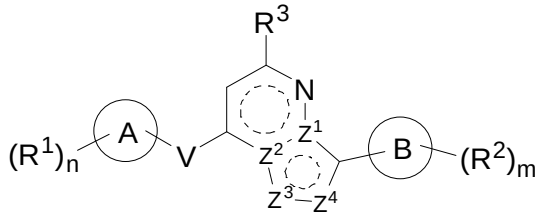
WHAT CLAIMED IS:

1. A compound having Formula (I'):



(I')

or a pharmaceutically acceptable salt thereof,

wherein

Z^1 is C or N;

Z^2 is C or N;

Z^3 is CR^d, N, O, S, S(O) or $S(O)_2$;

Z^4 is CH or N;

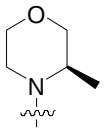
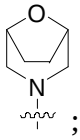
V is a direct bond, or alkyl optionally substituted with one or more R^e or $-N(R^a)-$;

Ring A is absent, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-membered aryl, or 5- to 6-membered heteroaryl;

R^1, in each occurrence, is selected from the group consisting of hydrogen, hydroxyl, halogen, cyano, alkyl, haloalkyl, hydroxylalkyl, $-C(O)N(R^a)_2$, $-C(O)OR^a$, $-S(O)_2(R^b)$, $-S(O)(NH)(R^b)$ and $-P(O)(R^b)_2$;

Ring B is 5- to 6-membered heterocyclyl or 5- to 6-membered heteroaryl;

R^2, in each occurrence, is halogen, alkyl, haloalkyl, or cycloalkyl;

R^3 is  or  ;

R^a and R^d are each independently hydrogen, halogen or alkyl;

R^b is alkyl, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-

membered aryl, or 5- to 6-membered heteroaryl, wherein said cycloalkyl, heterocyclyl, and heteroaryl are optionally substituted with one or more R^c;

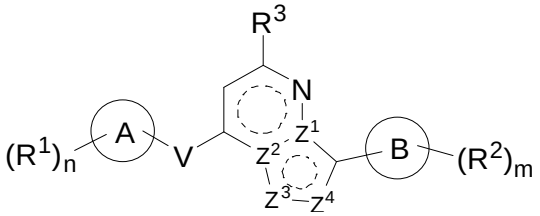
R^c is selected from the group consisting of hydroxyl, halogen, cyano, amino, alkyl, alkoxyl, and haloalkyl;

R^e is hydroxyl, halogen or alkyl;

n is 0, 1, 2, or 3; and

m is 0, 1, 2 or 3.

2. A compound having Formula (I):



(I)

or a pharmaceutically acceptable salt thereof,

wherein

Z^1 is C or N;

Z^2 is C or N;

Z^3 is CH, N, or S;

Z^4 is CH or N;

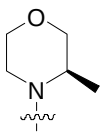
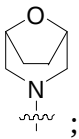
V is a direct bond or -N(R^a)-;

Ring A is absent, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-membered aryl, or 5- to 6-membered heteroaryl;

R^1 is hydrogen, halogen, alkyl, -$S(O)_2$(R^b), or –S(O)(NH)(R^b);

Ring B is 5- to 6-membered heterocyclyl or 5- to 6-membered heteroaryl;

R^2 is halogen, alkyl, haloalkyl, or cycloalkyl;

R^3 is  or  ;

R^a is hydrogen or alkyl;

R^b is alkyl, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-membered aryl, or 5- to 6-membered heteroaryl, wherein said cycloalkyl, heterocyclyl, and heteroaryl are optionally substituted with one or more R^c;

R^c is selected from the group consisting of hydroxyl, halogen, cyano, amino, alkyl, alkoxyl, and haloalkyl;

n is 0, 1, 2, or 3; and

m is 0, 1, 2 or 3.

3. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 and Z^2 are selected from any one of the following:

(1) Z^1 is C and Z^2 is N;

(2) Z^1 is N and Z^2 is C; or

(3) Z^1 is C and Z^2 is C.

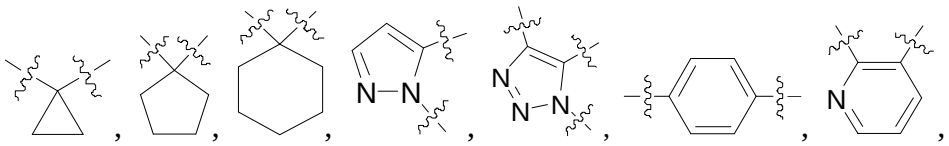
4. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1, Z^2 and Z^3 are selected from any one of the following:

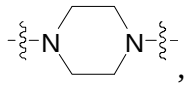
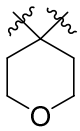
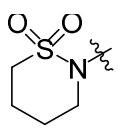
(1) Z^1 is C, Z^2 is N and Z^3 is CH or N;

(2) Z^1 is N, Z^2 is C and Z^3 is CH, $C(CH_3)$ or N; or

(3) Z^1 is C, Z^2 is C and Z^3 is O, S, S(O) or $S(O)_2$.

5. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is selected from the group consisting of:

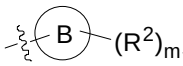


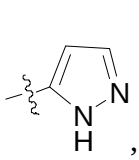
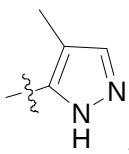
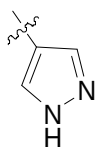
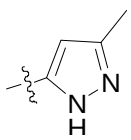
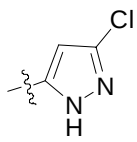
 ,  and  .

