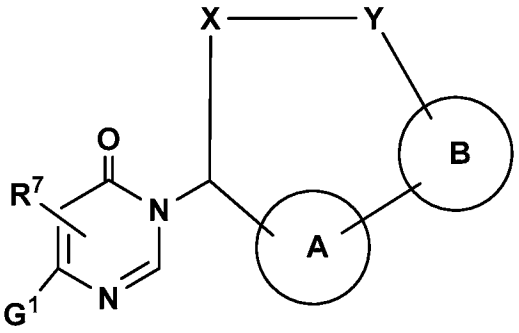
WHAT IS CLAIMED IS:

1. A compound of Formula (I):



(I)

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

ring A is independently selected from 6-membered aryl and 5- to 6-membered heterocyclyl, wherein said aryl and heterocyclyl are optionally substituted with, where valence allows, one or more R^4;

ring B is 5- to 10-membered heterocyclyl optionally substituted with, where valence allows, one or more R^3 or 5- to 10-membered heterocyclyl comprising carbon atoms and 1-4 heteroatoms selected from N, NR^{3c}, O, and $S(O)_p$ and optionally substituted with, where valence allows, one or more R^3;

G^1 is independently selected from C_{3-10} carbocyclyl and 5- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with, where valence allows, one or more R^8;

X is independently selected from C_{4-8} alkylene and C_{4-8} alkenylene, wherein said alkylene and alkenylene are substituted with R^1 and R^2; alternatively one or more of the carbon atoms of said alkylene and alkenylene may be replaced by O, C=O, $S(=O)_p$, $S(=O)_pNH$, and NR^{15};

Y is independently selected from $-CR^{13}NH-$, $-NHC(=O)-$, $-C(=O)NH-$, $-S(=O)_pNH-$, $-NHS(=O)_p-$, and C_{1-2} alkylene;

R^1 and R^2 are independently selected from H, D, halogen, haloalkyl, C_{1-6} alkyl (optionally substituted with R^6), hydroxyl, and alkoxy optionally substituted with R^6, and C_{3-6} cycloalkyl optionally substituted with R^6; optionally, when R^1 and R^2 are attached to the same carbon atom, together they form an oxo group or C_{3-6} cycloalkyl; optionally, when R^1 and R^2 are attached to carbon atoms adjacent to each other, together they form a bond or carbocyclyl; optionally, R^1 and R^{15} or R^2 and R^{15} taken together form a ring;

R^3 is independently selected from H, NO_2, =O, halogen, haloalkyl, C_{1-4} alkyl (optionally substituted with R^6), C_{2-4} alkenyl (optionally substituted with R^6), C_{2-4} alkynyl (optionally substituted with R^6), CN, $-(CH_2)_n-OR^5$, $-(CH_2)_n-NR^5R^5$, $-(CH_2)_n-C(=O)R^5$, $-(CH_2)_n-C(=O)OR^5$, $-(CH_2)_n-NR^9C(=O)OR^5$, $-(CH_2)_n-NR^9C(=O)R^5$, $-(CH_2)_n-NR^9C(N-CN)NHR^5$, $-(CH_2)_n-NR^9C(NH)NHR^5$, $-(CH_2)_n-N=CR^9NR^5R^5$, $-(CH_2)_n-NR^9C(=O)NR^5R^5$, $-(CH_2)_n-C(=O)NR^5R^5$, $-(CH_2)_n-NR^9C(=S)NR^9C(=O)R^5$, $-(CH_2)_n-S(=O)_pR^5$, $-(CH_2)_n-S(=O)_pNR^5R^5$, $-(CH_2)_n-NR^9S(=O)_pNR^5R^5$, $-(CH_2)_n-NR^9S(=O)_pR^5$, $-(CH_2)_n-C_{3-10}$ carbocyclyl and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6; optionally, two adjacent R^3 groups on the heterocyclyl may form a ring optionally substituted with R^6;

R^{3c} is independently selected from H, haloalkyl, C_{1-4} alkyl (optionally substituted with R^6), $-(CH_2)_{1-2}$-OH, $C(=O)C_{1-4}$ alkyl, $-(CH_2)_{0-2}-C(=O)OH$, $-C(=O)OC_{1-4}$ alkyl, $S(=O)_pC_{1-6}$ alkyl, $-(CH_2)_n-C_{3-10}$ carbocyclyl and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

R^4 is independently selected from H, OH, NH_2, halogen, CN, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy, $-CH_2OH$, $-C(=O)OH$, $-CH_2C(=O)OH$, $-CO_2(C_{1-4}$ alkyl), $-C(=O)NH_2$, $-C(=O)NH(C_{1-4}$ alkyl), $-C(=O)N(C_{1-4}$ alkyl)$_2$, $-S(=O)_2C_{1-4}$ alkyl, $-S(=O)_2NH_2$, C_{3-6} cycloalkyl, aryl, and 5- to 6-membered heterocyclyl, wherein said cycloalkyl, aryl and heterocyclyl are optionally substituted with R^6;

R^5 is independently selected from H, C_{1-4} alkyl (optionally substituted with halogen, hydroxyl, alkoxy, carboxy, hydroxycarbonyl, alkoxycarbonyl, amino, substituted amino), $-(CH_2)_n-C_{3-10}$ carbocyclyl and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6; alternatively, R^5 and R^5 together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with R^6;

R^6 is independently selected from H, $-(CH_2)_n$-OH, =O, $-(CH_2)_nNH_2$, $-(CH_2)_nCN$, halogen, C_{1-6} alkyl, $-(CH_2)_n-C(=O)OH$, $-(CH_2)_n-C(=O)NH_2$, $-(CH_2)_n-C(=O)OC_{1-4}$ alkyl, $-(CH_2)_n-OC_{1-4}$ alkyl, $-(CH_2)_n-C_{3-10}$ carbocyclyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and -O-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^{10};

R^7 is independently selected from H, hydroxyl, alkoxy, halogen, amino, C_{1-3}haloalkyl, and C_{1-3} alkyl;

R^8 is independently selected from H, halogen, $-(CH_2)_nCN$, C_{1-6} alkyl, amino, aminoalkyl, haloalkyl, hydroxyl, alkoxy, haloalkoxy, alkylcarbonyl, carboxyl, carboxyl ester, amide, haloalkylaminocarbonyl, arylalkylaminocarbonyl, haloalkylaminocarbonyl, alkoxycarbonylamino, haloalkylcarbonylamino, arylamino, heteroarylamino, arylalkylcarbonyl, aryloxy, heteroaryloxy, alkylthio, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, sulfonamide, $-(CH_2)_n$-aryl, $-(CH_2)_n$-C_{3-6} cycloalkyl, and $-(CH_2)_n$-4- to 12-membered heterocyclyl, wherein said aryl, cycloalkyl, and heterocyclyl are optionally substituted with R^{10};

alternatively, two adjacent R^8 groups taken together form a heterocyclic ring optionally substituted with R^{10};

R^9 is H or C_{1-6} alkyl;

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), C_{2-6} alkenyl, C_{2-6} alkynyl, aryl (optionally substituted with R^{11}), $-(CH_2)_n$-C_{3-6} cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), halogen, $-(CH_2)_nCN$, NO_2, =O, $C(=O)NR^{12}R^{12}$, $-(CH_2)_nC(=O)OR^{12}$, $Si(C_{1-4}\text{ alkyl})_3$, $-(CH_2)_n$-OR^{12}, $-(CH_2)_n$-$NR^{12}R^{12}$, $-S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, $S(=O)_pNR^{12}R^{12}$, and $C(=NOH)NH_2$;

R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, $-(CH_2)_n$-OH, C_{3-6} cycloalkyl, phenyl, and heterocyclyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl optionally substituted with R^{11}, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

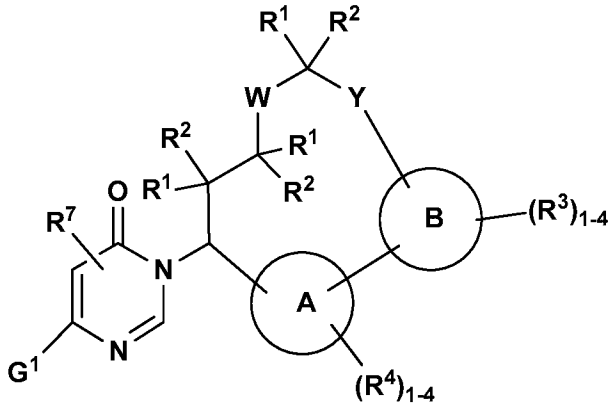
R^{13} is, independently at each occurrence, selected from H, C_{1-4} haloalkyl, C_{1-4} alkyl, C(=O)OH, $C(=O)O(C_{1-4}\text{ alkyl})$, $C(=O)O(CH_2)_2O(C_{1-4}\text{ alkyl})$, $C(=O)O(C_{1-4}$ haloalkyl), $CH_2C(=O)OH$, $CH_2C(=O)O(C_{1-4}\text{ alkyl})$, $C(=O)NH_2$, $C(=O)NH(C_{1-4}\text{ alkyl})$, $C(=O)N(C_{1-4}\text{ alkyl})_2$, and $-C(=O)NH(C_{1-4}\text{ alkoxy})$;

R^{15} is H or C_{1-6} alkyl;

n, at each occurrence, is an integer independently selected from 0, 1, 2, 3, and 4; and

p, at each occurrence, is an integer independently selected from 0, 1, and 2.

