^4 as described herein,

including in embodiments. In embodiment, z3 is 0. In embodiments, one or more of R^{1.1}, R^{1.2}, R^{1.3}, R^{4.1}, R^{4.2}, R^{4.3}, R² and/or R³ are hydrogen. In embodiments, R^{1.1}, R^{1.2} and/or R^{1.3} are hydrogen. In embodiments, R^{4.1}, R^{4.2} and/or R^{4.3} are hydrogen. In embodiments, R² is hydrogen. In embodiments, R³ is hydrogen. In embodiments, R^{4.1} is hydrogen, R^{4.2} is -OH, and R^{4.3} is hydrogen. In embodiments, R^{4.1} is hydrogen, R^{4.2} is hydrogen, and R^{4.3} is -OH. In embodiments, R^{4.1} is hydrogen, R^{4.2} is unsubstituted methoxy, and R^{4.3} is hydrogen. In embodiments, R^{4.1} is hydrogen, R^{4.2} is hydrogen, and R^{4.3} is unsubstituted methoxy. It will be understood that R⁵ is/are a floating substituent and may be positioned on either or both rings.

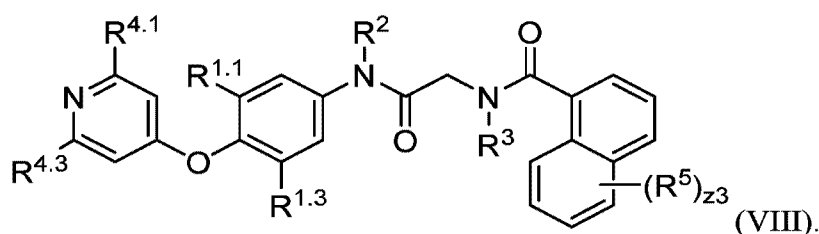
[0238] In embodiments, the compound has the formula:



R², R³, R⁵, and z3 are as described herein, including in compounds of formula (I) to (V). It will be understood that R⁵ is/are a floating substituent and may be positioned on either or both rings. R^{1.1}, R^{1.2}, and R^{1.3} are each independently a moiety of R¹ as described herein, including in embodiments. R^{4.1} and R^{4.3} are each independently a moiety of R⁴ as described herein, including in embodiments.

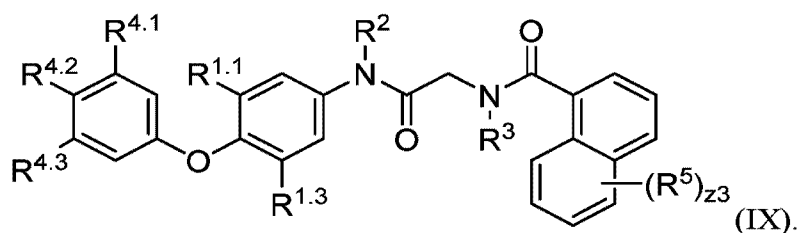
[0239] W¹ is N or C(R^{4.2}). W² is N or C(R^{5.1}). W³ is N or C(R^{5.2}). R^{5.1} and R^{5.2} are each independently a moiety of R⁵ as described herein, including in embodiments. R^{4.2} is independently a moiety of R⁴ as described herein, including in embodiments. In embodiments, W¹ is N. In embodiments, W² is N. In embodiments, W³ is N. In embodiments, W¹ is C(R^{4.2}). In embodiments, W² is C(R^{5.1}). In embodiments, W³ is C(R^{5.2}). In embodiments, W¹ is CH. In embodiments, W² is CH. In embodiments, W³ is CH.

[0240] In embodiments, the compound has the formula:



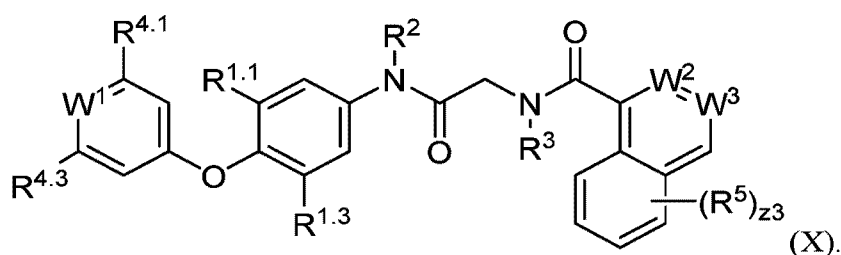
R^2 , R^3 , R^5 , and $z3$ are as described herein, including in compounds of formula (I) to (V). It will be understood that R^5 is/are a floating substituent and may be positioned on either or both rings. $R^{1.1}$ and $R^{1.3}$ are each independently a moiety of R^1 as described herein, including in
 5 embodiments. $R^{4.1}$ and $R^{4.3}$ are each independently a moiety of R^4 as described herein, including in embodiments.

[0241] In embodiments, the compound has the formula:



R^2 , R^3 , R^5 , and $z3$ are as described herein, including in compounds of formula (I) to (V). It will
 10 be understood that R^5 is/are a floating substituent and may be positioned on either or both rings. $R^{1.1}$ and $R^{1.3}$ are each independently a moiety of R^1 as described herein, including in embodiments. $R^{4.1}$, $R^{4.2}$, and $R^{4.3}$ are each independently a moiety of R^4 as described herein, including in embodiments.

[0242] In embodiments, the compound has the formula:



R^2 , R^3 , R^5 , and $z3$ are as described herein, including in compounds of formula (I) to (V). It will be understood that R^5 is/are a floating substituent and may be positioned on either or both rings. $R^{1.1}$ and $R^{1.3}$ are each independently a moiety of R^1 as described herein, including in

embodiments. $R^{4.1}$ and $R^{4.3}$ are each independently a moiety of R^4 as described herein, including in embodiments.

[0243] W^1 is N or $C(R^{4.2})$. W^2 is N or $C(R^{5.1})$. W^3 is N or $C(R^{5.2})$. $R^{5.1}$ and $R^{5.2}$ are each independently a moiety of R^5 as described herein, including in embodiments. $R^{4.2}$ is independently a moiety of R^4 as described herein, including in embodiments. In embodiments, W^1 is N. In embodiments, W^2 is N. In embodiments, W^3 is N. In embodiments, W^1 is $C(R^{4.2})$. In embodiments, W^2 is $C(R^{5.1})$. In embodiments, W^3 is $C(R^{5.2})$. In embodiments, W^1 is CH. In embodiments, W^2 is CH. In embodiments, W^3 is CH.

[0244] In embodiments of the compounds of formula (VI) to (X), R^2 is hydrogen. In embodiments of the compounds of formula (VI) to (X), R^3 is hydrogen. In embodiments of the compounds of formula (VI) to (X), R^2 and R^3 are hydrogen.

[0245] In embodiments, $R^{1.1}$ is independently halogen. In embodiments, $R^{1.1}$ is independently $-CF_3$. In embodiments, $R^{1.1}$ is independently $-CHF_2$. In embodiments, $R^{1.1}$ is independently $-CH_2F$. In embodiments, $R^{1.1}$ is independently $-OCF_3$. In embodiments, $R^{1.1}$ is independently $-OCHF_2$. In embodiments, $R^{1.1}$ is independently $-OCH_2F$. In embodiments, $R^{1.1}$ is independently $-OH$. In embodiments, $R^{1.1}$ is independently $-NH_2$. In embodiments, $R^{1.1}$ is independently $-SH$. In embodiments, $R^{1.1}$ is independently substituted or unsubstituted C_1-C_4 alkyl. In embodiments, $R^{1.1}$ is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{1.1}$ is independently substituted or unsubstituted C_3-C_6 cycloalkyl. In embodiments, $R^{1.1}$ is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $R^{1.1}$ is independently substituted or unsubstituted phenyl. In embodiments, $R^{1.1}$ is independently substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{1.1}$ is independently substituted C_1-C_4 alkyl. In embodiments, $R^{1.1}$ is independently substituted to 4 membered heteroalkyl. In embodiments, $R^{1.1}$ is independently substituted C_3-C_6 cycloalkyl. In embodiments, $R^{1.1}$ is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, $R^{1.1}$ is independently substituted phenyl. In embodiments, $R^{1.1}$ is independently substituted 5 to 6 membered heteroaryl. In embodiments, $R^{1.1}$ is independently unsubstituted C_1-C_4 alkyl. In embodiments, $R^{1.1}$ is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{1.1}$ is independently unsubstituted C_3-C_6 cycloalkyl. In embodiments, $R^{1.1}$ is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $R^{1.1}$ is independently unsubstituted phenyl. In embodiments, $R^{1.1}$ is independently unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{1.1}$ is

independently unsubstituted methyl. In embodiments, $R^{1.1}$ is independently unsubstituted ethyl. In embodiments, $R^{1.1}$ is independently unsubstituted isopropyl. In embodiments, $R^{1.1}$ is independently unsubstituted tert-butyl. In embodiments, $R^{1.1}$ is independently unsubstituted methoxy. In embodiments, $R^{1.1}$ is independently unsubstituted ethoxy. In embodiments, $R^{1.1}$ is independently $-F$. In embodiments, $R^{1.1}$ is independently $-Cl$. In embodiments, $R^{1.1}$ is independently $-Br$. In embodiments, $R^{1.1}$ is independently $-I$. In embodiments, $R^{1.1}$ is independently hydrogen.

[0246] In embodiments, $R^{1.2}$ is independently halogen. In embodiments, $R^{1.2}$ is independently $-CF_3$. In embodiments, $R^{1.2}$ is independently $-CHF_2$. In embodiments, $R^{1.2}$ is independently $-CH_2F$. In embodiments, $R^{1.2}$ is independently $-OCF_3$. In embodiments, $R^{1.2}$ is independently $-OCHF_2$. In embodiments, $R^{1.2}$ is independently $-OCH_2F$. In embodiments, $R^{1.2}$ is independently $-OH$. In embodiments, $R^{1.2}$ is independently $-NH_2$. In embodiments, $R^{1.2}$ is independently $-SH$. In embodiments, $R^{1.2}$ is independently substituted or unsubstituted C_1 - C_4 alkyl. In embodiments, $R^{1.2}$ is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{1.2}$ is independently substituted or unsubstituted C_3 - C_6 cycloalkyl. In embodiments, $R^{1.2}$ is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $R^{1.2}$ is independently substituted or unsubstituted phenyl. In embodiments, $R^{1.2}$ is independently substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{1.2}$ is independently substituted C_1 - C_4 alkyl. In embodiments, $R^{1.2}$ is independently substituted to 4 membered heteroalkyl. In embodiments, $R^{1.2}$ is independently substituted C_3 - C_6 cycloalkyl. In embodiments, $R^{1.2}$ is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, $R^{1.2}$ is independently substituted phenyl. In embodiments, $R^{1.2}$ is independently substituted 5 to 6 membered heteroaryl. In embodiments, $R^{1.2}$ is independently unsubstituted C_1 - C_4 alkyl. In embodiments, $R^{1.2}$ is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{1.2}$ is independently unsubstituted C_3 - C_6 cycloalkyl. In embodiments, $R^{1.2}$ is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $R^{1.2}$ is independently unsubstituted phenyl. In embodiments, $R^{1.2}$ is independently unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{1.2}$ is independently unsubstituted methyl. In embodiments, $R^{1.2}$ is independently unsubstituted ethyl. In embodiments, $R^{1.2}$ is independently unsubstituted isopropyl. In embodiments, $R^{1.2}$ is independently unsubstituted tert-butyl. In embodiments, $R^{1.2}$ is independently unsubstituted methoxy. In embodiments, $R^{1.2}$ is independently unsubstituted ethoxy. In embodiments, $R^{1.2}$ is independently $-F$. In embodiments, $R^{1.2}$ is independently $-Cl$. In embodiments, $R^{1.2}$ is

independently $-\text{Br}$. In embodiments, $\text{R}^{1.2}$ is independently $-\text{I}$. In embodiments, $\text{R}^{1.2}$ is independently hydrogen.

[0247] In embodiments, $\text{R}^{1.3}$ is independently halogen. In embodiments, $\text{R}^{1.3}$ is independently $-\text{CF}_3$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{CHF}_2$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{CH}_2\text{F}$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{OCF}_3$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{OCHF}_2$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{OCH}_2\text{F}$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{OH}$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{NH}_2$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{SH}$. In embodiments, $\text{R}^{1.3}$ is independently substituted or unsubstituted $\text{C}_1\text{-C}_4$ alkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted or unsubstituted $\text{C}_3\text{-C}_6$ cycloalkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted or unsubstituted phenyl. In embodiments, $\text{R}^{1.3}$ is independently substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $\text{R}^{1.3}$ is independently substituted $\text{C}_1\text{-C}_4$ alkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted to 4 membered heteroalkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted $\text{C}_3\text{-C}_6$ cycloalkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, $\text{R}^{1.3}$ is independently substituted phenyl. In embodiments, $\text{R}^{1.3}$ is independently substituted 5 to 6 membered heteroaryl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted $\text{C}_1\text{-C}_4$ alkyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted $\text{C}_3\text{-C}_6$ cycloalkyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted phenyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted 5 to 6 membered heteroaryl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted methyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted ethyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted isopropyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted tert-butyl. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted methoxy. In embodiments, $\text{R}^{1.3}$ is independently unsubstituted ethoxy. In embodiments, $\text{R}^{1.3}$ is independently $-\text{F}$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{Cl}$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{Br}$. In embodiments, $\text{R}^{1.3}$ is independently $-\text{I}$. In embodiments, $\text{R}^{1.3}$ is independently hydrogen.

[0248] In embodiments, $\text{R}^{1.4}$ is independently halogen. In embodiments, $\text{R}^{1.4}$ is independently $-\text{CF}_3$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{CHF}_2$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{CH}_2\text{F}$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{OCF}_3$. In embodiments, $\text{R}^{1.4}$ is

independently $-\text{OCHF}_2$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{OCH}_2\text{F}$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{OH}$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{NH}_2$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{SH}$. In embodiments, $\text{R}^{1.4}$ is independently substituted or unsubstituted $\text{C}_1\text{-C}_4$ alkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted or unsubstituted $\text{C}_3\text{-C}_6$ cycloalkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted or unsubstituted phenyl. In embodiments, $\text{R}^{1.4}$ is independently substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $\text{R}^{1.4}$ is independently substituted $\text{C}_1\text{-C}_4$ alkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted to 4 membered heteroalkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted $\text{C}_3\text{-C}_6$ cycloalkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted 3 to 6 membered heterocycloalkyl. In embodiments, $\text{R}^{1.4}$ is independently substituted phenyl. In embodiments, $\text{R}^{1.4}$ is independently substituted 5 to 6 membered heteroaryl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted $\text{C}_1\text{-C}_4$ alkyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted $\text{C}_3\text{-C}_6$ cycloalkyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted phenyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted 5 to 6 membered heteroaryl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted methyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted ethyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted isopropyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted tert-butyl. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted methoxy. In embodiments, $\text{R}^{1.4}$ is independently unsubstituted ethoxy. In embodiments, $\text{R}^{1.4}$ is independently $-\text{F}$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{Cl}$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{Br}$. In embodiments, $\text{R}^{1.4}$ is independently $-\text{I}$. In embodiments, $\text{R}^{1.4}$ is independently hydrogen.

[0249] In embodiments, $\text{R}^{4.1}$ is independently halogen, $-\text{CF}_3$, $-\text{OH}$, $-\text{NH}_2$, $-\text{SH}$, substituted or unsubstituted $\text{C}_1\text{-C}_4$ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted $\text{C}_3\text{-C}_6$ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $\text{R}^{4.1}$ is independently halogen, $-\text{OH}$, $-\text{NH}_2$, $-\text{SH}$, unsubstituted $\text{C}_1\text{-C}_4$ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $\text{R}^{4.1}$ is independently halogen, $-\text{OH}$, unsubstituted methyl, or unsubstituted methoxy. In embodiments, $\text{R}^{4.1}$ is independently halogen. In embodiments, $\text{R}^{4.1}$ is independently $-\text{OH}$. In embodiments,

$R^{4.1}$ is independently unsubstituted methyl. In embodiments, $R^{4.1}$ is independently unsubstituted methoxy. In embodiments, $R^{4.1}$ is independently unsubstituted ethyl. In embodiments, $R^{4.1}$ is independently $-F$. In embodiments, $R^{4.1}$ is independently $-Cl$. In embodiments, $R^{4.1}$ is independently $-Br$. In embodiments, $R^{4.1}$ is independently $-I$. In embodiments, $R^{4.1}$ is independently $-CF_3$. In embodiments, $R^{4.1}$ is independently $-NH_2$. In embodiments, $R^{4.1}$ is independently $-SH$. In embodiments, $R^{4.1}$ is independently hydrogen. In embodiments, $R^{4.1}$ is independently unsubstituted isopropyl. In embodiments, $R^{4.1}$ is independently unsubstituted ethoxy. In embodiments, $R^{4.1}$ is independently unsubstituted tert-butyl. In embodiments, $R^{4.1}$ is independently unsubstituted propoxy.

10 **[0250]** In embodiments, $R^{4.2}$ is independently halogen, $-CF_3$, $-OH$, $-NH_2$, $-SH$, substituted or unsubstituted C_1 - C_4 alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{4.2}$ is independently halogen, $-OH$, $-NH_2$, $-SH$,
15 unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{4.2}$ is independently halogen, $-OH$, unsubstituted methyl, or unsubstituted methoxy. In embodiments, $R^{4.2}$ is independently halogen. In embodiments, $R^{4.2}$ is independently $-OH$. In embodiments, $R^{4.2}$ is independently unsubstituted methyl. In embodiments, $R^{4.2}$ is independently unsubstituted methoxy. In embodiments, $R^{4.2}$ is independently unsubstituted ethoxy. In embodiments, $R^{4.2}$ is
20 independently unsubstituted ethyl. In embodiments, $R^{4.2}$ is independently $-F$. In embodiments, $R^{4.2}$ is independently $-Cl$. In embodiments, $R^{4.2}$ is independently $-Br$. In embodiments, $R^{4.2}$ is independently $-I$. In embodiments, $R^{4.2}$ is independently $-CF_3$. In embodiments, $R^{4.2}$ is independently $-NH_2$. In embodiments, $R^{4.2}$ is independently $-SH$. In embodiments, $R^{4.2}$ is independently hydrogen. In embodiments, $R^{4.2}$ is independently unsubstituted isopropyl. In
25 embodiments, $R^{4.2}$ is independently unsubstituted ethoxy. In embodiments, $R^{4.2}$ is independently unsubstituted tert-butyl. In embodiments, $R^{4.2}$ is independently unsubstituted propoxy.

[0251] In embodiments, $R^{4.3}$ is independently halogen, $-CF_3$, $-OH$, $-NH_2$, $-SH$, substituted or unsubstituted C_1 - C_4 alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered
30 heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{4.3}$ is independently halogen, $-OH$, $-NH_2$, $-SH$, unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{4.3}$ is independently halogen, $-OH$, unsubstituted methyl, or unsubstituted methoxy. In embodiments,

$R^{4.3}$ is independently halogen. In embodiments, $R^{4.3}$ is independently -OH. In embodiments, $R^{4.3}$ is independently unsubstituted methyl. In embodiments, $R^{4.3}$ is independently unsubstituted methoxy. In embodiments, $R^{4.3}$ is independently unsubstituted ethyl. In embodiments, $R^{4.3}$ is independently -F. In embodiments, $R^{4.3}$ is independently -Cl. In embodiments, $R^{4.3}$ is independently -Br. In embodiments, $R^{4.3}$ is independently -I. In embodiments, $R^{4.3}$ is independently -CF₃. In embodiments, $R^{4.3}$ is independently -NH₂. In embodiments, $R^{4.3}$ is independently -SH. In embodiments, $R^{4.3}$ is independently hydrogen. In embodiments, $R^{4.3}$ is independently unsubstituted isopropyl. In embodiments, $R^{4.3}$ is independently unsubstituted ethoxy. In embodiments, $R^{4.3}$ is independently unsubstituted tert-butyl. In embodiments, $R^{4.3}$ is independently unsubstituted propoxy.

[0252] In embodiments, $R^{4.4}$ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{4.4}$ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{4.4}$ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy. In embodiments, $R^{4.4}$ is independently halogen. In embodiments, $R^{4.4}$ is independently -OH. In embodiments, $R^{4.4}$ is independently unsubstituted methyl. In embodiments, $R^{4.4}$ is independently unsubstituted methoxy. In embodiments, $R^{4.4}$ is independently unsubstituted ethyl. In embodiments, $R^{4.4}$ is independently -F. In embodiments, $R^{4.4}$ is independently -Cl. In embodiments, $R^{4.4}$ is independently -Br. In embodiments, $R^{4.4}$ is independently -I. In embodiments, $R^{4.4}$ is independently -CF₃. In embodiments, $R^{4.4}$ is independently -NH₂. In embodiments, $R^{4.4}$ is independently -SH. In embodiments, $R^{4.4}$ is independently hydrogen. In embodiments, $R^{4.4}$ is independently unsubstituted isopropyl. In embodiments, $R^{4.4}$ is independently unsubstituted ethoxy. In embodiments, $R^{4.4}$ is independently unsubstituted tert-butyl. In embodiments, $R^{4.4}$ is independently unsubstituted propoxy.

[0253] In embodiments, $R^{4.5}$ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{4.5}$ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{4.5}$ is

independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy. In embodiments, $R^{4.5}$ is independently halogen. In embodiments, $R^{4.5}$ is independently -OH. In embodiments, $R^{4.5}$ is independently unsubstituted methyl. In embodiments, $R^{4.5}$ is independently unsubstituted methoxy. In embodiments, $R^{4.5}$ is independently unsubstituted ethyl. In embodiments, $R^{4.5}$ is independently -F. In embodiments, $R^{4.5}$ is independently -Cl. In embodiments, $R^{4.5}$ is independently -Br. In embodiments, $R^{4.5}$ is independently -I. In embodiments, $R^{4.5}$ is independently -CF₃. In embodiments, $R^{4.5}$ is independently -NH₂. In embodiments, $R^{4.5}$ is independently -SH. In embodiments, $R^{4.5}$ is independently hydrogen. In embodiments, $R^{4.5}$ is independently unsubstituted isopropyl. In embodiments, $R^{4.5}$ is independently unsubstituted ethoxy. In embodiments, $R^{4.5}$ is independently unsubstituted tert-butyl. In embodiments, $R^{4.5}$ is independently unsubstituted propoxy.

[0254] In embodiments, $R^{5.1}$ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{5.1}$ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, $R^{5.1}$ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy. In embodiments, $R^{5.1}$ is independently halogen. In embodiments, $R^{5.1}$ is independently -OH. In embodiments, $R^{5.1}$ is independently unsubstituted methyl. In embodiments, $R^{5.1}$ is independently unsubstituted methoxy. In embodiments, $R^{5.1}$ is independently unsubstituted ethyl. In embodiments, $R^{5.1}$ is independently -F. In embodiments, $R^{5.1}$ is independently -Cl. In embodiments, $R^{5.1}$ is independently -Br. In embodiments, $R^{5.1}$ is independently -I. In embodiments, $R^{5.1}$ is independently -CF₃. In embodiments, $R^{5.1}$ is independently -NH₂. In embodiments, $R^{5.1}$ is independently -SH. In embodiments, $R^{5.1}$ is independently hydrogen. In embodiments, $R^{5.1}$ is independently unsubstituted isopropyl. In embodiments, $R^{5.1}$ is independently unsubstituted ethoxy. In embodiments, $R^{5.1}$ is independently unsubstituted tert-butyl. In embodiments, $R^{5.1}$ is independently unsubstituted propoxy.

[0255] In embodiments, $R^{5.2}$ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, $R^{5.2}$ is independently halogen, -OH, -NH₂, -SH,

unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^{5.2} is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy. In embodiments, R^{5.2} is independently halogen. In embodiments, R^{5.2} is independently -OH. In embodiments, R^{5.2} is independently unsubstituted methyl. In embodiments, R^{5.2} is independently unsubstituted methoxy. In embodiments, R^{5.2} is independently unsubstituted ethyl. In embodiments, R^{5.2} is independently -F. In embodiments, R^{5.2} is independently -Cl. In embodiments, R^{5.2} is independently -Br. In embodiments, R^{5.2} is independently -I. In embodiments, R^{5.2} is independently -CF₃. In embodiments, R^{5.2} is independently -NH₂. In embodiments, R^{5.2} is independently -SH. In embodiments, R^{5.2} is independently hydrogen. In embodiments, R^{5.2} is independently unsubstituted isopropyl. In embodiments, R^{5.2} is independently unsubstituted ethoxy. In embodiments, R^{5.2} is independently unsubstituted tert-butyl. In embodiments, R^{5.2} is independently unsubstituted propoxy.

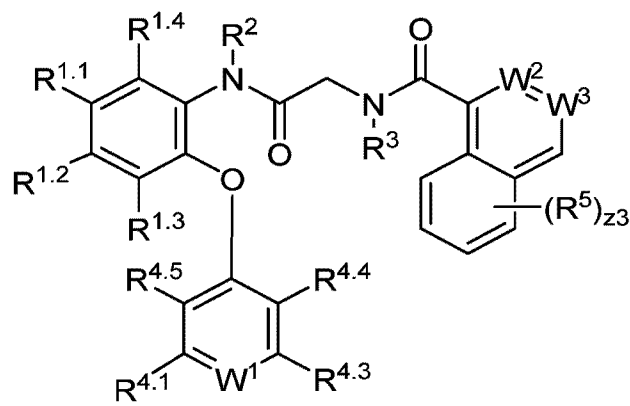
[0256] In embodiments, W¹ is N. In embodiments, W¹ is C(R^{4.2}). In embodiments, W² is N. In embodiments, W² is C(R^{5.1}). In embodiments, W³ is N. In embodiments, W³ is C(R^{5.2}). In embodiments, W¹ is C(H). In embodiments, W² is C(H). In embodiments, W³ is C(H).

[0257] In embodiments, R^{1.1} and R^{1.3} are -I. In embodiments, R^{1.1} and R^{1.3} are -F. In embodiments, R^{1.1} and R^{1.3} are -Br. In embodiments, R^{1.1} and R^{1.3} are -Cl. In embodiments, R^{1.1} and R^{1.3} are unsubstituted methyl. In embodiments, R^{1.1} and R^{1.3} are -CF₃. In embodiments, R^{1.1} and R^{1.3} are -NH₂. In embodiments, R^{1.1} and R^{1.3} are -OH. In embodiments, R^{1.1} and R^{1.3} are unsubstituted methoxy. In embodiments, R^{1.1} and R^{1.3} are halogen. In embodiments, R^{1.1} and R^{1.3} are unsubstituted C₁-C₄ alkyl. In embodiments, R^{1.1} and R^{1.3} are substituted C₁-C₄ alkyl. In embodiments, R^{1.1} and R^{1.3} are halogen substituted C₁-C₄ alkyl. In embodiments, R^{1.1} and R^{1.3} are unsubstituted C₁-C₂ alkyl. In embodiments, R^{1.1} and R^{1.3} are substituted C₁-C₂ alkyl. In embodiments, R^{1.1} and R^{1.3} are halogen substituted C₁-C₂ alkyl.

[0258] In embodiments, R^{4.1} and R^{4.3} are -I. In embodiments, R^{4.1} and R^{4.3} are -F. In embodiments, R^{4.1} and R^{4.3} are -Br. In embodiments, R^{4.1} and R^{4.3} are -Cl. In embodiments, R^{4.1} and R^{4.3} are unsubstituted methyl. In embodiments, R^{4.1} and R^{4.3} are -CF₃. In embodiments, R^{4.1} and R^{4.3} are -NH₂. In embodiments, R^{4.1} and R^{4.3} are -OH. In embodiments, R^{4.1} and R^{4.3} are unsubstituted methoxy. In embodiments, R^{4.1} and R^{4.3} are halogen. In embodiments, R^{4.1} and R^{4.3} are unsubstituted C₁-C₄ alkyl. In embodiments, R^{4.1} and R^{4.3} are substituted C₁-C₄ alkyl. In embodiments, R^{4.1} and R^{4.3} are halogen substituted C₁-C₄ alkyl. In embodiments, R^{4.1} and R^{4.3}

are unsubstituted C₁-C₂ alkyl. In embodiments, R^{4.1} and R^{4.3} are substituted C₁-C₂ alkyl. In embodiments, R^{4.1} and R^{4.3} are halogen substituted C₁-C₂ alkyl.

[0259] In embodiments, the compound has the formula:



- 5 [0260] R², R³, R⁵, and z3 are as described herein, including in compounds of formula (I) to (V). R^{1.1}, R^{1.2}, R^{1.3}, and R^{1.4} are each independently a moiety of R¹ as described herein, including in embodiments. In embodiments, R^{1.1}, R^{1.2}, R^{1.3}, and/or R^{1.4} are hydrogen. In embodiments, R^{4.1}, R^{4.2}, R^{4.3}, R^{4.4}, and/or R^{4.5} are hydrogen. In embodiments, R² is hydrogen. In embodiments, R³ is hydrogen. In embodiments R^{1.1} is halogen. In embodiments R^{1.2} is halogen. In embodiments R^{1.3} is halogen. In embodiments R^{1.4} is halogen. In embodiments R^{1.1} is -Cl. In embodiments R^{1.2} is -Cl. In embodiments R^{1.3} is -Cl. In embodiments R^{1.4} is -Cl. In embodiments R^{1.1} is -F. In embodiments R^{1.2} is -F. In embodiments R^{1.3} is -F. In embodiments R^{1.4} is -F. In embodiments R^{1.2}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.1} is halogen. In embodiments R^{1.1}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.2} is halogen. In embodiments R^{1.2}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.1} is halogen. In embodiments R^{1.2}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.1} is -Cl. In embodiments R^{1.1}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.2} is -Cl. In embodiments R^{1.2}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.1} is -Cl. In embodiments R^{1.2}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.1} is -F. In embodiments R^{1.1}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.2} is -F. In embodiments R^{1.2}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.1} is -F. In embodiments R^{1.1}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.2} is -F. In embodiments R^{1.2}, R^{1.3}, and R^{1.4} are hydrogen and R^{1.1} is -F. W¹ is N or C(R^{4.2}). W² is N or C(R^{5.1}). W³ is N or C(R^{5.2}). In embodiments, W¹ is N. In embodiments, W² is N. In embodiments, W³ is N. In embodiments, W¹ is C(R^{4.2}). In embodiments, W² is C(R^{5.1}). In embodiments, W³ is C(R^{5.2}). In embodiments, W¹ is CH. In embodiments, W² is CH. In embodiments, W³ is CH. R^{5.1} and R^{5.2} are each independently a moiety of R⁵ as described herein, including in embodiments. In

embodiment, z_3 is 0. $R^{4.1}$, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are each independently a moiety of R^4 as described herein, including in embodiments. In embodiments, $R^{4.1}$ is unsubstituted methoxy. In embodiments, $R^{4.2}$ is unsubstituted methoxy. In embodiments, $R^{4.3}$ is unsubstituted methoxy. In embodiments, $R^{4.4}$ is unsubstituted methoxy. In embodiments, $R^{4.5}$ is unsubstituted methoxy. In

5 embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is unsubstituted methoxy. In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is unsubstituted methoxy. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.3}$ is unsubstituted methoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is unsubstituted methoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is unsubstituted methoxy. In

10 embodiments, $R^{4.1}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$ is unsubstituted ethoxy. In embodiments, $R^{4.3}$ is unsubstituted ethoxy. In embodiments, $R^{4.4}$ is unsubstituted ethoxy. In embodiments, $R^{4.5}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is unsubstituted ethoxy. In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are

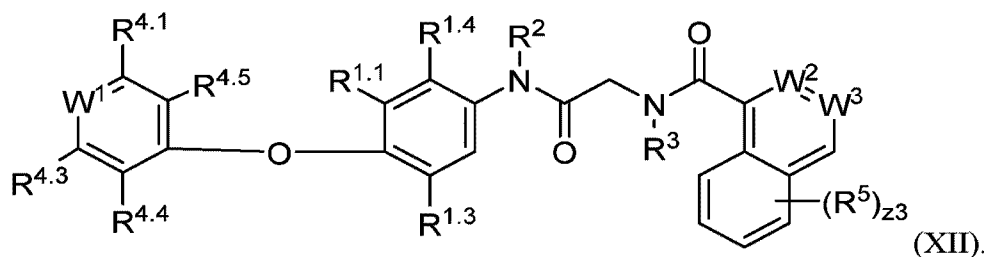
15 hydrogen and $R^{4.3}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is unsubstituted ethoxy. In embodiments, $R^{4.1}$ is -OH. In embodiments $R^{4.2}$ is -OH. In embodiments, $R^{4.3}$ is -OH. In embodiments, $R^{4.4}$ is -OH. In embodiments, $R^{4.5}$ is -OH. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is -OH. In embodiments,

20 $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is -OH. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.3}$ is -OH. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is -OH. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is -OH. In embodiments, $R^{4.1}$ is halogen. In embodiments, $R^{4.2}$ is halogen. In embodiments, $R^{4.3}$ is halogen. In embodiments, $R^{4.4}$ is halogen. In embodiments, $R^{4.5}$ is halogen. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is halogen. In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is halogen. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.3}$ is halogen. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is halogen. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is halogen. In embodiments, $R^{4.1}$ is unsubstituted methyl. In embodiments, $R^{4.2}$ is unsubstituted methyl. In embodiments, $R^{4.3}$ is unsubstituted

30 methyl. In embodiments, $R^{4.4}$ is unsubstituted methyl. In embodiments, $R^{4.5}$ is unsubstituted methyl. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is unsubstituted methyl. In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is unsubstituted methyl. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.3}$ is unsubstituted methyl. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is unsubstituted methyl. In

embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is unsubstituted methyl. In embodiments, one or more of $R^{1.1}$, $R^{1.2}$, $R^{1.3}$, $R^{1.4}$, $R^{4.1}$, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, $R^{4.5}$, R^2 and/or R^3 are hydrogen. It will be understood that R^5 is/are a floating substituent and may be positioned on either or both rings.

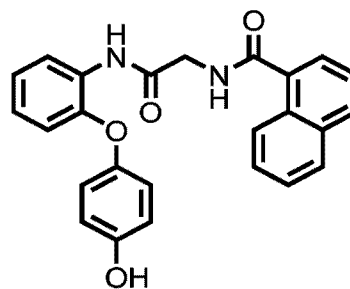
5 [0261] In embodiments, the compound has the formula:



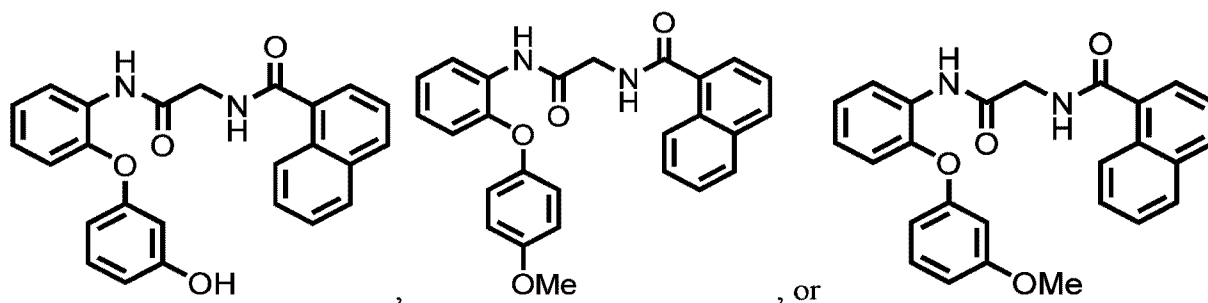
$R^{1.1}$, $R^{1.3}$, $R^{1.4}$, R^2 , R^3 , $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, $R^{4.5}$, R^5 , W^1 , W^2 , W^3 , and $z3$ are as described herein, including in compounds of formula (I) to (XI). It will be understood that R^5 is/are a floating substituent and may be positioned on either or both rings. $R^{1.1}$, $R^{1.3}$, and $R^{1.4}$ are each independently a moiety of R^1 as described herein, including in embodiments. $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are each independently a moiety of R^4 as described herein, including in embodiments. In embodiments, $R^{1.1}$, $R^{1.3}$, and/or $R^{1.4}$ are hydrogen. In embodiments, $R^{4.1}$, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and/or $R^{4.5}$ are hydrogen. In embodiments, R^2 is hydrogen. In embodiments, R^3 is hydrogen. In embodiments $R^{1.1}$ is halogen. In embodiments $R^{1.3}$ is halogen. In embodiments $R^{1.4}$ is halogen. In embodiments $R^{1.1}$ is -Cl. In embodiments $R^{1.3}$ is -Cl. In embodiments $R^{1.4}$ is -Cl. In embodiments $R^{1.1}$ is -F. In embodiments $R^{1.3}$ is -F. In embodiments $R^{1.4}$ is -F. In embodiments $R^{1.3}$ and $R^{1.4}$ are hydrogen and $R^{1.1}$ is halogen. In embodiments $R^{1.1}$ and $R^{1.4}$ are hydrogen and $R^{1.3}$ is halogen. In embodiments $R^{1.3}$ and $R^{1.1}$ are hydrogen and $R^{1.4}$ is halogen. In embodiments $R^{1.3}$ and $R^{1.4}$ are hydrogen and $R^{1.1}$ is -Cl. In embodiments $R^{1.1}$ and $R^{1.4}$ are hydrogen and $R^{1.3}$ is -Cl. In embodiments $R^{1.3}$ and $R^{1.1}$ are hydrogen and $R^{1.4}$ is -Cl. In embodiments $R^{1.3}$ and $R^{1.4}$ are hydrogen and $R^{1.1}$ is -F. In embodiments $R^{1.1}$ and $R^{1.4}$ are hydrogen and $R^{1.3}$ is -F. In embodiments $R^{1.3}$ and $R^{1.1}$ are hydrogen and $R^{1.4}$ is -F. W^1 is N or C($R^{4.2}$). W^2 is N or C($R^{5.1}$). W^3 is N or C($R^{5.2}$). In embodiments, W^1 is N. In embodiments, W^2 is N. In embodiments, W^3 is N. In embodiments, W^1 is C($R^{4.2}$). In embodiments, W^2 is C($R^{5.1}$). In embodiments, W^3 is C($R^{5.2}$). In embodiments, W^1 is CH. In embodiments, W^2 is CH. In embodiments, W^3 is CH. $R^{5.1}$ and $R^{5.2}$ are each independently a moiety of R^5 as described herein, including in embodiments. In embodiment, $z3$ is 0. $R^{4.1}$, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are each independently a moiety of R^4 as described herein, including in embodiments. In embodiments, $R^{4.1}$ is

unsubstituted methoxy. In embodiments, $R^{4.2}$ is unsubstituted methoxy. In embodiments, $R^{4.3}$ is
 unsubstituted methoxy. In embodiments, $R^{4.4}$ is unsubstituted methoxy. In embodiments, $R^{4.5}$ is
 unsubstituted methoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is
 unsubstituted methoxy. In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is
 5 unsubstituted methoxy. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.3}$ is
 unsubstituted methoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is
 unsubstituted methoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is
 unsubstituted methoxy. In embodiments, $R^{4.1}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$ is
 unsubstituted ethoxy. In embodiments, $R^{4.3}$ is unsubstituted ethoxy. In embodiments, $R^{4.4}$ is
 10 unsubstituted ethoxy. In embodiments, $R^{4.5}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.3}$,
 $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is unsubstituted ethoxy. In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and
 $R^{4.5}$ are hydrogen and $R^{4.2}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are
 hydrogen and $R^{4.3}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are
 hydrogen and $R^{4.4}$ is unsubstituted ethoxy. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are
 15 hydrogen and $R^{4.5}$ is unsubstituted ethoxy. In embodiments, $R^{4.1}$ is -OH. In embodiments $R^{4.2}$
 is -OH. In embodiments, $R^{4.3}$ is -OH. In embodiments, $R^{4.4}$ is -OH. In embodiments, $R^{4.5}$
 is -OH. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is -OH. In embodiments,
 $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is -OH. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$
 are hydrogen and $R^{4.3}$ is -OH. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$
 20 is -OH. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is -OH. In embodiments,
 $R^{4.1}$ is halogen. In embodiments, $R^{4.2}$ is halogen. In embodiments, $R^{4.3}$ is halogen. In
 embodiments, $R^{4.4}$ is halogen. In embodiments, $R^{4.5}$ is halogen. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$,
 and $R^{4.5}$ are hydrogen and $R^{4.1}$ is halogen. In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen
 and $R^{4.2}$ is halogen. In embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.3}$ is halogen.
 25 In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is halogen. In embodiments, $R^{4.2}$,
 $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is halogen. In embodiments, $R^{4.1}$ is unsubstituted
 methyl. In embodiments, $R^{4.2}$ is unsubstituted methyl. In embodiments, $R^{4.3}$ is unsubstituted
 methyl. In embodiments, $R^{4.4}$ is unsubstituted methyl. In embodiments, $R^{4.5}$ is unsubstituted
 methyl. In embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.1}$ is unsubstituted methyl.
 30 In embodiments, $R^{4.1}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.2}$ is unsubstituted methyl. In
 embodiments, $R^{4.2}$, $R^{4.1}$, $R^{4.4}$, and $R^{4.5}$ are hydrogen and $R^{4.3}$ is unsubstituted methyl. In
 embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.1}$, and $R^{4.5}$ are hydrogen and $R^{4.4}$ is unsubstituted methyl. In
 embodiments, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, and $R^{4.1}$ are hydrogen and $R^{4.5}$ is unsubstituted methyl. In
 embodiments, one or more of $R^{1.1}$, $R^{1.3}$, $R^{1.4}$, $R^{4.1}$, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, $R^{4.5}$, R^2 and/or R^3 are hydrogen.