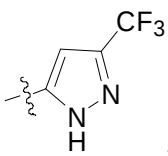
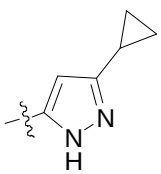
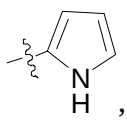
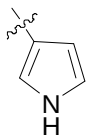
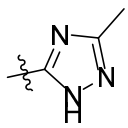
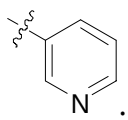
6. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^1 is hydrogen, cyano, fluoro, hydroxyl, C_{1-3} alkyl, C_{1-3} haloalkyl, C_{1-3} hydroxylalkyl, $-C(O)N(R^a)_2$, $-C(O)OR^a$, $-S(O)_2(R^b)$, $–S(O)(NH)(R^b)$ or $–P(O)(R^b)_2$.

7. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is pyrazolyl, pyridyl or triazolyl, and R^1 is halogen or alkyl.

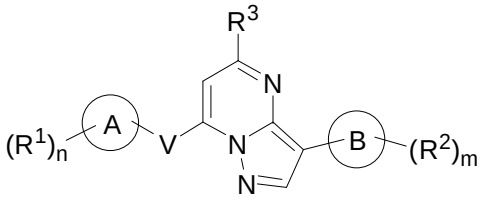
8. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is cyclopropyl, cyclopentyl, cyclohexyl, piperazinyl or phenyl, and R^1 is cyano, $-S(O)_2(R^b)$, or $–S(O)(NH)(R^b)$.

9. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein  is selected from the group consisting of:

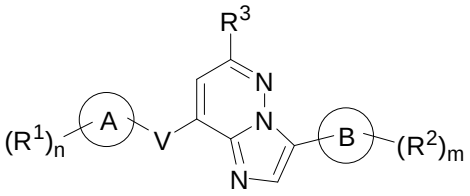
 ,  ,  ,  , 

 ,  ,  ,  ,  and  .

10. The compound of any one of preceding claims, having a formula selected from the group consisting of:



(II),



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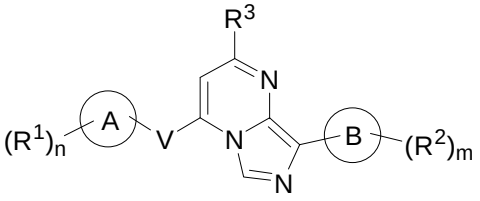
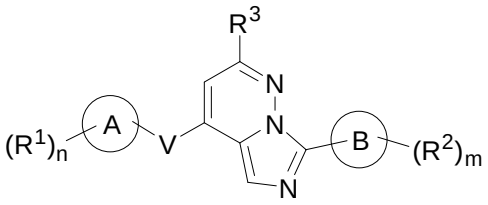


(IV),



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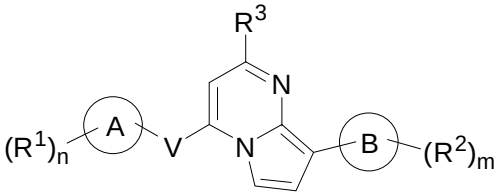
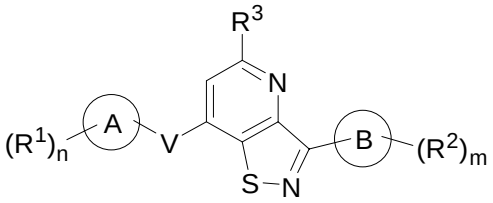
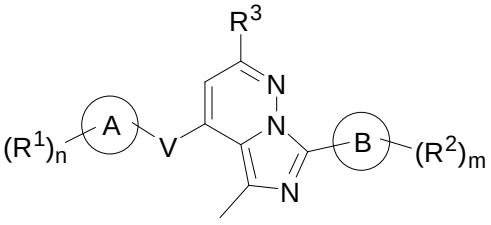


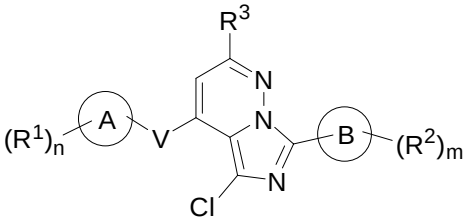
(VI),



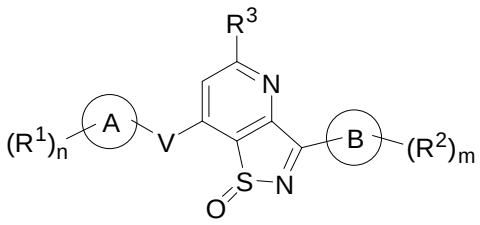
(VII),



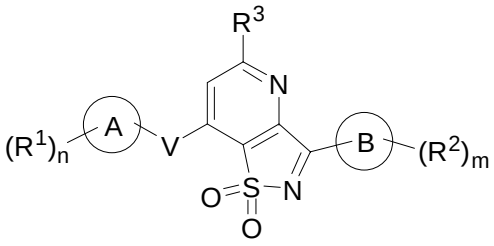
(VIII),



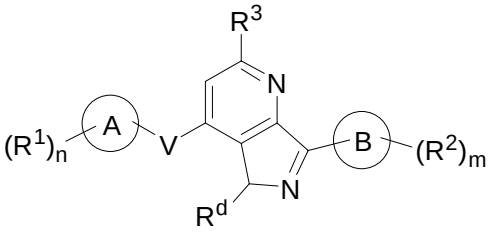
(IX),



(X),



(XI), and



(XII),

or a pharmaceutically acceptable salt thereof.

