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(54) Title: NOVEL SUBSTITUTED BICYCLIC COMPOUNDS AS BROMODOMAIN INHIBITORS

(57) Abrégé/Abstract:

The invention relates to substituted bicyclic compounds, which are useful for inhibition of BET protein function by binding to bromodomains, pharmaceutical compositions comprising these compounds, and use of the compounds and compositions in therapy.

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(54) Title: NOVEL SUBSTITUTED BICYCLIC COMPOUNDS AS BROMODOMAIN INHIBITORS

(57) Abstract: The invention relates to substituted bicyclic compounds, which are useful for inhibition of BET protein function by binding to bromodomains, pharmaceutical compositions comprising these compounds, and use of the compounds and compositions in therapy.



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## Novel Substituted Bicyclic Compounds as Bromodomain Inhibitors

[001]

[002] The invention provides novel compounds, pharmaceutical compositions containing such compounds, and their use in prevention and treatment of diseases and conditions associated with bromodomain and extra terminal domain (BET) proteins. Post-translational modifications (PTMs) of histones are involved in regulation of gene expression and chromatin organization in eukaryotic cells. Histone acetylation at specific lysine residues is a PTM that is regulated by histone acetylases (HATs) and deacetylases (HDACs). Peserico, A. and C. Simone, "Physical and functional HAT/HDAC interplay regulates protein acetylation balance," *J Biomed Biotechnol*, 2011:371832 (2011). Small molecule inhibitors of HDACs and HATs are being investigated as cancer therapy. Hoshino, I. and H. Matsubara, "Recent advances in histone deacetylase targeted cancer therapy" *Surg Today* 40(9):809-15 (2010); Vernarecci, S., F. Tosi, and P. Filetici, "Tuning acetylated chromatin with HAT inhibitors: a novel tool for therapy" *Epigenetics* 5(2):105-11 (2010); Bandyopadhyay, K., et al., "Spermidinyl-CoA-based HAT inhibitors block DNA repair and provide cancer-specific chemo- and radiosensitization," *Cell Cycle* 8(17):2779-88 (2009); Arif, M., et al., "Protein lysine acetylation in cellular function and its role in cancer manifestation," *Biochim Biophys Acta* 1799(10-12):702-16 (2010). Histone acetylation controls gene expression by recruiting protein complexes that bind directly to acetylated lysine via bromodomains. Sanchez, R. and M.M. Zhou, "The role of human bromodomains in chromatin biology and gene transcription," *Curr Opin Drug Discov Devel* 12(5):659-65 (2009). One such family, the bromodomain and extra terminal domain (BET) proteins, comprises Brd2, Brd3, Brd4, and BrdT, each of which contains two bromodomains in tandem that can independently bind to acetylated lysines, as reviewed in Wu, S.Y. and C.M. Chiang, "The double bromodomain-containing chromatin adaptor Brd4 and transcriptional regulation," *J Biol Chem* 282(18):13141-5 (2007).

[003] Interfering with BET protein interactions via bromodomain inhibition results in modulation of transcriptional programs that are often associated with diseases characterized by dysregulation of cell cycle control, inflammatory cytokine expression, viral transcription, hematopoietic differentiation, insulin transcription, and adipogenesis. Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012). BET inhibitors are believed to be useful in the treatment of diseases or conditions related to systemic or tissue inflammation, inflammatory responses to infection or hypoxia, cellular activation and proliferation, lipid metabolism, fibrosis, and the prevention and treatment of viral infections.

Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012); Prinjha, R.K., J. Witherington, and K. Lee, "Place your BETs: the therapeutic potential of bromodomains," *Trends Pharmacol Sci* 33(3):146-53 (2012).

**[004]** Autoimmune diseases, which are often chronic and debilitating, are a result of a dysregulated immune response, which leads the body to attack its own cells, tissues, and organs. Pro-inflammatory cytokines including IL-1 $\beta$ , TNF- $\alpha$ , IL-6, MCP-1, and IL-17 are overexpressed in autoimmune disease. IL-17 expression defines the T cell subset known as Th17 cells, which are differentiated, in part, by IL-6, and drive many of the pathogenic consequences of autoimmune disease. Thus, the IL-6/Th17 axis represents an important, potentially druggable target in autoimmune disease therapy. Kimura, A. and T. Kishimoto, "IL-6: regulator of Treg/Th17 balance," *Eur J Immunol* 40(7):1830-5 (2010). BET inhibitors are expected to have anti-inflammatory and immunomodulatory properties. Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012); Prinjha, R.K., J. Witherington, and K. Lee, "Place your BETs: the therapeutic potential of bromodomains," *Trends Pharmacol Sci* 33(3):146-53 (2012). BET inhibitors have been shown to have a broad spectrum of anti-inflammatory effects *in vitro* including the ability to decrease expression of pro-inflammatory cytokines such as IL-1 $\beta$ , MCP-1, TNF- $\alpha$ , and IL-6 in activated immune cells. Mirguet, O., et al., "From ApoA1 upregulation to BET family bromodomain inhibition: discovery of I-BET151," *Bioorg Med Chem Lett* 22(8):2963-7 (2012); Nicodeme, E., et al., "Suppression of inflammation by a synthetic histone mimic," *Nature* 468(7327):1119-23 (2010); Seal, J., et al., "Identification of a novel series of BET family bromodomain inhibitors: binding mode and profile of I-BET151 (GSK1210151A)," *Bioorg Med Chem Lett* 22(8):2968-72 (2012). The mechanism for these anti-inflammatory effects may involve BET inhibitor disruption of Brd4 co-activation of NF- $\kappa$ B-regulated pro-inflammatory cytokines and/or displacement of BET proteins from cytokine promoters, including IL-6. Nicodeme, E., et al., "Suppression of inflammation by a synthetic histone mimic," *Nature* 468(7327):1119-23 (2010); Zhang, G., et al., "Down-regulation of NF-kappaB Transcriptional Activity in HIV-associated Kidney Disease by BRD4 Inhibition," *J Biol Chem*, 287(34):8840-51 (2012); Zhou, M., et al., "Bromodomain protein Brd4 regulates human immunodeficiency virus transcription through phosphorylation of CDK9 at threonine 29," *J Virol* 83(2):1036-44 (2009). In addition, because Brd4 is involved in T-cell lineage differentiation, BET inhibitors may be useful in inflammatory disorders characterized by specific programs of T cell differentiation. Zhang, W.S., et al., "Bromodomain-Containing-Protein 4 (BRD4) Regulates RNA Polymerase II Serine 2 Phosphorylation in Human CD4+ T Cells," *J Biol Chem* (2012).

[005] The anti-inflammatory and immunomodulatory effects of BET inhibition have also been confirmed *in vivo*. A BET inhibitor prevented endotoxin- or bacterial sepsis-induced death and cecal ligation puncture-induced death in mice, suggesting utility for BET inhibitors in sepsis and acute inflammatory disorders. Nicodeme, E., et al., "Suppression of inflammation by a synthetic histone mimic," *Nature* 468(7327):1119-23 (2010). A BET inhibitor has been shown to ameliorate inflammation and kidney injury in HIV-1 transgenic mice, an animal model for HIV-associated nephropathy, in part through inhibition of Brd4 interaction with NF- $\kappa$ B. Zhang, G., et al., "Down-regulation of NF-kappaB Transcriptional Activity in HIV associated Kidney Disease by BRD4 Inhibition," *J Biol Chem*, 287(34):8840-51 (2012). The utility of BET inhibition in autoimmune disease was demonstrated in a mouse model of multiple sclerosis, where BET inhibition resulted in abrogation of clinical signs of disease, in part, through inhibition of IL-6 and IL-17. R. Jahagirdar, S.M. et al., "An Orally Bioavailable Small Molecule RVX-297 Significantly Decreases Disease in a Mouse Model of Multiple Sclerosis," *World Congress of Inflammation*, Paris, France (2011). These results were supported in a similar mouse model where it was shown that treatment with a BET inhibitor inhibited T cell differentiation into pro-autoimmune Th1 and Th17 subsets *in vitro*, and further abrogated disease induction by pro-inflammatory Th1 cells. Bandukwala, H.S., et al., "Selective inhibition of CD4+ T-cell cytokine production and autoimmunity by BET protein and c-Myc inhibitors," *Proc Natl Acad Sci USA*, 109(36):14532-7 (2012).

[006] BET inhibitors may be useful in the treatment of a variety of chronic autoimmune inflammatory conditions. Thus, one aspect of the invention provides compounds, compositions, and methods for treating autoimmune and/or inflammatory diseases by administering one or more compounds of the invention or pharmaceutical compositions comprising one or more of those compounds. Examples of autoimmune and inflammatory diseases, disorders, and syndromes that may be treated using the compounds and methods of the invention include but are not limited to, inflammatory pelvic disease, urethritis, skin sunburn, sinusitis, pneumonitis, encephalitis, meningitis, myocarditis, nephritis (Zhang, G., et al., "Down-regulation of NF-kappaB Transcriptional Activity in HIV-associated Kidney Disease by BRD4 Inhibition," *J Biol Chem*, 287(34):8840-51 (2012)), osteomyelitis, myositis, hepatitis, gastritis, enteritis, dermatitis, gingivitis, appendicitis, pancreatitis, cholecystitis, agammaglobulinemia, psoriasis, allergy, Crohn's disease, irritable bowel syndrome, ulcerative colitis (Prinjha, R.K., J. Witherington, and K. Lee, "Place your BETs: the therapeutic potential of bromodomains," *Trends Pharmacol Sci* 33(3):146-53 (2012)), Sjogren's disease, tissue graft rejection, hyperacute rejection of transplanted organs, asthma, allergic rhinitis, chronic obstructive pulmonary disease (COPD), autoimmune polyglandular disease (also known as autoimmune polyglandular syndrome), autoimmune alopecia, pernicious anemia,

glomerulonephritis, dermatomyositis, multiple sclerosis( Bandukwala, H.S., et al., "Selective inhibition of CD4+ T-cell cytokine production and autoimmunity by BET protein and c-Myc inhibitors," *Proc Natl Acad Sci USA*, 109(36):14532-7 (2012)), scleroderma, vasculitis, autoimmune hemolytic and thrombocytopenic states, Goodpasture's syndrome, atherosclerosis, Addison's disease, Parkinson's disease, Alzheimer's disease, Type I diabetes(Beikina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012)), septic shock (Zhang, G., et al., "Down-regulation of NF-kappaB Transcriptional Activity in HIV-associated Kidney Disease by BRD4 Inhibition," *J Biol Chem*, 287(34):8840-51 (2012)), systemic lupus erythematosus (SLE) (Prinjha, R.K., J. Witherington, and K. Lee, "Place your BETs: the therapeutic potential of bromodomains," *Trends Pharmacol Sci* 33(3):146-53 (2012)), rheumatoid arthritis( Denis, G.V., "Bromodomain coactivators in cancer, obesity, type 2 diabetes, and inflammation," *Discov Med* 10(55):489-99 (2010)), psoriatic arthritis, juvenile arthritis, osteoarthritis, chronic idiopathic thrombocytopenic purpura, Waldenstrom macroglobulinemia, myasthenia gravis, Hashimoto's thyroiditis, atopic dermatitis, degenerative joint disease, vitiligo, autoimmune hypopituitarism, Guillain-Barre syndrome, Behcet's disease, uveitis, dry eye disease, scleroderma, mycosis fungoides, and Graves' disease.

**[007]** BET inhibitors may be useful in the treatment of a wide variety of acute inflammatory conditions. Thus, one aspect of the invention provides compounds, compositions, and methods for treating inflammatory conditions including but not limited to, acute gout, giant cell arteritis, nephritis including lupus nephritis, vasculitis with organ involvement, such as glomerulonephritis, vasculitis, including giant cell arteritis, Wegener's granulomatosis, polyarteritis nodosa, Behcet's disease, Kawasaki disease, and Takayasu's arteritis.

**[008]** BET inhibitors may be useful in the prevention and treatment of diseases or conditions that involve inflammatory responses to infections with bacteria, viruses, fungi, parasites, and their toxins, such as, but not limited to sepsis, sepsis syndrome, septic shock( Nicodeme, E., et al., "Suppression of inflammation by a synthetic histone mimic," *Nature* 468(7327):1119-23 (2010)), systemic inflammatory response syndrome (SIRS), multi-organ dysfunction syndrome, toxic shock syndrome, acute lung injury, adult respiratory distress syndrome (ARDS), acute renal failure, fulminant hepatitis, burns, post-surgical syndromes, sarcoidosis, Herxheimer reactions, encephalitis, myelitis, meningitis, malaria, and SIRS associated with viral infections, such as influenza, herpes zoster, herpes simplex, and coronavirus. Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012). Thus, one aspect of the invention provides compounds, compositions, and methods for treating these inflammatory responses to infections with bacteria, viruses, fungi, parasites, and their toxins described herein.

[009] Cancer is a group of diseases caused by dysregulated cell proliferation. Therapeutic approaches aim to decrease the numbers of cancer cells by inhibiting cell replication or by inducing cancer cell differentiation or death, but there is still significant unmet medical need for more efficacious therapeutic agents. Cancer cells accumulate genetic and epigenetic changes that alter cell growth and metabolism, promoting cell proliferation and increasing resistance to programmed cell death, or apoptosis. Some of these changes include inactivation of tumor suppressor genes, activation of oncogenes, and modifications of the regulation of chromatin structure, including deregulation of histone PTMs. Watson, J.D., "Curing 'incurable' cancer," *Cancer Discov* 1(6):477-80 (2011); Morin, R.D., et al., "Frequent mutation of histone-modifying genes in non-Hodgkin lymphoma" *Nature* 476(7360):298-303 (2011).

[010] One aspect of the invention provides compounds, compositions, and methods for treating human cancer, including, but not limited to, cancers that result from aberrant translocation or overexpression of BET proteins (e.g., NUT midline carcinoma (NMC) (French, C.A., "NUT midline carcinoma," *Cancer Genet Cytogenet* 203(1):16-20 (2010) and B-cell lymphoma (Greenwald, R.J., et al., "E mu-BRD2 transgenic mice develop B-cell lymphoma and leukemia," *Blood* 103(4):1475-84 (2004)). NMC tumor cell growth is driven by a translocation of the Brd4 or Brd3 gene to the nutlin 1 gene. Filippakopoulos, P., et al., "Selective inhibition of BET bromodomains," *Nature* 468(7327):1067-73 (2010). BET inhibition has demonstrated potent antitumor activity in murine xenograft models of NMC, a rare but lethal form of cancer. The present disclosure provides a method for treating human cancers, including, but not limited to, cancers dependent on a member of the myc family of oncoproteins including c-myc, MYCN, and L-myc. Vita, M. and M. Henriksson, "The Myc oncoprotein as a therapeutic target for human cancer," *Semin Cancer Biol* 16(4):318-30 (2006). These cancers include Burkitt's lymphoma, acute myelogenous leukemia, multiple myeloma, and aggressive human medulloblastoma. Vita, M. and M. Henriksson, "The Myc oncoprotein as a therapeutic target for human cancer," *Semin Cancer Biol* 16(4):318-30 (2006). Cancers in which c-myc is overexpressed may be particularly susceptible to BET protein inhibition; it has been shown that treatment of tumors that have activation of c-myc with a BET inhibitor resulted in tumor regression through inactivation of c-myc transcription. Dawson, M.A., et al., Inhibition of BET recruitment to chromatin as an effective treatment for MLL-fusion leukaemia. *Nature*, 2011. 478(7370): p. 529-33; Delmore, J.E., et al., "BET bromodomain inhibition as a therapeutic strategy to target c-Myc," *Cell* 146(6):904-17 (2010); Mertz, J.A., et al., "Targeting MYC dependence in cancer by inhibiting BET bromodomains," *Proc Natl Acad Sci USA* 108(40):16669-74 (2011); Ott, C.J., et al., "BET bromodomain inhibition targets both c-Myc and IL7R in highrisk acute lymphoblastic



leukemia," *Blood* 120(14):2843-52 (2012); Zuber, J., et al., "RNAi screen identifies Brd4 as a therapeutic target in acute myeloid leukaemia," *Nature* 478(7370):524-8 (2011).

**[011]** Embodiments of the invention include methods for treating human cancers that rely on BET proteins and pTEFb (Cdk9/CyclinT) to regulate oncogenes( Wang, S. and P.M. Fischer, "Cyclin-dependent kinase 9: a key transcriptional regulator and potential drug target in oncology, virology and cardiology," *Trends Pharmacol Sci* 29(6):302-13 (2008)), and cancers that can be treated by inducing apoptosis or senescence by inhibiting Bcl2, cyclin-dependent kinase 6 (CDK6)(Dawson, M.A., et al., "Inhibition of BET recruitment to chromatin as an effective treatment for MLL-fusion leukaemia," *Nature* 478(7370):529-33 (2011)), or human telomerase reverse transcriptase (hTERT). Delmore, J.E., et al., "BET bromodomain inhibition as a therapeutic strategy to target c-Myc," *Cell* 146(6):904-17 (2010); Ruden, M. and N. Puri, "Novel anticancer therapeutics targeting telomerase," *Cancer Treat Rev* (2012).

**[012]** BET inhibitors may be useful in the treatment of cancers including, but not limited to, adrenal cancer, acinic cell carcinoma, acoustic neuroma, acral lentiginous melanoma, acrospiroma, acute eosinophilic leukemia, acute erythroid leukemia, acute lymphoblastic leukemia, acute megakaryoblastic leukemia, acute monocytic leukemia, acute myeloid leukemia (Dawson, M.A., et al., "Inhibition of BET recruitment to chromatin as an effective treatment for MLL-fusion leukaemia," *Nature* 478(7370):529-33 (2011); Mertz, J.A., et al., "Targeting MYC dependence in cancer by inhibiting BET bromodomains," *Proc Natl Acad Sci USA* 108(40):16669-74 (2011); Zuber, J., et al., "RNAi screen identifies Brd4 as a therapeutic target in acute myeloid leukaemia," *Nature* 478(7370):524-8 (2011)), adenocarcinoma, adenoid cystic carcinoma, adenoma, adenomatoid odontogenic tumor, adenosquamous carcinoma, adipose tissue neoplasm, adrenocortical carcinoma, adult T-cell leukemia/lymphoma, aggressive NK-cell leukemia, AIDS-related lymphoma, alveolar rhabdomyosarcoma, alveolar soft part sarcoma, ameloblastic fibroma, anaplastic large cell lymphoma, anaplastic thyroid cancer, angioimmunoblastic T-cell lymphoma, angiomyolipoma, angiosarcoma, astrocytoma, atypical teratoid rhabdoid tumor, B-cell acute lymphoblastic leukemia( Ott, C.J., et al., "BET bromodomain inhibition targets both c-Myc and IL7R in highrisk acute lymphoblastic leukemia," *Blood* 120(14):2843-52 (2012)), B-cell chronic lymphocytic leukemia, B-cell prolymphocytic leukemia, B-cell lymphoma( Greenwald, R.J., et al., "E mu-BRD2 transgenic mice develop B-cell lymphoma and leukemia," *Blood* 103(4):1475-84 (2004)), basal cell carcinoma, biliary tract cancer, bladder cancer, blastoma, bone cancer, Brenner tumor, Brown tumor, Burkitt's lymphoma( Mertz, J.A., et al., "Targeting MYC dependence in cancer by inhibiting BET bromodomains," *Proc Natl Acad Sci USA* 108(40):16669-74 (2011)), breast cancer, brain cancer, carcinoma, carcinoma in situ, carcinosarcoma, cartilage tumor, cementoma, myeloid

sarcoma, chondroma, chordoma, choriocarcinoma, choroid plexus papilloma, clear-cell sarcoma of the kidney, craniopharyngioma, cutaneous T-cell lymphoma, cervical cancer, colorectal cancer, Degos disease, desmoplastic small round cell tumor, diffuse large B-cell lymphoma, dysembryoplastic neuroepithelial tumor, dysgerminoma, embryonal carcinoma, endocrine gland neoplasm, endodermal sinus tumor, enteropathy-associated T-cell lymphoma, esophageal cancer, fetus in fetu, fibroma, fibrosarcoma, follicular lymphoma, follicular thyroid cancer, ganglioneuroma, gastrointestinal cancer, germ cell tumor, gestational choriocarcinoma, giant cell fibroblastoma, giant cell tumor of the bone, glial tumor, glioblastoma multiforme, glioma, gliomatosis cerebri, glucagonoma, gonadoblastoma, granulosa cell tumor, gynandroblastoma, gallbladder cancer, gastric cancer, hairy cell leukemia, hemangioblastoma, head and neck cancer, hemangiopericytoma, hematological malignancy, hepatoblastoma, hepatosplenic T-cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, invasive lobular carcinoma, intestinal cancer, kidney cancer, laryngeal cancer, lentigo maligna, lethal midline carcinoma, leukemia, Leydig cell tumor, liposarcoma, lung cancer, lymphangioma, lymphangiosarcoma, lymphoepithelioma, lymphoma, acute lymphocytic leukemia, acute myelogenous leukemia(Mertz, J.A., et al., "Targeting MYC dependence in cancer by inhibiting BET bromodomains," *Proc Natl Acad Sci USA* 108(40):16669-74 (2011)), chronic lymphocytic leukemia, liver cancer, small cell lung cancer, non-small cell lung cancer, MALT lymphoma, malignant fibrous histiocytoma, malignant peripheral nerve sheath tumor, malignant triton tumor, mantle cell lymphoma, marginal zone B-cell lymphoma, mast cell leukemia, mediastinal germ cell tumor, medullary carcinoma of the breast, medullary thyroid cancer, medulloblastoma, melanoma(Miguel F. Segura, et al., "BRD4 is a novel therapeutic target in melanoma," *Cancer Research*. 72(8):Supplement 1 (2012)), meningioma, Merkel cell cancer, mesothelioma, metastatic urothelial carcinoma, mixed Mullerian tumor, mixed lineage leukemia (Dawson, M.A., et al., "Inhibition of BET recruitment to chromatin as an effective treatment for MLL-fusion leukaemia," *Nature* 478(7370):529-33 (2011)), mucinous tumor, multiple myeloma( Delmore, J.E., et al., "BET bromodomain inhibition as a therapeutic strategy to target c-Myc," *Cell* 146(6):904-17 (2010)), muscle tissue neoplasm, mycosis fungoides, myxoid liposarcoma, myxoma, myxosarcoma, nasopharyngeal carcinoma, neurinoma, neuroblastoma, neurofibroma, neuroma, nodular melanoma, NUT-midline carcinoma (Filippakopoulos, P., et al., "Selective inhibition of BET bromodomains," *Nature* 468(7327):1067-73 (2010)), ocular cancer, oligoastrocytoma, oligodendroglioma, oncocytoma, optic nerve sheath meningioma, optic nerve tumor, oral cancer, osteosarcoma, ovarian cancer, Pancoast tumor, papillary thyroid cancer, paraganglioma, pinealoblastoma, pineocytoma, pituicytoma, pituitary adenoma, pituitary tumor, plasmacytoma,

polyembryoma, precursor T-lymphoblastic lymphoma, primary central nervous system lymphoma, primary effusion lymphoma, primary peritoneal cancer, prostate cancer, pancreatic cancer, pharyngeal cancer, pseudomyxoma peritonei, renal cell carcinoma, renal medullary carcinoma, retinoblastoma, rhabdomyoma, rhabdomyosarcoma, Richter's transformation, rectal cancer, sarcoma, Schwannomatosis, seminoma, Sertoli cell tumor, sex cord-gonadal stromal tumor, signet ring cell carcinoma, skin cancer, small blue round cell tumors, small cell carcinoma, soft tissue sarcoma, somatostatinoma, soot wart, spinal tumor, splenic marginal zone lymphoma, squamous cell carcinoma, synovial sarcoma, Sezary's disease, small intestine cancer, squamous carcinoma, stomach cancer, testicular cancer, thecoma, thyroid cancer, transitional cell carcinoma, throat cancer, urachal cancer, urogenital cancer, urothelial carcinoma, uveal melanoma, uterine cancer, verrucous carcinoma, visual pathway glioma, vulvar cancer, vaginal cancer, Waldenstrom's macroglobulinemia, Warthin's tumor, and Wilms' tumor. Thus, one aspect of the inventions provides compounds, compositions, and methods for treating such cancers.

**[013]** BET inhibitors may be useful in the treatment of benign proliferative and fibrotic disorders, including benign soft tissue tumors, bone tumors, brain and spinal tumors, eyelid and orbital tumors, granuloma, lipoma, meningioma, multiple endocrine neoplasia, nasal polyps, pituitary tumors, prolactinoma, pseudotumor cerebri, seborrheic keratoses, stomach polyps, thyroid nodules, cystic neoplasms of the pancreas, hemangiomas, vocal cord nodules, polyps, and cysts, Castleman disease, chronic pilonidal disease, dermatofibroma, pilar cyst, pyogenic granuloma, juvenile polyposis syndrome, idiopathic pulmonary fibrosis, renal fibrosis, post-operative stricture, keloid formation, scleroderma, and cardiac fibrosis. Tang, X et al., "Assessment of Brd4 Inhibition in Idiopathic Pulmonary Fibrosis Lung Fibroblasts and in Vivo Models of Lung Fibrosis," *Am J Pathology* in press (2013). Thus, one aspect of the invention provides compounds, compositions, and methods for treating such benign proliferative and fibrotic disorders.

**[014]** Cardiovascular disease (CVD) is the leading cause of mortality and morbidity in the United States. Roger, V.L., et al., "Heart disease and stroke statistics--2012 update: a report from the American Heart Association," *Circulation* 125(1):e2-e220 (2012). Atherosclerosis, an underlying cause of CVD, is a multifactorial disease characterized by dyslipidemia and inflammation. BET inhibitors are expected to be efficacious in atherosclerosis and associated conditions because of aforementioned anti-inflammatory effects as well as ability to increase transcription of ApoA-I, the major constituent of HDL. Mirguet, O., et al., "From ApoA1 upregulation to BET family bromodomain inhibition: discovery of I-BET151," *Bioorg Med Chem Lett* 22(8):2963-7 (2012); Chung, C.W., et al., "Discovery and characterization of small molecule inhibitors of the BET family

bromodomains," *J Med Chem* 54(11):3827-38 (2011). Accordingly, one aspect of the invention provides compounds, compositions, and methods for treating cardiovascular disease, including but not limited to atherosclerosis.

**[015]** Up-regulation of ApoA-I is considered to be a useful strategy in treatment of atherosclerosis and CVD. Degoma, E.M. and D.J. Rader, "Novel HDL-directed pharmacotherapeutic strategies," *Nat Rev Cardiol* 8(5):266-77 (2011) BET inhibitors have been shown to increase ApoA-I transcription and protein expression. Mirguet, O., et al., "From ApoA1 upregulation to BET family bromodomain inhibition: discovery of I-BET151," *Bioorg Med Chem Lett* 22(8):2963-7 (2012); Chung, C.W., et al., "Discovery and characterization of small molecule inhibitors of the BET family bromodomains," *J Med Chem* 54(11):3827-38 (2011). It has also been shown that BET inhibitors bind directly to BET proteins and inhibit their binding to acetylated histones at the ApoA-1 promoter, suggesting the presence of a BET protein repression complex on the ApoA-1 promoter, which can be functionally disrupted by BET inhibitors. It follows that, BET inhibitors may be useful in the treatment of disorders of lipid metabolism via the regulation of ApoA-I and HDL such as hypercholesterolemia, dyslipidemia, atherosclerosis (Degoma, E.M. and D.J. Rader, "Novel HDL-directed pharmacotherapeutic strategies," *Nat Rev Cardiol* 8(5):266-77 (2011)), and Alzheimer's disease and other neurological disorders. Elliott, D.A., et al., "Apolipoproteins in the brain: implications for neurological and psychiatric disorders," *Clin Lipidol* 51(4):555-573 (2010). Thus, one aspect of the invention provides compounds, compositions, and methods for treating cardiovascular disorders by upregulation of ApoA-1.

**[016]** BET inhibitors may be useful in the prevention and treatment of conditions associated with ischemia-reperfusion injury such as, but not limited to, myocardial infarction, stroke, acute coronary syndromes (Prinjha, R.K., J. Witherington, and K. Lee, "Place your BETs: the therapeutic potential of bromodomains," *Trends Pharmacol Sci* 33(3):146-53 (2012)), renal reperfusion injury, organ transplantation, coronary artery bypass grafting, cardio-pulmonary bypass procedures, hypertension, pulmonary, renal, hepatic, gastro-intestinal, or peripheral limb embolism. Accordingly, one aspect of the invention provides compounds, compositions, and methods for prevention and treatment of conditions described herein that are associated with ischemia-reperfusion injury.

**[017]** Obesity-associated inflammation is a hallmark of type II diabetes, insulin resistance, and other metabolic disorders. Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012); Denis, G.V., "Bromodomain coactivators in cancer, obesity, type 2 diabetes, and inflammation," *Discov Med* 10(55):489-99 (2010). Consistent with the ability of BET inhibitors to inhibit inflammation, gene disruption of Brd2

in mice ablates inflammation and protects animals from obesity-induced insulin resistance. Wang, F., et al., "Brd2 disruption in mice causes severe obesity without Type 2 diabetes," *Biochem J* 425(1):71-83 (2010). It has been shown that Brd2 interacts with PPAR $\alpha$  and opposes its transcriptional function. Knockdown of Brd2 *in vitro* promotes transcription of PPAR $\alpha$ -regulated networks, including those controlling adipogenesis. Denis, G.V., et al., "An emerging role for bromodomain-containing proteins in chromatin regulation and transcriptional control of adipogenesis," *FEBS Lett* 584(15):3260-8 (2010). In addition Brd2 is highly expressed in pancreatic  $\beta$ -cells and regulates proliferation and insulin transcription. Wang, F., et al., "Brd2 disruption in mice causes severe obesity without Type 2 diabetes," *Biochem J* 425(1):71-83 (2010). Taken together, the combined effects of BET inhibitors on inflammation and metabolism decrease insulin resistance and may be useful in the treatment of pre-diabetic and type II diabetic individuals as well as patients with other metabolic complications. Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012). Accordingly, one aspect of the invention provides compounds, compositions, and methods for treatment and prevention of metabolic disorders, including but not limited to obesity-associated inflammation, type II diabetes, and insulin resistance.

**[018]** Host-encoded BET proteins have been shown to be important for transcriptional activation and repression of viral promoters. Brd4 interacts with the E2 protein of human papilloma virus (HPV) to enable E2 mediated transcription of E2-target genes. Gagnon, D., et al., "Proteasomal degradation of the papillomavirus E2 protein is inhibited by overexpression of bromodomain-containing protein 4," *J Virol* 83(9):4127-39 (2009). Similarly, Brd2, Brd3, and Brd4 all bind to latent nuclear antigen 1 (LANA1), encoded by Kaposi's sarcoma-associated herpes virus (KSHV), promoting LANA1-dependent proliferation of KSHV-infected cells. You, J., et al., "Kaposi's sarcoma-associated herpesvirus latency-associated nuclear antigen interacts with bromodomain protein Brd4 on host mitotic chromosomes," *J Virol* 80(18):8909-19 (2006). A BET inhibitor has been shown to inhibit the Brd4-mediated recruitment of the transcription elongation complex pTEFb to the Epstein-Barr virus (EBV) viral C promoter, suggesting therapeutic value for EBV-associated malignancies. Palermo, R.D., et al., "RNA polymerase II stalling promotes nucleosome occlusion and pTEFb recruitment to drive immortalization by Epstein-Barr virus," *PLoS Pathog* 7(10):e1002334 (2011). Also, a BET inhibitor reactivated HIV in models of latent T cell infection and latent monocyte infection, potentially allowing for viral eradication by complementary anti-retroviral therapy. Zhu, J., et al., "Reactivation of Latent HIV-1 by Inhibition of BRD4," *Cell Rep* (2012); Banerjee, C., et al., "BET bromodomain inhibition as a novel strategy for reactivation of HIV-1," *J Leukoc Biol* (2012); Bartholomeeusen, K., et al., "BET bromodomain inhibition activates transcription via a transient release of P-TEFb from 7SK

snRNP," *J Biol Chem* (2012); Li, Z., et al., "The BET bromodomain inhibitor JQ1 activates HIV latency through antagonizing Brd4 inhibition of Tat-transactivation," *Nucleic Acids Res* (2012).

**[019]** BET inhibitors may be useful in the prevention and treatment of episome-based DNA viruses including, but not limited to, human papillomavirus, herpes virus, Epstein-Barr virus, human immunodeficiency virus (Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012)), adenovirus, poxvirus, hepatitis B virus, and hepatitis C virus. Thus, the invention also provides compounds, compositions, and methods for treatment and prevention of episome-based DNA virus infections described herein.

**[020]** Some central nervous system (CNS) diseases are characterized by disorders in epigenetic processes. Brd2 haplo-insufficiency has been linked to neuronal deficits and epilepsy. Velisek, L., et al., "GABAergic neuron deficit as an idiopathic generalized epilepsy mechanism: the role of BRD2 haploinsufficiency in juvenile myoclonic epilepsy," *PLoS One* 6(8): e23656 (2011) SNPs in various bromodomain-containing proteins have also been linked to mental disorders including schizophrenia and bipolar disorders. Prinjha, R.K., J. Witherington, and K. Lee, "Place your BETs: the therapeutic potential of bromodomains," *Trends Pharmacol Sci* 33(3):146-53 (2012). In addition, the ability of BET inhibitors to increase ApoA-I transcription may make BET inhibitors useful in Alzheimer's disease therapy considering the suggested relationship between increased ApoA-I and Alzheimer's disease and other neurological disorders. Elliott, D.A., et al., "Apolipoproteins in the brain: implications for neurological and psychiatric disorders," *Clin Lipidol* 51(4):555-573 (2010). Accordingly, one aspect of the invention provides compounds, compositions, and methods for treating such CNS diseases and disorders.

**[021]** BRDT is the testis-specific member of the BET protein family which is essential for chromatin remodeling during spermatogenesis. Gaucher, J., et al., "Bromodomain-dependent stage-specific male genome programming by Brdt," *EMBO J* 31(19):3809-20 (2012); Shang, E., et al., "The first bromodomain of Brdt, a testis-specific member of the BET sub-family of double-bromodomain-containing proteins, is essential for male germ cell differentiation," *Development* 134(19):3507-15 (2007). Genetic depletion of BRDT or inhibition of BRDT interaction with acetylated histones by a BET inhibitor resulted in a contraceptive effect in mice, which was reversible when small molecule BET inhibitors were used. Matzuk, M.M., et al., "Small-Molecule Inhibition of BRDT for Male Contraception," *Cell* 150(4): 673-684 (2012); Berkovits, B.D., et al., "The testis-specific double bromodomain-containing protein BRDT forms a complex with multiple spliceosome components and is required for mRNA splicing and 3'-UTR truncation in round spermatids," *Nucleic Acids Res* 40(15):7162-75 (2012). These data suggest potential utility of BET inhibitors as a novel and

efficacious approach to male contraception. Thus, another aspect of the invention provides compounds, compositions, and methods for male contraception.

[022] Monocyte chemoattractant protein-1 (MCP-1, CCL2) plays an important role in cardiovascular disease. Niu, J. and P.E. Kolattukudy, "Role of MCP-1 in cardiovascular disease: molecular mechanisms and clinical implications," *Clin Sci (Lond)* 117(3):95-109 (2009). MCP-1, by its chemotactic activity, regulates recruitment of monocytes from the arterial lumen to the subendothelial space, where they develop into macrophage foam cells, and initiate the formation of fatty streaks which can develop into atherosclerotic plaque. Dawson, J., et al., "Targeting monocyte chemoattractant protein-1 signalling in disease," *Expert Opin Ther Targets* 7(1):35-48 (2003). The critical role of MCP-1 (and its cognate receptor CCR2) in the development of atherosclerosis has been examined in various transgenic and knockout mouse models on a hyperlipidemic background. Boring, L., et al., "Decreased lesion formation in CCR2<sup>-/-</sup> mice reveals a role for chemokines in the initiation of atherosclerosis," *Nature* 394(6696):894-7 (1998); Gosling, J., et al., "MCP-1 deficiency reduces susceptibility to atherosclerosis in mice that overexpress human apolipoprotein B," *J Clin Invest* 103(6):773-8 (1999); Gu, L., et al., "Absence of monocyte chemoattractant protein-1 reduces atherosclerosis in low density lipoprotein receptor-deficient mice," *Mol Cell* 2(2):275-81 (1998); Aiello, R.J., et al., "Monocyte chemoattractant protein-1 accelerates atherosclerosis in apolipoprotein E-deficient mice," *Arterioscler Thromb Vasc Biol* 19(6):1518-25 (1999). These reports demonstrate that abrogation of MCP-1 signaling results in decreased macrophage infiltration to the arterial wall and decreased atherosclerotic lesion development.

