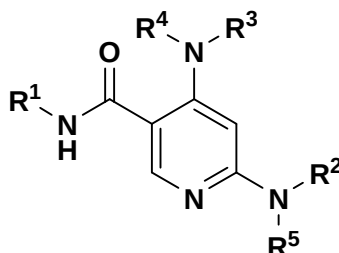


WHAT IS CLAIMED IS:

1. A compound having the following formula (I):



I

or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein:

R¹ is C₁₋₃alkyl optionally substituted by 0-7 R^{1a};

R^{1a} at each occurrence is independently hydrogen, deuterium, F, Cl, Br, CF₃ or CN;

10 R² is pyridyl substituted with 0-3 R^{2a};

R^{2a} at each occurrence is independently hydrogen, =O, halo, OCF₃, CN, NO₂,

$-(\text{CH}_2)_r\text{OR}^b$, $-(\text{CH}_2)_r\text{SR}^b$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{R}^b$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^b$, $-(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^b$,
 $\text{CH}_2)_r\text{NR}^{11}\text{R}^{11}$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11}\text{R}^{11}$, $-(\text{CH}_2)_r\text{NR}^b\text{C}(\text{O})\text{R}^c$, $-(\text{CH}_2)_r\text{NR}^b\text{C}(\text{O})\text{OR}^c$,
 $-\text{NR}^b\text{C}(\text{O})\text{NR}^{11}\text{R}^{11}$, $-\text{S}(\text{O})_p\text{NR}^{11}\text{R}^{11}$, $-\text{NR}^b\text{S}(\text{O})_p\text{R}^c$, $-\text{S}(\text{O})_p\text{R}^c$, C_{1-6} alkyl substituted with
15 $0-3 \text{ R}^a$, C_{1-6} haloalkyl, C_{2-6} alkenyl substituted with $0-3 \text{ R}^a$, C_{2-6} alkynyl substituted with
 $0-3 \text{ R}^a$, $-(\text{CH}_2)_r$ -3-14 membered carbocycle substituted with $0-1 \text{ R}^a$, $-(\text{CH}_2)_r$ -5-7
membered heteroaryl comprising carbon atoms and 1-4 heteroatoms selected from N, O,
and $\text{S}(\text{O})_p$ substituted with $0-2 \text{ R}^a$; and $-(\text{CH}_2)_r$ -5-7 membered heterocycle comprising
carbon atoms or 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_p$ substituted with $0-2 \text{ R}^a$;

20 R³ is phenyl, pyridyl, cyclopentyl, cyclohexyl, furanyl, pyridyl or pyranyl, each substituted with 0-3 R^{3a};

R^{3a} at each occurrence is independently hydrogen, =O, halo, OCF_3 , $OCHF_2$, CF_3 , CHF_2 , CN, NO_2 , $-(CH_2)_rOR^b$, $-(CH_2)_rSR^b$, $-(CH_2)_rC(O)R^b$, $-(CH_2)_rC(O)OR^b$, $-(CH_2)_rOC(O)R^b$, $-(CH_2)_rNR^{11}R^{11}$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-(CH_2)_rNR^bC(O)R^c$, $-(CH_2)_rNR^bC(O)OR^c$, $-NR^bC(O)NR^{11}R^{11}$, $-S(O)_pNR^{11}R^{11}$, $-NR^bS(O)_pR^c$, $-S(O)_pR^c$, C_{1-6} alkyl substituted with 0-3 R^a , C_{2-6} alkenyl substituted with 0-3 R^a , C_{2-6} alkynyl substituted with 0-3 R^a , C_{1-6} haloalkyl, $-(CH_2)_r$ -3-14 membered carbocycle substituted with 0-3 R^a , a $-(CH_2)_r$ -5-7 membered heteroaryl comprising carbon atoms and 1-4

heteroatoms selected from N, S or O substituted with 0-3 R^a, or a -(CH₂)_r-5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^a;

or two R^{3a}, together with the atoms to which they are attached, combine to form a fused ring wherein said ring is selected from phenyl and a 5-7 membered heterocycle or heteroaryl, each comprising carbon atoms and 1-4 heteroatoms selected from N, S or O;

R⁴ and R⁵ are independently hydrogen, C₁₋₄ alkyl substituted with 0-1 R^f, (CH₂)_r-phenyl substituted with 0-3 R^d, or a -(CH₂)_r-5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p;

R¹¹ at each occurrence is independently hydrogen, C₁₋₆ alkyl substituted with 0-3 R^f, CF₃, C₃₋₁₀ cycloalkyl substituted with 0-3 R^f, (CH)_r-phenyl substituted with 0-3 R^d, or -(CH₂)_r-5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^d;

R^a at each occurrence is independently hydrogen, =O, F, Cl, Br, OCF₃, CF₃, CHF₂, CN, NO₂, -(CH₂)_rOR^b, -(CH₂)_rSR^b, -(CH₂)_rC(O)R^b, -(CH₂)_rC(O)OR^b, -(CH₂)_rOC(O)R^b, -(CH₂)_rNR¹¹R¹¹, -(CH₂)_rC(O)NR¹¹R¹¹, -(CH₂)_rNR^bC(O)R^c, -(CH₂)_rNR^bC(O)OR^c, -NR^bC(O)NR¹¹R¹¹, -S(O)_pNR¹¹R¹¹, -NR^bS(O)_pR^c, -S(O)R^c, -S(O)₂R^c, C₁₋₆ alkyl substituted with 0-3 R^f, C₁₋₆ haloalkyl, C₂₋₆ alkenyl substituted with 0-3 R^a, C₂₋₆ alkynyl substituted with 0-3 R^a, -(CH₂)_r-3-14 membered carbocycle, -(CH₂)_r-5-7 membered heteroaryl comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^f; or -(CH₂)_r-5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^f, alternatively two R^a on adjacent or the same carbon atom form a cyclic acetal of the formula -O-(CH₂)_n-O-, or -O-CF₂-O-, wherein n is selected from 1 or 2;

R^b is hydrogen, C₁₋₆ alkyl substituted with 0-3 R^d, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl substituted with 0-2 R^d, or -(CH₂)_r-5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^f, or (CH₂)_r-phenyl substituted with 0-3 R^d;