11. The compound of claim 65, or a pharmaceutically acceptable salt thereof, wherein:

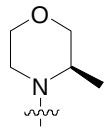
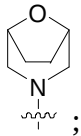
V is a direct bond or C_{1-3} alkyl;

Ring A is selected from cyclopropyl, cyclopentyl, cyclohexyl, piperazinyl, phenyl, pyrazolyl, pyridinyl, or triazolyl;

R^1 is selected from hydrogen, hydroxyl, fluoro, cyano, methyl, $-S(O)_2(R^b)$,–$S(O)(NH)(R^b)$ or $–P(O)(R^b)_2$;

Ring B is pyrazolyl, pyrrolyl, or pyridyl;

R^2 is chloro, C_{1-3} alkyl, C_{1-3} haloalkyl, or 3- to 6-membered cycloalkyl;

R^3 is  or  ;

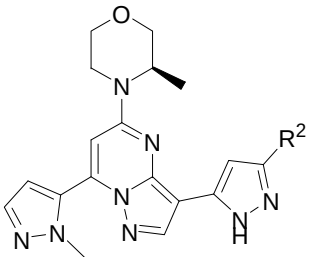
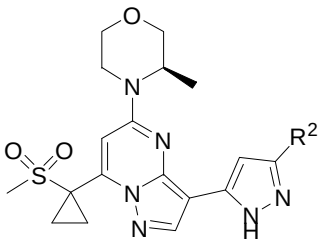
R^b is C_{1-3} alkyl;

R^d is hydrogen, chloro or C_{1-3} alkyl;

n is 0, 1 or 2; and

m is 0, 1 or 2.

12. The compound of claim 1 or 2 having a formula selected from the group consisting of:


(IIa),

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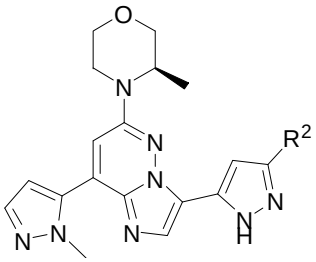
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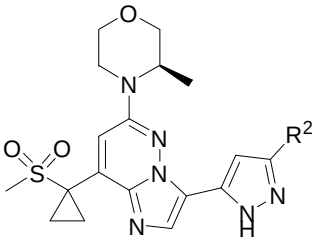
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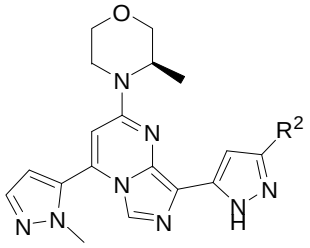
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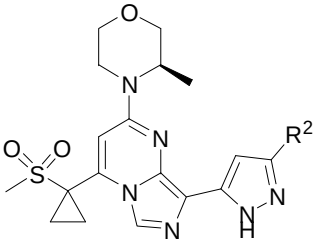
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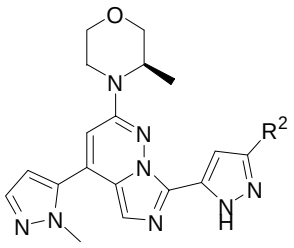
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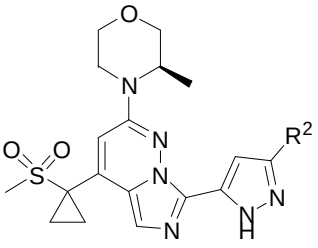
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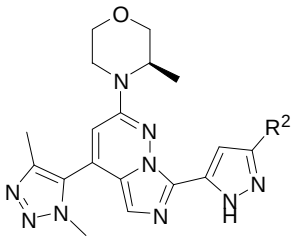

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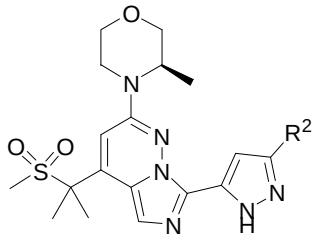

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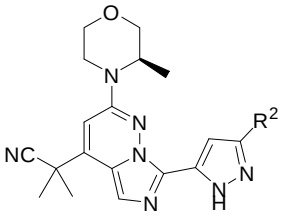

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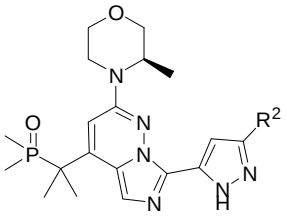

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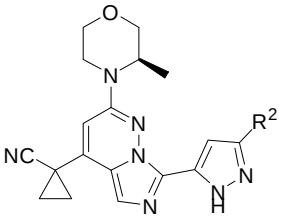

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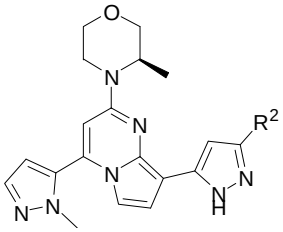