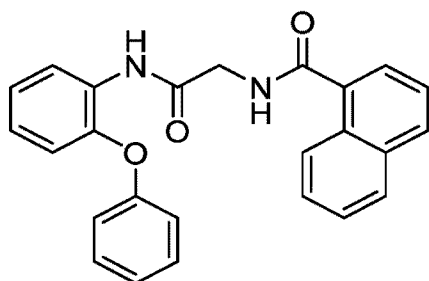
It will be understood that R⁵ is/are a floating substituent and may be positioned on either or both rings.



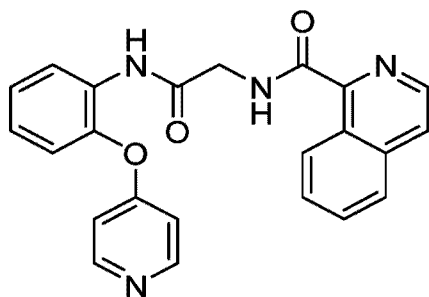
[0262] In embodiments, the compound has the formula:



5 [0263] In embodiments, the compound has the formula:



[0264] In embodiments, the compound has the formula:



[0265] In embodiments the compound has the formula:

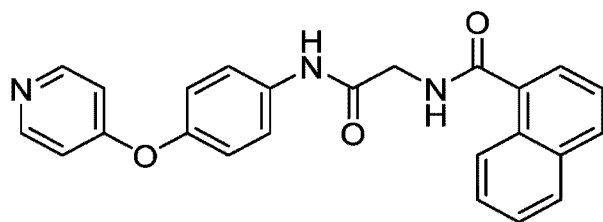
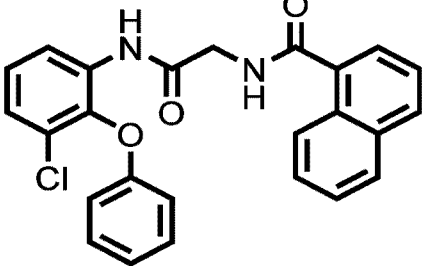
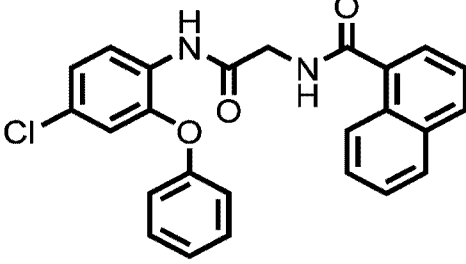
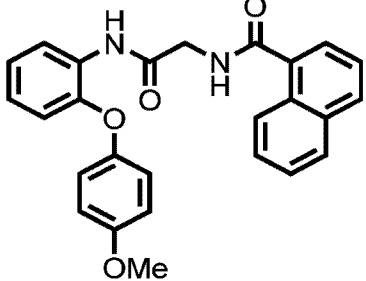
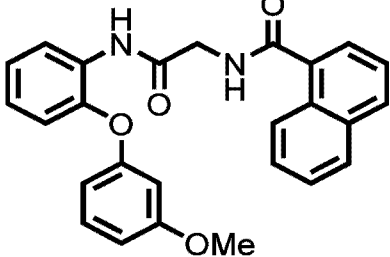
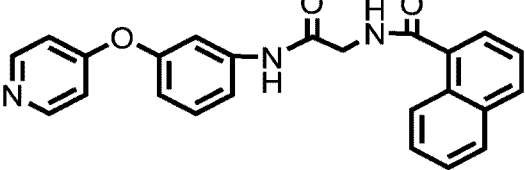
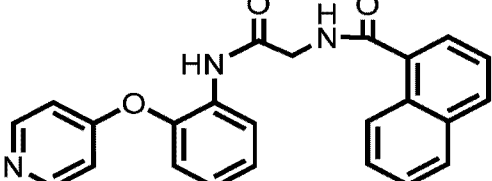
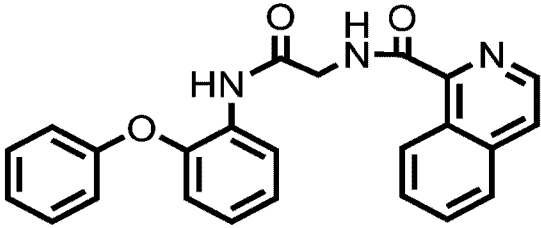
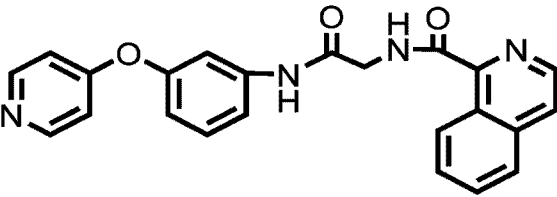
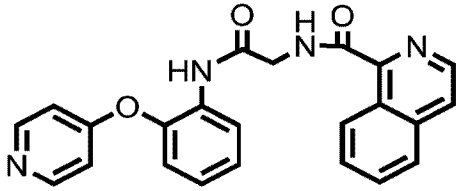
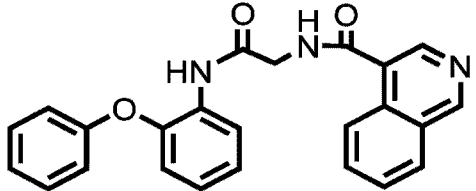
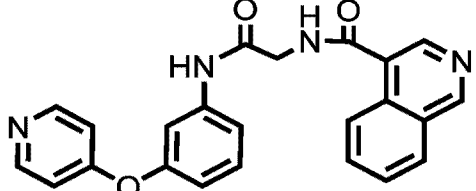
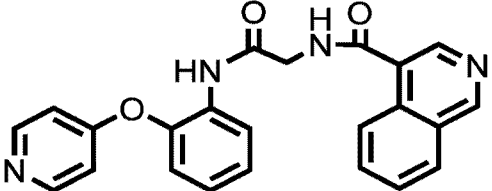
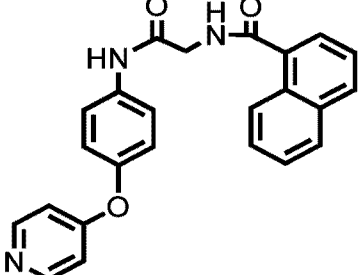
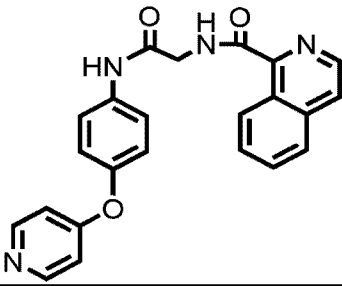
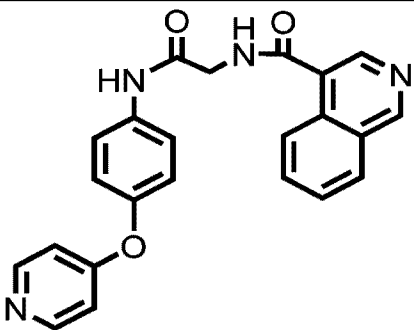


Table 1. Examples of compounds of formula (I), (II), (III), (IV) and (V) are shown in the table below:

Compound ID	Structures
AOH1160	<chem>c1ccc2ccccc2c1C(=O)NCCNC(=O)c3ccccc3Oc4ccccc4</chem>
PCNA1	<chem>Oc1ccc(Oc2ccccc2NC(=O)CCNC(=O)c3ccc4ccccc4c3)cc1</chem>
PCNA2	<chem>Oc1cccc(Oc2ccccc2NC(=O)CCNC(=O)c3ccc4ccccc4c3)c1</chem>
PCNA3	<chem>Clc1ccccc1Oc2ccccc2NC(=O)CCNC(=O)c3ccc4ccccc4c3</chem>

Compound ID	Structures
PCNA3A	
PCNA4	
PCNA6	
PCNA7/AOH1996	
#1161	
#1162	

Compound ID	Structures
#1165	 <chem>O=C(Nc1ccccc1Oc2ccccc2)CC(=O)Nc3ccc4ccccc4n3</chem>
#1166	 <chem>O=C(Nc1ccc(Oc2ccncc2)cc1)CC(=O)Nc3ccc4ccccc4n3</chem>
#1167	 <chem>O=C(Nc1cccc(Oc2ccncc2)c1)CC(=O)Nc3ccc4ccccc4n3</chem>
#1175	 <chem>O=C(Nc1ccccc1Oc2ccccc2)CC(=O)Nc3ccc4ccccc4n3</chem>
#1176	 <chem>O=C(Nc1ccc(Oc2ccncc2)cc1)CC(=O)Nc3ccc4ccccc4n3</chem>
#1177	 <chem>O=C(Nc1cccc(Oc2ccncc2)c1)CC(=O)Nc3ccc4ccccc4n3</chem>
#1178	 <chem>O=C(Nc1ccc(Oc2ccncc2)cc1)CC(=O)Nc3cccc4ccccc34</chem>

Compound ID	Structures
AOH1179	
AOH1180	

[0266] In embodiments, the compound binds the interdomain connecting loop of PCNA (e.g., the loop including the amino acids corresponding to human PCNA M121 to Y133). In embodiments, the compound binds to an amino acid in the sequence corresponding to human PCNA M121 to Y133. In embodiments, the compound binds an amino acid in the sequence corresponding to human PCNA L126 to Y133. In embodiments, the compound binds to a plurality of amino acids in the sequence corresponding to human PCNA M121 to Y133. In embodiments, the compound binds a plurality of amino acids in the sequence corresponding to human PCNA L126 to Y133. In embodiments, the compound binds to an amino acid in human PCNA M121 to Y133. In embodiments, the compound binds an amino acid in human PCNA L126 to Y133. In embodiments, the compound binds to a plurality of amino acids in human PCNA M121 to Y133. In embodiments, the compound binds a plurality of amino acids in human PCNA L126 to Y133. In embodiments, the compound binds an amino acid corresponding to human PCNA L126. In embodiments, the compound binds an amino acid corresponding to human PCNA G127. In embodiments, the compound binds an amino acid corresponding to human PCNA I128. In embodiments, the compound binds an amino acid corresponding to human PCNA P129. In embodiments, the compound binds an amino acid corresponding to human PCNA E130. In embodiments, the compound binds an amino acid corresponding to human PCNA Q131. In embodiments, the compound binds an amino acid corresponding to human PCNA E132. In embodiments, the compound binds an amino acid

corresponding to human PCNA Y133. In embodiments, the compound binds an amino acid corresponding to human PCNA D41. In embodiments, the compound binds an amino acid corresponding to human PCNA S42. In embodiments, the compound binds an amino acid corresponding to human PCNA S43. In embodiments, the compound binds an amino acid

5 corresponding to human PCNA H44. In embodiments, the compound binds an amino acid corresponding to human PCNA V45. In embodiments, the compound binds an amino acid corresponding to human PCNA P234. In embodiments, the compound binds to human PCNA L126. In embodiments, the compound binds to human PCNA G127. In embodiments, the compound binds to human PCNA I128. In embodiments, the compound binds to human PCNA

10 P129. In embodiments, the compound binds to human PCNA E130. In embodiments, the compound binds to human PCNA Q131. In embodiments, the compound binds to human PCNA E132. In embodiments, the compound binds to human PCNA Y133. In embodiments, the compound binds to human PCNA D41. In embodiments, the compound binds to human PCNA S42. In embodiments, the compound binds to human PCNA S43. In embodiments, the

15 compound binds to human PCNA H44. In embodiments, the compound binds to human PCNA V45. In embodiments, the compound binds to human PCNA P234. In embodiments, the compound competes with T3 for binding to PCNA. In embodiments, the compound competes with p21 (CDKN1A) for binding to PCNA. In embodiments, the compound competes with DNA polymerase δ for binding to PCNA. In embodiments, the compound competes with flap

20 endonuclease 1 (FEN1) for binding to PCNA. In embodiments, the compound inhibits T3 binding to PCNA. In embodiments, the compound inhibits p21 (CDKN1A) binding to PCNA. In embodiments, the compound inhibits DNA polymerase δ binding to PCNA. In embodiments, the compound inhibits flap endonuclease 1 (FEN1) binding to PCNA. In embodiments, the compound inhibits PIP-box containing protein (e.g., PIP box includes eight amino acid sequence

25 of QXX-(hydrophobic amino acid)-XX-(acidic amino acid)-(acidic amino acid), X is independently any amino acid) binding to PCNA. In embodiments, the compound inhibits DNA replication. In embodiments, the compound reduces DNA replication (e.g., relative to the absence of the compound, or relative to control). In embodiments, the compound inhibits DNA repair. In embodiments, the compound reduces DNA repair (e.g., relative to the absence of the

30 compound, or relative to control). In embodiments, the compound inhibits cell (e.g., cancer cell) growth. In embodiments, the compound reduces cell (e.g., cancer cell) growth (e.g., relative to the absence of the compound, or relative to control). In embodiments, the compound inhibits cell (e.g., cancer cell) proliferation. In embodiments, the compound reduces cell (e.g., cancer

cell) proliferation (e.g., relative to the absence of the compound, or relative to control). In
embodiments, the compound inhibits cell survival. In embodiments, the compound reduces cell
survival (e.g., relative to the absence of the compound, or relative to control). In embodiments,
the compound binds the acidic form of PCNA (e.g., caPCNA, form having an acidic isoelectric
point). In embodiments, the compound does not bind the basic form of PCNA (e.g., nmPCNA,
5 form having an apparent basic isoelectric point). In embodiments, the compound binds the
acidic form of PCNA (e.g., caPCNA, form having an acidic isoelectric point) more strongly than
the basic form of PCNA (e.g., nmPCNA, form having an apparent basic isoelectric point) (e.g.,
about 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8, 1.9, 2, 3, 4, 5, 6, 7, 8, 9, 10, 20, 30, 40, 50, 60, 70, 80,
10 90, 100, 200, 300, 400, 500, 600, 700, 800, 900, 1000, 10000, or 100000-fold). In embodiments,
the compound inhibits homologous recombination. In embodiments, the compound reduces
homologous recombination (e.g., relative to the absence of the compound or relative to control).
In embodiments, the compound induces cell cycle arrest. In embodiments, the compound
increases cell cycle arrest. In embodiments, the compound slows tumor growth. In
15 embodiments, the compound reduces tumor growth. In embodiments, the compound induces
apoptosis. In embodiments, the compound induces apoptosis of cancer cells. In embodiments,
the compound induces apoptosis of cancer cells to a greater degree than healthy cells of the same
cell type (e.g., about 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8, 1.9, 2, 3, 4, 5, 6, 7, 8, 9, 10, 20, 30, 40,
50, 60, 70, 80, 90, 100, 200, 300, 400, 500, 600, 700, 800, 900, 1000, 10000, or 100000-fold
20 more). In embodiments, the compound induces apoptosis of cancer cells to a greater degree than
healthy cells of the same cell type (e.g., 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8, 1.9, 2, 3, 4, 5, 6, 7, 8,
9, 10, 20, 30, 40, 50, 60, 70, 80, 90, 100, 200, 300, 400, 500, 600, 700, 800, 900, 1000, 10000, or
100000-fold more). In embodiments, the compound induces cell death of cancer cells at a lower
compound concentration than for healthy cells (e.g., at an IC₅₀ at least 1, 2, 3, 4, 5, 6, 7, 8, 9, 10,
25 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36,
37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62,
63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88,
89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 200, 300, 400, 500, 600, 700, 800, 900, 1000,
2000, 3000, 4000, 5000, 6000, 7000, 8000, 9000, or 10000-fold lower). In embodiments, the
30 compound increases S phase arrest. In embodiments, the compound increases G2 phase arrest.
In embodiments, the compound increases the level of double strand breaks. In embodiments, the
compound inhibits DNA repair (e.g., relative to the absence of the compound or relative to
control). In embodiments, the compound does not reduce non-homologous end joining. In
embodiments, the compound does not inhibit non-homologous end joining. In embodiments, the

compound does not activate thyroid receptor. In embodiments, the compound increases caspase-3 activity. In embodiments, the compound increases caspase-9 activity.

[0267] In embodiments, the compound binds to a PCNA protein that is post-translationally modified with a stronger affinity than to the same PCNA protein that is not post-translationally modified. In embodiments, the compound binds to a PCNA protein that is not post-translationally modified with a stronger affinity than to the same PCNA protein that is post-translationally modified. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is post-translationally modified with a lipid than to the same PCNA protein that is not post-translationally modified with the lipid. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not post-translationally modified with a lipid than to the same PCNA protein that is post-translationally modified with the lipid. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is post-translationally modified with a sugar than to the same PCNA protein that is not post-translationally modified with the sugar. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not post-translationally modified with a sugar than to the same PCNA protein that is post-translationally modified with the sugar. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is post-translationally modified with an amino acid than to the same PCNA protein that is not post-translationally modified with the amino acid. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not post-translationally modified with an amino acid than to the same PCNA protein that is post-translationally modified with the amino acid. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is post-translationally modified with a nucleobase than to the same PCNA protein that is not post-translationally modified with the nucleobase. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not post-translationally modified with a nucleobase than to the same PCNA protein that is post-translationally modified with the nucleobase. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is post-translationally modified with a phosphate than to the same PCNA protein that is not post-translationally modified with the phosphate. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not post-translationally modified with a phosphate than to the same PCNA protein that is post-translationally modified with the phosphate. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is post-translationally modified with an acetyl than to the same PCNA protein that is not post-translationally modified with the acetyl. In embodiments,

the compound binds with a stronger affinity to a PCNA protein that is not post-translationally modified with a acetyl than to the same PCNA protein that is post-translationally modified with the acetyl. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is phosphorylated than to the same PCNA protein that is not phosphorylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not phosphorylated than to the same PCNA protein that is phosphorylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is alkylated (e.g., methylated) than to the same PCNA protein that is not alkylated (e.g., methylated). In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not alkylated (e.g., methylated) than to the same PCNA protein that is alkylated (e.g., methylated). In embodiments, the compound binds with a stronger affinity to a PCNA protein that is ribosylated than to the same PCNA protein that is not ribosylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not ribosylated than to the same PCNA protein that is ribosylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is acetylated than to the same PCNA protein that is not acetylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not acetylated than to the same PCNA protein that is acetylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is glycosylated than to the same PCNA protein that is not glycosylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not glycosylated than to the same PCNA protein that is glycosylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is lipidated than to the same PCNA protein that is not lipidated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not lipidated than to the same PCNA protein that is lipidated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is poly(ADP) ribosylated than to the same PCNA protein that is not poly(ADP) ribosylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not poly(ADP) ribosylated than to the same PCNA protein that is poly(ADP) ribosylated. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is post-translationally modified with a methylester of an acidic amino acid than to the same PCNA protein that is not post-translationally modified with the methylester of an acidic amino acid. In embodiments, the compound binds with a stronger affinity to a PCNA protein that is not post-translationally modified with a methylester of an acidic amino acid than to the same PCNA protein that is post-translationally modified with the methylester of an acidic amino acid. In embodiments, the post-translational modification is on an amino acid in the sequence corresponding to human PCNA M121 to Y133. In embodiments, the post-translational

modification is on an amino acid in the sequence corresponding to human PCNA L126 to Y133. In embodiments, an increase or decrease (e.g., in binding or activity or level of protein or function, as described herein above) associated with a compound described herein, is in comparison to a control (e.g., identical experiment or conditions except for the absence of the compound described herein).

[0268] In embodiments, the compound (e.g., described herein) has a half-life of at least 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 2, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 110, 120, 130, 140, 150, 160, 170, 180, 190, 200, 210, 20, 230, 240, 250, 260, 270, 280, 290, 300, 310, 320, 330, 340, 350, 360, 370, 380, 390, 400, 410, 420, 430, 440, 450, 460, 470, 480, 490, 500, 510, 520, 530, 540, 550, 560, 570, 580, 590, 600, 610, 620, 630, 640, 650, 660, 670, 680, 690, 700, 710, 720, 730, 740, 750, 760, 770, 780, 790, 800, 810, 820, 830, 840, 850, 860, 870, 880, 890, 900, 910, 920, 930, 940, 950, 960, 970, 980, 990, or 1000 hours. In embodiments, the compound (e.g., described herein) has a half-life of about 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 2, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 110, 120, 130, 140, 150, 160, 170, 180, 190, 200, 210, 20, 230, 240, 250, 260, 270, 280, 290, 300, 310, 320, 330, 340, 350, 360, 370, 380, 390, 400, 410, 420, 430, 440, 450, 460, 470, 480, 490, 500, 510, 520, 530, 540, 550, 560, 570, 580, 590, 600, 610, 620, 630, 640, 650, 660, 670, 680, 690, 700, 710, 720, 730, 740, 750, 760, 770, 780, 790, 800, 810, 820, 830, 840, 850, 860, 870, 880, 890, 900, 910, 920, 930, 940, 950, 960, 970, 980, 990, or 1000 hours. In embodiments, the compound (e.g., described herein) has a half-life of 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 2, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 110, 120, 130, 140, 150, 160, 170, 180, 190, 200, 210, 20, 230, 240, 250, 260, 270, 280, 290, 300, 310, 320, 330, 340, 350, 360, 370, 380, 390, 400, 410, 420, 430, 440, 450, 460, 470, 480, 490, 500, 510, 520, 530, 540, 550, 560, 570, 580, 590, 600, 610, 620, 630, 640, 650, 660, 670, 680, 690, 700, 710, 720, 730, 740, 750, 760, 770, 780, 790, 800, 810, 820, 830, 840, 850, 860, 870, 880, 890, 900, 910, 920, 930, 940, 950,

960, 970, 980, 990, or 1000 hours. In embodiments, the half-life is a plasma half-life. In embodiments, the half-life is a tissue half-life. In embodiments, the half-life is the half-life in a cell. In embodiments, the half-life is a blood half-life.

[0269] In embodiments, a compound is a compound described herein, including in an aspect, embodiment, table, figure, example, or scheme.

C. Pharmaceutical Compositions

[0270] In another aspect is provided a pharmaceutical composition including a pharmaceutically acceptable excipient and a compound, or pharmaceutically acceptable salt thereof, as described herein, including embodiments.

[0271] Pharmaceutical compositions provided by the present invention include compositions wherein the active ingredient (e.g., compound described herein) is contained in a therapeutically effective amount, *i.e.*, in an amount effective to achieve its intended purpose. The actual amount effective for a particular application will depend, *inter alia*, on the condition being treated.

When administered in methods to treat a disease, such compositions will contain an amount of active ingredient effective to achieve the desired result, e.g., inhibiting cell proliferation.

Determination of a therapeutically effective amount of a compound of the invention is well within the capabilities of those skilled in the art, especially in light of the detailed disclosure herein. In embodiments, the pharmaceutical composition may include a second agent. In embodiments, the second agent is an anti-cancer agent. In embodiments, the second agent is a chemotherapeutic agent. In embodiments, the second agent is included in a therapeutically effective amount. In embodiments, the second agent is an agent for treating brain cancer. In embodiments, the second agent is an agent for treating neuroblastoma. In embodiments, the second agent is an agent for treating glioblastoma. In embodiments, the second agent is an agent for treating a central nervous system (CNS) cancer. In embodiments, the second agent is an agent for treating a sympathetic nervous system (SNS) cancer. In embodiments, the second agent is an agent for treating an adrenal gland cancer. In embodiments, the second agent is an agent for treating a cancer of a neuron in the neck, chest, abdomen, or pelvis. In embodiments, the second agent is an agent for treating esthesioneuroblastoma. In embodiments, the second agent includes stem cells (e.g., bone marrow or hematopoietic stem cells). In embodiments, the second agent is 13-cis-retinoic acid. In embodiments, the second agent is GM-CSF. In embodiments, the second agent is IL-2. In embodiments, the second agent is a platinum-based compound (e.g., anti-cancer agent). In embodiments, the second agent is cisplatin. In

embodiments, the second agent is carboplatin. In embodiments, the second agent is oxaloplatin. In embodiments, the second agent is a DNA damaging agent or cytotoxic agent in routine clinical use for treating cancer. In embodiments, the second agent is an alkylating agent. In embodiments, the second agent is cyclophosphamide. In embodiments, the second agent is ifosfamide. In embodiments, the second agent is melphalan. In embodiments, the second agent is topoisomerase II inhibitor. In embodiments, the second agent is etoposide. In embodiments, the second agent is an anthracycline antibiotic. In embodiments, the second agent is doxorubicin. In embodiments, the second agent is a vinca alkaloid. In embodiments, the second agent is vincristine. In embodiments, the second agent is topotecan. In embodiments, the second agent is irinotecan.

[0272] For preparing pharmaceutical compositions from the compounds of the present invention, pharmaceutically acceptable carriers can be either solid or liquid. Solid form preparations include powders, tablets, pills, capsules, cachets, suppositories, and dispersible granules. A solid carrier can be one or more substances, which may also act as diluents, flavoring agents, binders, preservatives, tablet disintegrating agents, or an encapsulating material.

[0273] In powders, the carrier is a finely divided solid in a mixture with the finely divided active component (e.g. a compound provided herein). In tablets, the active component is mixed with the carrier having the necessary binding properties in suitable proportions and compacted in the shape and size desired. The powders and tablets preferably contain from 5% to 70% of the active compound.

[0274] Suitable solid excipients include, but are not limited to, magnesium carbonate; magnesium stearate; talc; pectin; dextrin; starch; tragacanth; a low melting wax; cocoa butter; carbohydrates; sugars including, but not limited to, lactose, sucrose, mannitol, or sorbitol, starch from corn, wheat, rice, potato, or other plants; cellulose such as methyl cellulose, hydroxypropylmethyl-cellulose, or sodium carboxymethylcellulose; and gums including arabic and tragacanth; as well as proteins including, but not limited to, gelatin and collagen. If desired, disintegrating or solubilizing agents may be added, such as the cross-linked polyvinyl pyrrolidone, agar, alginic acid, or a salt thereof, such as sodium alginate.

[0275] Dragees cores are provided with suitable coatings such as concentrated sugar solutions, which may also contain gum arabic, talc, polyvinylpyrrolidone, carbopol gel, polyethylene glycol, and/or titanium dioxide, lacquer solutions, and suitable organic solvents or solvent

mixtures. Dyestuffs or pigments may be added to the tablets or dragee coatings for product identification or to characterize the quantity of active compound (i.e., dosage). Pharmaceutical preparations of the invention can also be used orally using, for example, push-fit capsules made of gelatin, as well as soft, sealed capsules made of gelatin and a coating such as glycerol or sorbitol.

[0276] For preparing suppositories, a low melting wax, such as a mixture of fatty acid glycerides or cocoa butter, is first melted and the active component is dispersed homogeneously therein, as by stirring. The molten homogeneous mixture is then poured into convenient sized molds, allowed to cool, and thereby to solidify.

[0277] Liquid form preparations include solutions, suspensions, and emulsions, for example, water or water/propylene glycol solutions. For parenteral injection, liquid preparations can be formulated in solution in aqueous polyethylene glycol solution.

[0278] When parenteral application is needed or desired, particularly suitable admixtures for the compounds of the invention are injectable, sterile solutions, preferably oily or aqueous solutions, as well as suspensions, emulsions, or implants, including suppositories. In particular, carriers for parenteral administration include aqueous solutions of dextrose, saline, pure water, ethanol, glycerol, propylene glycol, peanut oil, sesame oil, polyoxyethylene-block polymers, and the like. Ampules are convenient unit dosages. The compounds of the invention can also be incorporated into liposomes or administered via transdermal pumps or patches. Pharmaceutical admixtures suitable for use in the present invention are well-known to those of skill in the art and are described, for example, in *Pharmaceutical Sciences* (17th Ed., Mack Pub. Co., Easton, PA) and WO 96/05309.

[0279] Aqueous solutions suitable for oral use can be prepared by dissolving the active component (e.g. compounds described herein, including embodiments, examples, compounds of Table 1) in water and adding suitable colorants, flavors, stabilizers, and thickening agents as desired. Aqueous suspensions suitable for oral use can be made by dispersing the finely divided active component in water with viscous material, such as natural or synthetic gums, resins, methylcellulose, sodium carboxymethylcellulose, hydroxypropylmethylcellulose, sodium alginate, polyvinylpyrrolidone, gum tragacanth and gum acacia, and dispersing or wetting agents such as a naturally occurring phosphatide (e.g., lecithin), a condensation product of an alkylene oxide with a fatty acid (e.g., polyoxyethylene stearate), a condensation product of ethylene oxide with a long chain aliphatic alcohol (e.g., heptadecaethylene oxycetanol), a condensation product

of ethylene oxide with a partial ester derived from a fatty acid and a hexitol (e.g., polyoxyethylene sorbitol mono-oleate), or a condensation product of ethylene oxide with a partial ester derived from fatty acid and a hexitol anhydride (e.g., polyoxyethylene sorbitan mono-oleate). The aqueous suspension can also contain one or more preservatives such as ethyl
5 or n-propyl p-hydroxybenzoate, one or more coloring agents, one or more flavoring agents and one or more sweetening agents, such as sucrose, aspartame or saccharin. Formulations can be adjusted for osmolarity.

[0280] Also included are solid form preparations that are intended to be converted, shortly before use, to liquid form preparations for oral administration. Such liquid forms include
10 solutions, suspensions, and emulsions. These preparations may contain, in addition to the active component, colorants, flavors, stabilizers, buffers, artificial and natural sweeteners, dispersants, thickeners, solubilizing agents, and the like.

[0281] Oil suspensions can contain a thickening agent, such as beeswax, hard paraffin or cetyl alcohol. Sweetening agents can be added to provide a palatable oral preparation, such as
15 glycerol, sorbitol or sucrose. These formulations can be preserved by the addition of an antioxidant such as ascorbic acid. As an example of an injectable oil vehicle, see Minto, *J. Pharmacol. Exp. Ther.* 281:93-102, 1997. The pharmaceutical formulations of the invention can also be in the form of oil-in-water emulsions. The oily phase can be a vegetable oil or a mineral oil, described above, or a mixture of these. Suitable emulsifying agents include naturally-
20 occurring gums, such as gum acacia and gum tragacanth, naturally occurring phosphatides, such as soybean lecithin, esters or partial esters derived from fatty acids and hexitol anhydrides, such as sorbitan mono-oleate, and condensation products of these partial esters with ethylene oxide, such as polyoxyethylene sorbitan mono-oleate. The emulsion can also contain sweetening agents and flavoring agents, as in the formulation of syrups and elixirs. Such formulations can
25 also contain a demulcent, a preservative, or a coloring agent.

[0282] The compounds of the invention can be administered alone or can be coadministered to the patient. Coadministration is meant to include simultaneous or sequential administration of the compounds individually or in combination (more than one compound). Thus, the preparations can also be combined, when desired, with other active substances (e.g. to reduce
30 metabolic degradation).

[0283] In embodiments, the pharmaceutical composition further includes an anti-cancer agent. In embodiments, the anti-cancer agent is a platinum-based compound. In embodiments, the anti-

cancer agent is cisplatin. In embodiments, the anti-cancer agent is oxaloplatin. In embodiments, the anti-cancer agent is carboplatin. In embodiments, the pharmaceutical composition includes a compound as described herein and a second agent, for example an anti-cancer agent (e.g., cisplatin, oxaloplatin, or carboplatin). In embodiments, the pharmaceutical composition further includes 13-cis-retinoid acid.

[0284] The compounds of the present invention can be prepared and administered in a wide variety of oral, parenteral and topical dosage forms. Oral preparations include tablets, pills, powder, dragees, capsules, liquids, lozenges, cachets, gels, syrups, slurries, suspensions, etc., suitable for ingestion by the patient. The compounds of the present invention can also be administered by injection, that is, intravenously, intramuscularly, intracutaneously, subcutaneously, intraduodenally, or intraperitoneally. Also, the compounds described herein can be administered by inhalation, for example, intranasally. Additionally, the compounds of the present invention can be administered transdermally. It is also envisioned that multiple routes of administration (e.g., intramuscular, oral, transdermal) can be used to administer the compounds of the invention. Accordingly, the present invention also provides pharmaceutical compositions comprising a pharmaceutically acceptable excipient and one or more compounds of the invention.

[0285] The pharmaceutical preparation is preferably in unit dosage form. In such form the preparation is subdivided into unit doses containing appropriate quantities of the active component. The unit dosage form can be a packaged preparation, the package containing discrete quantities of preparation, such as packeted tablets, capsules, and powders in vials or ampoules. Also, the unit dosage form can be a capsule, tablet, cachet, or lozenge itself, or it can be the appropriate number of any of these in packaged form.

[0286] The quantity of active component in a unit dose preparation may be varied or adjusted from 0.1 mg to 10000 mg, more typically 1.0 mg to 1000 mg, most typically 10 mg to 500 mg, according to the particular application and the potency of the active component. The quantity of active compound may also be defined as mg/kg, ranging from about 0.1 mg/kg to 500 mg/kg. For example, the active compound can be administered in an amount of 30 mg/kg. The composition can, if desired, also contain other compatible therapeutic agents.

[0287] Some compounds may have limited solubility in water and therefore may require a surfactant or other appropriate co-solvent in the composition. Such co-solvents include: Polysorbate 20, 60 and 80; Pluronic F-68, F-84 and P-103; cyclodextrin; polyoxyl 35 castor oil;

or other agents known to those skilled in the art. Such co-solvents are typically employed at a level between about 0.01 % and about 2% by weight.

[0288] Viscosity greater than that of simple aqueous solutions may be desirable to decrease variability in dispensing the formulations, to decrease physical separation of components of a suspension or emulsion of formulation and/or otherwise to improve the formulation. Such viscosity building agents include, for example, polyvinyl alcohol, polyvinyl pyrrolidone, methyl cellulose, hydroxy propyl methylcellulose, hydroxyethyl cellulose, carboxymethyl cellulose, hydroxy propyl cellulose, chondroitin sulfate and salts thereof, hyaluronic acid and salts thereof, combinations of the foregoing, and other agents known to those skilled in the art. Such agents are typically employed at a level between about 0.01% and about 2% by weight. Determination of acceptable amounts of any of the above adjuvants is readily ascertained by one skilled in the art.

[0289] The ratio between toxicity and therapeutic effect for a particular compound is its therapeutic index and can be expressed as the ratio between LD₅₀ (the amount of compound lethal in 50% of the population) and ED₅₀ (the amount of compound effective in 50% of the population). Compounds that exhibit high therapeutic indices are preferred. Therapeutic index data obtained from cell culture assays and/or animal studies can be used in formulating a range of dosages for use in humans. The dosage of such compounds preferably lies within a range of plasma concentrations that include the ED₅₀ with little or no toxicity. The dosage may vary within this range depending upon the dosage form employed and the route of administration utilized. See, *e.g.* Fingl *et al.*, *In: THE PHARMACOLOGICAL BASIS OF THERAPEUTICS*, Ch.1, p.1, 1975. The exact formulation, route of administration and dosage can be chosen by the individual physician in view of the patient's condition and the particular method in which the compound is used.