2. The compound of claim 1 having Formula (IIa):



(IIa)

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

ring A is independently selected from 6-membered aryl and 5- to 6-membered heterocyclyl;

ring B is 5- to 10-membered heterocyclyl or 5- to 10-membered heterocyclyl comprising carbon atoms and 1-4 heteroatoms selected from N, NR^{3c}, O, and $S(O)_p$;

G^1 is independently selected from C_{3-6} carbocyclyl and 5- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are substituted with 1-4 R^8;

W is independently selected from $(CR^1R^2)_{1-2}$, O, NH, and $N(C_{1-4}$ alkyl);

Y is independently selected from $-CR^{13}NH-$, -NHC(=O)- and -C(=O)NH-;

R^1 and R^2 are independently selected from H, halogen, haloalkyl, C_{1-4} alkyl (optionally substituted with R^6), hydroxyl, and alkoxy (optionally substituted with R^6), and C_{3-5} cycloalkyl optionally substituted with R^6;

R^3 is independently selected from H, halogen, C_{1-4} alkyl (optionally substituted with R^6), CN, $-(CH_2)_n-OR^5$, $-(CH_2)_n-NR^5R^5$, $-(CH_2)_n-C(=O)R^5$, and $-(CH_2)_n-C(=O)OR^5$;

R^{3c} is independently selected from H, haloalkyl, C_{1-4} alkyl (optionally substituted with R^6), $-(CH_2)_{0-2}-OH$, $C(=O)C_{1-4}$ alkyl, $-(CH_2)_{0-2}-C(=O)OH$, $-C(=O)OC_{1-4}$ alkyl, $S(=O)_pC_{1-6}$ alkyl, $-(CH_2)_n-C_{3-10}$ carbocyclyl and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

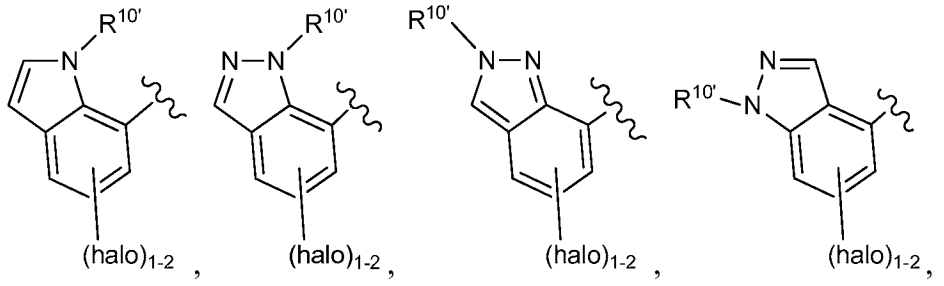
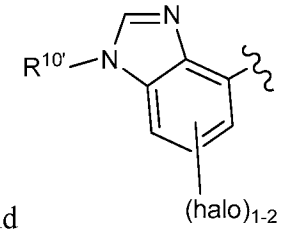
R^4 is independently selected from H, OH, halogen, CN, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy, $-C(=O)NH_2$, $-C(=O)NH(C_{1-4}$ alkyl), $-C(=O)N(C_{1-4}$ alkyl$)_2$, C_{3-6} cycloalkyl, aryl, and 5- to 6-membered heterocyclyl, wherein said cycloalkyl, aryl and heterocyclyl are optionally substituted with R^6;

R^5 is independently selected from H, C_{1-4} alkyl (optionally substituted with halogen, hydroxyl, alkoxy, carboxy, alkoxycarbonyl, amino, substituted amino), C_{3-10} carbocyclyl and 4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

R^6 is independently selected from H, OH, =O, $-(CH_2)_nNH_2$, $-(CH_2)_nCN$, halogen, C_{1-6} alkyl, $-(CH_2)_n-C(=O)OH$, $-(CH_2)_n-C(=O)OC_{1-4}$ alkyl, $-(CH_2)_n-OC_{1-4}$ alkyl, $-(CH_2)_n-C(=O)NH_2$, $-(CH_2)_n-C_{3-10}$ carbocyclyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^{10};

R^7 is independently selected from H, hydroxyl, halogen, C_{1-2}haloalkyl, and C_{1-2}alkyl;

R^8 is independently selected from H, halogen, CN, NH_2, C_{1-6} alkyl, haloalkyl, haloalkylcarbonylamino, arylamino, heteroarylamino, hydroxycarbonyl, haloalkylaminocarbonyl, arylalkylcarbonyl, alkylcarbonyl, alkoxy, haloalkoxy, $-(CH_2)_n$-aryl, $-(CH_2)_n-C_{3-6}$ cycloalkyl, and $-(CH_2)_n$-4- to 12-membered heterocyclyl, wherein said aryl, cycloalkyl, and heterocyclyl are optionally substituted with R^{10};

alternatively, two adjacent R^8 groups and G_1 form a fused heterocyclic group selected from  , and  ;

R^9 is H or C_{1-6} alkyl;

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), C_{2-6} alkenyl, C_{2-6} alkynyl, aryl (optionally substituted with R^{11}), $-(CH_2)_n-C_{3-6}$ cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally

substituted with R^{11}), F, Cl, Br, -$(CH_2)_n$CN, NO_2, =O, C(=O)$NR^{12}R^{12}$, -$(CH_2)_n$C(=O)OR^{12}, Si(C_{1-4} alkyl)$_3$, -$(CH_2)_n$-OR^{12}, -$(CH_2)_n$-$NR^{12}R^{12}$, and -S(=O)$_p$$C_{1-6}$ alkyl, NR^{12}S(=O)$_p$$C_{1-6}$ alkyl, and S(=O)$_p$$NR^{12}R^{12}$;

$R^{10'}$ is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), aryl, -$(CH_2)_n$-C_{3-6} cycloalkyl (optionally substituted with R^{11}), and -$(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11});

R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, -$(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

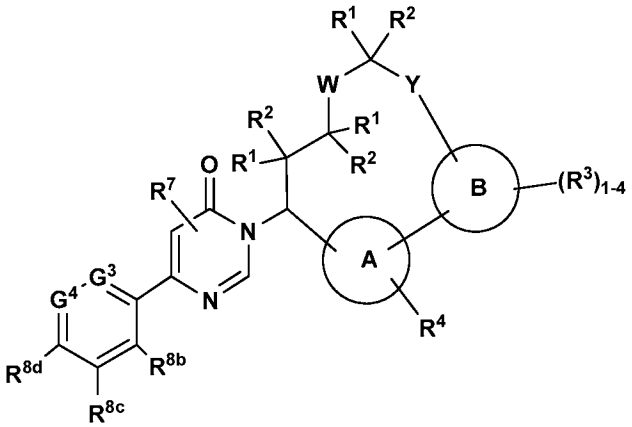
R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl optionally substituted with R^{11}, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

R^{13} is, independently at each occurrence, selected from H, CF_3, C(=O)OH, C(=O)O(C_{1-4} alkyl), and -C(=O)NH_2(C_{1-4} alkoxy);

n, at each occurrence, is an integer independently selected from 0, 1, 2, 3, and 4; and

p, at each occurrence, is an integer independently selected from 0, 1, and 2.

3. The compound of claim 2 having Formula (IIb):



(IIb)

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

ring A is independently selected from phenyl and 5- to 6-membered heterocyclyl;

ring B is 5- to 10-membered heterocyclyl or 5- to 6-membered heterocyclyl comprising carbon atoms and 1-4 heteroatoms selected from N, NR^{3c}, O, and S(O)$_p$;

W is independently selected from (CR^1R^2)$_{1-2}$, O, NH, and N(C_{1-4} alkyl);

Y is independently selected from -CH_2NH-, -NHC(=O)- and -C(=O)NH-;

G^3 is independently selected from N and CR^{8a};

G^4 is independently selected from N and CR^{8e};

R^1 and R^2 are independently selected from H, D, halogen, CF_3, C_{1-6} alkyl, and hydroxyl;

R^3 is independently selected from H, halogen, C_{1-4}alkyl (optionally substituted with R^6), CN, -$(CH_2)_n$-OR^5, -$(CH_2)_n$-NR^5R^5, -$(CH_2)_n$-C(=O)R^5, and -$(CH_2)_n$-C(=O)OR^5;

R^{3c} is independently selected from H, haloalkyl, C_{1-4} alkyl (optionally substituted with R^6), -$(CH_2)_{1-2}$-OH, C(=O)C_{1-4} alkyl, -$(CH_2)_{1-2}$-C(=O)OH, -C(=O)OC_{1-4} alkyl, $S(=O)_pC_{1-6}$ alkyl, -$(CH_2)_n$-C_{3-10} carbocyclyl and -$(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

R^4 is independently selected from H, OH, F, Cl, Br, C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, CN, $C(=O)NH_2$, C_{3-6} cycloalkyl, aryl, and 5- to 6-membered heterocyclyl, wherein said cycloalkyl, aryl and heterocyclyl are optionally substituted with R^6;

R^5 is independently selected from H, and C_{1-4} alkyl optionally substituted with halogen and hydroxyl;

R^6 is independently selected from H, -$(CH_2)_n$-OH, =O, NH_2, -$(CH_2)_n$-CN, halogen, C_{1-6} alkyl, -$(CH_2)_n$-C(=O)OH, -$(CH_2)_n$-C(=O)OC_{1-4} alkyl, -$(CH_2)_n$-OC_{1-4} alkyl, -$(CH_2)_n$-C_{3-6} cycloalkyl, -$(CH_2)_n$-4- to 10-membered heterocyclyl, and -O-$(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^7 is independently selected from H, F, Cl, Br, CF_3, and CH_3;

R^{8a} is independently selected from H, F, Cl, Br, I, -$(CH_2)_n$CN, -$(CH_2)_n$$NH_2$, C_{1-2}alkyl, C_{1-2}haloalkyl, OH, OC_{1-2}alkyl, OC_{1-2}haloalkyl, C(=O)OH, C(=O)OC_{1-3}alkyl, $C(=O)NH_2$, C(=O)NHC_{1-2}haloalkyl, C(=O)NHarylalkyl, C(=O)C_{1-3}alkyl, NHC(=O)OC_{1-2}alkyl, NHC(=O)C_{1-2}haloalkyl, NH-aryl, NH-heteroaryl, aryl, C_{3-6} cycloalkyl, and 4- to 12-membered heterocyclyl, wherein said aryl, cycloalkyl and heterocyclyl is optionally substituted with R^{10};

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, methyl, ethyl, isopropyl, $OCHF_2$, and OCH_3;

R^{8d} is independently selected from H, F, and Cl;

R^{8e} is independently selected from H, F, and Cl;

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), C_{2-6} alkenyl, C_{2-6} alkynyl, aryl (optionally substituted with R^{11}), $-(CH_2)_n$-C_{3-6} cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $CONR^{12}R^{12}$, $-(CH_2)_nC(=O)OR^{12}$, $Si(C_{1-4}$ alkyl$)_3$, $-(CH_2)_n$-OR^{12}, and $-(CH_2)_n$-$NR^{12}R^{12}$, $-S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, and $S(=O)_pNR^{12}R^{12}$;

R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, $-(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl optionally substituted with R^{11}, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

n, at each occurrence, is an integer independently selected from 0, 1, and 2; and

p, at each occurrence, is an integer independently selected from 0, 1, and 2.