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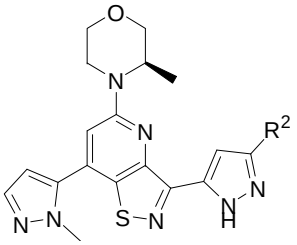
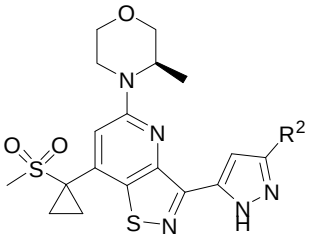
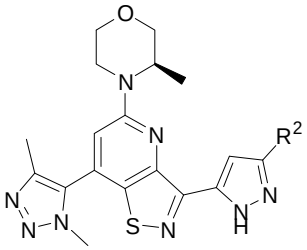


(VIIa),



(VIIb),



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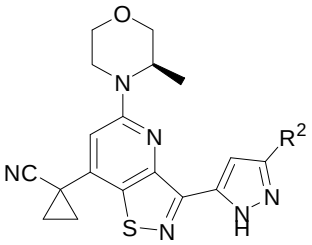

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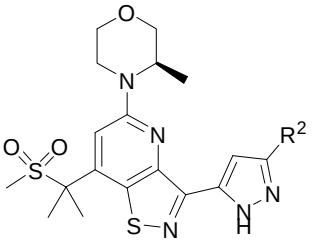

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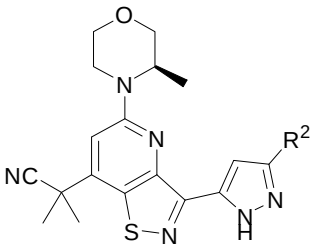

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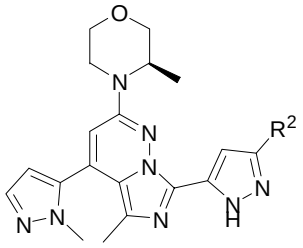

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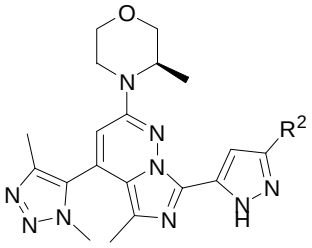

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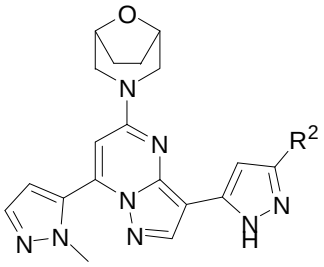

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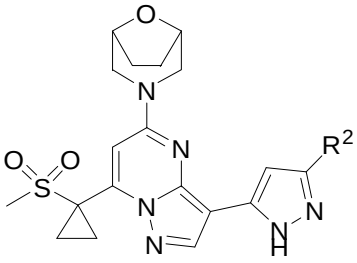

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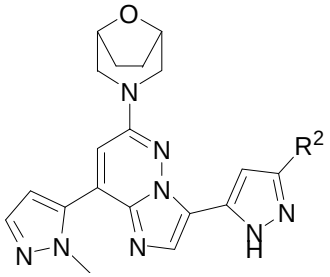

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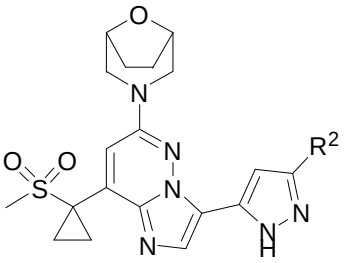

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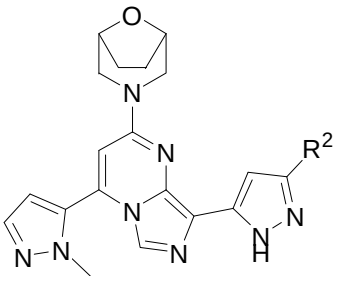

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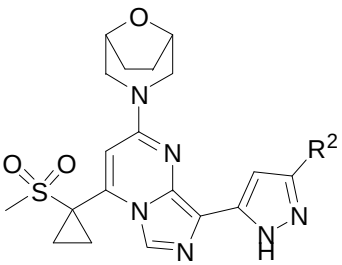

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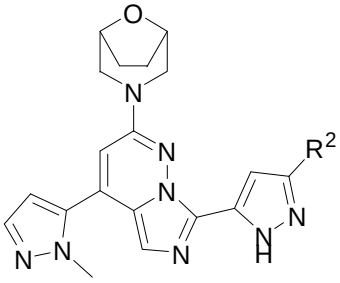

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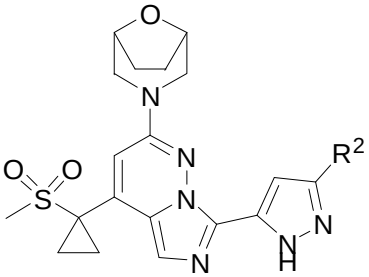

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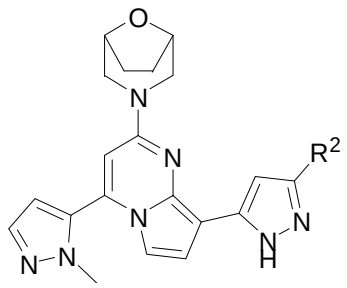
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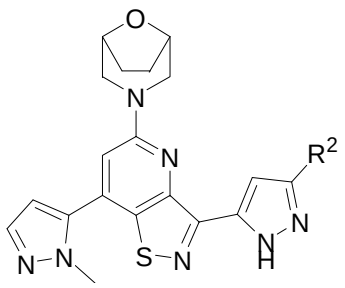
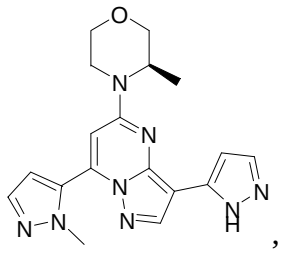

(VIIb),

or a pharmaceutically acceptable salt thereof.