D. Methods of Treatment

[0290] In an aspect is provided, a method of treating cancer, wherein the method includes administering a compound described herein to a subject in need thereof. In embodiments, the method includes administering a therapeutically effective amount of the compound. In embodiments, the cancer is associated with an increased level of caPCNA compared to a control (e.g., non-malignant cells). In embodiments, the cancer includes cancer cells. In embodiments, the cancer cells are associated with an increased level of caPCNA compared to a control (e.g., non-malignant cells). In embodiments, the ratio of caPCNA:nmPCNA is increased compared to

a control. In embodiments, the cancer expresses caPCNA. In embodiments, the cancer expresses an increased level caPCNA as compared to a control (e.g., benign cells).

[0291] In embodiments, the cancer cells associated with an increased level of caPCNA is cervical cancer, colon cancer, thyroid cancer, gastric cancer, ovarian cancer, breast cancer, lung cancer, uterine cancer, or Ductal carcinoma in situ (DCIS).

[0292] The compounds described herein are useful, *inter alia*, in methods of treating cancer. Such methods include administering to a subject in need thereof an effective amount of a compound described herein, including embodiments and pharmaceutically acceptable salts thereof. In embodiments, the compound is chosen from a table disclosed herein (e.g., Table 1, Table 3). In embodiments, the compound is chosen from Table 1. In embodiments, the compound is chosen from Table 3.

[0293] In embodiments, the cancer is neuroblastoma. In embodiments, the cancer is metastatic cancer. In embodiments, the cancer is breast cancer. In embodiments, the cancer is triple negative breast cancer. In embodiments, the cancer is metastatic breast cancer. In embodiments, the cancer is brain cancer. In embodiments, the cancer is glioblastoma. In embodiments, the cancer is astrocytoma. In embodiments, the cancer is glioma. In embodiments, the cancer is pancreatic cancer. In embodiments, the cancer is lymphoma. In embodiments, the cancer is chronic lymphoid leukemia (CLL). In embodiments, the cancer is non-Hodgkin's lymphoma. In embodiments, the cancer is skin cancer. In embodiments, the cancer is squamous cell carcinoma. In embodiments, the cancer is T lymphotropic leukemia. In embodiments, the cancer is melanoma. In embodiments, the cancer is malignant melanoma. In embodiments, the cancer is lung cancer. In embodiments, the cancer is non-small cell lung cancer. In embodiments, the cancer is colon cancer. In embodiments, the cancer is prostate cancer. In embodiments, the cancer is ovarian cancer. In embodiments, the cancer is leukemia. In embodiments, the cancer is kidney cancer. In embodiments, the cancer may be prostate, thyroid, endocrine system, brain, breast, cervix, colon, head & neck, liver, kidney, lung, non-small cell lung, melanoma, mesothelioma, ovary, sarcoma, stomach, uterus, Medulloblastoma, colorectal cancer, pancreatic cancer. Additional examples may include, but are not limited to Hodgkin's Disease, Non-Hodgkin's Lymphoma, multiple myeloma, neuroblastoma, glioma, glioblastoma multiforme, ovarian cancer, neuroblastoma, rhabdomyosarcoma, primary thrombocytosis, primary macroglobulinemia, primary brain tumors, cancer, malignant pancreatic insulanoma, malignant carcinoid, urinary bladder cancer, premalignant skin lesions, testicular cancer, lymphomas,

thyroid cancer, neuroblastoma, esophageal cancer, genitourinary tract cancer, malignant hypercalcemia, endometrial cancer, adrenal cortical cancer, neoplasms of the endocrine or exocrine pancreas, medullary thyroid cancer, medullary thyroid carcinoma, melanoma, colorectal cancer, papillary thyroid cancer, hepatocellular carcinoma, or prostate cancer. In embodiments, the cancer is leukemia, myeloma, non-small cell lung cancer, colon cancer, central nervous system cancer, melanoma, ovarian cancer, renal cancer, prostate cancer, or breast cancer. In embodiments, the cancer is triple negative breast cancer. In embodiments, the cancer is a central nervous system (CNS) cancer. In embodiments, the cancer is a sympathetic nervous system (SNS) cancer. In embodiments, the cancer is an adrenal gland cancer. In embodiments, the cancer is a cancer of a neuron in the neck, chest, abdomen, or pelvis. In embodiments, the cancer is an esthesioneuroblastoma. In embodiments, the cancer is a stage 1 neuroblastoma (e.g., localized tumor confined to an area near the origin). In embodiments, the cancer is a stage 2A neuroblastoma (e.g., Unilateral tumor with incomplete gross resection and/or identifiable ipsilateral and contralateral lymph node negative for tumor). In embodiments, the cancer is a stage 2B neuroblastoma (e.g., Unilateral tumor with complete or incomplete gross resection; with ipsilateral lymph node positive for tumor; identifiable contralateral lymph node negative for tumor). In embodiments, the cancer is a stage 3 neuroblastoma (e.g., Tumor infiltrating across midline with or without regional lymph node involvement; or unilateral tumor with contralateral lymph node involvement; or midline tumor with bilateral lymph node involvement). In embodiments, the cancer is a stage 4 neuroblastoma (e.g., Dissemination of tumor to distant lymph nodes, bone marrow, bone, liver, or other organs except as defined by Stage 4S). In embodiments, the cancer is a stage 4S neuroblastoma (e.g., Age <1 year old with localized primary tumor as described in Stage 1 or Stage 2 above, with dissemination limited to liver, skin, or bone marrow (less than 10 percent of nucleated bone marrow cells are tumors). In embodiments, the cancer is a stage L1 neuroblastoma (e.g., localized cancer without image-defined risk factors) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the cancer is a stage L2 neuroblastoma (e.g., localized cancer with image-defined risk factors) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the cancer is a stage M neuroblastoma (e.g., metastatic cancer) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the cancer is a stage MS neuroblastoma (e.g., metastatic cancer "special" where MS is equivalent to stage 4S as described above) according to the International Neuroblastoma Risk Group (INRG) staging system. In embodiments, the cancer is a neuroblastoma risk stratification pre-treatment group, according to the International Neuroblastoma Risk Group

(INRG) staging system, of very low. In embodiments, the cancer is a neuroblastoma risk stratification pre-treatment group, according to the International Neuroblastoma Risk Group (INRG) staging system, of low. In embodiments, the cancer is a neuroblastoma risk stratification pre-treatment group, according to the International Neuroblastoma Risk Group (INRG) staging system, of intermediate. In embodiments, the cancer is a neuroblastoma risk stratification pre-treatment group, according to the International Neuroblastoma Risk Group (INRG) staging system, of high risk.

[0294] In embodiments, the cancer is cervical cancer, colon cancer, thyroid cancer, gastric cancer, ovarian cancer, breast cancer, lung cancer, uterine cancer, or Ductal carcinoma in situ (DCIS). In embodiments, the cancer is cervical cancer. In embodiments, the cancer is colon cancer. In embodiments, the cancer is thyroid cancer. In embodiments, the cancer is gastric cancer. In embodiments, the cancer is ovarian cancer. In embodiments, the cancer is breast cancer. In embodiments, the cancer is lung cancer. In embodiments, the cancer is uterine cancer. In embodiments, the cancer is Ductal carcinoma in situ (DCIS).

[0295] In embodiments, the cancer is esophageal adenocarcinoma. In embodiments, the cancer is stage 0 esophageal cancer. In embodiments, the cancer is stage I esophageal cancer. In embodiments, the cancer is stage IA esophageal cancer. In embodiments, the cancer is stage IB esophageal cancer. In embodiments, the cancer is stage IIA esophageal cancer. In embodiments, the cancer is stage IIB esophageal cancer. In embodiments, the cancer is stage IIIA esophageal cancer. In embodiments, the cancer is stage IIIB esophageal cancer. In embodiments, the cancer is stage IIIC esophageal cancer. In embodiments, the cancer is stage IV esophageal cancer. In embodiments, the cancer is stage I esophageal adenocarcinoma. In embodiments, the cancer is colorectal cancer. In embodiments, the cancer is prostate cancer (e.g., prostatic adenocarcinoma). In embodiments, the cancer is high-grade prostatic intraepithelial neoplasia (PIN). In embodiments, the cancer is associated with Barrett's esophagus. In embodiments, the cancer is associated with Barrett's esophagus without epithelial dysplasia. In embodiments, the cancer is associated with Barrett's esophagus with low grade epithelial dysplasia. In embodiments, the cancer is associated with Barrett's esophagus with high-grade epithelial dysplasia. In embodiments, the cancer is oesophagogastric junctional adenocarcinoma. In embodiments, the cancer is described in Hammoud et al (Z. T. Hammoud, et al. Journal of Thoracic & Cardiovascular Surgery 2006;133(1):82-87); Wang X., et al. Prostate. 2011 May 15;71(7):748-54; or Shen F., et al. J Cell Biochem. 2011 Mar;112(3):756-60.

[0296] In embodiments, the compounds described herein are useful for methods of treating neuroblastoma. In embodiments, the compounds described herein are useful for methods of treating leukemia, non-small cell lung cancer, colon cancer, central nervous system cancer, melanoma, ovarian cancer, renal cancer, prostate cancer, or breast cancer.

5 **[0297]** Compounds described herein also inhibit cell proliferation in neuroblastoma cancer (e.g., cancer characterized by the cell line BE(2)-C, SK-N-BE(2), SK-N-SH, SH-SY5Y, IMR-32, SK-N-AS, SK-N-MC, MC-IXC, SHP-77, SK-N-FI, SK-N-DZ, CHP-212, BE(2)-M17, SK-N-FI, K-PN-DW, LA-N-2, LA-N-1, or LAN5). Compounds described herein also inhibit cell proliferation in neuroblastoma cancer cell lines. For example, these neuroblastoma cancer cell
 10 lines include BE(2)-C, SK-N-BE(2), SK-N-SH, SH-SY5Y, IMR-32, SK-N-AS, SK-N-MC, MC-IXC, SHP-77, SK-N-FI, SK-N-DZ, CHP-212, BE(2)-M17, SK-N-FI, K-PN-DW, LA-N-2, LA-N-1, and LAN5.

[0298] In embodiments, the cancer is a cancer identified in Table 6. Compounds described herein also inhibit cell proliferation in breast cancer (e.g., cancer characterized by the cell line
 15 BT-549, HS 578T, MCF7, MDA-MB-231/ATCC, MDA-MB-468, or T-47D). Compounds described herein also inhibit cell proliferation in central nervous system cancer (e.g., cancer characterized by the cell line SF-268, SF-295, SF-539, SNB-19, SNB-75, or U251). Compounds described herein also inhibit cell proliferation in colon cancer (e.g., cancer characterized by the cell line COLO 208, HCC-2998, HCT-116, HCT-15, HT29, KM12, or SW-620). Compounds
 20 described herein also inhibit cell proliferation in leukemia or myeloma (e.g., cancer characterized by the cell line CCRF-CEM, HL-60(TB), K-562, MOLT-4, RPMI-8226, or SR). Compounds described herein also inhibit cell proliferation in melanoma (e.g., cancer characterized by the cell line the LOX IMVI, MALME-3M, M14, MDA-MB-435, SK-MEL-2, SK-MEL-28, SK-MEL-5, UACC-257, or UACC-62). Compounds described herein also inhibit cell proliferation in Non-
 25 Small Cell Lung cancer (e.g., cancer characterized by the cell line A549/ATCC, EKVX, HOP-62, HOP-92, NCI-H226, NCI-H23, NCI-H322M, NCI-H460, or NCI-H522). Compounds described herein also inhibit cell proliferation in ovarian cancer (e.g., cancer characterized by the cell line IGROV1, NCI/ADR-RES, OVCAR-3, OVCAR-4, OVCAR-5, OVCAR-8, or SK-OV-3). Compounds described herein also inhibit cell proliferation in prostate cancer (e.g., cancer
 30 characterized by the cell line DU-145 or PC-3). Compounds described herein also inhibit cell proliferation in renal cancer (e.g., cancer characterized by the cell line 786-0, A498, ACHN, CAKI-1, RXF 393, SN12C, TK-10, or UO-31).

[0299] In embodiments, the cancer is a cancer identified in Table 6. Compounds described herein also inhibit cell proliferation in breast cancer cell lines. For example, these breast cancer cell lines include BT-549, HS 578T, MCF7, MDA-MB-231/ATCC, MDA-MB-468, and T-47D. Compounds described herein also inhibit cell proliferation in central nervous system cancer cell lines. For example, these central nervous system cancer cell lines include SF-268, SF-295, SF-539, SNB-19, SNB-75, and U251. Compounds described herein also inhibit cell proliferation in colon cancer cell lines. For example, these colon cancer cell lines include COLO 208, HCC-2998, HCT-116, HCT-15, HT29, KM12, and SW-620. Compounds described herein also inhibit cell proliferation in leukemia or myeloma cell lines. For example, these leukemia or myeloma cell lines include CCRF-CEM, HL-60(TB), K-562, MOLT-4, RPMI-8226, and SR. Compounds described herein also inhibit cell proliferation in melanoma cell lines. For example, these melanoma cell lines include LOX IMVI, MALME-3M, M14, MDA-MB-435, SK-MEL-2, SK-MEL-28, SK-MEL-5, UACC-257, and UACC-62. Compounds described herein also inhibit cell proliferation in Non-Small Cell Lung cancer cell lines. For example, these Non-Small Cell Lung cancer cell lines include A549/ATCC, EKVX, HOP-62, HOP-92, NCI-H226, NCI-H23, NCI-H322M, NCI-H460, and NCI-H522. Compounds described herein also inhibit cell proliferation in ovarian cancer cell lines. For example, these ovarian cancer cell lines include IGROV1, NCI/ADR-RES, OVCAR-3, OVCAR-4, OVCAR-5, OVCAR-8, and SK-OV-3. Compounds described herein also inhibit cell proliferation in prostate cancer cell lines. For example, these prostate cancer cell lines include DU-145 and PC-3. Compounds described herein also inhibit cell proliferation in renal cancer cell lines. For example, these renal cancer cell lines include 786-0, A498, ACHN, CAKI-1, RXF 393, SN12C, TK-10, and UO-31.

[0300] In another aspect a compound described herein is provided, including embodiments (e.g. compound of formula (I), (II), (III), (IV), or (V), or any embodiment thereof; or in an example, table or figure), for use as a medicament.

[0301] In another aspect is provided, a method of treating a disease associated with PCNA activity, wherein the method includes administering a compound described herein to a subject in need thereof. In embodiments, the method includes administering a therapeutically effective amount of the compound. In embodiments the disease is Barrett's esophagus.

[0302] In embodiments, the method includes administering a second agent (e.g., therapeutic agent). In embodiments, the second agent is an anti-cancer agent. In embodiments, the anti-cancer agent is a platinum-based compound. In embodiments, the anti-cancer agent is cisplatin.

In embodiments, the anti-cancer agent is oxaloplatin. In embodiments, the anti-cancer agent is carboplatin. In embodiments, the anti-cancer agent is a DNA damaging agent or cytotoxic agent in routine clinical use for treating cancer. In embodiments, the method includes administration of high-dose chemotherapy. In embodiments, the method includes stem cell transplantation (HDCT/autoSCT). In embodiments, the method includes administration of 13-cis-retinoid acid. In embodiments, the method includes administration of immunotherapy. In embodiments, the method includes administration of radiation. In embodiments, the second agent is a chemotherapeutic agent. In embodiments, the second agent is included in a therapeutically effective amount. In embodiments, the second agent is an agent for treating brain cancer. In 10 embodiments, the second agent is an agent for treating neuroblastoma. In embodiments, the second agent is an agent for treating glioblastoma. In embodiments, the second agent is an agent for treating a central nervous system (CNS) cancer. In embodiments, the second agent is an agent for treating a sympathetic nervous system (SNS) cancer. In embodiments, the second agent is an agent for treating an adrenal gland cancer. In embodiments, the second agent is an 15 agent for treating a cancer of a neuron in the neck, chest, abdomen, or pelvis. In embodiments, the second agent is an agent for treating esthesioneuroblastoma. In embodiments, the second agent includes stem cells (e.g., bone marrow or hematopoietic stem cells). In embodiments, the second agent is 13-cis-retinoic acid. In embodiments, the second agent is GM-CSF. In embodiments, the second agent is IL-2. In embodiments, the second agent is a platinum-based 20 compound (e.g., anti-cancer agent). In embodiments, the second agent is cisplatin. In embodiments, the second agent is carboplatin. In embodiments, the second agent is oxaloplatin. In embodiments, the second agent is a DNA damaging agent or cytotoxic agent in routine clinical use for treating cancer. In embodiments, the second agent is an alkylating agent. In 25 embodiments, the second agent is cyclophosphamide. In embodiments, the second agent is ifosfamide. In embodiments, the second agent is melphalan. In embodiments, the second agent is topoisomerase II inhibitor. In embodiments, the second agent is etoposide. In embodiments, the second agent is an anthracycline antibiotic. In embodiments, the second agent is doxorubicin. In embodiments, the second agent is a vinca alkaloid. In embodiments, the second agent is vincristine. In embodiments, the second agent is topotecan. In embodiments, the second 30 agent is irinotecan.

[0303] In embodiments, the disease is cancer (e.g., a cancer described herein, including neuroblastoma). In embodiments, the disease is systemic lupus erythematosus (SLE). In embodiments, the disease is mycosis fungoides.

E. Methods of Inhibiting PCNA

[0304] In another aspect is provided, a method of inhibiting PCNA activity, wherein the method includes contacting PCNA with an effective amount of a compound described herein. In embodiments contacting includes allowing a compound described herein to interact with a protein of SEQ ID NO:2. In embodiments contacting includes allowing a compound described herein to interact with a protein of SEQ ID NO:3. In embodiments contacting includes allowing a compound described herein to interact with a protein of SEQ ID NO:4.

[0305] The compounds described herein are useful, *inter alia*, in methods of inhibiting PCNA activity in a subject in need thereof, including administering to the subject an effective amount of a compound as described herein, or a pharmaceutically acceptable salt thereof.

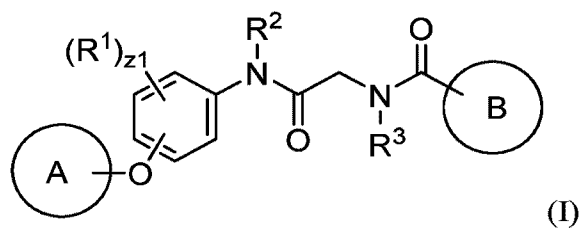
[0306] In embodiments, the PCNA is a human PCNA.

[0307] In embodiments, modulation of PCNA activity results in modulation of DNA replication, DNA repair, and the cell cycle. For example, inhibition of PCNA function induces cell cycle arrest resulting in apoptosis of cancer cells, *i.e.* neuroblastoma cells.

[0308] In another aspect, compounds described herein are useful, *inter alia*, in a method of treating a disease associated with PCNA activity in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt thereof.

EMBODIMENTS

[0309] Embodiment 1. A compound having the formula:



wherein

Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 to 6 membered heteroaryl;

Ring B is substituted or unsubstituted naphthyl, substituted or unsubstituted quinoliny, or substituted or unsubstituted isoquinoliny;

R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-$

CH_2X^1 , $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC=(O)NHNH_2$,
 $-NHC=(O)NR^7R^8$, $-N(O)_{m1}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-$
 $NR^7C=(O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, substituted or unsubstituted alkyl,
 5 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl; two adjacent R^1 substituents may optionally be joined to form a substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 is independently hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-$

CH_2X^2 , $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$,
 $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH SO_2H$, $-NHC=(O)H$, $-NHC(O)-$
 OH , $-NHOH$, $-OCX^2_3$, $-OCHX^2_2$, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 15 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^3 is independently hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-$

CH_2X^3 , $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$,
 $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH SO_2H$, $-NHC=(O)H$, $-NHC(O)-$
 OH , $-NHOH$, $-OCX^3_3$, $-OCHX^3_2$, substituted or unsubstituted alkyl, substituted or unsubstituted
 20 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-$

CH_2X^A , $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$,
 $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH SO_2H$, $-NHC=(O)H$, $-NHC(O)-$
 25 OH , $-NHOH$, $-OCX^A_3$, $-OCHX^A_2$, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^7
 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to form a
 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

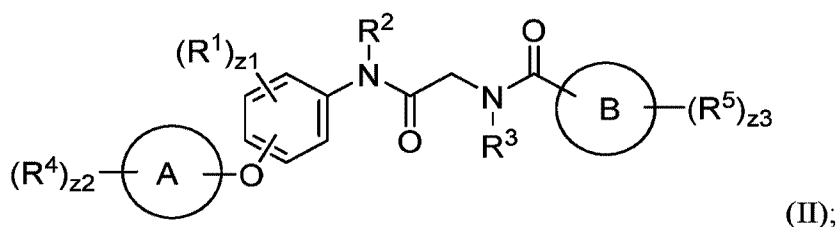
$z1$ is independently an integer from 0 to 4;

$m1$ and $v1$ are independently 1 or 2;

$n1$ is independently an integer from 0 to 4;

X^1 , X^2 , X^3 , and X^A are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0310] Embodiment 2. The compound of embodiment 1, having the formula:



wherein

R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, -

- 5 CH_2X^4 , $-CN$, $-SO_2Cl$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$,
 $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, -
 $NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, substituted or
 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 10 substituted or unsubstituted heteroaryl; two adjacent R^4 substituents may optionally be joined to
 form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,
 substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, -

- 15 CH_2X^5 , $-CN$, $-SO_2Cl$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC=(O)NHNH_2$,
 $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, -
 $NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, substituted or
 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 substituted or unsubstituted heteroaryl; two adjacent R^5 substituents may optionally be joined to
 20 form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,
 substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, -

- CH_2X^B , $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$,
 $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHHSO_2H$, $-NHC=(O)H$, $-NHC(O)-$
 25 OH , $-NHOH$, $-OCX^B_3$, $-OCHX^B_2$, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{11}
 and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a
 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^C_3$, $-OCHX^C_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

z_2 is independently an integer from 0 to 5;

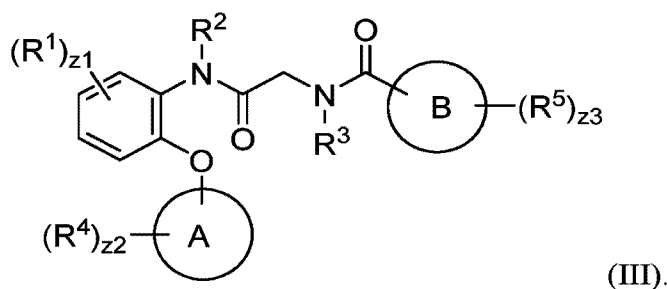
z_3 is independently an integer from 0 to 7;

m_4 , m_5 , v_4 and v_5 are independently 1 or 2;

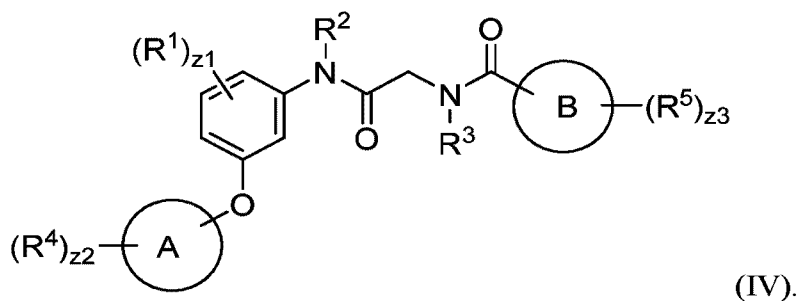
n_4 and n_5 are independently an integer from 0 to 4;

X^4 , X^5 , X^B , and X^C are independently $-Cl$, $-Br$, $-I$, or $-F$

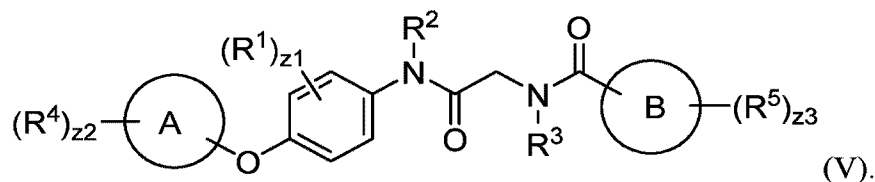
[0311] Embodiment 3. The compound of one of embodiments 1 to 2, having the formula:



[0312] Embodiment 4. The compound of one of embodiments 1 to 2, having the formula:



[0313] Embodiment 5. The compound of one of embodiments 1 to 2, having the formula:



- 5 **[0314]** Embodiment 6. The compound of one of embodiments 1 to 5, wherein Ring A is phenyl.
- [0315]** Embodiment 7. The compound of one of embodiments 1 to 5, wherein Ring A is a 5 to 6 membered heteroaryl.
- 10 **[0316]** Embodiment 8. The compound of one of embodiments 1 to 5, wherein Ring A is a thienyl.
- [0317]** Embodiment 9. The compound of one of embodiments 1 to 5, wherein Ring A is a 2-thienyl.
- [0318]** Embodiment 10. The compound of one of embodiments 1 to 5, wherein Ring A is a 3-thienyl.
- 15 **[0319]** Embodiment 11. The compound of one of embodiments 1 to 5, wherein Ring A is a pyridyl.
- [0320]** Embodiment 12. The compound of one of embodiments 1 to 5, wherein Ring A is a 2-pyridyl.
- 20 **[0321]** Embodiment 13. The compound of one of embodiments 1 to 5, wherein Ring A is a 3-pyridyl.
- [0322]** Embodiment 14. The compound of one of embodiments 1 to 5, wherein Ring A is a 4-pyridyl.
- [0323]** Embodiment 15. The compound of one of embodiments 1 to 14, wherein Ring B is a naphthyl.
- 25 **[0324]** Embodiment 16. The compound of one of embodiments 1 to 14, wherein Ring B is a 1-naphthyl.

- [0325] Embodiment 17. The compound of one of embodiments 1 to 14, wherein Ring B is a 2-naphthyl.
- [0326] Embodiment 18. The compound of one of embodiments 1 to 14, wherein Ring B is a quinolinyl.
- 5 [0327] Embodiment 19. The compound of one of embodiments 1 to 14, wherein Ring B is a isoquinolinyl.
- [0328] Embodiment 20. The compound of one of embodiments 1 to 14, wherein Ring B is a 1-isoquinolinyl.
- [0329] Embodiment 21. The compound of one of embodiments 1 to 14, wherein
10 Ring B is a 3-isoquinolinyl.
- [0330] Embodiment 22. The compound of one of embodiments 1 to 14, wherein Ring B is a 4-isoquinolinyl.
- [0331] Embodiment 23. The compound of one of embodiments 1 to 22, wherein R¹ is independently halogen, -CF₃, -CHF₂, -
15 CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.
- 20 [0332] Embodiment 24. The compound of one of embodiments 1 to 22, wherein R¹ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
- 25 [0333] Embodiment 25. The compound of one of embodiments 1 to 22, wherein R¹ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.
- [0334] Embodiment 26. The compound of one of embodiments 1 to 22, wherein R¹ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy.

- [0335]** Embodiment 27. The compound of one of embodiments 1 to 26, wherein z1 is 1.
- [0336]** Embodiment 28. The compound of one of embodiments 1 to 26, wherein z1 is 0.
- 5 **[0337]** Embodiment 29. The compound of one of embodiments 1 to 28, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.
- 10 **[0338]** Embodiment 30. The compound of one of embodiments 1 to 28, wherein R⁴ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
- 15 **[0339]** Embodiment 31. The compound of one of embodiments 1 to 28, wherein R⁴ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.
- 20 **[0340]** Embodiment 32. The compound of one of embodiments 1 to 28, wherein R⁴ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy.
- [0341]** Embodiment 33. The compound of one of embodiments 1 to 32, wherein z2 is 1.
- [0342]** Embodiment 34. The compound of one of embodiments 1 to 32, wherein z2 is 0.
- 25 **[0343]** Embodiment 35. The compound of one of embodiments 1 to 34, wherein R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered
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heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

[0344] Embodiment 36. The compound of one of embodiments 1 to 34, wherein R⁵ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0345] Embodiment 37. The compound of one of embodiments 1 to 34, wherein R⁵ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

[0346] Embodiment 38. The compound of one of embodiments 1 to 34, wherein R⁵ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy.

[0347] Embodiment 39. The compound of one of embodiments 1 to 38, wherein z₃ is 1.

[0348] Embodiment 40. The compound of one of embodiments 1 to 38, wherein z₃ is 0.

[0349] Embodiment 41. The compound of one of embodiments 1 to 40, wherein R² is independently hydrogen, -CX₃², -CHX₂², -CH₂X², -CN, -C(O)H, -C(O)OH, -C(O)NH₂, substituted or unsubstituted C₁-C₆ alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0350] Embodiment 42. The compound of one of embodiments 1 to 40, wherein R² is independently hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

[0351] Embodiment 43. The compound of one of embodiments 1 to 40, wherein R² is independently hydrogen.

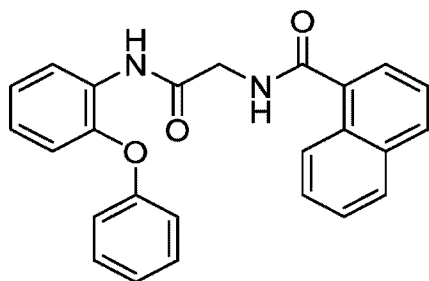
[0352] Embodiment 44. The compound of one of embodiments 1 to 43, wherein R³ is independently hydrogen, -CX₃², -CHX₂², -CH₂X², -CN, -C(O)H, -C(O)OH, -C(O)NH₂, substituted or unsubstituted C₁-C₆ alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6

membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

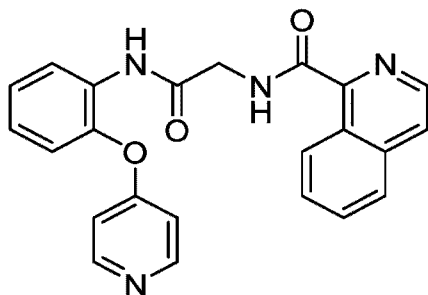
[0353] Embodiment 45. The compound of one of embodiments 1 to 43, wherein R^3 is independently hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

5 [0354] Embodiment 46. The compound of one of embodiments 1 to 43, wherein R^3 is independently hydrogen.

[0355] Embodiment 47. The compound of embodiment 1, having the formula:

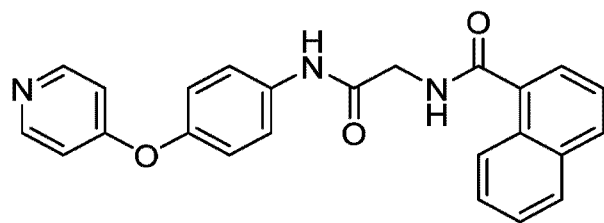


[0356] Embodiment 48. The compound of embodiment 1, having the formula:



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[0357] Embodiment 49. The compound of embodiment 1, having the formula:



[0358] Embodiment 50. A pharmaceutical composition comprising a compound of one of embodiments 1 to 49 or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

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[0359] Embodiment 51. The pharmaceutical composition of embodiment 50, further comprising an anti-cancer agent.

[0360] Embodiment 52. The pharmaceutical composition of embodiment 51, wherein the anti-cancer agent is a platinum-based compound.

5 [0361] Embodiment 53. The pharmaceutical composition of embodiment 51, wherein the anti-cancer agent is a cisplatin.

[0362] Embodiment 54. A method of treating a disease associated with PCNA activity in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound of one of embodiments 1 to 49, or a
10 pharmaceutically acceptable salt thereof.

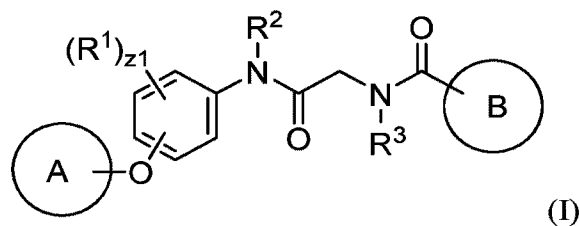
[0363] Embodiment 55. A method of treating cancer in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound of one of embodiments 1 to 49, or a pharmaceutically acceptable salt thereof.

[0364] Embodiment 56. The method of embodiment 55, wherein said cancer is
15 neuroblastoma.

[0365] Embodiment 57. A method of inhibiting PCNA activity, said method comprising contacting PCNA with an effective amount of a compound of one of embodiments 1 to 49, or a pharmaceutically acceptable salt thereof.

[0366] Embodiments contemplated herein include the following.

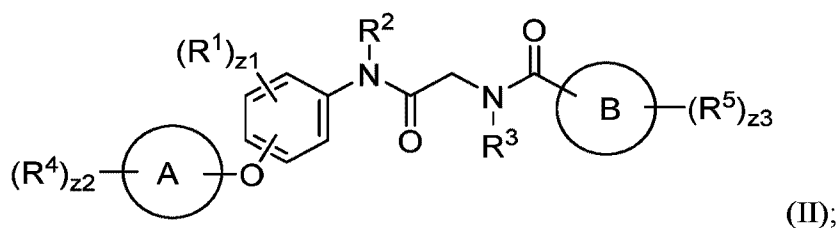
20 [0367] Embodiment 1A. A compound having the formula:



wherein Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 to 6 membered heteroaryl; Ring B is substituted or unsubstituted naphthyl, substituted or unsubstituted quinolinyl, or substituted or unsubstituted isoquinolinyl; R^1 is independently a
25 halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$,

$-\text{NHC}=(\text{O})\text{NR}^7\text{R}^8$, $-\text{N}(\text{O})_{m1}$, $-\text{NR}^7\text{R}^8$, $-\text{C}(\text{O})\text{R}^9$, $-\text{C}(\text{O})-\text{OR}^9$, $-\text{C}(\text{O})\text{NR}^7\text{R}^8$, $-\text{OR}^{10}$, $-\text{NR}^7\text{SO}_2\text{R}^{10}$, $-\text{NR}^7\text{C}=(\text{O})\text{R}^9$, $-\text{NR}^7\text{C}(\text{O})-\text{OR}^9$, $-\text{NR}^7\text{OR}^9$, $-\text{OCX}^1_3$, $-\text{OCHX}^1_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^1 substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^2 is independently hydrogen, halogen, $-\text{CX}^2_3$, $-\text{CHX}^2_2$, $-\text{CH}_2\text{X}^2$, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$, $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$, $-\text{ONH}_2$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=(\text{O})\text{H}$, $-\text{NHC}(\text{O})-\text{OH}$, $-\text{NHOH}$, $-\text{OCX}^2_3$, $-\text{OCHX}^2_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^3 is independently hydrogen, halogen, $-\text{CX}^3_3$, $-\text{CHX}^3_2$, $-\text{CH}_2\text{X}^3$, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$, $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$, $-\text{ONH}_2$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=(\text{O})\text{H}$, $-\text{NHC}(\text{O})-\text{OH}$, $-\text{NHOH}$, $-\text{OCX}^3_3$, $-\text{OCHX}^3_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-\text{CX}^A_3$, $-\text{CHX}^A_2$, $-\text{CH}_2\text{X}^A$, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$, $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$, $-\text{ONH}_2$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=(\text{O})\text{H}$, $-\text{NHC}(\text{O})-\text{OH}$, $-\text{NHOH}$, $-\text{OCX}^A_3$, $-\text{OCHX}^A_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^7 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; $z1$ is independently an integer from 0 to 4; $m1$ and $v1$ are independently 1 or 2; $n1$ is independently an integer from 0 to 4; X^1 , X^2 , X^3 , and X^A are independently $-\text{Cl}$, $-\text{Br}$, $-\text{I}$, or $-\text{F}$.

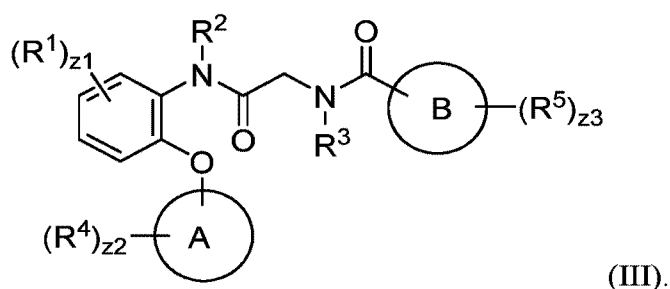
[0368] Embodiment 2A. The compound of embodiment 1A, having the formula:



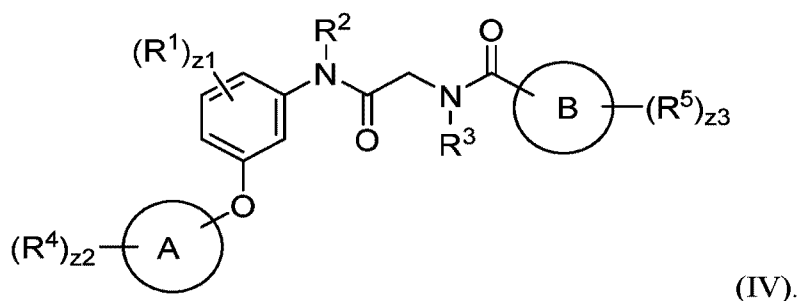
- Wherein R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_2Cl$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^4 substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_2Cl$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^5 substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX^B_3$, $-OCHX^B_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$,

$-\text{ONH}_2$, $-\text{NHC}=\text{(O)NHNH}_2$, $-\text{NHC}=\text{(O)NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=\text{(O)H}$, $-\text{NHC}(\text{O})-\text{OH}$, $-\text{NHOH}$, $-\text{OCX}^{\text{C}}_3$, $-\text{OCHX}^{\text{C}}_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; z_2 is independently an integer from 0 to 5; z_3 is independently an integer from 0 to 7; m_4 , m_5 , v_4 and v_5 are independently 1 or 2; n_4 and n_5 are independently an integer from 0 to 4; X^4 , X^5 , X^{B} , and X^{C} are independently $-\text{Cl}$, $-\text{Br}$, $-\text{I}$, or $-\text{F}$.