R^c is C₁₋₆ alkyl substituted with 0-3 R^f, (CH₂)_r-C₃₋₆ cycloalkyl substituted with 0-3 R^f, (CH₂)_r-phenyl substituted with 0-3 R^f; or

R^d at each occurrence is independently hydrogen, F, Cl, Br, OCF_3 , CF_3 , CN , NO_2 , $-OR^e$, $-(CH_2)_rC(O)R^c$, $-NR^eR^e$, $-NR^eC(O)OR^c$, C_{1-6} alkyl, or $(CH_2)_r$ -phenyl substituted with 0-3 R^f ;

R^e is selected from hydrogen, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$ -phenyl substituted with 0-3 R^f ;

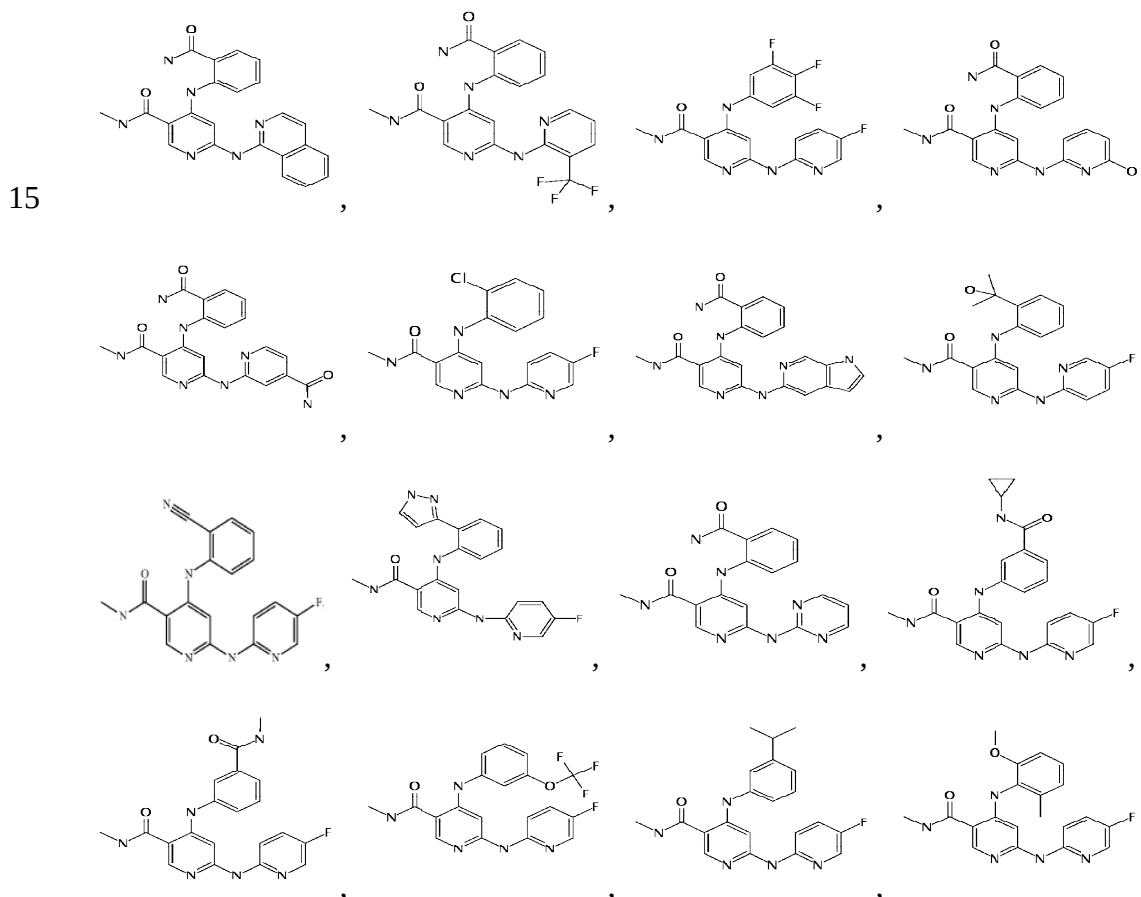
R^f independently at each occurrence is hydrogen, halo, CN , NH_2 , $NH(C_{1-6}alkyl)$, $N(C_{1-6}alkyl)_2$, OH , C_{3-6} cycloalkyl, CF_3 , $O(C_{1-6}alkyl)$, phenyl;

or R^f independently at each occurrence is an optionally substituted $-(CH_2)_r$ -5-10 membered heteroaryl comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O) or C_{3-6} cycloalkyl, each group optionally substituted with halo, CN , CF_3 , C_{1-6} alkyl or $O(C_{1-6}alkyl)$;