[023] The association between MCP-1 and cardiovascular disease in humans is well-established. Niu, J. and P.E. Kolattukudy, "Role of MCP-1 in cardiovascular disease: molecular mechanisms and clinical implications," *Clin Sci (Lond)* 117(3):95-109 (2009). MCP-1 and its receptor are overexpressed by endothelial cells, smooth muscle cells, and infiltrating monocytes/macrophages in human atherosclerotic plaque. Nelken, N.A., et al., "Monocyte chemoattractant protein-1 in human atheromatous plaques," *J Clin Invest* 88(4):1121-7 (1991). Moreover, elevated circulating levels of MCP-1 are positively correlated with most cardiovascular risk factors, measures of coronary atherosclerosis burden, and the incidence of coronary heart disease (CHD). Deo, R., et al., "Association among plasma levels of monocyte chemoattractant protein-1, traditional cardiovascular risk factors, and subclinical atherosclerosis," *J Am Coll Cardiol* 44(9):1812-8 (2004). CHD patients with among the highest levels of MCP-1 are those with acute coronary syndrome (ACS). de Lemos, J.A., et al., "Association between plasma levels of monocyte chemoattractant protein-1 and long-term clinical outcomes in patients with acute coronary syndromes," *Circulation* 107(5):690-5 (2003). In addition to playing a role in the underlying

inflammation associated with CHD, MCP-1 has been shown to be involved in plaque rupture, ischemic/reperfusion injury, restenosis, and heart transplant rejection. Niu, J. and P.E. Kolattukudy, "Role of MCP-1 in cardiovascular disease: molecular mechanisms and clinical implications," *Clin Sci (Lond)* 117(3):95-109 (2009).

[024] MCP-1 also promotes tissue inflammation associated with autoimmune diseases including rheumatoid arthritis (RA) and multiple sclerosis (MS). MCP-1 plays a role in the infiltration of macrophages and lymphocytes into the joint in RA, and is overexpressed in the synovial fluid of RA patients. Koch, A.E., et al., "Enhanced production of monocyte chemoattractant protein-1 in rheumatoid arthritis," *J Clin Invest* 90(3):772-9 (1992). Blockade of MCP-1 and MCP-1 signaling in animal models of RA have also shown the importance of MCP-1 to macrophage accumulation and proinflammatory cytokine expression associated with RA. Brodmerkel, C.M., et al., "Discovery and pharmacological characterization of a novel rodent-active CCR2 antagonist, INCB3344," *J Immunol* 175(8):5370-8 (2005); Bruhl, H., et al., "Dual role of CCR2 during initiation and progression of collagen-induced arthritis: evidence for regulatory activity of CCR2+ T cells," *J Immunol* 172(2):890-8 (2004); Gong, J.H., et al., "An antagonist of monocyte chemoattractant protein 1 (MCP-1) inhibits arthritis in the MRL-lpr mouse model," *J Exp Med* 186(1):131-7 (1997); 65. Gong, J.H., et al., "Post-onset inhibition of murine arthritis using combined chemokine antagonist therapy," *Rheumatology (Oxford)* 43(1): 39-42 (2004).

[025] Overexpression of MCP-1, in the brain, cerebrospinal fluid (CSF), and blood, has also been associated with chronic and acute MS in humans. Mahad, D.J. and R.M. Ransohoff, "The role of MCP-1 (CCL2) and CCR2 in multiple sclerosis and experimental autoimmune encephalomyelitis (EAE)," *Semin Immunol* 15(1):23-32 (2003). MCP-1 is overexpressed by a variety of cell types in the brain during disease progression and contributes to the infiltration of macrophages and lymphocytes which mediate the tissue damage associated with MS. Genetic depletion of MCP-1 or CCR2 in the experimental autoimmune encephalomyelitis (EAE) mouse model, a model resembling human MS, results in resistance to disease, primarily because of decreased macrophage infiltration to the CNS. Fife, B.T., et al., "CC chemokine receptor 2 is critical for induction of experimental autoimmune encephalomyelitis," *J Exp Med* 192(6):899-905 (2000); Huang, D.R., et al., "Absence of monocyte chemoattractant protein 1 in mice leads to decreased local macrophage recruitment and antigen-specific T helper cell type 1 immune response in experimental autoimmune encephalomyelitis," *J Exp Med* 193(6):713-26 (2001).

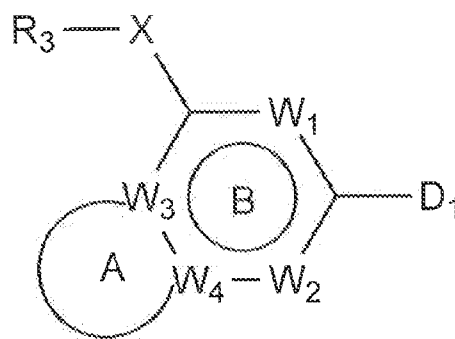
[026] Preclinical data have suggested that small- and large-molecule inhibitors of MCP-1 and CCR2 have potential as therapeutic agents in inflammatory and autoimmune indications. Thus,



one aspect of the invention provides compounds, compositions, and methods for treating cardiovascular, inflammatory, and autoimmune conditions associated with MCP-1 and CCR2.

[027] Accordingly, the invention provides compounds that are useful for inhibition of BET protein function by binding to bromodomains, pharmaceutical compositions comprising one or more of those compounds, and use of these compounds or compositions in the treatment and prevention of diseases and conditions, including, but not limited to, cancer, autoimmune, and cardiovascular diseases.

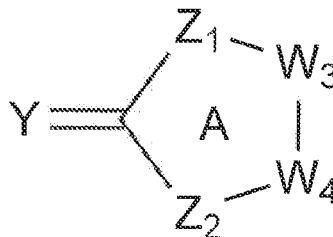
[028] The compounds of the invention are defined by Formula I:



Formula I

or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, wherein:

A is a 5-membered monocyclic heterocycle having the formula



and is fused to ring B to form an A-B bicyclic ring,

B is a six-membered carbocycle or heterocycle;

W<sub>1</sub> is selected from N and CR<sub>1</sub>;

W<sub>2</sub> is CR<sub>2</sub>;

W<sub>3</sub> and W<sub>4</sub> are C;

R<sub>1</sub> and R<sub>2</sub> are independently selected from hydrogen, deuterium, alkyl, -OH, -NH<sub>2</sub>, -thioalkyl, and alkoxy;

X is optionally present, and if present, is selected from -(NH)-, -NHCR<sub>x</sub>R<sub>y</sub>-, -NHSO<sub>2</sub>-, oxygen, -CH<sub>2</sub>CH<sub>2</sub>-, -CH=CH-, -CR<sub>x</sub>R<sub>y</sub>NH-, -OCR<sub>x</sub>R<sub>y</sub>-, -CR<sub>x</sub>R<sub>y</sub>O-, -SCR<sub>x</sub>R<sub>y</sub>-, -CR<sub>x</sub>R<sub>y</sub>S-, where S might be oxidized to sulfoxide or sulfone, or -NHC(O)-, wherein the nitrogen is connected to the B ring;

$Z_1$  and  $Z_2$  are independently selected from oxygen and  $-N-R_a$ ;

$Y$  is selected from O and S;

each  $R_a$  is independently selected from hydrogen, deuterium, and alkyl( $C_{1-5}$ ) (methyl, ethyl, propyl, cyclopropyl);

$R_x$  and  $R_y$  are each independently selected from hydrogen, alkyl( $C_{1-5}$ ), halogen,  $-OH$ ,  $-CF_3$ , deuterium, amino, alkoxy( $C_{1-5}$ ), or two substituents selected from  $R_x$ ,  $R_y$ , and  $R_1$  may be connected in a 5- or 6-membered ring to form a bicyclic carbocycle or bicyclic heterocycle;

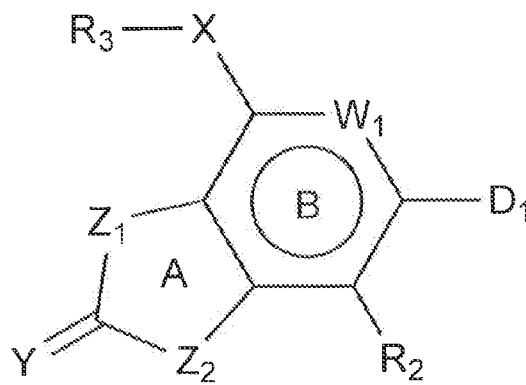
$R_3$  is selected from hydrogen, 4-7 membered carbocycles, 4-7-membered heterocycles, bicyclic carbocycles, and bicyclic heterocycles;

with the proviso that  $R_3$  cannot be hydrogen if  $X$  is different from  $-NH-$ , and

$D_1$  is selected from 5-membered monocyclic carbocycles and heterocycles connected to the B-ring via a carbon-carbon bond,

with the proviso that  $D_1$  cannot be a substituted or unsubstituted furan, thiophene, cyclopentane, tetrahydrofuran, and tetrahydrothiophene.

[029] Other compounds of the invention are described by Formula IA:



Formula IA

or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, wherein:

$W_1$  is selected from N and  $CR_1$ ;

$R_1$  and  $R_2$  are independently selected from hydrogen, deuterium, alkyl,  $-OH$ ,  $-NH_2$ , -thioalkyl, and alkoxy;

$Y$  is selected from O and S;

$Z_1$  and  $Z_2$  are independently selected from oxygen and  $-N-R_a$ ;

each  $R_a$  is independently selected from hydrogen, deuterium, and alkyl( $C_{1-5}$ ) (such as, e.g., methyl, ethyl, propyl, cyclopropyl);

X is optionally present, and if present, is selected from  $-(NH)-$ ,  $-NHCR_xR_y-$ ,  $-NHSO_2-$ , oxygen,  $-CH_2CH_2-$ ,  $-CH=CH-$ ,  $-CR_xR_yNH-$ ,  $-OCR_xR_y-$ ,  $-CR_xR_yO-$ ,  $-SCR_xR_y-$ ,  $-CR_xR_yS-$ , where S might be oxidized to sulfoxide or sulfone, or  $-NHC(O)-$ , wherein the nitrogen is connected to the B ring;

$R_x$  and  $R_y$  are each independently selected from hydrogen, alkyl( $C_{1-5}$ ), halogen,  $-OH$ ,  $-CF_3$ , deuterium, amino, alkoxy( $C_{1-5}$ ), or two substituents selected from  $R_x$ ,  $R_y$  and  $R_1$  may be connected in a 5- or 6-membered ring to form a bicyclic carbocycle or bicyclic heterocycle;

$R_3$  is selected from hydrogen, 4-7 membered carbocycles, 4-7-membered heterocycles, bicyclic carbocycles, and bicyclic heterocycles;

with the proviso that  $R_3$  cannot be hydrogen if X is different from  $-NH-$ , and

$D_1$  is selected from 5-membered monocyclic carbocycles and heterocycles connected to the B-ring via a carbon-carbon bond,

with the proviso that  $D_1$  cannot be a substituted or unsubstituted furan, thiophene, cyclopentane, tetrahydrofuran, and tetrahydrothiophene.

[030] In another aspect of the invention, a pharmaceutical composition comprising a compound of Formula I, or stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof and one or more pharmaceutically acceptable carriers, diluents or excipients is provided.

[031] In yet another aspect of the invention there is provided a compound of Formula I or Formula IA, or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof for use in therapy, in particular in the treatment of diseases or conditions for which a bromodomain inhibitor is indicated.

[032] In yet another aspect of the invention there is provided a compound of Formula I or Formula IA, or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof in the manufacture of a medicament for the treatment of diseases or conditions for which a bromodomain inhibitor is indicated.

## DEFINITIONS

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

[034] As used herein, "cardiovascular disease" refers to diseases, disorders and conditions of the heart and circulatory system that are mediated by BET inhibition. Exemplary cardiovascular diseases, including cholesterol- or lipid-related disorders, include, but are not limited to, acute coronary syndrome, angina, arteriosclerosis, atherosclerosis, carotid atherosclerosis, cerebrovascular disease, cerebral infarction, congestive heart failure, congenital heart disease,

coronary heart disease, coronary artery disease, coronary plaque stabilization, dyslipidemias, dyslipoproteinemias, endothelium dysfunctions, familial hypercholesterolemia, familial combined hyperlipidemia, hypoalphalipoproteinemia, hypertriglyceridemia, hyperbetalipoproteinemia, hypercholesterolemia, hypertension, hyperlipidemia, intermittent claudication, ischemia, ischemia reperfusion injury, ischemic heart diseases, cardiac ischemia, metabolic syndrome, multi-infarct dementia, myocardial infarction, obesity, peripheral vascular disease, reperfusion injury, restenosis, renal artery atherosclerosis, rheumatic heart disease, stroke, thrombotic disorder, transitory ischemic attacks, and lipoprotein abnormalities associated with Alzheimer's disease, obesity, diabetes mellitus, syndrome X, impotence, multiple sclerosis, Parkinson's disease, and inflammatory diseases.

**[035]** As used herein, "inflammatory diseases" refers to diseases, disorders, and conditions that are mediated by BET inhibition. Exemplary inflammatory diseases, include, but are not limited to, arthritis, asthma, dermatitis, psoriasis, cystic fibrosis, post transplantation late and chronic solid organ rejection, multiple sclerosis, systemic lupus erythematosus, inflammatory bowel diseases, autoimmune diabetes, diabetic retinopathy, diabetic nephropathy, diabetic vasculopathy, ocular inflammation, uveitis, rhinitis, ischemia-reperfusion injury, post-angioplasty restenosis, chronic obstructive pulmonary disease (COPD), glomerulonephritis, Graves disease, gastrointestinal allergies, conjunctivitis, atherosclerosis, coronary artery disease, angina, and small artery disease.

**[036]** As used herein, "cancer" refers to diseases, disorders, and conditions that are mediated by BET inhibition. Exemplary cancers, include, but are not limited to, chronic lymphocytic leukemia and multiple myeloma, follicular lymphoma, diffuse large B cell lymphoma with germinal center phenotype, Burkitt's lymphoma, Hodgkin's lymphoma, follicular lymphomas and activated, anaplastic large cell lymphoma, neuroblastoma and primary neuroectodermal tumor, rhabdomyosarcoma, prostate cancer, breast cancer, NMC (NUT-midline carcinoma), acute myeloid leukemia (AML), acute B lymphoblastic leukemia (B-ALL), Burkitt's Lymphoma, B-cell lymphoma, melanoma, mixed lineage leukemia, multiple myeloma, pro-myelocytic leukemia (PML), non-Hodgkin's lymphoma, neuroblastoma, medulloblastoma, lung carcinoma (NSCLC, SCLC), and colon carcinoma.

**[037]** "Subject" refers to an animal, such as a mammal, that has been or will be the object of treatment, observation, or experiment. The methods described herein may be useful for both human therapy and veterinary applications. In one embodiment, the subject is a human.

**[038]** As used herein, "treatment" or "treating" refers to an amelioration of a disease or disorder, or at least one discernible symptom thereof. In another embodiment, "treatment" or "treating" refers to an amelioration of at least one measurable physical parameter, not necessarily

discernible by the patient. In yet another embodiment, "treatment" or "treating" refers to inhibiting the progression of a disease or disorder, either physically, e.g., stabilization of a discernible symptom, physiologically, e.g., stabilization of a physical parameter, or both. In yet another embodiment, "treatment" or "treating" refers to delaying the onset of a disease or disorder. For example, treating a cholesterol disorder may comprise decreasing blood cholesterol levels.

**[039]** As used herein, "prevention" or "preventing" refers to a reduction of the risk of acquiring a given disease or disorder.

**[040]** A dash ("-") that is not between two letters or symbols is used to indicate a point of attachment for a substituent. For example, -CONH<sub>2</sub> is attached through the carbon atom.

**[041]** By "optional" or "optionally" is meant that the subsequently described event or circumstance may or may not occur, and that the description includes instances where the event or circumstance occurs and instances in which it does not. For example, "optionally substituted aryl" encompasses both "aryl" and "substituted aryl" as defined below. It will be understood by those skilled in the art, with respect to any group containing one or more substituents, that such groups are not intended to introduce any substitution or substitution patterns that are sterically impractical, synthetically non-feasible and/or inherently unstable.

**[042]** As used herein, the term "hydrate" refers to a crystal form with either a stoichiometric or non-stoichiometric amount of water is incorporated into the crystal structure.

**[043]** The term "alkenyl" as used herein refers to an unsaturated straight or branched hydrocarbon having at least one carbon-carbon double bond, such as a straight or branched group of 2-8 carbon atoms, referred to herein as (C<sub>2</sub>-C<sub>8</sub>)alkenyl. Exemplary alkenyl groups include, but are not limited to, vinyl, allyl, butenyl, pentenyl, hexenyl, butadienyl, pentadienyl, hexadienyl, 2-ethylhexenyl, 2-propyl-2-butenyl, and 4-(2-methyl-3-butene)-pentenyl.

**[044]** The term "alkoxy" as used herein refers to an alkyl group attached to an oxygen (-O-alkyl-). "Alkoxy" groups also include an alkenyl group attached to an oxygen ("alkenyloxy") or an alkynyl group attached to an oxygen ("alkynyloxy") groups. Exemplary alkoxy groups include, but are not limited to, groups with an alkyl, alkenyl or alkynyl group of 1-8 carbon atoms, referred to herein as (C<sub>1</sub>-C<sub>8</sub>)alkoxy. Exemplary alkoxy groups include, but are not limited to methoxy and ethoxy.

**[045]** The term "alkyl" as used herein refers to a saturated straight or branched hydrocarbon, such as a straight or branched group of 1-8 carbon atoms, referred to herein as (C<sub>1</sub>-C<sub>8</sub>)alkyl. Exemplary alkyl groups include, but are not limited to, methyl, ethyl, propyl, isopropyl, 2-methyl-1-propyl, 2-methyl-2-propyl, 2-methyl-1-butyl, 3-methyl-1-butyl, 2-methyl-3-butyl, 2,2-dimethyl-1-propyl, 2-methyl-1-pentyl, 3-methyl-1-pentyl, 4-methyl-1-pentyl, 2-methyl-2-pentyl, 3-

methyl-2-pentyl, 4-methyl-2-pentyl, 2,2-dimethyl-1-butyl, 3,3-dimethyl-1-butyl, 2-ethyl-1-butyl, butyl, isobutyl, t-butyl, pentyl, isopentyl, neopentyl, hexyl, heptyl, and octyl.

**[046]** The term “alkynyl” as used herein refers to an unsaturated straight or branched hydrocarbon having at least one carbon-carbon triple bond, such as a straight or branched group of 2-8 carbon atoms, referred to herein as (C<sub>2</sub>-C<sub>8</sub>)alkynyl. Exemplary alkynyl groups include, but are not limited to, ethynyl, propynyl, butynyl, pentynyl, hexynyl, methylpropynyl, 4-methyl-1-butynyl, 4-propyl-2-pentynyl, and 4-butyl-2-hexynyl.

**[047]** The term “amide” as used herein refers to the form -NR<sub>a</sub>C(O)(R<sub>b</sub>)- or -C(O)NR<sub>b</sub>R<sub>c</sub>, wherein R<sub>a</sub>, R<sub>b</sub> and R<sub>c</sub> are each independently selected from alkyl, alkenyl, alkynyl, aryl, arylalkyl, cycloalkyl, haloalkyl, heteroaryl, heterocyclyl, and hydrogen. The amide can be attached to another group through the carbon, the nitrogen, R<sub>b</sub>, or R<sub>c</sub>. The amide also may be cyclic, for example R<sub>b</sub> and R<sub>c</sub> may be joined to form a 3- to 8-membered ring, such as 5- or 6-membered ring. The term “amide” encompasses groups such as sulfonamide, urea, ureido, carbamate, carbamic acid, and cyclic versions thereof. The term “amide” also encompasses an amide group attached to a carboxy group, e.g., -amide-COOH or salts such as -amide-COONa, an amino group attached to a carboxy group (e.g., -amino-COOH or salts such as -amino-COONa).

**[048]** The term “amine” or “amino” as used herein refers to the form -NR<sub>d</sub>R<sub>e</sub> or -N(R<sub>d</sub>)R<sub>e</sub>, where R<sub>d</sub> and R<sub>e</sub> are independently selected from alkyl, alkenyl, alkynyl, aryl, arylalkyl, carbamate, cycloalkyl, haloalkyl, heteroaryl, heterocycle, and hydrogen. The amino can be attached to the parent molecular group through the nitrogen. The amino also may be cyclic, for example any two of R<sub>d</sub> and R<sub>e</sub> may be joined together or with the N to form a 3- to 12-membered ring (e.g., morpholino or piperidinyl). The term amino also includes the corresponding quaternary ammonium salt of any amino group. Exemplary amino groups include alkylamino groups, wherein at least one of R<sub>d</sub> or R<sub>e</sub> is an alkyl group. In some embodiments R<sub>d</sub> and R<sub>e</sub> each may be optionally substituted with one or more hydroxyl, halogen, alkoxy, ester, or amino.

**[049]** The term “aryl” as used herein refers to a mono-, bi-, or other multi-carbocyclic, aromatic ring system. The aryl group can optionally be fused to one or more rings selected from aryls, cycloalkyls, and heterocyclyls. The aryl groups of this present disclosure can be substituted with groups selected from alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, carbamate, carboxy, cyano, cycloalkyl, ester, ether, formyl, halogen, haloalkyl, heteroaryl, heterocyclyl, hydroxyl, ketone, nitro, phosphate, sulfide, sulfinyl, sulfonyl, sulfonic acid, sulfonamide, and thioketone. Exemplary aryl groups include, but are not limited to, phenyl, tolyl, anthracenyl, fluorenyl, indenyl, azulenyl, and naphthyl, as well as benzo-fused carbocyclic moieties such as

5,6,7,8-tetrahydronaphthyl. Exemplary aryl groups also include, but are not limited to a monocyclic aromatic ring system, wherein the ring comprises 6 carbon atoms, referred to herein as "(C<sub>6</sub>)aryl."

**[050]** The term "arylalkyl" as used herein refers to an alkyl group having at least one aryl substituent (e.g., -aryl-alkyl-). Exemplary arylalkyl groups include, but are not limited to, arylalkyls having a monocyclic aromatic ring system, wherein the ring comprises 6 carbon atoms, referred to herein as "(C<sub>6</sub>)arylalkyl."

**[051]** The term "carbamate" as used herein refers to the form -R<sub>g</sub>OC(O)N(R<sub>h</sub>)-, -R<sub>g</sub>OC(O)N(R<sub>h</sub>)R<sub>i</sub>-, or -OC(O)NR<sub>h</sub>R<sub>i</sub>, wherein R<sub>g</sub>, R<sub>h</sub> and R<sub>i</sub> are each independently selected from alkyl, alkenyl, alkynyl, aryl, arylalkyl, cycloalkyl, haloalkyl, heteroaryl, heterocyclyl, and hydrogen. Exemplary carbamates include, but are not limited to, arylcarbamates or heteroaryl carbamates (e.g., wherein at least one of R<sub>g</sub>, R<sub>h</sub> and R<sub>i</sub> are independently selected from aryl or heteroaryl, such as pyridine, pyridazine, pyrimidine, and pyrazine).

**[052]** The term "carbocycle" as used herein refers to an aryl or cycloalkyl group.

**[053]** The term "carboxy" as used herein refers to -COOH or its corresponding carboxylate salts (e.g., -COONa). The term carboxy also includes "carboxycarbonyl," e.g. a carboxy group attached to a carbonyl group, e.g., -C(O)-COOH or salts, such as -C(O)-COONa.

**[054]** The term "cyano" as used herein refers to -CN.

**[055]** The term "cycloalkoxy" as used herein refers to a cycloalkyl group attached to an oxygen.

**[056]** The term "cycloalkyl" as used herein refers to a saturated or unsaturated cyclic, bicyclic, or bridged bicyclic hydrocarbon group of 3-12 carbons, or 3-8 carbons, referred to herein as "(C<sub>3</sub>-C<sub>8</sub>)cycloalkyl," derived from a cycloalkane. Exemplary cycloalkyl groups include, but are not limited to, cyclohexanes, cyclohexenes, cyclopentanes, and cyclopentenes. Cycloalkyl groups may be substituted with alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, carbamate, carboxy, cyano, cycloalkyl, ester, ether, formyl, halogen, haloalkyl, heteroaryl, heterocyclyl, hydroxyl, ketone, nitro, phosphate, sulfide, sulfinyl, sulfonyl, sulfonic acid, sulfonamide and thioketone. Cycloalkyl groups can be fused to other cycloalkyl saturated or unsaturated, aryl, or heterocyclyl groups.

**[057]** The term "dicarboxylic acid" as used herein refers to a group containing at least two carboxylic acid groups such as saturated and unsaturated hydrocarbon dicarboxylic acids and salts thereof. Exemplary dicarboxylic acids include alkyl dicarboxylic acids. Dicarboxylic acids may be substituted with alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, carbamate, carboxy, cyano, cycloalkyl, ester, ether, formyl, halogen, haloalkyl, heteroaryl, heterocyclyl, hydrogen, hydroxyl, ketone, nitro, phosphate, sulfide, sulfinyl, sulfonyl, sulfonic acid, sulfonamide

and thioketone. Dicarboxylic acids include, but are not limited to succinic acid, glutaric acid, adipic acid, suberic acid, sebacic acid, azelaic acid, maleic acid, phthalic acid, aspartic acid, glutamic acid, malonic acid, fumaric acid, (+)/(-)-malic acid, (+)/(-) tartaric acid, isophthalic acid, and terephthalic acid. Dicarboxylic acids further include carboxylic acid derivatives thereof, such as anhydrides, imides, hydrazides (for example, succinic anhydride and succinimide).

**[058]** The term "ester" refers to the structure  $-C(O)O-$ ,  $-C(O)O-R_j-$ ,  $-R_kC(O)O-R_j-$ , or  $-R_kC(O)O-$ , where O is not bound to hydrogen, and  $R_j$  and  $R_k$  can independently be selected from alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, cycloalkyl, ether, haloalkyl, heteroaryl, and heterocyclyl.  $R_k$  can be a hydrogen, but  $R_j$  cannot be hydrogen. The ester may be cyclic, for example the carbon atom and  $R_j$ , the oxygen atom and  $R_k$ , or  $R_j$  and  $R_k$  may be joined to form a 3- to 12-membered ring. Exemplary esters include, but are not limited to, alkyl esters wherein at least one of  $R_j$  or  $R_k$  is alkyl, such as  $-O-C(O)-alkyl$ ,  $-C(O)-O-alkyl$ , and  $-alkyl-C(O)-O-alkyl$ . Exemplary esters also include aryl or heteroaryl esters, e.g. wherein at least one of  $R_j$  or  $R_k$  is a heteroaryl group such as pyridine, pyridazine, pyrimidine and pyrazine, such as a nicotinate ester. Exemplary esters also include reverse esters having the structure  $-R_kC(O)O-$ , where the oxygen is bound to the parent molecule. Exemplary reverse esters include succinate, D-argininate, L-argininate, L-lysinate and D-lysinate. Esters also include carboxylic acid anhydrides and acid halides.

**[059]** The terms "halo" or "halogen" as used herein refer to F, Cl, Br, or I.

**[060]** The term "haloalkyl" as used herein refers to an alkyl group substituted with one or more halogen atoms. "Haloalkyls" also encompass alkenyl or alkynyl groups substituted with one or more halogen atoms.

**[061]** The term "heteroaryl" as used herein refers to a mono-, bi-, or multi-cyclic, aromatic ring system containing one or more heteroatoms, for example 1-3 heteroatoms, such as nitrogen, oxygen, and sulfur. Heteroaryls can be substituted with one or more substituents including alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, carbamate, carboxy, cyano, cycloalkyl, ester, ether, formyl, halogen, haloalkyl, heteroaryl, heterocyclyl, hydroxyl, ketone, nitro, phosphate, sulfide, sulfinyl, sulfonyl, sulfonic acid, sulfonamide and thioketone. Heteroaryls can also be fused to non-aromatic rings. Illustrative examples of heteroaryl groups include, but are not limited to, pyridinyl, pyridazinyl, pyrimidyl, pyrazyl, triazinyl, pyrrolyl, pyrazolyl, imidazolyl, (1,2,3)- and (1,2,4)-triazolyl, pyrazinyl, pyrimidyl, tetrazolyl, furyl, thienyl, isoxazolyl, thiazolyl, furyl, phenyl, isoxazolyl, and oxazolyl. Exemplary heteroaryl groups include, but are not limited to, a monocyclic aromatic ring, wherein the ring comprises 2-5 carbon atoms and 1-3 heteroatoms, referred to herein as "(C<sub>2</sub>-C<sub>5</sub>)heteroaryl."



**[062]** The terms "heterocycle," "heterocyclyl," or "heterocyclic" as used herein refer to a saturated or unsaturated 3-, 4-, 5-, 6- or 7-membered ring containing one, two, or three heteroatoms independently selected from nitrogen, oxygen, and sulfur. Heterocycles can be aromatic (heteroaryls) or non-aromatic. Heterocycles can be substituted with one or more substituents including alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, carbamate, carboxy, cyano, cycloalkyl, ester, ether, formyl, halogen, haloalkyl, heteroaryl, heterocyclyl, hydroxyl, ketone, nitro, phosphate, sulfide, sulfinyl, sulfonyl, sulfonic acid, sulfonamide and thioketone. Heterocycles also include bicyclic, tricyclic, and tetracyclic groups in which any of the above heterocyclic rings is fused to one or two rings independently selected from aryls, cycloalkyls, and heterocycles. Exemplary heterocycles include acridinyl, benzimidazolyl, benzofuryl, benzothiazolyl, benzothienyl, benzoxazolyl, biotinyl, cinnolyl, dihydrofuryl, dihydroindolyl, dihydropyranyl, dihydrothienyl, dithiazolyl, furyl, homopiperidinyl, imidazolidinyl, imidazolyl, imidazolyl, indolyl, isoquinolyl, isothiazolidinyl, isothiazolyl, isoxazolidinyl, isoxazolyl, morpholinyl, oxadiazolyl, oxazolidinyl, oxazolyl, piperazinyl, piperidinyl, pyranyl, pyrazolidinyl, pyrazinyl, pyrazolyl, pyrazolinyl, pyridazinyl, pyridyl, pyrimidinyl, pyrimidyl, pyrrolidinyl, pyrrolidin-2-onyl, pyrrolinyl, pyrrolyl, quinolinyl, quinoxaloyl, tetrahydrofuryl, tetrahydroisoquinolyl, tetrahydropyranyl, tetrahydroquinolyl, tetrazolyl, thiadiazolyl, thiazolidinyl, thiazolyl, thienyl, thiomorpholinyl, thiopyranyl, and triazolyl.

**[063]** The terms "hydroxy" and "hydroxyl" as used herein refer to -OH.

**[064]** The term "hydroxyalkyl" as used herein refers to a hydroxy attached to an alkyl group.

**[065]** The term "hydroxyaryl" as used herein refers to a hydroxy attached to an aryl group.

**[066]** The term "ketone" as used herein refers to the structure -C(O)-R<sub>n</sub> (such as acetyl, -C(O)CH<sub>3</sub>) or -R<sub>n</sub>-C(O)-R<sub>o</sub>. The ketone can be attached to another group through R<sub>n</sub> or R<sub>o</sub>. R<sub>n</sub> or R<sub>o</sub> can be alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl or aryl, or R<sub>n</sub> or R<sub>o</sub> can be joined to form a 3- to 12-membered ring.

**[067]** The term "monoester" as used herein refers to an analogue of a dicarboxylic acid wherein one of the carboxylic acids is functionalized as an ester and the other carboxylic acid is a free carboxylic acid or salt of a carboxylic acid. Examples of monoesters include, but are not limited to, to monoesters of succinic acid, glutaric acid, adipic acid, suberic acid, sebacic acid, azelaic acid, oxalic and maleic acid.

**[068]** The term "phenyl" as used herein refers to a 6-membered carbocyclic aromatic ring. The phenyl group can also be fused to a cyclohexane or cyclopentane ring. Phenyl can be

substituted with one or more substituents including alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, carbamate, carboxy, cyano, cycloalkyl, ester, ether, formyl, halogen, haloalkyl, heteroaryl, heterocyclyl, hydroxyl, ketone, phosphate, sulfide, sulfinyl, sulfonyl, sulfonic acid, sulfonamide and thioketone.

**[069]** The term “thioalkyl” as used herein refers to an alkyl group attached to a sulfur (-S-alkyl-).

**[070]** “Alkyl,” “alkenyl,” “alkynyl,” “alkoxy,” “amino” and “amide” groups can be optionally substituted with or interrupted by or branched with at least one group selected from alkoxy, aryloxy, alkyl, alkenyl, alkynyl, amide, amino, aryl, arylalkyl, carbamate, carbonyl, carboxy, cyano, cycloalkyl, ester, ether, formyl, halogen, haloalkyl, heteroaryl, heterocyclyl, hydroxyl, ketone, phosphate, sulfide, sulfinyl, sulfonyl, sulfonic acid, sulfonamide, thioketone, ureido and N. The substituents may be branched to form a substituted or unsubstituted heterocycle or cycloalkyl.

**[071]** As used herein, a suitable substitution on an optionally substituted substituent refers to a group that does not nullify the synthetic or pharmaceutical utility of the compounds of the present disclosure or the intermediates useful for preparing them. Examples of suitable substitutions include, but are not limited to: C<sub>1-8</sub> alkyl, alkenyl or alkynyl; C<sub>1-6</sub> aryl, C<sub>2-5</sub> heteroaryl; C<sub>3-7</sub> cycloalkyl; C<sub>1-8</sub> alkoxy; C<sub>6</sub> aryloxy; -CN; -OH; oxo; halo, carboxy; amino, such as -NH(C<sub>1-8</sub> alkyl), -N(C<sub>1-8</sub> alkyl)<sub>2</sub>, -NH((C<sub>6</sub>)aryl), or -N((C<sub>6</sub>)aryl)<sub>2</sub>; formyl; ketones, such as -CO(C<sub>1-8</sub> alkyl), -CO((C<sub>6</sub>)aryl) esters, such as -CO<sub>2</sub>(C<sub>1-8</sub> alkyl) and -CO<sub>2</sub> (C<sub>6</sub> aryl). One of skill in art can readily choose a suitable substitution based on the stability and pharmacological and synthetic activity of the compound of the present disclosure.

**[072]** The term “pharmaceutically acceptable carrier” as used herein refers to any and all solvents, dispersion media, coatings, isotonic and absorption delaying agents, and the like, that are compatible with pharmaceutical administration. The use of such media and agents for pharmaceutically active substances is well known in the art. The compositions may also contain other active compounds providing supplemental, additional, or enhanced therapeutic functions.

**[073]** The term “pharmaceutically acceptable composition” as used herein refers to a composition comprising at least one compound as disclosed herein formulated together with one or more pharmaceutically acceptable carriers.

**[074]** The term “pharmaceutically acceptable prodrugs” as used herein represents those prodrugs of the compounds of the present disclosure that are, within the scope of sound medical judgment, suitable for use in contact with the tissues of humans and lower animals without undue toxicity, irritation, allergic response, commensurate with a reasonable benefit / risk ratio, and effective for their intended use, as well as the zwitterionic forms, where possible, of the compounds

of the present disclosure. A discussion is provided in Higuchi *et al.*, "Prodrugs as Novel Delivery Systems," *ACS Symposium Series*, Vol. 14, and in Roche, E.B., ed. *Bioreversible Carriers in Drug Design*, American Pharmaceutical Association and Pergamon Press, 1987.

**[075]** The term "pharmaceutically acceptable salt(s)" refers to salts of acidic or basic groups that may be present in compounds used in the present compositions. Compounds included in the present compositions that are basic in nature are capable of forming a wide variety of salts with various inorganic and organic acids. The acids that may be used to prepare pharmaceutically acceptable acid addition salts of such basic compounds are those that form non-toxic acid addition salts, i.e., salts containing pharmacologically acceptable anions, including but not limited to sulfate, citrate, malate, acetate, oxalate, chloride, bromide, iodide, nitrate, sulfite, bisulfite, phosphate, acid phosphate, isonicotinate, acetate, lactate, salicylate, citrate, tartrate, oleate, tannate, pantothenate, bitartrate, ascorbate, succinate, maleate, gentisinate, fumarate, gluconate, glucuronate, saccharate, formate, benzoate, glutamate, methanesulfonate, ethanesulfonate, benzenesulfonate, *p*-toluenesulfonate and pamoate (i.e., 1,1'-methylene-bis-(2-hydroxy-3-naphthoate)) salts. Compounds included in the present compositions that include an amino moiety may form pharmaceutically acceptable salts with various amino acids, in addition to the acids mentioned above. Compounds included in the present compositions, that are acidic in nature are capable of forming base salts with various pharmacologically acceptable cations. Examples of such salts include alkali metal or alkaline earth metal salts and, particularly, calcium, magnesium, sodium, lithium, zinc, potassium, and iron salts.