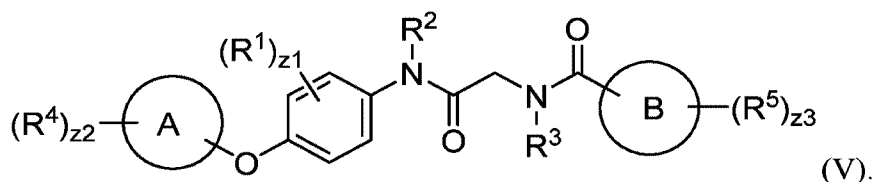
- 10 **[0369]** Embodiment 3A. The compound of one of embodiments 1A to 2A, having the formula:



- [0370]** Embodiment 4A. The compound of one of embodiments 1A to 2A, having the formula:



- [0371]** Embodiment 5A. The compound of one of embodiments 1A to 2A, having the formula:



[0372] Embodiment 6A. The compound of one of embodiments 1A to 5A, wherein R¹ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

[0373] Embodiment 7A. The compound of one of embodiments 1A to 5A, wherein R¹ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0374] Embodiment 8A. The compound of one of embodiments 1A to 5A, wherein R¹ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

[0375] Embodiment 9A. The compound of one of embodiments 1A to 5A, wherein R¹ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy.

[0376] Embodiment 10A. The compound of one of embodiments 1A to 9A, wherein z₁ is 1.

[0377] Embodiment 11A. The compound of one of embodiments 1A to 9A, wherein z₁ is 0.

[0378] Embodiment 12A. The compound of one of embodiments 1A to 11A, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

[0379] Embodiment 13A. The compound of one of embodiments 1A to 11A, wherein R⁴ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

- [0380]** Embodiment 14A. The compound of one of embodiments 1A to 11A, wherein R⁴ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.
- [0381]** Embodiment 15A. The compound of one of embodiments 1A to 11A, wherein R⁴ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy.
- [0382]** Embodiment 16A. The compound of one of embodiments 1A to 11A, wherein R⁴ is independently -OR¹⁴.
- [0383]** Embodiment 17A. The compound of embodiment 16A, wherein R¹⁴ is hydrogen or substituted or unsubstituted alkyl.
- [0384]** Embodiment 18A. The compound of embodiment 16A, wherein R¹⁴ is hydrogen or unsubstituted alkyl.
- [0385]** Embodiment 19A. The compound of embodiment 16A, wherein R¹⁴ is hydrogen or unsubstituted C₁-C₅ alkyl.
- [0386]** Embodiment 20A. The compound of embodiment 16A, wherein R¹⁴ is hydrogen or unsubstituted C₁-C₃ alkyl.
- [0387]** Embodiment 21A. The compound of embodiment 16A, wherein R¹⁴ is hydrogen or methyl.
- [0388]** Embodiment 22A. The compound of one of embodiments 1A to 21A, wherein z₂ is 1.
- [0389]** Embodiment 23A. The compound of one of embodiments 1A to 21A, wherein z₂ is 0.
- [0390]** Embodiment 24A. The compound of one of embodiments 1A to 23A, wherein R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.
- [0391]** Embodiment 25A. The compound of one of embodiments 1A to 23A, wherein R⁵ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆

cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0392] Embodiment 26A. The compound of one of embodiments 1A to 23A, wherein R⁵ is independently halogen, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

[0393] Embodiment 27A. The compound of one of embodiments 1A to 23A, wherein R⁵ is independently halogen, -OH, unsubstituted methyl, or unsubstituted methoxy.

[0394] Embodiment 28A. The compound of one of embodiments 1A to 27A, wherein z₃ is 1.

[0395] Embodiment 29A. The compound of one of embodiments 1A to 27A, wherein z₃ is 0.

[0396] Embodiment 30A. The compound of one of embodiments 1A to 29A, wherein R² is hydrogen, -CX₃², -CHX₂², -CH₂X², -CN, -C(O)H, -C(O)OH, -C(O)NH₂, substituted or unsubstituted C₁-C₆ alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0397] Embodiment 31A. The compound of one of embodiments 1A to 29A, wherein R² is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

[0398] Embodiment 32A. The compound of one of embodiments 1A to 29A, wherein R² is hydrogen.

[0399] Embodiment 33A. The compound of one of embodiments 1A to 32A, wherein R³ is hydrogen, -CX₃², -CHX₂², -CH₂X², -CN, -C(O)H, -C(O)OH, -C(O)NH₂, substituted or unsubstituted C₁-C₆ alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0400] Embodiment 34A. The compound of one of embodiments 1A to 32A, wherein R³ is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

[0401] Embodiment 35A. The compound of one of embodiments 1A to 32A, wherein R³ is hydrogen.

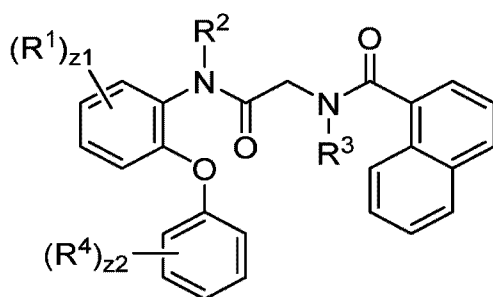
- [0402] Embodiment 36A. The compound of one of embodiments 1A to 35A, wherein Ring A is phenyl.
- [0403] Embodiment 37A. The compound of one of embodiments 1A to 35A, wherein Ring A is a 5 to 6 membered heteroaryl.
- 5 [0404] Embodiment 38A. The compound of one of embodiments 1A to 35A, wherein Ring A is a thienyl.
- [0405] Embodiment 39A. The compound of one of embodiments 1A to 35A, wherein Ring A is a 2-thienyl.
- [0406] Embodiment 40A. The compound of one of embodiments 1A to 35A, wherein Ring A
10 is a 3-thienyl.
- [0407] Embodiment 41A. The compound of one of embodiments 1A to 35A, wherein Ring A is a pyridyl.
- [0408] Embodiment 42A. The compound of one of embodiments 1A to 35A, wherein Ring A is a 2-pyridyl.
- 15 [0409] Embodiment 43A. The compound of one of embodiments 1A to 35A, wherein Ring A is a 3-pyridyl.
- [0410] Embodiment 44A. The compound of one of embodiments 1A to 35A, wherein Ring A is a 4-pyridyl.
- [0411] Embodiment 45A. The compound of one of embodiments 1A to 44A, wherein Ring B
20 is a naphthyl.
- [0412] Embodiment 46A. The compound of one of embodiments 1A to 44A, wherein Ring B is a 1-naphthyl.
- [0413] Embodiment 47A. The compound of one of embodiments 1A to 44A, wherein Ring B is a 2-naphthyl.
- 25 [0414] Embodiment 48A. The compound of one of embodiments 1A to 44A, wherein Ring B is a quinolinyl.
- [0415] Embodiment 49A. The compound of one of embodiments 1A to 44A, wherein Ring B is a isoquinolinyl.

[0416] Embodiment 50A. The compound of one of embodiments 1A to 44A, wherein Ring B is a 1-isoquinolinyl.

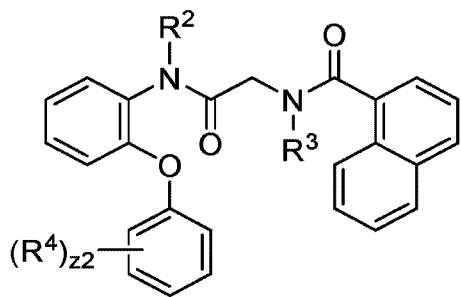
[0417] Embodiment 51A. The compound of one of embodiments 1A to 44A, wherein Ring B is a 3-isoquinolinyl.

5 [0418] Embodiment 52A. The compound of one of embodiments 1A to 44A, wherein Ring B is a 4-isoquinolinyl.

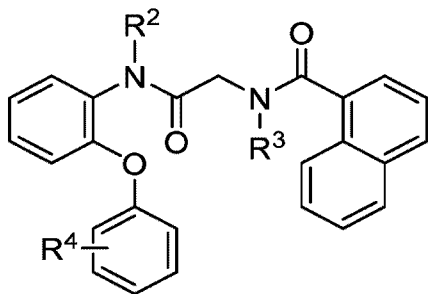
[0419] Embodiment 53A. The compound of one of embodiments 1A to 35A, having the formula:



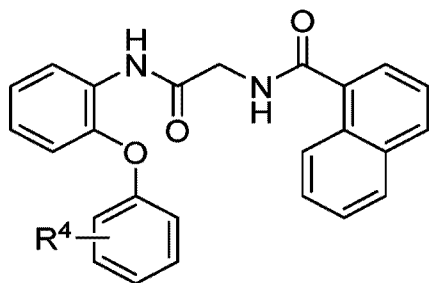
10 [0420] Embodiment 54A. The compound of one of embodiments 1A to 35A, having the formula:



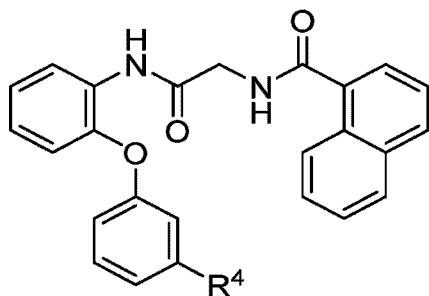
[0421] Embodiment 55A. The compound of one of embodiments 1A to 35A, having the formula:



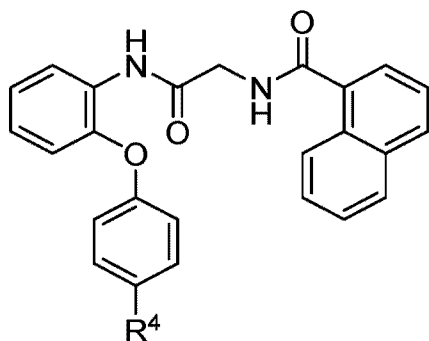
[0422] Embodiment 56A. The compound of one of embodiments 1A to 23A, having the formula:



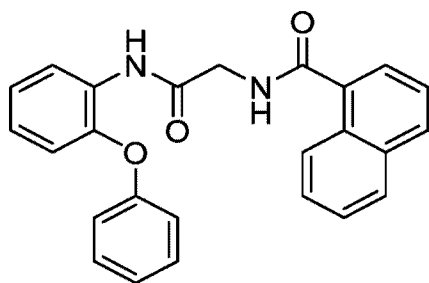
5 [0423] Embodiment 57A. The compound of one of embodiments 1A to 23A, having the formula:



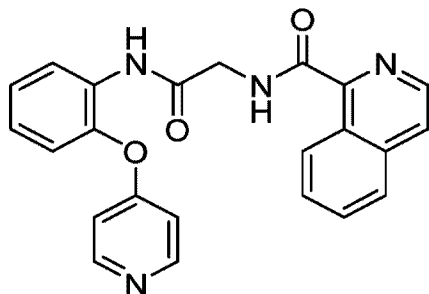
[0424] Embodiment 58A. The compound of one of embodiments 1A to 23A, having the formula:



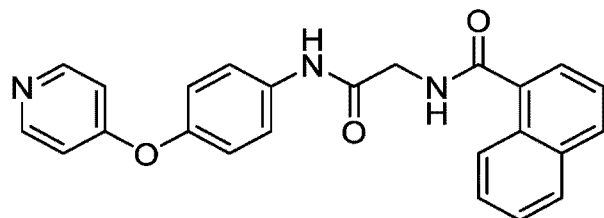
10 [0425] Embodiment 59A. The compound of embodiment 1A, having the formula:



[0426] Embodiment 60A. The compound of embodiment 1A, having the formula:

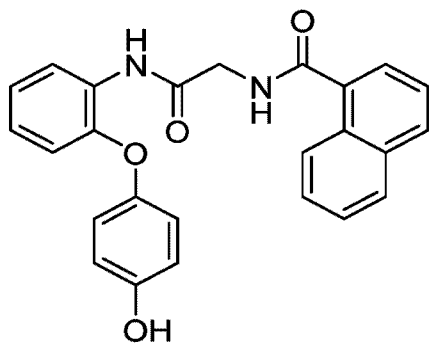


[0427] Embodiment 61A. The compound of embodiment 1A, having the formula:

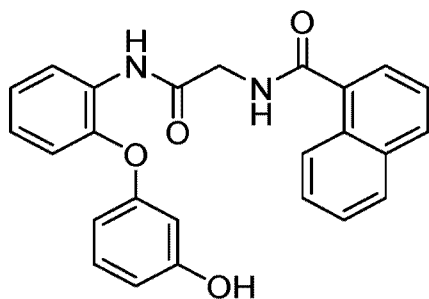


5

[0428] Embodiment 62A. The compound of embodiment 1A, having the formula:



[0429] Embodiment 63A. The compound of embodiment 1A, having the formula:

COc1ccc(Oc2ccccc2NC(=O)CCNC(=O)c3ccc4ccccc34)cc1COc1ccc(Oc2ccccc2NC(=O)CCNC(=O)c3ccc4ccccc43)cc1

[0433] Embodiment 67A. The pharmaceutical composition of embodiment 66A, further comprising an anti-cancer agent.

[0435] Embodiment 69A. The pharmaceutical composition of embodiment 67A, wherein the anti-cancer agent is a cisplatin.

[0436] Embodiment 70A. A method of treating a disease associated with PCNA activity in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound of one of embodiments 1A to 65A, or a pharmaceutically acceptable salt thereof.

- 5 [0437] Embodiment 71A. A method of treating cancer in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound of one of embodiments 1A to 65A, or a pharmaceutically acceptable salt thereof.

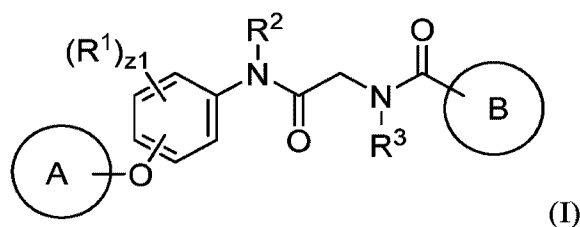
[0438] Embodiment 72A. The method of embodiment 71A, wherein said cancer is brain cancer.

- 10 [0439] Embodiment 73A. The method of embodiment 71A, wherein said cancer is neuroblastoma.

[0440] Embodiment 74A. A method of inhibiting PCNA activity, said method comprising contacting PCNA with an effective amount of a compound of one of embodiments 1A to 65A, or a pharmaceutically acceptable salt thereof.

15 **Additional Embodiments**

[0441] Embodiment 1W. A compound having the formula:



wherein

- 20 Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 to 6 membered heteroaryl;

Ring B is substituted or unsubstituted naphthyl, substituted or unsubstituted quinoliny, or substituted or unsubstituted isoquinoliny;

- 25 R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^7R^8$, $-N(O)_{m1}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C=(O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted

cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R^1 substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

5 R^2 is independently hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

10 R^3 is independently hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

15 R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^7 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

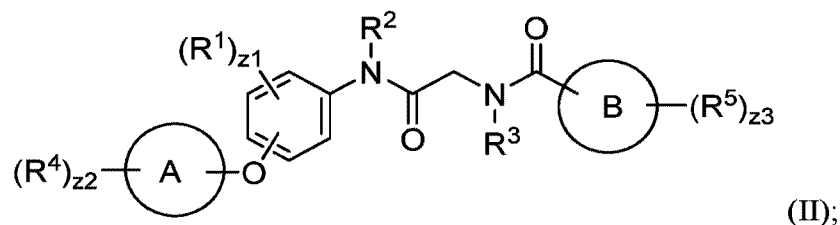
$z1$ is independently an integer from 0 to 4;

20 $m1$ and $v1$ are independently 1 or 2;

$n1$ is independently an integer from 0 to 4;

X^1 , X^2 , X^3 , and X^A are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0442] Embodiment 2W. The compound of embodiment 1W, having the formula:



25 wherein

R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$,

substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R⁴ substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R⁵ is independently a halogen, -CX⁵₃, -CHX⁵₂, -CH₂X⁵, -CN, -SO_{n5}R¹⁸, -SO_{v5}NR¹⁵R¹⁶, -NHNH₂, -ONR¹⁵R¹⁶, -NHC=(O)NHNH₂, -NHC=(O)NR¹⁵R¹⁶, -N(O)_{m5}, -NR¹⁵R¹⁶, -C(O)R¹⁷, -C(O)-OR¹⁷, -C(O)NR¹⁵R¹⁶, -OR¹⁸, -NR¹⁵SO₂R¹⁸, -NR¹⁵C=(O)R¹⁷, -NR¹⁵C(O)-OR¹⁷, -NR¹⁵OR¹⁷, -OCX⁵₃, -OCHX⁵₂, -OCH₂X⁵, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; two adjacent R⁵ substituents may optionally be joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R¹¹, R¹², R¹³, and R¹⁴ are independently hydrogen, halogen, -CX^B₃, -CHX^B₂, -CH₂X^B, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R¹¹ and R¹² substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R¹⁵, R¹⁶, R¹⁷, and R¹⁸ are independently hydrogen, halogen, -CX^C₃, -CHX^C₂, -CH₂X^C, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R¹⁵ and R¹⁶ substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

z2 is independently an integer from 0 to 5;

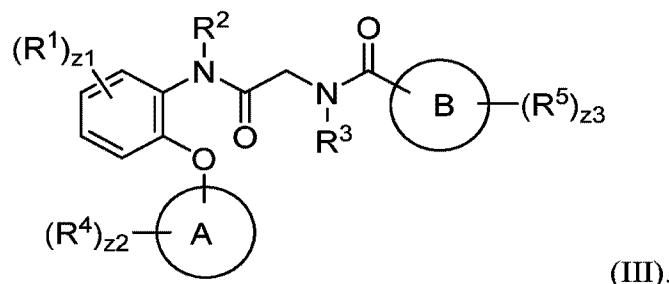
z3 is independently an integer from 0 to 7;

m4, m5, v4 and v5 are independently 1 or 2;

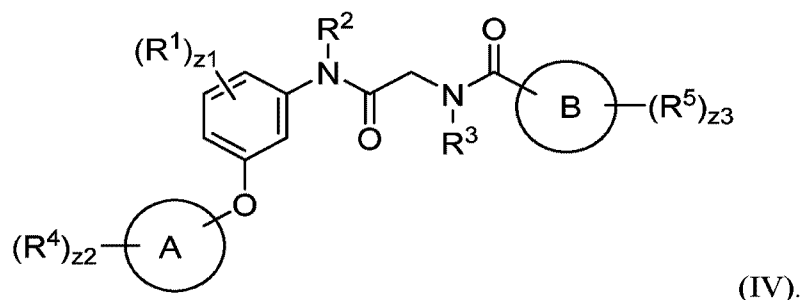
n4 and n5 are independently an integer from 0 to 4;

X⁴, X⁵, X^B, and X^C are independently -Cl, -Br, -I, or -F.

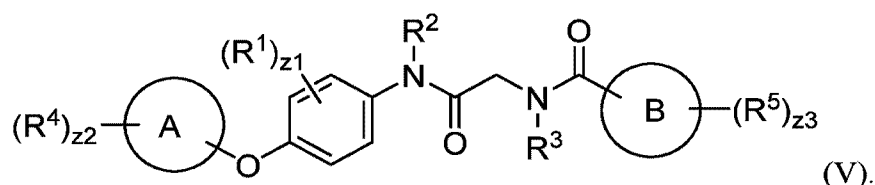
[0443] Embodiment 3W. The compound of one of embodiments 1W to 2W, having the formula:



5 [0444] Embodiment 4W. The compound of one of embodiments 1W to 2W, having the formula:



[0445] Embodiment 5W. The compound of one of embodiments 1W to 2W, having the formula:



10 [0446] Embodiment 6W. The compound of one of embodiments 1W to 5W, wherein R^1 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or
15 substituted or unsubstituted 5 to 10 membered heteroaryl.

[0447] Embodiment 7W. The compound of one of embodiments 1W to 5W, wherein R^1 is independently halogen, $-CF_3$, $-OH$, $-NH_2$, $-SH$, substituted or unsubstituted C_1 - C_4 alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C_3 - C_6

cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

5 [0448] Embodiment 8W. The compound of one of embodiments 1W to 5W, wherein R¹ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

[0449] Embodiment 9W. The compound of one of embodiments 1W to 5W, wherein R¹ is independently halogen, -OH, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, unsubstituted methyl, or unsubstituted methoxy.

[0450] Embodiment 10W. The compound of one of embodiments 1W to 9W, wherein z1 is 1.

10 [0451] Embodiment 11W. The compound of one of embodiments 1W to 9W, wherein z1 is 0.

[0452] Embodiment 12W. The compound of one of embodiments 1W to 11W, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

[0453] Embodiment 13W. The compound of one of embodiments 1W to 11W, wherein R⁴ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0454] Embodiment 14W. The compound of one of embodiments 1W to 11W, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

25 [0455] Embodiment 15W. The compound of one of embodiments 1W to 11W, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, unsubstituted methyl, or unsubstituted methoxy.

[0456] Embodiment 16W. The compound of one of embodiments 1W to 11W, wherein R⁴ is independently -OR¹⁴.

[0457] Embodiment 17W. The compound of embodiment 16W, wherein R¹⁴ is hydrogen or substituted or unsubstituted alkyl.

[0458] Embodiment 18W. The compound of embodiment 16W, wherein R¹⁴ is hydrogen or unsubstituted alkyl.

5 [0459] Embodiment 19W. The compound of embodiment 16W, wherein R¹⁴ is hydrogen or unsubstituted C₁-C₅ alkyl.

[0460] Embodiment 20W. The compound of embodiment 16W, wherein R¹⁴ is hydrogen or unsubstituted C₁-C₃ alkyl.

10 [0461] Embodiment 21W. The compound of embodiment 16W, wherein R¹⁴ is hydrogen or unsubstituted methyl.

[0462] Embodiment 22W. The compound of embodiment 16W, wherein R¹⁴ is unsubstituted methyl.

[0463] Embodiment 23W. The compound of one of embodiments 1W to 22W, wherein z₂ is 1.

15 [0464] Embodiment 24W. The compound of one of embodiments 1W to 22W, wherein z₂ is 0.

[0465] Embodiment 25W. The compound of one of embodiments 1W to 24W, wherein R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or
20 unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

[0466] Embodiment 26W. The compound of one of embodiments 1W to 24W, wherein R⁵ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl,
25 substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0467] Embodiment 27. The compound of one of embodiments 1W to 24W, wherein R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH,
30 unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

[0468] Embodiment 28W. The compound of one of embodiments 1W to 24W, wherein R^5 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, unsubstituted methyl, or unsubstituted methoxy.

[0469] Embodiment 29W. The compound of one of embodiments 1W to 28W, wherein z_3 is 1.

[0470] Embodiment 30W. The compound of one of embodiments 1W to 28W, wherein z_3 is 0.

[0471] Embodiment 31W. The compound of one of embodiments 1W to 30W, wherein R^2 is hydrogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0472] Embodiment 32W. The compound of one of embodiments 1W to 30W, wherein R^2 is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

[0473] Embodiment 33W. The compound of one of embodiments 1W to 30W, wherein R^2 is hydrogen.

[0474] Embodiment 34W. The compound of one of embodiments 1W to 33W, wherein R^3 is hydrogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

[0475] Embodiment 35W. The compound of one of embodiments 1W to 33W, wherein R^3 is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

[0476] Embodiment 36W. The compound of one of embodiments 1W to 33W, wherein R^3 is hydrogen.

[0477] Embodiment 37W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted phenyl.

- [0478] Embodiment 38W. The compound of one of embodiments 2W to 36W, wherein Ring A is phenyl.
- [0479] Embodiment 39W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted 5 to 6 membered heteroaryl.
- 5 [0480] Embodiment 40W. The compound of one of embodiments 2W to 36W, wherein Ring A is a 5 to 6 membered heteroaryl.
- [0481] Embodiment 41W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted thienyl.
- [0482] Embodiment 42W. The compound of one of embodiments 2W to 36W, wherein Ring
10 A is a thienyl.
- [0483] Embodiment 43W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted 2-thienyl.
- [0484] Embodiment 44W. The compound of one of embodiments 2W to 36W, wherein Ring A is a 2-thienyl.
- 15 [0485] Embodiment 45W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted 3-thienyl.
- [0486] Embodiment 46W. The compound of one of embodiments 2W to 36W, wherein Ring A is a 3-thienyl.
- [0487] Embodiment 47W. The compound embodiment 1, wherein Ring A is a substituted or
20 unsubstituted pyridyl.
- [0488] Embodiment 48W. The compound of one of embodiments 2W to 36W, wherein Ring A is a pyridyl.
- [0489] Embodiment 49W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted 2-pyridyl.
- 25 [0490] Embodiment 50W. The compound of one of embodiments 2W to 36W, wherein Ring A is a 2-pyridyl.
- [0491] Embodiment 51W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted 3-pyridyl.

- [0492] Embodiment 52W. The compound of one of embodiments 2W to 36W, wherein Ring A is a 3-pyridyl.
- [0493] Embodiment 53W. The compound embodiment 1W, wherein Ring A is a substituted or unsubstituted 4-pyridyl.
- 5 [0494] Embodiment 54W. The compound of one of embodiments 2W to 36W, wherein Ring A is a 4-pyridyl.
- [0495] Embodiment 55W. The compound of embodiment 1W, wherein Ring B is a substituted or unsubstituted naphthyl.
- [0496] Embodiment 56W. The compound of one of embodiments 2W to 54W, wherein Ring
10 B is a naphthyl.
- [0497] Embodiment 57W. The compound of embodiment 1W, wherein Ring B is a substituted or unsubstituted 1-naphthyl.
- [0498] Embodiment 58W. The compound of one of embodiments 2W to 54W, wherein Ring B is a 1-naphthyl.
- 15 [0499] Embodiment 59W. The compound of embodiment 1W, wherein Ring B is a substituted or unsubstituted 2-naphthyl.
- [0500] Embodiment 60W. The compound of one of embodiments 2W to 54W, wherein Ring B is a 2-naphthyl.
- [0501] Embodiment 61W. The compound of embodiment 1W, wherein Ring B is a
20 substituted or unsubstituted quinoliny.
- [0502] Embodiment 62W. The compound of one of embodiments 2W to 54W, wherein Ring B is a quinoliny.
- [0503] Embodiment 63W. The compound of embodiment 1W, wherein Ring B is a substituted or unsubstituted isoquinoliny.
- 25 [0504] Embodiment 64W. The compound of one of embodiments 2W to 54W, wherein Ring B is a isoquinoliny.
- [0505] Embodiment 65W. The compound of embodiment 1W, wherein Ring B is a substituted or unsubstituted 1-isoquinoliny.

[0506] Embodiment 66W. The compound of one of embodiments 2W to 54W, wherein Ring B is a 1-isoquinolinyl.

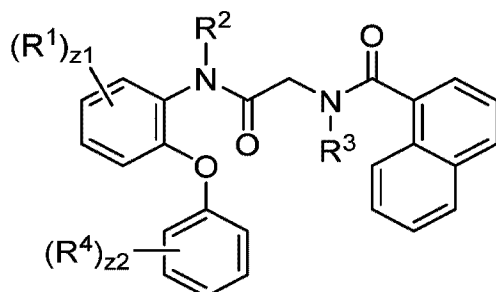
[0507] Embodiment 67W. The compound of embodiment 1W, wherein Ring B is a substituted or unsubstituted 3-isoquinolinyl.

5 [0508] Embodiment 68W. The compound of one of embodiments 2W to 54W, wherein Ring B is a 3-isoquinolinyl.

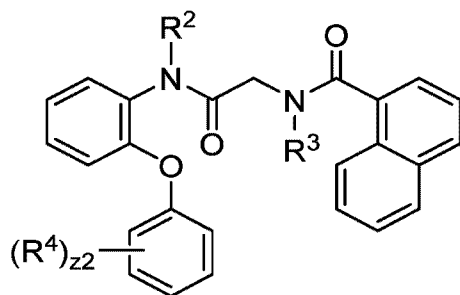
[0509] Embodiment 69W. The compound of embodiment 1W, wherein Ring B is a substituted or unsubstituted 4-isoquinolinyl.

10 [0510] Embodiment 70W. The compound of one of embodiments 2W to 54W, wherein Ring B is a 4-isoquinolinyl.

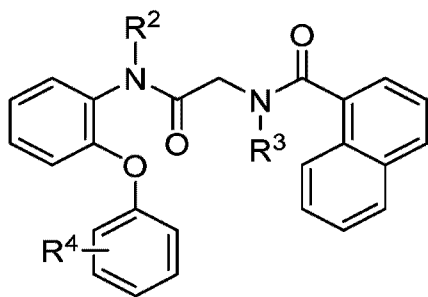
[0511] Embodiment 71W. The compound of one of embodiments 1W to 36W, having the formula:



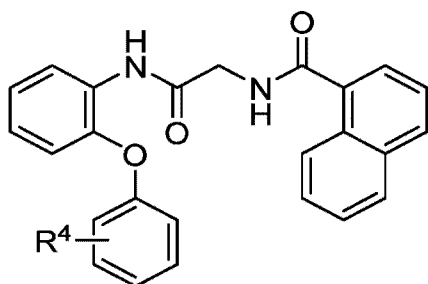
15 [0512] Embodiment 72W. The compound of one of embodiments 1W to 36W, having the formula:



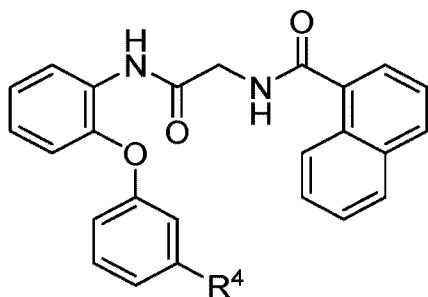
[0513] Embodiment 73W. The compound of one of embodiments 1W to 36W, having the formula:



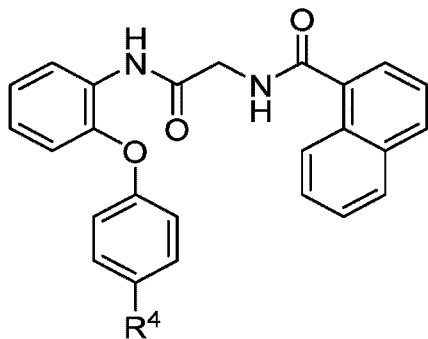
[0514] Embodiment 74W. The compound of one of embodiments 1W to 24W, having the formula:



5 **[0515]** Embodiment 75W. The compound of one of embodiments 1W to 24W, having the formula:

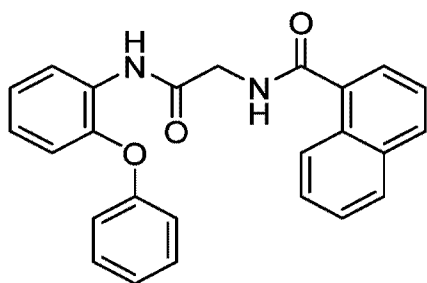


[0516] Embodiment 76W. The compound of one of embodiments 1W to 24W, having the formula:

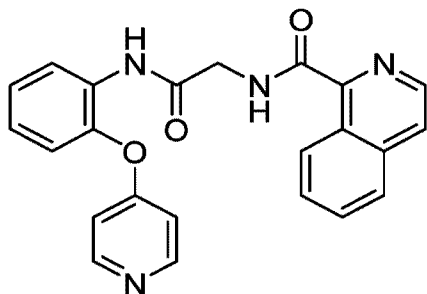


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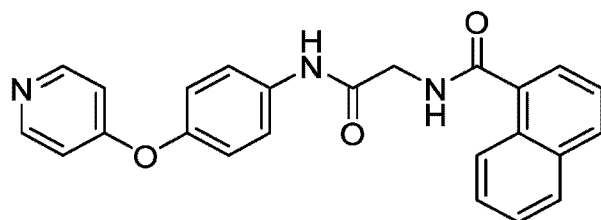
[0517] Embodiment 77W. The compound of embodiment 1W, having the formula:



[0518] Embodiment 78W. The compound of embodiment 1W, having the formula:

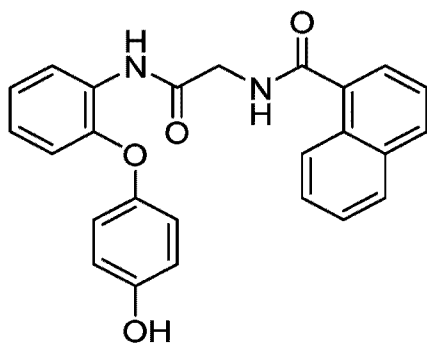


[0519] Embodiment 79W. The compound of embodiment 1W, having the formula:

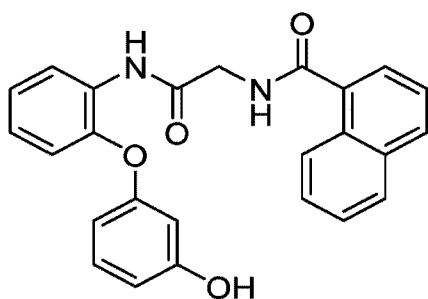


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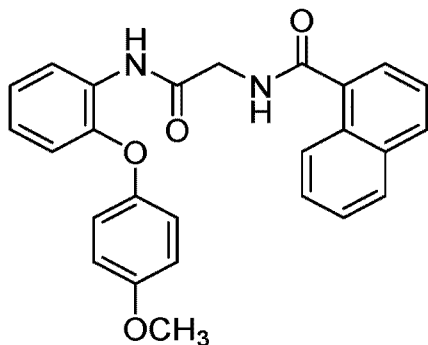
[0520] Embodiment 80W. The compound of embodiment 1W, having the formula:



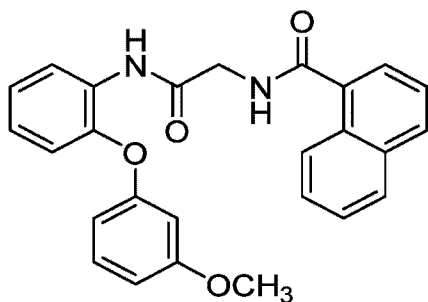
[0521] Embodiment 81W. The compound of embodiment 1W, having the formula:



[0522] Embodiment 82W. The compound of embodiment 1W, having the formula:



[0523] Embodiment 83W. The compound of embodiment 1W, having the formula:



5

[0524] Embodiment 84W. A pharmaceutical composition comprising a compound of one of embodiments 1W to 83W or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

10

[0525] Embodiment 85W. The pharmaceutical composition of embodiment 84W, further comprising an anti-cancer agent.

[0526] Embodiment 86W. The pharmaceutical composition of embodiment 85W, wherein the anti-cancer agent is a platinum-based compound.

[0527] Embodiment 87W. The pharmaceutical composition of embodiment 85W, wherein the anti-cancer agent is a cisplatin.

[0528] Embodiment 88W. A method of treating a disease associated with PCNA activity in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound of one of embodiments 1W to 83W, or a pharmaceutically acceptable salt thereof.

5 **[0529]** Embodiment 89W. A method of treating cancer in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound of one of embodiments 1W to 83W, or a pharmaceutically acceptable salt thereof.

[0530] Embodiment 90W. The method of embodiment 89W, wherein said cancer is leukemia, lung cancer, colon cancer, a central nervous system cancer, melanoma, ovarian cancer, renal
10 cancer, prostate cancer, or breast cancer.

[0531] Embodiment 91W. The method of embodiment 89W, wherein said cancer is non-small cell lung cancer.

[0532] Embodiment 92W. The method of embodiment 89W, wherein said cancer is triple negative breast cancer.

15 **[0533]** Embodiment 93W. The method of embodiment 89W, wherein said cancer is a central nervous system cancer.

[0534] Embodiment 94W. The method of embodiment 89W, wherein said cancer is brain cancer.

[0535] Embodiment 95W. The method of embodiment 89W, wherein said cancer is
20 neuroblastoma.

[0536] Embodiment 96W. A method of inhibiting PCNA activity, said method comprising contacting PCNA with an effective amount of a compound of one of embodiments 1W to 83W, or a pharmaceutically acceptable salt thereof.

[0537] Embodiment 97W. The method of embodiment 96W, wherein said contacting includes
25 contacting a protein of SEQ ID NO:2 with an effective amount of a compound of one of embodiments 1W to 83W, or a pharmaceutically acceptable salt thereof.

[0538] Embodiment 98W. The method of embodiment 96W, wherein said contacting includes contacting a protein of SEQ ID NO:3 with an effective amount of a compound of one of embodiments 1W to 83W, or a pharmaceutically acceptable salt thereof.

[0539] Embodiment 99W. The method of embodiment 96W, wherein said contacting includes contacting a protein of SEQ ID NO:4 with an effective amount of a compound of one of embodiments 1W to 83W, or a pharmaceutically acceptable salt thereof.

F. Examples

5 **[0540]** A challenge of developing an anti-cancer therapy for any type of cancer has always been the ability to selectively destroy cancer cells, while sparing normal tissue. Most early chemotherapeutic or radiotherapeutic agents target DNA structures or mitotic spindles. Although they kill cancer cells effectively, these drugs cause significant side-effects. In case of treating childhood cancers such as NB, these drugs may give rise to secondary malignancy as well [4]. Following the pioneering and successful example of Gleevec [29], several therapeutic agents targeting specific oncogenic signaling components have reached the clinic over the past 10 15 years [30-35]. Whereas these target-based therapies in general cause less severe side-effects than early chemotherapeutic agents, drugs that target individual oncogenes often succumb to the development of resistance [36-38] by cancer cells through mutations at the target genes, alterations in the expression of the target, or by activation of alternative survival pathways. One way to preempt these types of the drug resistance inherent to the adaptive and heterogeneous nature of cancers is to target hub proteins (proteins that influence multiple pathways (e.g., signaling pathways) instead of only a single pathway) which influence the activity of broad cellular machineries, such as, but not limited to, the DNA replication/repair apparatus, which are 20 necessary for the growth and survival of all cancer cells without causing unacceptable side-effects in non-malignant cells. Identification of cancer specific features of essential hub proteins and cellular machineries may be advantageous.