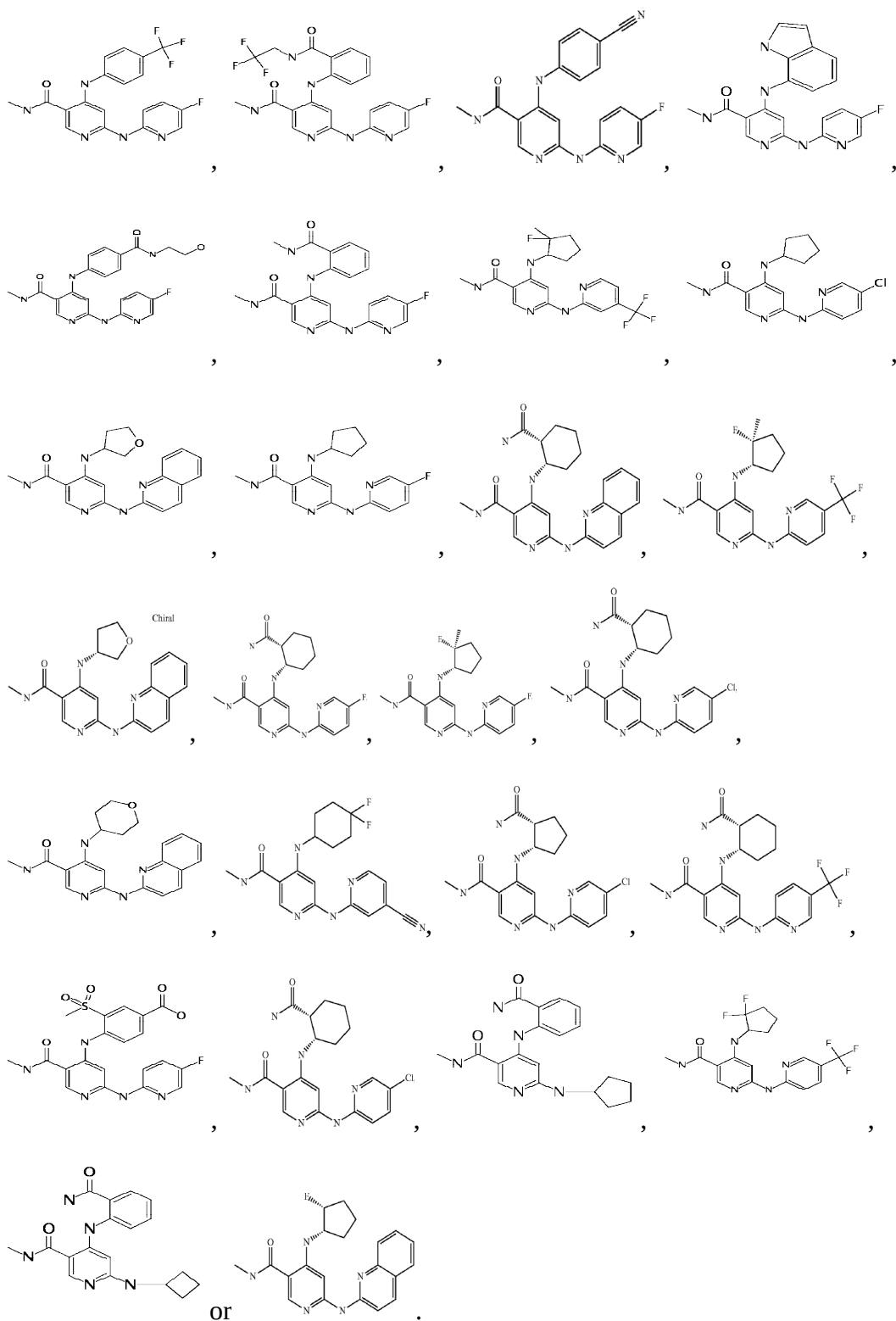
p is 0, 1, or 2; and

r is 0, 1, 2, 3, or 4;

provided that the compound of formula (I) is not

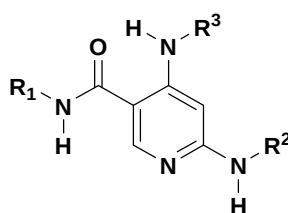


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2. The compound of claim 1, or a stereoisomer or pharmaceutically-
 10 acceptable salt thereof, wherein both R⁴ and R⁵ are hydrogen.

3. A compound according claim 1 having the following formula



or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein:

R^1 is C_{1-3} alkyl substituted by 0-7 deuterium atoms;

5 R^2 is pyridyl substituted with 0-3 R^{2a} ;

R^{2a} at each occurrence is independently halo, CN, $-(CH_2)_rOR^b$, $-(CH_2)_rC(O)R^b$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-(CH_2)_rNR^{11}R^{11}$, $-S(O)_pNR^{11}R^{11}$, $-C_{1-6}$ alkyl substituted with 0-3 R^a , C_{1-6} haloalkyl, $-(CH_2)_r$ -3-14 membered carbocycle substituted with 0-1 R^a , a $-(CH_2)_r$ -5-10 membered heteroaryl comprising carbon atoms and 1-4 heteroatoms

10 selected from N, O, and $S(O)_p$ substituted with 0-2 R^a ; or a $-(CH_2)_r$ -5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$ substituted with 0-2 R^a ;

R^3 is phenyl, pyridyl, cyclopentyl, cyclohexyl, furanyl, pyridyl or pyranlyl, each substituted with 0-3 R^{3a} ;

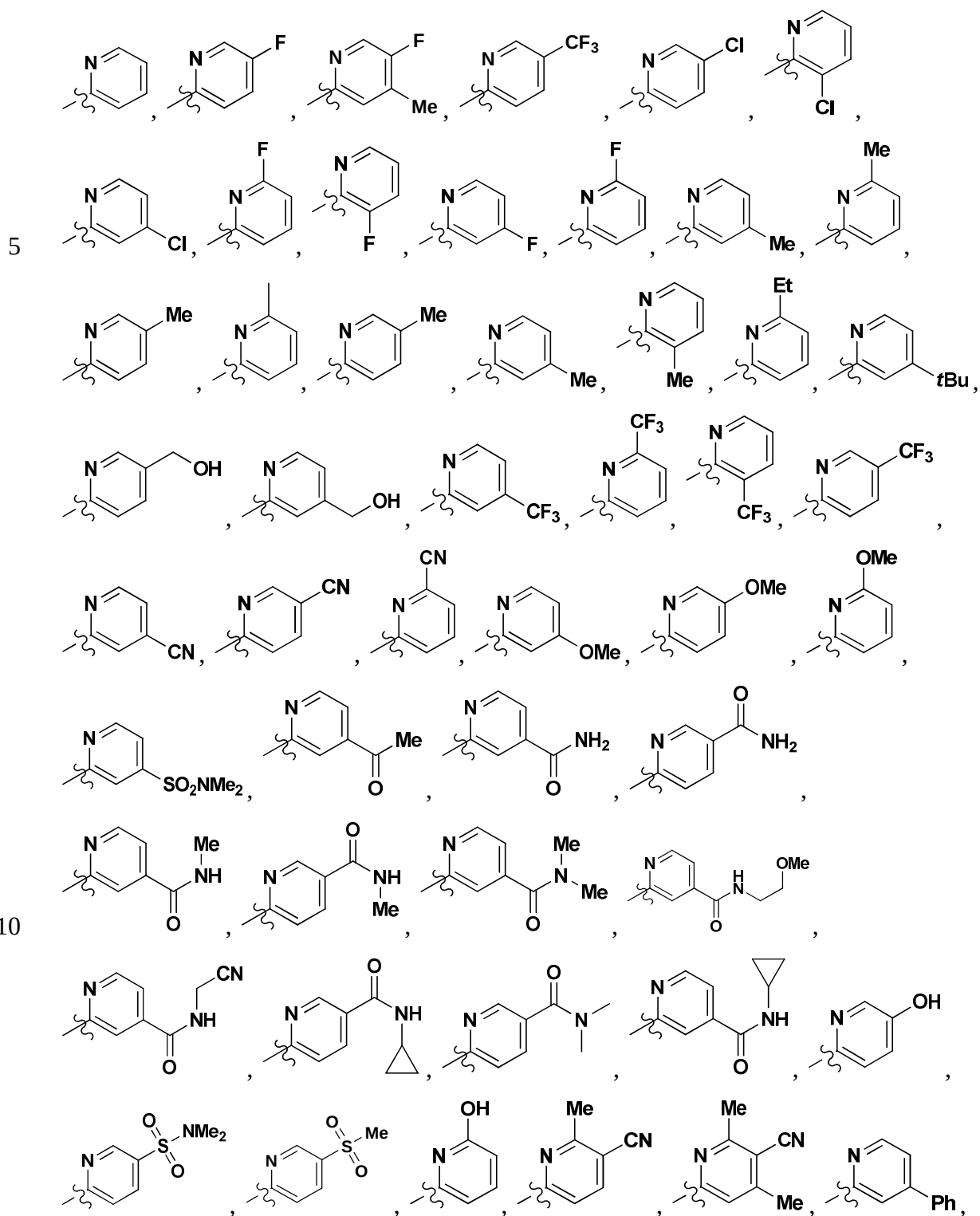
15 R^{3a} at each occurrence is independently hydrogen, halo, OCF_3 , $OCHF_2$, CF_3 , CHF_2 , CN, $-(CH_2)_rOR^b$, $-(CH_2)_rSR^b$, $-(CH_2)_rC(O)R^b$, $-(CH_2)_rNR^{11}R^{11}$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-(CH_2)_rNR^bC(O)R^c$, $-S(O)_pNR^{11}R^{11}$, $-NR^bS(O)_pR^c$, $-S(O)_pR^c$, C_{1-6} alkyl substituted with 0-3 R^a , C_{1-6} haloalkyl, a $-(CH_2)_r$ -3-14 membered carbocycle substituted with 0-3 R^a , a $-(CH_2)_r$ -5-7 membered heteroaryl comprising carbon atoms and 20 1-4 heteroatoms selected from N, S or O substituted with 0-3 R^a , or a $-(CH_2)_r$ -5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$ substituted with 0-3 R^a ;