**[076]** The compounds of the disclosure may contain one or more chiral centers and/or double bonds and, therefore, exist as stereoisomers, such as geometric isomers, enantiomers or diastereomers. The term "stereoisomers" when used herein consist of all geometric isomers, enantiomers or diastereomers. These compounds may be designated by the symbols "R" or "S," depending on the configuration of substituents around the stereogenic carbon atom. The present disclosure encompasses various stereoisomers of these compounds and mixtures thereof. Stereoisomers include enantiomers and diastereomers. Mixtures of enantiomers or diastereomers may be designated "(±)" in nomenclature, but the skilled artisan will recognize that a structure may denote a chiral center implicitly.

**[077]** Individual stereoisomers of compounds of the present disclosure can be prepared synthetically from commercially available starting materials that contain asymmetric or stereogenic centers, or by preparation of racemic mixtures followed by resolution methods well known to those of ordinary skill in the art. These methods of resolution are exemplified by (1) attachment of a

mixture of enantiomers to a chiral auxiliary, separation of the resulting mixture of diastereomers by recrystallization or chromatography and liberation of the optically pure product from the auxiliary, (2) salt formation employing an optically active resolving agent, or (3) direct separation of the mixture of optical enantiomers on chiral chromatographic columns. Stereoisomeric mixtures can also be resolved into their component stereoisomers by well-known methods, such as chiral-phase gas chromatography, chiral-phase high performance liquid chromatography, crystallizing the compound as a chiral salt complex, or crystallizing the compound in a chiral solvent. Stereoisomers can also be obtained from stereomerically-pure intermediates, reagents, and catalysts by well-known asymmetric synthetic methods.

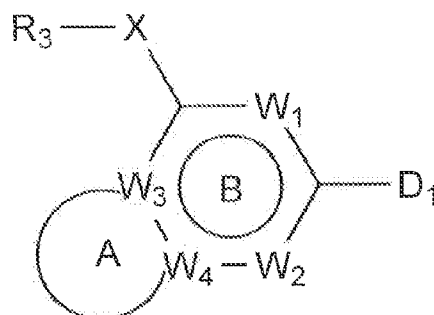
[078] Geometric isomers can also exist in the compounds of the present disclosure. The present disclosure encompasses the various geometric isomers and mixtures thereof resulting from the arrangement of substituents around a carbon-carbon double bond or arrangement of substituents around a carbocyclic ring. Substituents around a carbon-carbon double bond are designated as being in the “*Z*” or “*E*” configuration wherein the terms “*Z*” and “*E*” are used in accordance with IUPAC standards. Unless otherwise specified, structures depicting double bonds encompass both the *E* and *Z* isomers.

[079] Substituents around a carbon-carbon double bond alternatively can be referred to as “*cis*” or “*trans*,” where “*cis*” represents substituents on the same side of the double bond and “*trans*” represents substituents on opposite sides of the double bond. The arrangements of substituents around a carbocyclic ring are designated as “*cis*” or “*trans*.” The term “*cis*” represents substituents on the same side of the plane of the ring and the term “*trans*” represents substituents on opposite sides of the plane of the ring. Mixtures of compounds wherein the substituents are disposed on both the same and opposite sides of plane of the ring are designated “*cis/trans*.”

[080] The compounds disclosed herein may exist as tautomers and both tautomeric forms are intended to be encompassed by the scope of the present disclosure, even though only one tautomeric structure is depicted.

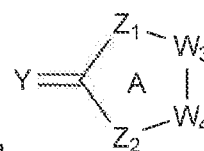
#### EXEMPLARY EMBODIMENTS OF THE INVENTION

[081] The invention provides compounds and pharmaceutical composition comprising one or more of those compounds wherein the structure of the compound is defined by Formula I:



Formula I

or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof,  
wherein:



**A** is a 5-membered monocyclic heterocycle having the formula

and is fused to ring **B** to form an **A-B** bicyclic ring,

**B** is a six-membered carbocycle or heterocycle;

**W**<sub>1</sub> is selected from N and CR<sub>1</sub>;

**W**<sub>2</sub> is CR<sub>2</sub>;

**W**<sub>3</sub> and **W**<sub>4</sub> are C;

**Y** is selected from O and S;

**Z**<sub>1</sub> and **Z**<sub>2</sub> are independently selected from oxygen and -N-R<sub>a</sub>;

each **R**<sub>a</sub> is independently selected from hydrogen, deuterium, and alkyl(C<sub>1-3</sub>) (methyl, ethyl, propyl, cyclopropyl);

**R**<sub>1</sub> and **R**<sub>2</sub> are independently selected from hydrogen, deuterium, alkyl, -OH, -NH<sub>2</sub>, thioalkyl, and alkoxy;

**X** is optionally present, and if present, is selected from -(NH)-, -NHCR<sub>x</sub>R<sub>y</sub>-, -NHSO<sub>2</sub>-, oxygen, -CH<sub>2</sub>CH<sub>2</sub>-, -CH=CH-, -CR<sub>x</sub>R<sub>y</sub>NH-, -OCR<sub>x</sub>R<sub>y</sub>-, -CR<sub>x</sub>R<sub>y</sub>O-, -SCR<sub>x</sub>R<sub>y</sub>-, -CR<sub>x</sub>R<sub>y</sub>S-, where S might be oxidized to sulfoxide or sulfone, or -NHC(O)-, wherein the nitrogen is connected to the **B** ring;

**R**<sub>x</sub> and **R**<sub>y</sub> are each independently selected from hydrogen, alkyl(C<sub>1-5</sub>), halogen, -OH, -CF<sub>3</sub>, deuterium, amino, alkoxy(C<sub>1-5</sub>), or two substituents selected from **R**<sub>x</sub>, **R**<sub>y</sub>, and **R**<sub>1</sub> may be connected in a 5- or 6-membered ring to form a bicyclic carbocycle or bicyclic heterocycle;

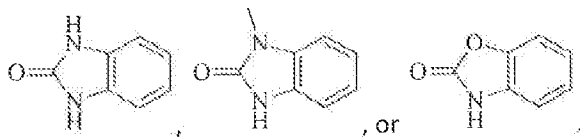
**R**<sub>3</sub> is selected from hydrogen, 4-7 membered carbocycles, 4-7-membered heterocycles, bicyclic carbocycles, and bicyclic heterocycles;

with the proviso that **R**<sub>3</sub> cannot be hydrogen if **X** is different from -NH-, and

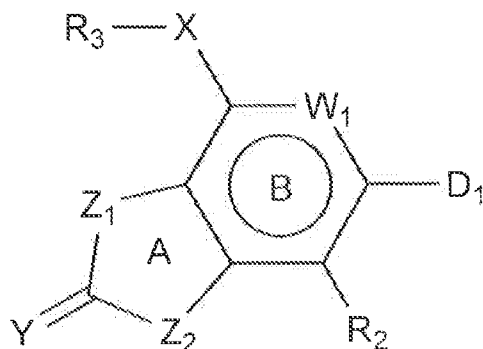
$D_1$  is selected from 5-membered monocyclic carbocycles and heterocycles connected to the B-ring via a carbon-carbon bond,

with the proviso that  $D$  cannot be a substituted or unsubstituted furan, thiophene, cyclopentane, tetrahydrofuran, and tetrahydrothiophene.

[082] In some embodiments of Formula I, the A-B ring is a substituted or unsubstituted



[083] In some embodiments, provided is a compound of Formula IA:



Formula IA

or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, wherein:

$W_1$  is selected from N and  $CR_1$ ;

$R_1$  and  $R_2$  are independently selected from hydrogen, deuterium, alkyl, -OH, -NH<sub>2</sub>, -thioalkyl, and alkoxy;

$Y$  is selected from O and S;

$Z_1$  and  $Z_2$  are independently selected from oxygen and -N- $R_a$ ;

each  $R_a$  is independently selected from hydrogen, deuterium, and alkyl(C<sub>1-5</sub>) (such as, e.g., methyl, ethyl, propyl, cyclopropyl);

$X$  is optionally present, and if present, is selected from -(NH)-, -NHCR<sub>x</sub>R<sub>y</sub>-, -NHSO<sub>2</sub>-, oxygen, -CH<sub>2</sub>CH<sub>2</sub>-, -CH=CH-, -CR<sub>x</sub>R<sub>y</sub>NH-, -OCR<sub>x</sub>R<sub>y</sub>-, -CR<sub>x</sub>R<sub>y</sub>O-, -SCR<sub>x</sub>R<sub>y</sub>-, -CR<sub>x</sub>R<sub>y</sub>S-, where S might be oxidized to sulfoxide or sulfone, or -NHC(O)-, wherein the nitrogen is connected to the B ring;

$R_x$  and  $R_y$  are each independently selected from hydrogen, alkyl(C<sub>1-5</sub>), halogen, -OH, -CF<sub>3</sub>, deuterium, amino, alkoxy(C<sub>1-5</sub>), or two substituents selected from  $R_x$ ,  $R_y$  and  $R_1$  may be connected in a 5- or 6-membered ring to form a bicyclic carbocycle or bicyclic heterocycle;

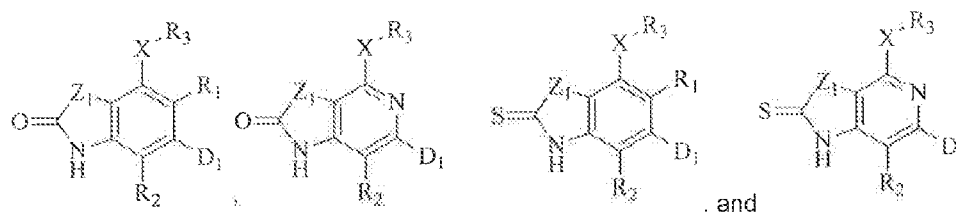
$R_3$  is selected from hydrogen, 4-7 membered carbocycles, 4-7-membered heterocycles, bicyclic carbocycles, and bicyclic heterocycles;

with the proviso that  $R_3$  cannot be hydrogen if  $X$  is different from  $-NH-$ , and

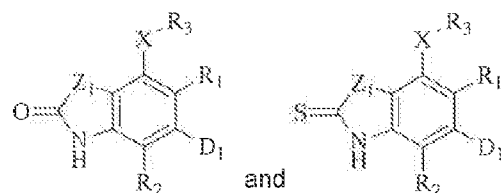
$D_1$  is selected from 5-membered monocyclic carbocycles and heterocycles connected to the B-ring via a carbon-carbon bond,

with the proviso that  $D_1$  cannot be a substituted or unsubstituted furan, thiophene, cyclopentane, tetrahydrofuran, and tetrahydrothiophene.

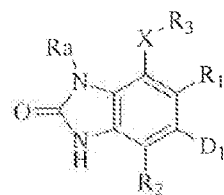
[084] In some embodiments of Formula IA, the A-B bicyclic ring is selected from



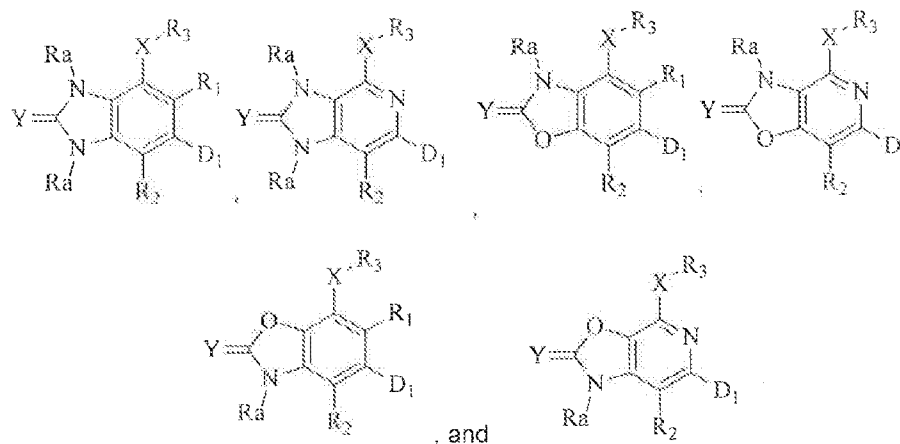
[085] In certain embodiments of Formula IA, the A-B bicyclic ring is selected from



[086] In some embodiments of Formula IA, the A-B bicyclic ring is selected from



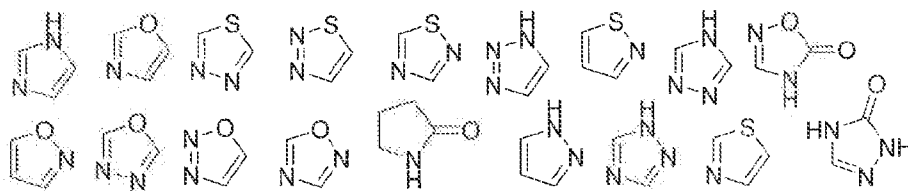
[087] In some embodiments of Formula IA, the A-B bicyclic ring is selected from



[088] In some embodiments of Formula IA,  $R_2$  is selected from hydrogen and methyl.

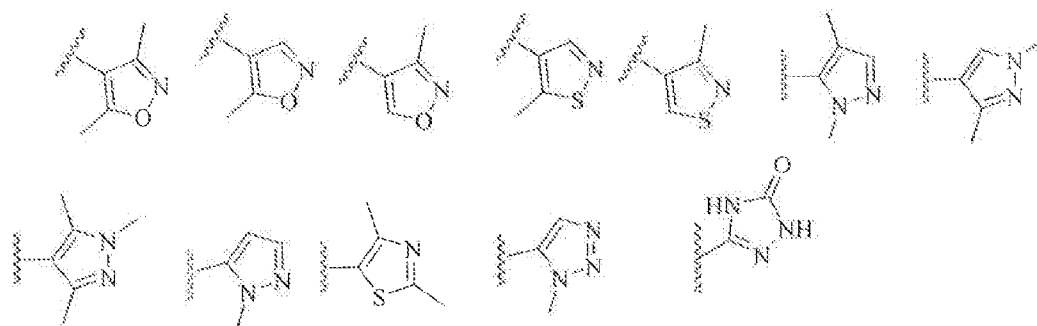
[089] In some embodiments of Formula IA, one or more hydrogen atoms is replaced with deuterium.

[090] In certain embodiments of Formula IA,  $D_1$  is selected from a 5-membered monocyclic heterocycle selected from



wherein the  $D_1$  ring is optionally substituted with one or more deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl), alkoxy( $C_1-C_4$ ) (such as methoxy, ethoxy, isopropoxy), amino (such as  $-NH_2$ ,  $-NHMe$ ,  $-NHet$ ,  $-NHPr$ ,  $-NHBu$ ,  $-NMe_2$ ,  $NMeEt$ ,  $-NEt_2$ ,  $-NEtBu$ ,  $-NHC(O)NHalkyl$ ), halogen (such as F, Cl), amide (such as  $-NHC(O)Me$ ,  $-NHC(O)Et$ ,  $-C(O)NHMe$ ,  $-C(O)NEt_2$ ,  $-C(O)NIPr$ ),  $-CF_3$ ,  $CN$ ,  $-N_3$ , ketone ( $C_1-C_4$ ) (such as acetyl,  $-C(O)Et$ ,  $-C(O)Pr$ ),  $-S(O)Alkyl(C_1-C_4)$  (such as  $-S(O)Me$ ,  $-S(O)Et$ ),  $-SO_2alkyl(C_1-C_4)$  (such as  $-SO_2Me$ ,  $-SO_2Et$ ,  $-SO_2Pr$ ),  $-thioalkyl(C_1-C_4)$  (such as  $-SMe$ ,  $-SEt$ ,  $-SPr$ ,  $-SBu$ ),  $-COOH$ , and/or ester (such as  $-C(O)OMe$ ,  $-C(O)OEt$ ,  $-C(O)OBu$ ), wherein said alkyl( $C_1-C_4$ ), alkoxy( $C_1-C_4$ ), amino, amide, ketone ( $C_1-C_4$ ),  $-S(O)Alkyl(C_1-C_4)$ ,  $-SO_2alkyl(C_1-C_4)$ ,  $-thioalkyl(C_1-C_4)$ , and ester may be optionally substituted with one or more F, Cl, Br,  $-OH$ ,  $-NH_2$ ,  $-NHMe$ ,  $-OMe$ ,  $-SMe$ , oxo, and/or thio-oxo. In certain embodiments  $D_1$  is optionally substituted with one or more deuterium, and  $C_{1-3}alkyl$ .

[091] In some embodiments of Formula IA,  $D_1$  is selected from a 5-membered monocyclic heterocycle selected from



optionally substituted with one or more deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl), alkoxy( $C_1-C_4$ ) (such as methoxy, ethoxy, isopropoxy), amino (such as  $-NH_2$ ,  $-NHMe$ ,  $-NHet$ ,  $-NHPr$ ,  $-NHBu$ ,  $-NMe_2$ ,  $NMeEt$ ,  $-NEt_2$ ,  $-NEtBu$ ,  $-NHC(O)NHalkyl$ ), halogen (such as F, Cl), amide (such as  $-NHC(O)Me$ ,  $-NHC(O)Et$ ,  $-C(O)NHMe$ ,  $-C(O)NEt_2$ ,  $-C(O)NIPr$ ),  $-CF_3$ ,  $CN$ ,  $-N_3$ , ketone ( $C_1-C_4$ ) (such as acetyl,  $-C(O)Et$ ,  $-C(O)Pr$ ),  $-S(O)Alkyl(C_1-C_4)$  (such as  $-S(O)Me$ ,  $-S(O)Et$ ),  $-SO_2alkyl(C_1-C_4)$  (such as  $-SO_2Me$ ,  $-SO_2Et$ ,  $-SO_2Pr$ ),  $-thioalkyl(C_1-C_4)$  (such as  $-SMe$ ,  $-SEt$ ,  $-SPr$ ,  $-SBu$ ),  $-COOH$ , and/or



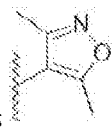
ester (such as  $-C(O)OMe$ ,  $-C(O)OEt$ ,  $-C(O)OBu$ ), wherein said alkyl( $C_1-C_4$ ), alkoxy( $C_1-C_4$ ), amino, amide, ketone ( $C_1-C_4$ ),  $-S(O)Alkyl(C_1-C_4)$ ,  $-SO_2alkyl(C_1-C_4)$ ,  $-thioalkyl(C_1-C_4)$ , and ester may be optionally substituted with one or more F, Cl, Br,  $-OH$ ,  $-NH_2$ ,  $-NHMe$ ,  $-OMe$ ,  $-SMe$ , oxo, and/or thio-oxo. In certain embodiments  $D_1$  is optionally substituted with one or more deuterium, and  $C_{(1-3)}$ alkyl such as methyl.

[092] In certain embodiments of Formula IA,  $D_1$  is optionally substituted with one or more deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl), alkoxy( $C_1-C_4$ ) (such as methoxy, ethoxy, isopropoxy), wherein said alkyl( $C_1-C_4$ ) and alkoxy( $C_1-C_4$ ) may be optionally substituted with one or more F, Cl, Br,  $-OH$ , or  $-NH_2$ .

[093] In other embodiments of Formula IA,  $D_1$  is selected from a 5-membered monocyclic heterocycle containing one oxygen and one or two nitrogens, where the heterocycle is connected to the rest of the molecule via a carbon-carbon bond, optionally substituted with one or more hydrogen, deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl), each of which may be optionally substituted with one or more F, Cl, Br,  $-OH$ , or  $-NH_2$ .

[094] In certain embodiments of Formula IA,  $D_1$  is an isoxazole or pyrazole optionally substituted with one or more deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl), wherein said alkyl( $C_1-C_4$ ) may be optionally substituted with one or more F,  $-OH$ , or  $-NH_2$ .

[095] In some embodiments of Formula IA,  $D_1$  is an isoxazole optionally substituted with one or more one or two groups independently selected from deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl), wherein said alkyl( $C_1-C_4$ ) may be optionally substituted with one or more F,  $-OH$ , or  $-NH_2$ .



[096] In some embodiments of Formula IA,  $D_1$  is

[097] In some embodiments of Formula IA,  $Z_1$  is  $-NRa$ , and  $Ra$  is methyl.

[098] In certain embodiments of Formula IA,  $Z_2$  is oxygen.

[099] In certain embodiments of Formula IA,  $W_1$  is  $CR_1$ .

[0100] In some embodiments of Formula IA,  $X$  is optionally present, and if present, is selected from  $-(NH)-$ ,  $-NHCR_xR_y-$ ,  $-NHSO_2-$ , oxygen,  $-CH_2CH_2-$ ,  $-CH=CH-$ ,  $-CR_xR_yNH-$ ,  $-OCR_xR_y-$ ,  $-CR_xR_yO-$ ,  $-SCR_xR_y-$ , where  $S$  might be oxidized to sulfoxide or sulfone, or  $-NHC(O)-$ , wherein the nitrogen is connected to the B ring. In some embodiments,  $X$  is optionally present, and if present, is selected from  $-(NH)-$ ,  $-NHCR_xR_y-$ ,  $-CR_xR_yNH-$ .

[0101] In certain embodiments of Formula IA,  $X$  is not present.

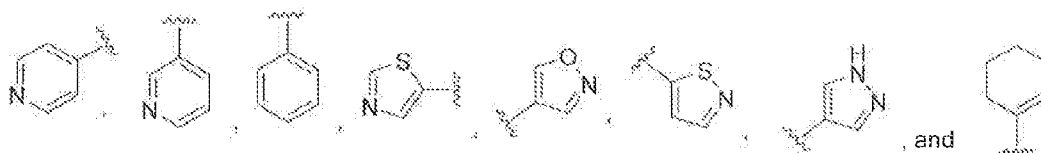
[0102] In some embodiments of Formula IA,  $X$  is oxygen.

[0103] In some embodiments of Formula IA,  $X$  is  $-NH-$  and  $R_3$  is hydrogen.



thioalkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SMe, -SEt, -SPr, -SBu), carboxyl (such as -COOH), and/or ester (such as -C(O)OMe, -C(O)OEt, -C(O)OBu), wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester may be optionally substituted with one or more hydrogen, F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo.

[0109] In certain embodiments of Formula IA, R<sub>3</sub> is selected from



optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NHET, -NHPr, -NHBu -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEtBu, -NHC(O)NHalkyl), halogen (such as F, Cl), amide (such as -NHC(O)Me, -NHC(O)Et, -C(O)NH<sub>2</sub>, -C(O)NHMe, -C(O)NEt<sub>2</sub>, -C(O)NPr), -CF<sub>3</sub>, and CN.

[0110] In certain embodiments of Formula IA, R<sub>3</sub> is an isoxazole or pyrazole optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), -OH, alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NHET, -NHPr, -NHBu -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEtBu, -NHC(O)NHalkyl), halogen (such as F, Cl), amide (such as -NHC(O)Me, -NHC(O)Et, -C(O)NHMe, -C(O)NEt<sub>2</sub>, -C(O)NPr), -CF<sub>3</sub>, CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>) (such as acetyl, -C(O)Et, -C(O)Pr), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -S(O)Me, -S(O)Et), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SO<sub>2</sub>Me, -SO<sub>2</sub>Et, -SO<sub>2</sub>Pr), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SMe, -SEt, -SPr, -SBu), carboxyl (such as -COOH), and/or ester (such as -C(O)OMe, -C(O)OEt, -C(O)OBu), wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester may be optionally substituted with one or more hydrogen, F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo.

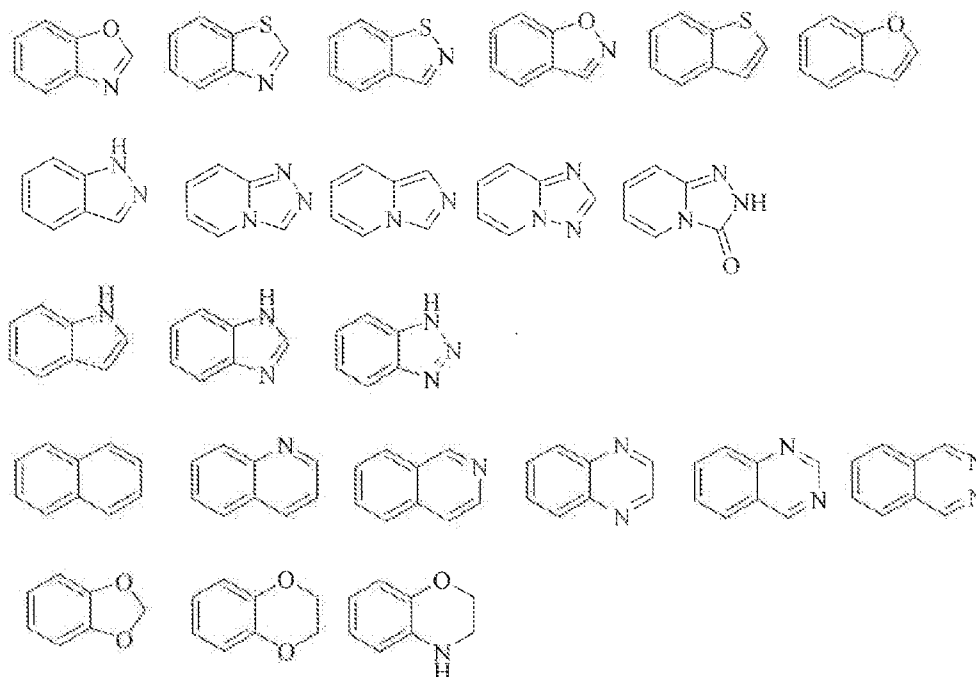
[0111] In some embodiments of Formula IA, R<sub>3</sub> is selected from 5-6 membered carbocycles, such as a substituted or unsubstituted phenyl ring. In certain embodiments R<sub>3</sub> is a 5-6 membered carbocycle substituted with a group selected from Methyl, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OMe, -OEt, MeOCH<sub>2</sub>-, -Cl, -F, -CN, -NH<sub>2</sub>, -C(O)NH<sub>2</sub>, -C(O)NHMe, -NHC(O)CH<sub>3</sub>, N,N-dimethylaminomethyl, -SO<sub>2</sub>Me, and oxo.

[0112] In some embodiments of Formula IA, R<sub>3</sub> is an isoxazolyl, oxazolyl, pyrazolyl, pyridyl, pyridonyl, thiazolyl, isothiazolyl, pyrimidinyl, thiazolyl, pyrazinyl, pyridazinyl, azetidyl, pyrrolidyl, piperidinyl, morpholinyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl or phenyl optionally substituted with one or more groups independently selected from hydrogen, deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), -OH, alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NHET, -NHPr, -NHBu -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEtBu,

-NHC(O)NHalkyl), halogen (such as F, Cl), amide (such as -NHC(O)Me, -NHC(O)Et, -C(O)NHMe, -C(O)NEt<sub>2</sub>, -C(O)N<sup>i</sup>Pr), -CF<sub>3</sub>, CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>) (such as acetyl, -C(O)Et, -C(O)Pr), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -S(O)Me, -S(O)Et), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SO<sub>2</sub>Me, -SO<sub>2</sub>Et, -SO<sub>2</sub>Pr), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SMe, -SEt, -SP<sup>r</sup>, -SBu), carboxyl (such as -COOH), and/or ester (such as -C(O)OMe, -C(O)OEt, -C(O)OBu), each of which may be optionally substituted with one or more hydrogen, F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo.

**[0113]** In some embodiments of Formula IA, R<sub>3</sub> is optionally substituted with one or more methyl, CF<sub>3</sub>, -OCF<sub>3</sub>, methoxy, ethoxy, methoxymethyl, Cl, CN, F, -NH<sub>2</sub>, amide (-CONH<sub>2</sub>, -CONHMe, -NHCOCH<sub>3</sub>), -COOH, -COOMe, N,N-dimethylaminomethyl, -SO<sub>2</sub>Me, and oxo.

In certain embodiments of Formula IA, R<sub>3</sub> is selected from



optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), -OH, alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NH<sup>t</sup>Et, -NH<sup>i</sup>Pr, -NH<sup>n</sup>Bu -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEt<sup>n</sup>Bu, -NHC(O)NHalkyl), halogen (such as F, Cl), amide (such as -NHC(O)Me, -NHC(O)Et, -C(O)NHMe, -C(O)NEt<sub>2</sub>, -C(O)N<sup>i</sup>Pr), -CF<sub>3</sub>, CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>) (such as acetyl, -C(O)Et, -C(O)Pr), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -S(O)Me, -S(O)Et), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SO<sub>2</sub>Me, -SO<sub>2</sub>Et, -SO<sub>2</sub>Pr), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SMe, -SEt, -SP<sup>r</sup>, -SBu), carboxyl (such as -COOH), and/or ester (such as -C(O)OMe, -C(O)OEt, -C(O)OBu), wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester may be optionally substituted with one or more hydrogen, F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo.

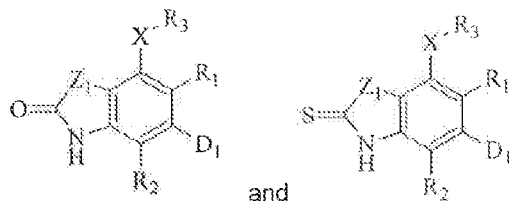
[0114] In certain embodiments of Formula IA,  $R_3$  is selected from



[0115] In some embodiments of Formula IA,  $-X-R_3$  is selected from  $-NHAr_1$ .

[0116] In certain embodiments of Formula IA,  $R_3$  is pyridyl.

[0117] In some embodiments of Formula IA, the A-B bicyclic ring is selected from



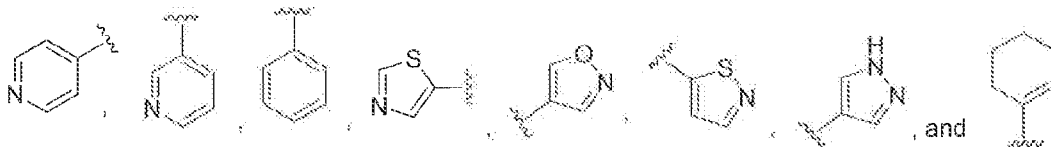
$D_1$  is an isoxazole or pyrazole optionally substituted with one or more deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl), alkoxy( $C_1-C_4$ ) (such as methoxy, ethoxy, isopropoxy), amino (such as  $-NH_2$ ,  $-NHMe$ ,  $-NHET$ ,  $-NHiPr$ ,  $-NHBu$ ,  $-NMe_2$ ,  $NMeEt$ ,  $-NEt_2$ ,  $-NEtBu$ ,  $-NHC(O)NHalkyl$ ), halogen (such as F, Cl), amide (such as  $-NHC(O)Me$ ,  $-NHC(O)Et$ ,  $-C(O)NHMe$ ,  $-C(O)NEt_2$ ,  $-C(O)NIPr$ ),  $-CF_3$ ,  $CN$ ,  $-N_3$ , ketone ( $C_1-C_4$ ) (such as acetyl,  $-C(O)Et$ ,  $-C(O)Pr$ ),  $-S(O)Alkyl(C_1-C_4)$  (such as  $-S(O)Me$ ,  $-S(O)Et$ ),  $-SO_2alkyl(C_1-C_4)$  (such as  $-SO_2Me$ ,  $-SO_2Et$ ,  $-SO_2Pr$ ),  $-thioalkyl(C_1-C_4)$  (such as  $-SMe$ ,  $-SEt$ ,  $-SPr$ ,  $-SBu$ ),  $-COOH$ , and/or ester (such as  $-C(O)OMe$ ,  $-C(O)OEt$ ,  $-C(O)OBu$ ), wherein said alkyl( $C_1-C_4$ ), alkoxy( $C_1-C_4$ ), amino, amide, ketone ( $C_1-C_4$ ),  $-S(O)Alkyl(C_1-C_4)$ ,  $-SO_2alkyl(C_1-C_4)$ ,  $-thioalkyl(C_1-C_4)$ , and ester may be optionally substituted with one or more hydrogen, F, Cl, Br,  $-OH$ ,  $-NH_2$ ,  $-NHMe$ ,  $-OMe$ ,  $-SMe$ , oxo, and/or thio-oxo;

$X$  is optionally present, and if present, is selected from  $-(NH)-$ ,  $-O-$ ,  $-NHCR_xR_y-$ ,  $-NHSO_2-$ , and  $-CR_xR_yNH$ ; and

$Z_1$  is  $-NRA$ ; and

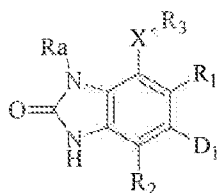
$R_3$  is an isoxazole, pyrazole, pyridyl, thiazole, isothiazole, pyrimidine, phenyl, cyclohexene, benzo[d]oxazolyl, nathyl, or quinolyl, optionally substituted with one or more groups independently selected from deuterium, alkyl( $C_1-C_4$ ) (such as methyl, ethyl, propyl, isopropyl, butyl),  $-OH$ , alkoxy( $C_1-C_4$ ) (such as methoxy, ethoxy, isopropoxy), amino (such as  $-NH_2$ ,  $-NHMe$ ,  $-NHET$ ,  $-NHiPr$ ,  $-NHBu$ ,  $-NMe_2$ ,  $NMeEt$ ,  $-NEt_2$ ,  $-NEtBu$ ,  $-NHC(O)NHalkyl$ ), halogen (such as F, Cl), amide (such as  $-NHC(O)Me$ ,  $-NHC(O)Et$ ,  $-C(O)NHMe$ ,  $-C(O)NEt_2$ ,  $-C(O)NIPr$ ),  $-CF_3$ ,  $CN$ ,  $-N_3$ , ketone ( $C_1-C_4$ ) (such as acetyl,  $-C(O)Et$ ,  $-C(O)Pr$ ),  $-S(O)Alkyl(C_1-C_4)$  (such as  $-S(O)Me$ ,  $-S(O)Et$ ),  $-SO_2alkyl(C_1-C_4)$  (such as  $-SO_2Me$ ,  $-SO_2Et$ ,  $-SO_2Pr$ ),  $-thioalkyl(C_1-C_4)$  (such as  $-SMe$ ,  $-SEt$ ,  $-SPr$ ,  $-SBu$ ), carboxyl (such as  $-COOH$ ), and/or ester (such as  $-C(O)OMe$ ,  $-C(O)OEt$ ,  $-C(O)OBu$ ), wherein said alkyl( $C_1-C_4$ ), alkoxy( $C_1-C_4$ ), amino, amide, ketone ( $C_1-C_4$ ),  $-S(O)Alkyl(C_1-C_4)$ ,  $-SO_2alkyl(C_1-C_4)$ ,  $-thioalkyl(C_1-C_4)$ , and ester may be optionally substituted

with one or more hydrogen, F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo. In some embodiments, when X is -(NH)- then R<sub>3</sub> may be hydrogen. Alternatively, R<sub>3</sub> is selected from



optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NH<sub>2</sub>Et, -NH<sub>2</sub>Pr, -NH<sub>2</sub>Bu, -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEtBu, -NHC(O)NHalkyl), halogen (such as F, Cl), amide (such as -NHC(O)Me, -NHC(O)Et, -C(O)NH<sub>2</sub>, -C(O)NHMe, -C(O)NEt<sub>2</sub>, -C(O)N<sub>i</sub>Pr), -CF<sub>3</sub>, and CN.