[0541] For example, proliferating cell nuclear antigen (PCNA), which is found in all eukaryotic cells as an evolutionally conserved protein, is widely used as a tumor progression 25 marker [7-9] along with Ki67 and has been identified to play an essential role in regulating DNA synthesis and repair as well as its role in cancer cell growth and survival [10]. Therefore, it represents an attractive molecular target to develop broad-spectrum anti-cancer agents [11]. A major interaction site in PCNA is the interdomain connecting loop that spans from amino acid M121 to Y133 (SEQ ID NO:3) [12]. This loop is recognized by many PIP-box proteins including p21 (CDKN1A) [13], DNA polymerase δ (Pol δ) [14], and flap endonuclease 1 (FEN1) 30 [15]. Using 2D-PAGE, we previously reported that normal cells and tissues express an isoform of PCNA with a basic isoelectric point (referred to as nmPCNA) [16]. In contrast, cancer cells

express both the basic and, to a much higher level, a unique acidic isoform of PCNA (caPCNA) that is not significantly expressed in non-malignant cells [16]. The isoelectric point differences between the two isoforms results from changes in the malignant cells to post-translationally modify the PCNA polypeptide [17], and is not due to an mRNA splice variant or mutation within the PCNA gene. The caPCNA-specific antigenic site was mapped to contain a small eight amino acid peptide region (L126 – Y133 (SEQ ID NO:4) within the interconnector domain of PCNA [16]. Interestingly, the L126 - Y133 region is only accessible to immunohistochemistry staining by both a polyclonal and a monoclonal antibody specific to this region in tumor cells [16], suggesting that this region is structurally altered and becomes more accessible for protein-protein interaction in tumor cells, which predominantly express the caPCNA isoform. Using a cell permeable peptide harboring this eight amino acid sequence to block PCNA interactions, NB cells were selectively killed [18]. Consistent with the tumor-associated expression pattern of caPCNA [16], the peptide doesn't cause significant toxicity to non-malignant cells, including human neural crest stem cells [18].

[0542] In summary, there is a significant medical need for new therapies to improve the treatment outcomes of this aggressive cancer. In addition, new molecular targets such as PCNA also need to be further evaluated to determine their use as therapeutic targets for cancer treatment.

[0543] The alteration in structure and accessibility in the L126 – Y133 region of caPCNA offers a structural basis for developing small molecules that specifically target caPCNA and are therefore selectively toxic to cancer cells. To translate these biological and structural insights into drug discovery, a virtual screen for compounds that target the binding pocket delineated by residues L126 and Y133 in PCNA was performed. Reported herein is the identification of a small molecule compound, which selectively kills NB cells at a low micromolar concentration and the development of AOH1160, which has a significantly improved potency and therapeutic window over prior compounds. Mechanistically, AOH1160 competes with T3, a known PCNA ligand [19], for binding to PCNA. It interferes with DNA replication and blocks homologous recombination (HR) mediated DNA repair, leading to cell cycle arrest, accumulation of unrepaired DNA damages, and enhanced sensitivity to cisplatin treatment. Therapeutically, AOH1160 is orally available to animals and suppresses tumor growth without causing significant weight loss in mice. In summary, our study demonstrated the feasibility of targeting PCNA, which is central to broad cellular processes and indispensable to the growth and survival of all cancer cells, without causing unacceptable toxicity. The favorable pharmacologic and

therapeutic properties of AOH1160 demonstrate the potential of this compound as a novel therapeutic agent for treating NB.

Example 1. Identification of PCNA inhibitors by computer modeling

[0544] The virtual screen is based on the known crystal structures of the PCNA/FEN1 complex that are available from the RCSB protein database and focuses on the binding pocket in PCNA delineated by residues between L126 and Y133 of PCNA (see FIG. 1D). Chemical databases available at the Albany Molecular Research Institute (AMRI, Albany, NY) were screened. The databases contain 300,000 chemical compounds available directly from AMRI in at least 2 mg quantities and more than 6.5 million additional compounds available from external vendors. For more than 3 million drug-like compounds in the databases, multiple conformations were pre-computed and a combination of substructure and pharmacophore searches using tools in the MOE software (Chemical Computing Group, Montreal, Canada, MOE v2008.05) was performed. The initial virtual screen yielded more than 8,000 hits. These hits were further analyzed by molecular docking studies using the computer program, Glide (Schrödinger, LLC, New York, NY, Impact v 50207) [20] and 57 compounds were selected for acquisition and experimental testing.

[0545] Development of a computer model for compound optimization. A computer model for compound optimization was initially built by the All-Around-Docking (AAD) methodology, which allows a small molecule to search the whole surface of the target protein for the binding site that has the lowest docking score by utilizing Schrödinger Glide [20]. The model was further refined by 50ns metadynamics simulation and minimized the initial docking pose by the NAMD software [21].

Example 2. Plasmids and Cell Lines

[0546] The human NB cell lines, SK-N-DZ, SK-N-BE(2)c, SK-N-AS, and LAN-5 obtained from the American Type Culture Collection (Rockville, MD), were cultured in DMEM with 10% fetal bovine serum (FBS), 100 units/ml penicillin, and 100 µg/ml streptomycin in the presence of 5% CO₂ at 37°C. Human PBMCs from a healthy donor were purchased from Sanguine BioSciences (Valencia, CA) and grown in RPMI1640 with 10% FBS, 100 units/ml penicillin, 100 µg/ml streptomycin, and 10 ng/ml IL-2 in the presence of 5% CO₂ at 37°C. Human embryonic progenitor cell line 7SM0032 was acquired from Millipore (Billerica, MA) and grown in the hEPM-1 Media Kit purchased from the same company. The plasmid pCBASce expresses the rare cutting I-SceI meganuclease [22]. The U2OS-derived cell lines, DR-GFP and

EJ5-GFP, each contain a stably transfected reporter gene for DSB repair mediated by HR and end joining (EJ), respectively [23]. These cell lines were cultured in DMEM medium with 10% FBS at 37°C in the presence of 5% CO₂.

Example 3. Cell growth and terminal deoxynucleotidyl transferase-mediated dUTP nick end labeling (TUNEL) assays.

[0547] To measure the effect of the compounds on cell growth, cells were seeded at 3×10^4 /ml into a 96-well plate. Once attached, cells were treated with various concentrations of AOH1160 for 72 h. Cell growth was measured by the CellTitor-Glo assay (Promega, Madison, WI) according to the manufacturer's instructions. To measure apoptosis, cells were seeded at 1×10^5 /ml onto a chamber slide. Once attached, cells were treated with the 500 nM AOH1160 for 24 h. Cells were fixed and analyzed by a TUNEL assay using the TMR red *in situ* cell death detection kit (Roche Diagnostics, Indianapolis, IN).

Example 4. Cell Cycle Analysis.

[0548] Cells were seeded at 1×10^5 /ml in a 6-well plate. Once attached overnight, cells were treated with or without AOH1160 for 6 or 24 h. After being fixed in 60% ethanol and stained with propidium iodide (PI), cells were analyzed by flow cytometry to determine the cellular PI fluorescence intensity. The flow cytometry data were analyzed by the FlowJo program to model various cell populations.

Example 5. DSB repair assays.

[0549] DR-GFP and EJ5-GFP cell lines were seeded at 2.5×10^4 cells/cm² in a 12-well plate. Once attached overnight, cells were transfected with the pCBASce plasmid that expresses I-SceI by Lipofectamine 2000 (Invitrogen). After incubation for 3 h, the media containing transfection complexes was aspirated and replaced with fresh media containing AOH1160. The HR and EJ-mediated DSB repair, indicated by the restoration of a functional GFP gene in the respective cell lines, were quantified by measuring the relative abundance of GFP-positive cells by flow cytometry 3 days after transfection.

Example 6. Saturation Transfer Difference (STD) Nuclear Magnetic Resonance (NMR).

[0550] Recombinant human PCNA was purified and exchanged to D₂O-based phosphate buffered saline (PBS), pH 7.2. T3 purchased from Sigma (Saint Louis, MO) and AOH1160 synthesized in house were dissolved in D6-DMSO and stored at -20°C freezer. The STD NMR experiments were carried out in the presence of 1 μM PCNA, 20 μM Deuterated-DTT, 0.02% NaN₃, and 2% D6-DMSO with T3 and/or AOH1160. The reference spectra were acquired under

the same condition without PCNA. 5uM DSS was used as an internal reference to determine the reported ligand concentration in solution. All NMR experiments were carried out at 25°C on 600 MHz Bruker Avance equipped with 5 mm triple resonance cryogenic probe. STD (Saturation Transfer Difference) NMR spectra were acquired with transients ranging from 2560 to 32000, spectral width 8012 Hz with 24k data points. The recycle delay was 2.8s. Selective saturation was composed of 50 gauss shaped pulses at a field strength of 86Hz, and the duration of each pulse is 50 ms with a 500 μ s delay between pulses. The spin lock filter used to suppress protein signal was optimized to 60 ms at field strength of 5 kHz. The frequency for protein saturation was optimized to be 0.9 ppm; the ligand signals were not disturbed with the employed selective saturation condition at this frequency. The reference spectrum was acquired with saturation irradiated at -30ppm. To eliminate potential artifacts, the saturation and reference experiments were acquired in an interleaved manner, and the finished experiments were separated into two 1D data for analysis. The peak integration was carried out with Bruker Topspin software. The STD effect was described using equation $(I_{Ref} - I_{STD})/I_{Ref}$, in which the I_{Ref} is the peak intensity from the reference experiment, and the I_{STD} is the peak intensity from the on-resonance saturation experiment.

Example 7. Human thyroid hormone receptor beta (TR β) reporter assay.

[0551] Reporter cells constitutively expressing human TR β and containing a luciferase reporter gene functionally linked to a TR β -responsive promoter were purchased from Indigo Biosciences (State College, PA). Cells were treated by various concentration of T3 or AOH1160 for 24 hours. The effect of each compound on TR β activity was examined by measuring the luciferase reporter gene expression according to the manufacturer's instruction.

Example 8. Clonogenic Assay.

[0552] Three hundred human SK-N-DZ NB cells were seeded onto a 60-mm tissue culture dish. Once attached overnight, cells were treated with or without various concentrations of cisplatin in the presence or absence of 500 nM of AOH1160 for 18 h. Cells were washed twice with growth medium and were cultured in fresh medium for 3 weeks to allow surviving cells to form colonies. The medium was changed every 3 days throughout the experiment. The colonies formed under each treatment conditions were counted after being stained with 0.5% crystal violet.

Example 9. Western blot.

[0553] Cells were dissolved into the Laemmli sample buffer on the plate. The whole cell extracts were sonicated, and the proteins in the lysate were resolved using a 4 – 12% SDS polyacrylamide gel, and the resolved proteins were blotted onto a nitrocellulose membrane. Antibodies specific to H2A.X, cleaved caspase-3, full-length caspase-3, or cleaved caspase-9 were purchased from Cell Signaling Technology (Danvers, MA). The anti- γ H2A.X antibody was purchased from Millipore. The membrane was blocked with 5% nonfat dry milk and incubated individually with each of these antibodies dissolved in the blocking buffer. After incubation with peroxidase-conjugated secondary antibodies, the protein of interest was detected using an ECL kit purchased from Thermo Fisher Scientific (Waltham, MA).

Example 10. *In vivo* tumor model.

[0554] All experiments involving live animals were carried out in strict accordance with the recommendations in the Guide for the Care and Use of Laboratory Animals of the National Institutes of Health. The protocol (#11034) was reviewed and approved by the City of Hope Institutional Animal Care and Use Committee. Nude mice 6 - 8 weeks of age were purchased from the Jackson Laboratory (Bar Harbor, ME). SK-N-BE(2)c cells were harvested and washed twice in PBS. Cells were suspended in Matrigel (BD Biosciences) at 5×10^7 /ml. 0.1 ml of suspended cells was subcutaneously injected into the right flank of each of 40 nude mice. A dosing solution of 5 mg/ml AOH1160 was preparing by dissolving an appropriate amount of AOH1160 in a dosing vehicle of 1% carboxymethyl cellulose and 0.5% Tween 80. Mice were randomly grouped into two groups with 20 mice in each group. The mice were treated with 30 mg/kg AOH1160 or vehicle twice a day by gavages throughout the entire experiment starting one day after tumor cell injection. Mice were monitored twice weekly for any sign of side effects. The weight of the animals was measured as an indicator of compound toxicity. At the end of the experiment, tumors were isolated from sacrificed mice and their masses were measured.

Example 11. Identification and characterization of compounds.

[0555] To identify small molecule compounds that target the PCNA and FEN1 interface, we started with known crystal structures of the PCNA/FEN1 complex that are available from the RCSB protein database. To improve the likelihood of identifying novel small molecules that specifically target caPCNA, we focused our virtual screen on the binding pocket in PCNA delineated by residues L126 and Y133 and screened databases consisting of more than 6.8 million chemical structures available at the AMRI. A set of 57 compounds identified by the

virtual screen was acquired and further tested in a cell viability assay. A compound (AOH39) was selected for further development due to its anti-cancer activity and selectivity. The compound is toxic to multiple NB cell lines with IC₅₀ ranging from 1.3 to 2.8 μ M. It's much less toxic to non-malignant cells including human peripheral blood mononuclear cells (PBMC) and human neural crest stem cells (7SM0032) with IC₅₀ of 15.4 μ M and about 100 μ M on these cells respectively, indicating that this compound selectively inhibits the growth of NB cancer cells.

[0556] To explore possible mechanisms for the compound anti-tumor activity, we performed cell cycle analysis and found that the compound treatment caused cell cycle arrest at the S and G2 phases, suggesting an interference of DNA replication and repair. As early as 24 hours after treatment, cells start to die through apoptosis as indicated by the rise of a sub-G1 cell population. The S and G2 arrest by treatment coincides with enhanced intracellular γ H2A.X levels, indicating an accumulation of double stranded DNA breaks (DSB). DSB's, if not resolved in time, are lethal to cells. Cells deal with double-stranded DNA breaks mainly through EJ-mediated DNA repair pathways in G1 phase and HR-mediated pathways during S and G2 phases [24, 25]. Reporter cell lines have been established to monitor each of these DNA repair pathways [23]. These cells lines each contain a GFP reporter cassette disrupted by an insertion of recognition site(s) for the endonuclease I-SceI. Introduction of exogenous I-SceI creates DSB(s) within the reporters. Each reporter is designed such that repair of the I-SceI-induced DSB(s) by a specific pathway can result in restoration of the GFP cassette: HR for DR-GFP and EJ for EJ5-GFP. The relative abundance of GFP-positive cells determined by flow cytometry, therefore, reflects the efficiency of the respective DSB repair pathways in these reporter cell lines. Using these characterized reporter cell lines, we observed that treatment inhibited HR-mediated DNA repair, without exerting any statistically significant effect on EJ. Collectively, these results suggest that the compound interferes with DNA synthesis and HR-mediated DNA repair, causing accumulation of DNA damage and S and G2 cell cycle arrest.

Example 12. AOH1160 is surprisingly improved over the prior compound

[0557] To improve the anti-tumor potency of the compound while preserving its favorable selectivity, a series of compounds were synthesized and tested. One compound (AOH1160) (FIG. 1A) is significantly more potent than the prior compound in killing NB cells with IC₅₀s ranging 0.18 μ M to 0.22 μ M (FIG. 1B). Furthermore, AOH1160 is less toxic to non-malignant PBMC and 7SM0032 cells than AOH39. The combined improvements in potency and selectivity lead to a significant improvement in the therapeutic window (FIG. 1B). AOH1160 was tested in a broad range of non-malignant cells, including human primary mammary

epithelial and small airway epithelial cells, and no significant toxicity was found in these cells up to a concentration of 10 μ M. Although AOH1160 shares certain sub-structural similarity with T3 and T2AA, both known PCNA ligands with significant thyroid hormone (TR) activities [19], AOH1160 did not show any thyroid hormone activity in a TR reporter assay (FIG. 1C).

5 [0222] In addition numerous analogs related to AOH1160 were screened in numerous neuroblastoma cell lines for anti-cancer activity (Table 2). AOH1160 was screened for anti-cancer activity in additional cancer cell lines besides neuroblastoma (Table 3).

[0558] To gain further structural insight into the binding of AOH1160 to PCNA, an in-house computer program based on the All-Around-Docking (AAD) methodology [20] was employed to
10 model the best binding site and the binding pose of AOH1160. In contrast to the virtual screen strategy that focused on the binding pocket delineated by L126 and Y133, the AAD approach allows a small molecule to search the whole surface of the target protein for the binding site that has the lowest docking score. The AAD docking method was validated by modeling the binding of T3, a known PCNA inhibitor [19], to PCNA. The T3 model pose predicted by the program is
15 only 0.47 Å in root mean square deviation (RMSD) from what's indicated by the crystallographic study of the T3/PCNA complex (PDB: 3vkx), indicating that the calculation fits well with crystallographic results. Using this program, it was found that AOH1160 binds to the same binding pocket as T3 does on PCNA (FIG. 1D). The model also indicated that the binding affinity of AOH1160 and AOH39 to PCNA are -5.54 kcal/mol and -4.62 kcal/mol respectively,
20 indicating approximately a 5-fold enhancement in binding affinity of AOH1160 to PCNA over that of AOH39. The calculated difference in PCNA binding affinity agrees well with the 6 - 7 fold increase in compound potency observed in cell viability assays (FIG. 1B).

[0559] To verify whether AOH1160 competes with T3 in binding to PCNA, the interaction of both compounds with PCNA was analyzed by a Saturation Transfer Difference (STD) NMR
25 experiment [26]. STD NMR is a technique to detect binding of small ligands to large proteins by observing the resulted suppression of NMR signals of the small ligands. The STD NMR experiment of T3 revealed that binding of T3 to PCNA results in a more dramatic signal reduction at protons d, e, and f than at protons a and b (FIG. 1E, spectrum 1 and 2), indicating that the aromatic ring containing protons d, e and f of T3 forms more intimate contact with
30 PCNA than the rest of T3. This structural pose is consistent with the crystal structure of T3 in complex with PCNA (PDB: 3VKX). AOH1160 significantly reduced the STD of T3, as indicated by less reduction of protons d, e, and f signals in the presence of AOH1160 than in its

absence (FIG. 1E, spectrum 4 and 2), indicating that AOH1160 competes with T3 for binding to PCNA. The ability of 3.2 μ M AOH1160 to effectively compete with 29 μ M T3 is consistent with the fact that AOH1160 is a much more potent compound than T3 in a cell viability assay ([19] and FIG. 1B).

5 **Example 13. AOH1160 induces cell cycle arrest, accumulation of DNA damage, and apoptosis at sub-micromolar concentrations.**

[0560] AOH1160 causes cell cycle arrest (FIG. 2A), increases γ H2A.X levels (FIG. 2B), and apoptosis as indicated by the increase in the sub-G1 population (FIG. 2A) and TUNEL positivity (FIG. 2B) in NB cells. The increase in apoptosis in NB cells coincides with activation of
10 caspase-3 and caspase-9, suggesting the involvement of these two caspases in AOH1160-induced apoptosis. Consistent with its lack of toxicity to non-malignant cells in a cell viability assay, AOH1160 doesn't significantly change the cell cycle profiles of 7SM0032 cells (FIG. 2A). Nor does it increase intracellular γ H2A.X level (FIG. 2B) or cause apoptosis in 7SM0032 cells (FIG. 2C and 2D).

15 **Example 14. AOH1160 inhibits HR-mediated DSB repair and sensitizes NB cells to cisplatin.**

[0561] AOH1160 blocks DNA repair in DR-GFP, but not in EJ5-GFP cells, indicating that it selectively inhibits HR-mediated DNA repair (FIG. 3A and 3B). HR-mediated DNA repair plays an important role in repairing cross-linked DNA caused by chemotherapeutic drugs, such
20 as cisplatin [27, 28]. A clonogenic assay was performed to investigate whether AOH1160 would increase NB cells' sensitivity to cisplatin. SK-N-DZ cells were treated with or without various concentrations of cisplatin in the presence or absence of 500 nM of AOH1160 for 18 hours. Cells were washed and cultured in fresh medium in the absence of either agent for 3 weeks to allow colony formation. As shown in FIG. 5, SK-N-DZ cells are more sensitive to cisplatin
25 treatment in the presence of AOH1160 than in its absence, demonstrating the potential of combining AOH1160 with conventional chemotherapeutic drugs in treating NB patients.

Example 15. AOH1160 inhibits tumor growth in animals.

[0562] Given the potency and the favorable therapeutic properties of AOH1160, its efficacy was tested in nude mice bearing xenograft tumors derived from the SK-N-BE2(c) cells.
30 AOH1160 was administered to mice at 30 mg/kg twice daily (BID) by oral gavages and the compound significantly reduced tumor burden (FIG. 6A and 6B) in comparison to the control groups that were given vehicle only. Weight loss of the animals was monitored throughout the

experiment as an indication of toxicity. AOH1160 did not cause any death or significant weight loss in the experimental animals (FIG. 6A and 6B), including the non-tumor bearing control mice. These *in vivo* properties of AOH1160 prove the therapeutic potential of this compound in treating NB.

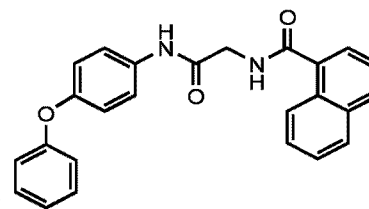
5 Table 2. Pharmacokinetics (PK) of AOH1160 in animals

Rat PO (dose: 20 mg/kg)					
Dosing	T _{1/2} (hr)	C _{max} (ng/ml)	T _{max} (hr)	AUC _(0-inf) (ng/mL* hr)	F (%)
Single	3.8 ± 31	50 ± 31	3.3 ± 2.3	383 ± 110	ND
BID	4.3 ± 1.7	73 ± 23	6.0 ± 0.0	429 ± 195	ND

Example 16. Additional analogues to Determine SAR

[0563] Specific analogs are envisioned, such as N substitutions on the benzene ring. For example an ortho-N substitution on the benzene ring together with the ortho-N on naphthalene.

10 Additional analogs envisioned involve the 4-oxygen-pyridine position; a para-position might give more flexibility of the benzene ring A. It is interesting to move the phenyl ring A of



AOH1160 from the ortho to the para position, having the formula:

[0564] As observed in FIG. 7, the effect of AOH1160 on growth of the NCI-60 panel, which consists of 60 cancer cell lines representing 9 major cancer types, was tested in a 5-dose study.

15 Shown are the Log IC₅₀ values determined for each cell line. The median IC₅₀ for this panel of cell lines is about 320 nM or 3.2 × 10⁻⁷ M (the Log value of which corresponds to -6.5 on the graph).

[0565] AOH1160 was degraded in the plasma collected from a wildtype Balb/c mouse, see FIGS. 8A-8B. Liquid chromatography–mass spectrometry (LC-MS) analysis of AOH1160
20 metabolites found that the compound was degraded by amide cleavage as illustrated in the left panel. This amide cleavage was catalyzed by the carboxyl esterase, ES-1, which is highly expressed in rodents, but not significantly expressed in the blood of higher mammal species. AOH1160 is stable in the plasma of canine, monkey, and human, as well as in the plasma of ES-

1-deficient mice (Es1e/SCID). The stability of AOH1160 in in Es1e/SCID mice not only proved that ES-1 was responsible for the quick degradation of AOH1160, but also identified a mouse model which mimics the human enzymatic environment for pharmacological study of AOH1160.

[0566] Pharmacokinetic study is important to determine how much drug/compound animals actually receive. In this study, the compound was given to Es1e/SCID mice orally in a newly designed formulation at 20 mg/kg. Plasmas were collected at 6 time points after dosing. Plasma concentration of AOH1160 was determined by MS, as observed in FIG. 9.

[0567] Inhibition of the growth xenograft tumor derived from a triple-negative breast cancer cell line (MDA-MB-436). Mice bearing xenograft tumors were given vehicle only or 40 mg/kg of AOH1160 through the study. Shown are tumor volumes (FIG. 10A) and mouse body weights (FIG. 10B) in the course of the study. The Es1e/SCID mice used in this study were treated by vehicle only (diamond) or by 40 mg/kg AOH1160 (square) once daily. AOH1160 inhibited tumor growth, but caused no significant weight loss.

[0568] Liver is a major organ responsible for drug metabolism. We tested the stability of AOH1160 in a liver microsome assay (FIG. 11). By analyzing the metabolites, we determined a major pathway responsible for AOH1160 metabolism. AOH1160 was mainly metabolized through mono- and di-hydroxylation in a NADPH-dependent manner by human liver microsomes.

[0569] The compound (AOH1160) was give into tumor bearing mice once weekly. The brain cancer cells used in this study contains a luciferase. For measuring tumor growth, luciferin was injected into each mouse. The relative growth of the tumors in live mice was determined by measuring luminescent signals by a CCD camera. The compound inhibited brain tumor growth.

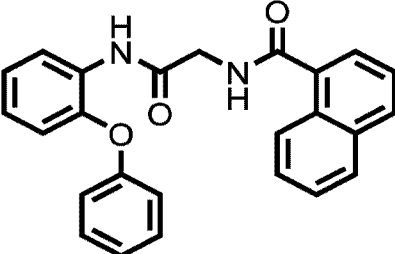
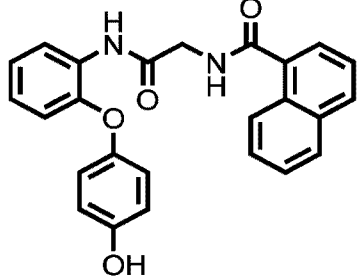
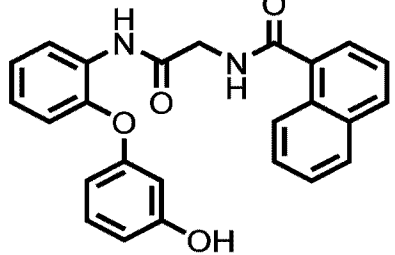
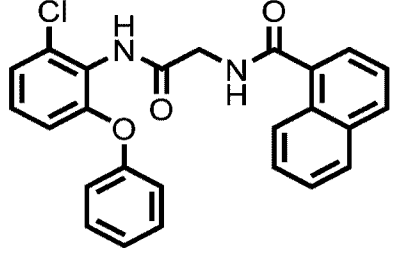
[0570] Since AOH1160 were found to be metabolized mainly through hydroxylation in liver, we synthesized several AOH1160 analogs, some of which mimic hydroxylated AOH1160.

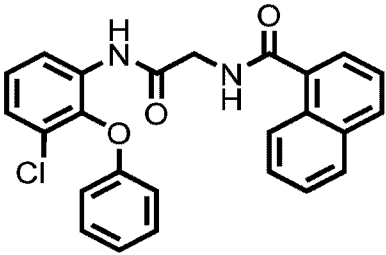
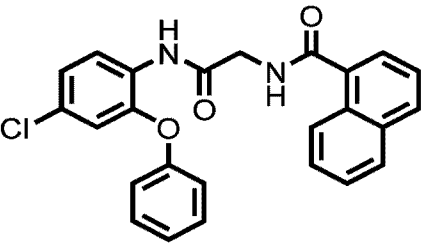
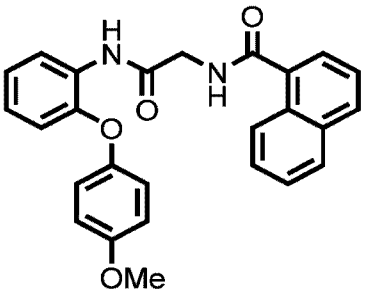
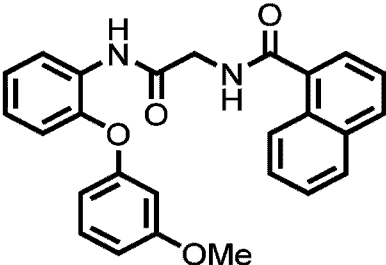
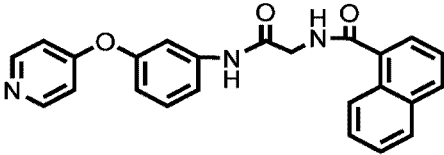
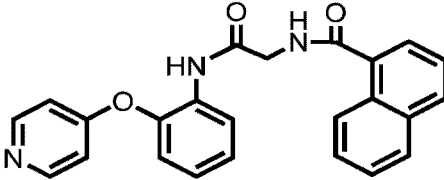
These analogs are being used as a standard to help identify where the hydroxyl group is attached in AOH1160 in liver. Interestingly, most hydroxylated AOH1160 analogs we tested so far had similar anti-cancer activities as AOH1160. We also synthesized several AOH1160 analogs, in which an o-methyl group was attached to AOH1160. One such analog, AOH1996, otherwise referred to as PCNA7, FIG. 13E, was found to be stable in a liver microsome assay.

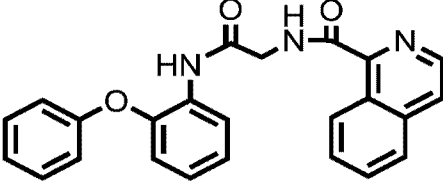
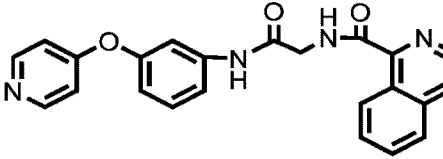
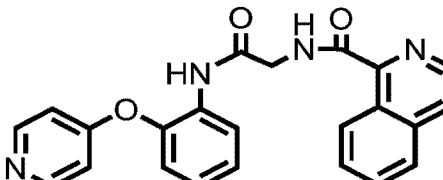
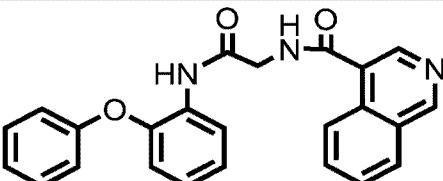
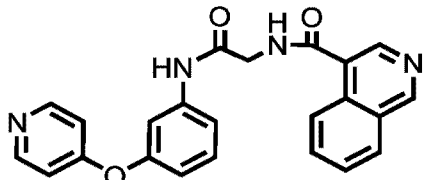
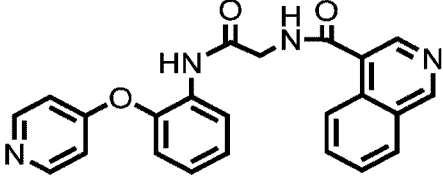
[0571] Like AOH1160, AOH1996 selectively kills neuroblastoma (FIG. 14A) and small cell lung cancer cells (FIG. 14B) at below micromolar concentrations. This compound has minimal

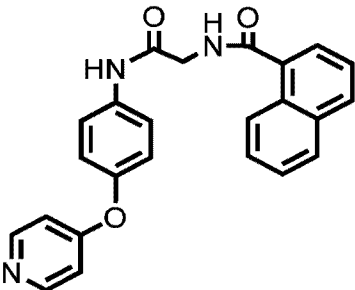
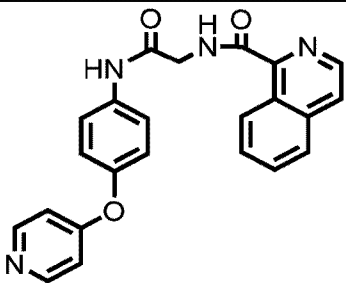
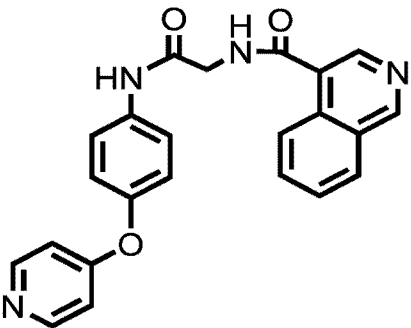
toxicity to non-malignant cells, including neural crest stem cells (7SM0032), human small airway epithelial cells (hSAEC), and PBMCs. Additionally, similar to AOH1160, AOH1996 caused S/G2 cell cycle arrest in neuroblastoma cells (SH-SY5Y and SK-N-BE(2)c), but exerted little effect on normal cells (7SM0032).

5 **Table 3.**

Compound ID	Structures	IC50 (nM)				
		SK-N-BE(2)c	SK-N-DZ	SK-N-AS	PBMC	7SM0032
AOH1160		325.5	237.75	107.65	> 20000	> 20000
PCNA1		490	467	156.85	> 20000	ND
PCNA2		485	539	192	> 20000	ND
PCNA3						

Compound ID	Structures	IC50 (nM)				
		SK-N-BE(2)c	SK-N-DZ	SK-N-AS	PBMC	7SM0032
PCNA3A						
PCNA4		500	447.2	185.3 5	> 20000	ND
PCNA6		234	271	91	> 20000	ND
PCNA7/ AOH1996		236	288	125	> 20000	ND
#1161	 IC50 = 21.6 μ M	ND	ND	2160 0	ND	ND
#1162		ND	ND	> 5000 0	ND	ND

Compound ID	Structures	IC50 (nM)				
		SK-N-BE(2)c	SK-N-DZ	SK-N-AS	PBMC	7SM0032
	IC50 > 50 μ M					
#1165	 IC50 = 35 μ M	ND	ND	3500 0	ND	ND
#1166	 IC50 = 34 μ M	ND	ND	> 3000 0	ND	ND
#1167	 IC50 = 4.2 μ M	ND	ND	ND	ND	ND
#1175	 IC50 > 30 μ M	ND	ND	> 3000 0	ND	ND
#1176		ND	ND	> 3000 0	ND	ND
#1177		ND	ND	ND	ND	ND

Compound ID	Structures	IC50 (nM)				
		SK-N-BE(2)c	SK-N-DZ	SK-N-AS	PBMC	7SM0032
	IC50 > 30 μ M					
#1178	 IC50 = 1.10 μ M	ND	ND	1100	ND	ND
AOH1179	 IC50 > 30 μ M	ND	ND	> 3000 0	ND	ND
AOH1180	 IC50 > 30 μ M	ND	ND	> 3000 0	ND	ND

ND = not determined

Table 4.

	AOH1160 IC₅₀ (nM)	Cancer type
HOP-62	ND	Non-Small Cell Lung
EKVX	ND	Non-Small Cell Lung
SK-MEL-28	ND	Melanoma
HCT-116	102	Colon
NCI-H23	194	Non-Small Cell Lung
DU-145	200	Prostrate
NCI-H322M	157	Non-Small Cell Lung
HCT-15	133	Colon
OVCAR-8	204	Ovarian
A549	173	Non-Small Cell Lung
HL-60	128	Leukemia

ND = not determined

[0572] Table 5. NCI-60 panel test. The GI₅₀ of the indicated compounds on the NCI-60

5 panel of cancer cell lines. The effect of the indicated compounds on growth of the NCI-60 panel, which consists of 60 cancer cell lines representing 9 major cancer types, was tested in a 5-dose study. Shown are the GI₅₀ (drug concentration yielding 50% growth inhibition) values (M) determined for each cell line.

Cell Lines	AOH1160	PCNA1	PCNA2	PCNA6	PCNA7/AOH1996
CCRF-CEM	3.47E-07	9.33E-07	4.17E-06	9.12E-07	3.63E-07
HL-60(TB)	2.69E-07	7.08E-07	1.32E-06	6.17E-07	8.13E-08
K-562	7.08E-08	5.01E-07	1.05E-06	1.45E-07	1.29E-07
MOLT-4	3.47E-07	1.20E-06	4.90E-06	9.55E-07	6.61E-07
RPMI-8226	3.16E-07	9.77E-07	8.13E-06	1.12E-06	9.55E-07
SR	8.32E-08	4.57E-07	1.05E-06	1.66E-07	1.15E-07
A549/ATCC	4.57E-07	1.48E-06	9.55E-06	1.26E-06	3.16E-07
EKVX	7.76E-07	1.17E-06	8.91E-06	1.38E-06	1.29E-06
HOP-62	3.55E-07	1.35E-06	8.13E-06	7.24E-07	3.02E-07
HOP-92	2.24E-06	2.51E-05	2.51E-05	2.51E-05	2.04E-07
NCI-H226	2.19E-06	4.79E-06	2.51E-05	4.27E-06	2.51E-06
NCI-H23	6.61E-07	2.14E-06	1.58E-05	1.29E-06	7.41E-07
NCI-H322M	6.31E-07	1.15E-06	1.07E-05	1.23E-06	1.29E-06
NCI-H460	3.31E-07	9.77E-07	5.75E-06	8.51E-07	2.95E-07
NCI-H522	1.51E-07	8.51E-07	1.62E-06	1.95E-07	1.78E-07
COLO 205	3.09E-07	7.94E-07	1.48E-05	6.46E-07	2.82E-07
HCC-2998	7.08E-07	8.91E-06	2.51E-05	1.41E-06	1.26E-06
HCT-116	3.24E-07	9.77E-07	1.38E-06	6.17E-07	9.55E-08
HCT-15	2.45E-07	9.12E-07	3.16E-06	5.89E-07	1.29E-07
HT29	2.88E-07	1.00E-06	2.14E-05	5.75E-07	1.10E-07
KM12	2.88E-07	9.12E-07	2.19E-06	5.75E-07	1.91E-07
SW-620	2.82E-07	9.12E-07	3.09E-06	6.76E-07	1.66E-07
SF-268	4.37E-07	3.31E-06	2.09E-05	2.04E-06	5.50E-07
SF-295	2.51E-07	6.17E-07	2.19E-06	3.98E-07	1.12E-07
SF-539	2.40E-07	6.92E-07	4.07E-06	5.75E-07	2.24E-07
SNB-19	4.57E-07	1.41E-06	8.71E-06	1.23E-06	6.17E-07
SNB-75	2.29E-07	5.89E-07	3.31E-06		1.29E-07
U251	3.31E-07	1.41E-06	8.32E-06	1.05E-06	2.40E-07
LOX IMVI	3.09E-07	1.74E-06	1.51E-05	1.35E-06	2.69E-07
MALME-3M	1.00E-05		5.89E-06	2.51E-05	1.70E-05

Cell Lines	AOH1160	PCNA1	PCNA2	PCNA6	PCNA7/AOH1996
M14	2.75E-07	6.92E-07	1.55E-06	5.50E-07	1.58E-07
MDA-MB-435	4.27E-08	1.62E-07	7.59E-07	8.32E-08	7.08E-08
SK-MEL-2	2.69E-07	2.51E-05	2.51E-05	2.29E-06	1.82E-07
SK-MEL-28	8.13E-07	8.51E-07	1.86E-06	3.80E-07	4.37E-06
SK-MEL-5	2.63E-07	2.51E-05	2.51E-05	2.51E-05	2.19E-07
UACC-62	1.78E-07	1.17E-06	1.62E-06	5.62E-07	2.09E-07
IGROV1	9.12E-07	2.34E-06	1.00E-05	1.58E-06	1.05E-06
OVCAR-3	1.91E-07	7.41E-07	1.51E-06	3.89E-07	1.00E-07
OVCAR-4	4.57E-06	2.82E-06	2.51E-05	2.24E-06	7.76E-07
OVCAR-5	5.25E-07	6.31E-06	2.51E-05	2.00E-06	1.12E-06
OVCAR-8	3.16E-07	1.32E-06	1.15E-05	1.15E-06	6.92E-07
NCI/ADR-RES	2.40E-07	1.20E-06	7.94E-06	4.27E-07	2.40E-07
SK-OV-3	3.98E-07	1.58E-06	1.29E-05	1.02E-06	4.90E-07
786-0	4.47E-07	1.05E-06	1.00E-05	1.15E-06	1.82E-07
A498	2.57E-07	1.02E-06	5.13E-06	5.62E-07	1.15E-07
ACHN	8.32E-07	1.86E-06	1.74E-05	1.51E-06	3.98E-07
CAKI-1	3.55E-07				9.12E-07
RXF 393	1.86E-07	5.01E-07	4.17E-06	4.90E-07	1.66E-07
SN12C	5.89E-07	2.19E-06	2.51E-05	2.29E-06	1.45E-06
TK-10	6.17E-07	1.70E-05	2.51E-05	2.14E-06	1.58E-06
UO-31	6.46E-07	1.78E-06	1.66E-05	1.48E-06	1.82E-06
PC-3	3.02E-07	1.32E-06	7.08E-06	1.05E-06	2.82E-07
DU-145	3.24E-07	1.15E-06	9.55E-06	1.02E-06	7.08E-07
MCF7	3.09E-07	8.51E-07	4.47E-06	2.57E-07	1.00E-07
MDA-MB-231/ATCC	9.77E-07	3.16E-06	1.78E-05	2.24E-06	7.76E-07
HS 578T	3.63E-07	1.35E-06	5.75E-06	1.70E-06	3.80E-07
BT-549	4.07E-07	1.62E-06	2.51E-05	1.12E-06	2.95E-07
T-47D	5.37E-07	1.55E-06	9.77E-06	2.51E-06	1.38E-07
MDA-MB-468	3.24E-07	5.50E-07	3.55E-06	4.57E-07	3.31E-07

[0573] Table 6. The cell lines of Table 5, categorized according to the cancer the cell line represents.