13. The compound of claim 1 or 2 selected from the group consisting of: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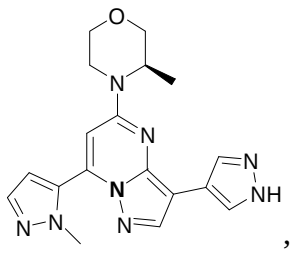
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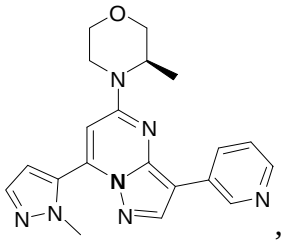
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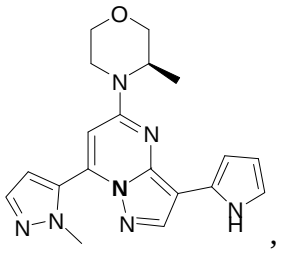
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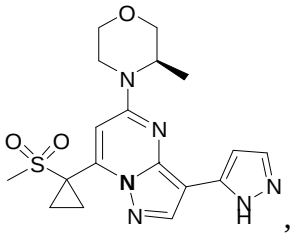
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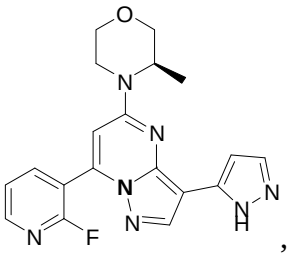
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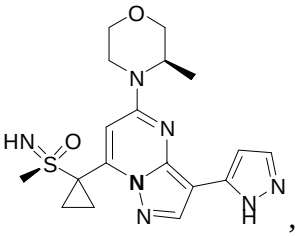
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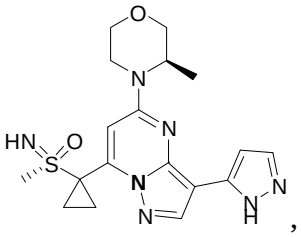
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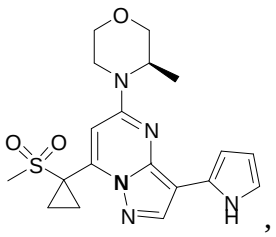
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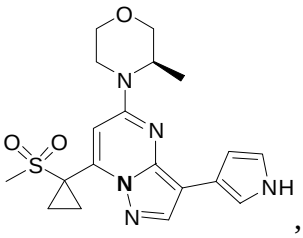
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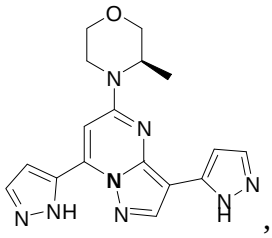
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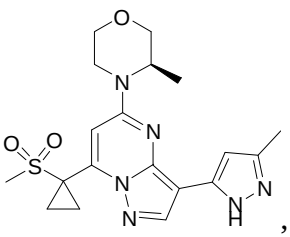
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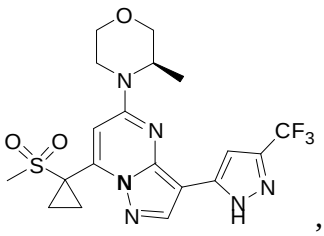
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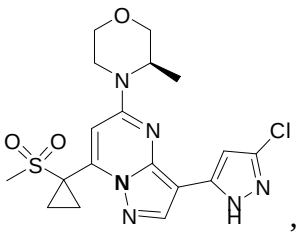
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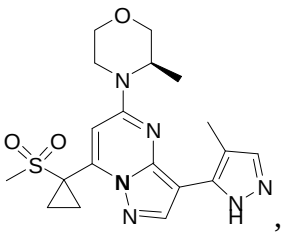
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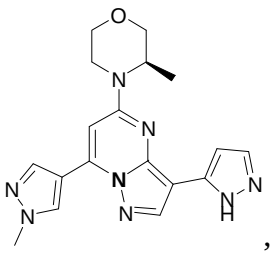
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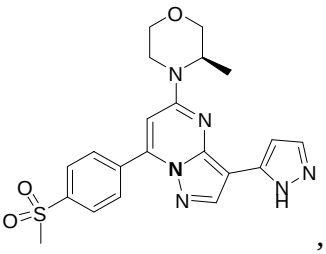
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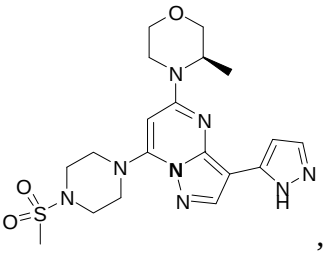
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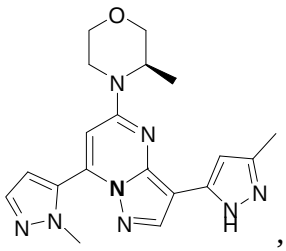