[0118] In some embodiments of Formula IA, the A-B bicyclic ring is selected from



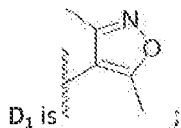
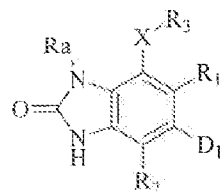
D<sub>1</sub> is an isoxazole or pyrazole optionally substituted with one or more deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NH<sub>2</sub>Et, -NH<sub>2</sub>Pr, -NH<sub>2</sub>Bu, -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEtBu, -NHC(O)NHalkyl), halogen (such as F, Cl), amide (such as -NHC(O)Me, -NHC(O)Et, -C(O)NHMe, -C(O)NEt<sub>2</sub>, -C(O)N<sub>i</sub>Pr), -C(O)cycloamino, -CF<sub>3</sub>, CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>) (such as acetyl, -C(O)Et, -C(O)Pr), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -S(O)Me, -S(O)Et), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SO<sub>2</sub>Me, -SO<sub>2</sub>Et, -SO<sub>2</sub>Pr), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SMe, -SEt, -SP<sub>r</sub>, -SBu), -COOH, and/or ester (such as -C(O)OMe, -C(O)OEt, -C(O)OBu), wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester may be optionally substituted with one or more hydrogen, F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo;

X is optionally present, and if present, is selected from -(NH)-, -NHCR<sub>x</sub>R<sub>y</sub>-, -NHSO<sub>2</sub>-, -CR<sub>x</sub>R<sub>y</sub>NH-, or -NH<sub>2</sub> and R<sub>3</sub> is absent; and

R<sub>3</sub> is an isoxazole, pyrazole, pyridyl, thiazole, pyrimidine, or phenyl optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), -OH, alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NH<sub>2</sub>Et, -NH<sub>2</sub>Pr, -NH<sub>2</sub>Bu, -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEtBu, -NHC(O)NHalkyl), halogen (such as F, Cl), amide (such as -NHC(O)Me, -NHC(O)Et, -C(O)NHMe, -C(O)NEt<sub>2</sub>, -C(O)N<sub>i</sub>Pr), -CF<sub>3</sub>, CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>) (such as acetyl, -C(O)Et, -C(O)Pr), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -S(O)Me, -S(O)Et), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SO<sub>2</sub>Me, -SO<sub>2</sub>Et, -SO<sub>2</sub>Pr), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>) (such as -SMe, -SEt, -SP<sub>r</sub>, -SBu),

carboxyl (such as -COOH), and/or ester (such as -C(O)OMe, -C(O)OEt, -C(O)OBu), wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester may be optionally substituted with one or more hydrogen, F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo.

[0119] In certain embodiments of Formula IA, the A-B bicyclic ring is



X is absent; and

R<sub>3</sub> is an isoxazole, pyrazole, or pyridyl optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>) (such as methyl, ethyl, propyl, isopropyl, butyl), -OH, alkoxy(C<sub>1</sub>-C<sub>4</sub>) (such as methoxy, ethoxy, isopropoxy), amino (such as -NH<sub>2</sub>, -NHMe, -NH<sub>2</sub>Et, -NH<sub>2</sub>Pr, -NH<sub>2</sub>Bu -NMe<sub>2</sub>, NMeEt, -NEt<sub>2</sub>, -NEtBu, -NHC(O)NHalkyl), halogen (such as F, Cl), -CF<sub>3</sub>.

[0120] In some embodiments of Formula IA, the compound is selected from:

4,6-bis(3,5-dimethylisoxazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

5,7-bis(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5,7-bis(3,5-dimethylisoxazol-4-yl)benzo[d]oxazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-methylpyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-(trifluoromethyl)phenyl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(4-methylpyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

7-(1,3-dimethyl-1H-pyrazol-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-(trifluoromethyl)pyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(4-methylisothiazol-5-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(4-fluoro-2-(trifluoromethyl)phenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxy-5-methylphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxypyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-2-methylbenzonitrile;

4,6-bis(3,5-dimethylisoxazol-4-yl)-1,3-dimethyl-1H-benzo[d]imidazol-2(3H)-one;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzonitrile;

5-(3,5-dimethylisoxazol-4-yl)-7-(4-methoxypyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(5-fluoro-2-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(5-chloro-2-methylphenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(6-amino-2-methylpyridin-3-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(3,5-dimethyl-1H-pyrazol-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

6-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

6-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazole-2(3H)-thione;

6-(3,5-dimethylisoxazol-4-yl)-4-(4-methylpyridin-3-yl)-1H-benzo[d]imidazole-2-thiol;

3-(6-(3,5-dimethylisoxazol-4-yl)-2-thioxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzonitrile;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((1,3,5-trimethyl-1H-pyrazol-4-yl)amino)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((2-methylpyridin-3-yl)amino)-1H-benzo[d]imidazol-2(3H)-one;



5-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)-1-methyl-7-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzamide;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-2-methylbenzamide;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((2-methylpyridin-3-yl)oxy)-1H-benzo[d]imidazol-2(3H)-one;

7-(3,5-dimethyl-1H-pyrazol-4-yl)-5-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-((3,5-dimethylisoxazol-4-yl)amino)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(naphthalen-1-yl)-1H-benzo[d]imidazol-2(3H)-one;

7-(3,5-dichloropyridin-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(quinolin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

7-(2-chlorophenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(3-methylpyridin-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(3,5-dimethylpyridin-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(o-tolyl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-fluoro-5-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(5-chloro-2-methoxyphenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-fluoro-3-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2,4-dimethylthiazol-5-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxy-6-methylpyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(benzo[d]oxazol-5-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one; and

7-(cyclohex-1-en-1-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one,

or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof.

**[0121]** Another aspect of the invention provides a method for inhibition of BET protein function by binding to bromodomains, and their use in the treatment and prevention of diseases and conditions in a mammal (e.g., a human) comprising administering a therapeutically effective amount of a compound of Formula I.

**[0122]** In one embodiment, because of potent effects of BET inhibitors *in vitro* on IL-6 and IL-17 transcription, BET inhibitor compounds of Formula I may be used as therapeutics for inflammatory disorders in which IL-6 and/or IL-17 have been implicated in disease. The following autoimmune diseases are amenable to therapeutic use of BET inhibition by administration of a compound of Formula I or stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof because of a prominent role of IL-6 and/or IL-17: Acute Disseminated Encephalomyelitis (Ishizu, T., et al., "CSF cytokine and chemokine profiles in acute disseminated encephalomyelitis," *J Neuroimmunol* 175(1-2): 52-8 (2006)), Agammaglobulinemia (Gonzalez-Serrano, M.E., et al., "Increased Pro-inflammatory Cytokine Production After Lipopolysaccharide Stimulation in Patients with X-linked Agammaglobulinemia," *J Clin Immunol* 32(5):967-74 (2012)), Allergic Disease (McKinley, L., et al., "TH17 cells mediate steroid-resistant airway inflammation and airway hyperresponsiveness in mice," *J Immunol* 181(6):4089-97 (2008)), Ankylosing spondylitis (Taylan, A., et al., "Evaluation of the T helper 17 axis in ankylosing spondylitis," *Rheumatol Int* 32(8):2511-5 (2012)), Anti-GBM/Anti-TBM nephritis (Ito, Y., et al., "Pathogenic significance of interleukin-6 in a patient with antiglomerular basement membrane antibody-induced glomerulonephritis with multinucleated giant cells," *Am J Kidney Dis* 26(1):72-9 (1995)), Anti-phospholipid syndrome (Soltesz, P., et al., "Immunological features of primary anti-phospholipid syndrome in connection with endothelial dysfunction," *Rheumatology* (Oxford) 47(11):1628-34 (2008)), Autoimmune aplastic anemia (Gu, Y., et al., "Interleukin (IL)-17 promotes macrophages to produce IL-8, IL-6 and tumour necrosis factor-alpha in aplastic anaemia," *Br J Haematol* 142(1):109-14 (2008)), Autoimmune hepatitis (Zhao, L., et al., "Interleukin-17 contributes to the pathogenesis of autoimmune hepatitis through inducing hepatic interleukin-6 expression," *PLoS One* 6(4):e18909 (2011)), Autoimmune inner ear disease (Gloddek, B., et al., "Pharmacological influence on inner ear endothelial cells in relation to the pathogenesis of sensorineural hearing loss," *Adv Otorhinolaryngol* 59:75-83 (2002)), Autoimmune myocarditis (Yamashita, T., et al., "IL-6-mediated Th17 differentiation through RORgammat is essential for the initiation of experimental autoimmune myocarditis," *Cardiovasc Res* 91(4):640-8 (2011)), Autoimmune pancreatitis (Ni, J., et al., "Involvement of

Interleukin-17A in Pancreatic Damage in Rat Experimental Acute Necrotizing Pancreatitis," *Inflammation* (2012)), Autoimmune retinopathy (Hohki, S., et al., "Blockade of interleukin-6 signaling suppresses experimental autoimmune uveoretinitis by the inhibition of inflammatory Th17 responses," *Exp Eye Res* 91(2):162-70 (2010)), Autoimmune thrombocytopenic purpura (Ma, D., et al., "Profile of Th17 cytokines (IL-17, TGF-beta, IL-6) and Th1 cytokine (IFN-gamma) in patients with immune thrombocytopenic purpura," *Ann Hematol* 87(11):899-904 (2008)), Behcet's Disease (Yoshimura, T., et al., "Involvement of Th17 cells and the effect of anti-IL-6 therapy in autoimmune uveitis," *Rheumatology* (Oxford) 48(4):347-54 (2009)), Bullous pemphigoid (D'Auria, L., P. et al., "Cytokines and bullous pemphigoid," *Eur Cytokine Netw* 10(2):123-34 (1999)), Castleman's Disease (El-Osta, H.E. and R. Kurzrock, "Castleman's disease: from basic mechanisms to molecular therapeutics," *Oncologist* 16(4):497-511 (2011)), Celiac Disease (Lahdenpera, A.I., et al., "Up-regulation of small intestinal interleukin-17 immunity in untreated coeliac disease but not in potential coeliac disease or in type 1 diabetes," *Clin Exp Immunol* 167(2):226-34 (2012)), Churg-Strauss syndrome (Fujioka, A., et al., "The analysis of mRNA expression of cytokines from skin lesions in Churg-Strauss syndrome," *J Dermatol* 25(3):171-7 (1998)), Crohn's Disease (Holttä, V., et al., "IL-23/IL-17 immunity as a hallmark of Crohn's disease," *Inflamm Bowel Dis* 14(9):1175-84 (2008)), Cogan's syndrome (Shibuya, M., et al., "Successful treatment with tocilizumab in a case of Cogan's syndrome complicated with aortitis," *Mod Rheumatol* (2012)), Dry eye syndrome (De Paiva, C.S., et al., "IL-17 disrupts corneal barrier following desiccating stress," *Mucosal Immunol* 2(3):243-53 (2009)), Essential mixed cryoglobulinemia (Antonelli, A., et al., "Serum levels of proinflammatory cytokines interleukin-1beta, interleukin-6, and tumor necrosis factor alpha in mixed cryoglobulinemia," *Arthritis Rheum* 60(12):3841-7 (2009)), Dermatomyositis (Chevrel, G., et al., "Interleukin-17 increases the effects of IL-1 beta on muscle cells: arguments for the role of T cells in the pathogenesis of myositis," *J Neuroimmunol* 137(1-2):125-33 (2003)), Devic's Disease (Linhares, U.C., et al., "The Ex Vivo Production of IL-6 and IL-21 by CD4(+) T Cells is Directly Associated with Neurological Disability in Neuromyelitis Optica Patients," *J Clin Immunol* (2012)), Encephalitis (Kyburz, D. and M. Corr, "Th17 cells generated in the absence of TGF-beta induce experimental allergic encephalitis upon adoptive transfer," *Expert Rev Clin Immunol* 7(3):283-5 (2011)), Eosinophilic esophagitis (Dias, P.M. and G. Banerjee, "The Role of Th17/IL-17 on Eosinophilic Inflammation," *J Autoimmun* (2012)), Eosinophilic fasciitis (Dias, P.M. and G. Banerjee, "The Role of Th17/IL-17 on Eosinophilic Inflammation," *J Autoimmun* (2012)), Erythema nodosum (Kahawita, I.P. and D.N. Lockwood, "Towards understanding the pathology of erythema nodosum leprosum," *Trans R Soc Trop Med Hyg* 102(4):329-37 (2008)), Giant cell arteritis (Deng, J., et al., "Th17 and Th1 T-cell responses in giant cell arteritis," *Circulation* 121(7):906-15 (2010)), Glomerulonephritis (Ooi, J.D., et

al., "Review: T helper 17 cells: their role in glomerulonephritis," *Nephrology* (Carlton) 15(5):513-21 (2010)), Goodpasture's syndrome (Ito, Y., et al., "Pathogenic significance of interleukin-6 in a patient with antiglomerular basement membrane antibody-induced glomerulonephritis with multinucleated giant cells," *Am J Kidney Dis* 26(1):72-9 (1995)), Granulomatosis with Polyangiitis (Wegener's) (Nakahama, H., et al., "Distinct responses of interleukin-6 and other laboratory parameters to treatment in a patient with Wegener's granulomatosis," *Intern Med* 32(2):189-92 (1993)), Graves' Disease (Kim, S.E., et al., "Increased serum interleukin-17 in Graves' ophthalmopathy," *Graefes Arch Clin Exp Ophthalmol* 250(10):1521-6 (2012)), Guillain-Barre syndrome (Lu, M.O. and J. Zhu, "The role of cytokines in Guillain-Barre syndrome," *J Neurol* 258(4):533-48 (2011)), Hashimoto's thyroiditis (Figuerola-Vega, N., et al., "Increased circulating pro-inflammatory cytokines and Th17 lymphocytes in Hashimoto's thyroiditis," *J Clin Endocrinol Metab* 95(2):953-62 (2009)), Hemolytic anemia (Xu, L., et al., "Critical role of Th17 cells in development of autoimmune hemolytic anemia," *Exp Hematol* (2012)), Henoch-Schonlein purpura (Jen, H.Y., et al., "Increased serum interleukin-17 and peripheral Th17 cells in children with acute Henoch-Schonlein purpura," *Pediatr Allergy Immunol* 22(8):862-8 (2011)), IgA nephropathy (Lin, F.J., et al., "Imbalance of regulatory T cells to Th17 cells in IgA nephropathy," *Scand J Clin Lab Invest* 72(3):221-9 (2012)), Inclusion body myositis (Baron, P., et al., "Production of IL-6 by human myoblasts stimulated with Abeta: relevance in the pathogenesis of IBM," *Neurology* 57(9):1561-5 (2001)), Type I diabetes (Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012)), Interstitial cystitis (Lamale, L.M., et al., "Interleukin-6, histamine, and methylhistamine as diagnostic markers for interstitial cystitis," *Urology* 68(4):702-6 (2006)), Kawasaki's Disease (Jia, S., et al., "The T helper type 17/regulatory T cell imbalance in patients with acute Kawasaki disease," *Clin Exp Immunol* 162(1):131-7 (2010)), Leukocytoclastic vasculitis (Min, C.K., et al., "Cutaneous leucoclastic vasculitis (LV) following bortezomib therapy in a myeloma patient; association with pro-inflammatory cytokines," *Eur J Haematol* 76(3):265-8 (2006)), Lichen planus (Rhodus, N.L., et al., "Proinflammatory cytokine levels in saliva before and after treatment of (erosive) oral lichen planus with dexamethasone," *Oral Dis* 12(2):112-6 (2006)), Lupus (SLE) (Mok, M.Y., et al., "The relation of interleukin 17 (IL-17) and IL-23 to Th1/Th2 cytokines and disease activity in systemic lupus erythematosus," *J Rheumatol* 37(10):2046-52 (2010)), Microscopic polyangiitis (Muller Kobold, A.C., et al., "In vitro up-regulation of E-selectin and induction of interleukin-6 in endothelial cells by autoantibodies in Wegener's granulomatosis and microscopic polyangiitis," *Clin Exp Rheumatol* 17(4):433-40 (1999)), Multiple sclerosis (Jadidi-Niaragh, F. and Mirshafiey A., "Th17 cell, the new player of neuroinflammatory process in multiple sclerosis," *Scand J Immunol* 74(1):1-13 (2011)), Myasthenia gravis (Aricha, R., et al., "Blocking of IL-6 suppresses experimental autoimmune

myasthenia gravis," *J Autoimmun* 36(2):135-41 (2011)), myositis (Chevrel, G., et al., "Interleukin-17 increases the effects of IL-1 beta on muscle cells: arguments for the role of T cells in the pathogenesis of myositis," *J Neuroimmunol* 137(1-2):125-33 (2003)), Optic neuritis (Icoz, S., et al., "Enhanced IL-6 production in aquaporin-4 antibody positive neuromyelitis optica patients," *Int J Neurosci* 120(1):71-5 (2010)), Pemphigus (Lopez-Robles, E., et al., "TNFalpha and IL-6 are mediators in the blistering process of pemphigus," *Int J Dermatol* 40(3):185-8 (2001)), POEMS syndrome (Kallen, K.J., et al., "New developments in IL-6 dependent biology and therapy: where do we stand and what are the options?" *Expert Opin Investig Drugs* 8(9):1327-49 (1999)), Polyarteritis nodosa (Kawakami, T., et al., "Serum levels of interleukin-6 in patients with cutaneous polyarteritis nodosa," *Acta Derm Venereol* 92(3):322-3 (2012)), Primary biliary cirrhosis (Harada, K., et al., "Periductal interleukin-17 production in association with biliary innate immunity contributes to the pathogenesis of cholangiopathy in primary biliary cirrhosis," *Clin Exp Immunol* 157(2):261-70 (2009)), Psoriasis (Fujishima, S., et al., "Involvement of IL-17F via the induction of IL-6 in psoriasis," *Arch Dermatol Res* 302(7):499-505 (2010)), Psoriatic arthritis (Raychaudhuri, S.P., et al., IL-17 receptor and its functional significance in psoriatic arthritis," *Mol Cell Biochem* 359(1-2):419-29 (2012)), Pyoderma gangrenosum (Kawakami, T., et al., "Reduction of interleukin-6, interleukin-8, and anti-phosphatidylserine-prothrombin complex antibody by granulocyte and monocyte adsorption apheresis in a patient with pyoderma gangrenosum and ulcerative colitis," *Am J Gastroenterol* 104(9):2363-4 (2009)), Relapsing polychondritis (Kawai, M., et al., "Sustained response to tocilizumab, anti-interleukin-6 receptor antibody, in two patients with refractory relapsing polychondritis," *Rheumatology (Oxford)* 48(3):318-9 (2009)), Rheumatoid arthritis (Ash, Z. and P. Emery, "The role of tocilizumab in the management of rheumatoid arthritis," *Expert Opin Biol Ther*, 12(9):1277-89 (2012)), Sarcoidosis (Belli, F., et al., "Cytokines assay in peripheral blood and bronchoalveolar lavage in the diagnosis and staging of pulmonary granulomatous diseases," *Int J Immunopathol Pharmacol* 13(2):61-67 (2000)), Scleroderma (Radstake, T.R., et al., "The pronounced Th17 profile in systemic sclerosis (SSc) together with intracellular expression of TGFbeta and IFNgamma distinguishes SSc phenotypes," *PLoS One*, 4(6): e5903 (2009)), Sjogren's syndrome (Katsifis, G.E., et al., "Systemic and local interleukin-17 and linked cytokines associated with Sjogren's syndrome immunopathogenesis," *Am J Pathol* 175(3):1167-77 (2009)), Takayasu's arteritis (Sun, Y., et al., "MMP-9 and IL-6 are potential biomarkers for disease activity in Takayasu's arteritis," *Int J Cardiol* 156(2):236-8 (2012)), Transverse myelitis (Graber, J.J., et al., "Interleukin-17 in transverse myelitis and multiple sclerosis," *J Neuroimmunol* 196(1-2):124-32 (2008)), Ulcerative colitis (Mudter, J. and M.F. Neurath, "IL-6 signaling in inflammatory bowel disease: pathophysiological role and clinical relevance," *Inflamm Bowel Dis* 13(8):1016-23 (2007)), Uveitis (Haruta, H., et al., "Blockade of

interleukin-6 signaling suppresses not only th17 but also interphotoreceptor retinoid binding protein-specific Th1 by promoting regulatory T cells in experimental autoimmune uveoretinitis," *Invest Ophthalmol Vis Sci* 52(6):3264-71 (2011)), and Vitiligo (Bassiouny, D.A. and O. Shaker, "Role of interleukin-17 in the pathogenesis of vitiligo," *Clin Exp Dermatol* 36(3):292-7 115. (2011)). Thus, the invention includes compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof; pharmaceutical compositions comprising one or more of those compounds; and methods of using those compounds or compositions for treating these diseases.

**[0123]** Acute and chronic (non-autoimmune) inflammatory diseases characterized by increased expression of pro-inflammatory cytokines, including IL-6, MCP-1, and IL-17, would also be amenable to therapeutic BET inhibition. These include, but are not limited to, sinusitis (Bradley, D.T. and S.E. Kountakis, "Role of interleukins and transforming growth factor-beta in chronic rhinosinusitis and nasal polyposis," *Laryngoscope* 115(4):684-6 (2005)), pneumonitis (Besnard, A.G., et al., "Inflammasome-IL-1-Th17 response in allergic lung inflammation" *J Mol Cell Biol* 4(1):3-10 (2012)), osteomyelitis (Yoshii, T., et al., "Local levels of interleukin-1beta, -4, -6 and tumor necrosis factor alpha in an experimental model of murine osteomyelitis due to staphylococcus aureus," *Cytokine* 19(2):59-65 2002), gastritis (Bayraktaroglu, T., et al., "Serum levels of tumor necrosis factor-alpha, interleukin-6 and interleukin-8 are not increased in dyspeptic patients with Helicobacter pylori-associated gastritis," *Mediators Inflamm* 13(1):25-8 (2004)), enteritis (Mitsuyama, K., et al., "STAT3 activation via interleukin 6 trans-signalling contributes to ileitis in SAMP1/Yit mice," *Gut* 55(9):1263-9. (2006)), gingivitis (Johnson, R.B., et al., "Interleukin-11 and IL-17 and the pathogenesis of periodontal disease," *J Periodontol* 75(1):37-43 (2004)), appendicitis (Latifi, S.Q., et al., "Persistent elevation of serum interleukin-6 in intraabdominal sepsis identifies those with prolonged length of stay," *J Pediatr Surg* 39(10):1548-52 (2004)), irritable bowel syndrome (Ortiz-Lucas, M., et al., "Irritable bowel syndrome immune hypothesis. Part two: the role of cytokines," *Rev Esp Enferm Dig* 102(12):711-7 (2010)), tissue graft rejection (Kappel, L.W., et al., "IL-17 contributes to CD4-mediated graft-versus-host disease," *Blood* 113(4):945-52 (2009)), chronic obstructive pulmonary disease (COPD) (Traves, S.L. and L.E. Donnelly, "Th17 cells in airway diseases," *Curr Mol Med* 8(5):416-26 (2008)), septic shock (toxic shock syndrome, SIRS, bacterial sepsis, etc) (Nicodeme, E., et al., "Suppression of inflammation by a synthetic histone mimic," *Nature* 468(7327):1119-23 (2010)), osteoarthritis (Chen, L., et al., "IL-17RA aptamer-mediated repression of IL-6 inhibits synovium inflammation in a murine model of osteoarthritis," *Osteoarthritis Cartilage* 19(6):711-8 (2011)), acute gout (Urano, W., et al., "The inflammatory process in the mechanism of decreased serum uric acid concentrations during acute gouty arthritis," *J Rheumatol* 29(9):1950-3 (2002)), acute lung injury (Traves, S.L. and L.E. Donnelly, "Th17 cells in airway diseases," *Curr Mol Med* 8(5):416-26

(2008)), acute renal failure (Simmons, E.M., et al., "Plasma cytokine levels predict mortality in patients with acute renal failure," *Kidney Int* 65(4):1357-65 (2004)), burns (Paquet, P. and G.E. Pierard, "Interleukin-6 and the skin," *Int Arch Allergy Immunol* 109(4):308-17 (1996)), Herxheimer reaction (Kaplanski, G., et al., "Jarisch-Herxheimer reaction complicating the treatment of chronic Q fever endocarditis: elevated TNFalpha and IL-6 serum levels," *J Infect* 37(1):83-4 (1998)), and SIRS associated with viral infections (Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012)). Thus, the invention includes compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof; pharmaceutical compositions comprising one or more of those compounds; and methods of using those compounds or compositions for treating these diseases.

**[0124]** In one embodiment, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used for treating rheumatoid arthritis (RA) and multiple sclerosis (MS). Strong proprietary data exist for the utility of BET inhibitors in preclinical models of RA and MS. R. Jahagirdar, S.M. et al., "An Orally Bioavailable Small Molecule RVX-297 Significantly Decreases Disease in a Mouse Model of Multiple Sclerosis," *World Congress of Inflammation*, Paris, France (2011). Both RA and MS are characterized by a dysregulation of the IL-6 and IL-17 inflammatory pathways (Kimura, A. and T. Kishimoto, "IL-6: regulator of Treg/Th17 balance," *Eur J Immunol* 40(7):1830-5 (2010)) and thus would be especially sensitive to BET inhibition. In another embodiment, BET inhibitor compounds of Formula I may be used for treating sepsis and associated afflictions. BET inhibition has been shown to inhibit development of sepsis, in part, by inhibiting IL-6 expression, in preclinical models in both published (Nicodeme, E., et al., "Suppression of inflammation by a synthetic histone mimic," *Nature* 468(7327):1119-23 (2010)) and proprietary data.

**[0125]** In one embodiment, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat cancer. Cancers that have an overexpression, translocation, amplification, or rearrangement c-myc or other myc family oncoproteins (MYCN, L-myc) are particularly sensitive to BET inhibition. Delmore, J.E., et al., "BET bromodomain inhibition as a therapeutic strategy to target c-Myc," *Cell* 146(6):904-17 (2010); Mertz, J.A., et al., "Targeting MYC dependence in cancer by inhibiting BET bromodomains," *Proc Natl Acad Sci USA* 108(40):16669-74 (2011). These cancers include, but are not limited to, B-acute lymphocytic leukemia, Burkitt's lymphoma, Diffuse large cell lymphoma, Multiple myeloma, Primary plasma cell leukemia, Atypical carcinoid lung cancer, Bladder cancer, Breast cancer, Cervix cancer, Colon cancer,

Gastric cancer, Glioblastoma, Hepatocellular carcinoma, Large cell neuroendocrine carcinoma, Medulloblastoma, Melanoma, nodular, Melanoma, superficial spreading, Neuroblastoma, esophageal squamous cell carcinoma, Osteosarcoma, Ovarian cancer, Prostate cancer, Renal clear cell carcinoma, Retinoblastoma, Rhabdomyosarcoma, and Small cell lung carcinoma. Vita, M. and M. Henriksson, "The Myc oncoprotein as a therapeutic target for human cancer," *Semin Cancer Biol* 16(4):318-30 (2006).

**[0126]** In one embodiment, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat cancers that result from an aberrant regulation (overexpression, translocation, etc) of BET proteins. These include, but are not limited to, NUT midline carcinoma (Brd3 or Brd4 translocation to nutlin 1 gene) (French, C.A., "NUT midline carcinoma," *Cancer Genet Cytogenet* 203(1):16-20 (2010)), B-cell lymphoma (Brd2 overexpression) (Greenwald, R.J., et al., "E mu-BRD2 transgenic mice develop B-cell lymphoma and leukemia," *Blood* 103(4):1475-84 (2004)), non-small cell lung cancer (BrdT overexpression) (Grunwald, C., et al., "Expression of multiple epigenetically regulated cancer/germline genes in nonsmall cell lung cancer," *Int J Cancer* 118(10):2522-8 (2006)), esophageal cancer and head and neck squamous cell carcinoma (BrdT overexpression) (Scanlan, M.J., et al., "Expression of cancer-testis antigens in lung cancer: definition of bromodomain testis-specific gene (BRDT) as a new CT gene, CT9," *Cancer Lett* 150(2):55-64 (2000)), and colon cancer (Brd4) (Rodriguez, R.M., et al., "Aberrant epigenetic regulation of bromodomain BRD4 in human colon cancer," *J Mol Med (Berl)* 90(5):587-95 (2012)).

**[0127]** In one embodiment, because BET inhibitors decrease Brd-dependent recruitment of pTEFb to genes involved in cell proliferation, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat cancers that rely on pTEFb (Cdk9/cyclin T) and BET proteins to regulate oncogenes. These cancers include, but are not limited to, chronic lymphocytic leukemia and multiple myeloma (Tong, W.G., et al., "Phase I and pharmacologic study of SNS-032, a potent and selective Cdk2, 7, and 9 inhibitor, in patients with advanced chronic lymphocytic leukemia and multiple myeloma," *J Clin Oncol* 28(18):3015-22 (2010)), follicular lymphoma, diffuse large B cell lymphoma with germinal center phenotype, Burkitt's lymphoma, Hodgkin's lymphoma, follicular lymphomas and activated, anaplastic large cell lymphoma (Bellan, C., et al., "CDK9/CYCLIN T1 expression during normal lymphoid differentiation and malignant transformation," *J Pathol* 203(4):946-52 (2004)), neuroblastoma and primary neuroectodermal tumor (De Falco, G., et al., "Cdk9 regulates neural differentiation and its expression correlates with the differentiation grade of neuroblastoma and PNET tumors," *Cancer*



*Biol Ther* 4(3):277-81 (2005)), rhabdomyosarcoma (Simone, C. and A. Giordano, "Abrogation of signal-dependent activation of the cdk9/cyclin T2a complex in human RD rhabdomyosarcoma cells," *Cell Death Differ* 14(1):192-5 (2007)), prostate cancer (Lee, D.K., et al., "Androgen receptor interacts with the positive elongation factor P-TEFb and enhances the efficiency of transcriptional elongation," *J Biol Chem* 276(13):9978-84 (2001)), and breast cancer (Bartholomeeusen, K., et al., "BET bromodomain inhibition activates transcription via a transient release of P-TEFb from 7SK snRNP," *J Biol Chem* (2012)).

**[0128]** In one embodiment, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat cancers in which BET-responsive genes, such as CDK6, Bcl2, TYRO3, MYB, and hTERT are up-regulated. Dawson, M.A., et al., "Inhibition of BET recruitment to chromatin as an effective treatment for MLL-fusion leukaemia," *Nature* 478(7370):529-33 (2011); Delmore, J.E., et al., "BET bromodomain inhibition as a therapeutic strategy to target c-Myc," *Cell* 146(6):904-17 (2010). These cancers include, but are not limited to, pancreatic cancer, breast cancer, colon cancer, glioblastoma, adenoid cystic carcinoma, T-cell prolymphocytic leukemia, malignant glioma, bladder cancer, medulloblastoma, thyroid cancer, melanoma, multiple myeloma, Barret's adenocarcinoma, hepatoma, prostate cancer, pro-myelocytic leukemia, chronic lymphocytic leukemia, mantle cell lymphoma, diffuse large B-cell lymphoma, small cell lung cancer, and renal carcinoma. Ruden, M. and N. Puri, "Novel anticancer therapeutics targeting telomerase," *Cancer Treat Rev* (2012); Kelly, P.N. and A. Strasser, "The role of Bcl-2 and its pro-survival relatives in tumorigenesis and cancer therapy" *Cell Death Differ* 18(9):1414-24 (2011); Uchida, T., et al., "Antitumor effect of bcl-2 antisense phosphorothioate oligodeoxynucleotides on human renal-cell carcinoma cells in vitro and in mice," *Mol Urol* 5(2):71-8 (2001).

**[0129]** Published and proprietary data have shown direct effects of BET inhibition on cell proliferation in various cancers. In one embodiment, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat cancers for which exist published and, for some, proprietary, *in vivo* and/or *in vitro* data showing a direct effect of BET inhibition on cell proliferation. These cancers include NMC (NUT-midline carcinoma), acute myeloid leukemia (AML), acute B lymphoblastic leukemia (B-ALL), Burkitt's Lymphoma, B-cell Lymphoma, , Melanoma, mixed lineage leukemia, multiple myeloma, pro-myelocytic leukemia (PML), and non-Hodgkin's lymphoma. Filippakopoulos, P., et al., "Selective inhibition of BET bromodomains," *Nature* 468(7327):1067-73 (2010); Dawson, M.A., et al., "Inhibition of BET recruitment to chromatin as an effective treatment for MLL-fusion leukaemia," *Nature* 478(7370):529-33 (2011); Zuber, J., et al.,

"RNAi screen identifies Brd4 as a therapeutic target in acute myeloid leukaemia," *Nature* 478(7370):524-8 (2011); Miguel F. Segura, et al, "BRD4 is a novel therapeutic target in melanoma," *Cancer Research*. 72(8):Supplement 1 (2012). The compounds of the invention have a demonstrated BET inhibition effect on cell proliferation *in vitro* for the following cancers: Neuroblastoma, Medulloblastoma, lung carcinoma (NSCLC, SCLC), and colon carcinoma.

**[0130]** In one embodiment, because of potential synergy or additive effects between BET inhibitors and other cancer therapy, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be combined with other therapies, chemotherapeutic agents, or anti-proliferative agents to treat human cancer and other proliferative disorders. The list of therapeutic agents which can be combined with BET inhibitors in cancer treatment includes, but is not limited to, ABT-737, Azacitidine (Vidaza), AZD1152 (Barasertib), AZD2281 (Olaparib), AZD6244 (Selumetinib), BEZ235, Bleomycin Sulfate, Bortezomib (Velcade), Busulfan (Myleran), Camptothecin, Cisplatin, Cyclophosphamide (Clafen), CYT387, Cytarabine (Ara-C), Dacarbazine, DAPT (GSI-IX), Decitabine, Dexamethasone, Doxorubicin (Adriamycin), Etoposide, Everolimus (RAD001), Flavopiridol (Alvocidib), Ganetespib (STA-9090), Gefitinib (Iressa), Idarubicin, Ifosfamide (Mitoxana), IFNa2a (Roferon A), Melphalan (Alkeran), Methazolastone (temozolomide), Metformin, Mitoxantrone (Novantrone), Paclitaxel, Phenformin, PKC412 (Midostaurin), PLX4032 (Vemurafenib), Pomalidomide (CC-4047), Prednisone (Deltasone), Rapamycin, Revlimid (Lenalidomide), Ruxolitinib (INCB018424), Sorafenib (Nexavar), SU11248 (Sunitinib), SU11274, Vinblastine, Vincristine (Oncovin), Vinorelbine (Navelbine), Vorinostat (SAHA), and WP1130 (Degrasyn).

**[0131]** In one embodiment, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat benign proliferative and fibrotic disorders, including benign soft tissue tumors, bone tumors, brain and spinal tumors, eyelid and orbital tumors, granuloma, lipoma, meningioma, multiple endocrine neoplasia, nasal polyps, pituitary tumors, prolactinoma, pseudotumor cerebri, seborrheic keratoses, stomach polyps, thyroid nodules, cystic neoplasms of the pancreas, hemangiomas, vocal cord nodules, polyps, and cysts, Castleman disease, chronic pilonidal disease, dermatofibroma, pilar cyst, pyogenic granuloma, juvenile polyposis syndrome, idiopathic pulmonary fibrosis, renal fibrosis, post-operative stricture, keloid formation, scleroderma, and cardiac fibrosis. Tang, X et al., "Assessment of Brd4 Inhibition in Idiopathic Pulmonary Fibrosis Lung Fibroblasts and in Vivo Models of Lung Fibrosis," *Am J Pathology* in press (2013).

[0132] In one embodiment, because of their ability to up-regulate ApoA-1 transcription and protein expression (Mirguet, O., et al., "From ApoA1 upregulation to BET family bromodomain inhibition: discovery of I-BET151," *Bioorg Med Chem Lett* 22(8):2963-7 (2012); Chung, C.W., et al., "Discovery and characterization of small molecule inhibitors of the BET family bromodomains," *J Med Chem* 54(11):3827-38 (2011)), BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat cardiovascular diseases that are generally associated with including dyslipidemia, atherosclerosis, hypercholesterolemia, and metabolic syndrome (Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012); Denis, G.V., "Bromodomain coactivators in cancer, obesity, type 2 diabetes, and inflammation," *Discov Med* 10(55):489-99 (2010)). In another embodiment, BET inhibitor compounds of Formula I may be used to treat non-cardiovascular disease characterized by deficits in ApoA-1, including Alzheimer's disease. Elliott, D.A., et al., "Apolipoproteins in the brain: implications for neurological and psychiatric disorders," *Clin Lipidol* 51(4):555-573 (2010).

[0133] In one embodiment, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used in patients with insulin resistance and type II diabetes. Belkina, A.C. and G.V. Denis, "BET domain co-regulators in obesity, inflammation and cancer," *Nat Rev Cancer* 12(7):465-77 (2012); Denis, G.V., "Bromodomain coactivators in cancer, obesity, type 2 diabetes, and inflammation," *Discov Med* 10(55):489-99 (2010); Wang, F., et al., "Brd2 disruption in mice causes severe obesity without Type 2 diabetes," *Biochem J* 425(1):71-83 (2010); Denis, G.V., et al., "An emerging role for bromodomain-containing proteins in chromatin regulation and transcriptional control of adipogenesis," *FEBS Lett* 584(15):3260-8 (2010). The anti-inflammatory effects of BET inhibition would have additional value in decreasing inflammation associated with diabetes and metabolic disease. Alexandraki, K., et al., "Inflammatory process in type 2 diabetes: The role of cytokines," *Ann N Y Acad Sci* 1084:89-117 (2006).