Cancer	Cell line
Breast Cancer	BT-549, HS 578T, MCF7, MDA-MB-231/ATCC, MDA-MB-468, T-47D
Central Nervous System (CNS) Cancer	SF-268, SF-295, SF-539, SNB-19, SNB-75, U251

Colon Cancer	COLO 208, HCC-2998, HCT-116, HCT-15, HT29, KM12, SW-620
Leukemia/Myeloma	CCRF-CEM, HL-60(TB), K-562, MOLT-4, RPMI-8226, SR
Melanoma	LOX IMVI, MALME-3M, M14, MDA-MB-435, SK-MEL-2, SK-MEL-28, SK-MEL-5, UACC-257, UACC-62
Non-Small Cell Lung Cancer	A549/ATCC, EKVX, HOP-62, HOP-92, NCI-H226, NCI-H23, NCI-H322M, NCI-H460, NCI-H522
Ovarian Cancer	IGROV1, NCI/ADR-RES, OVCAR-3, OVCAR-4, OVCAR-5, OVCAR-8, SK-OV-3
Prostate Cancer	DU-145, PC-3
Renal Cancer	786-0, A498, ACHN, CAKI-1, RXF 393, SN12C, TK-10, UO-31

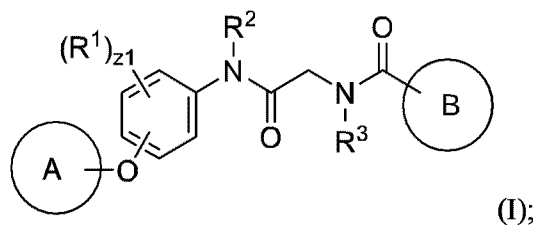
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[0575] It is understood that the examples and embodiments described herein are for illustrative purposes only and that various modifications or changes in light thereof will be suggested to persons skilled in the art and are to be included within the spirit and purview of this application and scope of the appended claims.

CLAIMS:

1. A compound having the formula:



wherein

- 5 Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 to 6 membered heteroaryl;

 Ring B is substituted or unsubstituted 1-naphthyl or substituted or unsubstituted isoquinoliny;

- R¹ is independently a halogen, -CX¹₃, -CHX¹₂, -CH₂X¹, -CN, -SO_{n1}R¹⁰,
 10 -SO_{v1}NR⁷R⁸, -NHNH₂, -ONR⁷R⁸, -NHC=(O)NHNH₂, -NHC=(O)NR⁷R⁸, -N(O)_{m1},
 -NR⁷R⁸, -C(O)R⁹, -C(O)-OR⁹, -C(O)NR⁷R⁸, -OR¹⁰, -NR⁷SO₂R¹⁰, -NR⁷C=(O)R⁹,
 -NR⁷C(O)-OR⁹, -NR⁷OR⁹, -OCX¹₃, -OCHX¹₂, -OCH₂X¹, substituted or unsubstituted alkyl,
 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 15 heteroaryl; or two adjacent R¹ substituents are joined to form a substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 substituted or unsubstituted heteroaryl;

- R² is hydrogen, halogen, -CX²₃, -CHX²₂, -CH₂X², -CN, -C(O)H,
 -C(O)OH, -C(O)NH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
 20 substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted
 or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- R³ is hydrogen, halogen, -CX³₃, -CHX³₂, -CH₂X³, -CN, -C(O)H,
 -C(O)OH, -C(O)NH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
 substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted
 25 or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

 R⁷, R⁸, R⁹, and R¹⁰ are independently hydrogen, halogen, -CX^A₃, -CHX^A₂,
 -CH₂X^A, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or

R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

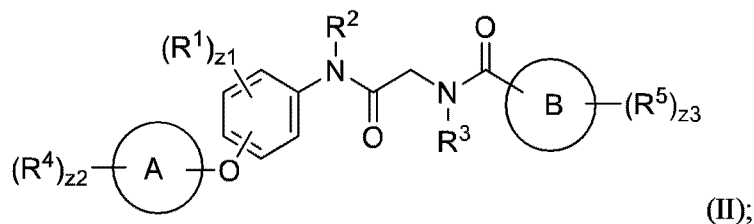
$z1$ is an integer from 0 to 4;

$m1$ and $v1$ are independently 1 or 2;

5 $n1$ is independently an integer from 0 to 4;

X^1 , X^2 , X^3 , and X^A are independently $-Cl$, $-Br$, $-I$, or $-F$.

2. The compound of claim 1, having the formula:



wherein

10 R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C(=O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^4 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

15 R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C(=O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, $-OCH_2X^5$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^5 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

20 R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted

heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^{11} and R^{12} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

- 5 R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^{15} and R^{16} substituents bonded to the same nitrogen atom are joined to form a substituted or
- 10 unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

z_2 is an integer from 0 to 5;

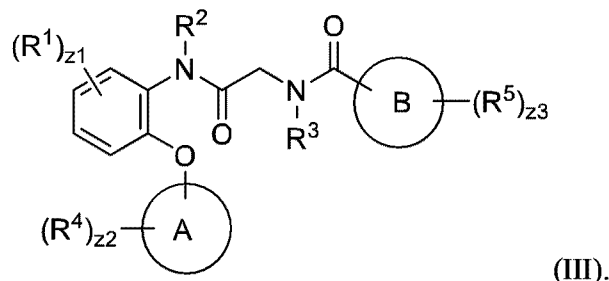
z_3 is an integer from 0 to 7;

m_4 , m_5 , v_4 and v_5 are independently 1 or 2;

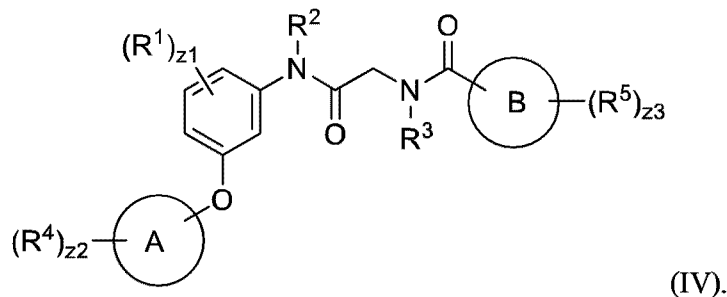
n_4 and n_5 are independently an integer from 0 to 4;

- 15 X^4 , X^5 , X^B , and X^C are independently $-Cl$, $-Br$, $-I$, or $-F$.

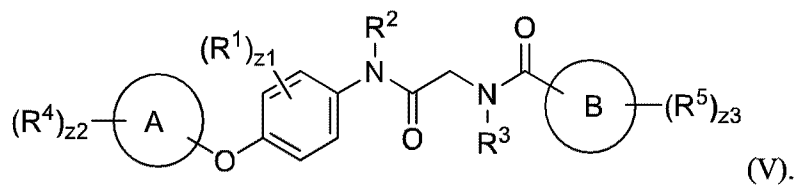
3. The compound of claim 2, having the formula:



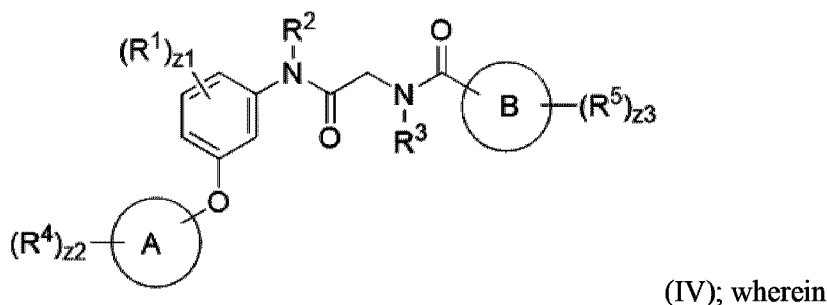
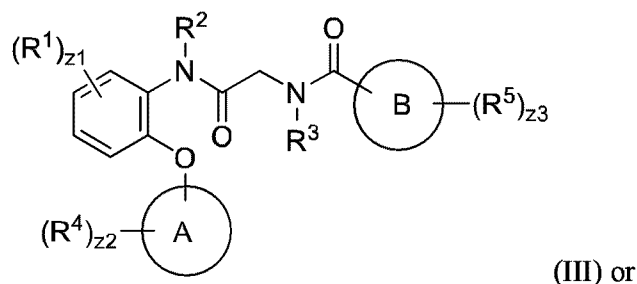
4. The compound of claim 2, having the formula:



- 20 5. The compound of claim 2, having the formula:



6. A compound having the formula:



5 Ring A is phenyl or 5 to 6 membered heteroaryl;

Ring B is 2-naphthyl;

R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$,

$-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_{m1}$,
 $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$,

10 $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl,
 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl; or two adjacent R^1 substituents are joined to form a substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 15 substituted or unsubstituted heteroaryl;

R^2 is hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-COOH$, $-CONH_2$,

substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^3 is hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- 5 R^4 is independently $-OR^{14}$, a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^4 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- 15 R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, $-OCH_2X^5$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^5 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- 25 R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

- 30 R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or

R¹¹ and R¹² substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R¹⁵, R¹⁶, R¹⁷, and R¹⁸ are independently hydrogen, halogen, -CX^C₃, -CHX^C₂, -CH₂X^C, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R¹⁵ and R¹⁶ substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

z1 is an integer from 0 to 4;

z2 is an integer from 0 to 5;

z3 is an integer from 0 to 7;

m1, m4, m5, v1, v4, and v5 are independently 1 or 2;

n1, n4, and n5 are independently an integer from 0 to 4;

X¹, X², X³, X⁴, X⁵, X^A, X^B, and X^C are independently -Cl, -Br, -I, or -F.

7. The compound of any one of claims 1 to 6, wherein R¹ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

8. The compound of any one of claims 1 to 6, wherein R¹ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

9. The compound of any one of claims 1 to 6, wherein R¹ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

10. The compound of any one of claims 1 to 6, wherein R¹ is independently halogen, -OH, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, unsubstituted methyl, or unsubstituted methoxy.

11. The compound of any one of claims 1 to 10, wherein z_1 is 1.
12. The compound of any one of claims 1 to 6, wherein z_1 is 0.
13. The compound of any one of claims 2 to 12, wherein R^4 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$,
 5 $-SH$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.
14. The compound of any one of claims 2 to 12, wherein R^4 is independently
 10 halogen, $-CF_3$, $-OH$, $-NH_2$, $-SH$, substituted or unsubstituted C_1 - C_4 alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
15. The compound of any one of claims 2 to 12, wherein R^4 is independently
 15 halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, $-NH_2$, $-SH$, unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl.
16. The compound of any one of claims 2 to 12, wherein R^4 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, unsubstituted methyl, or unsubstituted methoxy.
17. The compound of any one of claims 2 to 12, wherein R^4 is
 20 independently $-OR^{14}$.
18. The compound of claim 17, wherein R^{14} is hydrogen or substituted or unsubstituted alkyl.
19. The compound of claim 17, wherein R^{14} is hydrogen or unsubstituted
 25 alkyl.
20. The compound of claim 17, wherein R^{14} is hydrogen or unsubstituted C_1 - C_5 alkyl.

21. The compound of claim 17, wherein R¹⁴ is hydrogen or unsubstituted C₁-C₃ alkyl.
22. The compound of claim 17, wherein R¹⁴ is hydrogen or unsubstituted methyl.
- 5 23. The compound of claim 17, wherein R¹⁴ is unsubstituted methyl.
24. The compound of any one of claims 2 to 23, wherein z₂ is 1.
25. The compound of any one of claims 2 to 12, wherein z₂ is 0.
26. The compound of any one of claims 2 to 25, wherein R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂,
 10 -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.
27. The compound of any one of claims 2 to 25, wherein R⁵ is independently
 15 halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
28. The compound of any one of claims 2 to 25, wherein R⁵ is independently
 20 halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.
29. The compound of any one of claims 2 to 25, wherein R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, unsubstituted methyl, or unsubstituted methoxy.
- 25 30. The compound of any one of claims 2 to 29, wherein z₃ is 1.
31. The compound of any one of claims 2 to 25, wherein z₃ is 0.

32. The compound of any one of claims 1 to 31, wherein R^2 is hydrogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
33. The compound of any one of claims 1 to 31, wherein R^2 is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.
34. The compound of any one of claims 1 to 31, wherein R^2 is hydrogen.
35. The compound of any one of claims 1 to 34, wherein R^3 is hydrogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
36. The compound of any one of claims 1 to 34, wherein R^3 is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.
37. The compound of any one of claims 1 to 34, wherein R^3 is hydrogen.
38. The compound of claim 1, wherein Ring A is a substituted or unsubstituted phenyl.
39. The compound of any one of claims 2 to 37, wherein Ring A is phenyl.
40. The compound of claim 1, wherein Ring A is a substituted or unsubstituted 5 to 6 membered heteroaryl.
41. The compound of any one of claims 2 to 37, wherein Ring A is a 5 to 6 membered heteroaryl.
42. The compound of claim 1, wherein Ring A is a substituted or unsubstituted thienyl.
43. The compound of any one of claims 2 to 37, wherein Ring A is a thienyl.

44. The compound of claim 1, wherein Ring A is a substituted or unsubstituted 2-thienyl.
45. The compound of any one of claims 2 to 37, wherein Ring A is a 2-thienyl.
- 5 46. The compound of claim 1, wherein Ring A is a substituted or unsubstituted 3-thienyl.
47. The compound of any one of claims 2 to 37, wherein Ring A is a 3-thienyl.
48. The compound of claim 1, wherein Ring A is a substituted or
10 unsubstituted pyridyl.
49. The compound of any one of claims 2 to 37, wherein Ring A is a pyridyl.
50. The compound of claim 1, wherein Ring A is a substituted or unsubstituted 2-pyridyl.
51. The compound of any one of claims 2 to 37, wherein Ring A is a 2-
15 pyridyl.
52. The compound of claim 1, wherein Ring A is a substituted or unsubstituted 3-pyridyl.
53. The compound of any one of claims 2 to 37, wherein Ring A is a 3-pyridyl.
- 20 54. The compound of claim 1, wherein Ring A is a substituted or unsubstituted 4-pyridyl.
55. The compound of any one of claims 2 to 37, wherein Ring A is a 4-pyridyl.
56. The compound of claim 1, wherein Ring B is a substituted or
25 unsubstituted 1-naphthyl.

57. The compound of any one of claims 2 to 55, wherein Ring B is a 1-naphthyl.

58. The compound of claim 1, wherein Ring B is a substituted or unsubstituted isoquinolinyl.

5 59. The compound of any one of claims 2 to 55, wherein Ring B is an isoquinolinyl.

60. The compound of claim 1, wherein Ring B is a substituted or unsubstituted 1-isoquinolinyl.

10 61. The compound of any one of claims 2 to 55, wherein Ring B is a 1-isoquinolinyl.

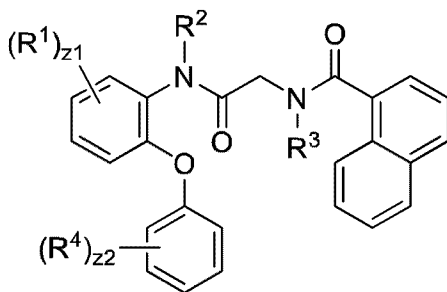
62. The compound of claim 1, wherein Ring B is a substituted or unsubstituted 3-isoquinolinyl.

63. The compound of any one of claims 2 to 55, wherein Ring B is a 3-isoquinolinyl.

15 64. The compound of claim 1, wherein Ring B is a substituted or unsubstituted 4-isoquinolinyl.

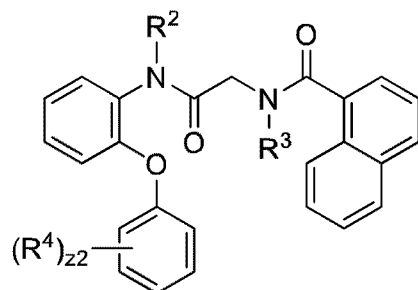
65. The compound of any one of claims 2 to 55, wherein Ring B is a 4-isoquinolinyl.

66. The compound of claim 2, having the formula:

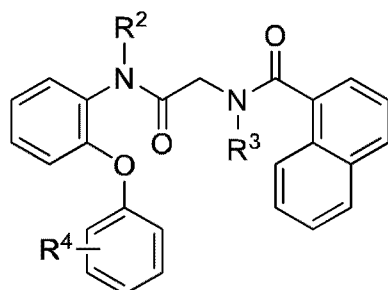


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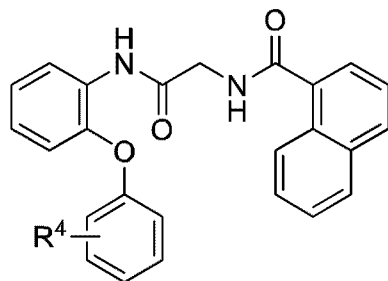
67. The compound of claim 2, having the formula:



68. The compound of claim 2, having the formula:

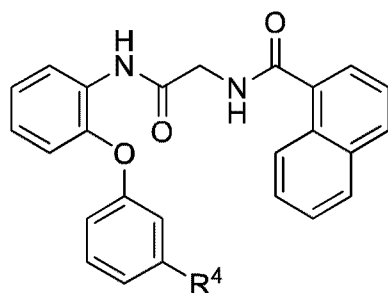


69. The compound of claim 2, having the formula:

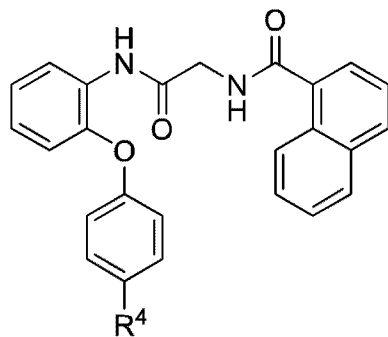


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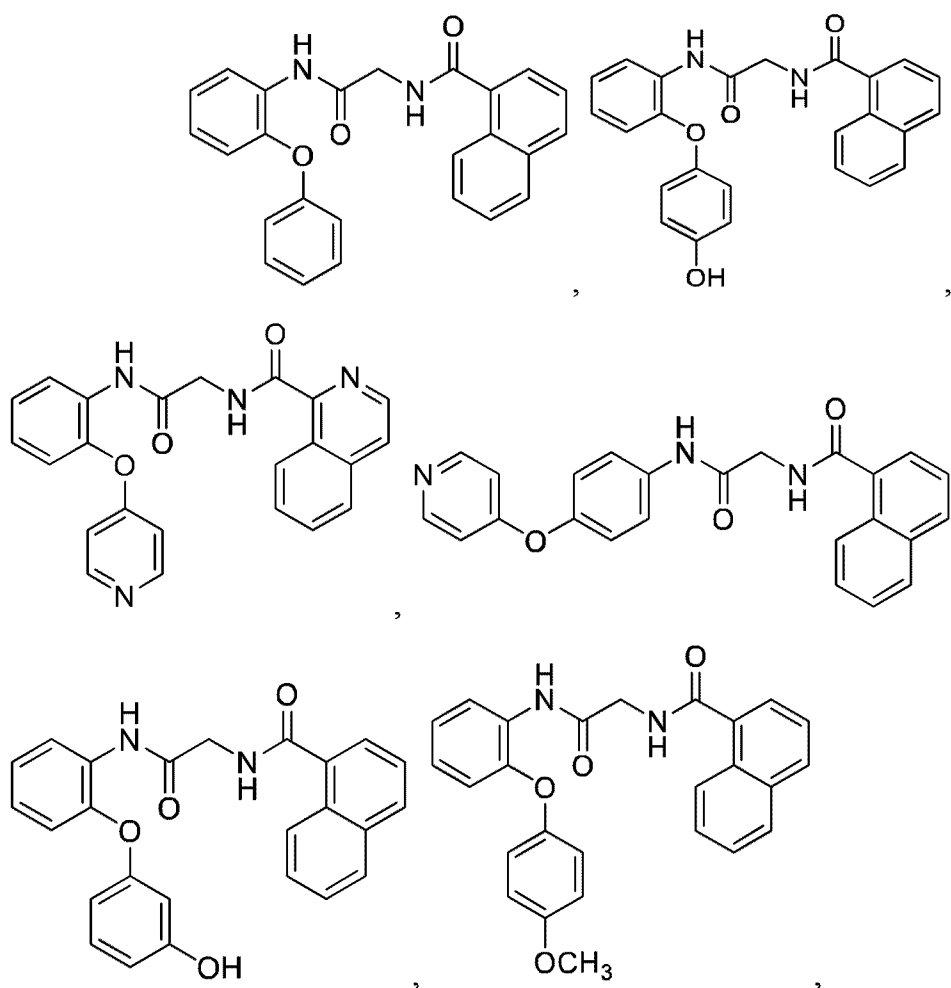
70. The compound of claim 2, having the formula:



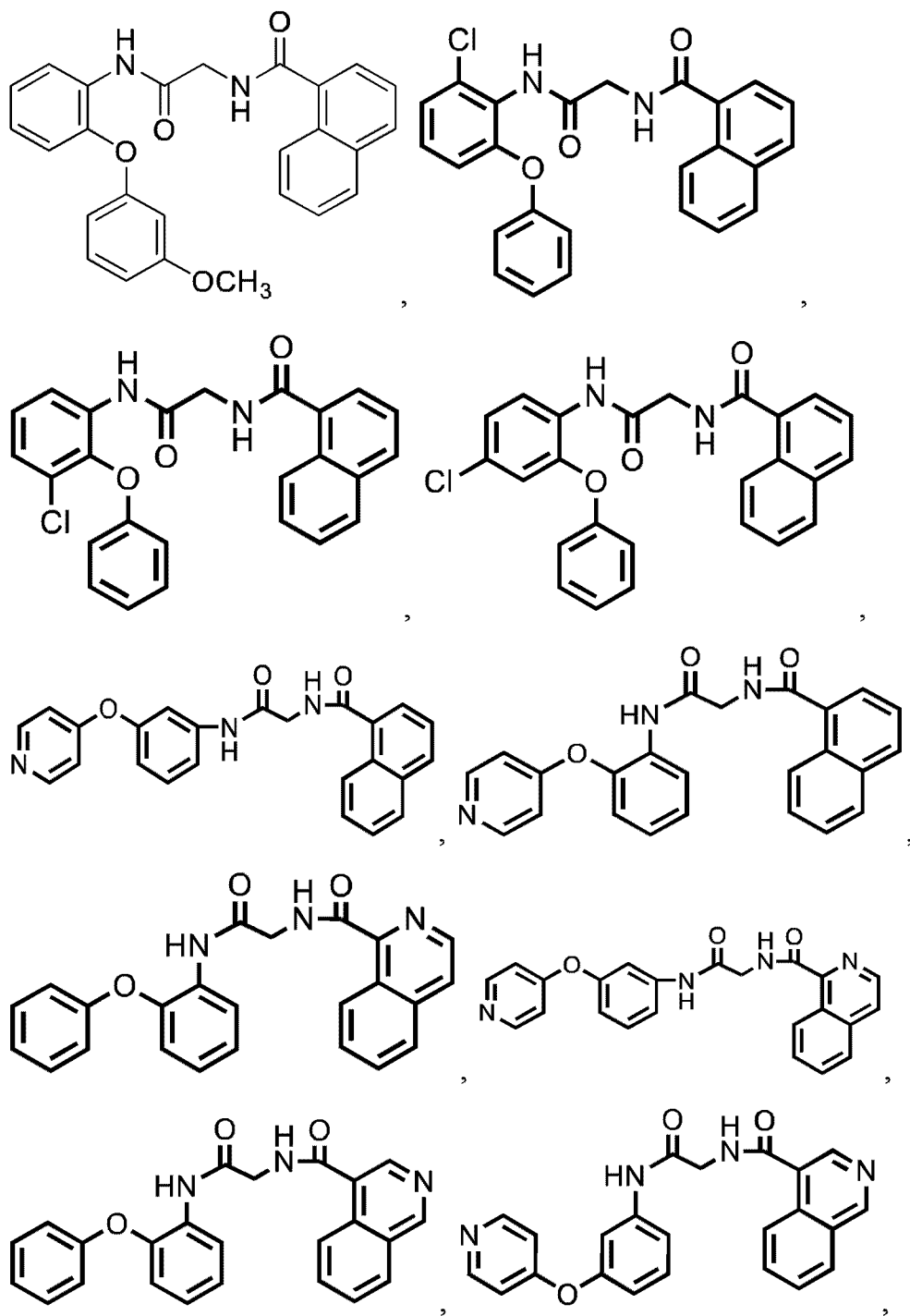
71. The compound of claim 2, having the formula:



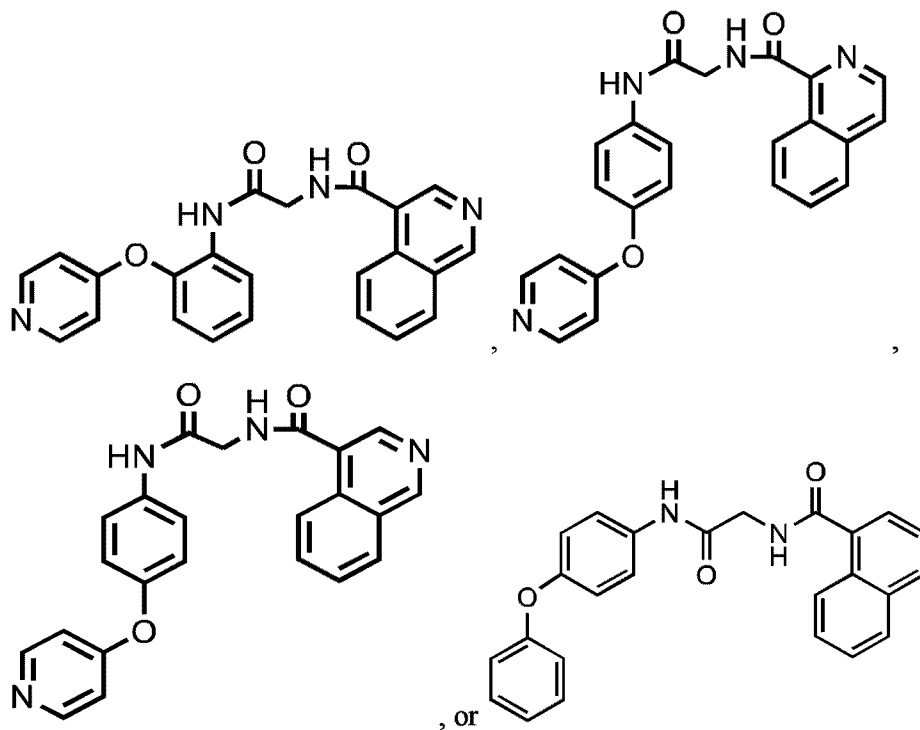
72. The compound of claim 1, having the formula:



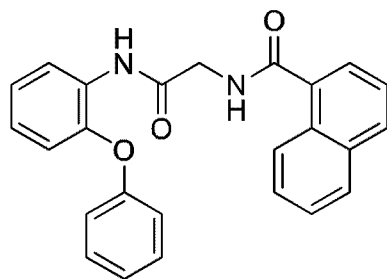
5



5

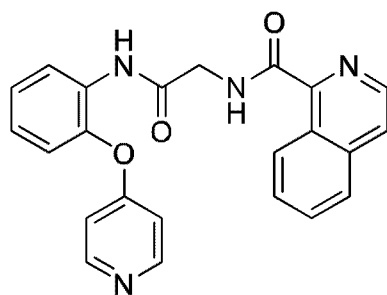


73. The compound of claim 1, having the formula:

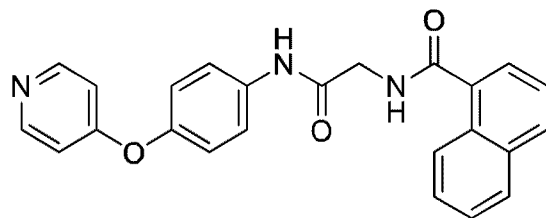


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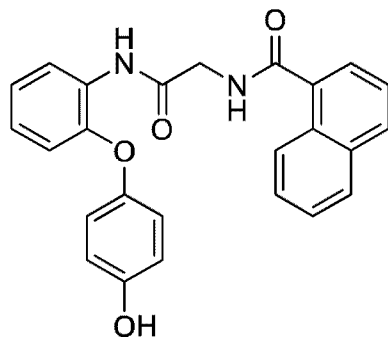
74. The compound of claim 1, having the formula:



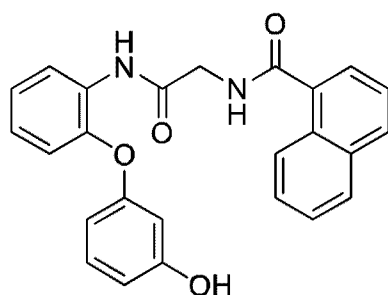
75. The compound of claim 1, having the formula:



76. The compound of claim 1, having the formula:

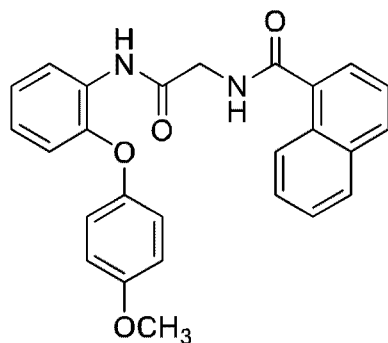


77. The compound of claim 1, having the formula:

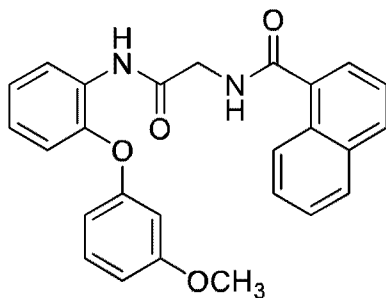


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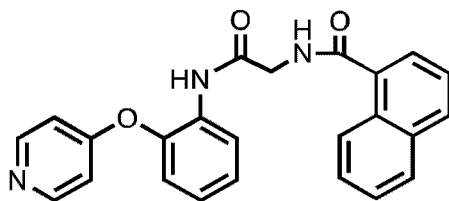
78. The compound of claim 1, having the formula:



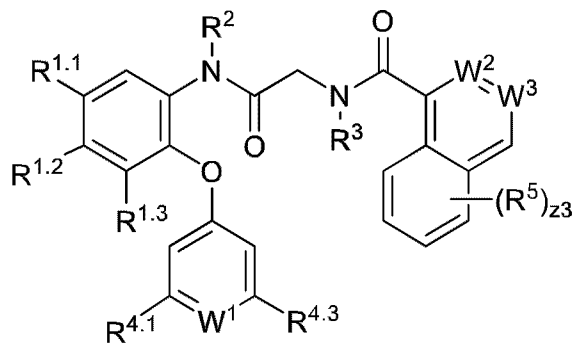
79. The compound of claim 1, having the formula:



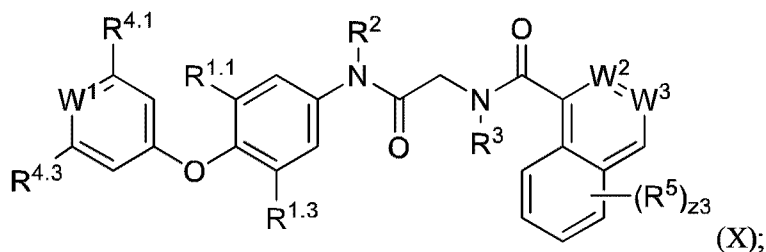
80. The compound of claim 1, having the formula:



81. A compound having the formula:



(VII) or



wherein,

W^1 is N or $C(R^{4.2})$;

W^2 is N or $C(R^{5.1})$;

W^3 is N or $C(R^{5.2})$;

$R^{4.1}$, $R^{4.2}$, and $R^{4.3}$ are each independently a hydrogen, halogen, $-CX^4$, $-CHX^4$, $-CH_2X^4$, $-CN$, $-SO_nR^{14}$, $-SO_vNR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC(=O)NHNH_2$,

- $-\text{NHC}=\text{(O)NR}^{11}\text{R}^{12}$, $-\text{N(O)}_{\text{m}4}$, $-\text{NR}^{11}\text{R}^{12}$, $-\text{C(O)R}^{13}$, $-\text{C(O)-OR}^{13}$, $-\text{C(O)NR}^{11}\text{R}^{12}$, $-\text{OR}^{14}$,
 $-\text{NR}^{11}\text{SO}_2\text{R}^{14}$, $-\text{NR}^{11}\text{C}=\text{(O)R}^{13}$, $-\text{NR}^{11}\text{C(O)-OR}^{13}$, $-\text{NR}^{11}\text{OR}^{13}$, $-\text{OCX}^4_3$, $-\text{OCHX}^4_2$, $-\text{OCH}_2\text{X}^4$,
 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 5 unsubstituted aryl, or substituted or unsubstituted heteroaryl;
 $\text{R}^{5.1}$ and $\text{R}^{5.2}$ are independently a hydrogen, halogen, $-\text{CX}^5_3$, $-\text{CHX}^5_2$,
 $-\text{CH}_2\text{X}^5$, $-\text{CN}$, $-\text{SO}_{\text{n}5}\text{R}^{18}$, $-\text{SO}_{\text{v}5}\text{NR}^{15}\text{R}^{16}$, $-\text{NHNH}_2$, $-\text{ONR}^{15}\text{R}^{16}$, $-\text{NHC}=\text{(O)NHNH}_2$,
 $-\text{NHC}=\text{(O)NR}^{15}\text{R}^{16}$, $-\text{N(O)}_{\text{m}5}$, $-\text{NR}^{15}\text{R}^{16}$, $-\text{C(O)R}^{17}$, $-\text{C(O)-OR}^{17}$, $-\text{C(O)NR}^{15}\text{R}^{16}$, $-\text{OR}^{18}$,
 $-\text{NR}^{15}\text{SO}_2\text{R}^{18}$, $-\text{NR}^{15}\text{C}=\text{(O)R}^{17}$, $-\text{NR}^{15}\text{C(O)-OR}^{17}$, $-\text{NR}^{15}\text{OR}^{17}$, $-\text{OCX}^5_3$, $-\text{OCHX}^5_2$, $-\text{OCH}_2\text{X}^5$,
 10 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl;
 $\text{R}^{1.1}$, $\text{R}^{1.2}$, and $\text{R}^{1.3}$ are independently a hydrogen, halogen, $-\text{CX}^1_3$, $-\text{CHX}^1_2$,
 $-\text{CH}_2\text{X}^1$, $-\text{CN}$, $-\text{SO}_{\text{n}1}\text{R}^{10}$, $-\text{SO}_{\text{v}1}\text{NR}^7\text{R}^8$, $-\text{NHNH}_2$, $-\text{ONR}^7\text{R}^8$, $-\text{NHC}=\text{(O)NHNH}_2$,
 15 $-\text{NHC}=\text{(O)NR}^7\text{R}^8$, $-\text{N(O)}_{\text{m}1}$, $-\text{NR}^7\text{R}^8$, $-\text{C(O)R}^9$, $-\text{C(O)-OR}^9$, $-\text{C(O)NR}^7\text{R}^8$, $-\text{OR}^{10}$,
 $-\text{NR}^7\text{SO}_2\text{R}^{10}$, $-\text{NR}^7\text{C}=\text{(O)R}^9$, $-\text{NR}^7\text{C(O)-OR}^9$, $-\text{NR}^7\text{OR}^9$, $-\text{OCX}^1_3$, $-\text{OCHX}^1_2$, $-\text{OCH}_2\text{X}^1$,
 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl;
 20 R^2 is hydrogen, halogen, $-\text{CX}^2_3$, $-\text{CHX}^2_2$, $-\text{CH}_2\text{X}^2$, $-\text{CN}$, $-\text{COOH}$, $-\text{CONH}_2$,
 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl;
 R^3 is hydrogen, halogen, $-\text{CX}^3_3$, $-\text{CHX}^3_2$, $-\text{CH}_2\text{X}^3$, $-\text{CN}$, $-\text{COOH}$, $-\text{CONH}_2$,
 25 substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 unsubstituted aryl, or substituted or unsubstituted heteroaryl;
 R^5 is independently a halogen, $-\text{CX}^5_3$, $-\text{CHX}^5_2$, $-\text{CH}_2\text{X}^5$, $-\text{CN}$, $-\text{SO}_{\text{n}5}\text{R}^{18}$,
 $-\text{SO}_{\text{v}5}\text{NR}^{15}\text{R}^{16}$, $-\text{NHNH}_2$, $-\text{ONR}^{15}\text{R}^{16}$, $-\text{NHC}=\text{(O)NHNH}_2$, $-\text{NHC}=\text{(O)NR}^{15}\text{R}^{16}$, $-\text{N(O)}_{\text{m}5}$,
 30 $-\text{NR}^{15}\text{R}^{16}$, $-\text{C(O)R}^{17}$, $-\text{C(O)-OR}^{17}$, $-\text{C(O)NR}^{15}\text{R}^{16}$, $-\text{OR}^{18}$, $-\text{NR}^{15}\text{SO}_2\text{R}^{18}$, $-\text{NR}^{15}\text{C}=\text{(O)R}^{17}$,
 $-\text{NR}^{15}\text{C(O)-OR}^{17}$, $-\text{NR}^{15}\text{OR}^{17}$, $-\text{OCX}^5_3$, $-\text{OCHX}^5_2$, $-\text{OCH}_2\text{X}^5$, substituted or unsubstituted alkyl,
 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted

heteroaryl; or two adjacent R⁵ substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R⁷, R⁸, R⁹, and R¹⁰ are independently hydrogen, halogen, -CX^A₃, -CHX^A₂, -CH₂X^A, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R⁷ and R⁸ substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R¹¹, R¹², R¹³, and R¹⁴ are independently hydrogen, halogen, -CX^B₃, -CHX^B₂, -CH₂X^B, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R¹¹ and R¹² substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R¹⁵, R¹⁶, R¹⁷, and R¹⁸ are independently hydrogen, halogen, -CX^C₃, -CHX^C₂, -CH₂X^C, -CN, -COOH, -CONH₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R¹⁵ and R¹⁶ substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

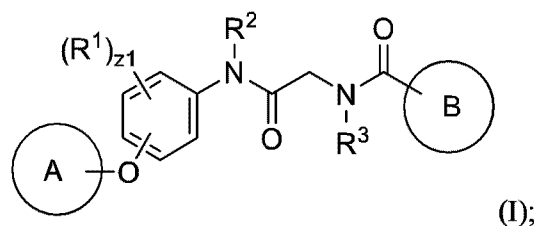
z3 is an integer from 0 to 5;

m1, m4, m5, v1, v4, and v5 are independently 1 or 2;

n1, n4, and n5 are independently an integer from 0 to 4; and

X¹, X², X³, X⁴, X⁵, X^A, X^B, and X^C are independently -Cl, -Br, -I, or -F.