or two R^{3a} , together with the atoms to which they are attached, combine to form a fused ring wherein that ring is selected from phenyl, or a 5-7 membered heterocycle or 25 heteroaryl, each comprising carbon atoms and 1-4 heteroatoms selected from N, S or O; and

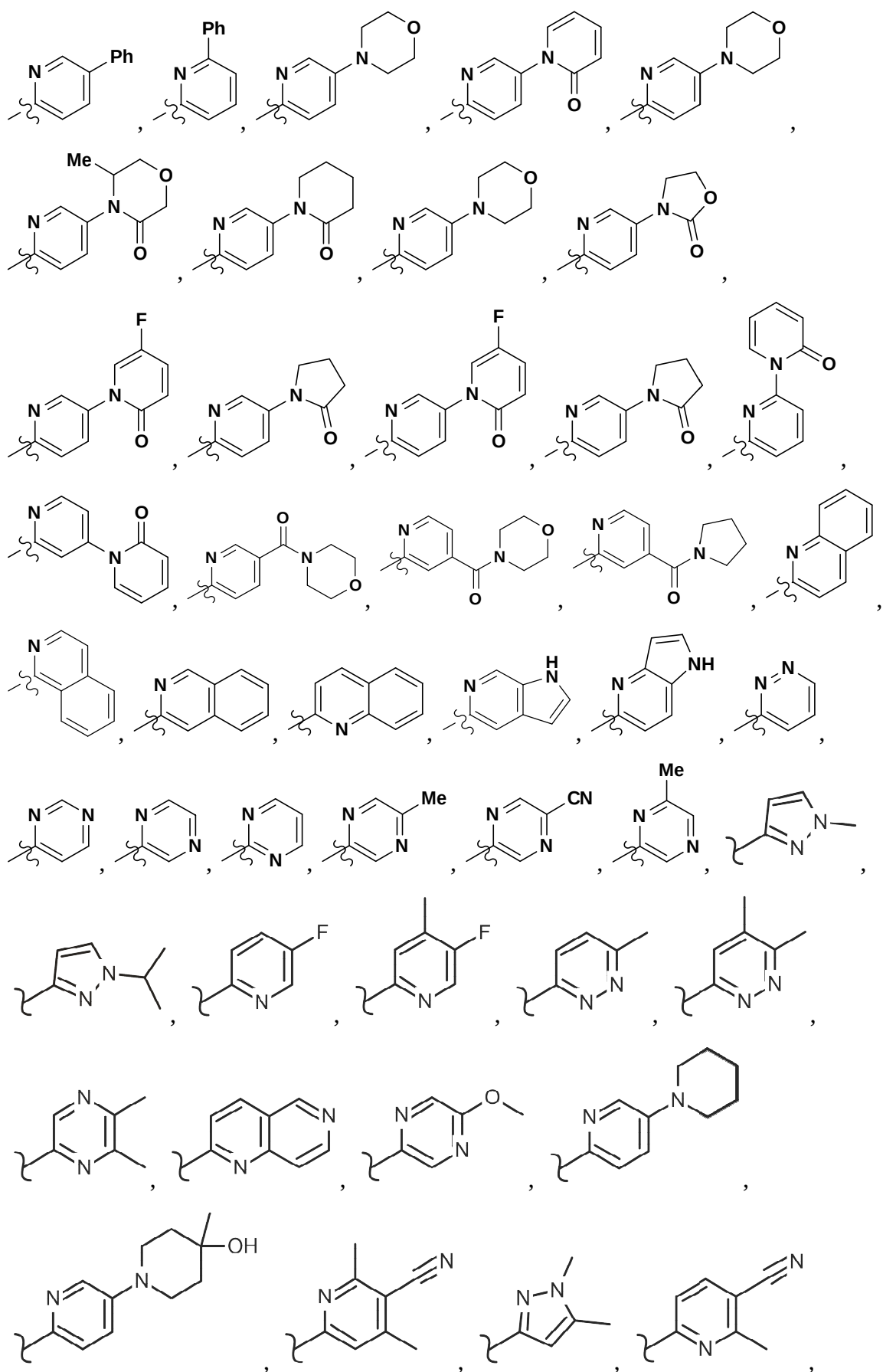
R^{11} at each occurrence is independently hydrogen;