4. The compound of claim 3 or a stereoisomer, a tautomer, a pharmaceutically acceptable salt thereof, wherein:

ring A is independently selected from phenyl and 5- to 6-membered heterocyclyl;

ring B is 5- to 6-membered heteroaryl comprising carbon atoms and 1-4 heteroatoms selected from N and NR^{3c};

W is independently selected from $(CR^1R^2)_{1-2}$, O, NH, and $N(C_{1-4}$ alkyl);

Y is independently selected from $-CH_2NH$-, -NHC(=O)- and -C(=O)NH-;

G^3 is CR^{8a};

G^4 is CR^{8e};

R^1 and R^2 are independently selected from H, D, halogen, CF_3, C_{1-6} alkyl, and hydroxyl;

R^3 is independently selected from H, halogen, C_{1-4}alkyl (optionally substituted with R^6), CN, $-(CH_2)_n$-OR^5, $-(CH_2)_n$-$C(=O)R^5$, and $-(CH_2)_n$-$C(=O)OR^5$;

R^{3c} is independently selected from H, haloalkyl, C_{1-4} alkyl (optionally substituted with R^6), $-(CH_2)_{1-2}$-OH, $C(=O)C_{1-4}$ alkyl, $-(CH_2)_{1-2}$-C(=O)OH, $-C(=O)OC_{1-4}$ alkyl,

$S(=O)_pC_{1-6}$ alkyl, $-(CH_2)_n-C_{3-10}$ carbocyclyl and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

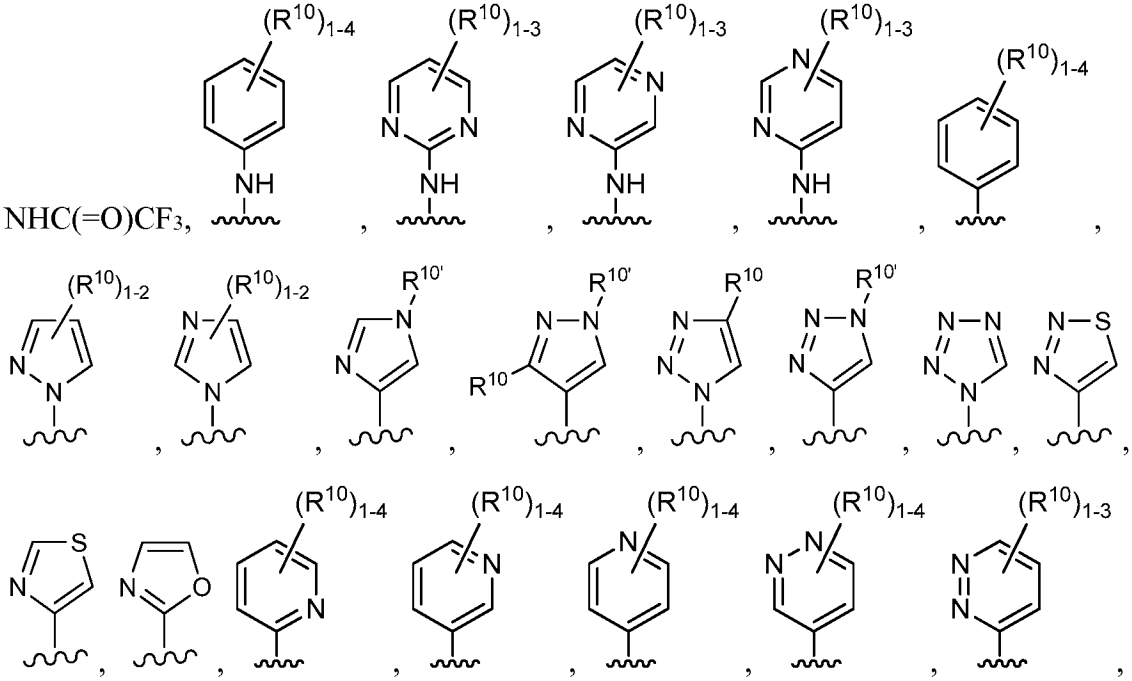
R^4 is independently selected from H, OH, F, Cl, Br, C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, CN, $C(=O)NH_2$, C_{3-6} cycloalkyl, aryl, and 5- to 6-membered heterocyclyl, wherein said cycloalkyl, aryl and heterocyclyl are optionally substituted with R^6;

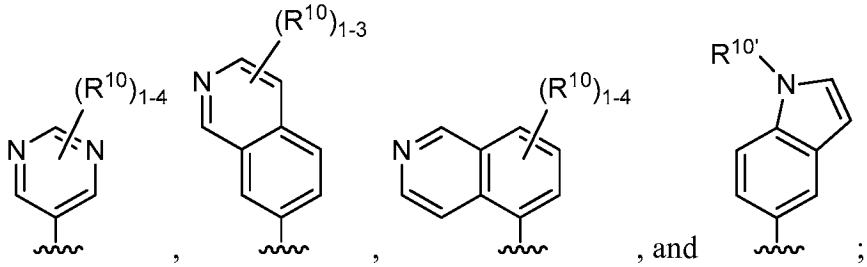
R^5 is independently selected from H and C_{1-4} alkyl;

R^6 is independently selected from H, $-(CH_2)_n-OH$, =O, NH_2, $-(CH_2)_n-CN$, halogen, C_{1-6} alkyl, $-(CH_2)_n-C(=O)OH$, $-(CH_2)_n-C(=O)OC_{1-4}$ alkyl, $-(CH_2)_n-OC_{1-4}$ alkyl, $-(CH_2)_n-C_{3-6}$ cycloalkyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and $-O-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^7 is independently selected from H, F, Cl, Br, and methyl;

R^{8a} is independently selected from H, F, Cl, Br, I, $-(CH_2)_nCN$, $-(CH_2)_nNH_2$, CH_3CHF_2, CCH_3F_2, CF_3, OH, OCH_3, OCF_3, $OCHF_2$, $C(=O)CH_3$, C(=O)OH, $C(=O)OCH_3$, $C(=O)NH_2$, $C(=O)NHCH_2CF_3$, $C(=O)NHCH_2Ph$, $NHC(=O)OCH_3$, $NHC(=O)CF_3$,





, , , and ;

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, methyl, ethyl, isopropyl, and OCH_3;

R^{8d} is independently selected from H, F, and Cl;

R^{8e} is independently selected from H, F, and Cl;

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), C_{2-6} alkenyl, C_{2-6} alkynyl, aryl (optionally substituted with R^{11}), $-(CH_2)_n-C_{3-6}$ cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $CONR^{12}R^{12}$, $-(CH_2)_n-C(=O)OR^{12}$, $Si(C_{1-4}$ alkyl$)_3$, $-(CH_2)_n-OR^{12}$, $-(CH_2)_n-NR^{12}R^{12}$, $-S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, and $S(=O)_pNR^{12}R^{12}$;

$R^{10'}$ is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), aryl, $-(CH_2)_n-C_{3-6}$ cycloalkyl (optionally substituted with R^{11}), and $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11});

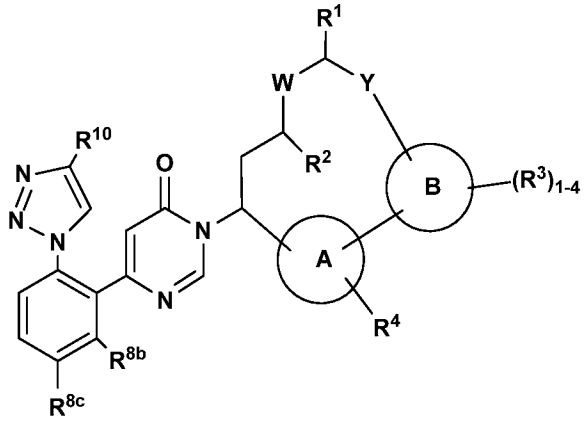
R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, $-(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl optionally substituted with R^{11}, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

n, at each occurrence, is an integer independently selected from 0, 1, and 2; and

p, at each occurrence, is an integer independently selected from 0, 1, and 2.

5. The compound of claim 4 having Formula (IIc):



(IIc)

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

ring A is independently selected from phenyl and 5- to 6-membered heterocyclyl;

ring B is 5- to 6-membered heteroaryl comprising carbon atoms and 1-3 heteroatoms selected from N and NR^{3c};

W is independently selected from $(CR^1R^2)_{1-2}$, O, NH, and $N(C_{1-4}$ alkyl);

Y is independently selected from $-CH_2NH-$, -NHC(=O)- and -C(=O)NH-;

R^1 and R^2 are independently selected from H, D, F, C_{1-4} alkyl, and hydroxyl;

R^3 is independently selected from H, halogen, haloalkyl, C_{1-4}alkyl (optionally substituted with R^6), and CN;

R^{3c} is independently selected from H, haloalkyl, C_{1-4} alkyl (optionally substituted with R^6), $-(CH_2)_{1-2}$-OH, $C(=O)C_{1-4}$ alkyl, $-(CH_2)_{1-2}$-C(=O)OH, $-C(=O)OC_{1-4}$ alkyl, $S(=O)_pC_{1-6}$ alkyl, $-(CH_2)_n-C_{3-10}$ carbocyclyl and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

R^4 is independently selected from H, OH, F, Cl, Br, C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, CN; $C(=O)NH_2$, C_{3-6} cycloalkyl, aryl, and 5- to 6-membered heterocyclyl;

R^6 is independently selected from H, $-(CH_2)_n$-OH, =O, NH_2, $-(CH_2)_n$-CN, halogen, C_{1-6} alkyl, $-(CH_2)_n$-C(=O)OH, $-(CH_2)_n-C(=O)OC_{1-4}$ alkyl, $-(CH_2)_n-OC_{1-4}$ alkyl, $-(CH_2)_n-C_{3-6}$ cycloalkyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and $-O-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, CH_3, and OCH_3;

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), C_{2-6} alkenyl, C_{2-6} alkynyl, aryl, $-(CH_2)_n-C_{3-6}$ cycloalkyl (optionally substituted with

R^{11}), -$(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $C(=O)NR^{12}R^{12}$, $C(=O)OR^{12}$, $Si(C_{1-4}$ alkyl$)_3$, -$(CH_2)_n$-OR^{12}, -$(CH_2)_n$-$NR^{12}R^{12}$, -$S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, and $S(=O)_pNR^{12}R^{12}$;

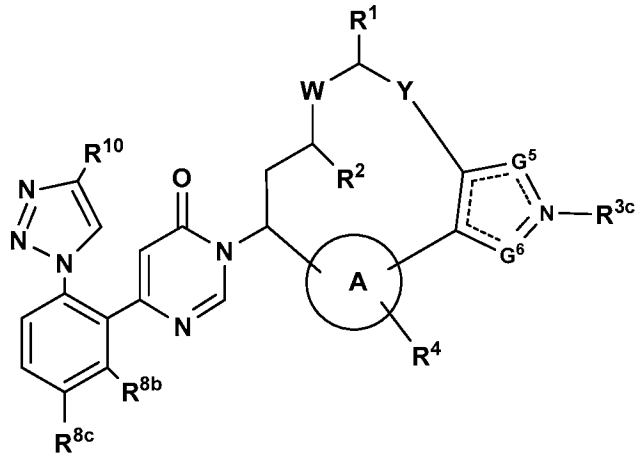
R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, -$(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

n, at each occurrence, is an integer independently selected from 0, 1, and 2; and

p, at each occurrence, is an integer independently selected from 0, 1, and 2.