[0134] In one embodiment, because of their ability to down-regulate viral promoters, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used as therapeutics for cancers that are associated with viruses including Epstein-Barr Virus (EBV), hepatitis virus (HBV, HCV), Kaposi's sarcoma associated virus (KSHV), human papilloma virus (HPV), Merkel cell polyomavirus, and human cytomegalovirus (CMV). Gagnon, D., et al., "Proteasomal degradation of the papillomavirus E2 protein is inhibited by overexpression of bromodomain-containing protein

4," *J Virol* 83(9):4127-39 (2009); You, J., et al., "Kaposi's sarcoma-associated herpesvirus latency-associated nuclear antigen interacts with bromodomain protein Brd4 on host mitotic chromosomes," *J Virol* 80(18):8909-19 (2006); Palermo, R.D., et al., "RNA polymerase II stalling promotes nucleosome occlusion and pTEFb recruitment to drive immortalization by Epstein-Barr virus," *PLoS Pathog* 7(10):e1002334 (2011); Poreba, E., et al., "Epigenetic mechanisms in virus-induced tumorigenesis," *Clin Epigenetics* 2(2):233-47. 2011. In another embodiment, because of their ability to reactivate HIV-1 in models of latent T cell infection and latent monocyte infection, BET inhibitors could be used in combination with anti-retroviral therapeutics for treating HIV. Zhu, J., et al., "Reactivation of Latent HIV-1 by Inhibition of BRD4," *Cell Rep* (2012); Banerjee, C., et al., "BET bromodomain inhibition as a novel strategy for reactivation of HIV-1," *J Leukoc Biol* (2012); Bartholomeeusen, K., et al., "BET bromodomain inhibition activates transcription via a transient release of P-TEFb from 7SK snRNP," *J Biol Chem* (2012); Li, Z., et al., "The BET bromodomain inhibitor JQ1 activates HIV latency through antagonizing Brd4 inhibition of Tat-transactivation," *Nucleic Acids Res* (2012.)

**[0135]** In one embodiment, because of the role of epigenetic processes and bromodomain-containing proteins in neurological disorders, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used to treat diseases including, but not limited to, Alzheimer's disease, Parkinson's disease, Huntington disease, bipolar disorder, schizophrenia, Rubinstein-Taybi syndrome, and epilepsy. Prinjha, R.K., J. Witherington, and K. Lee, "Place your BETs: the therapeutic potential of bromodomains," *Trends Pharmacol Sci* 33(3):146-53 (2012); Muller, S., et al., "Bromodomains as therapeutic targets," *Expert Rev Mol Med* 13:e29 (2011).

**[0136]** In one embodiment, because of the effect of BRDT depletion or inhibition on spermatid development, BET inhibitor compounds of Formula I, stereoisomers, tautomers, pharmaceutically acceptable salts, or hydrates thereof, or compositions comprising one or more of those compounds may be used as reversible, male contraceptive agents. Matzuk, M.M., et al., "Small-Molecule Inhibition of BRDT for Male Contraception," *Cell* 150(4): p. 673-684 (2012); Berkovits, B.D., et al., "The testis-specific double bromodomain-containing protein BRDT forms a complex with multiple spliceosome components and is required for mRNA splicing and 3'-UTR truncation in round spermatids," *Nucleic Acids Res* 40(15):7162-75 (2012).

#### Pharmaceutical Compositions

**[0137]** Pharmaceutical compositions of the present disclosure comprise at least one compound of Formula I, or tautomer, stereoisomer, pharmaceutically acceptable salt or hydrate

thereof formulated together with one or more pharmaceutically acceptable carriers. These formulations include those suitable for oral, rectal, topical, buccal and parenteral (e.g., subcutaneous, intramuscular, intradermal, or intravenous) administration. The most suitable form of administration in any given case will depend on the degree and severity of the condition being treated and on the nature of the particular compound being used.

**[0138]** Formulations suitable for oral administration may be presented in discrete units, such as capsules, cachets, lozenges, or tablets, each containing a predetermined amount of a compound of the present disclosure as powder or granules; as a solution or a suspension in an aqueous or non-aqueous liquid; or as an oil-in-water or water-in-oil emulsion. As indicated, such formulations may be prepared by any suitable method of pharmacy which includes the step of bringing into association at least one compound of the present disclosure as the active compound and a carrier or excipient (which may constitute one or more accessory ingredients). The carrier must be acceptable in the sense of being compatible with the other ingredients of the formulation and must not be deleterious to the recipient. The carrier may be a solid or a liquid, or both, and may be formulated with at least one compound described herein as the active compound in a unit-dose formulation, for example, a tablet, which may contain from about 0.05% to about 95% by weight of the at least one active compound. Other pharmacologically active substances may also be present including other compounds. The formulations of the present disclosure may be prepared by any of the well-known techniques of pharmacy consisting essentially of admixing the components.

**[0139]** For solid compositions, conventional nontoxic solid carriers include, for example, pharmaceutical grades of mannitol, lactose, starch, magnesium stearate, sodium saccharin, talc, cellulose, glucose, sucrose, magnesium carbonate, and the like. Liquid pharmacologically administrable compositions can, for example, be prepared by, for example, dissolving or dispersing, at least one active compound of the present disclosure as described herein and optional pharmaceutical adjuvants in an excipient, such as, for example, water, saline, aqueous dextrose, glycerol, ethanol, and the like, to thereby form a solution or suspension. In general, suitable formulations may be prepared by uniformly and intimately admixing the at least one active compound of the present disclosure with a liquid or finely divided solid carrier, or both, and then, if necessary, shaping the product. For example, a tablet may be prepared by compressing or molding a powder or granules of at least one compound of the present disclosure, which may be optionally combined with one or more accessory ingredients. Compressed tablets may be prepared by compressing, in a suitable machine, at least one compound of the present disclosure in a free-flowing form, such as a powder or granules, which may be optionally mixed with a binder, lubricant, inert diluent and/or surface active/dispersing agent(s). Molded tablets may be made by molding, in

a suitable machine, where the powdered form of at least one compound of the present disclosure is moistened with an inert liquid diluent.

[0140] Formulations suitable for buccal (sub-lingual) administration include lozenges comprising at least one compound of the present disclosure in a flavored base, usually sucrose and acacia or tragacanth, and pastilles comprising the at least one compound in an inert base such as gelatin and glycerin or sucrose and acacia.

[0141] Formulations of the present disclosure suitable for parenteral administration comprise sterile aqueous preparations of at least one compound of Formula I or tautomers, stereoisomers, pharmaceutically acceptable salts, and hydrates thereof, which are approximately isotonic with the blood of the intended recipient. These preparations are administered intravenously, although administration may also be effected by means of subcutaneous, intramuscular, or intradermal injection. Such preparations may conveniently be prepared by admixing at least one compound described herein with water and rendering the resulting solution sterile and isotonic with the blood. Injectable compositions according to the present disclosure may contain from about 0.1 to about 5% w/w of the active compound.

[0142] Formulations suitable for rectal administration are presented as unit-dose suppositories. These may be prepared by admixing at least one compound as described herein with one or more conventional solid carriers, for example, cocoa butter, and then shaping the resulting mixture.

[0143] Formulations suitable for topical application to the skin may take the form of an ointment, cream, lotion, paste, gel, spray, aerosol, or oil. Carriers and excipients which may be used include Vaseline, lanoline, polyethylene glycols, alcohols, and combinations of two or more thereof. The active compound (i.e., at least one compound of Formula I or tautomers, stereoisomers, pharmaceutically acceptable salts, and hydrates thereof) is generally present at a concentration of from about 0.1% to about 15% w/w of the composition, for example, from about 0.5 to about 2%.

[0144] The amount of active compound administered may be dependent on the subject being treated, the subject's weight, the manner of administration and the judgment of the prescribing physician. For example, a dosing schedule may involve the daily or semi-daily administration of the encapsulated compound at a perceived dosage of about 1  $\mu$ g to about 1000 mg. In another embodiment, intermittent administration, such as on a monthly or yearly basis, of a dose of the encapsulated compound may be employed. Encapsulation facilitates access to the site of action and allows the administration of the active ingredients simultaneously, in theory producing a synergistic effect. In accordance with standard dosing regimens, physicians will readily determine optimum dosages and will be able to readily modify administration to achieve such dosages.

[0145] A therapeutically effective amount of a compound or composition disclosed herein can be measured by the therapeutic effectiveness of the compound. The dosages, however, may be varied depending upon the requirements of the patient, the severity of the condition being treated, and the compound being used. In one embodiment, the therapeutically effective amount of a disclosed compound is sufficient to establish a maximal plasma concentration. Preliminary doses as, for example, determined according to animal tests, and the scaling of dosages for human administration is performed according to art-accepted practices.

[0146] Toxicity and therapeutic efficacy can be determined by standard pharmaceutical procedures in cell cultures or experimental animals, e.g., for determining the LD<sub>50</sub> (the dose lethal to 50% of the population) and the ED<sub>50</sub> (the dose therapeutically effective in 50% of the population). The dose ratio between toxic and therapeutic effects is the therapeutic index and it can be expressed as the ratio LD<sub>50</sub>/ED<sub>50</sub>. Compositions that exhibit large therapeutic indices are preferable.

[0147] Data obtained from the cell culture assays or animal studies can be used in formulating a range of dosage for use in humans. Therapeutically effective dosages achieved in one animal model may be converted for use in another animal, including humans, using conversion factors known in the art (see, e.g., Freireich et al., *Cancer Chemother. Reports* 50(4):219-244 (1966) and the following Table for Equivalent Surface Area Dosage Factors).

Equivalent Surface Area Dosage Factors:

To: From:	Mouse (20 g)	Rat (150 g)	Monkey (3.5 kg)	Dog (8 kg)	Human (60 kg)
Mouse	1	1/2	1/4	1/6	1/12
Rat	2	1	1/2	1/4	1/7
Monkey	4	2	1	3/5	1/3
Dog	6	4	3/5	1	1/2
Human	12	7	3	2	1

[0148] The dosage of such compounds lies preferably within a range of circulating concentrations that include the ED<sub>50</sub> with little or no toxicity. The dosage may vary within this range depending upon the dosage form employed and the route of administration utilized. Generally, a therapeutically effective amount may vary with the subject's age, condition, and gender, as well as

the severity of the medical condition in the subject. The dosage may be determined by a physician and adjusted, as necessary, to suit observed effects of the treatment.

**[0149]** In one embodiment, a compound of Formula I or a tautomer, stereoisomer, pharmaceutically acceptable salt or hydrate thereof, is administered in combination with another therapeutic agent. The other therapeutic agent can provide additive or synergistic value relative to the administration of a compound of the present disclosure alone. The therapeutic agent can be, for example, a statin; a PPAR agonist, e.g., a thiazolidinedione or fibrate; a niacin, a RVX, FXR or LXR agonist; a bile-acid reuptake inhibitor; a cholesterol absorption inhibitor; a cholesterol synthesis inhibitor; a cholesteryl ester transfer protein (CETP), an ion-exchange resin; an antioxidant; an inhibitor of AcylCoA cholesterol acyltransferase (ACAT inhibitor); a tyroprostone; a sulfonylurea-based drug; a biguanide; an alpha-glucosidase inhibitor; an apolipoprotein E regulator; a HMG-CoA reductase inhibitor, a microsomal triglyceride transfer protein; an LDL-lowering drug; an HDL-raising drug; an HDL enhancer; a regulator of the apolipoprotein A-IV and/or apolipoprotein genes; or any cardiovascular drug.

**[0150]** In another embodiment, a compound of Formula I or a tautomer, stereoisomer, pharmaceutically acceptable salt or hydrate thereof, is administered in combination with one or more anti-inflammatory agents. Anti-inflammatory agents can include immunosuppressants, TNF inhibitors, corticosteroids, non-steroidal anti-inflammatory drugs (NSAIDs), disease-modifying anti-rheumatic drugs (DMARDs), and the like. Exemplary anti-inflammatory agents include, for example, prednisone; methylprednisolone (Medrol®), triamcinolone, methotrexate (Rheumatrex®, Trexall®), hydroxychloroquine (Plaquenil®), sulfasalazine (Azulfidine®), leflunomide (Arava®), etanercept (Enbrel®), infliximab (Remicade®), adalimumab (Humira®), rituximab (Rituxan®), abatacept (Orencia®), interleukin—1, anakinra (Kineret™), ibuprofen, ketoprofen, fenoprofen, naproxen, aspirin, acetaminophen, indomethacin, sulindac, meloxicam, piroxicam, tenoxicam, lornoxicam, ketorolac, etodolac, mefenamic acid, meclofenamic acid, flufenamic acid, tolfenamic acid, diclofenac, oxaprozin, apazone, nimesulide, nabumetone, tenidap, etanercept, tolmetin, phenylbutazone, oxyphenbutazone, diflunisal, salsalate, olsalazine, or sulfasalazine.

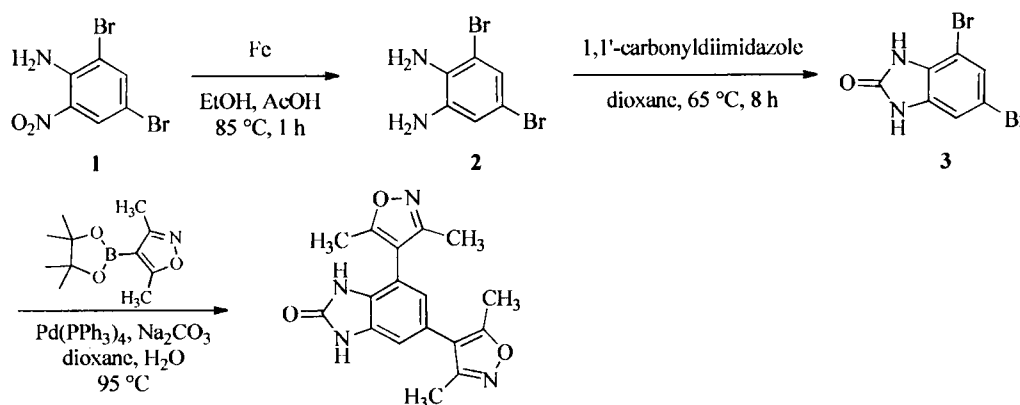
## EXAMPLES

**[0151] General Methods.** Unless otherwise noted, reagents and solvents were used as received from commercial suppliers. Proton nuclear magnetic resonance spectra were obtained on a Bruker AVANCE 300™ spectrometer at 300 MHz or Bruker AVANCE 500™ spectrometer at 500 MHz. Spectra are given in ppm ( $\delta$ ) and coupling constants,  $J$  values, are reported in hertz (Hz). Tetramethylsilane was used as an internal standard for  $^1\text{H}$  nuclear magnetic resonance. Mass spectra analyses were performed on Waters Aquity™ UPLC Mass Spectrometer in ESI or APCI mode



when appropriate, Agilent 6130A <sup>™</sup> Mass Spectrometer in ESI, APCI, or MultiMode <sup>™</sup> mode when appropriate or Applied Biosystems <sup>™</sup> API-150EX Spectrometer in ESI or APCI mode when appropriate. Silica gel chromatography were in general performed on a Teledyne Isco CombiFlash<sup>®</sup> Rf 200 system or a Teledyne Isco CombiFlash<sup>®</sup> Companion system.

**Preparation of 4,6-bis(3,5-dimethylisoxazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one (Example Compound 1).**



**Example 1**

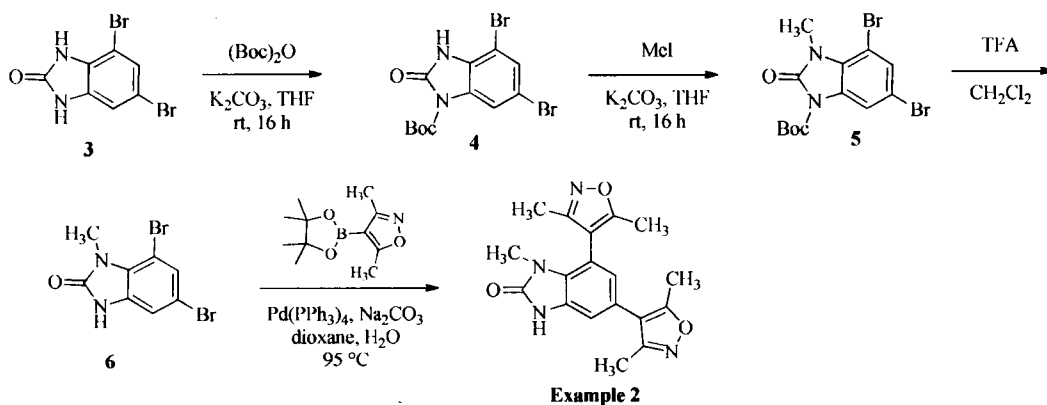
**[0152] Step 1:** To a solution of **1** (5.0 g, 16.9 mmol) in ethanol (35 mL) was added iron (4.7 g, 84.5 mmol) and acetic acid (15 mL). The reaction was heated at 85 °C for an hour. The reaction mixture was cooled to room temperature, diluted with methanol (150 mL) and neutralized with sodium carbonate. The organic layer was dried over sodium sulfate, filtered and concentrated. Purification by chromatography (silica gel, 0–20% ethyl acetate/hexanes) afforded **2** (3.15 g, 70%) as a brown solid: <sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 6.77 (d, *J* = 2.1 Hz, 1H), 6.65 (d, *J* = 2.1 Hz, 1H), 5.17 (s, 2H), 4.77 (s, 2H).

**[0153] Step 2:** To a solution of **2** (3.15 g, 11.8 mmol) in 1,4-dioxane (50 mL) was added 1,1'-carbonyldiimidazole (2.3 g, 14.2 mmol). The reaction was heated at 65 °C for 8 hours. The reaction mixture was cooled to room temperature and concentrated *in vacuo*. Purification by chromatography (silica gel, 0–10% methanol/ethyl acetate) and further trituration with methanol afforded **3** (2.9 g, 83%) as a white solid: <sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 11.26 (s, 1H), 11.08 (s, 1H), 7.32 (d, *J* = 1.8 Hz, 1H), 7.06 (d, *J* = 1.8 Hz, 1H).

**[0154] Step 3:** To a suspension of **3** (200 mg, 0.69 mmol) in 1,4-dioxane (5 mL) and water (1 mL) was added 3,5-dimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isoxazole (535 mg, 2.40 mmol), sodium carbonate (290 mg, 2.74 mmol) and tetrakis(triphenylphosphine)palladium (158 mg, 0.14 mmol). The reaction mixture was purged with nitrogen and was heated at 95 °C for 16 h. The mixture was diluted with methylene chloride (30 mL) and washed with brine (2 × 10 mL). The

organic layer was dried over sodium sulfate, filtered and concentrated. Purification by chromatography (silica gel, 0–100% ethyl acetate/hexanes) afforded **Example Compound 1** (70 mg, 32%) as a white solid:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  10.85 (s, 1H), 10.72 (s, 1H), 6.91 (s, 1H), 6.83 (d,  $J = 1.5$  Hz, 1H), 2.41 (s, 3H), 2.31 (s, 3H), 2.24 (s, 3H), 2.15 (s, 3H); ESI  $m/z$  325  $[\text{M} + \text{H}]^+$ .

**Preparation of 5,7-bis(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one (Example Compound 2).**



**[0155] Step 1:** To a solution of **3** (400 mg, 1.37 mmol) in tetrahydrofuran (15 mL) was added di-*t*-butyl dicarbonate (299 mg, 1.37 mmol) and potassium carbonate (189 mg, 1.37 mmol). The reaction was stirred at room temperature for 16 h. The reaction mixture was diluted with ethyl acetate (30 mL) and washed with water and brine. The organic layer was separated, dried over sodium sulfate and concentrated *in vacuo* to afford **4** (550 mg, >100%) as an off-white solid:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  11.83 (s, 1H), 7.72 (s, 1H), 7.52 (d,  $J = 6.0$  Hz, 1H), 1.57 (s, 9H).

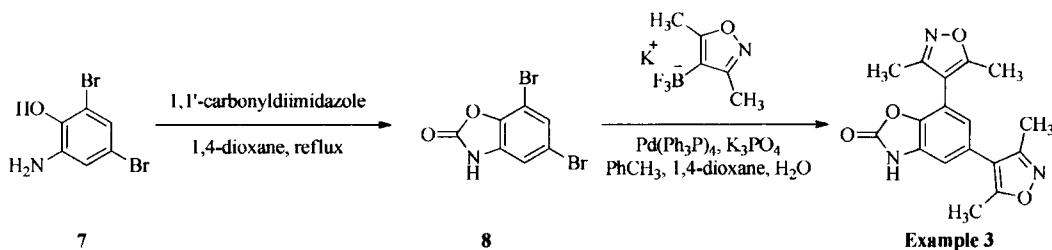
**[0156] Step 2:** To a solution of **4** (550 mg, 1.40 mmol) in tetrahydrofuran (10 mL) was added methyl iodide (0.12 mL, 1.96 mmol) and potassium carbonate (232 mg, 1.68 mmol). The reaction was stirred at room temperature for 16 h. The reaction mixture was diluted with ethyl acetate (30 mL) and washed with sat. sodium bicarbonate and brine. The organic layer was separated, dried over sodium sulfate and concentrated *in vacuo* to afford **5** (550 mg, 96%) as an off-white solid:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  7.89 (d,  $J = 1.8$  Hz, 1H), 7.63 (d,  $J = 1.8$  Hz, 1H), 3.56 (s, 3H), 1.58 (s, 9H).

**[0157] Step 3:** To a solution of **5** (550 mg, 1.40 mmol) in methylene chloride (10 mL) was added trifluoroacetic acid (3.40 mL) and the reaction was stirred at room temperature for 30 min. The reaction mixture was concentrated *in vacuo*, and the residue was then diluted with ethyl acetate (30 mL), and washed with sat. sodium bicarbonate and brine. The organic layer was separated, dried over sodium sulfate and concentrated *in vacuo* to afford **6** (440 mg, >100%) as an off-white solid:  $^1\text{H}$

NMR (300 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  11.37 (bs, 1H), 7.32 (d, *J* = 1.8 Hz, 1H), 7.11 (d, *J* = 1.8 Hz, 1H), 3.53 (s, 3H).

**[0158] Step 4:** To a solution of **6** (430 mg, 1.41 mmol) in 1,4-dioxane (13 mL) and water (3 mL) was added 3,5-dimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isoxazole (1.1 g, 4.92 mmol), sodium carbonate (598 mg, 5.64 mmol) and tetrakis(triphenylphosphine)palladium (0) (163 mg, 0.14 mmol). The reaction mixture was purged with nitrogen and then heated at 95 °C for 16 h. The mixture was diluted with methylene chloride (50 mL) and washed with brine (2 × 10 mL). The organic layer was dried over sodium sulfate, filtered and concentrated. Purification by chromatography (silica gel, 0–50% ethyl acetate/methylene chloride) afforded **Example Compound 2** (220 mg, 46%) as a white solid: <sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  11.17 (s, 1H), 7.01 (d, *J* = 1.8 Hz, 1H), 6.79 (d, *J* = 1.8 Hz, 1H), 2.95 (s, 3H), 2.49 (s, 3H), 2.41 (s, 3H), 2.23 (s, 3H), 2.10 (s, 3H); ESI *m/z* 339 [M + H]<sup>+</sup>.

**Preparation of 5,7-bis(3,5-dimethylisoxazol-4-yl)benzo[d]oxazol-2(3H)-one (Example Compound 3).**



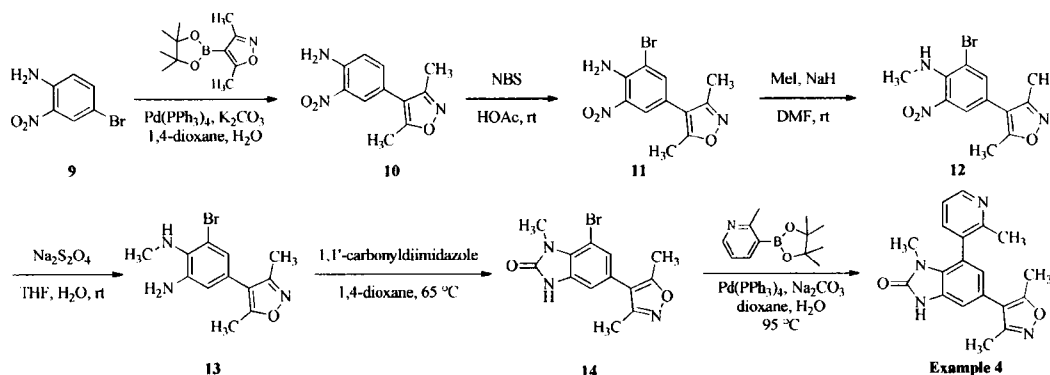
**[0159] Step 1:** A solution of **7** (1.73 g, 6.48 mmol) and 1,1'-carbonyldiimidazole (2.63 g, 16.23 mmol) in 1,4-dioxane (60 mL) was refluxed for 16 h. After cooling to room temperature, the reaction mixture was mixed with silica gel (10 g) and concentrated. The resulting residue was purified by chromatography (silica gel, 0–50% ethyl acetate/heptane) to afford **8** (1.62 g, 85%) as a light brown solid: <sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  12.16 (br s, 1H), 7.53 (d, *J* = 1.8 Hz, 1H), 7.29 (d, *J* = 1.8 Hz, 1H); MM *m/z* 292 [M + H]<sup>+</sup>.

**[0160] Step 2:** A mixture of **8** (322 mg, 1.10 mmol), potassium (3,5-dimethylisoxazol-4-yl)trifluoroborate (782 mg, 3.85 mmol), potassium phosphate (1.05 g, 4.95 mmol) and tetrakis(triphenylphosphine)palladium(0) (153 mg, 0.13 mmol) in toluene (15 mL)/water (0.5 mL) was purged with nitrogen for 5 minutes. Then the reaction mixture was heated for 16 h at 90 °C. After cooling to room temperature, potassium (3,5-dimethylisoxazol-4-yl)trifluoroborate (220 mg, 1.08 mmol), tetrakis(triphenylphosphine)palladium(0) (50 mg, 0.043 mmol), 1,4-dioxane (3 mL)/water (2 mL) were added. The reaction mixture was purged with nitrogen for two minutes, and then heated for 16 h at 90 °C. After cooling to room temperature, the reaction mixture was

concentrated. The resulting residue was purified by chromatography (silica gel, 0–50% ethyl acetate/heptane) followed by trituration with methylene chloride/hexanes to afford **Example Compound 3** (45 mg, 13%) as a white solid:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  11.90 (br s, 1H), 7.15–7.08 (m, 2H), 2.43 (s, 3H), 2.41 (s, 3H), 2.26 (s, 3H), 2.24 (s, 3H); MM  $m/z$  324  $[\text{M} - \text{H}]^-$ .

**General Procedure A:**

**5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-methylpyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one (Example Compound 4).**



**[0161] Step 1:** To a solution of **9** (1.00 g, 4.61 mmol) in 1,4-dioxane (40 mL) and water (4 mL) was added 3,5-dimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isoxazole (1.23 g, 5.53 mmol), potassium carbonate (1.27 g, 9.22 mmol), and tetrakis(triphenylphosphine)palladium(0) (266 mg, 0.231 mmol). The reaction mixture was purged with nitrogen and heated at 90 °C for 16 h. The reaction mixture was cooled to room temperature, concentrated and purified by chromatography (silica gel, 0–30% ethyl acetate/hexanes) to give **10** (950 mg, 88%) as a yellow solid:  $^1\text{H}$  NMR (500 MHz,  $\text{CDCl}_3$ )  $\delta$  8.02 (d,  $J = 2.1$  Hz, 1H), 7.26 (dd,  $J = 2.1$  Hz, 8.5 Hz, 1H), 6.89 (d,  $J = 8.6$  Hz, 1H), 6.14 (s, 2H), 2.40 (s, 3H), 2.26 (s, 3H); ESI  $m/z$  234  $[\text{M} + \text{H}]^+$ .

**[0162] Step 2:** To a solution of **10** (940 mg, 4.03 mmol) in acetic acid (15 mL) at 0 °C was added *N*-bromosuccinimide (753 mg, 4.23 mmol). The reaction was warmed to room temperature and stirred for 16 h. The mixture was concentrated *in vacuo*. The residue was suspended in hot MeOH, cooled to room temperature and was basified with 10% aq.  $\text{NaHCO}_3$ . The mixture was diluted with water and filtered. The solid was washed with water and dried *in vacuo* to afford **11** (1.10 g, 87%) as a yellow solid:  $^1\text{H}$  NMR (500 MHz,  $\text{CDCl}_3$ )  $\delta$  8.04 (d,  $J = 2.1$  Hz, 1H), 7.61 (d,  $J = 2.1$  Hz, 1H), 6.69 (br.s, 2H), 2.40 (s, 3H), 2.26 (s, 3H); ESI  $m/z$  312  $[\text{M} + \text{H}]^+$ .

**[0163] Step 3:** To a solution of **11** (1.00 g, 3.21 mmol) in DMF (10 mL) was added NaH (60% dispersion in mineral oil, 141 mg, 3.53 mmol) at room temperature under nitrogen. The mixture was stirred at room temperature for 30 min and iodomethane (410 mg, 2.98 mmol) was

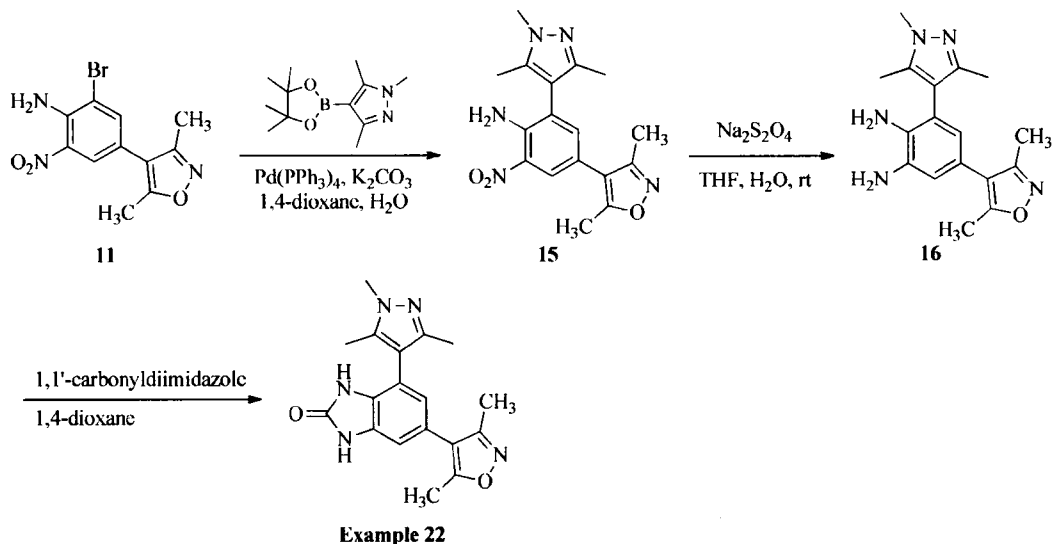
added. The reaction mixture was stirred at room temperature for 16 h.  $\text{NH}_4\text{Cl}/\text{H}_2\text{O}$  (10 mL) was added, the mixture was stirred for 30 min, concentrated and purified by chromatography (silica gel, 0–25% ethyl acetate/hexanes) to give **12** (370 mg, 35%) as an orange solid:  $^1\text{H}$  NMR (500 MHz,  $\text{CDCl}_3$ )  $\delta$  7.75 (d,  $J$  = 2.1 Hz, 1H), 7.57 (d,  $J$  = 2.1 Hz, 1H), 6.25 (q,  $J$  = 5.6 Hz, 1H), 3.06 (d,  $J$  = 5.5 Hz, 3H), 2.40 (s, 3H), 2.26 (s, 3H).

**[0164] Step 4:** To a solution of **12** (2.43 g, 7.45 mmol) in tetrahydrofuran (40 mL) was added sodium dithionite (7.78 g, 44.7 mmol) in water (40 mL). The reaction mixture was stirred at room temperature for 2 h and concentrated under vacuum. To the residue was added 2N HCl (30 mL), the mixture was heated to reflux for 1 min, and concentrated under vacuum. The residue was dissolved in MeOH, adjusted to pH 8 by saturated  $\text{NaHCO}_3$  (10% in water) and concentrated under vacuum. The residue was purified by chromatography (silica gel, 0–100% ethyl acetate/hexanes) to afford **13** (1.92 g, 87%) as a yellow solid:  $^1\text{H}$  NMR (500 MHz,  $\text{CDCl}_3$ )  $\delta$  6.79 (d,  $J$  = 1.8 Hz, 1H), 6.50 (d,  $J$  = 1.8 Hz, 1H), 4.08 (br.s, 2H), 3.29 (br.s, 1H), 2.71 (s, 3H), 2.38 (s, 3H), 2.25 (s, 3H); ESI  $m/z$  296  $[\text{M} + \text{H}]^+$ .

**[0165] Step 5:** To a mixture of **13** (1.92 g, 6.49 mmol) in 1,4-dioxane (50 mL) was added 1,1'-carbonyldiimidazole (2.10 g, 12.9 mmol) and DMAP (10 mg). The reaction was heated in a sealed tube at 100 °C for 16 h. The mixture was concentrated and purified by chromatography (silica gel, 0–100% ethyl acetate in hexanes) to afford **14** (2.03 g, 97%) as a yellow solid:  $^1\text{H}$  NMR (500 MHz,  $\text{CDCl}_3$ )  $\delta$  9.28 (s, 1H), 7.08 (d,  $J$  = 1.4 Hz, 1H), 6.89 (d,  $J$  = 1.4 Hz, 1H), 3.78 (s, 3H), 2.39 (s, 3H), 2.25 (s, 3H); ESI  $m/z$  322  $[\text{M} + \text{H}]^+$ .

**[0166] Step 6:** To a solution of **14** (100 mg, 0.31 mmol) in 1,4-dioxane (3 mL) and water (0.5 mL) was added 2-methyl-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)pyridine (88 mg, 0.40 mmol), sodium carbonate (66 mg, 0.62 mmol) and tetrakis(triphenylphosphine)palladium (0) (18 mg, 0.016 mmol). The reaction mixture was purged with nitrogen and then heated at 95 °C for 16 h. The mixture was diluted with methylene chloride (50 mL) and washed with brine (2  $\times$  10 mL). The organic layer was dried over sodium sulfate, filtered and concentrated. Purification by chromatography (silica gel, 0–5% methanol/methylene chloride) afforded **Example Compound 4** (55 mg, 53%) as a white solid:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  11.17 (s, 1H), 8.54 (dd,  $J$  = 5.0, 1.7 Hz, 1H), 7.74 (dd,  $J$  = 7.6, 1.8 Hz, 1H), 7.36–7.29 (m, 1H), 7.00 (d,  $J$  = 1.8 Hz, 1H), 6.78 (d,  $J$  = 1.5 Hz, 1H), 2.70 (s, 3H), 2.40 (s, 3H), 2.31 (s, 3H), 2.23 (s, 3H); ESI  $m/z$  335  $[\text{M} + \text{H}]^+$ .