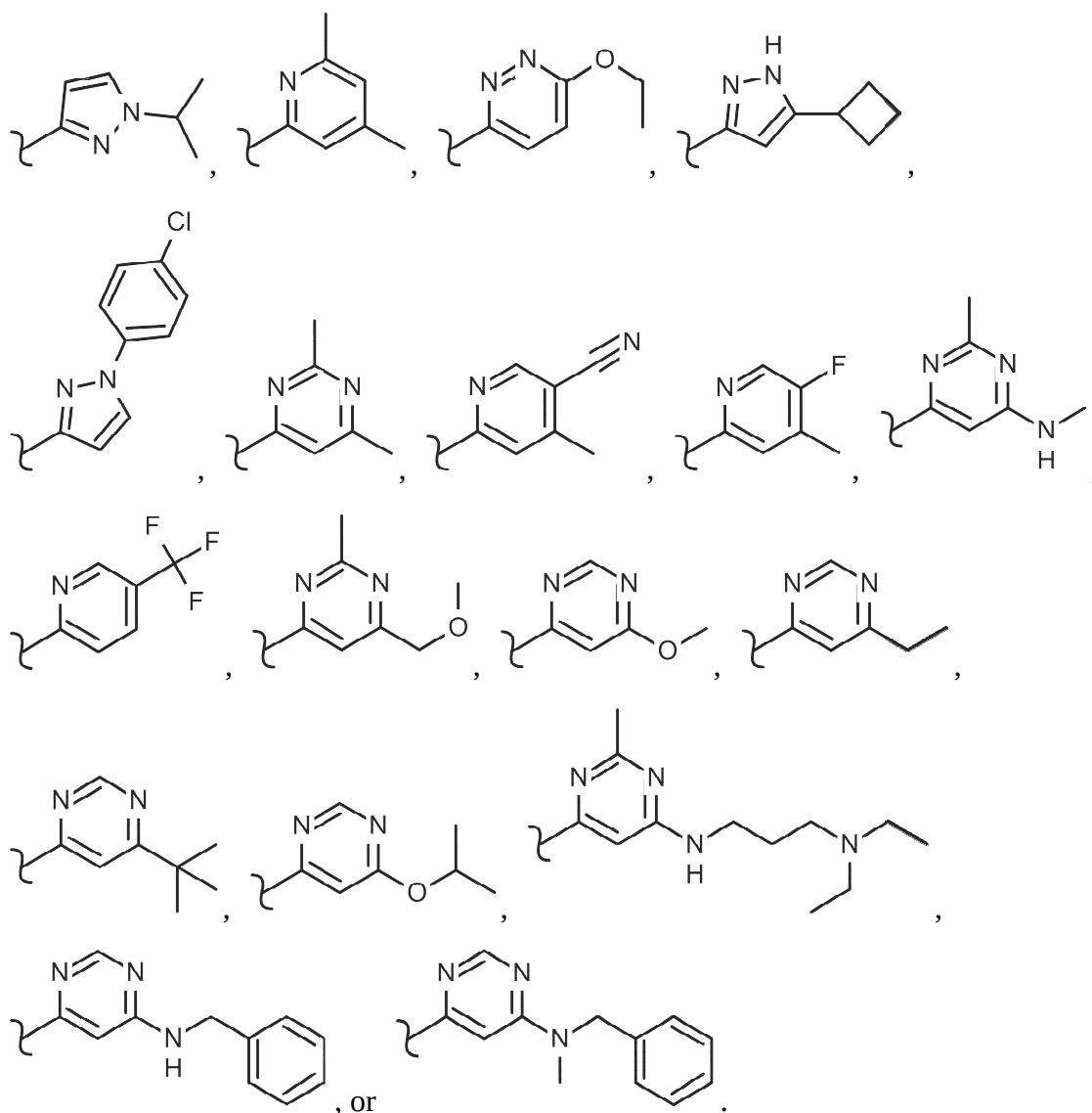
or R^{11} at each occurrence is independently phenyl, C_{1-6} alkyl, or C_{3-10} cycloalkyl, each group substituted with 0-3 R^f .

4. A compound of claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof wherein R² is



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5. A compound of claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein:

R^{3a} at each occurrence independently is hydrogen, Ph, CN, NH_2 , OCF_3 , $OCHF_2$,
 10 OR^b , halo, C_{3-6} cycloalkyl, $C(O)NR^{11}R^{11}$, $S(O)_2NR^{11}R^{11}$, $C(O)R^b$, SO_pR^c , $NR^bSO_pR^c$,
 $NR^bC(O)R^c$, haloalkyl, CN, a 5-10 membered heterocycle containing 1-4 heteroatoms
 selected from N, O, and S substituted with 0-3 R^a and C_{1-6} alkyl substituted with 0-3 R^a ;

or one R^{3a} and a second R^{3a} , together with the atoms to which they are attached,
 combine to form a fused 5-7 membered heterocycle containing 1-4 heteroatoms selected
 15 from N, O, and S or fused phenyl;

R^{11} is at each occurrence independently hydrogen, phenyl, cyclopropyl, or
 C_{1-6} alkyl substituted with 0-3 R^f ;

R^a is at each occurrence independently halo or OR^b ;

R^b is at each occurrence independently hydrogen, a 5-10 membered heterocycle containing 1-4 heteroatoms selected from N, O, and S substituted with 0-3 R^f or C_{1-6} alkyl substituted with 0-3 R^d ;

5 R^d is at each occurrence independently halo or OH;

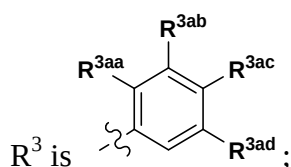
R^c is at each occurrence independently C_{1-6} alkyl substituted with 0-3 R^f ;

R^f is at each occurrence independently hydrogen, halo or OH;

or R^f is at each occurrence independently cyclopropyl, cyclohexyl, pyridyl, thiazolyl, indolyl or imidazolyl, each group optionally substituted with CN or OMe; and

10 p is 2.