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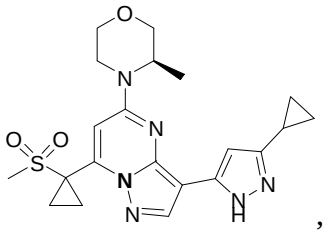
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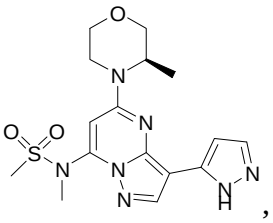
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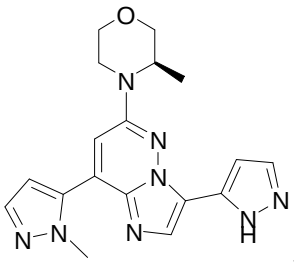
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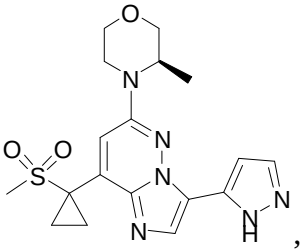
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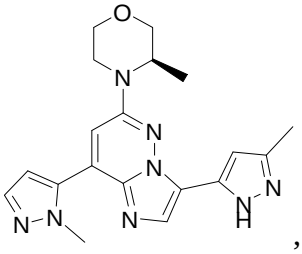
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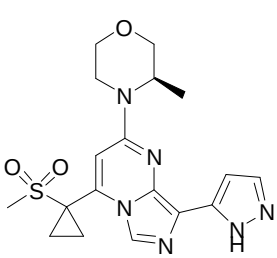
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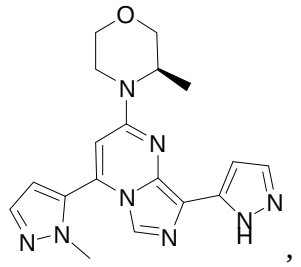
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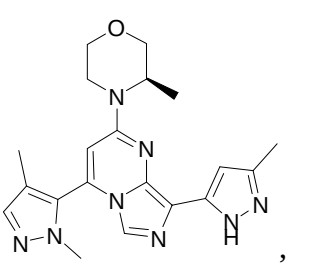
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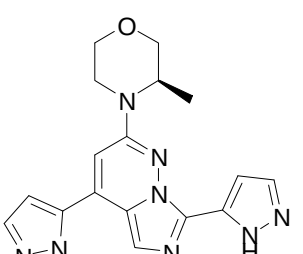
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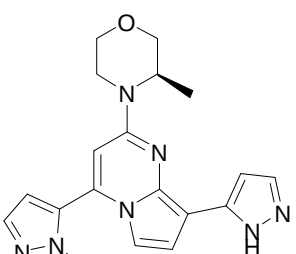
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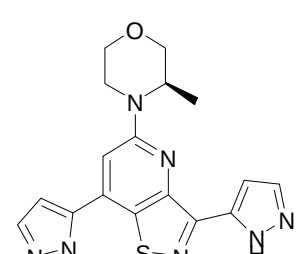
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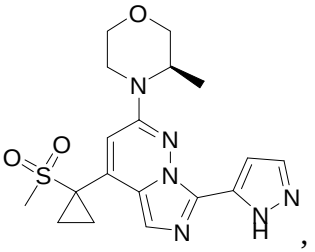
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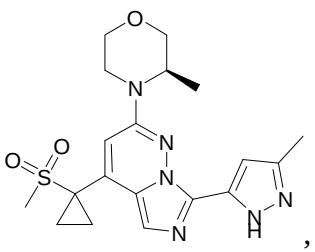
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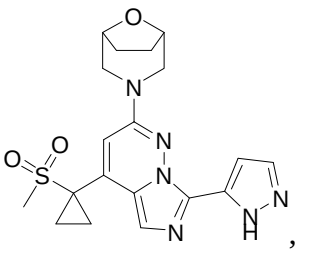
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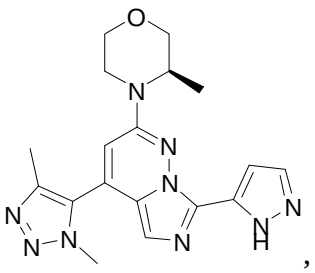
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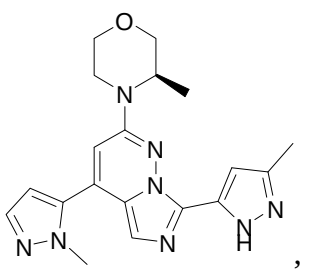
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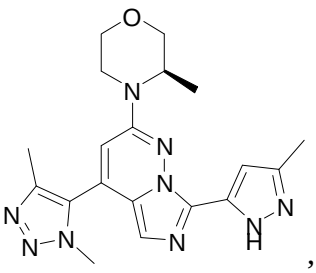
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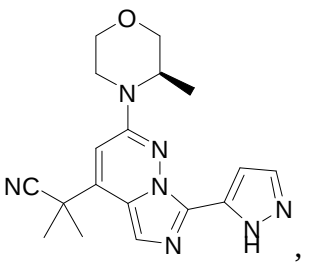