82. A compound having the formula:



wherein

Ring A is substituted or unsubstituted phenyl or substituted or unsubstituted 5 membered heteroaryl;

Ring B is substituted or unsubstituted quinoliny;

R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$,
 5 $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^7R^8$, $-N(O)_{m1}$,
 $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C=(O)R^9$,
 $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl,
 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 10 heteroaryl; or two adjacent R^1 substituents are joined to form a substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 substituted or unsubstituted heteroaryl;

R^2 is hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$,
 $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
 15 substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted
 or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^3 is hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$,
 $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
 substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted
 20 or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$,
 $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted
 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or
 25 R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or
 unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

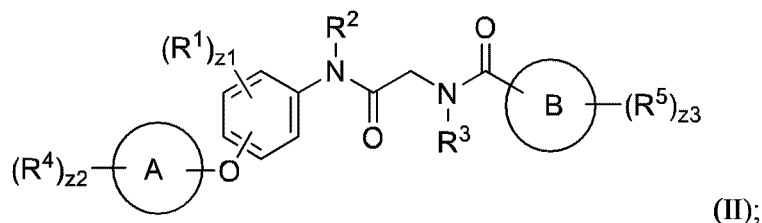
$z1$ is an integer from 0 to 4;

$m1$ and $v1$ are independently 1 or 2;

$n1$ is independently an integer from 0 to 4;

30 X^1 , X^2 , X^3 , and X^A are independently $-Cl$, $-Br$, $-I$, or $-F$.

83. The compound of claim 82, having the formula:



wherein

R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C(=O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^4 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C(=O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, $-OCH_2X^5$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^5 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^{11} and R^{12} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted

heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^{15} and R^{16} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

z_2 is an integer from 0 to 5;

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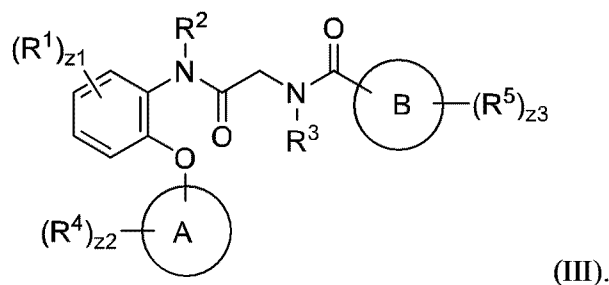
z_3 is an integer from 0 to 6;

m_4 , m_5 , v_4 and v_5 are independently 1 or 2;

n_4 and n_5 are independently an integer from 0 to 4;

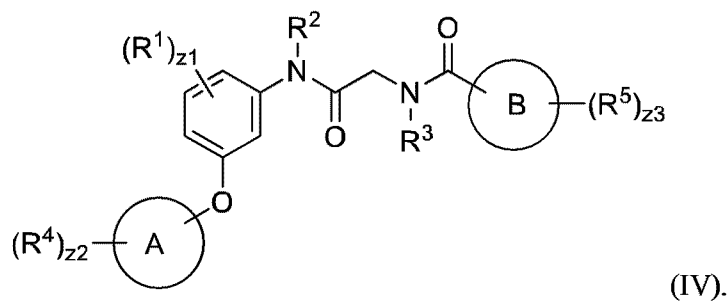
X^4 , X^5 , X^B , and X^C are independently -Cl, -Br, -I, or -F.

84. The compound of claim 83, having the formula:

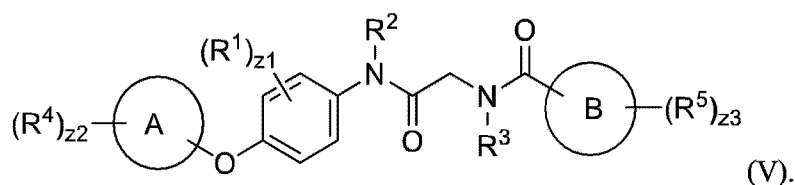


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85. The compound of claim 83, having the formula:



86. The compound of claim 83, having the formula:



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87. The compound of any one of claims 82 to 86, wherein R^1 is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂,

-SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

5 88. The compound of any one of claims 82 to 86, wherein R¹ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

10 89. The compound of any one of claims 82 to 86, wherein R¹ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

 90. The compound of any one of claims 82 to 86, wherein R¹ is independently halogen, -OH, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, unsubstituted methyl, or
15 unsubstituted methoxy.

 91. The compound of any one of claims 82 to 90, wherein z₁ is 1.

 92. The compound of any one of claims 82 to 86, wherein z₁ is 0.

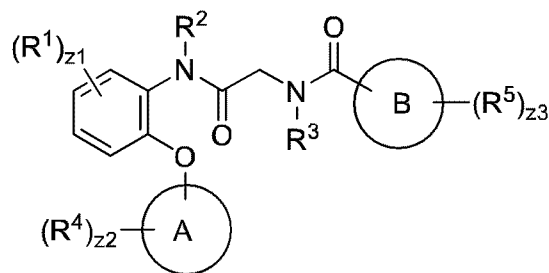
 93. The compound of any one of claims 83 to 92, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂,
20 -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

 94. The compound of any one of claims 83 to 92, wherein R⁴ is independently
25 halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

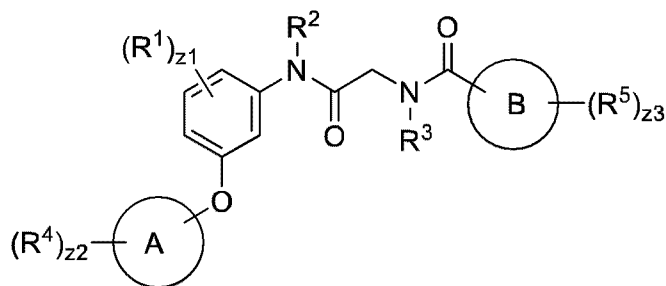
95. The compound of any one of claims 83 to 92, wherein R^4 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, $-NH_2$, $-SH$, unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl.
96. The compound of any one of claims 83 to 92, wherein R^4 is independently
 5 halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, unsubstituted methyl, or unsubstituted methoxy.
97. The compound of any one of claims 83 to 92, wherein R^4 is independently $-OR^{14}$.
98. The compound of claim 97, wherein R^{14} is hydrogen or substituted or
 10 unsubstituted alkyl.
99. The compound of claim 97, wherein R^{14} is hydrogen or unsubstituted alkyl.
100. The compound of claim 97, wherein R^{14} is hydrogen or unsubstituted C_1 - C_5 alkyl.
101. The compound of claim 97, wherein R^{14} is hydrogen or unsubstituted
 15 C_1 - C_3 alkyl.
102. The compound of claim 97, wherein R^{14} is hydrogen or unsubstituted methyl.
103. The compound of claim 97, wherein R^{14} is unsubstituted methyl.
104. The compound of any one of claims 83 to 103, wherein z_2 is 1.
 20
105. The compound of any one of claims 83 to 92, wherein z_2 is 0.
106. The compound of any one of claims 83 to 105, wherein R^5 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, substituted or unsubstituted C_1 - C_8 alkyl,
 25 substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

107. The compound of any one of claims 83 to 105, wherein R^5 is independently halogen, $-CF_3$, $-OH$, $-NH_2$, $-SH$, substituted or unsubstituted C_1 - C_4 alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
108. The compound of any one of claims 83 to 105, wherein R^5 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, $-NH_2$, $-SH$, unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl.
109. The compound of any one of claims 83 to 105, wherein R^5 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, unsubstituted methyl, or unsubstituted methoxy.
110. The compound of any one of claims 83 to 109, wherein z_3 is 1.
111. The compound of any one of claims 83 to 105, wherein z_3 is 0.
112. The compound of any one of claims 82 to 111, wherein R^2 is hydrogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
113. The compound of any one of claims 82 to 111, wherein R^2 is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.
114. The compound of any one of claims 82 to 111, wherein R^2 is hydrogen.
115. The compound of any one of claims 82 to 114, wherein R^3 is hydrogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.
116. The compound of any one of claims 82 to 114, wherein R^3 is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

117. The compound of any one of claims 82 to 114, wherein R³ is hydrogen.
118. The compound of claim 82, wherein Ring A is a substituted or unsubstituted phenyl.
119. The compound of any one of claims 83 to 117, wherein Ring A is phenyl.
- 5 120. The compound of claim 82, wherein Ring A is a substituted or unsubstituted 5 membered heteroaryl.
121. The compound of any one of claims 83 to 117, wherein Ring A is a 5 membered heteroaryl.
- 10 122. The compound of claim 82, wherein Ring A is a substituted or unsubstituted thienyl.
123. The compound of any one of claims 83 to 117, wherein Ring A is a thienyl.
124. The compound of claim 82, wherein Ring A is a substituted or unsubstituted 2-thienyl.
- 15 125. The compound of any one of claims 83 to 117, wherein Ring A is a 2-thienyl.
126. The compound of claim 82, wherein Ring A is a substituted or unsubstituted 3-thienyl.
- 20 127. The compound of any one of claims 83 to 117, wherein Ring A is a 3-thienyl.
128. A compound having the formula:



(III) or



(IV);

wherein

Ring A is phenyl or 5 to 6 membered heteroaryl;

5

Ring B is quinolinylnyl;

 R^1 is independently a halogen, $-CX^1_3$, $-CHX^1_2$, $-CH_2X^1$, $-CN$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_{m1}$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_2R^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)-OR^9$, $-NR^7OR^9$, $-OCX^1_3$, $-OCHX^1_2$, $-OCH_2X^1$, substituted or unsubstituted alkyl,

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substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^1 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

15

 R^2 is hydrogen, halogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^3 is hydrogen, halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$,

20

 $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- R^4 is independently a halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-CN$, $-SO_{n4}R^{14}$, $-SO_{v4}NR^{11}R^{12}$, $-NHN R^{11}R^{12}$, $-ONR^{11}R^{12}$, $-NHC=(O)NHN R^{11}R^{12}$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m4}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^4_3$, $-OCHX^4_2$, $-OCH_2X^4$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^4 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;
- R^5 is independently a halogen, $-CX^5_3$, $-CHX^5_2$, $-CH_2X^5$, $-CN$, $-SO_{n5}R^{18}$, $-SO_{v5}NR^{15}R^{16}$, $-NHN R^{15}R^{16}$, $-ONR^{15}R^{16}$, $-NHC=(O)NHN R^{15}R^{16}$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m5}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^5_3$, $-OCHX^5_2$, $-OCH_2X^5$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or two adjacent R^5 substituents are joined to form a substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;
- R^7 , R^8 , R^9 , and R^{10} are independently hydrogen, halogen, $-CX^A_3$, $-CHX^A_2$, $-CH_2X^A$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^7 and R^8 substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
- R^{11} , R^{12} , R^{13} , and R^{14} are independently hydrogen, halogen, $-CX^B_3$, $-CHX^B_2$, $-CH_2X^B$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^{11} and R^{12} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
- R^{15} , R^{16} , R^{17} , and R^{18} are independently hydrogen, halogen, $-CX^C_3$, $-CHX^C_2$, $-CH_2X^C$, $-CN$, $-COOH$, $-CONH_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted

heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; or R^{15} and R^{16} substituents bonded to the same nitrogen atom are joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

$z1$ is independently an integer from 0 to 4;

5 $z2$ is independently an integer from 0 to 5;

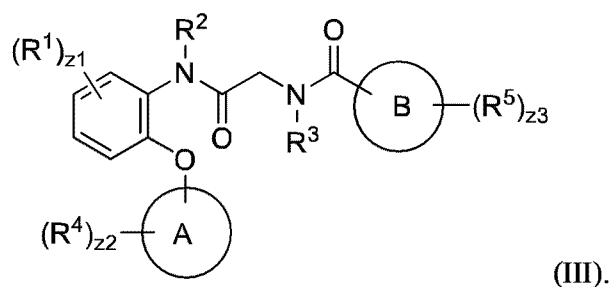
$z3$ is independently an integer from 0 to 6;

$m1$, $m4$, $m5$, $v1$, $v4$, and $v5$ are independently 1 or 2;

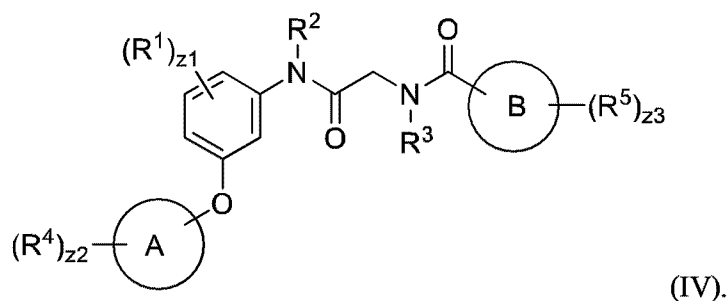
$n1$, $n4$, and $n5$ are independently an integer from 0 to 4; and

X^1 , X^2 , X^3 , X^4 , X^5 , X^A , X^B , and X^C are independently $-Cl$, $-Br$, $-I$, or $-F$.

10 129. The compound of claim 128, having the formula:



130. The compound of claim 128, having the formula:



15 131. The compound of any one of claims 128 to 130, wherein R^1 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

132. The compound of any one of claims 128 to 130, wherein R¹ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

133. The compound of any one of claims 128 to 130, wherein R¹ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

134. The compound of any one of claims 128 to 130, wherein R¹ is independently halogen, -OH, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, unsubstituted methyl, or unsubstituted methoxy.

135. The compound of any one of claims 128 to 134, wherein z₁ is 1.

136. The compound of any one of claims 128 to 130, wherein z₁ is 0.

137. The compound of any one of claims 128 to 136, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.

138. The compound of any one of claims 128 to 136, wherein R⁴ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

139. The compound of any one of claims 128 to 136, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, -NH₂, -SH, unsubstituted C₁-C₄ alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

140. The compound of any one of claims 128 to 136, wherein R⁴ is independently halogen, -CF₃, -CHF₂, -CH₂F, -OCF₃, -OCHF₂, -OCH₂F, -OH, unsubstituted methyl, or unsubstituted methoxy.
141. The compound of any one of claims 128 to 136, wherein R⁴ is independently -OR¹⁴.
142. The compound of claim 141, wherein R¹⁴ is hydrogen or substituted or unsubstituted alkyl.
143. The compound of claim 141, wherein R¹⁴ is hydrogen or unsubstituted alkyl.
144. The compound of claim 141, wherein R¹⁴ is hydrogen or unsubstituted C₁-C₅ alkyl.
145. The compound of claim 141, wherein R¹⁴ is hydrogen or unsubstituted C₁-C₃ alkyl.
146. The compound of claim 141, wherein R¹⁴ is hydrogen or unsubstituted methyl.
147. The compound of claim 141, wherein R¹⁴ is unsubstituted methyl.
148. The compound of any one of claims 128 to 147, wherein z₂ is 1.
149. The compound of any one of claims 128 to 136, wherein z₂ is 0.
150. The compound of any one of claims 128 to 149, wherein R⁵ is independently halogen, -CF₃, -CHF₂, -CH₂F, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -OCF₃, -OCHF₂, -OCH₂F, substituted or unsubstituted C₁-C₈ alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl.
151. The compound of any one of claims 128 to 149, wherein R⁵ is independently halogen, -CF₃, -OH, -NH₂, -SH, substituted or unsubstituted C₁-C₄ alkyl, substituted or unsubstituted 2 to 4 membered heteroalkyl, substituted or unsubstituted C₃-C₆

cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

152. The compound of any one of claims 128 to 149, wherein R^5 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, $-NH_2$, $-SH$,
5 unsubstituted C_1 - C_4 alkyl, or unsubstituted 2 to 4 membered heteroalkyl.

153. The compound of any one of claims 128 to 149, wherein R^5 is independently halogen, $-CF_3$, $-CHF_2$, $-CH_2F$, $-OCF_3$, $-OCHF_2$, $-OCH_2F$, $-OH$, unsubstituted methyl, or unsubstituted methoxy.

154. The compound of any one of claims 128 to 153, wherein z_3 is 1.

10 155. The compound of any one of claims 128 to 149, wherein z_3 is 0.

156. The compound of any one of claims 128 to 155, wherein R^2 is hydrogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or
15 unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

157. The compound of any one of claims 128 to 155, wherein R^2 is hydrogen, unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

158. The compound of any one of claims 128 to 155, wherein R^2 is hydrogen.

159. The compound of any one of claims 128 to 158, wherein R^3 is hydrogen,
20 $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-CN$, $-C(O)H$, $-C(O)OH$, $-C(O)NH_2$, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted 5 to 6 membered heteroaryl.

160. The compound of any one of claims 128 to 158, wherein R^3 is hydrogen,
25 unsubstituted methyl, unsubstituted ethyl, or unsubstituted isopropyl.

161. The compound of any one of claims 128 to 158, wherein R^3 is hydrogen.

162. The compound of any one of claims 128 to 161, wherein Ring A is phenyl.
163. The compound of any one of claims 128 to 161, wherein Ring A is a 5 to 6 membered heteroaryl.
- 5 164. The compound of any one of claims 128 to 161, wherein Ring A is a thienyl.
165. The compound of any one of claims 128 to 161, wherein Ring A is a 2-thienyl.
- 10 166. The compound of any one of claims 128 to 161, wherein Ring A is a 3-thienyl.
167. The compound of any one of claims 128 to 161, wherein Ring A is a pyridyl.
168. The compound of any one of claims 128 to 161, wherein Ring A is a 2-pyridyl.
- 15 169. The compound of any one of claims 128 to 161, wherein Ring A is a 3-pyridyl.
170. The compound of any one of claims 128 to 161, wherein Ring A is a 4-pyridyl.
- 20 171. A pharmaceutically acceptable salt of the compound of any one of claims 1 to 170.
172. A pharmaceutical composition comprising a compound of any one of claims 1 to 170 or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.
- 25 173. The pharmaceutical composition of claim 172, further comprising an anti-cancer agent.

174. The pharmaceutical composition of claim 173, wherein the anti-cancer agent is a platinum-based compound.

175. The pharmaceutical composition of claim 173, wherein the anti-cancer agent is a cisplatin.

5 176. The pharmaceutical composition of claim 173, wherein the anti-cancer agent is a topoisomerase inhibitor.

177. The pharmaceutical composition of claim 173, wherein the anti-cancer agent is etoposide, camptothecin, topotecan, irinotecan, or gemcitabine.

10 178. The pharmaceutical composition of claim 173, wherein the anti-cancer agent is an EGFR inhibitor.

179. Use of a compound of any one of claims 1 to 170, or a pharmaceutically acceptable salt thereof, for treating a disease associated with PCNA activity in a patient in need of such treatment.

15 180. Use of a compound of any one of claims 1 to 170, or a pharmaceutically acceptable salt thereof, for treating cancer in a patient in need of such treatment.

181. The use of claim 180, wherein said cancer is a sarcoma, adenocarcinoma, leukemia, or lymphoma.

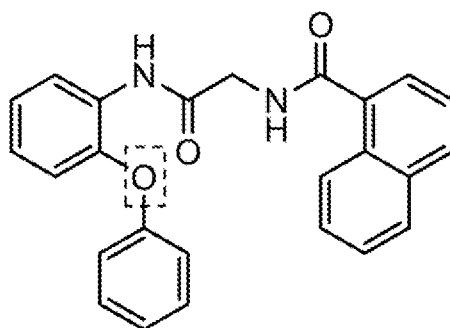
182. The use of claim 180, wherein said cancer is a lung cancer, colon cancer, a central nervous system cancer, brain cancer, neuroblastoma, skin cancer, head and neck cancer, melanoma, ovarian cancer, renal cancer, prostate cancer, breast cancer, mesothelioma, liver cancer, stomach cancer, esophageal cancer, bladder cancer, cervical cancer, osteosarcoma, pancreatic cancer, adrenal cortical cancer, adrenal gland cancer, colorectal cancer, testicular cancer, myeloma, B-acute lymphoblastic lymphoma, non-Hodgkin's lymphoma, Hodgkin's lymphoma, chronic leukemia, acute leukemia, glandular carcinoma, hematoid carcinoma, or
25 thyroid cancer.

183. The use of claim 180, wherein said cancer is non-small cell lung cancer.

184. The use of claim 180, wherein said cancer is triple negative breast cancer.

185. The use of claim 180, wherein said cancer is a central nervous system cancer.
186. The use of claim 180, wherein said cancer is brain cancer.
187. The use of claim 180, wherein said cancer is neuroblastoma.
- 5 188. The use of any one of claims 180 to 187, further comprising use of radiation.
189. The use of use of any one of claims 180 to 188, further comprising use of an anti-cancer agent.
- 10 190. The use of claim 189, wherein the anti-cancer agent is a platinum-based compound.
191. The use of claim 189, wherein the anti-cancer agent is a cisplatin.
192. The use of claim 189, wherein the anti-cancer agent is a topoisomerase inhibitor.
- 15 193. The use of claim 189, wherein the anti-cancer agent is etoposide, camptothecin, topotecan, irinotecan, or gemcitabine.
194. The use of claim 189, wherein the anti-cancer agent is an EGFR inhibitor.
195. Use of a compound of any one of claims 1 to 170, or a pharmaceutically acceptable salt thereof, for inhibiting PCNA activity.

FIG. 1A



Molecular Weight: 396.44

FIG. 1B

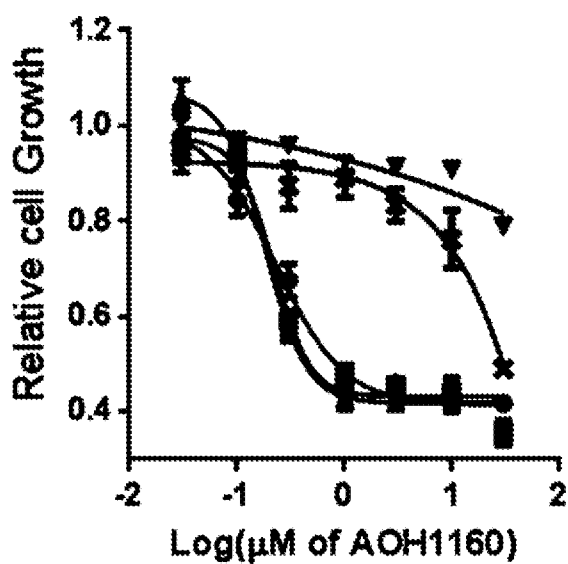


FIG. 1C

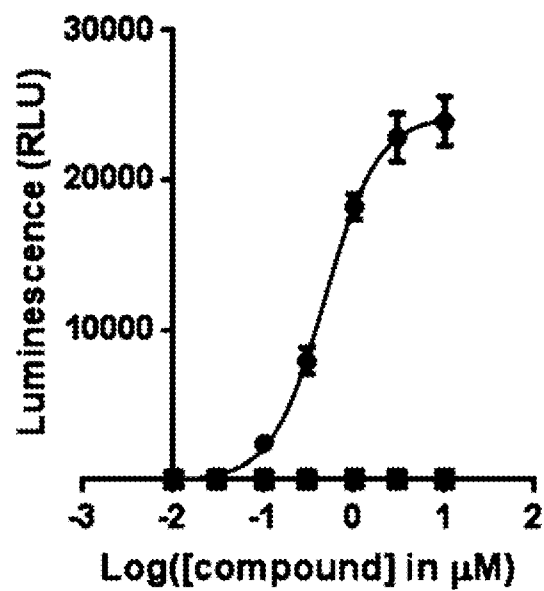


FIG. 1D

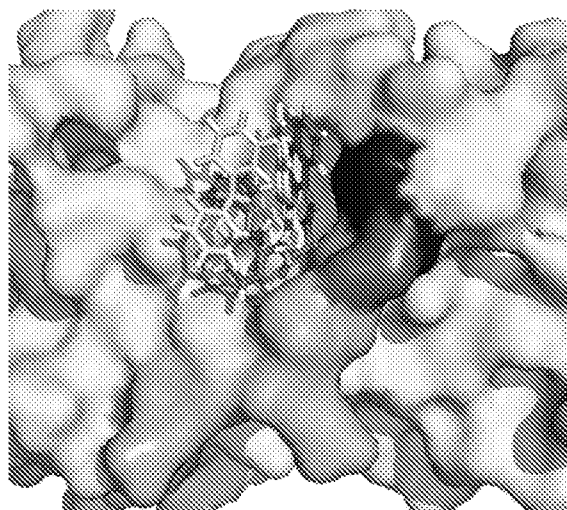


FIG. 1E

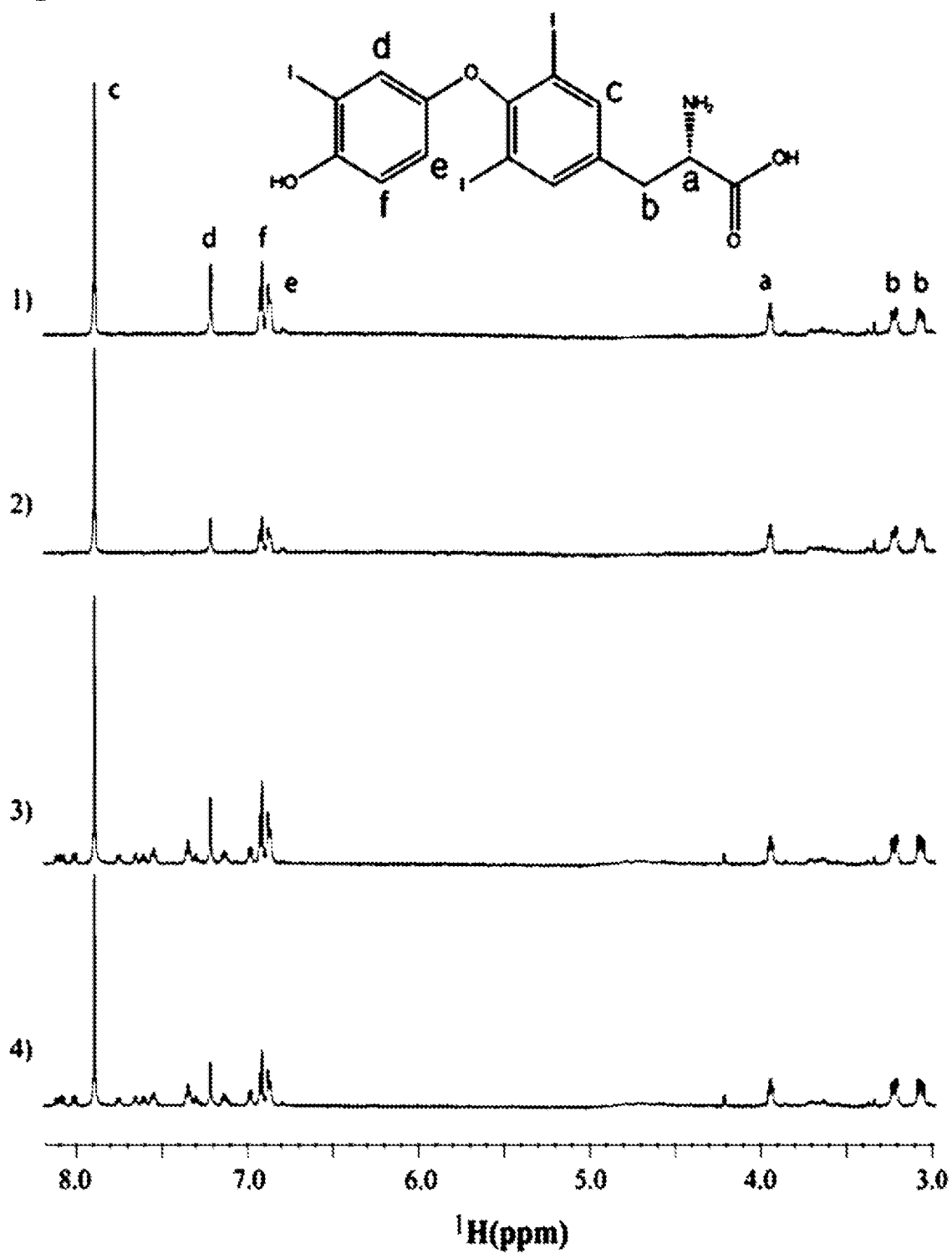


FIG. 2A

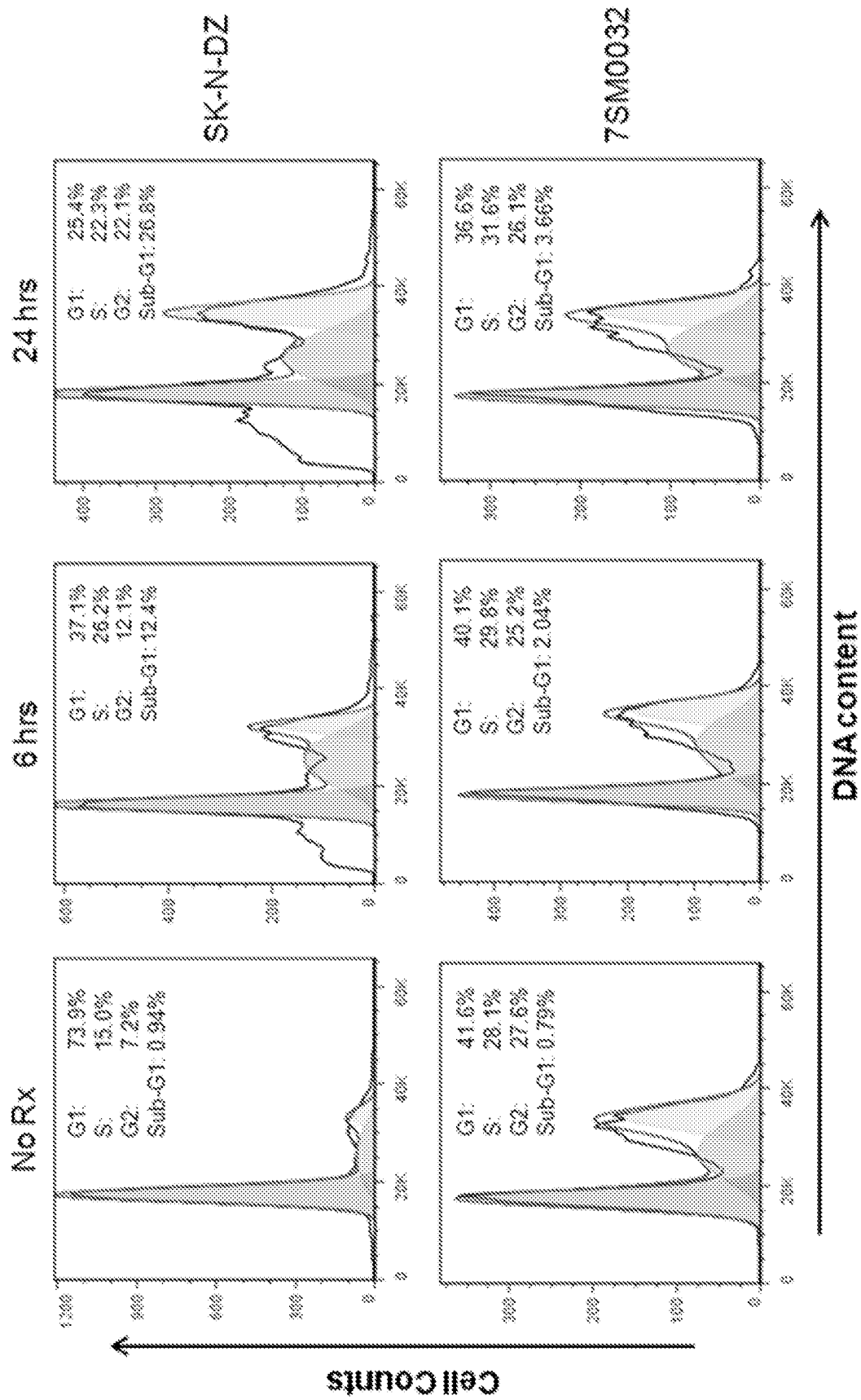


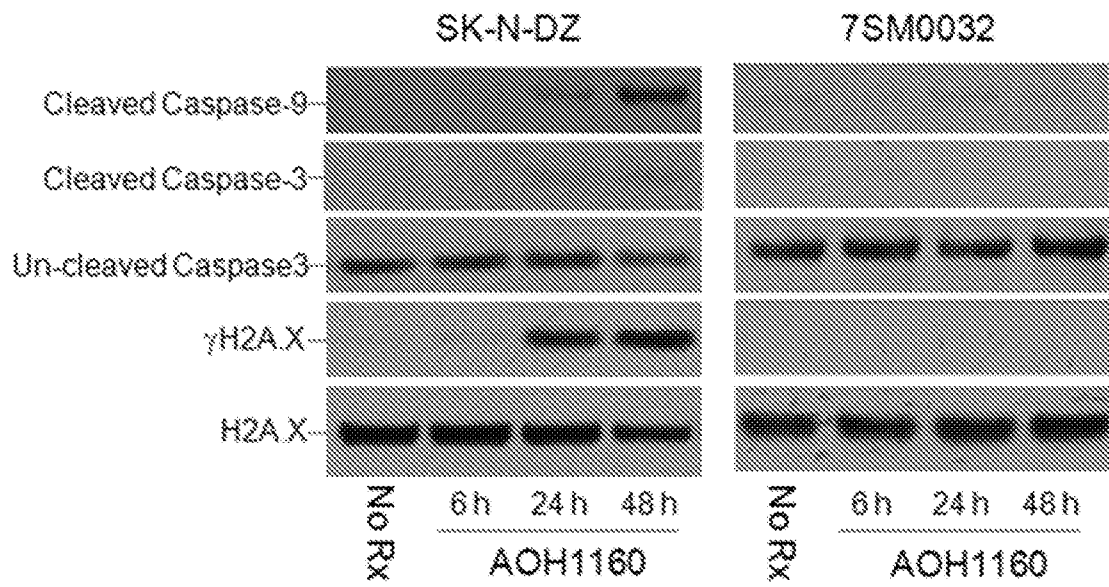
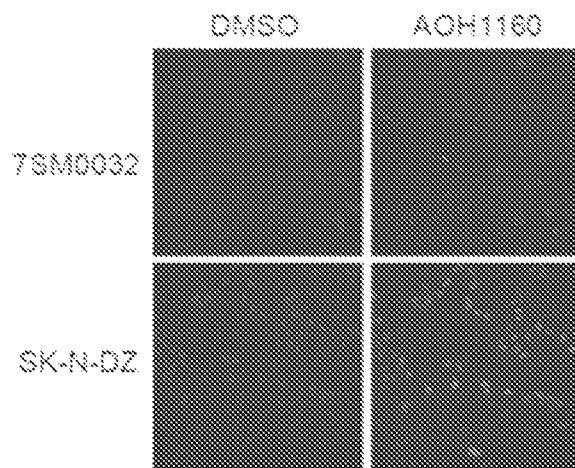
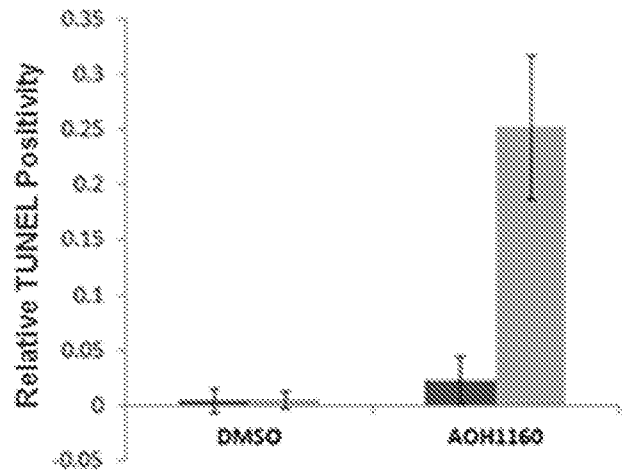
FIG. 2B**FIG. 2C****FIG. 2D**