6. A compound of claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein:



15 R^{3aa} is $S(O)_pR^c$, OR^b , $OCHF_2$, chloro, F, CN, NH_2 , $C(O)NR^{11}R^{11}$, $NR^bSO_pR^c$, $NR^bC(O)R^c$, C_{1-6} alkyl substituted with 0-3 R^a or a 5- to 6-membered heteroaryl containing 1-3 heteroatoms selected from N, O, and S substituted with 0-3 R^a ;

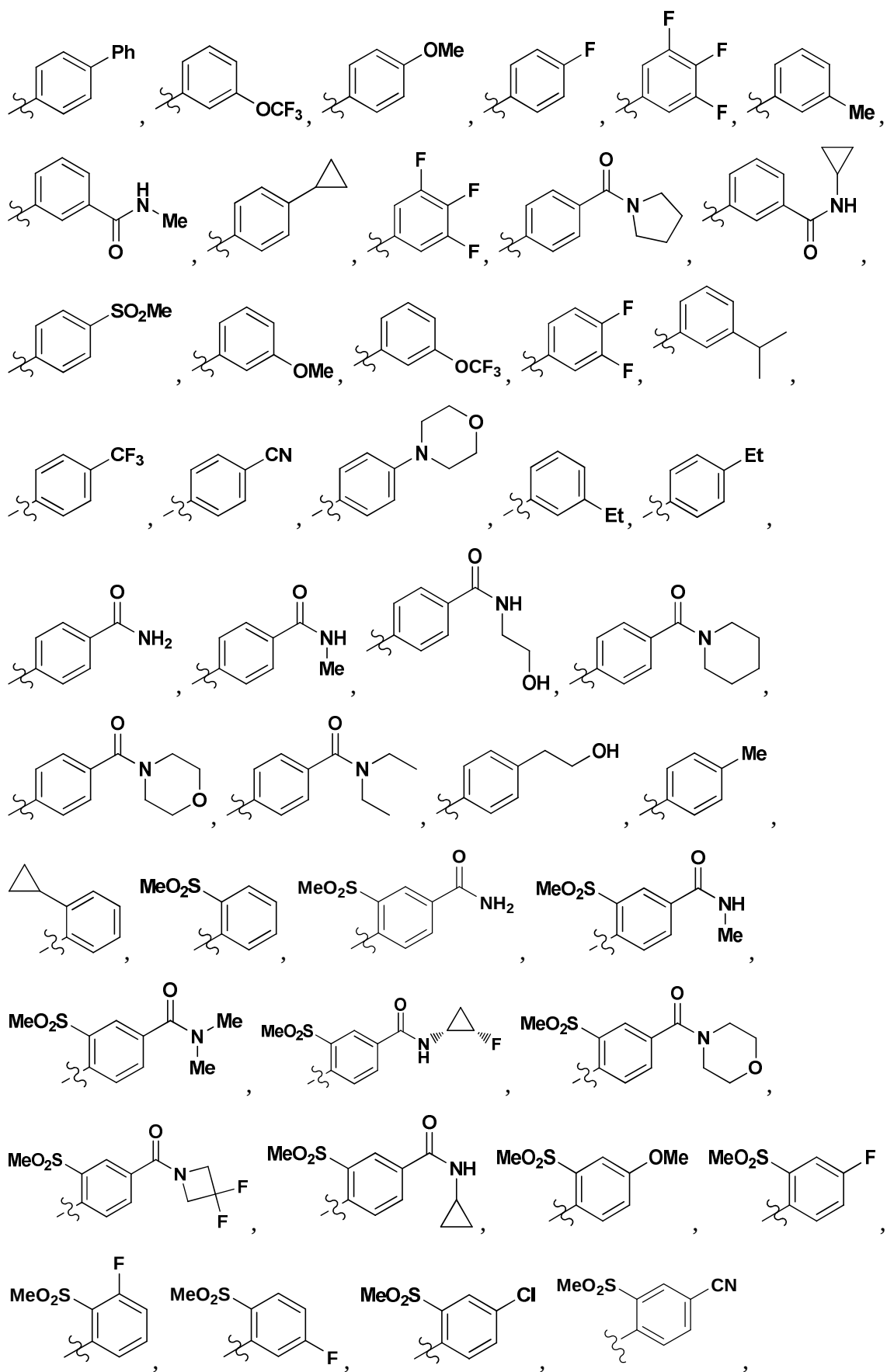
R^{3ab} , R^{3ac} , or R^{3ad} are independently hydrogen, Cl, F, Br, CN, OR^b , C_{1-6} alkyl substituted 0-3 R^a ; $C(O)NR^{11}R^{11}$, $C(O)R^b$, $S(O)_pR^c$, or a 4- to 7-membered heterocycle
20 containing 1-3 heteroatoms selected from N, O, and S substituted with 0-3 R^a ; and
p is 0-2.