6. The compound of claim 5 having Formula (IId):



(IId)

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

---- is an optional bond;

ring A is independently selected from phenyl and 5- to 6-membered heterocyclyl;

W is independently selected from CHR^{1a}, O, NH, and $N(C_{1-4}$ alkyl);

G^5 is independently selected from CH_2 and NR^{3c};

G^6 is independently selected from CH_2 and NR^{3c};

provided when G^5 is CH_2, G^6 is NR^{3c}; when G^5 is NR^{3c}, G^6 is CH_2 and only one R^{3c} is present on the ring;

Y is independently selected from -NHC(=O)- and -C(=O)NH-;

R^1 is independently selected from H and C_{1-4} alkyl;

R^{1a} is independently selected from H, D, F, CH_3, and OH;

R^2 is independently selected from H, D, and OH;

R^{3c} is independently selected from H, haloalkyl, C_{1-4}alkyl (optionally substituted with R^6), $-(CH_2)_{0-2}$-OH, $C(=O)C_{1-4}$ alkyl, $-(CH_2)_{0-2}$-C(=O)OH, $-C(=O)OC_{1-4}$ alkyl, $S(=O)_pC_{1-6}$ alkyl, phenyl optionally substituted with R^6, 5- to 6-membered heterocyclyl optionally substituted with R^6, and 5- to 6-membered heteroaryl optionally substituted with R^6;

R^4 is independently selected from H, OH, F, Cl, Br, C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, CN, and $C(=O)NH_2$;

R^6 is independently selected from H, $-(CH_2)_n$-OH, =O, NH_2, $-(CH_2)_n$-CN, halogen, C_{1-6} alkyl, $-(CH_2)_n$-C(=O)OH, $-(CH_2)_n$-$C(=O)OC_{1-4}$ alkyl, $-(CH_2)_n$-OC_{1-4} alkyl, $-(CH_2)_n$-C_{3-6} cycloalkyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and -O-$(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, CH_3, and OCH_3;

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), aryl, $-(CH_2)_n$-C_{3-6} cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $C(=O)NR^{12}R^{12}$, $C(=O)OR^{12}$, $Si(C_{1-4}$ alkyl$)_3$, $-(CH_2)_n$-OR^{12}, $-(CH_2)_n$-$NR^{12}R^{12}$, $-S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, and $S(=O)_pNR^{12}R^{12}$;

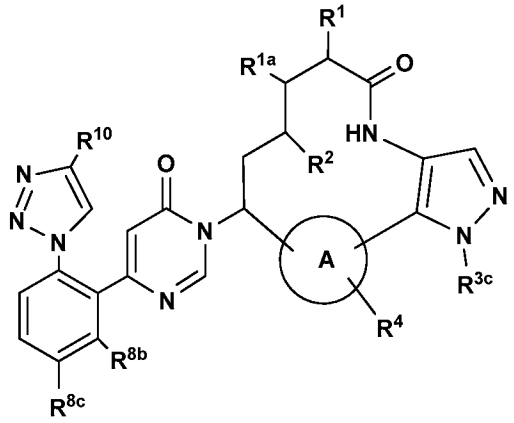
R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, $-(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

n, at each occurrence, is an integer independently selected from 0, 1, and 2; and

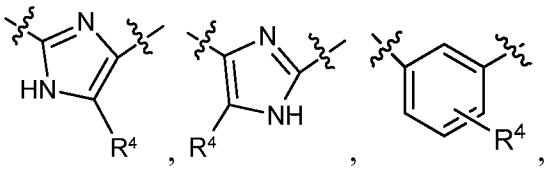
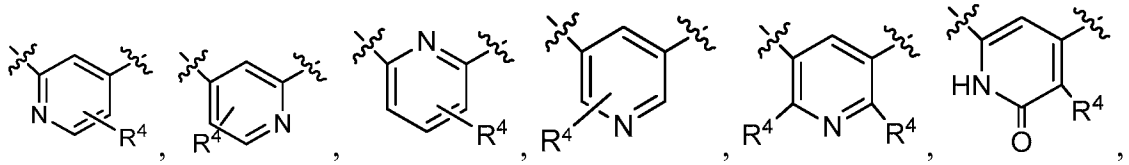
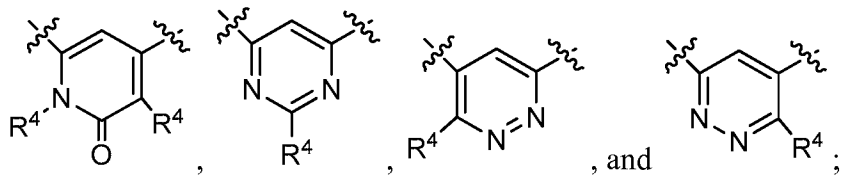
p, at each occurrence, is an integer independently selected from 0, 1, and 2.

7. The compound of claim 6 having Formula (IIe):



(IIe)

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

ring A is independently selected from  ,  , and  ;

R^1 is independently selected from H and C_{1-4} alkyl;

R^{1a} is independently selected from H, D, F, CH_3, and OH;

R^2 is independently selected from H, D, and OH;

R^{3c} is independently selected from H, CHF_2, CD_3, CH_3, CH_2CH_2OH, $CH_2C(=O)OH$, SO_2CH_3, phenyl optionally substituted with R^6, and 5- to 6-membered heteroaryl optionally substituted with R^6;

R^4 is independently selected from H, F, and $C(=O)NH_2$;

R^6 is independently selected from H, $-(CH_2)_n-OH$, =O, NH_2, $-(CH_2)_n-CN$, halogen, C_{1-6} alkyl, $-(CH_2)_n-C(=O)OH$, $-(CH_2)_n-C(=O)OC_{1-4}$ alkyl, $-(CH_2)_n-OC_{1-4}$ alkyl, $-(CH_2)_n-C_{3-6}$ cycloalkyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and $-O-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, CH_3, and OCH_3;

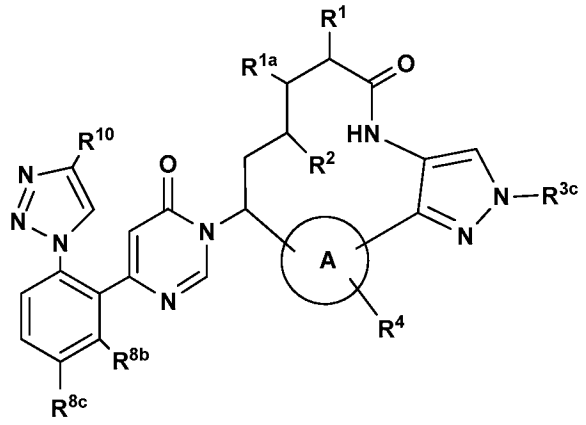
R^{10} is independently selected from H, CF_3, CHF_2, CH_2F, aryl, -$(CH_2)_n$-C_{3-6} cycloalkyl (optionally substituted with R^{11}), heteroaryl (optionally substituted with R^{11}), -$(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $C(=O)NR^{12}R^{12}$, -$(CH_2)_n$-$C(=O)OR^{12}$, $Si(C_{1-4}$ alkyl$)_3$, -$(CH_2)_n$-OR^{12}, -$(CH_2)_n$-$NR^{12}R^{12}$, -$S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, and $S(=O)_pNR^{12}R^{12}$;

R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, -$(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl; and

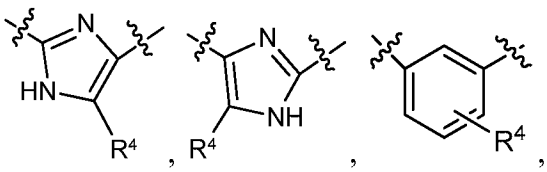
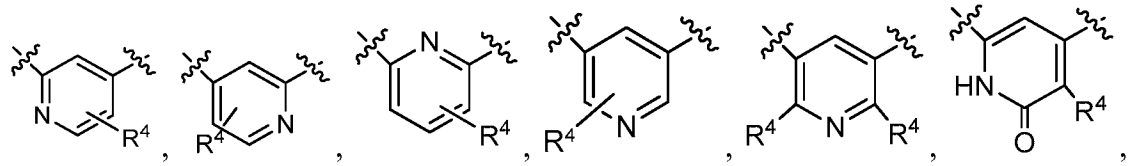
n, at each occurrence, is an integer independently selected from 0, 1, and 2.

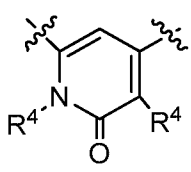
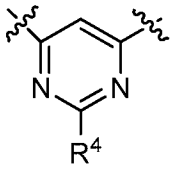
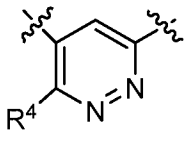
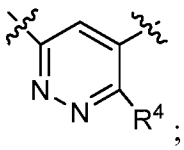
8. The compound of claim 6 having Formula (IIf):



(IIf)

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

ring A is independently selected from  ,  ,

 ,  ,  , and  ;

R^1 is independently selected from H and C_{1-4} alkyl;

R^{1a} is independently selected from H, D, F, CH_3, and OH;

R^2 is independently selected from H, D, and OH;

R^{3c} is independently selected from H, CHF_2, CD_3, CH_3, SO_2CH_3, phenyl optionally substituted with R^6, and 5- to 6-membered heterocyclyl optionally substituted with R^6, 5- to 6-membered heteroaryl optionally substituted with R^6;

R^4 is independently selected from H and F;

R^6 is independently selected from OH, =O, NH_2, CN, halogen, C_{1-6} alkyl, $-(CH_2)_n-C_{3-6}$ cycloalkyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and $-O-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, CH_3, and OCH_3;

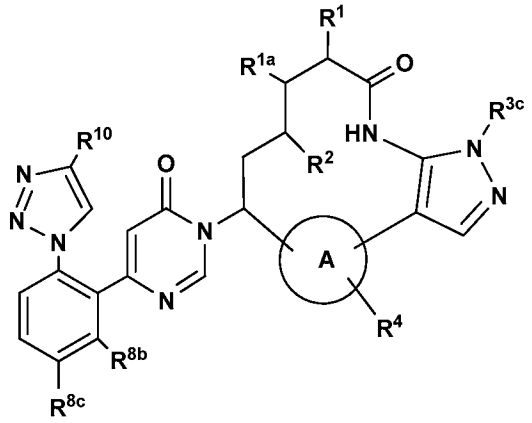
R^{10} is independently selected from H, CF_3, CHF_2, $C(CH_3)_2OH$, aryl, $-(CH_2)_n-C_{3-6}$ cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $C(=O)NR^{12}R^{12}$, $C(=O)OR^{12}$, $Si(C_{1-4}\text{ alkyl})_3$, $-(CH_2)_n-OR^{12}$, $-(CH_2)_n-NR^{12}R^{12}$, $-S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, and $S(=O)_pNR^{12}R^{12}$;

R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, $-(CH_2)_n-OH$, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl; and

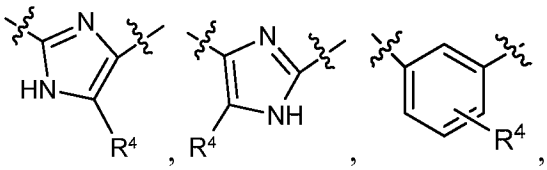
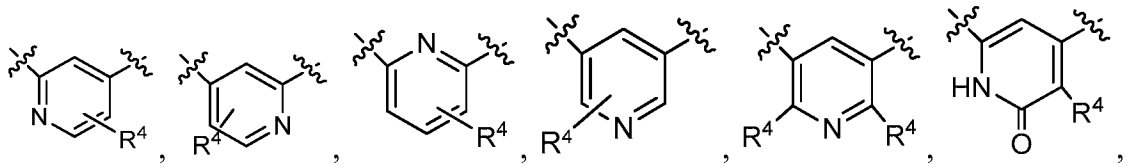
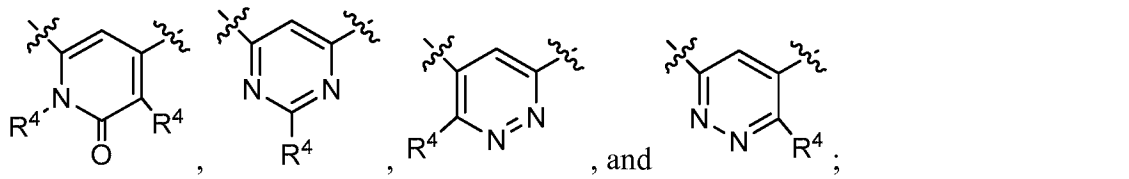
n, at each occurrence, is an integer independently selected from 0, 1, and 2.