FIG. 3A

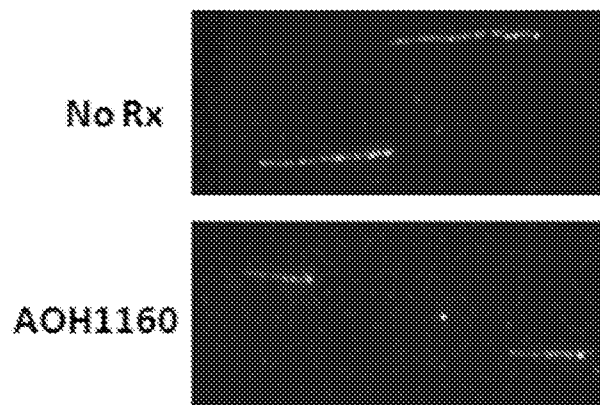


FIG. 3B

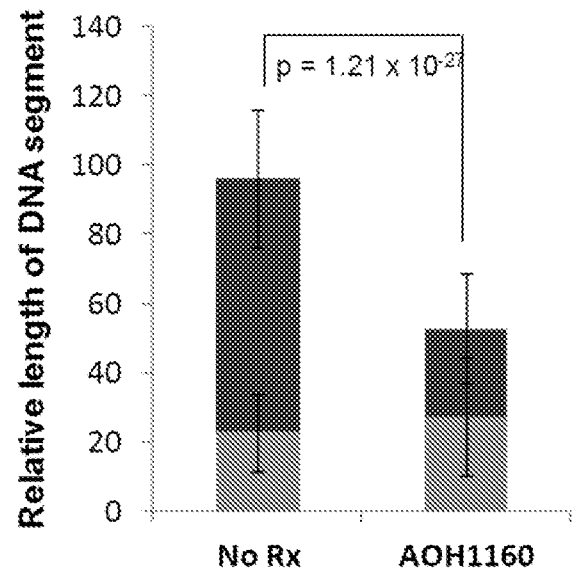


FIG. 4

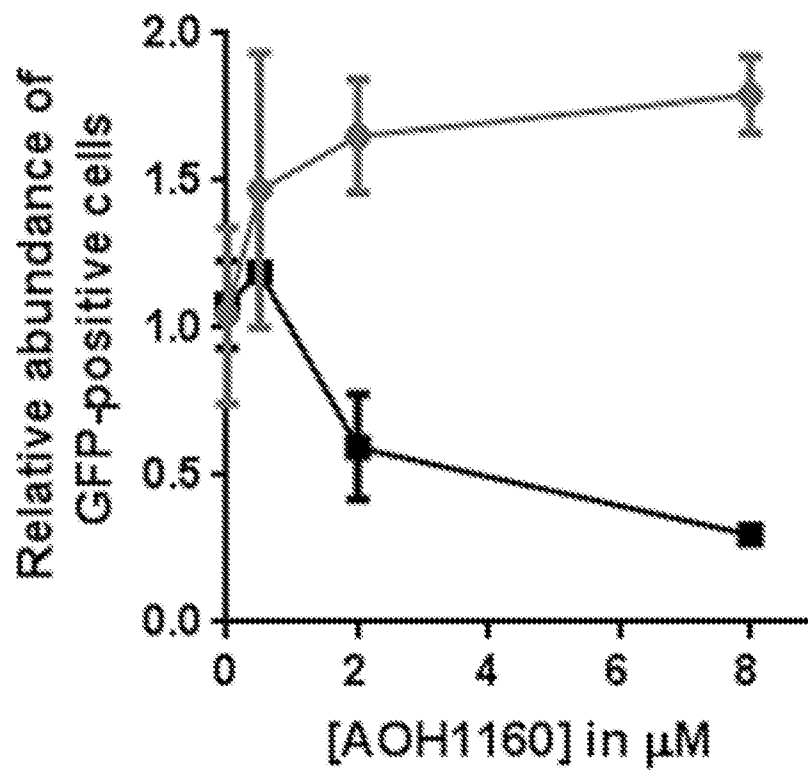


FIG. 5

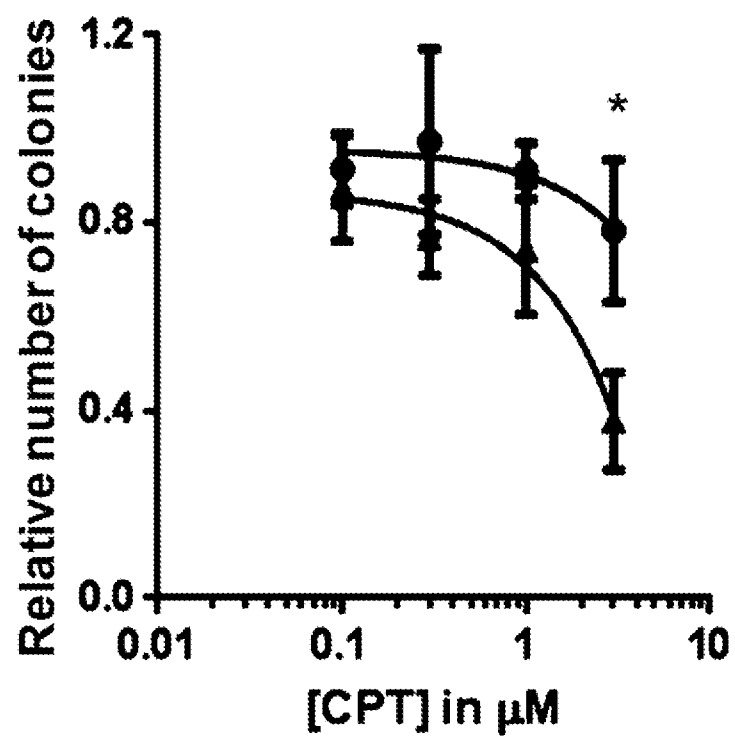


FIG. 6A

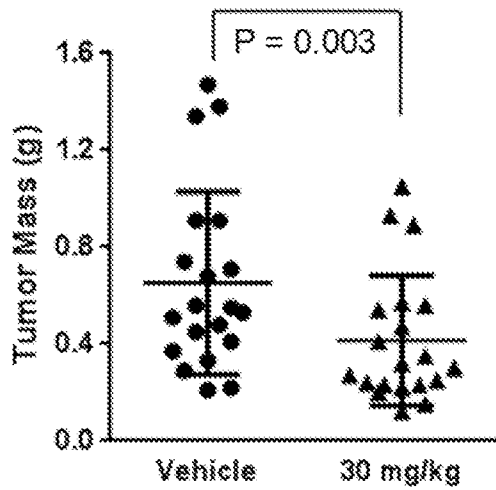


FIG. 6B

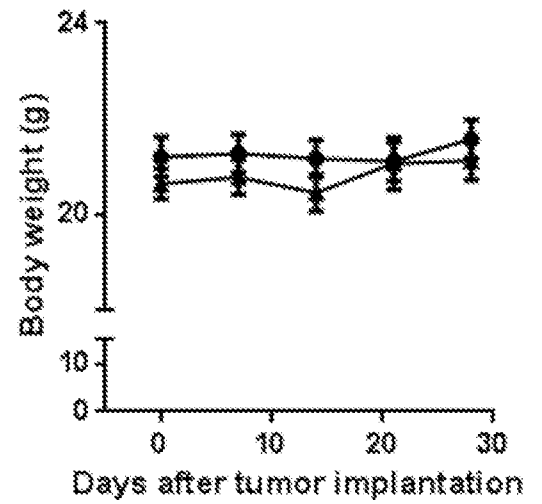


FIG. 6C

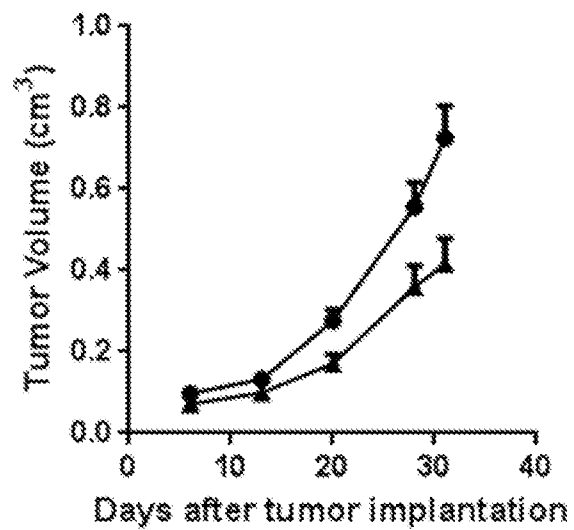


FIG. 7

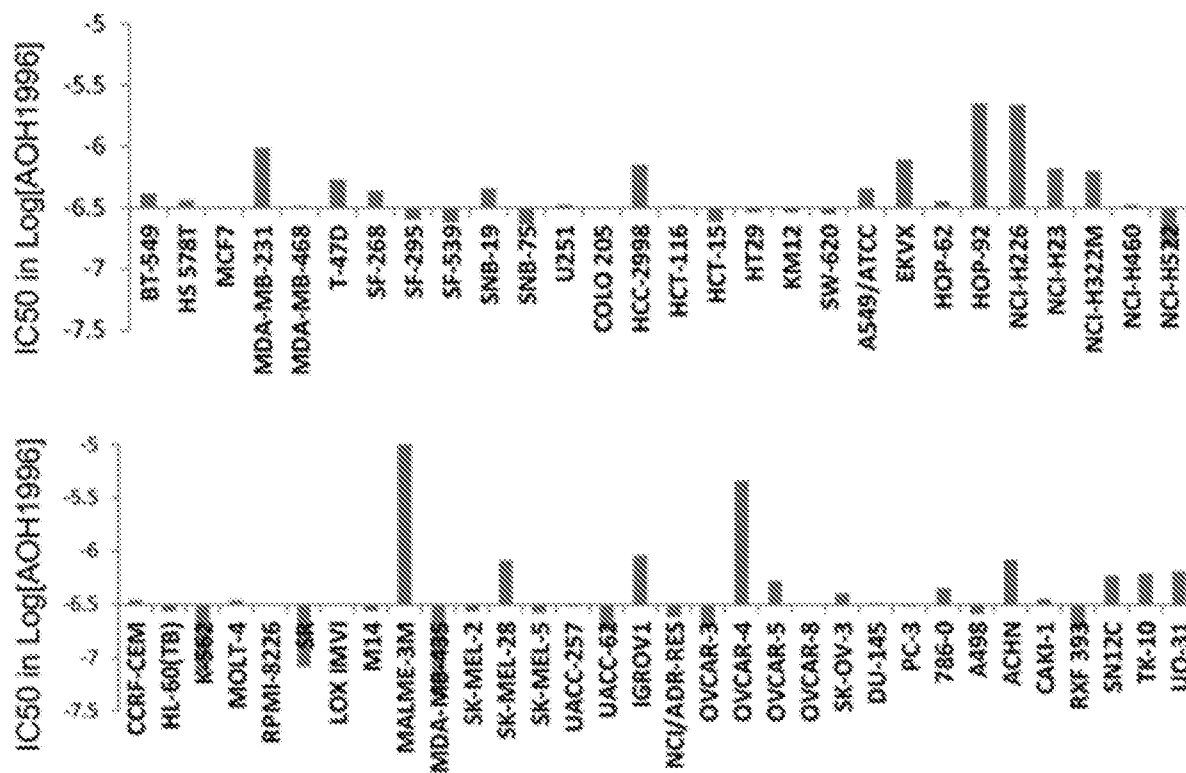


FIG. 8A

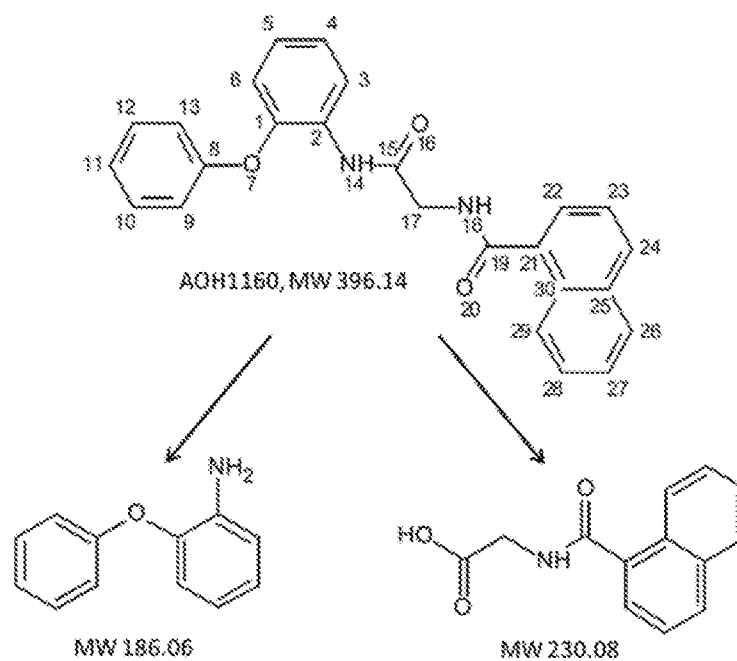


FIG. 8B

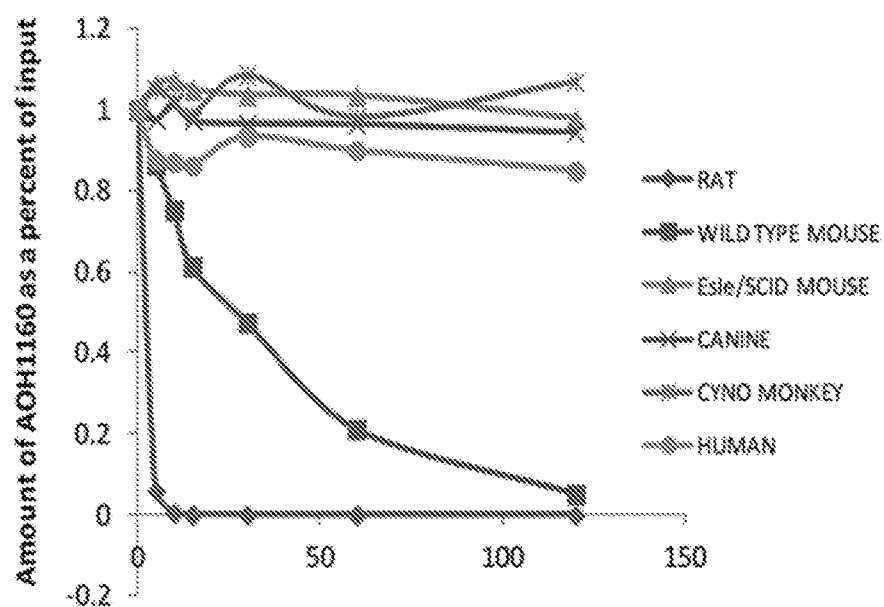
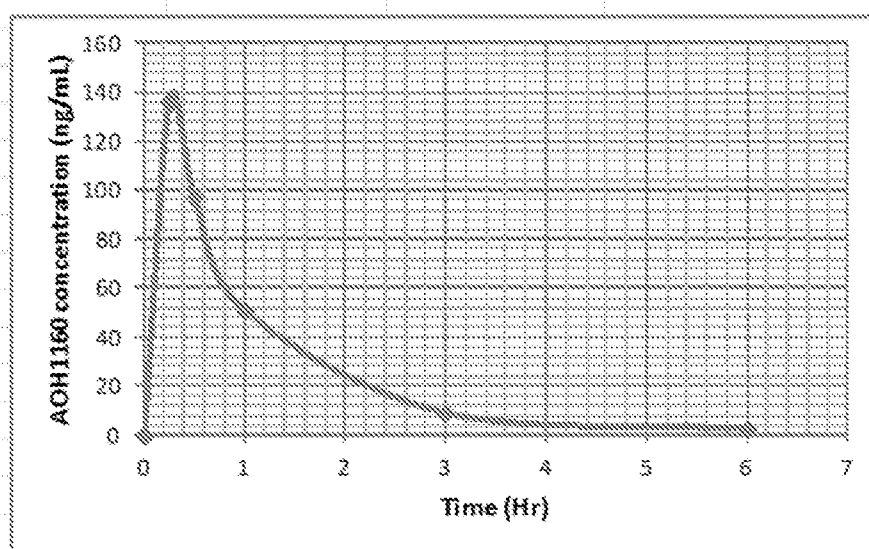


FIG. 9

AOH1160 IN ESIE/SCID MOUSE PLASMA (ng/ml)				
TIME (Hr)	Sample FR 1	Sample FN 2	Sample MR 1	Sample MN 2
0.25Hr	152.9658	132.2374	84.5499	175.4003
0.5Hr	106.2552	124.4586	78.8169	78.6006
1.0Hr	24.9088	23.012	97.2842	58.1846
3.0Hr		9.5862	8.9769	8.4234
6.0Hr	1.5511	1.7147	0.7379	5.9301
24Hr	<0.1	0.1044	<0.1	<0.1



C _{max}	136 ng/mL	340 nM
AUC	~150 ng/mL*hr	

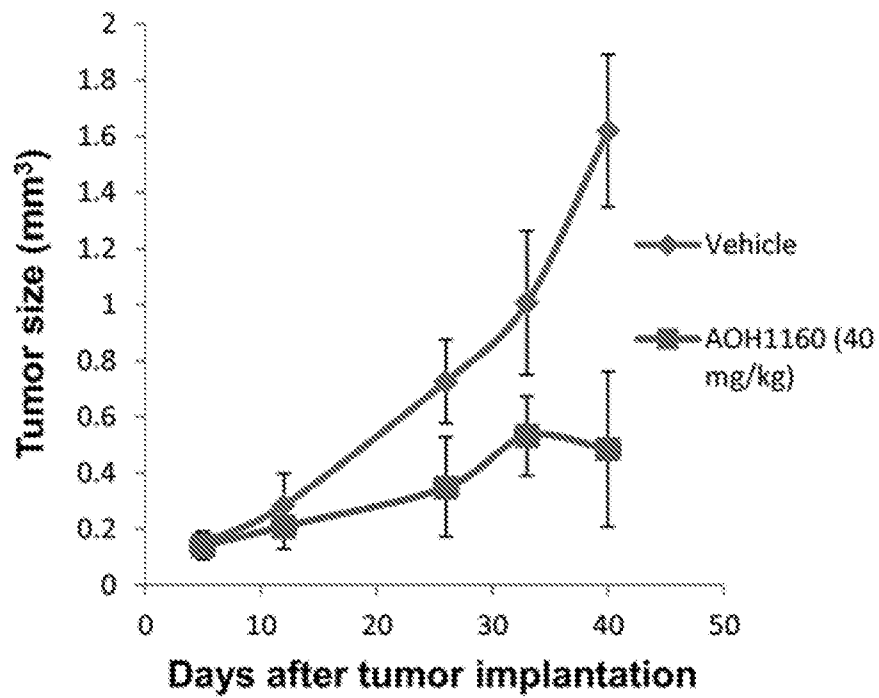
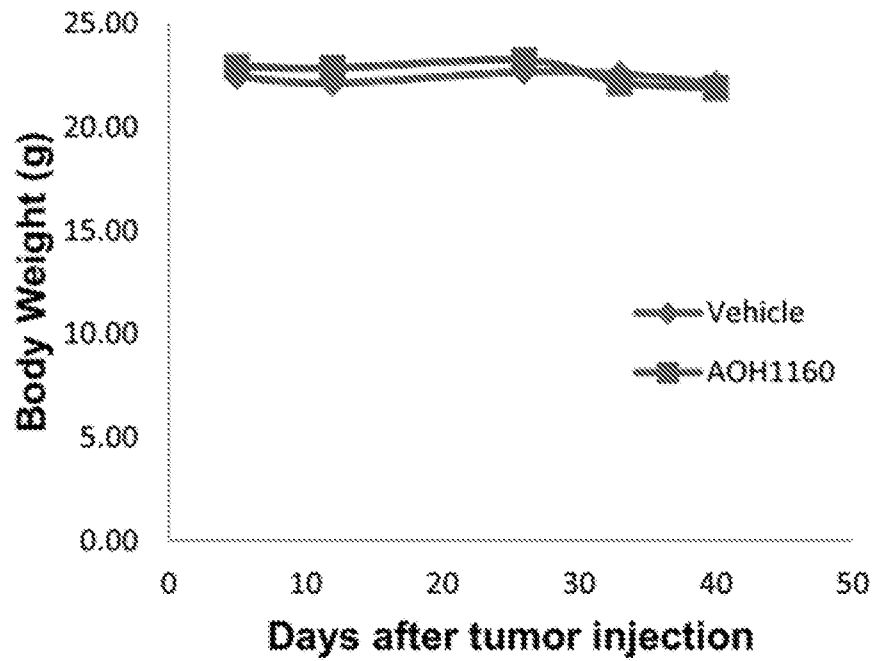
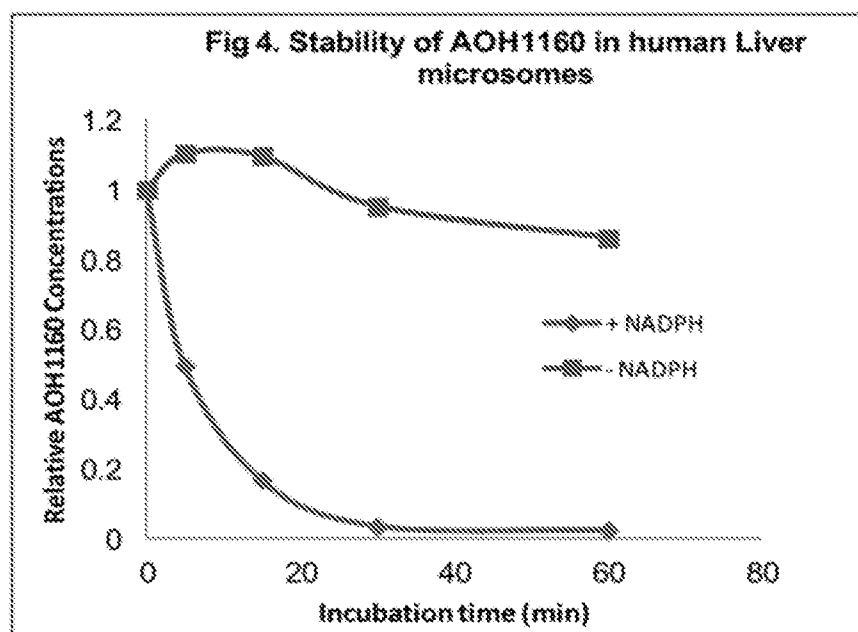
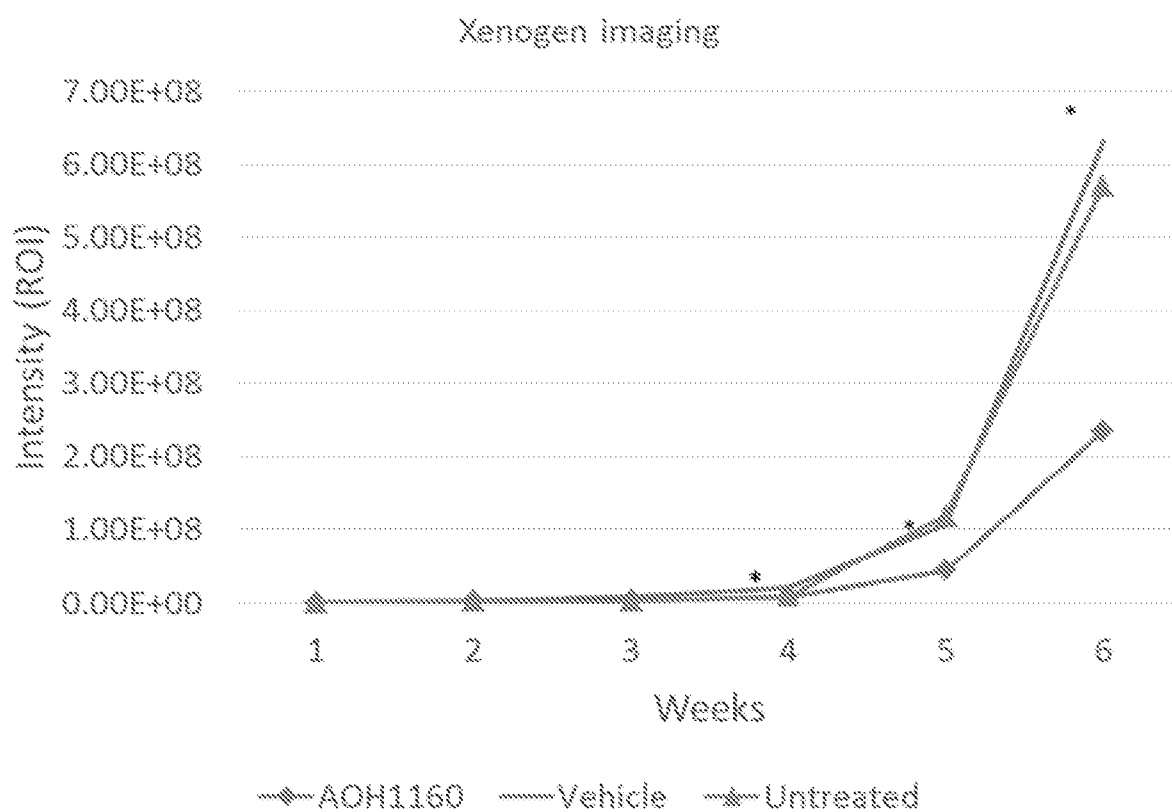
FIG. 10A**FIG. 10B**

FIG. 11**FIG. 12**

WO 2017/049206

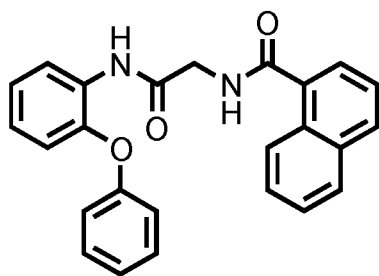
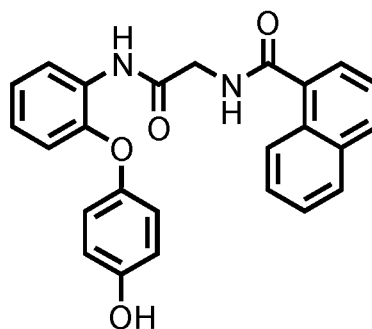
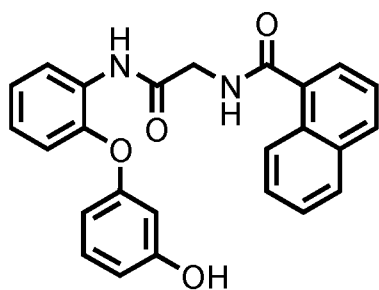
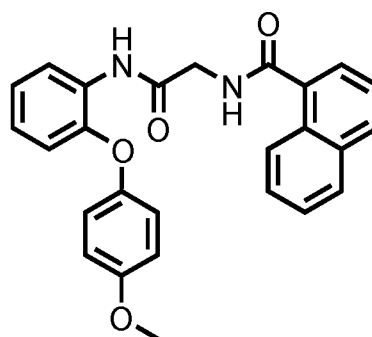
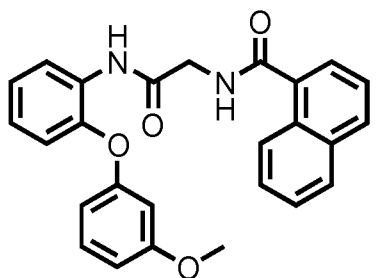
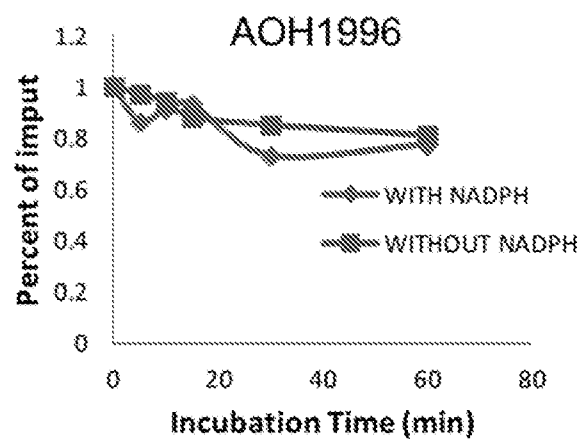
FIG. 13AAOH1160: IC₅₀ = ~200 nM**FIG. 13B**PCNA1: IC₅₀ = 371 nM**FIG. 13C**PCNA2: IC₅₀ = 405 nM**FIG. 13D**PCNA6: IC₅₀ = 198 nM**FIG. 13E**AOH1996: IC₅₀ = 216 nM**FIG. 13F**

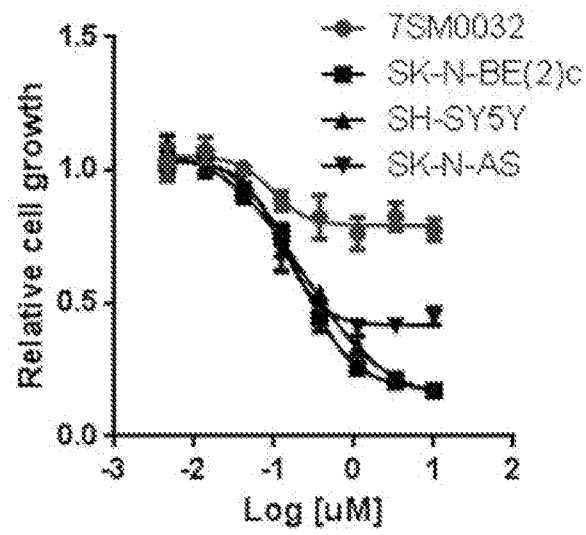
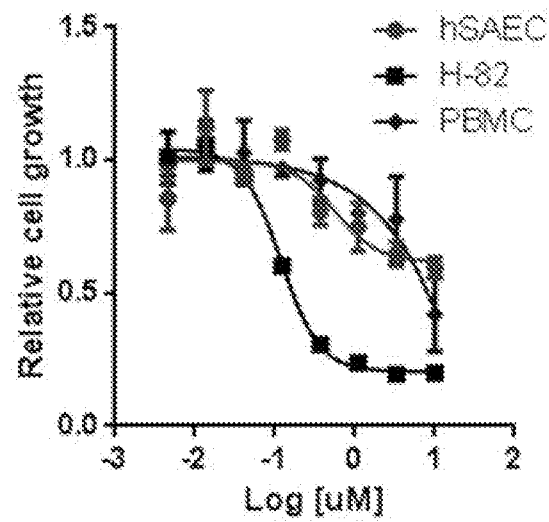
FIG. 14A**FIG. 14B**

FIG. 15A

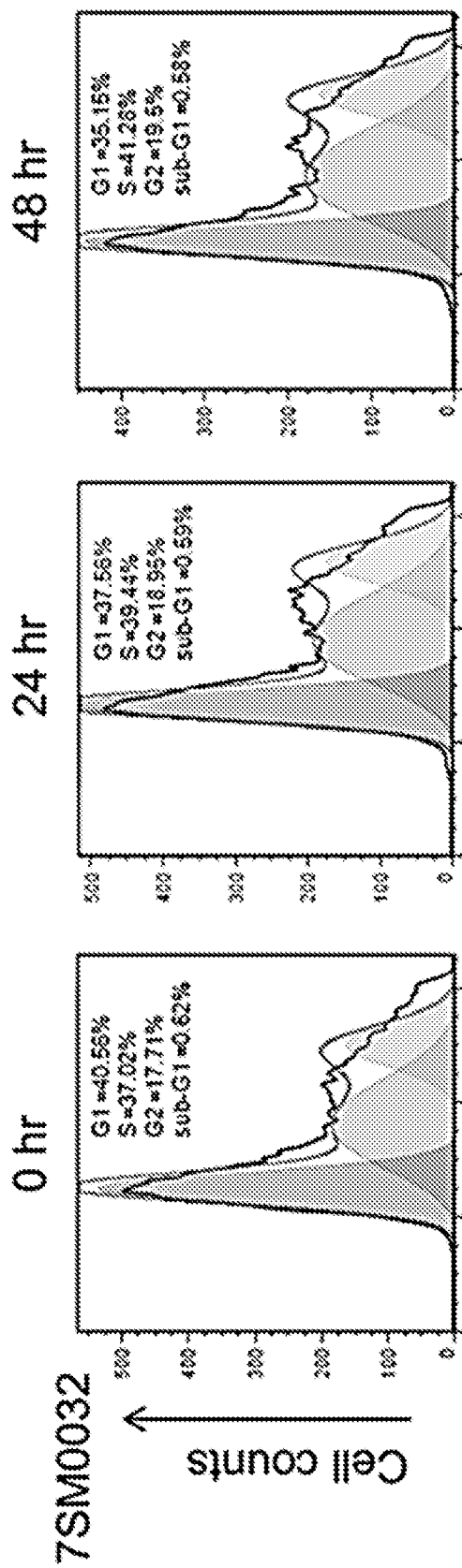


FIG. 15B

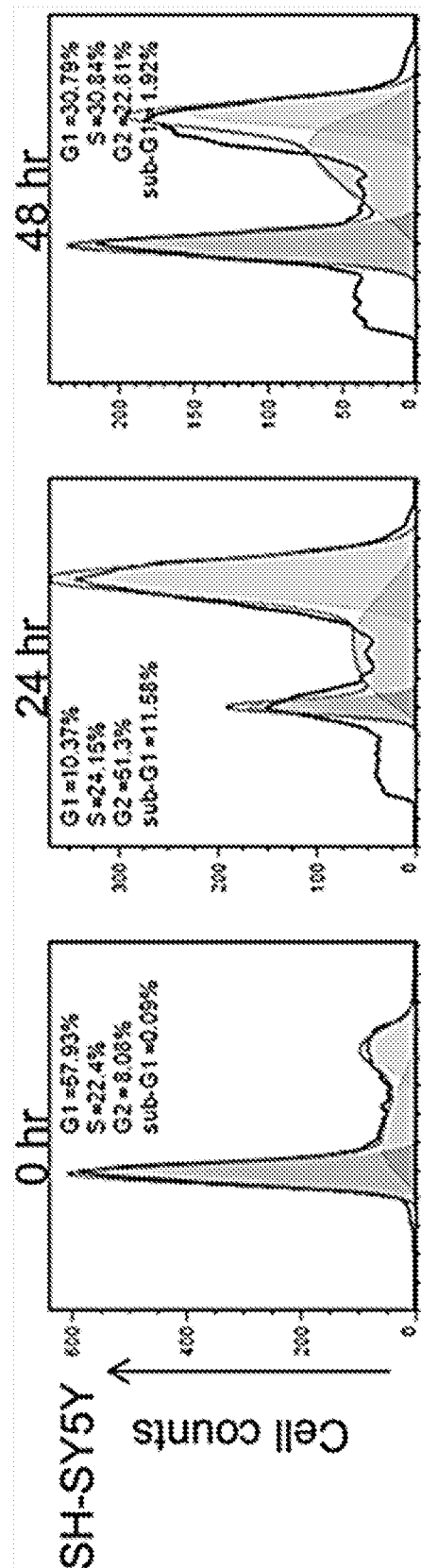
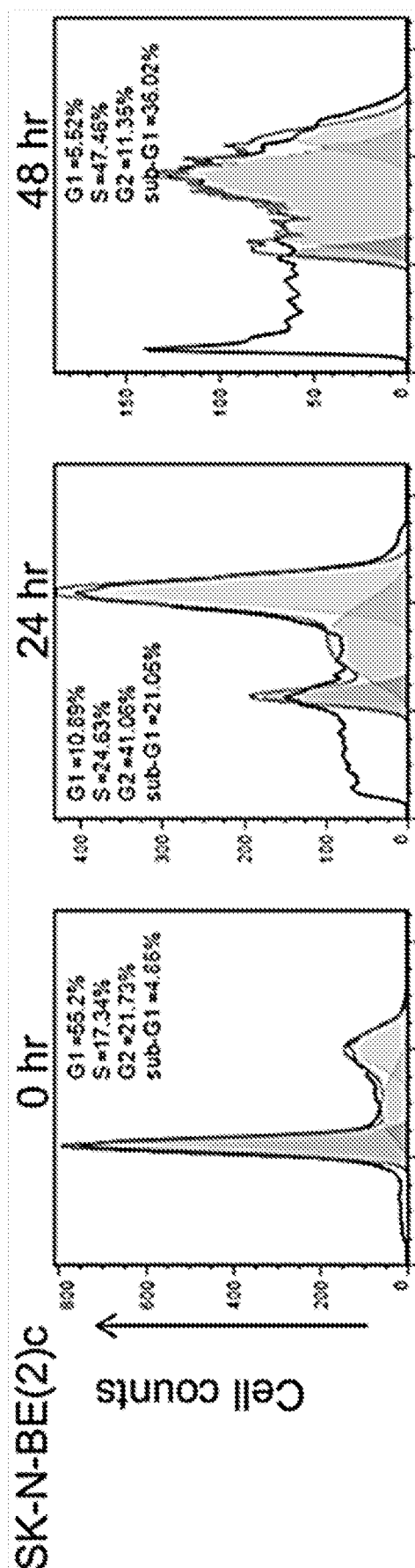
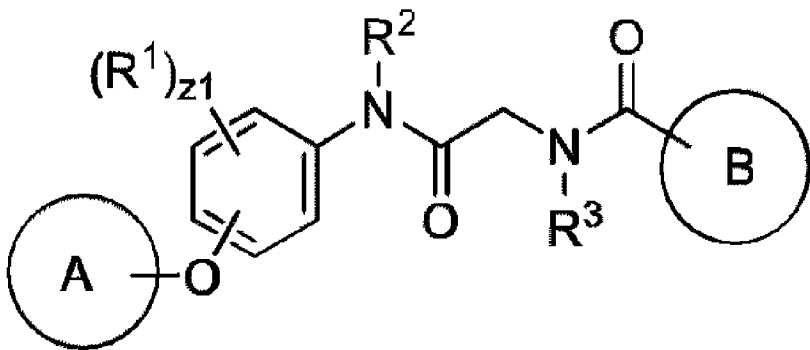


FIG. 15C





(I)