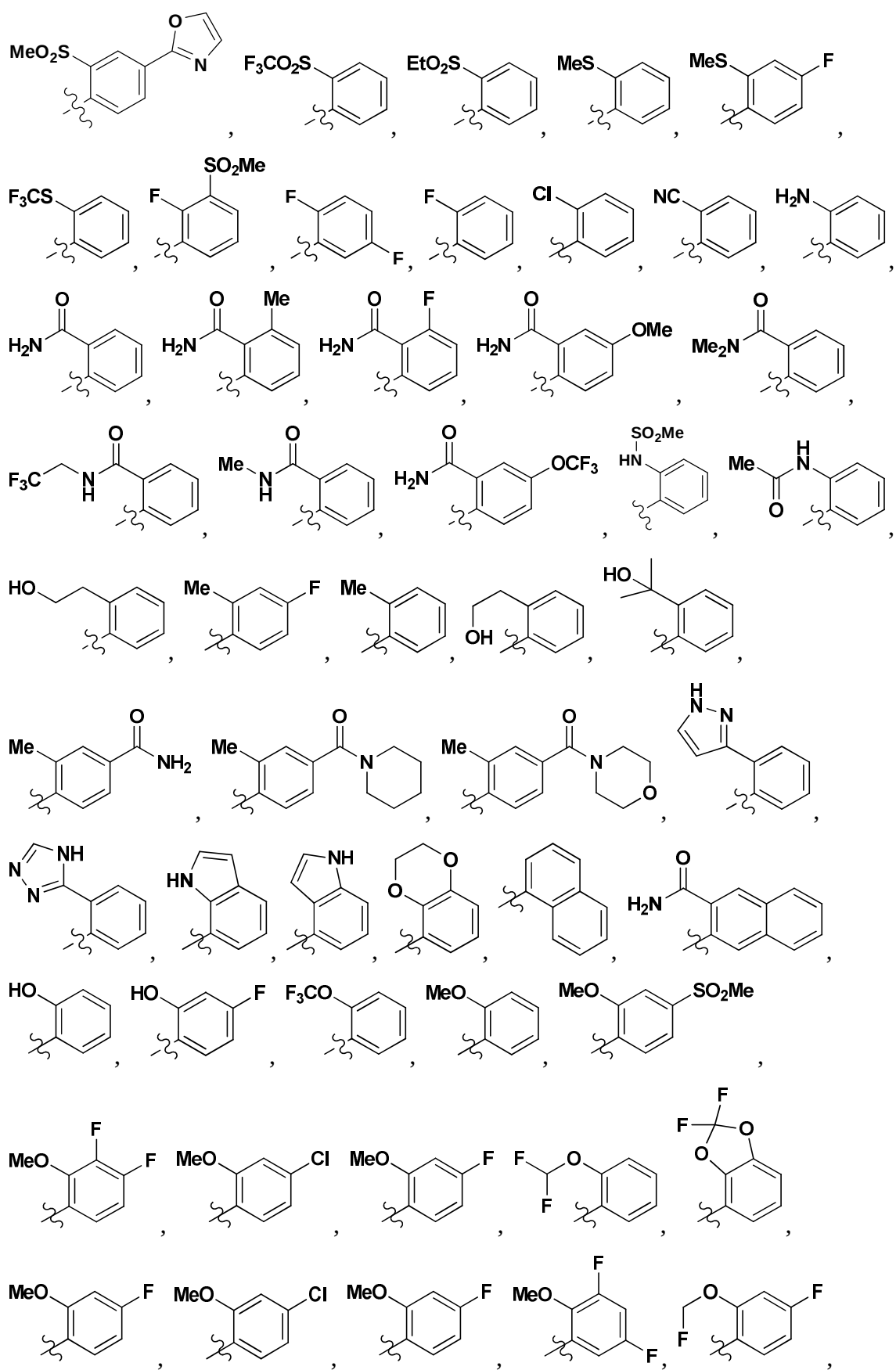
7. A compound of claim 6, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^{3aa} is OR^b .

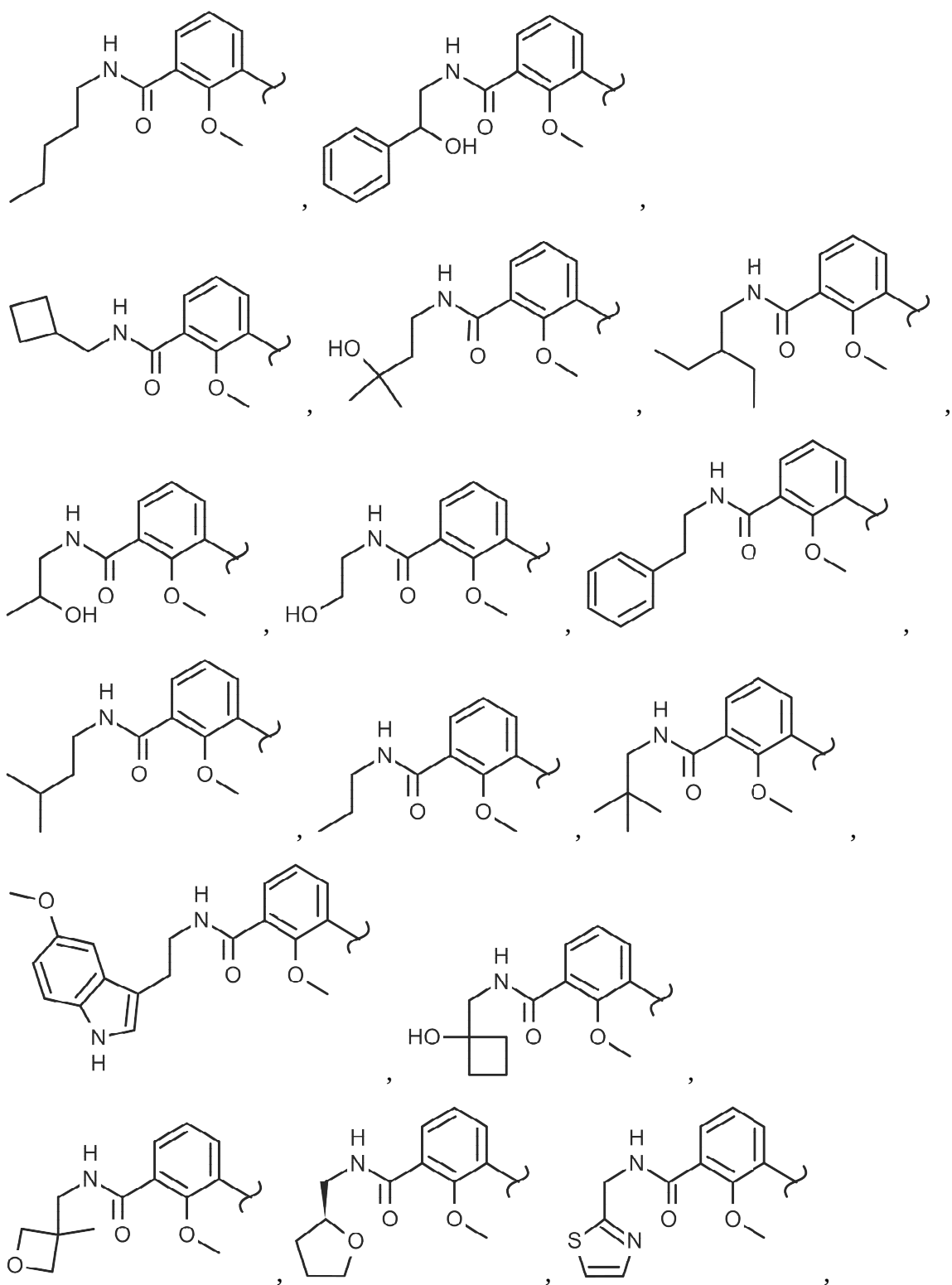
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8. A compound of claim 6, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^{3aa} is $S(O)_pR^c$.