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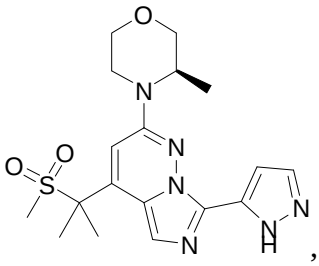
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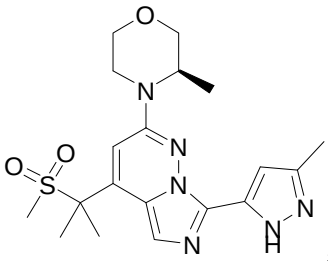
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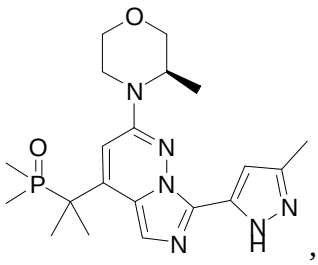
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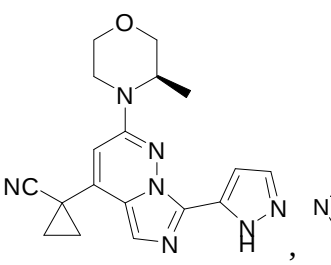
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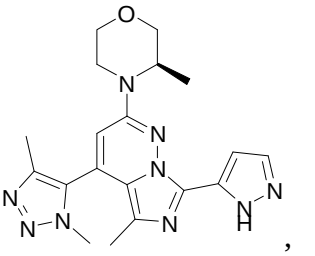
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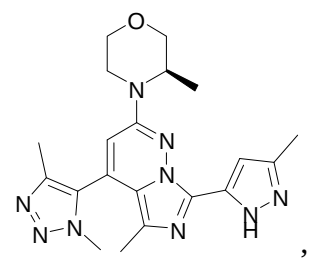
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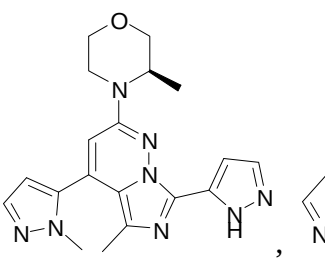
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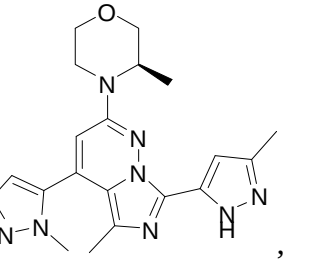
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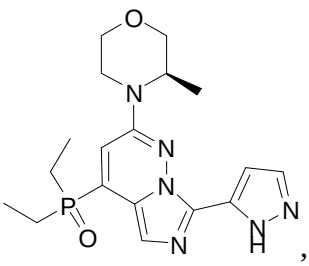
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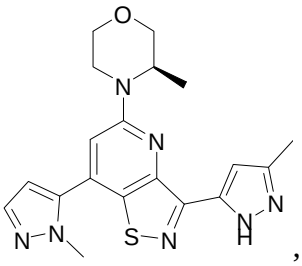
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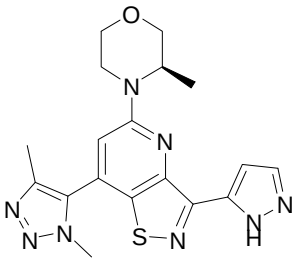
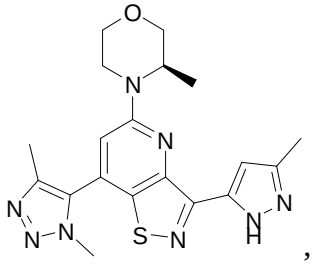
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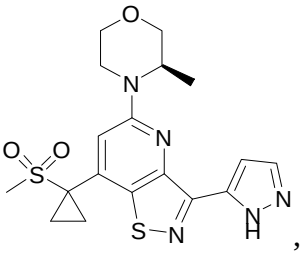
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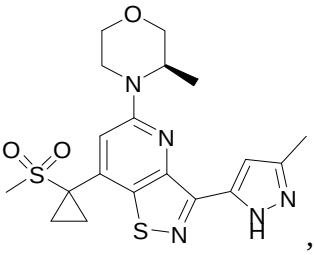
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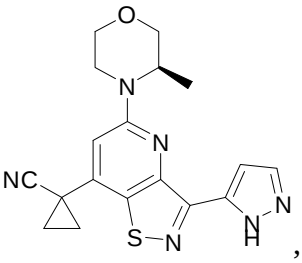
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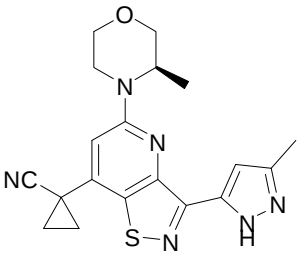
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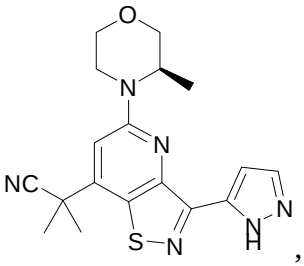
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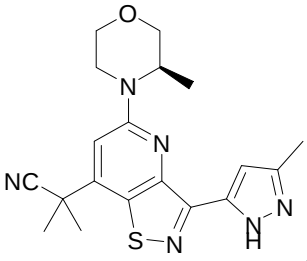
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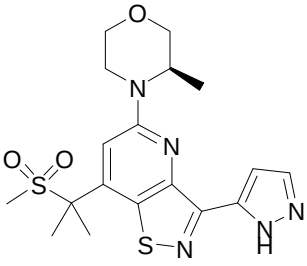