**Preparation of 6-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one (Example Compound 22).**



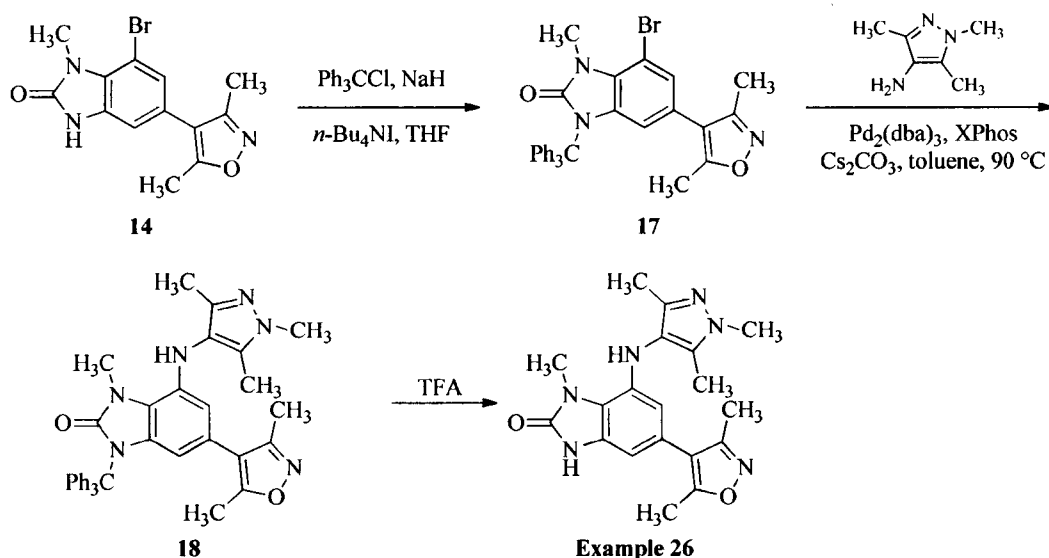
**[0167] Step 1:** To a mixture of **11** (500 mg, 1.6 mmol), 1,3,5-trimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1H-pyrazole (454 mg, 1.92 mmol), potassium carbonate (443 mg, 3.20 mmol), water (2 mL) and 1,4-dioxane (9 mL) was added tetrakis(triphenylphosphine)palladium(0) (93 mg, 0.08 mmol). The suspension was heated at 90 °C for 17 h. After cooling to room temperature, methanol (20 mL) and silica gel (10 g) were added. The mixture was concentrated to dryness and the resulting powder was purified by flash chromatography (silica gel, 0–90% ethyl acetate/hexanes) affording **15** as a yellow solid (291 mg, 53%): <sup>1</sup>H NMR (500 MHz, CDCl<sub>3</sub>) δ 8.05 (d, *J* = 2.0 Hz, 1H), 7.10 (d, *J* = 2.5 Hz, 1H), 6.26 (br s, 2H), 3.82 (s, 3H), 2.43 (s, 3H), 2.29 (s, 3H), 2.14 (s, 3H), 2.13 (s, 3H).

**[0168] Step 2:** To a solution of **15** (290 mg, 0.85 mmol) in THF (20 mL) was added a solution of sodium dithionite (887 mg, 5.10 mmol) in water (20 mL). The solution stirred at room temperature for 17 h. The reaction was concentrated to dryness and methanol (30 mL) was added. The suspension stirred at room temperature for 3 h and was filtered. The filtrate was concentrated to dryness and a solution of 2N aq. HCl (20 mL) was added. The solution was brought to reflux for 5 minutes and then cooled to room temperature. The solvent was removed under reduced pressure and silica gel (10 g) and methanol (20 mL) were added. The methanol was removed and the adsorbed silica mixture was subject to flash chromatography (silica gel, 0–50% CMA (CMA: 80% CH<sub>2</sub>Cl<sub>2</sub>, 18% methanol, 2% NH<sub>4</sub>OH) in CH<sub>2</sub>Cl<sub>2</sub>) affording **16** as a light brown solid (201 mg, 76%): <sup>1</sup>H NMR (500 MHz, CDCl<sub>3</sub>) δ 6.59 (d, *J* = 2.0 Hz, 1H), 6.44 (d, *J* = 2.0 Hz, 1H), 3.80 (s, 3H), 3.48 (br s, 4H), 2.39 (s, 3H), 2.27 (s, 3H), 2.16 (s, 3H), 2.14 (s, 3H).

**[0169] Step 3:** To a solution of **16** (200 mg, 0.64 mmol) in anhydrous 1,4-dioxane (10 mL) at room temperature was added 1,1'-carbonyldiimidazole (125 mg, 0.77 mmol). The mixture was heated at 65 °C for 17 h and then cooled to room temperature. After adding silica gel (10 g) and concentrating the mixture to dryness, the material was subject to flash chromatography (silica gel, 0–10% methanol in CH<sub>2</sub>Cl<sub>2</sub>) and the product fractions were concentrated to an off-white solid. The solid was triturated with ethyl acetate (20 mL) and the suspension was filtered. The solid collected was dried in a vacuum oven for 17 h affording the product **Example Compound 22** (197 mg, 91%) as an off-white solid: <sup>1</sup>H NMR (500 MHz, DMSO-*d*<sub>6</sub>) δ 10.7 (s, 1H), 10.4 (s 1H), 6.82 (d, *J* = 1.5 Hz, 1H), 6.68 (d, *J* = 1.5 Hz, 1H), 3.70 (s, 3H), 2.40 (s, 3H), 2.23 (s, 3H), 2.12 (s, 3H), 2.05 (s, 3H); ESI *m/z* 338 [*M* + *H*]<sup>+</sup>.

**General Procedure B:**

**Preparation of 5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((1,3,5-trimethyl-1*H*-pyrazol-4-yl)amino)-1*H*-benzo[*d*]imidazol-2(3*H*)-one (Example Compound 26).**



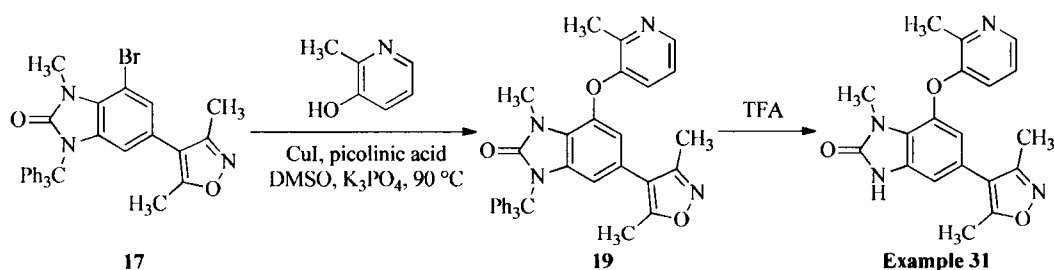
**[0170] Step 1:** To a solution of **14** (2.03 g, 6.30 mmol) in dichloromethane (100 mL) was added triethylamine (2.63 mL, 18.9 mmol) followed by trityl chloride (5.27 g, 18.9 mmol). The mixture was stirred at room temperature overnight. The mixture was concentrated, the residue was purified by chromatography (silica gel, 0–20% ethyl acetate/hexanes) to give **17** (1.55 g, 44%) as an off-white solid: <sup>1</sup>H NMR (500 MHz, CD<sub>3</sub>OD) δ 7.50–7.15 (m, 15H), 7.10 (d, *J* = 1.3 Hz, 1H), 6.16 (d, *J* = 1.3 Hz, 1H), 3.72 (s, 3H), 2.15 (s, 3H), 1.96 (s, 3H); ESI *m/z* 564 [*M* + *H*]<sup>+</sup>.

**[0171] Step 2:** To a solution of **17** (200 mg, 0.355 mmol) in toluene (10 mL) under nitrogen atmosphere was added 1,3,5-trimethyl-1*H*-pyrazol-4-amine (66 mg, 0.53 mmol), cesium

carbonate (231mg, 0.710 mmol), 2-dicyclohexylphosphino-2',4',6'-tri-*i*-propyl-1,1'-biphenyl (25 mg, 0.053 mmol), and tris(dibenzylideneacetone) dipalladium(0) (33 mg, 0.036 mmol). The reaction mixture was heated at 90 °C overnight, cooled to room temperature, and purified by chromatography (silica gel, 0–100% ethyl acetate/hexanes) to give **18** (140 mg, 67%) as a yellow solid: <sup>1</sup>H NMR (500 MHz, CD<sub>3</sub>OD) δ 7.47 (d, *J* = 7.3 Hz, 6H), 7.24 (t, *J* = 6.5 Hz, 6H), 7.18 (t, *J* = 6.5 Hz, 3H), 6.28 (s, 1H), 5.85 (d, *J* = 1.3 Hz, 1H), 5.65 (d, *J* = 1.3 Hz, 1H), 3.71 (s, 3H), 3.70 (s, 3H), 2.10 (s, 3H), 2.03 (s, 3H), 2.00 (s, 3H), 1.84 (s, 3H).

**[0172] Step 3:** A mixture of **18** (140 mg, 0.236 mmol) and TFA (2 mL) were stirred at room temperature overnight. The reaction mixture was concentrated under vacuum. The residue was dissolved in MeOH and basified using concentrated NH<sub>4</sub>OH. The mixture was concentrated under vacuum and purified by reverse phase HPLC on Polaris™ C<sub>18</sub> column eluted with 10–90% CH<sub>3</sub>CN in H<sub>2</sub>O to give **Example Compound 26** (24 mg, 28%) as an off-white solid: <sup>1</sup>H NMR (500 MHz, CD<sub>3</sub>OD) δ 5.45 (s, 1H), 5.89 (s, 1H), 3.77 (s, 3H), 3.72 (s, 3H), 2.27 (s, 3H), 2.14 (s, 3H), 2.10 (s, 3H), 2.06 (s, 3H); ESI *m/z* 367 [M + H]<sup>+</sup>.

**Preparation of 5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((2-methylpyridin-3-yl)oxy)-1*H*-benzo[*d*]imidazol-2(3*H*)-one (Example Compound 31).**



**[0173] Step 1:** To a solution of **17** (200 mg, 0.355 mmol) in DMSO (10 mL) under nitrogen atmosphere was added 2-methylpyridin-3-ol (58 mg, 0.53 mmol), K<sub>3</sub>PO<sub>4</sub> (188 mg, 0.888 mmol), picolinic acid (9 mg, 0.07 mmol), and CuI (7 mg, 0.04 mmol). The reaction mixture was heated at 90 °C overnight, cooled to room temperature, and concentrated under vacuum. The residue was purified by chromatography (silica gel, 0–100% ethyl acetate/hexanes) to give **19** (130 mg, 62%) as a yellow solid: <sup>1</sup>H NMR (500 MHz, CDCl<sub>3</sub>) δ 8.30 (dd, *J* = 1.5, 4.5 Hz, 1H), 7.46 (d, *J* = 7.4 Hz, 6H), 7.33–7.20 (m, 9H), 7.18–7.10 (m, 2H), 6.24 (d, *J* = 1.3 Hz, 1H), 5.55 (d, *J* = 1.3 Hz, 1H), 3.51 (s, 3H), 2.58 (s, 3H), 2.05 (s, 3H), 1.91 (s, 3H); ESI *m/z* 593 [M + H]<sup>+</sup>.

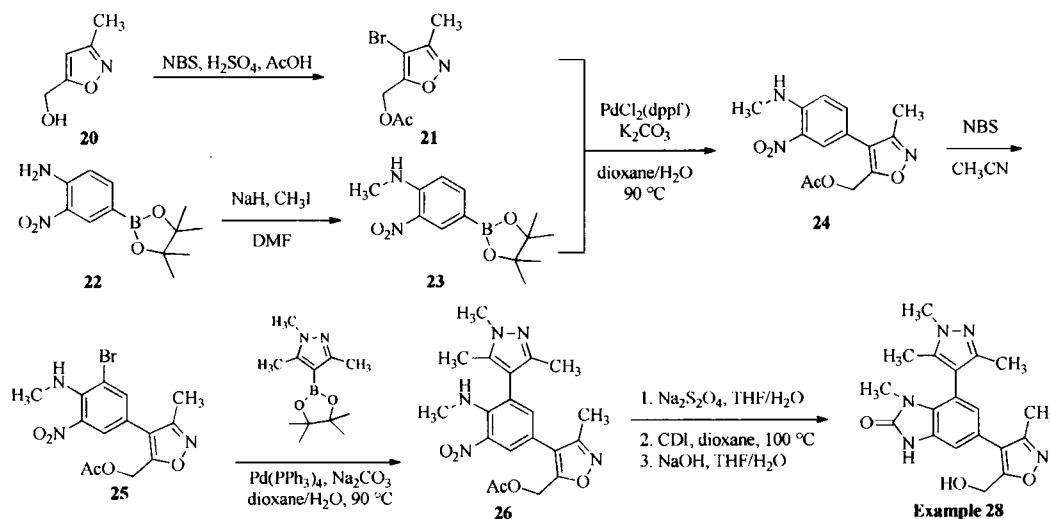
**[0174] Step 2:** A mixture of **19** (130 mg, 0.220 mmol) and TFA (2 mL) were stirred at room temperature overnight. The reaction mixture was concentrated under vacuum. The residue was dissolved in MeOH and basified with concentrated NH<sub>4</sub>OH. The mixture was concentrated under vacuum and purified by reverse phase HPLC on a Polaris™ C<sub>18</sub> column eluted with 10–90% CH<sub>3</sub>CN in



H<sub>2</sub>O to give **Example Compound 31** (35 mg, 46%) as an off-white solid: <sup>1</sup>H NMR (500 MHz, CD<sub>3</sub>OD) δ 8.21 (dd, *J* = 1.5, 4.6 Hz, 1H), 7.31 (dd, *J* = 1.5, 8.3 Hz, 1H), 7.27 (dd, *J* = 4.6, 8.4 Hz, 1H), 6.87 (d, *J* = 1.4 Hz, 1H), 6.49 (d, *J* = 1.4 Hz, 1H), 3.51 (s, 3H), 2.59 (s, 3H), 2.34 (s, 3H), 2.17 (s, 3H); ESI *m/z* 351 [M + H]<sup>+</sup>.

#### General Procedure C:

**5-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)-1-methyl-7-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)-1*H*-benzo[*d*]imidazol-2(3*H*)-one (Example Compound 28).**



**[0175] Step 1:** To a solution of **20** (3.20 g, 28.32 mmol) in AcOH (5 mL) was added *N*-bromosuccinimide (6.05 g, 33.98 mmol) and H<sub>2</sub>SO<sub>4</sub> (0.1 mL). The reaction mixture was heated to 120 °C for 3 h. The reaction mixture was concentrated, the residue was dissolved in EtOAc (200 mL), washed with saturated NaHCO<sub>3</sub> (100 mL), saturated Na<sub>2</sub>S<sub>2</sub>O<sub>3</sub> (3 × 50 mL) and brine (100 mL). The organic layer was dried over sodium sulfate, filtered and concentrated to give **21** (5.50 g, 83%) as a pale yellow solid: <sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 5.16 (s, 2H), 2.31 (s, 3H), 2.13 (s, 3H).

**[0176] Step 2:** To a solution of **22** (10.0 g, 37.9 mmol) in DMF (100 mL) at 0 °C was added NaH (60%, 1.97 g, 49.3 mmol). The mixture was stirred at 0 °C for 30 minutes, CH<sub>3</sub>I (3.54 mL, 56.9 mol) was added dropwise, the mixture was stirred at 0 °C for 1 h, then warmed to room temperature and stirred overnight. The reaction was quenched with saturated NH<sub>4</sub>Cl (100 mL) and extracted with EtOAc (3 × 150 mL). The combined organic layer was washed with brine (3 × 150 mL), dried over sodium sulfate, filtered and concentrated. The residue was triturated with EtOAc/hexanes to afford

**23** (8.5 g, 80%) as an orange solid:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  8.39 (q,  $J = 5.1$  Hz, 1H), 8.35 (d,  $J = 1.2$  Hz, 1H), 7.72 (dd,  $J = 8.7, 0.9$  Hz, 1H), 6.98 (d,  $J = 9.7$  Hz, 1H), 2.97 (d,  $J = 4.8$  Hz, 3H), 1.29 (s, 12H).

**[0177] Step 3:** A mixture of **21** (2.34 g, 10.0 mmol), **23** (4.0 g, 14.4 mmol) and potassium carbonate (4.14 g, 30.0 mmol) in 1,4-dioxane (60 mL) and water (10 mL) was purged with nitrogen for 10 minutes,  $\text{PdCl}_2(\text{dppf})$  (817 mg, 1.0 mmol) was then added. The reaction mixture was heated at 90 °C for 7 h, diluted with EtOAc (300 mL), washed with brine ( $2 \times 100$  mL). The organic layer was dried over sodium sulfate, filtered and concentrated. The residue was purified by chromatography (silica gel, 10–50% ethyl acetate/hexanes) to afford **24** (1.15 g, 37%) as an orange gum:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  8.30 (q,  $J = 5.1$  Hz, 1H), 8.08 (d,  $J = 2.1$  Hz, 1H), 7.62 (dd,  $J = 9.0, 1.8$  Hz, 1H), 7.11 (d,  $J = 9.0$  Hz, 1H), 5.14 (s, 2H), 3.00 (d,  $J = 4.8$  Hz, 3H), 2.26 (s, 3H), 2.05 (s, 3H).

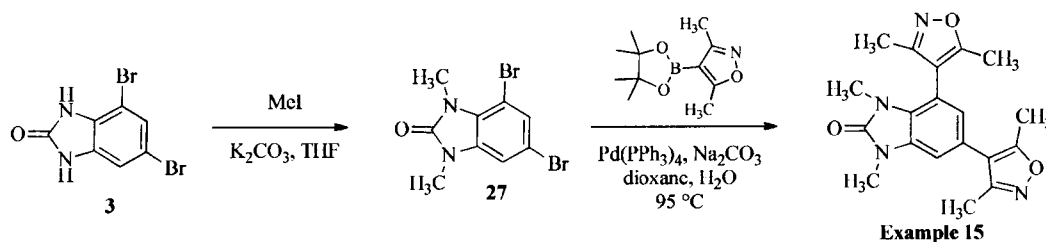
**[0178] Step 4:** A solution of **24** (1.15 g, 3.77 mmol) in  $\text{CH}_3\text{CN}$  (50 mL) was cooled to 0 °C and *N*-bromosuccinimide (1.21 g, 6.79 mmol) was added portionwise. The reaction mixture was stirred at 0 °C for 30 minutes, then warmed to rt for 3 h. The reaction mixture was diluted with EtOAc (200 mL), then washed with saturated  $\text{Na}_2\text{S}_2\text{O}_3$  ( $3 \times 50$  mL) and brine (100 mL). The organic layer was dried over sodium sulfate, filtered and concentrated. The residue was suspended in EtOAc/hexanes (1/1, 100 mL), sonicated and filtered, and the filtrate was concentrated to give **25** (1.31 g, 90%) as an orange solid:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  7.87 (d,  $J = 2.1$  Hz, 1H), 7.81 (d,  $J = 2.1$  Hz, 1H), 6.55 (q,  $J = 5.1$  Hz, 1H), 5.15 (s, 2H), 2.73 (d,  $J = 5.4$  Hz, 3H), 2.25 (s, 3H), 2.03 (s, 3H).

**[0179] Step 5:** A mixture of **25** (95 mg, 0.243 mmol), 1,3,5-trimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole (115 mg, 0.486 mmol) and  $\text{Na}_2\text{CO}_3$  (77 mg, 0.729 mmol) in 1,4-dioxane (5 mL) and water (0.4 mL) was purged with nitrogen for 5 minutes,  $\text{Pd}(\text{PPh}_3)_4$  (28 mg, 0.024 mmol) was added and the reaction mixture was heated at 90 °C for 18 h. The reaction mixture was diluted with EtOAc (30 mL), filtered and concentrated. The residue was purified by chromatography (silica gel, 0–5% methanol/ethyl acetate) to afford **26** (38 mg, 38%) as an orange oil:  $^1\text{H}$  NMR (300 MHz,  $\text{DMSO}-d_6$ )  $\delta$  7.91 (d,  $J = 2.4$  Hz, 1H), 7.26 (d,  $J = 2.4$  Hz, 1H), 6.99 (q,  $J = 5.4$  Hz, 1H), 5.17 (s, 2H), 3.71 (s, 3H), 2.45 (d,  $J = 5.4$  Hz, 3H), 2.28 (s, 3H), 2.09 (s, 3H), 2.02 (s, 3H), 2.01 (s, 3H).

**[0180] Step 6:** To a solution of **26** (38 mg, 0.092 mmol) in tetrahydrofuran (5 mL) and water (4 mL) was added sodium dithionite (104 mg, 0.60 mmol). The reaction mixture was stirred at room temperature for 4 h, 2 N HCl (1 mL) was added, the mixture was heated to reflux for 15 minutes then cooled to rt.  $\text{Na}_2\text{CO}_3$  was added slowly to adjust to pH 9. The mixture was extracted with  $\text{CH}_2\text{Cl}_2$  (50 mL), the organic layer was washed with brine (30 mL), filtered and concentrated. The residue was dissolved in 1,4-dioxane (2 mL), 1,1'-carbonyldiimidazole (19 mg, 0.12 mmol) was added and the mixture was heated to 100 °C for 18 h. The mixture was concentrated, the residue

was dissolved in THF (3 mL), NaOH (1 N in water, 0.5 mL) was added and the reaction mixture was heated to 50 °C for 2 h. The mixture was diluted with EtOAc (15 mL), washed with brine (3 × 10 mL). The organic layer was dried over sodium sulfate, filtered and concentrated. The residue was purified by chromatography (silica gel, 0–10% methanol/ethyl acetate) followed by trituration with EtOAc/hexanes to afford **Example Compound 28** (9 mg, 24%) as an off-white solid:  $^1\text{H}$  NMR (300 MHz, DMSO- $d_6$ )  $\delta$  11.08 (s, 1H), 7.03 (d,  $J$  = 1.5 Hz, 1H), 6.74 (d,  $J$  = 1.8 Hz, 1H), 5.65 (t,  $J$  = 5.7 Hz, 1H), 4.49 (d,  $J$  = 5.7 Hz, 2H), 3.73 (s, 3H), 2.88 (s, 3H), 2.27 (s, 3H), 2.09 (s, 3H), 1.97 (s, 3H); ESI  $m/z$  368  $[\text{M} + \text{H}]^+$ .

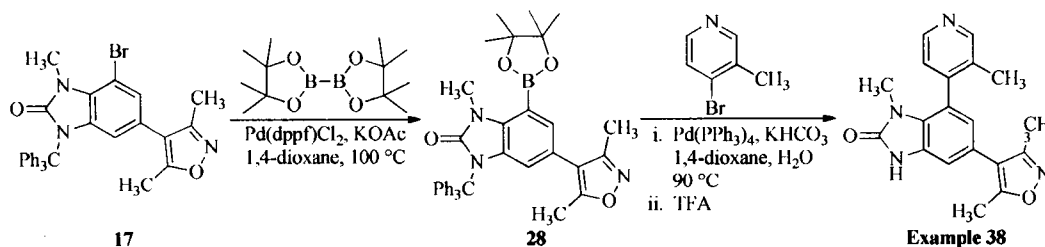
**Preparation of 4,6-bis(3,5-dimethylisoxazol-4-yl)-1,3-dimethyl-1H-benzo[d]imidazol-2(3H)-one (Example Compound 15).**



**[0181] Step 1:** To a solution of **3** (300 mg, 1.03 mmol) in tetrahydrofuran (6 mL) was added methyl iodide (0.16 mL, 2.57 mmol) and potassium carbonate (284 mg, 2.06 mmol). The reaction was stirred at room temperature for 16 h. The reaction mixture was diluted with ethyl acetate (30 mL) and washed with sat. sodium bicarbonate and brine. The organic layer was separated, dried over sodium sulfate and concentrated. The residue was triturated with EtOAc to afford **27** (150 mg, 46%) as an off-white solid: ESI  $m/z$  320  $[(\text{M}+2) + \text{H}]^+$ .

**[0182] Step 2:** To a solution of **27** (150 mg, 0.47 mmol) in 1,4-dioxane (5 mL) and water (1 mL) was added 3,5-dimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isoxazole (366 mg, 1.64 mmol), sodium carbonate (1998 mg, 1.88 mmol) and tetrakis(triphenylphosphine)palladium (0) (27 mg, 0.024 mmol). The reaction mixture was purged with nitrogen and then heated at 95 °C for 16 h. The mixture was diluted with methylene chloride (50 mL) and washed with brine (2 × 10 mL). The organic layer was dried over sodium sulfate, filtered and concentrated. Purification by chromatography (silica gel, 0–50% ethyl acetate/methylene chloride) afforded **Example Compound 15** (48 mg, 29%) as a white solid:  $^1\text{H}$  NMR (300 MHz, DMSO- $d_6$ )  $\delta$  7.26 (d,  $J$  = 1.8 Hz, 1H), 6.84 (d,  $J$  = 1.8 Hz, 1H), 3.40 (s, 3H), 3.00 (s, 3H), 2.43 (s, 3H), 2.29 (s, 3H), 2.26 (s, 3H), 2.09 (s, 3H); ESI  $m/z$  353  $[\text{M} + \text{H}]^+$ .

**General Procedure D: Preparation of 5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(3-methylpyridin-4-yl)-1*H*-benzo[*d*]imidazol-2(3*H*)-one (Example Compound 38).**

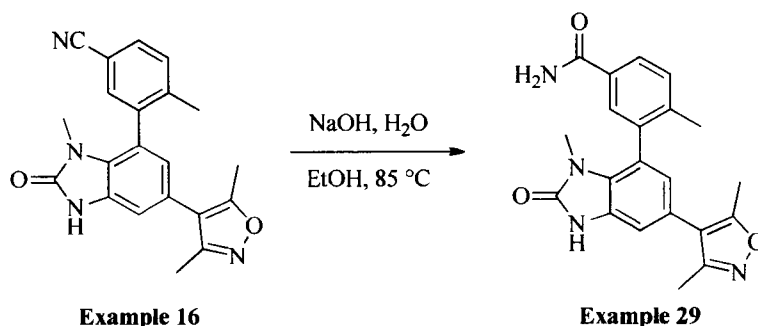


**[0183] Step 1:** To a solution of **17** (500 mg, 0.887 mmol) in 1,4-dioxane (10 mL) was added 4,4,4',4',5,5,5',5'-octamethyl-2,2'-bi(1,3,2-dioxaborolane) (338 mg, 1.33 mmol), potassium acetate (174 mg, 1.77 mmol), and [1,1'-bis(diphenylphosphino)ferrocene] dichloropalladium(II) (65 mg, 0.089 mmol). The reaction mixture was purged with nitrogen for 5 minutes and then heated at 100 °C for 16 h. The reaction mixture was cooled to room temperature, concentrated and purified by chromatography (silica gel, 0–50% ethyl acetate in hexanes) to afford **28** (310 mg, 57%) as a yellow solid: <sup>1</sup>H NMR (500 MHz, CD<sub>3</sub>OD) δ 7.50–7.40 (m, 6H), 7.30–7.18 (m, 10H), 6.27 (d, *J* = 1.6 Hz, 1H), 3.51 (s, 3H), 2.13 (s, 3H), 1.95 (s, 3H), 1.39 (s, 12H); ESI *m/z* 612 [*M* + *H*]<sup>+</sup>.

**[0184] Step 2:** To a solution of **28** (100 mg, 0.164 mmol) in 1,4-dioxane (10 mL) and water (1 mL) was added 4-bromo-3-methylpyridine (57 mg, 0.33 mmol), potassium bicarbonate (68 mg, 0.49 mmol), and tetrakis(triphenylphosphine)palladium(0) (9 mg, 0.008 mmol). The reaction mixture was purged with nitrogen for 5 minutes and then heated at 90 °C for 16 h. The reaction mixture was cooled to room temperature and concentrated. The residue was dissolved in TFA (2 mL) and stirred at room temperature for 2 h. The mixture was concentrated. The residue was purified by chromatography (silica gel, 0–20% methanol/ethyl acetate). The product was further purified by reverse phase HPLC on a Polaris™ C<sub>18</sub> column eluting with 10–90% CH<sub>3</sub>CN in H<sub>2</sub>O to give **Example Compound 38** (28 mg, 51%) as an off-white solid: <sup>1</sup>H NMR (500 MHz, CD<sub>3</sub>OD) δ 8.53 (s, 1H), 8.47 (d, *J* = 4.9 Hz, 1H), 7.42 (d, *J* = 5.0 Hz, 1H), 7.09 (d, *J* = 1.4 Hz, 1H), 6.79 (d, *J* = 1.4 Hz, 1H), 2.88 (s, 3H), 2.41 (s, 3H), 2.25 (s, 3H), 2.19 (s, 3H); ESI *m/z* 335 [*M* + *H*]<sup>+</sup>.

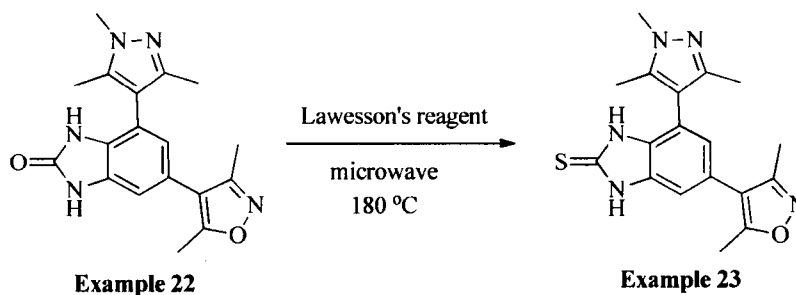
**General Procedure E:**

**Preparation of 3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzamide (Example Compound 29).**



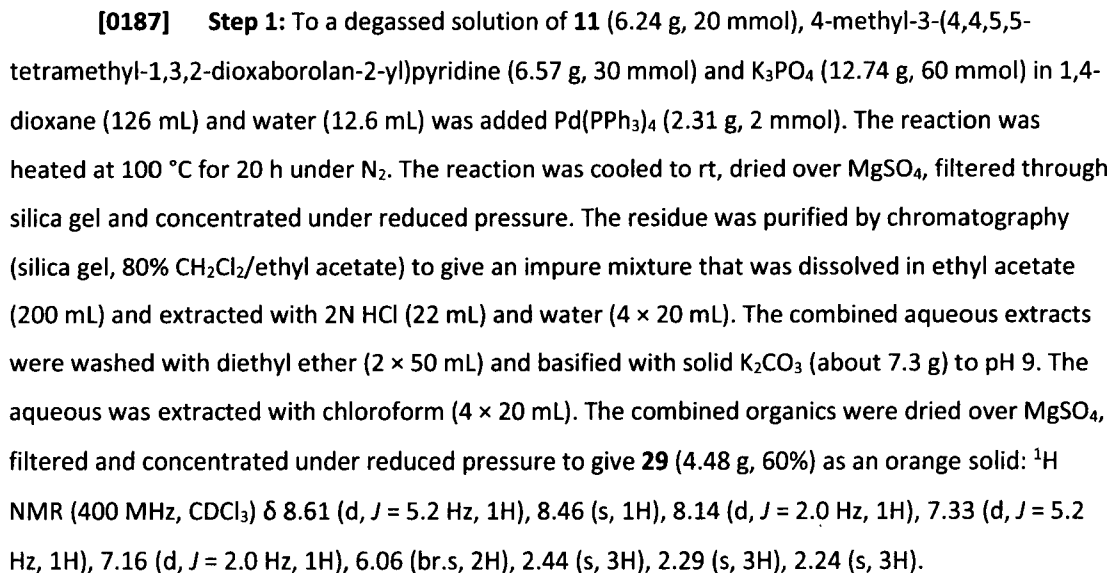
**[0185]** To a solution of **Example 16** (35 mg, 0.10 mmol) in ethanol (2 mL) was added 2 N NaOH (0.49 mL). The reaction mixture was heated to 85 °C for 2 h. The reaction mixture was diluted in methylene chloride (70 mL), washed with brine (25 mL), dried over sodium sulfate, filtered, and concentrated. The residue was purified by chromatography (silica gel, 0–10% methanol/methylene chloride) to afford **Example 29** (34 mg, 92%) as white solid:  $^1\text{H}$  NMR (500 MHz,  $\text{DMSO}-d_6$ )  $\delta$  11.11 (br.s, 1H), 7.94 (br.s, 1H), 7.87 (dd,  $J$  = 7.8, 2.0 Hz, 1H), 7.82 (d,  $J$  = 2.0 Hz, 1H), 7.42 (d,  $J$  = 8.0 Hz, 1H), 7.31 (br.s, 1H), 6.99 (d,  $J$  = 2.0 Hz, 1H), 6.75 (d,  $J$  = 1.5 Hz, 1H) 2.67 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H), 2.15 (s, 3H); ESI  $m/z$  377  $[\text{M} + \text{H}]^+$ .

**Preparation of 6-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazole-2(3H)-thione (Example 23).**



**[0186]** Lawesson's reagent (0.485 g, 1.20 mmol) was added to a solution of **Example Compound 22** (0.337 g, 1.00 mmol) in 1,4-dioxane (2 mL). The reaction was stirred at 180 °C for 6 h under microwave heating conditions. The reaction was cooled to rt, concentrated under reduced pressure and quenched with water (75 mL) The resulting precipitate was collected by filtration, washed with water, then ethyl acetate (20 mL) and dried under vacuum. The residue was purified by flash column chromatography (silica gel, 0–5% methanol/dichloromethane) followed by prep. HPLC to afford **Example 23** (0.066 g, 19%) as a white solid:  $^1\text{H}$  NMR (400 MHz,  $\text{DMSO}-d_6$ )  $\delta$  12.37 (br s,

**Preparation of 6-(3,5-dimethylisoxazol-4-yl)-4-(4-methylpyridin-3-yl)-1*H*-benzo[*d*]imidazole-2(3*H*)-thione (Example Compound 24).**

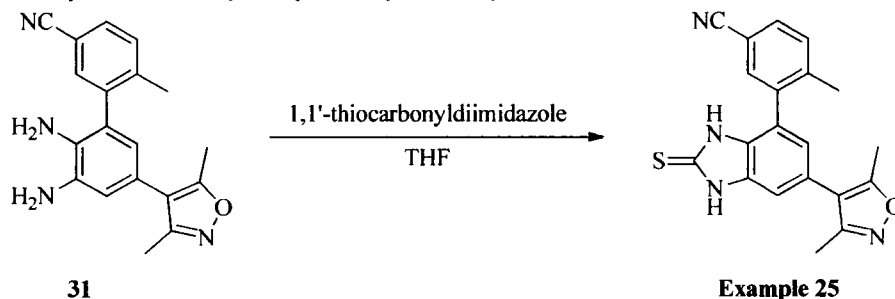


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adjusted to 9 with solid  $K_2CO_3$  (4.9 g). The aqueous solution was extracted with chloroform ( $6 \times 20$  mL). The combined organics were dried over  $MgSO_4$ , filtered and concentrated under reduced pressure to **30** (3.27 g, 80%) as a yellow solid:  $^1H$  NMR (400 MHz,  $CDCl_3$ )  $\delta$  8.51 (d,  $J = 5.2$  Hz, 1H), 8.46 (s, 1H), 7.26 (d,  $J = 5.2$  Hz, 1H), 6.66 (d,  $J = 2.0$  Hz, 1H), 6.47 (d,  $J = 2.0$  Hz, 1H), 3.54 (br.s, 2H), 3.31 (br s, 2H), 2.40 (s, 3H), 2.27 (s, 3H), 2.23 (s, 3H).

**[0189] Step 3:** 1,1'-thiocarbonyldiimidazole (0.267 g, 1.5 mmol) was added in one portion to a stirred suspension of **30** (0.294 g, 1.0 mmol) in anhydrous THF (10 mL). The reaction was heated at reflux with stirring for 21 h. The reaction was cooled to rt and concentrated under reduced pressure. The residue was dissolved in chloroform (20 mL), washed with water ( $3 \times 10$  mL), dried over  $MgSO_4$ , filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography (silica gel, 0–2% methanol/chloroform) to give **Example 2 Compound 4** (0.305 g, 91%) as a yellow solid:  $^1H$  NMR (400 MHz,  $CDCl_3$ )  $\delta$  12.58 (br.s, 1H), 11.33 (br.s, 1H), 8.45 (s, 1H), 8.23 (d,  $J = 5.4$  Hz, 1H), 7.22 (d,  $J = 5.4$  Hz, 1H), 7.15 (d,  $J = 1.2$  Hz, 1H), 6.91 (d,  $J = 1.2$  Hz, 1H), 2.41 (s, 3H), 2.28 (s, 3H), 2.27 (s, 3H); ESI MS  $m/z$  337  $[M + H]^+$ .

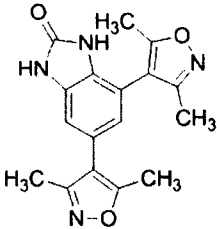
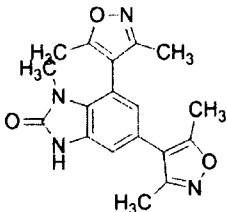
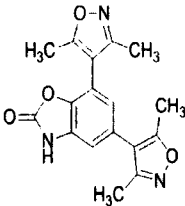
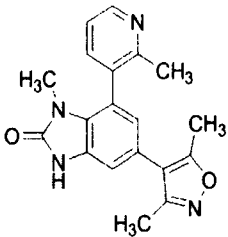
**Preparation of 3-(6-(3,5-dimethylisoxazol-4-yl)-2-thioxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzonitrile (Example Compound 25).**



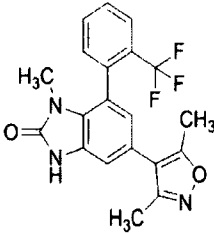
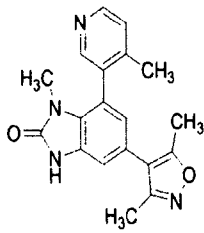
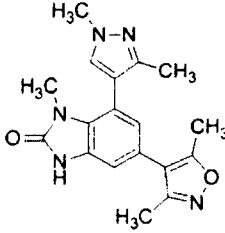
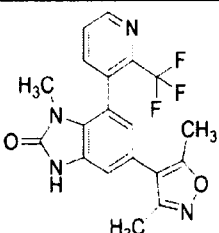
**[0190]** Starting with (5-cyano-2-methylphenyl)boronic acid, compound **31** was prepared using the method for **Example Compound 22** step 1 to 2.