9. The compound of claim 6 having Formula (IIg):



(IIg)

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

ring A is independently selected from  ,  ,  , and ;

R^1 is independently selected from H and C_{1-4} alkyl;

R^{1a} is independently selected from H, F, CH_3, and OH;

R^2 is independently selected from H and OH;

R^{3c} is independently selected from H, CHF_2, CD_3, and CH_3;

R^4 is independently selected from H and F;

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, CH_3, and OCH_3;

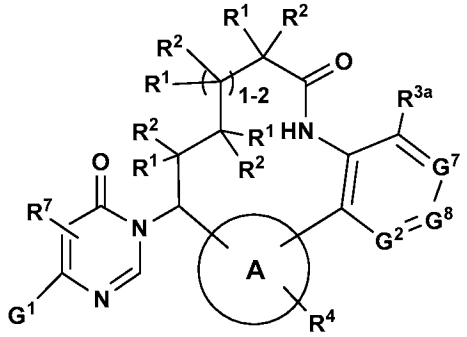
R^{10} is independently selected from H, CF_3, CHF_2, aryl, $-(CH_2)_n-C_{3-6}$ cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $C(=O)NR^{12}R^{12}$, $C(=O)OR^{12}$, $Si(C_{1-4}$ alkyl$)_3$, $-(CH_2)_n-OR^{12}$, $-(CH_2)_n-NR^{12}R^{12}$, $-S(=O)_pC_{1-6}$ alkyl, $NR^{12}S(=O)_pC_{1-6}$ alkyl, and $S(=O)_pNR^{12}R^{12}$;

R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, $-(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl; and

n, at each occurrence, is an integer independently selected from 0, 1, and 2.

10. The compound of claim 2 having Formula (IIIb):



(IIIb)

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

ring A is independently selected from phenyl and 5- to 6-membered heterocyclyl;

G^1 is independently selected from aryl, C_{3-6}cycloalkyl and 5- to 6-membered heterocyclyl, wherein said aryl, cycloalkyl and heterocyclyl are substituted with 1-4 R^8;

G^2 is independently selected from N and CR^{3b};

G^7 is independently selected from N and CR^3;

G^8 is independently selected from N and CR^3;

provided at least one of G^2, G^6, and G^7 is N;

R^1 and R^2 are independently selected from H, halogen, CF_3, C_{1-6} alkyl, and hydroxyl;

R^3 is independently selected from H, halogen, haloalkyl, C_{1-4}alkyl (optionally substituted with R^6), C_{2-4}alkenyl (optionally substituted with R^6), CN, NO_2, $-(CH_2)_n$-OR^5, $-(CH_2)_n$-NR^5R^5, $-(CH_2)_n$-$C(=O)OR^5$, $-(CH_2)_n$-$NHC(=O)OR^5$, $-(CH_2)_n$-$NHC(=O)R^5$, $-(CH_2)_n$-$NHC(N\text{-}CN)NHR^5$, $-(CH_2)_n$-$NHC(NH)NHR^5$, $-(CH_2)_n$-$N=CHNR^5$ R^5, $-(CH_2)_n$-$NHC(=O)NR^5R^5$, $-(CH_2)_n$-$C(=O)NR^5R^5$, $-(CH_2)_n$-$NHC(S)NR^9C(=O)R^5$, $-(CH_2)_n$-$S(=O)_pC_{1-6}$ alkyl optionally substituted with R^{11}, $-(CH_2)_n$-$S(=O)_pNR^5R^5$, $-(CH_2)_n$-$NHS(=O)_pNR^5R^5$, $-(CH_2)_n$-$NHS(=O)_pC_{1-6}$ alkyl

optionally substituted with R^{11}, -$(CH_2)_n$-C_{3-10} carbocyclyl and -$(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6; optionally, two adjacent R^3 groups on the carbocyclyl and heterocyclyl may form a ring optionally substituted with R^6;

R^{3a} is independently selected from H and halogen;

R^{3b} is independently selected from H, halogen, methyl, and CN;

R^4 is independently selected from H, OH, F, Cl, Br, C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, CN, C_{3-6} cycloalkyl, aryl, and 5- to 6-membered heterocyclyl, wherein said cycloalkyl, aryl and heterocyclyl are optionally substituted with R^6;

R^5 is independently selected from H, C_{1-4} alkyl (optionally substituted with halogen, hydroxyl, alkoxy, carboxy, alkoxycarbonyl, amino, substituted amino), -$(CH_2)_n$-C_{3-10} carbocyclyl and -$(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

R^6 is independently selected from -$(CH_2)_n$-OH, =O, NH_2, -$(CH_2)_n$-CN, halogen, C_{1-6} alkyl, -$(CH_2)_n$-C(=O)OH, -$(CH_2)_n$-C(=O)OC_{1-4} alkyl, -$(CH_2)_n$-OC_{1-4} alkyl, -$(CH_2)_n$-C_{3-6} cycloalkyl, -$(CH_2)_n$-4- to 10-membered heterocyclyl, and -O-$(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^7 is independently selected from H, F, Cl, and methyl;

R^8 is independently selected from H, halogen, CN, NH_2, C_{1-6} alkyl, haloalkyl, alkylcarbonyl, alkoxy, haloalkoxy, aryl, C_{3-6} cycloalkyl, and 4- to 12-membered heterocyclyl, wherein said aryl, cycloalkyl, and heterocyclyl are optionally substituted with R^{10};

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), C_{2-6} alkenyl, C_{2-6} alkynyl, aryl, -$(CH_2)_n$-C_{3-6} cycloalkyl (optionally substituted with R^{11}), -$(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, C(=O)$NR^{12}R^{12}$, C(=O)OR^{12}, Si(C_{1-4} alkyl)$_3$, -$(CH_2)_n$-OR^{12}, -$(CH_2)_n$-$NR^{12}R^{12}$, -S(=O)$_p$$C_{1-6}$ alkyl, NR^{12}S(=O)$_p$$C_{1-6}$ alkyl, and S(=O)$_p$$NR^{12}R^{12}$;

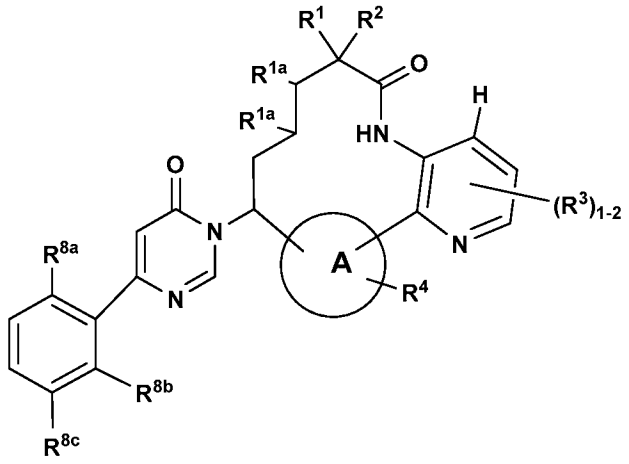
R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, -$(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

n, at each occurrence, is an integer independently selected from 0, 1, and 2; and

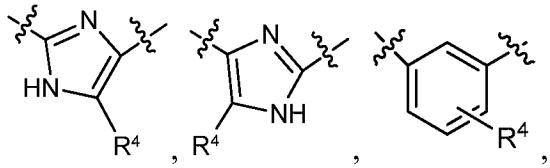
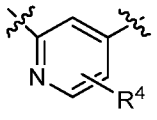
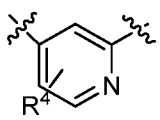
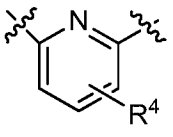
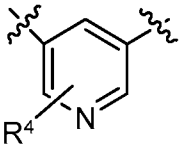
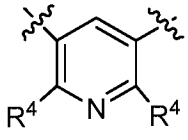
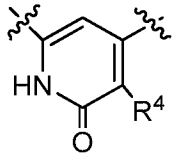
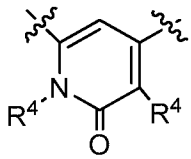
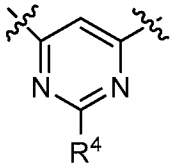
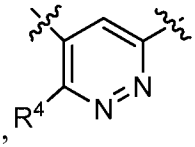
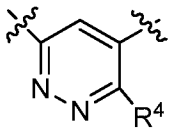
p, at each occurrence, is an integer independently selected from 0, 1, and 2.

11. The compound of claim 10, having Formula (IVa):



(IVa)

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

ring A is independently selected from  , , ,  ,  ,  ,  ,  ,  ,  ,  ,  , and  ;

R^1 and R^2 are independently selected from H, F, C_{1-4} alkyl, and OH;

R^{1a}, at each occurrence, is independently selected from H, F, CH_3, and OH;

R^3 is independently selected from H, F, Cl, Br, I, C_{2-4}alkenyl (optionally substituted C(=O)OH), CN, and $-(CH_2)_n$-OH;

R^4 is independently selected from H, OH, F, OC_{1-4} alkyl, C_{1-4} alkyl, CN, C_{3-6} cycloalkyl, aryl, and 5- to 6-membered heterocyclyl, wherein said cycloalkyl, aryl and heterocyclyl are optionally substituted with R^6;

R^6 is independently selected from OH, NH_2, halogen, C_{1-6} alkyl, C_{3-6} cycloalkyl, $-(CH_2)_n$-C(=O)OH, $-(CH_2)_n$-C(=O)OC_{1-4} alkyl, $-(CH_2)_n$-OC_{1-4} alkyl, =O, C_{3-6} cycloalkyl, 4- to 10-membered heterocyclyl, and -O-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^{8a} is independently selected from H, F, Cl, Br, CN, OCH_3, OCF_3, CH_3, $C(=O)CH_3$, CF_3, $OCHF_2$, $NHC(=O)C_{1-4}$ alkyl, aryl, C_{3-6} cycloalkyl, and 4- to 12-membered heterocyclyl, wherein said aryl, cycloalkyl, and heterocyclyl are optionally substituted with R^{10};