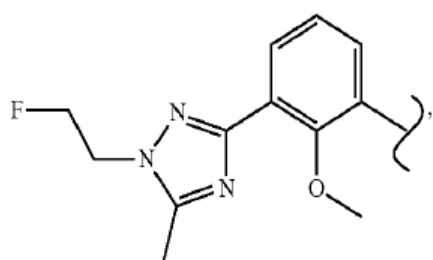
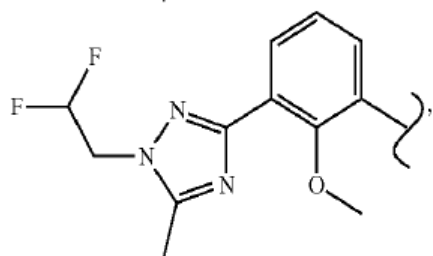
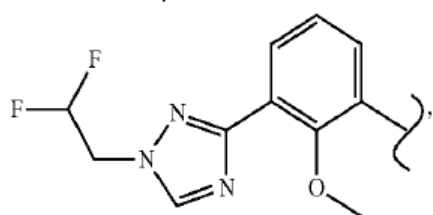
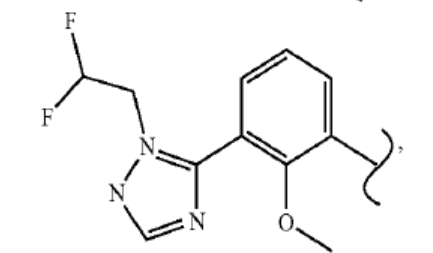
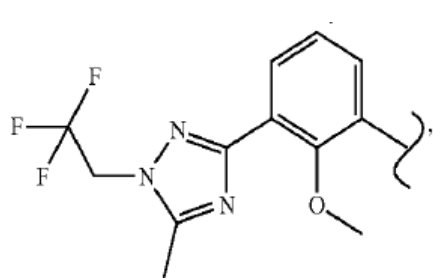
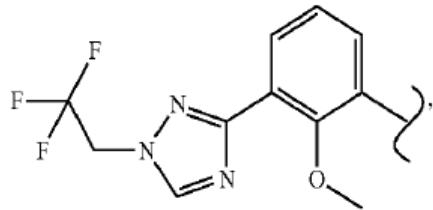
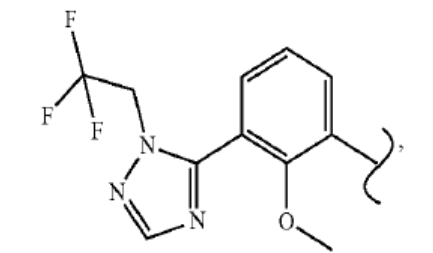
9. The compound of claim 1, or a stereoisomer or pharmaceutically-
30 acceptable salt thereof, wherein R^3 is

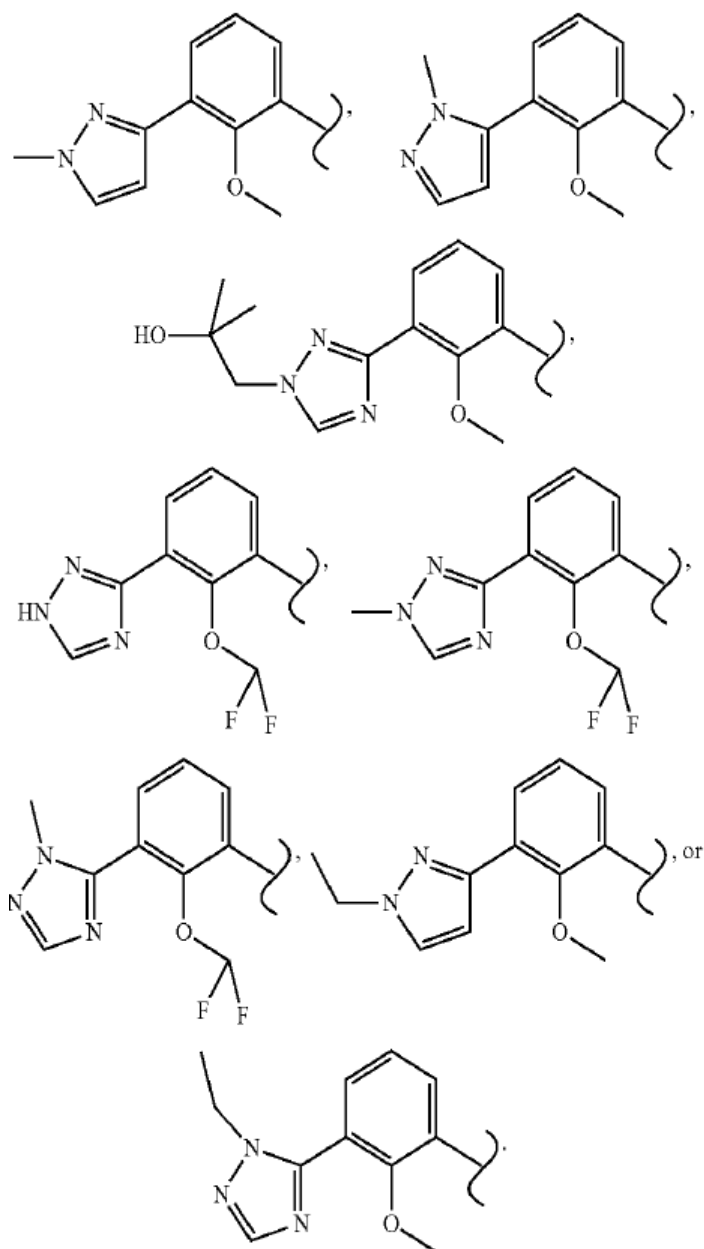






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10. A compound of claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^1 is CH_3 , C_2H_5 , CD_3 or CD_2CD_3 .

5 11. A pharmaceutical composition comprising one or more compounds according to claim 1 and a pharmaceutically acceptable carrier or diluent.