**[0191]** A mixture of **31** (0.2 g, 0.63 mmol) and 1,1'-thiocarbonyldiimidazole (0.17 g, 0.95 mmol) in THF (8.0 mL) was heated at reflux for 18 h. The reaction was cooled to rt, filtered and concentrated under reduced pressure. Ice-cold water (20 mL) was added to the residue and the product was extracted with chloroform ( $2 \times 20$  mL). The combined organics were washed with brine, dried over  $Na_2SO_4$  and concentrated under reduced pressure. The crude product was purified by flash column chromatography (silica gel, 0–3% MeOH/dichloromethane) to give **Example Compound 25** (0.19 g, 83.9%) as an off-white solid:  $^1H$  NMR (400 MHz,  $CDCl_3$ )  $\delta$  10.26 (br.s, 2H), 7.68 (d,  $J = 8.2$  Hz, 1H), 7.58 (s, 1H), 7.50 (d,  $J = 7.8$  Hz, 1H), 7.13 (s, 1H), 6.92 (s, 1H), 2.43 (s, 3H), 2.29 (s, 6H); ESI MS  $m/z$  361  $[M + H]^+$ .

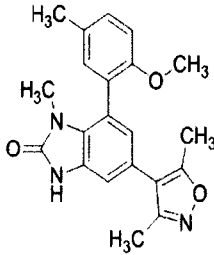
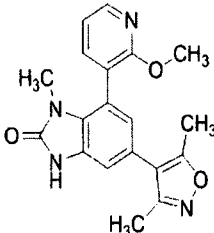
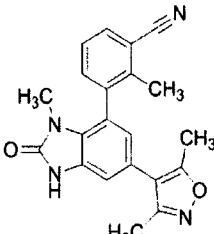
Table 1. Examples prepared using methods described above.

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
1	4,6-bis(3,5-dimethylisoxazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one		none	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 10.85 (s, 1H), 10.72 (s, 1H), 6.91 (s, 1H), 6.83 (d, $J$ = 1.5 Hz, 1H), 2.41 (s, 3H), 2.31 (s, 3H), 2.24 (s, 3H), 2.15 (s, 3H); ESI $m/z$ 325 $[\text{M} + \text{H}]^+$ .	98.3
2	5,7-bis(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		none	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.17 (s, 1H), 7.01 (d, $J$ = 1.8 Hz, 1H), 6.79 (d, $J$ = 1.8 Hz, 1H), 2.95 (s, 3H), 2.49 (s, 3H), 2.41 (s, 3H), 2.23 (s, 3H), 2.10 (s, 3H); ESI $m/z$ 339 $[\text{M} + \text{H}]^+$ .	>99
3	5,7-bis(3,5-dimethylisoxazol-4-yl)benzo[d]oxazol-2(3H)-one		none	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.90 (br s, 1H), 7.15–7.08 (m, 2H), 2.43 (s, 3H), 2.41 (s, 3H), 2.26 (s, 3H), 2.24 (s, 3H); MM $m/z$ 324 $[\text{M} - \text{H}]^-$ .	>99
4	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-methylpyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.17 (s, 1H), 8.54 (dd, $J$ = 5.0, 1.7 Hz, 1H), 7.74 (dd, $J$ = 7.6, 1.8 Hz, 1H), 7.36–7.29 (m, 1H), 7.00 (d, $J$ = 1.8 Hz, 1H), 6.78 (d, $J$ = 1.5 Hz, 1H), 2.70 (s, 3H), 2.40 (s, 3H), 2.31 (s, 3H), 2.23 (s, 3H); ESI $m/z$ 335 $[\text{M} + \text{H}]^+$ .	>99



Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
5	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-(trifluoromethyl)phenyl)-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.17 (s, 1H), 7.93-7.87 (m, 1H), 7.79-7.66 (m, 2H), 7.64-7.57 (m, 1H), 7.00 (d, $J$ = 1.5 Hz, 1H), 6.79-6.76 (m, 1H), 2.62 (s, 3H), 2.38 (s, 3H), 2.20 (s, 3H); ESI $m/z$ 388 $[\text{M} + \text{H}]^+$ .	98.3
6	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(4-methylpyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.17 (s, 1H), 8.54-8.47 (m, 2H), 7.39 (d, $J$ = 4.8 Hz, 1H), 7.01 (d, $J$ = 1.8 Hz, 1H), 6.78 (d, $J$ = 1.5 Hz, 1H), 2.70 (s, 3H), 2.41 (s, 3H), 2.23 (s, 3H), 2.14 (s, 3H); ESI $m/z$ 335 $[\text{M} + \text{H}]^+$ .	>99
7	7-(1,3-dimethyl-1H-pyrazol-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.06 (s, 1H), 7.76 (s, 1H), 6.92 (d, $J$ = 1.5 Hz, 1H), 6.71 (d, $J$ = 1.8 Hz, 1H), 3.82 (s, 3H), 2.95 (s, 3H), 2.39 (s, 3H), 2.21 (s, 3H), 2.06 (s, 3H); ESI $m/z$ 338 $[\text{M} + \text{H}]^+$ .	>99
8	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-(trifluoromethyl)pyridin-3-yl)-1H-benzo[d]imidazol-		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.29 (s, 1H), 8.86 (d, $J$ = 5.3 Hz, 1H), 8.10-8.07 (m, 1H), 7.91-7.87 (m, 1H), 7.08 (d, $J$ = 1.7 Hz, 1H), 6.95 (d, $J$ = 1.7 Hz, 1H), 2.87 (s, 3H), 2.49 (s, 3H), 2.22	96.8

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
	2(3H)-one			(s, 3H); ESI m/z 389 [M + H] <sup>+</sup> .	
9	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.05 (s, 1H), 6.93 (d, J = 1.7 Hz, 1H), 6.65 (d, J = 1.7 Hz, 1H), 3.72 (s, 3H), 2.88 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H), 2.08 (s, 3H), 1.97 (s, 3H); ESI m/z 352 [M + H] <sup>+</sup> .	>99
10	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(4-methylisothiazol-5-yl)-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.23 (s, 1H), 9.15 (s, 1H), 7.03 (d, J = 1.7 Hz, 1H), 6.86 (d, J = 1.7 Hz, 1H), 2.98 (s, 3H), 2.40 (s, 3H), 2.25 (s, 3H), 2.22 (s, 3H); ESI m/z 341 [M + H] <sup>+</sup> .	>99
11	5-(3,5-dimethylisoxazol-4-yl)-7-(4-fluoro-2-(trifluoromethyl)phenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.18 (s, 1H), 7.81 (dd, J = 9.5, 2.4 Hz, 1H), 7.32-7.59 (m, 2H), 7.01 (d, J = 1.8 Hz, 1H), 6.79-6.77 (m, 1H), 2.66 (s, 3H), 2.37 (s, 3H), 2.20 (s, 3H); ESI m/z 406 [M + H] <sup>+</sup> .	>99

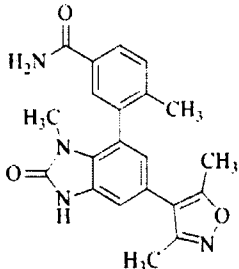
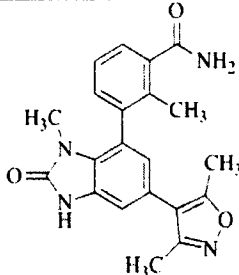
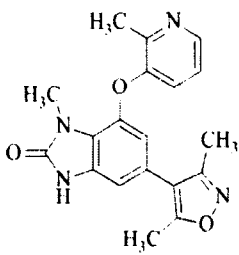
Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
12	5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxy-5-methylphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.04 (s, 1H), 7.76-7.18 (m, 1H), 7.12 (d, $J$ = 2.2 Hz, 1H), 7.00 (d, $J$ = 8.4 Hz, 1H), 6.93 (d, $J$ = 1.8 Hz, 1H), 6.71 (d, $J$ = 1.5 Hz, 1H), 3.70 (s, 3H), 2.80 (s, 3H), 2.40 (s, 3H), 2.29 (s, 3H), 2.22 (s, 3H); ESI $m/z$ 364 $[\text{M} + \text{H}]^+$ .	99.0
13	5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxypyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.12 (s, 1H), 8.27 (dd, $J$ = 4.9, 1.9 Hz, 1H), 7.78 (dd, $J$ = 7.4, 1.9 Hz, 1H), 7.17-7.10 (m, 1H), 6.98 (d, $J$ = 1.8 Hz, 1H), 6.77 (d, $J$ = 1.8 Hz, 1H), 3.85 (s, 3H), 2.82 (s, 3H), 2.40 (s, 3H), 2.23 (s, 3H); ESI $m/z$ 351 $[\text{M} + \text{H}]^+$ .	>99
14	3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-2-methylbenzonitrile		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.19 (s, 1H), 7.90 (dd, $J$ = 7.7, 1.2 Hz, 1H), 7.68 (dd, $J$ = 8.1, 1.2 Hz, 1H), 7.49 (t, $J$ = 8.0 Hz, 1H), 7.01 (d, $J$ = 1.8 Hz, 1H), 6.76 (d, $J$ = 1.8 Hz, 1H), 2.68 (s, 3H), 2.40 (s, 3H), 2.30 (s, 3H), 2.24 (s, 3H); ESI $m/z$ 359 $[\text{M} + \text{H}]^+$ .	>99

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
15	4,6-bis(3,5-dimethylisoxazol-4-yl)-1,3-dimethyl-1H-benzo[d]imidazol-2(3H)-one		none	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 7.26 (d, $J$ = 1.8 Hz, 1H), 6.84 (d, $J$ = 1.8 Hz, 1H), 3.40 (s, 3H), 3.00 (s, 3H), 2.43 (s, 3H), 2.29 (s, 3H), 2.26 (s, 3H), 2.09 (s, 3H); ESI $m/z$ 353 $[\text{M} + \text{H}]^+$ .	>99
16	3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzonitrile		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.18 (s, 1H), 7.86-7.81 (m, 2H), 7.59-7.54 (m, 1H), 7.01 (d, $J$ = 1.8 Hz, 1H), 6.76 (d, $J$ = 1.8 Hz, 1H), 2.68 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H), 2.17 (s, 3H); ESI $m/z$ 359 $[\text{M} + \text{H}]^+$ .	>99
17	5-(3,5-dimethylisoxazol-4-yl)-7-(4-methoxypyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.13 (s, 1H), 8.56 (d, $J$ = 5.7 Hz, 1H), 8.40 (s, 1H), 7.20 (d, $J$ = 5.7 Hz, 1H), 6.99 (d, $J$ = 1.8 Hz, 1H), 6.77 (d, $J$ = 1.8 Hz, 1H), 3.84 (s, 3H), 2.82 (s, 3H), 2.41 (s, 3H), 2.23 (s, 3H); ESI $m/z$ 351 $[\text{M} + \text{H}]^+$ .	>99
18	5-(3,5-dimethylisoxazol-4-yl)-7-(5-fluoro-2-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.09 (s, 1H), 7.33-7.20 (m, 2H), 7.16-7.07 (m, 1H), 6.96 (d, $J$ = 1.7 Hz, 1H), 6.75 (d, $J$ = 1.7 Hz, 1H), 3.72 (s, 3H), 2.82 (s, 3H), 2.40 (s, 3H), 2.23 (s, 3H); ESI $m/z$ 366 $[\text{M} - \text{H}]^-$ .	99.0

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
19	7-(5-chloro-2-methylphenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (500 MHz, DMSO-d <sub>6</sub> ) δ 11.11 (s, 1H), 7.42 (dd, J = 8.0, 2.5 Hz, 1H), 7.40 (d, J = 2.0 Hz, 1H), 7.37 (d, J = 8.5 Hz, 1H), 6.98 (d, J = 1.5 Hz, 1H), 6.73 (d, J = 2.0 Hz, 1H), 2.71 (s, 3H), 2.34 (s, 3H), 2.22 (s, 3H), 2.06 (s, 3H); ESI m/z 368 [M + H] <sup>+</sup> .	98.6
20	7-(6-amino-2-methylpyridin-3-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (500 MHz, DMSO-d <sub>6</sub> ) δ 11.03 (s, 1H), 7.27 (d, J = 8.5 Hz, 1H), 6.92 (d, J = 1.5 Hz, 1H), 6.69 (d, J = 1.5 Hz, 1H), 6.35 (d, J = 8.5 Hz, 1H), 5.97 (s, 2H), 2.82 (s, 3H), 2.39 (s, 3H), 2.22 (s, 3H), 2.07 (s, 3H); ESI m/z 350 [M + H] <sup>+</sup> .	>99
21	7-(3,5-dimethyl-1H-pyrazol-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (500 MHz, CD <sub>3</sub> OD) δ 7.03 (d, J = 1.5 Hz, 1H), 7.35–7.33 (m, 1H), 7.15 (d, J = 2.0 Hz, 1H), 6.76 (d, J = 1.5 Hz, 1H), 3.02 (s, 3H), 2.42 (s, 3H), 2.26 (s, 3H), 2.13 (br.s, 6H); ESI m/z 338 [M + H] <sup>+</sup> .	>99
22	6-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-		none	<sup>1</sup> H NMR (500 MHz, DMSO-d <sub>6</sub> ) δ 10.7 (s, 1H), 10.4 (s 1H), 6.82 (d, J = 1.5 Hz, 1H), 6.68 (d, J = 1.5 Hz, 1H), 3.70 (s, 3H), 2.40 (s, 3H), 2.23 (s, 3H),	>99

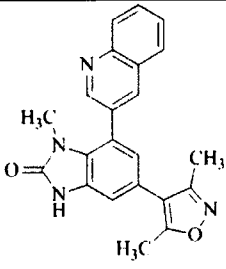
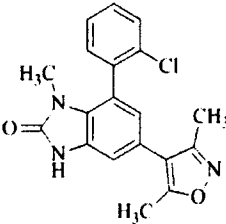
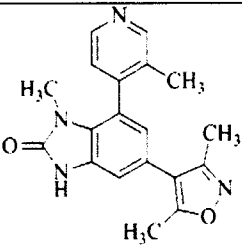
Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
	benzo[d]imidazole-2(3H)-one			2.12 (s, 3H), 2.05 (s, 3H); ESI m/z 338 [M + H] <sup>+</sup> .	
23	-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazole-2(3H)-thione		No general procedure	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ 12.37 (br.s, 2H), 7.01 (s, 1H), 6.87 (s, 1H), 3.71 (s, 3H), 2.42 (s, 3H), 2.24 (s, 3H), 2.11 (s, 3H), 2.05 (s, 3H); ESI MS m/z 352 [M - H] <sup>-</sup> .	98.5
24	6-(3,5-dimethylisoxazol-4-yl)-4-(4-methylpyridin-3-yl)-1H-benzo[d]imidazole-2-thiol		No general procedure	<sup>1</sup> H NMR (400 MHz, CDCl <sub>3</sub> ) δ 12.58 (br.s, 1H), 11.33 (br.s, 1H), 8.45 (s, 1H), 8.23 (d, J = 5.4 Hz, 1H), 7.22 (d, J = 5.4 Hz, 1H), 7.15 (d, J = 1.2 Hz, 1H), 6.91 (d, J = 1.2 Hz, 1H), 2.41 (s, 3H), 2.28 (s, 3H), 2.27 (s, 3H); ESI MS m/z 337 [M + H] <sup>+</sup> .	98.7
25	3-(6-(3,5-dimethylisoxazol-4-yl)-2-thioxo-2,3-dihydro-1H-benzo[d]imidazole-4-yl)-4-methylbenzonitrile		No general procedure	<sup>1</sup> H NMR (400 MHz, CDCl <sub>3</sub> ) δ 10.26 (br.s, 2H), 7.68 (d, J = 8.2 Hz, 1H), 7.58 (s, 1H), 7.50 (d, J = 7.8 Hz, 1H), 7.13 (s, 1H), 6.92 (s, 1H), 2.43 (s, 3H), 2.29 (s, 6H); ESI MS m/z 361 [M + H] <sup>+</sup> .	97.4

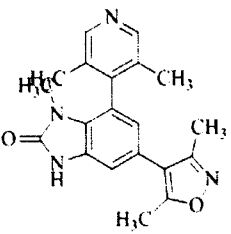
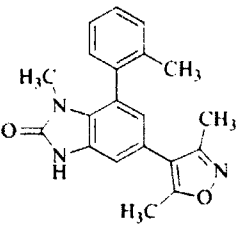
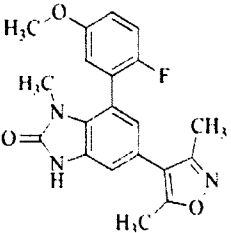
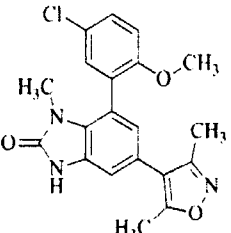
Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
26	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((1,3,5-trimethyl-1H-pyrazol-4-yl)amino)-1H-benzo[d]imidazol-2(3H)-one		B	$^1\text{H}$ NMR (500 MHz, $\text{CD}_3\text{OD}$ ) $\delta$ 5.45 (s, 1H), 5.89 (s, 1H), 3.77 (s, 3H), 3.72 (s, 3H), 2.27 (s, 3H), 2.14 (s, 3H), 2.10 (s, 3H), 2.06 (s, 3H); ESI m/z 367 $[\text{M} + \text{H}]^+$ .	97.9
27	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((2-methylpyridin-3-yl)amino)-1H-benzo[d]imidazol-2(3H)-one		B	$^1\text{H}$ NMR (500 MHz, $\text{CD}_3\text{OD}$ ) $\delta$ 7.86 (dd, $J$ = 1.3, 4.8 Hz, 1H), 7.08-7.03 (m, 1H), 6.93 (d, $J$ = 1.5 Hz, 1H), 6.78 (d, $J$ = 1.5 Hz, 1H), 6.77 (dd, $J$ = 1.2, 8.2 Hz, 1H), 3.35 (s, 3H), 2.55 (s, 3H), 2.39 (s, 3H), 2.23 (s, 3H); ESI m/z 350 $[\text{M} + \text{H}]^+$ .	>99
28	5-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)-1-methyl-7-((1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one		C	$^1\text{H}$ NMR (300 MHz, $\text{DMSO}-d_6$ ) $\delta$ 11.08 (s, 1H), 7.03 (d, $J$ = 1.5 Hz, 1H), 6.74 (d, $J$ = 1.8 Hz, 1H), 5.65 (t, $J$ = 5.7 Hz, 1H), 4.49 (d, $J$ = 5.7 Hz, 2H), 3.73 (s, 3H), 2.88 (s, 3H), 2.27 (s, 3H), 2.09 (s, 3H), 1.97 (s, 3H); ESI m/z 368 $[\text{M} + \text{H}]^+$ .	98.7

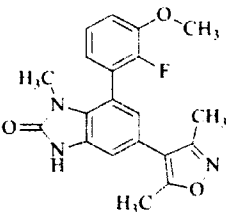
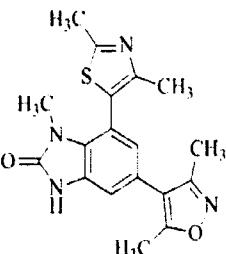
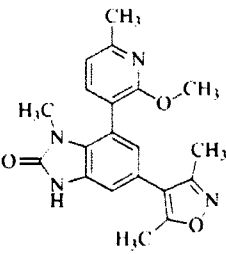
Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
29	3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzamide		E	$^1\text{H}$ NMR (500 MHz, DMSO- $d_6$ ) $\delta$ 11.11 (br.s, 1H), 7.94 (br.s, 1H), 7.87 (dd, $J$ = 7.8, 2.0 Hz, 1H), 7.82 (d, $J$ = 2.0 Hz, 1H), 7.42 (d, $J$ = 8.0 Hz, 1H), 7.31 (br.s, 1H), 6.99 (d, $J$ = 2.0 Hz, 1H), 6.75 (d, $J$ = 1.5 Hz, 1H) 2.67 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H), 2.15 (s, 3H); ESI $m/z$ 377 $[\text{M} + \text{H}]^+$ .	>99
30	3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-2-methylbenzamide		E	$^1\text{H}$ NMR (500 MHz, DMSO- $d_6$ ) $\delta$ 11.10 (br.s, 1H), 7.79 (br.s, 1H), 7.45 (br.s, 1H), 7.41 (dd, $J$ = 7.5, 1.5 Hz, 1H), 7.35 (dd, $J$ = 7.5, 1.5 Hz, 1H), 7.30 (t, $J$ = 7.5 Hz, 1H), 6.98 (d, $J$ = 2.0 Hz, 1H), 6.68 (d, $J$ = 1.5 Hz, 1H), 2.69 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H), 2.11 (s, 3H); ESI $m/z$ 377 $[\text{M} + \text{H}]^+$ .	>99
31	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((2-methylpyridin-3-yl)oxy)-1H-benzo[d]imidazol-2(3H)-one		No general procedure	$^1\text{H}$ NMR (500 MHz, $\text{CD}_3\text{OD}$ ) $\delta$ 8.21 (dd, $J$ = 1.5, 4.6 Hz, 1H), 7.31 (dd, $J$ = 1.5, 8.3 Hz, 1H), 7.27 (dd, $J$ = 4.6, 8.4 Hz, 1H), 6.87 (d, $J$ = 1.4 Hz, 1H), 6.49 (d, $J$ = 1.4 Hz, 1H), 3.51 (s, 3H), 2.59 (s, 3H), 2.34 (s, 3H), 2.17 (s, 3H); HPLC 97.0%, $t_R$ = 8.5 min; ESI $m/z$ 351 $[\text{M} + \text{H}]^+$ .	97.0

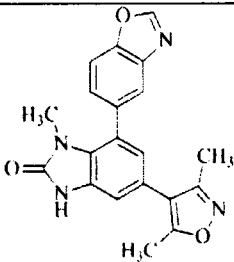
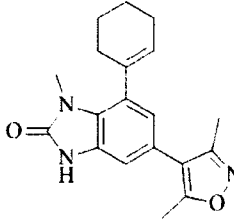


Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
32	7-(3,5-dimethyl-1H-pyrazol-4-yl)-5-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		C	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 12.37 (br.s, 1H), 11.07 (s, 1H), 7.03 (d, $J$ = 1.8 Hz, 1H), 6.76 (d, $J$ = 1.5 Hz, 1H), 5.65 (t, $J$ = 5.7 Hz, 1H), 4.49 (d, $J$ = 5.7 Hz, 2H), 2.87 (s, 3H), 2.27 (s, 3H), 2.04 (br.s, 6H); ESI $m/z$ 354 $[\text{M} + \text{H}]^+$ .	98.7
33	5-(3,5-dimethylisoxazol-4-yl)-7-((3,5-dimethylisoxazol-4-yl)amino)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		B	$^1\text{H}$ NMR (300 MHz, $\text{CD}_3\text{OD}$ ) $\delta$ 6.57 (d, $J$ = 1.5 Hz, 1H), 6.02 (d, $J$ = 1.5 Hz, 1H), 3.75 (s, 3H), 2.03 (s, 3H), 2.29 (s, 3H), 2.13 (s, 3H), 2.11 (s, 3H); ESI $m/z$ 354 $[\text{M} + \text{H}]^+$ .	95.7
34	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(naphthalen-1-yl)-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.2 (s, 1H), 8.06 (s, 1H), 8.03 (s, 1H), 7.63-7.50 (m, 5H), 7.07 (d, $J$ = 1.5 Hz, 1H), 6.86 (d, $J$ = 1.8 Hz, 1H), 2.41 (s, 3H), 2.40 (s, 3H), 2.24 (s, 3H); ESI MS $m/z$ 370 $[\text{M} + \text{H}]^+$ .	95.6
35	7-(3,5-dichloropyridin-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		D	$^1\text{H}$ NMR (500 MHz, $\text{CD}_3\text{OD}$ ) $\delta$ 8.71 (s, 2H), 7.14 (d, $J$ = 1.6 Hz, 1H), 6.83 (d, $J$ = 1.6 Hz, 1H), 2.97 (s, 3H), 2.42 (s, 3H), 2.26 (s, 3H); ESI $m/z$ 389 $[\text{M} + \text{H}]^+$ .	>99

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
36	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(quinolin-3-yl)-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.2 (s, 1H), 9.06 (d, J = 2.4 Hz, 1H), 8.53 (d, J = 2.1 Hz, 1H), 8.10 (d, J = 7.8 Hz, 1H), 8.08 (d, J = 6.9 Hz, 1H), 7.86-7.80 (m, 1H), 7.72-7.69 (m, 1H), 7.07 (d, J = 1.5 Hz, 1H), 6.99 (d, J = 1.5 Hz, 1H), 2.87 (s, 3H), 2.43 (s, 3H), 2.25 (s, 3H); ESI MS m/z 371 [M + H] <sup>+</sup> .	>99
37	7-(2-chlorophenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.2 (s, 1H), 7.63-7.43 (m, 4H), 7.01 (d, J = 1.5 Hz, 1H), 6.76 (d, J = 1.5 Hz, 1H), 2.76 (s, 3H), 2.41 (s, 3H), 2.23 (s, 3H); ESI MS m/z 354 [M + H] <sup>+</sup> .	97.8
38	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(3-methylpyridin-4-yl)-1H-benzo[d]imidazol-2(3H)-one		D	<sup>1</sup> H NMR (500 MHz, CD <sub>3</sub> OD) δ 8.53 (s, 1H), 8.47 (d, J = 4.9 Hz, 1H), 7.42 (d, J = 5.0 Hz, 1H), 7.09 (d, J = 1.4 Hz, 1H), 6.79 (d, J = 1.4 Hz, 1H), 2.88 (s, 3H), 2.41 (s, 3H), 2.25 (s, 3H), 2.19 (s, 3H); ESI m/z 335 [M + H] <sup>+</sup> .	>99

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
39	5-(3,5-dimethylisoxazol-4-yl)-7-(3,5-dimethylpyridin-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		D	<sup>1</sup> H NMR (500 MHz, CD <sub>3</sub> OD) δ 8.37 (s, 2H), 7.10 (d, J = 1.6 Hz, 1H), 6.72 (d, J = 1.6 Hz, 1H), 2.82 (s, 3H), 2.41 (s, 3H), 2.25 (s, 3H), 2.11 (s, 6H); ESI m/z 349 [M + H] <sup>+</sup> .	>99
40	5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(o-tolyl)-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.1 (s, 1H), 7.35-7.29 (m, 4H), 6.96 (d, J = 1.8 Hz, 1H), 6.71 (d, J = 1.8 Hz, 1H), 2.67 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H), 2.09 (s, 3H); ESI MS m/z 334 [M + H] <sup>+</sup> .	>99
41	5-(3,5-dimethylisoxazol-4-yl)-7-(2-fluoro-5-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.2 (s, 1H), 7.30-7.24 (m, 1H), 7.07-7.01 (m, 1H), 6.85 (d, J = 1.5 Hz, 1H), 3.79 (s, 3H), 2.89 (s, 3H), 2.41 (s, 3H), 2.23 (s, 3H); ESI MS m/z 368 [M + H] <sup>+</sup> .	>99
42	7-(5-chloro-2-methoxyphenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.1 (s, 1H), 7.51-7.48 (m, 1H), 7.39 (d, J = 2.7 Hz, 1H), 7.15 (d, J = 9.0 Hz, 1H), 6.96 (d, J = 1.5 Hz, 1H), 6.75 (d, J = 1.5 Hz, 1H), 3.74 (s, 3H), 2.82 (s, 3H), 2.40 (s, 3H), 2.22 (s,	94.2

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
				3H); ESI MS m/z 384 [M + H] <sup>+</sup> .	
43	5-(3,5-dimethylisoxazol-4-yl)-7-(2-fluoro-3-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.2 (s, 1H), 7.28-7.21 (m, 2H), 7.06-7.01 (m, 2H), 6.81 (d, J = 1.5 Hz, 1H), 3.89 (s, 3H), 2.85 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H); ESI MS m/z 368 [M + H] <sup>+</sup> .	>99
44	5-(3,5-dimethylisoxazol-4-yl)-7-(2,4-dimethylthiazol-5-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.2 (s, 1H), 7.01 (d, J = 1.8 Hz, 1H), 6.83 (d, J = 1.5 Hz, 1H), 2.94 (s, 3H), 2.66 (s, 3H), 2.39 (s, 3H), 2.21 (s, 3H), 2.15 (s, 3H); ESI MS m/z 355 [M + H] <sup>+</sup> .	>99
45	5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxy-6-methylpyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	<sup>1</sup> H NMR (300 MHz, DMSO-d <sub>6</sub> ) δ 11.1 (s, 1H), 7.65 (d, J = 7.2 Hz, 1H), 6.99 (s, 1H), 6.96 (d, J = 1.8 Hz, 1H), 6.73 (d, J = 1.8 Hz, 1H), 3.82 (s, 3H), 2.83 (s, 3H), 2.48 (s, 3H), 2.40 (s, 3H), 2.22 (s, 3H); ESI MS m/z 365 [M + H] <sup>+</sup> .	>99

Example Compound	Chemical Name	Structure	General procedure	Characterization	Purity HPLC
46	7-(benzo[d]oxazol-5-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.2 (s, 1H), 8.85 (s, 1H), 7.92 (d, $J$ = 1.2 Hz, 1H), 7.86 (d, $J$ = 8.4 Hz, 1H), 7.56-7.53 (m, 1H), 7.00 (d, $J$ = 1.5 Hz, 1H), 6.85 (d, $J$ = 1.8 Hz, 1H), 2.79 (s, 3H), 2.42 (s, 3H), 2.24 (s, 3H); ESI MS $m/z$ 361 $[\text{M} + \text{H}]^+$ .	91.4
47	7-(cyclohex-1-en-1-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one		A	$^1\text{H}$ NMR (300 MHz, DMSO- $d_6$ ) $\delta$ 11.0 (s, 1H), 6.82 (d, $J$ = 1.8 Hz, 1H), 6.67 (d, $J$ = 1.8 Hz, 1H), 5.68–5.67 (m, 1H), 3.30 (s, 3H), 2.38 (s, 3H), 2.29–2.27 (m, 2H), 2.20 (s, 3H), 2.19–2.18 (m, 2H), 1.77–1.65 (m, 4H); ESI MS $m/z$ 324 $[\text{M} + \text{H}]^+$ .	>99

#### Example 1: Inhibition of tetra-acetylated histone H4 binding individual BET Bromodomains

**[0192]** Proteins were cloned and overexpressed with a *N*-terminal 6xHis tag, then purified by nickel affinity followed by size exclusion chromatography. Briefly, *E. coli* BL21(DE3) cells were transformed with a recombinant expression vector encoding *N*-terminally Nickel affinity tagged bromodomains from Brd2, Brd3, Brd4. Cell cultures were incubated at 37°C with shaking to the appropriate density and induced overnight with IPTG. The supernatant of lysed cells was loaded onto Ni-IDA column for purification. Eluted protein was pooled, concentrated and further purified by size exclusion chromatography. Fractions representing monomeric protein were pooled, concentrated, aliquoted, and frozen at -80°C for use in subsequent experiments.

**[0193]** Binding of tetra-acetylated histone H4 and BET bromodomains was confirmed by a Homogenous Time Resolved Fluorescence Resonance Energy Transfer (HTRF®) method. *N*-

terminally His-tagged bromodomains (200 nM) and biotinylated tetra-acetylated histone H4 peptide (25-50 nM, Millipore <sup>™</sup>) were incubated in the presence of Europium Cryptate-labeled streptavidin (Cisbio <sup>™</sup> Cat. #610SAKLB) and XL665-labeled monoclonal anti-His antibody (Cisbio Cat. #61HISXLB) in a white 96 well microtiter plate (Greiner <sup>™</sup>). For inhibition assays, serially diluted test compound was added to these reactions in a 0.2% final concentration of DMSO. Duplicate wells were used for each concentration tested. Final buffer concentrations were 30 mM HEPES pH 7.4, 30 mM NaCl, 0.3 mM CHAPS, 20 mM phosphate pH 7.0, 320 mM KF, 0.08% BSA. After a 2 h incubation at room temperature, fluorescence was measured at 665 and 620 nm with a SynergyH4 <sup>™</sup> plate reader (Biotek <sup>™</sup>). The binding inhibitory activity was shown by a decrease in 665 nm relative to 620 nm fluorescence. IC<sub>50</sub> values were determined from a dose response curve.

**[0194]** Compounds with an IC<sub>50</sub> value less than or equal to 0.3 μM were deemed to be highly active (+++); compounds with an IC<sub>50</sub> value between 0.3 and 3 μM were deemed to be very active (++); compounds with an IC<sub>50</sub> value between 3 and 30 μM were deemed to be active (+).

**Table 2: Inhibition of Tetra-acetylated Histone H4 Binding to Brd4 bromodomain 1 (BRD4(1) as Measured by FRET**

Example Compound	FRET activity BRD4(1)	Example Compound	FRET activity BRD4(1)	Example Compound	FRET activity BRD4(1)
1	+++	2	+++	3	+++
4	+++	5	+++	6	+++
7	+++	8	+++	9	+++
10	+++	11	++	12	+++
13	+++	14	+++	15	+++
16	+++	17	+++	18	+++
19	+++	20	+++	21	+++
22	+++	23	+++	24	+++

Example Compound	FRET activity BRD4(1)	Example Compound	FRET activity BRD4(1)	Example Compound	FRET activity BRD4(1)
25	+++	26	+++	27	+++
28	+++	29	+++	30	+++
31	+++	32	+++	33	+++
34	+++	35	+++	36	++
37	++	38	+++	39	+++
40	+++	41	+++	42	+++
43	++	44	++	45	++
46	+++	-	-	-	-

#### Example 2: Inhibition of c-MYC expression in cancer cell lines

[0195] MV4-11 cells (CRL-9591) were plated at a density of  $2.5 \times 10^4$  cells per well in 96 well U-bottom plates and treated with increasing concentrations of test compound or DMSO (0.1%) in IMDM media containing 10% FBS and penicillin/streptomycin, and incubated for 3 h at 37°C. Triplicate wells were used for each concentration. Cells were pelleted by centrifugation and harvested using the mRNA Catcher PLUS kit according to manufacturer's instructions. The eluted mRNA isolated was then used in a one-step quantitative real-time PCR reaction, using components of the RNA UltraSense™ One-Step Kit (Life Technologies™) together with Applied Biosystems TaqMan® primer-probes for cMYC and Cyclophilin. Real-time PCR plates were run on a ViiA™7 real time PCR machine (Applied Biosystems™), data was analyzed, normalizing the Ct values for hMYC to an internal control, prior to determining the fold expression of each sample, relative to the control.

[0196] Compounds with an IC<sub>50</sub> value less than or equal to 0.3 μM were deemed to be highly active (+++); compounds with an IC<sub>50</sub> value between 0.3 and 3 μM were deemed to be very active (++); compounds with an IC<sub>50</sub> value between 3 and 30 μM were deemed to be active (+).

**Table 3: Inhibition of c-myc Activity in Human AML MV4-11 cells**

Example Compound	c-myc activity	Example Compound	c-myc activity	Example Compound	c-myc activity	Example Compound	c-myc activity
1	++	2	+++	3	+	4	+++
5	+++	6	+++	7	+++	8	++
9	+++	10	+++	11	++	13	+++
14	+++	15	++	16	+++	17	+++
18	++	19	+++	20	++	21	+++
22	+++	23	+++	24	+++	25	+++
26	+++	27	+++	28	++	29	+++
30	+++	31	++	32	+++	33	+++
34	+++	35	NA	36	++	37	++
38	++	39	+++	40	+++	44	++
45	+++	-	-	-	-	-	-

**Example 3: Inhibition of cell proliferation in cancer cell lines**

**[0197]** In this example, cell titer in MV4-11 cells were quantitated to measure the inhibition of proliferation when treated with a compound of the present disclosure.