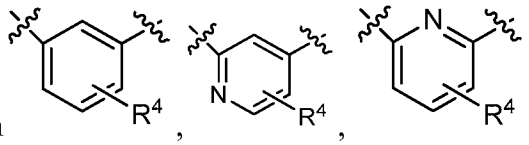
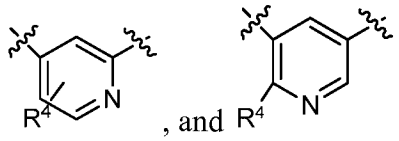
R^{8b} is independently selected from H and F;

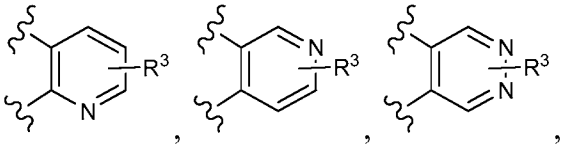
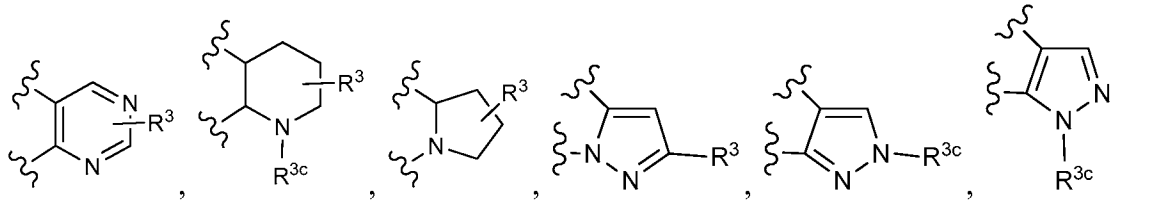
R^{8c} is independently selected from H, F, Cl, CH_3, and OCH_3;

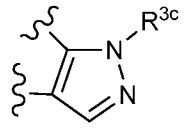
R^{10} is independently selected from C_{1-6} alkyl, $-C_{3-6}$ cycloalkyl, F, Cl, Br, CF_3, CHF_2, CN, and OC_{1-5} alkyl; and

n, at each occurrence, is an integer independently selected from 0, 1, and 2.

12. The compound of claim 3, or a stereoisomer, a tautomer, a pharmaceutically acceptable salt thereof, wherein:

ring A is independently selected from  ,  , and ;

ring B is independently selected from  , 

and  ;

W is independently selected from CHR^{1a}, O, NH, and $N(C_{1-4}$ alkyl);

R^1 is independently selected from H and C_{1-4} alkyl;

R^{1a} is independently selected from H F, CH_3, and hydroxyl;

R^2 is independently selected from H and hydroxyl;

R^3 is independently selected from H, =O, F, CHF_2, CF_3, OCF_3, $OCHF_2$, CH_3, CN, $-(CH_2)_{0-2}$-OH, OC_{1-4} alkyl, $C(=O)C_{1-4}$ alkyl, $-(CH_2)_{0-1}$-C(=O)OH, $-C(=O)OC_{1-4}$ alkyl, $-S(=O)_2C_{1-4}$ alkyl, and $-NHC(=O)OC_{1-4}$ alkyl;

R^{3c} is independently selected from H, CF_2H,CF_3, C_{1-4} alkyl, and CD_3;

R^4 is independently selected from H and F;

R^{8b} is independently selected from H and F;

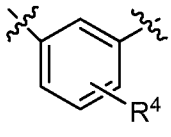
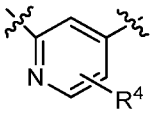
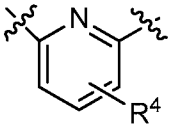
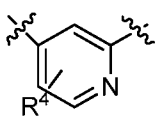
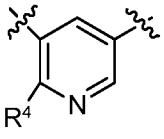
R^{8c} is independently selected from H and Cl;

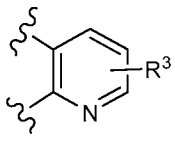
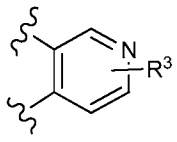
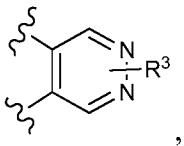
R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), aryl, $-(CH_2)_n$-C_{3-6} cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl, F, Cl, Br, CN, $C(=O)NR^{12}R^{12}$, $Si(C_{1-4}$ alkyl$)_3$, and $-(CH_2)_n$-OR^{12};

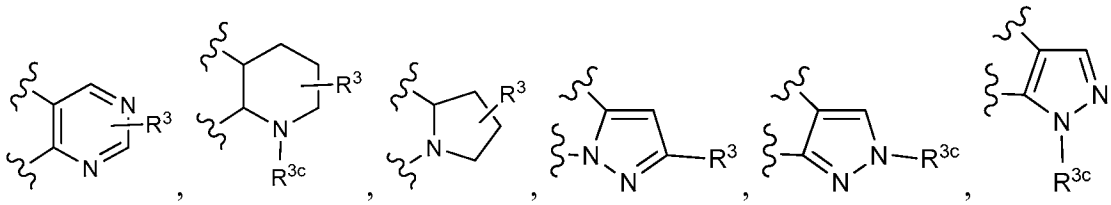
R^{11}, at each occurrence, is independently selected from H, halogen, and C_{1-5} alkyl; and

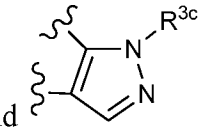
n, at each occurrence, is an integer independently selected from 0, 1, 2, 3, and 4.

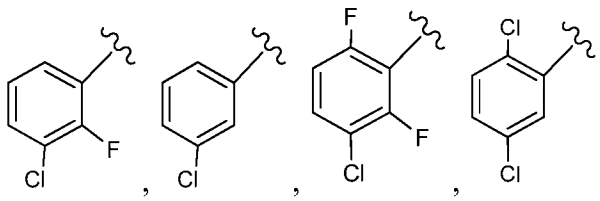
13. The compound of claim 2, or a stereoisomer, a tautomer, a pharmaceutically acceptable salt thereof, wherein:

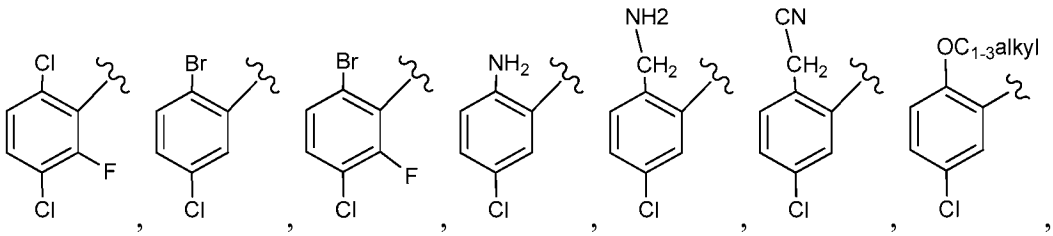
ring A is independently selected from  ,  ,  ,  , and  ;

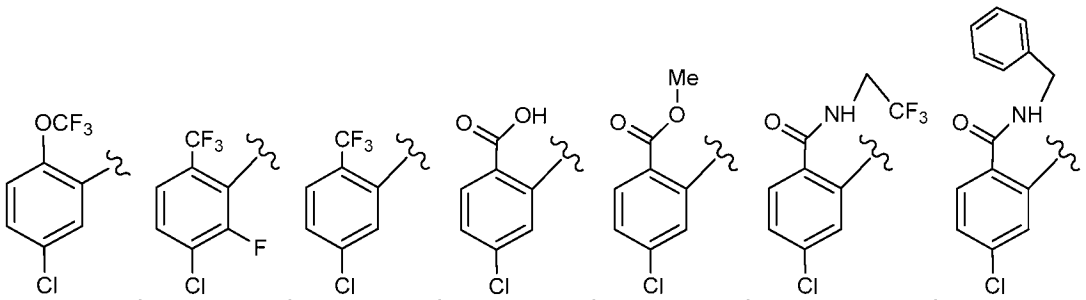
ring B is independently selected from  ,  ,  ,

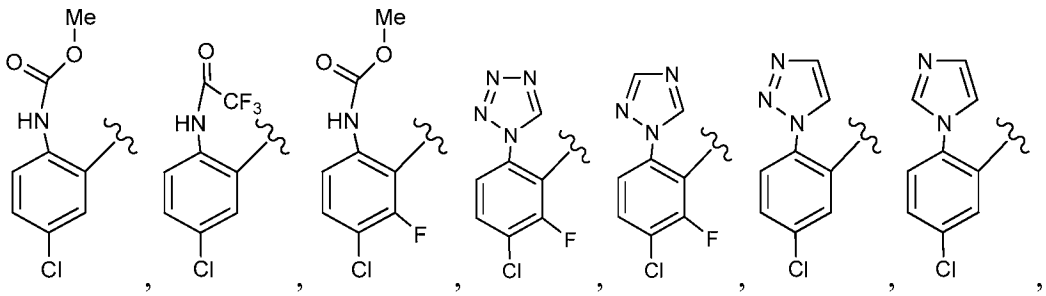


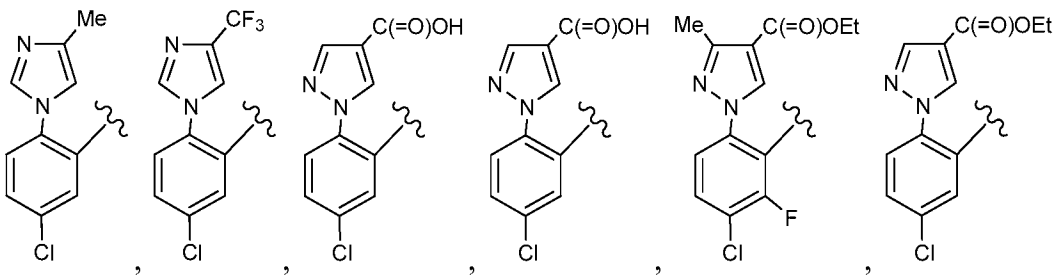
and  ;