**[0198]** MV4-11 cells (CRL-9591) were plated at a density of  $5 \times 10^4$  cells per well in 96 well flat bottom plates and treated with increasing concentrations of test compound or DMSO (0.1%) in IMDM media containing 10% FBS and penicillin/streptomycin. Triplicate wells were used for each concentration and a well containing only media was used as a control. Plates were incubated at 37°C, 5% CO<sub>2</sub> for 72 h before adding 20 µL of the CellTiter™ Aqueous One™ Solution (Promega™) to each well and incubated at 37°C, 5% CO<sub>2</sub> for an additional 3-4 h. The absorbance was read at



490 nm in a spectrophotometer and the percentage of cell titer relative to DMSO-treated cells was calculated after correcting for background by subtracting the blank well's signal. IC<sub>50</sub> values were calculated using the GraphPad Prism software.

**[0199]** Compounds with an IC<sub>50</sub> value less than or equal to 0.3  $\mu$ M were deemed to be highly active (+++); compounds with an IC<sub>50</sub> value between 0.3 and 3  $\mu$ M were deemed to be very active (++); compounds with an IC<sub>50</sub> value between 3 and 30  $\mu$ M were deemed to be active (+).

**Table 4: Inhibition of Cell Proliferation in Human AML MV-4-11 cells**

Example Compound	Cell Proliferation activity	Example Compound	Cell Proliferation activity	Example Compound	Cell Proliferation activity	Example Compound	Cell Proliferation activity
1	+++	2	++	3	+	4	++
5	+++	6	++	7	+++	8	++
9	+++	10	+++	11	++	12	++
13	++	14	++	15	++	16	++
17	++	18	++	19	++	20	+++
21	+++	22	+++	23	+++	24	++
25	++	26	++	27	++	28	++
29	++	30	+++	31	++	32	++
33	++	34	++	35	Not available	36	++
37	++	38	++	39	++	40	++
44	+	45	++	-	-	-	-

**Example 4: Inhibition of hIL-6 mRNA Transcription**

**[0200]** In this example, hIL-6 mRNA in tissue culture cells were quantitated to measure the transcriptional inhibition of hIL-6 when treated with a compound of the present disclosure.

**[0201]** Human leukemic monocyte lymphoma U937 cells (CRL-1593.2) were plated at a density of  $3.2 \times 10^4$  cells per well in a 96-well plate in 100  $\mu$ L RPMI-1640 containing 10% FBS and penicillin/streptomycin, and differentiated into macrophages for 3 days in 60 ng/mL PMA (phorbol-13-myristate-12-acetate) at 37°C in 5% CO<sub>2</sub> prior to the addition of compound. The cells were pretreated for 1 h with increasing concentrations of test compound in 0.1% DMSO prior to stimulation with 1  $\mu$ g/mL lipopolysaccharide from *Escherichia coli*. Triplicate wells were used for each concentration. The cells were incubated at 37°C, 5% CO<sub>2</sub> for 3 h before the cells were harvested. At time of harvest, media was removed and cells were rinsed in 200  $\mu$ L PBS. Cells were harvested using the mRNA Catcher PLUS kit according to manufacturer's instructions. The eluted mRNA was then used in a one-step quantitative real-time PCR reaction using components of the RNA UltraSense™ One-Step Kit (Life Technologies) together with Applied Biosystems TaqMan® primer-probes for hIL-6 and Cyclophilin. Real-time PCR plates were run on a ViiA™7 real time PCR machine (Applied Biosystems), data was analyzed, normalizing the Ct values for hIL-6 to an internal control, prior to determining the fold expression of each sample, relative to the control.

**[0202]** Compounds with an IC<sub>50</sub> value less than or equal to 0.3  $\mu$ M were deemed to be highly active (+++); compounds with an IC<sub>50</sub> value between 0.3 and 3  $\mu$ M were deemed to be very active (++); compounds with an IC<sub>50</sub> value between 3 and 30  $\mu$ M were deemed to be active (+).

**Table 5: Inhibition of hIL-6 mRNA Transcription**

Example Compound	IL-6 activity	Example Compound	IL-6 activity	Example Compound	IL-6 activity	Example Compound	IL-6 activity
1	+++	2	+++	3	++	4	+++
5	+++	6	+++	7	+++	8	++
9	+++	10	+++	11	++	12	++
13	++	16	++	18	+++	19	++
20	+++	21	+++	22	+++	23	+++
26	++	27	+++	28	++	29	++
30	+++	31	+++	32	+++	33	++
34	+++	35	++	38	++	39	+++
40	++	44	++	45	++	-	-

**Example 5: Inhibition of hIL-17 mRNA Transcription**

**[0203]** In this example, hIL-17 mRNA in human peripheral blood mononuclear cells were quantitated to measure the transcriptional inhibition of hIL-17 when treated with a compound of the present disclosure.

**[0204]** Human peripheral blood mononuclear cells were plated ( $2.0 \times 10^5$  cells per well) in a 96-well plate in 45  $\mu$ L OpTImizer™ T Cell expansion media (Life Technologies) containing 20 ng/ml IL-2 and penicillin/streptomycin. The cells were treated with increasing concentrations of the test compound or DMSO (0.1%), and incubated at 37°C, 5% CO<sub>2</sub> for 1 h before addition of 10X stock OKT3 antibody at 10 ug/ml in media. Triplicate wells were used for each concentration. Cells were incubated at 37°C, 5% CO<sub>2</sub> for 6 h before the cells were harvested. At time of harvest, cells were pelleted by centrifugation at 800 rpm for 5 min. Cells were harvested using the mRNA Catcher PLUS kit according to manufacturer's instructions. The eluted mRNA was then used in a one-step quantitative real-time PCR reaction, using components of the RNA UltraSense™ One-Step Kit (Life Technologies) together with Applied Biosystems TaqMan® primer-probes for hIL-17 and Cyclophilin. Real-time PCR plates were run on a ViiA™7 real time PCR machine (Applied Biosystems), data was

analyzed, normalizing the Ct values for hIL-17 to an internal control, prior to determining the fold induction of each unknown sample, relative to the control.

**[0205]** Compounds with an IC<sub>50</sub> value less than or equal to 0.3 µM were deemed to be highly active (+++); compounds with an IC<sub>50</sub> value between 0.3 and 3 µM were deemed to be very active (++); compounds with an IC<sub>50</sub> value between 3 and 30 µM were deemed to be active (+).

**Table 6: Inhibition of hIL-17 mRNA Transcription**

Example Compound	IL-17 activity	Example Compound	IL-17 activity
1	+++	2	+++
4	++	5	++
7	++	9	+++
10	+++	11	+++
13	++	18	+++
20	++	21	+++
22	+++	28	++
30	+++	-	-

**Example 6: Inhibition of hVCAM mRNA Transcription**

**[0206]** In this example, hVCAM mRNA in tissue culture cells is quantitated to measure the transcriptional inhibition of hVCAM when treated with a compound of the present disclosure.

**[0207]** Human umbilical vein endothelial cells (HUVECs) are plated in a 96-well plate ( $4.0 \times 10^3$  cells per well) in 100 µL EGM media and incubated for 24 h prior to the addition of increasing concentrations of the compound of interest or DMSO (0.1%). Triplicate wells were used for each concentration. The cells are pretreated for 1 h with the test compound prior to stimulation with tumor necrosis factor-α when they are incubated for an additional 24 h before the cells are harvested. At time of harvest, the spent media is removed and HUVECs are rinsed in 200 µL PBS. Cells were harvested using the mRNA Catcher PLUS kit according to manufacturer's instructions. The eluted mRNA was then used in a one-step quantitative real-time PCR reaction, using components of the RNA UltraSense™ One-Step Kit (Life Technologies) together with Applied Biosystems TaqMan® primer-probes for hVCAM and Cyclophilin. Real-time PCR plates were run on a ViiA™7 real time PCR

machine (Applied Biosystems), data was analyzed, normalizing the Ct values for hVCAM to an internal control, prior to determining the fold induction of each unknown sample, relative to the control.

**Example 7: Inhibition of hMCP-1 mRNA Transcription**

**[0208]** In this example, hMCP-1 mRNA in human peripheral blood mononuclear cells is quantitated to measure the transcriptional inhibition of hMCP-1 when treated with a compound of the present disclosure.

**[0209]** Human Peripheral Blood Mononuclear Cells are plated at a density of  $1.0 \times 10^5$  cells per well in a 96-well plate in RPMI-1640 containing 10% FBS and penicillin/streptomycin. The cells are treated with increasing concentrations of the compound or DMSO (0.1%), and incubated at 37°C, 5% CO<sub>2</sub> for 3 h before the cells are harvested. At time of harvest, cells are transferred to V-bottom plates and pelleted by centrifugation at 800 rpm for 5 min. Cells were harvested using the mRNA Catcher PLUS kit according to manufacturer's instructions. The eluted mRNA was then used in a one-step quantitative real-time PCR reaction, using components of the RNA UltraSense™ One-Step Kit (Life Technologies) together with Applied Biosystems TaqMan® primer-probes for hMCP-1 and Cyclophilin. Real-time PCR plates were run on a ViiA™7 real time PCR machine (Applied Biosystems), data was analyzed, normalizing the Ct values for hMCP-1 to an internal control, prior to determining the fold induction of each unknown sample, relative to the control.

**Example 8: Up-regulation of hApoA-1 mRNA Transcription.**

**[0210]** In this example, hApoA-I mRNA in tissue culture cells was quantitated to measure the transcriptional up-regulation of hApoA-I when treated with a compound of the present disclosure.

**[0211]** Huh7 cells ( $2.5 \times 10^5$  per well) were plated in a 96-well plate using 100 µL DMEM per well, (Gibco DMEM supplemented with penicillin/streptomycin and 10% FBS), 72 h before the addition of the compound. The cells are treated with increasing concentrations of the compound or DMSO (0.1%), and incubated at 37°C, 5% CO<sub>2</sub> for 48 h. Spent media was removed from the Huh-7 cells and placed on ice for immediate use with the "LDH cytotoxicity assay Kit II" from Abcam. The cells remaining in the plate were rinsed with 100 µL PBS. Cells were harvested using the mRNA Catcher PLUS kit according to manufacturer's instructions. The eluted mRNA was then used in a one-step quantitative real-time PCR reaction, using components of the RNA UltraSense™ One-Step Kit (Life Technologies) together with Applied Biosystems TaqMan® primer-probes for hApoA-I and Cyclophilin. Real-time PCR plates were run on a ViiA™7 real time PCR machine (Applied Biosystems),

data was analyzed, normalizing the Ct values for hApoA-1 to an internal control, prior to determining the fold induction of each unknown sample, relative to the control.

**[0212]** Compounds with an EC<sub>170</sub> value less than or equal to 0.3 µM were deemed to be highly active (+++); compounds with an EC<sub>170</sub> value between 0.3 and 3 µM were deemed to be very active (++); compounds with an EC<sub>170</sub> value between 3 and 30 µM were deemed to be active (+).

**Table 7: Up-regulation of hApoA-1 mRNA Transcription.**

<b>Example Compound</b>	<b>ApoA-1 activity</b>	<b>Example Compound</b>	<b>ApoA-1 activity</b>	<b>Example Compound</b>	<b>ApoA-1 activity</b>
<b>1</b>	<b>+++</b>	<b>4</b>	<b>+++</b>	<b>7</b>	<b>+++</b>
<b>9</b>	<b>+++</b>	<b>13</b>	<b>+++</b>	<b>-</b>	<b>-</b>

**Example 9: *In vivo* efficacy in athymic nude mouse strain of an acute myeloid leukemia xenograft model using MV4-11 cells:**

**[0213]** MV4-11 cells (ATCC™) were grown under standard cell culture conditions and (NCr) nu/nu fisol strain of female mice age 6-7 weeks were injected with 5×10<sup>6</sup> cells/animal in 100 µL PBS + 100 µL Matrigel™ in the lower left abdominal flank. By approximately day 18-21 after MV4-11 cells injection, mice were randomized based on tumor volume (L x W x H)/2 of average ~100-300 mm<sup>3</sup>. Mice were dosed orally with compound at 5 to 120 mg/kg b.i.d and/or q.d. on a continuous dosing schedule and at 2.5 to 85 mg/kg q.d. on a 5 day on 2 day off, 100mg/kg q.d. on a 4 day on and 3 day off, 135 mg/kg q.d. on a 3 day on and 4 day off, 180mg/kg on a 2 day on and 5 day off and 240 mg/kg on a 1 day on and 6 days off dosing schedules in EA006 formulation at 10 mL/kg body weight dose volume. Tumor measurements were taken with electronic micro calipers and body weights measured on alternate days beginning from dosing period. The average tumor volumes, percent Tumor Growth Inhibition (TGI) and % change in body weights were compared relative to Vehicle control animals. The means, statistical analysis and the comparison between groups were calculated using Student's t-test in Excel.

**Table 8: *In vivo* efficacy in athymic nude mouse strain of an acute myeloid leukemia xenograft model**

Example Compound	<i>In vivo</i> activity
Example 9	Active

**Example 10: *In vivo* efficacy in athymic nude mouse strain of an acute myeloid leukemia xenograft model using OCI-3 AML cells**

[0214] OCI-3 AML cells (DMSZ) were grown under standard cell culture conditions and (NCr) nu/nu fisol strain of female mice age 6-7 weeks were injected with  $10 \times 10^6$  cells/animal in 100  $\mu$ L PBS + 100  $\mu$ L Matrigel in the lower left abdominal flank. By approximately day 18-21 after OCI-3 AML cells injection, mice were randomized based on tumor volume ( $L \times W \times H/2$ ) of average  $\sim 100$ -300 mm<sup>3</sup>. Mice were dosed orally with compound at 30mg/kg b.i.d on a continuous dosing schedule and at 2.5 to 45 mg/kg q.d. on a 5 day on and 2 day off dosing schedule in EA006 formulation at 10 mL/kg body weight dose volume. Tumor measurements were taken with electronic micro calipers and body weights measured on alternate days beginning from dosing period. The average tumor volumes, percent Tumor Growth Inhibition (TGI) and % change in body weights were compared relative to Vehicle control animals. The means, statistical analysis and the comparison between groups were calculated using Student's t-test in Excel.

**Table 9: *In vivo* efficacy in athymic nude mouse strain of an acute myeloid leukemia xenograft model using OCI-3 AML cells**

Example Compound	<i>In vivo</i> activity
Example 9	Active

**Example 11: Evaluation of Target Engagement.**

[0215] MV4-11 and MM1.s cells (ATCC) were grown under standard cell culture conditions and (NCr) nu/nu fisol strain of female mice age 6-7 weeks were injected with  $5 \times 10^6$  cells/animal in 100  $\mu$ L PBS + 100  $\mu$ L Matrigel in the lower left abdominal flank. By approximately day 28 after MV4-11 and MM1.s cells injection, mice were randomized based on tumor volume ( $L \times W \times H/2$ ) of average  $\sim 500$  mm<sup>3</sup>. Mice were dosed orally with compound in EA006 formulation at 10

mL/kg body weight dose volume and tumors harvested 3, 6, 12, 24 hrs post dose for Bcl2 and c-myc gene expression analysis as PD biomarkers.

**Table 10: Evaluation of Target Engagement.**

Example Compound	<i>In vivo</i> activity
Example 9	Active

**Example 12: *In vivo* efficacy in athymic nude mouse strain of multiple myeloma xenograft model using MM1.s cells**

[0216] MM1.s cells (ATCC) were grown under standard cell culture conditions and SCID-Beige strain of female mice age 6-7 weeks were injected with  $10 \times 10^6$  cells/animal in 100  $\mu$ L PBS + 100  $\mu$ L Matrigel in the lower left abdominal flank. By approximately day 21 after MM1.s cells injection, mice were randomized based on tumor volume  $(L \times W \times H)/2$  of average  $\sim 120 \text{ mm}^3$ . Mice were dosed orally with compound at 25 to 90 mg/kg b.i.d and or q.d in EA006 formulation at 10 mL/kg body weight dose volume. Tumor measurements were taken with electronic micro calipers and body weights measured on alternate days beginning from dosing period. The average tumor volumes, percent Tumor Growth Inhibition (TGI) and % change in body weights were compared relative to Vehicle control animals. The means, statistical analysis and the comparison between groups were calculated using Student's t-test in Excel.

**Table 11: *In vivo* efficacy in athymic nude mouse strain of multiple myeloma xenograft model using MM1.s cells**

Example Compound	<i>In vivo</i> activity
Example 9	Active

**Example 13: *In Vivo* Efficacy in Mouse Endotoxemia Model Assay.**

[0217] Sub lethal doses of Endotoxin (E. Coli bacterial lipopolysaccharide) are administered to animals to produce a generalized inflammatory response which is monitored by increases in secreted cytokines. Compounds are administered to C57/Bl6 mice at T= 4 hours orally at 75 mg/kg dose to evaluate inhibition in IL-6 and IL-17 and MCP-1 cytokines post 3-h challenge with lipopolysaccharide (LPS) at T=0 hours at 0.5 mg/kg dose intraperitoneally.



**Example 14: *In Vivo* Efficacy in Rat Collagen-Induced Arthritis**

[0218] Rat collagen-induced arthritis is an experimental model of polyarthritis that has been widely used for preclinical testing of numerous anti-arthritic agents. Following administration of collagen, this model establishes a measurable polyarticular inflammation, marked cartilage destruction in association with pannus formation and mild to moderate bone resorption and periosteal bone proliferation. In this model, collagen was administered to female Lewis strain of rats on Day 1 and 7 of study and dosed with compounds from Day 11 to Day 17. Test compounds were evaluated to assess the potential to inhibit the inflammation (including paw swelling), cartilage destruction and bone resorption in arthritic rats, using a model in which the treatment is administered after the disease has been established.

**Example 15: *In Vivo* Efficacy in Experimental autoimmune encephalomyelitis (EAE) Model of MS**

[0219] Experimental autoimmune encephalomyelitis (EAE) is a T-cell-mediated autoimmune disease of the CNS which shares many clinical and histopathological features with human multiple sclerosis (MS). EAE is the most commonly used animal model of MS. T cells of both Th1 and Th17 lineage have been shown to induce EAE. Cytokines IL-23, IL-6 and IL-17, which are either critical for Th1 and Th17 differentiation or produced by these T cells, play a critical and non-redundant role in EAE development. Therefore, drugs targeting production of these cytokines are likely to have therapeutic potential in treatment of MS.

[0220] Compounds of Formula I were administered to EAE mice to assess anti-inflammatory activity. In this model, EAE is induced by MOG<sub>35-55</sub>/CFA immunization and pertussis toxin injection in female C57Bl/6 mice.

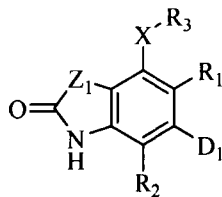
**Example 16: *Ex Vivo* effects on T cell function from Splenocyte and Lymphocyte cultures stimulated with external MOG stimulation**

[0221] Mice were immunized with MOG/CFA and simultaneously treated with the compound for 11 days on a b.i.d regimen. Inguinal Lymph node and spleen were harvested, cultures were set up for lymphocytes and splenocytes and stimulated with external antigen (MOG) for 72 hours. Supernatants from these cultures were analyzed for TH1, Th2 and Th17 cytokines using a Cytometric Bead Array assay.

[0222] Other embodiments of the present disclosure will be apparent to those skilled in the art from consideration of the specification and practice of the present disclosure disclosed herein. It is intended that the specification and examples be considered as exemplary only.

**What is claimed is:**

1. A compound of formula:



or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof,  
wherein

**D<sub>1</sub>** is an isoxazole or pyrazole, optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, halogen, amide, -CF<sub>3</sub>, -CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), -COOH, and/or ester,

wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester, optionally substituted with one or more F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo;

**X** is present and is selected from -(NH)-, -O-, -NHCR<sub>x</sub>R<sub>y</sub>-, -NHSO<sub>2</sub>-, -CR<sub>x</sub>R<sub>y</sub>NH-; and

**R<sub>x</sub>** and **R<sub>y</sub>** are each independently selected from hydrogen, alkyl(C<sub>1-5</sub>), halogen, -OH, -CF<sub>3</sub>, deuterium, amino, alkoxy(C<sub>1-5</sub>), or two substituents selected from **R<sub>x</sub>**, **R<sub>y</sub>**, and **R<sub>1</sub>** may be connected in a 5- or 6-membered ring to form a bicyclic carbocycle or bicyclic heterocycle;

**Z<sub>1</sub>** is -NR<sub>a</sub>;

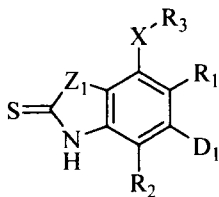
**R<sub>a</sub>** is selected from hydrogen, deuterium, and alkyl (C<sub>1-3</sub>); and

**R<sub>1</sub>** and **R<sub>2</sub>** are independently selected from hydrogen, deuterium, alkyl, -OH, -NH<sub>2</sub>, -thioalkyl, and alkoxy;

**R<sub>3</sub>** is an isoxazole, pyrazole, pyridyl, thiazole, isothiazole, pyrimidine, phenyl, cyclohexene, benzo[d]oxazolyl, naphthyl, or quinolyl, optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>), -OH, alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, halogen, amide, -CF<sub>3</sub>, -CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), carboxyl, and/or ester,

wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)Alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester, optionally substituted with one or more F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo.

2. A compound of formula:



or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof,

wherein

**D<sub>1</sub>** is an isoxazole or pyrazole, optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, halogen, amide, -CF<sub>3</sub>, -CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), -COOH, and/or ester,

wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester, optionally substituted with one or more F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo;

**X** is optionally present and, if present, is selected from -(NH)-, -O-, -NHCR<sub>x</sub>R<sub>y</sub>-, -NHSO<sub>2</sub>-, -CR<sub>x</sub>R<sub>y</sub>NH-; and

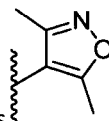
**Z<sub>1</sub>** is -NR<sub>a</sub>;

**R<sub>a</sub>** is selected from hydrogen, deuterium, and alkyl (C<sub>1-3</sub>); and

**R<sub>3</sub>** is an isoxazole, pyrazole, pyridyl, thiazole, isothiazole, pyrimidine, phenyl, cyclohexene, benzo[d]oxazolyl, naphthyl, or quinolyl, optionally substituted with one or more groups independently selected from deuterium, alkyl(C<sub>1</sub>-C<sub>4</sub>), -OH, alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, halogen, amide, -CF<sub>3</sub>, -CN, -N<sub>3</sub>, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), carboxyl, and/or ester, wherein said alkyl(C<sub>1</sub>-C<sub>4</sub>), alkoxy(C<sub>1</sub>-C<sub>4</sub>), amino, amide, ketone (C<sub>1</sub>-C<sub>4</sub>), -S(O)alkyl(C<sub>1</sub>-C<sub>4</sub>), -SO<sub>2</sub>alkyl(C<sub>1</sub>-C<sub>4</sub>), -thioalkyl(C<sub>1</sub>-C<sub>4</sub>), and ester, optionally substituted with one or more F, Cl, Br, -OH, -NH<sub>2</sub>, -NHMe, -OMe, -SMe, oxo, and/or thio-oxo

**R<sub>1</sub>** and **R<sub>2</sub>** are independently selected from hydrogen, deuterium, alkyl, -OH, -NH<sub>2</sub>, -thioalkyl, and alkoxy;

**R<sub>x</sub>** and **R<sub>y</sub>** are each independently selected from hydrogen, alkyl(C<sub>1-5</sub>), halogen, -OH, -CF<sub>3</sub>, deuterium, amino, alkoxy(C<sub>1-5</sub>), or two substituents selected from **R<sub>x</sub>**, **R<sub>y</sub>**, and **R<sub>1</sub>** may be connected in a 5- or 6-membered ring to form a bicyclic carbocycle or bicyclic heterocycle.



3. The compound of claim 1 or 2, wherein  $D_1$  is

4. A compound according to claim 1, selected from:

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((1,3,5-trimethyl-1H-pyrazol-4-yl)amino)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((2-methylpyridin-3-yl)amino)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-((2-methylpyridin-3-yl)oxy)-1H-benzo[d]imidazol-2(3H)-one; and

5-(3,5-dimethylisoxazol-4-yl)-7-((3,5-dimethylisoxazol-4-yl)amino)-1-methyl-1H-benzo[d]imidazol-2(3H)-one.

5. A compound selected from:

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-methylpyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-(trifluoromethyl)phenyl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(4-methylpyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

7-(1,3-dimethyl-1H-pyrazol-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(2-(trifluoromethyl)pyridin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(4-methylisothiazol-5-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(4-fluoro-2-(trifluoromethyl)phenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxy-5-methylphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxypyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-2-methylbenzonitrile;

4,6-bis(3,5-dimethylisoxazol-4-yl)-1,3-dimethyl-1H-benzo[d]imidazol-2(3H)-one;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzonitrile;

5-(3,5-dimethylisoxazol-4-yl)-7-(4-methoxypyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(5-fluoro-2-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(5-chloro-2-methylphenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(6-amino-2-methylpyridin-3-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(3,5-dimethyl-1H-pyrazol-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

6-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

6-(3,5-dimethylisoxazol-4-yl)-4-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazole-2(3H)-thione;

6-(3,5-dimethylisoxazol-4-yl)-4-(4-methylpyridin-3-yl)-1H-benzo[d]imidazole-2-thiol;

3-(6-(3,5-dimethylisoxazol-4-yl)-2-thioxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzonitrile;

5-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)-1-methyl-7-(1,3,5-trimethyl-1H-pyrazol-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-4-methylbenzamide;

3-(6-(3,5-dimethylisoxazol-4-yl)-3-methyl-2-oxo-2,3-dihydro-1H-benzo[d]imidazol-4-yl)-2-methylbenzamide;

7-(3,5-dimethyl-1H-pyrazol-4-yl)-5-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(naphthalen-1-yl)-1H-benzo[d]imidazol-2(3H)-one;

7-(3,5-dichloropyridin-4-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(quinolin-3-yl)-1H-benzo[d]imidazol-2(3H)-one;

7-(2-chlorophenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(3-methylpyridin-4-yl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(3,5-dimethylpyridin-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-1-methyl-7-(o-tolyl)-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-fluoro-5-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(5-chloro-2-methoxyphenyl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-fluoro-3-methoxyphenyl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2,4-dimethylthiazol-5-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

5-(3,5-dimethylisoxazol-4-yl)-7-(2-methoxy-6-methylpyridin-3-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;

7-(benzo[d]oxazol-5-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one;  
and

7-(cyclohex-1-en-1-yl)-5-(3,5-dimethylisoxazol-4-yl)-1-methyl-1H-benzo[d]imidazol-2(3H)-one,

or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof.

6. A pharmaceutical composition comprising the compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, and a pharmaceutically acceptable carrier.

7. The compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, or the pharmaceutical composition of claim 6, for use in

- (a) inhibition of BET protein function; or
- (b) treatment of an autoimmune or inflammatory disorder associated with BET proteins.

8. The compound or composition for use according to claim 7(b), wherein the autoimmune or inflammatory disorder is selected from Acute Disseminated Encephalomyelitis, Agammaglobulinemia, Allergic Disease, Ankylosing spondylitis, Anti-GBM/Anti-TBM nephritis, Anti-phospholipid syndrome, Autoimmune aplastic anemia, Autoimmune hepatitis, Autoimmune inner ear disease, Autoimmune myocarditis, Autoimmune pancreatitis, Autoimmune retinopathy, Autoimmune thrombocytopenic purpura, Behcet's Disease, Bullous pemphigoid, Castleman's Disease, Celiac Disease, Churg-Strauss syndrome, Crohn's Disease, Cogan's syndrome, Dry eye syndrome, Essential mixed cryoglobulinemia, Dermatomyositis, Devic's Disease, Encephalitis, Eosinophilic esophagitis, Eosinophilic fasciitis, Erythema nodosum, Giant cell arteritis, Glomerulonephritis, Goodpasture's syndrome, Granulomatosis with Polyangiitis (Wegener's), Graves' Disease, Guillain-Barre syndrome, Hashimoto's thyroiditis, Hemolytic anemia, Henoch-Schonlein purpura, IgA nephropathy, Inclusion body myositis, Type I diabetes, Interstitial cystitis, Kawasaki's Disease, Leukocytoclastic vasculitis, Lichen planus, Lupus (SLE), Microscopic polyangitis, Multiple sclerosis, Myasthenia gravis, myositis, Optic neuritis, Pemphigus, POEMS syndrome, Polyarteritis nodosa, Primary biliary cirrhosis, Psoriasis, Psoriatic arthritis, Pyoderma gangrenosum, Relapsing polychondritis, Rheumatoid arthritis, Sarcoidosis, Scleroderma, Sjogren's syndrome, Takayasu's arteritis, Transverse myelitis, Ulcerative colitis, Uveitis, and Vitiligo.

9. The compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, or the pharmaceutical composition of claim 6 for use in treatment of an acute or chronic non-autoimmune inflammatory disorder characterized by dysregulation of IL-6 and/or IL-17.

10. The compound or composition for use according to claim 9, wherein the acute or chronic non-autoimmune inflammatory disorder is selected from sinusitis, pneumonitis, osteomyelitis, gastritis, enteritis, gingivitis, appendicitis, irritable bowel syndrome, tissue graft rejection, chronic obstructive pulmonary disease (COPD), septic shock, osteoarthritis, acute gout, acute lung injury, acute renal failure, burns, Herxheimer reaction, and SIRS associated with viral infections.

11. The compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, or the pharmaceutical composition of claim 6, for use in treatment of rheumatoid arthritis (RA) or multiple sclerosis (MS).

12. The compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, or the pharmaceutical composition of claim 6, for use in treatment of cancer.

13. The compound or composition for use according to claim 12, wherein the cancer:

- (a) is associated with overexpression, translocation, amplification, or rearrangement of a myc family oncoprotein that is sensitive to BET inhibition;
- (b) is associated with overexpression, translocation, amplification, or rearrangement of BET proteins;
- (c) relies on pTEFb (Cdk9/cyclin T) and BET proteins to regulate oncogenes;
- (d) is associated with upregulation of BET responsive genes CDK6, Bcl2, TYRO3, MYB, and hTERT; or
- (e) is sensitive to effects of BET inhibition.

14. The compound or composition for use according to claim 13, wherein:

- (a) the cancer associated with overexpression, translocation, amplification, or rearrangement of a myc family oncoprotein that is sensitive to BET inhibition is selected from B-acute lymphocytic leukemia, Burkitt's lymphoma, Diffuse large cell lymphoma, Multiple myeloma, Primary plasma cell leukemia, Atypical carcinoid lung cancer, Bladder cancer, Breast cancer, Cervix cancer, Colon cancer, Gastric cancer, Glioblastoma, Hepatocellular carcinoma, Large cell neuroendocrine carcinoma, Medulloblastoma, nodular melanoma, superficial spreading melanoma, Neuroblastoma, esophageal squamous cell carcinoma, Osteosarcoma, Ovarian cancer, Prostate cancer, Renal clear cell carcinoma, Retinoblastoma, Rhabdomyosarcoma, and Small cell lung carcinoma;
- (b) the cancer associated with overexpression, translocation, amplification, or rearrangement of BET proteins is selected from NUT midline carcinoma, B-cell lymphoma, non-small cell lung cancer, esophageal cancer, head and neck squamous cell carcinoma, and colon cancer;



(c) the cancer that relies on pTEFb (Cdk9/cyclin T) and BET proteins to regulate oncogenes is selected from chronic lymphocytic leukemia and multiple myeloma, follicular lymphoma, diffuse large B cell lymphoma with germinal center phenotype, Burkitt's lymphoma, Hodgkin's lymphoma, follicular lymphomas and activated, anaplastic large cell lymphoma, neuroblastoma and primary neuroectodermal tumor, rhabdomyosarcoma, prostate cancer, and breast cancer;

(d) the cancer associated with upregulation of BET responsive genes CDK6, Bcl2, TYRO3, MYB, and hTERT is selected from pancreatic cancer, breast cancer, colon cancer, glioblastoma, adenoid cystic carcinoma, T-cell prolymphocytic leukemia, malignant glioma, bladder cancer, medulloblastoma, thyroid cancer, melanoma, multiple myeloma, Barret's adenocarcinoma, hepatoma, prostate cancer, pro-myelocytic leukemia, chronic lymphocytic leukemia, mantle cell lymphoma, diffuse large B-cell lymphoma, small cell lung cancer, and renal carcinoma; or

(e) the cancer that is sensitive to effects of BET inhibition is selected from NUT-midline carcinoma (NMV), acute myeloid leukemia (AML), acute B lymphoblastic leukemia (B-ALL), Burkitt's Lymphoma, B-cell Lymphoma, Melanoma, mixed lineage leukemia, multiple myeloma, pro-myelocytic leukemia (PML), non-Hodgkin's lymphoma, Neuroblastoma, Medulloblastoma, lung carcinoma (NSCLC, SCLC), and colon carcinoma.

15. The compound or composition for use according to any one of claims 12-14, wherein the compound or pharmaceutical composition is for administration in combination with other therapies, chemotherapeutic agents or antiproliferative agents.

16. The compound or composition for use according to claim 15, wherein the therapeutic agent is selected from ABT-737, Azacitidine (Vidaza), AZD1152 (Barasertib), AZD2281 (Olaparib), AZD6244 (Selumetinib), BEZ235, Bleomycin Sulfate, Bortezomib (Velcade), Busulfan (Myleran), Camptothecin, Cisplatin, Cyclophosphamide (Clafen), CYT387, Cytarabine (Ara-C), Dacarbazine, DAPT (GSI-IX), Decitabine, Dexamethasone, Doxorubicin (Adriamycin), Etoposide, Everolimus (RAD001), Flavopiridol (Alvocidib), Ganetespib (STA-9090), Gefitinib (Iressa), Idarubicin, Ifosfamide (Mitoxana), IFNa2a (Roferon A), Melphalan (Alkeran), Methazolastone (temozolomide), Metformin, Mitoxantrone (Novantrone), Paclitaxel, Phenformin, PKC412 (Midostaurin), PLX4032 (Vemurafenib), Pomalidomide (CC-4047), Prednisone (Deltasone), Rapamycin, Revlimid (Lenalidomide), Ruxolitinib (INCB018424), Sorafenib (Nexavar), SU11248 (Sunitinib), SU11274, Vinblastine, Vincristine (Oncovin), Vinorelbine

(Navelbine), Vorinostat (SAHA), PD-1 and PD-L1 inhibitors (pembrolizumab, nivolumab, yervoy ipilimumab), and WP1130 (Degrasyn).

17. The compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, or the pharmaceutical composition of claim 6 for use in treatment of a benign proliferative or fibrotic disorder, selected from the group consisting of benign soft tissue tumors, bone tumors, brain and spinal tumors, eyelid and orbital tumors, granuloma, lipoma, meningioma, multiple endocrine neoplasia, nasal polyps, pituitary tumors, prolactinoma, pseudotumor cerebri, seborrheic keratoses, stomach polyps, thyroid nodules, cystic neoplasms of the pancreas, hemangiomas, vocal cord nodules, polyps, and cysts, Castleman disease, chronic pilonidal disease, dermatofibroma, pilar cyst, pyogenic granuloma, juvenile polyposis syndrome, idiopathic pulmonary fibrosis, renal fibrosis, post-operative stricture, keloid formation, scleroderma, and cardiac fibrosis.

18. The compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, or the pharmaceutical composition of claim 6 for use in:

- (a) treatment of a disease or disorder that benefits from up-regulation or ApoA-1 transcription and protein expression;
- (b) treatment of a metabolic disease or disorder;
- (c) treatment of a cancer associated with a virus;
- (d) treatment of HIV infection wherein the compound or pharmaceutical composition is for administration alone or in combination with anti-retroviral therapeutic; or
- (e) treatment of a disease or disorder selected from Alzheimer's disease, Parkinson's disease, Huntington disease, bipolar disorder, schizophrenia, Rubinstein-Taybi syndrome, and epilepsy.

19. The compound or composition for use according to claim 18, wherein

- (a) the disease or disorder that benefits from up-regulation or ApoA-1 transcription and protein expression is cardiovascular disease, dyslipidemia, atherosclerosis, hypercholesterolemia, metabolic syndrome, or Alzheimer's disease;
- (b) the metabolic disorder is selected from obesity-associated inflammation, type II diabetes, and insulin resistance; or

(c) the virus associated with the cancer is selected from Epstein-Barr Virus (EBV), hepatitis B virus (HBV), hepatitis C virus (HCV), Kaposi's sarcoma associated virus (KSHV), human papilloma virus (HPV), Merkel cell polyomavirus, and human cytomegalovirus (CMV).

20. Use of the compound of any one of claims 1-5 or a stereoisomer, tautomer, pharmaceutically acceptable salt, or hydrate thereof, or the pharmaceutical composition according to claim 6 for male contraception.