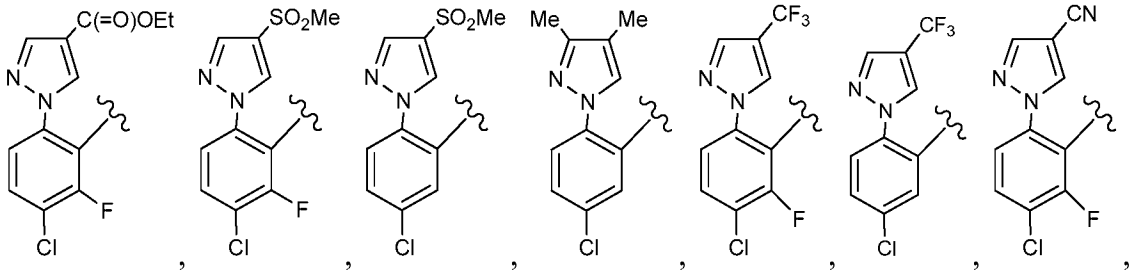
G^1 is independently selected from 

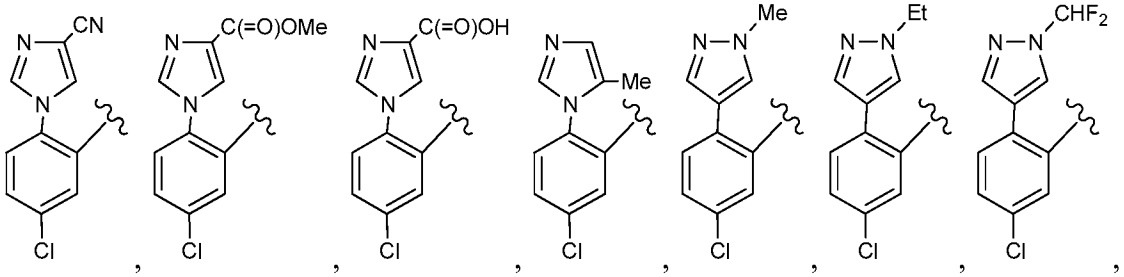


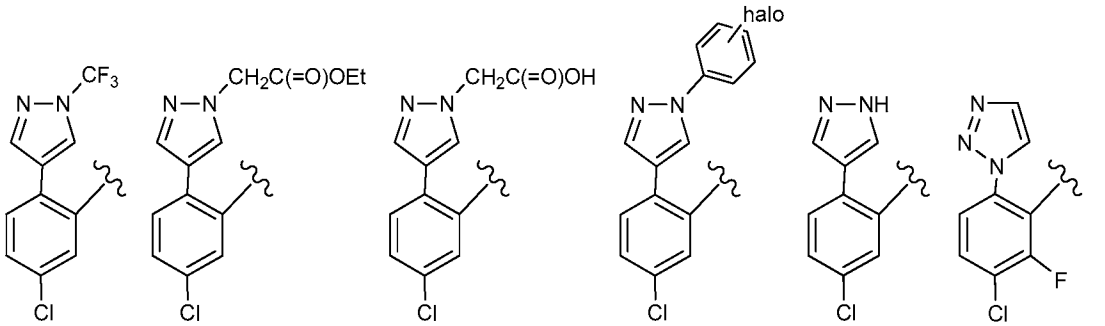


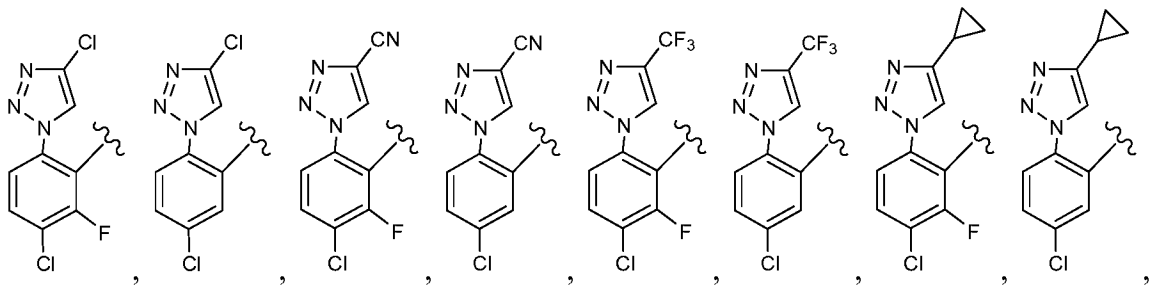


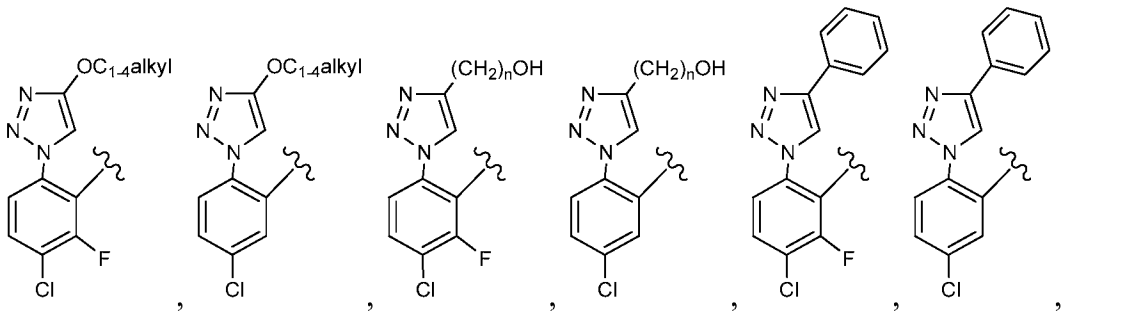


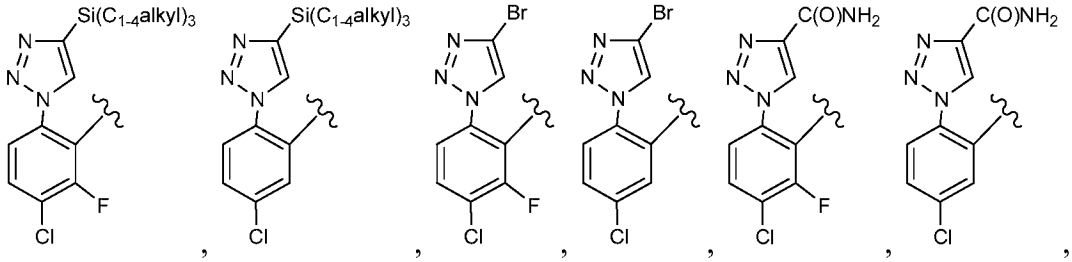

C(=O)OEt
SO2Me
SO2Me
Me
Me
CF3
CF3
CN
F
Cl

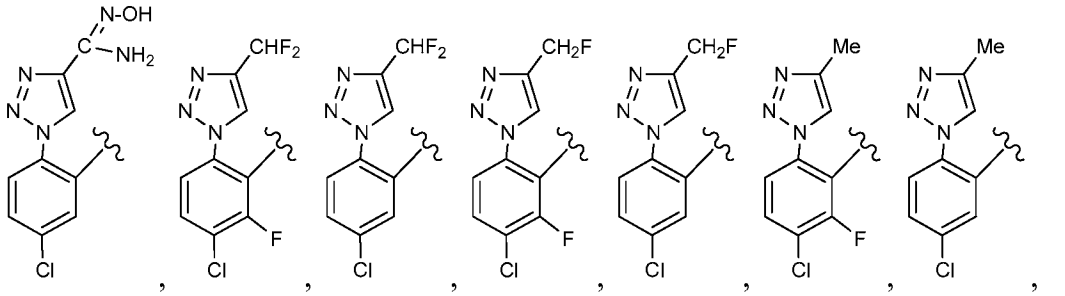

CN
C(=O)OMe
C(=O)OH
Me
Me
Et
CHF2
Cl

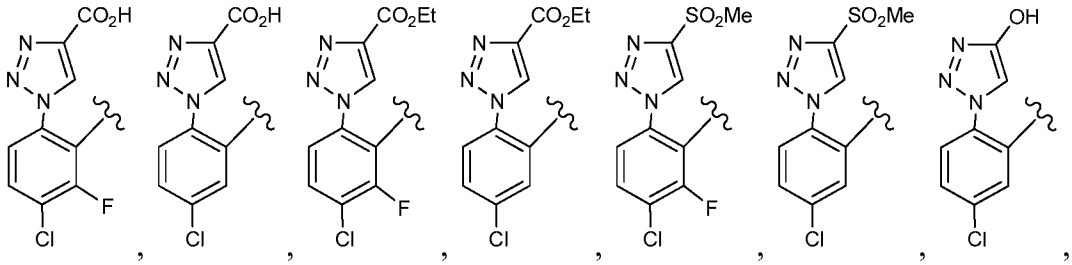

CF3
CH2C(=O)OEt
CH2C(=O)OH
halo
N–NH
F
Cl

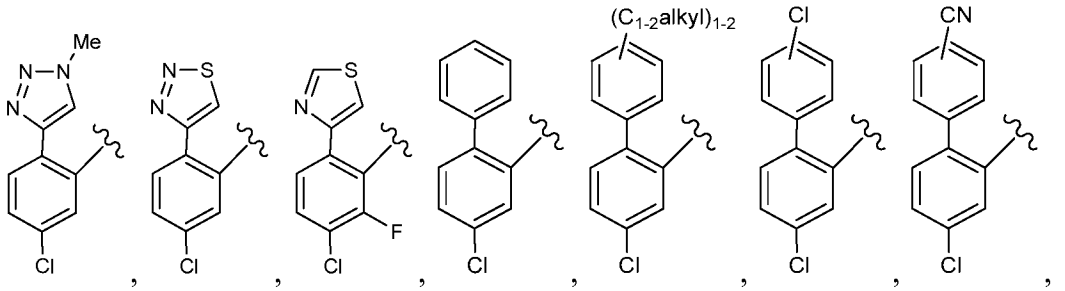

Cl
CN
CF3
F
Cl

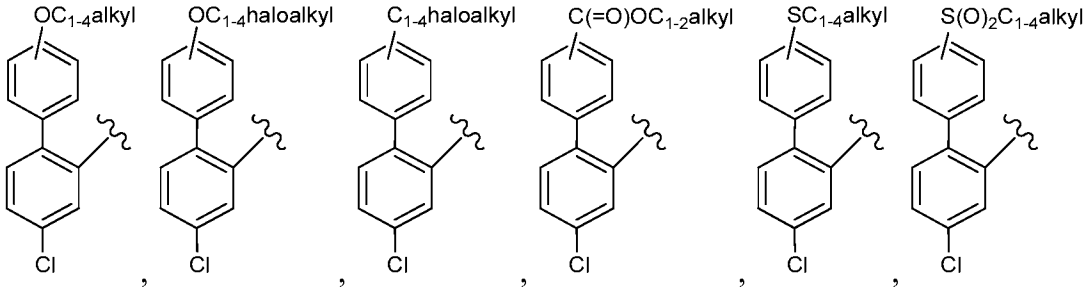

OC1-4alkyl
(CH2)nOH
F
Cl

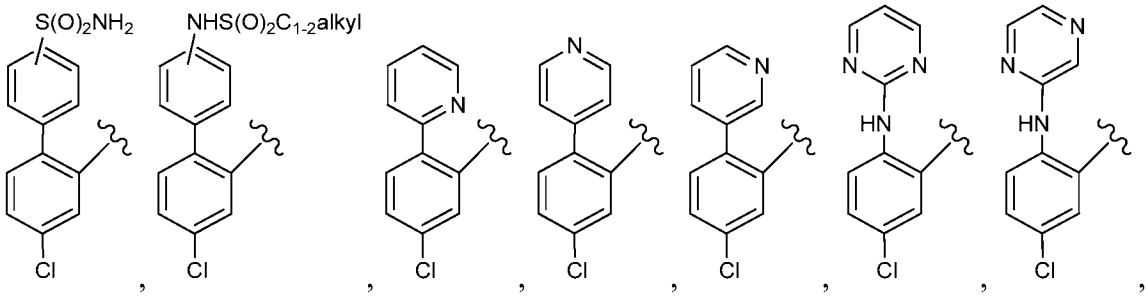

Si(C1-4alkyl)3
Si(C1-4alkyl)3
Br
Br
C(O)NH2
C(O)NH2

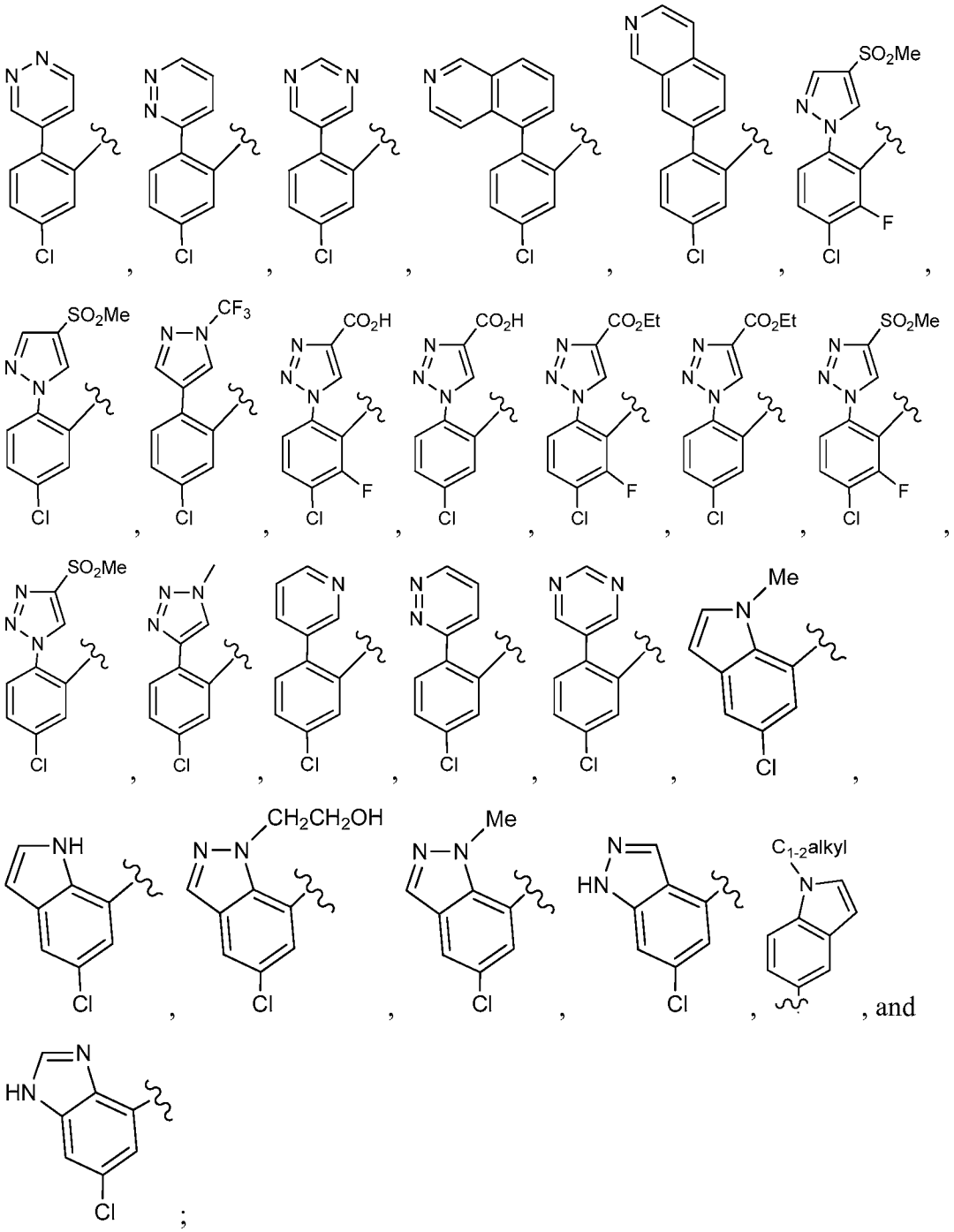

N-OH
C
NH2
CHF2
CHF2
CH2F
CH2F
Me
Me


CO2H
CO2H
CO2Et
CO2Et
SO2Me
SO2Me
OH


Me
(C1-2alkyl)1-2
Cl
CN


OC1-4alkyl
OC1-4haloalkyl
C1-4haloalkyl
C(=O)OC1-2alkyl
SC1-4alkyl
S(O)2C1-4alkyl


S(O)2NH2
NHS(O)2C1-2alkyl
HN
HN



;

W is independently selected from CHR^1, O, NH, and $N(C_{1-4}$ alkyl);

Y is independently selected from -NH-, -NHC(=O)- and -C(=O)NH-;

R^1 and R^2 are independently selected from H, F, C_{1-4} alkyl, and hydroxyl;

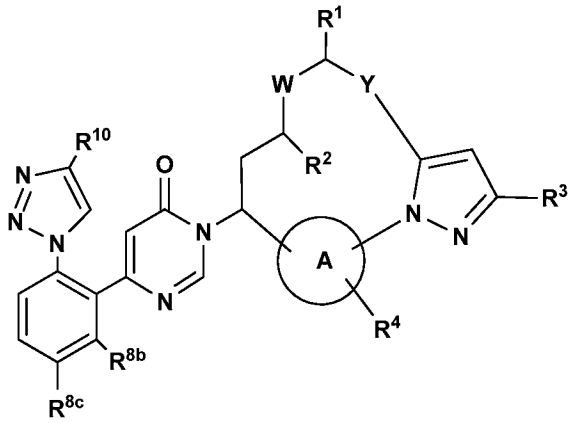
R^3 is independently selected from H, =O, F, CHF_2, CF_3, OCF_3, $OCHF_2$, CH_3, CN, $-(CH_2)_{0-2}$-OH, OC_{1-4} alkyl, $C(=O)C_{1-4}$ alkyl, $-(CH_2)_{0-1}$-C(=O)OH, $-C(=O)OC_{1-4}$ alkyl, $-S(=O)_2C_{1-4}$ alkyl, and $-NHC(=O)OC_{1-4}$ alkyl;

R^{3c} is independently selected from H, CF_2H, CF_3, C_{1-4} alkyl, and CD_3;

R^4 is independently selected from H, F, and C_{1-4} alkyl; and

R^7 is H.

14. The compound of claim 4 having Formula (V):



(V)

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

ring A is independently selected from phenyl and 5- to 6-membered heterocyclyl;

W is independently selected from CHR^{1a}, O, NH, and $N(C_{1-4}$ alkyl);

R^1 is independently selected from H and C_{1-4} alkyl;

R^{1a} is independently selected from H, F, CH_3, and hydroxyl;

R^2 is independently selected from H and hydroxyl;

R^3 is independently selected from H, haloalkyl, C_{1-4}alkyl (optionally substituted with R^6), F, CN, $C(=O)C_{1-4}$ alkyl, C(=O)OH, $C(=O)OC_{1-4}$ alkyl, $-S(=O)_2C_{1-4}$alkyl, and $-NHC(=O)OC_{1-4}$ alkyl;

R^4 is independently selected from H, OH, F, Cl, Br, C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, and CN;

R^5 is independently selected from H, C_{1-4} alkyl (optionally substituted with halogen, hydroxyl, alkoxy, carboxy, alkoxycarbonyl, amino, substituted amino), $-(CH_2)_n-C_{3-10}$ carbocyclyl and $-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said carbocyclyl and heterocyclyl are optionally substituted with R^6;

R^6 is independently selected from $-(CH_2)_n$-OH, =O, NH_2, $-(CH_2)_n$-CN, halogen, C_{1-6} alkyl, $-(CH_2)_n-C(=O)OH$, $-(CH_2)_n-C(=O)OC_{1-4}$ alkyl, $-(CH_2)_n-OC_{1-4}$ alkyl, $-(CH_2)_n-C_{3-6}$ cycloalkyl, $-(CH_2)_n$-4- to 10-membered heterocyclyl, and $-O-(CH_2)_n$-4- to 10-membered heterocyclyl, wherein said cycloalkyl and heterocyclyl are optionally substituted with R^{10};

R^7 is independently selected from H, F, Cl, and methyl;

R^{8b} is independently selected from H and F;

R^{8c} is independently selected from H, F, Cl, CH_3, and OCH_3;

R^{10} is independently selected from H, C_{1-6} alkyl (optionally substituted with R^{11}), C_{2-6} alkenyl, C_{2-6} alkynyl, aryl, $-(CH_2)_n-C_{3-6}$ cycloalkyl (optionally substituted with R^{11}), $-(CH_2)_n$-O-4- to 10-membered heterocyclyl (optionally substituted with R^{11}), F, Cl, Br, CN, NO_2, =O, $C(=O)NR^{12}R^{12}$, $C(=O)OR^{12}$, $Si(C_{1-4}$ alkyl$)_3$, $-(CH_2)_n-OR^{12}$, and $-(CH_2)_n-NR^{12}R^{12}$;

R^{11}, at each occurrence, is independently selected from H, halogen, C_{1-5} alkyl, $-(CH_2)_n$-OH, C_{3-6} cycloalkyl, and phenyl;

R^{12}, at each occurrence, is independently selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, phenyl, and heterocyclyl, or R^{12} and R^{12} together with the nitrogen atom to which they are both attached form a heterocyclic ring optionally substituted with C_{1-4}alkyl;

n, at each occurrence, is an integer independently selected from 0, 1, and 2; and

p, at each occurrence, is an integer independently selected from 0, 1, and 2.

15. A pharmaceutical composition comprising one or more compounds according to any one of claims 1-14 and a pharmaceutically acceptable carrier or diluent.

16. A compound of any one of claims 1-14, or a stereoisomer, a tautomer, or a pharmaceutically acceptable salt thereof or composition according to claim 15 for use as a medicament.

17. A compound of any one of claims 1-14, or a stereoisomer, a tautomer, or a pharmaceutically acceptable salt thereof or composition according to claim 15 for use in the treatment and/or prophylaxis of a thromboembolic disorder, wherein the thromboembolic disorder is selected from arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

18. A compound, a stereoisomer, a tautomer, a pharmaceutically acceptable salt thereof or composition for use according to claim 17, wherein the thromboembolic disorder is selected from unstable angina, an acute coronary syndrome, atrial fibrillation, myocardial infarction, transient ischemic attack, stroke, atherosclerosis, peripheral occlusive arterial disease, venous thrombosis, deep vein thrombosis, thrombophlebitis, arterial embolism, coronary arterial thrombosis, cerebral arterial thrombosis, cerebral embolism, kidney embolism, pulmonary embolism, and thrombosis resulting from medical implants, devices, or procedures in which blood is exposed to an artificial surface that promotes thrombosis.