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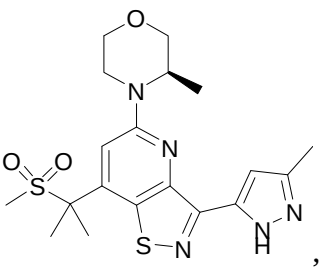
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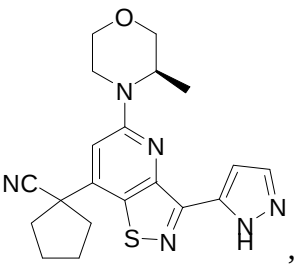
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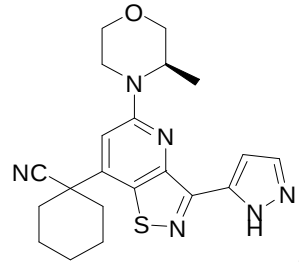
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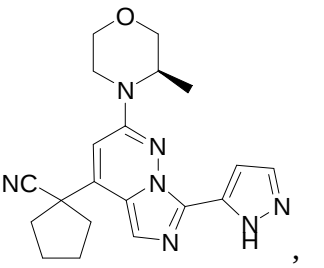
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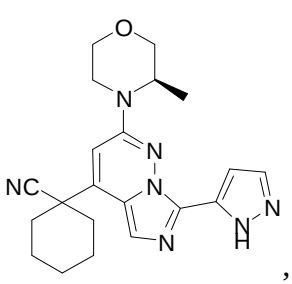
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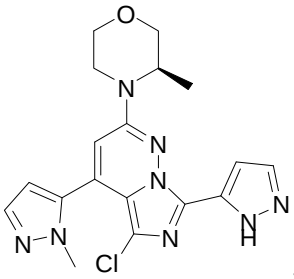
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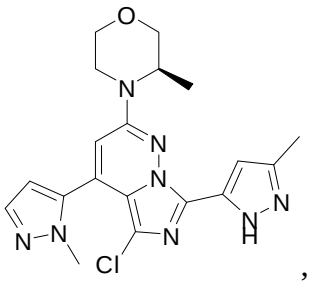
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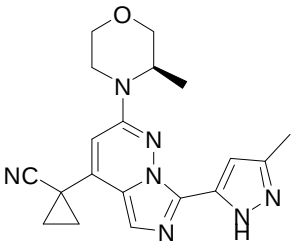
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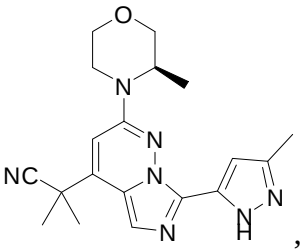
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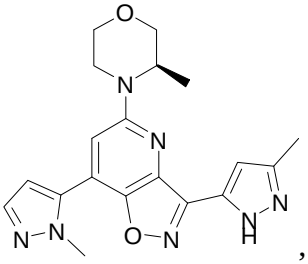
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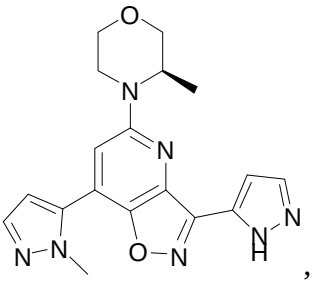
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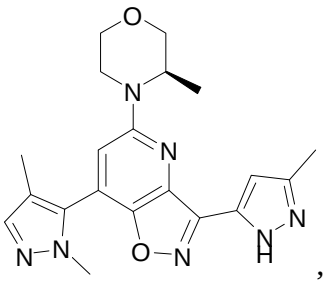
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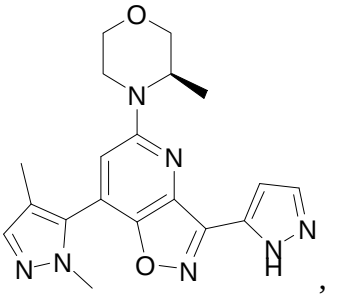
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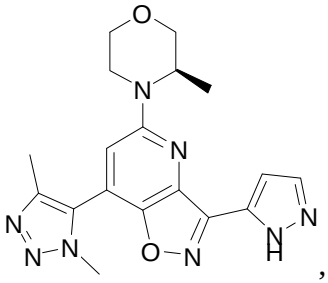
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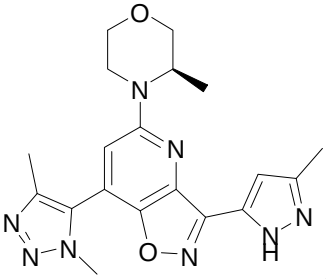
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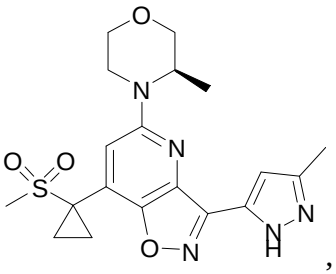
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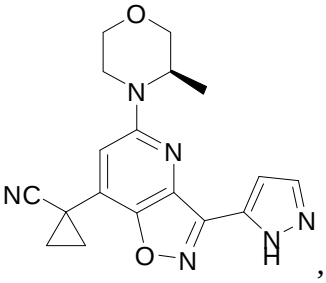
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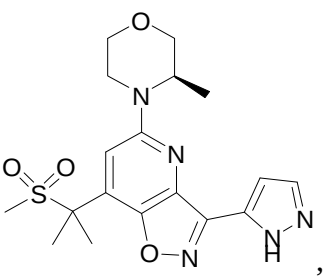
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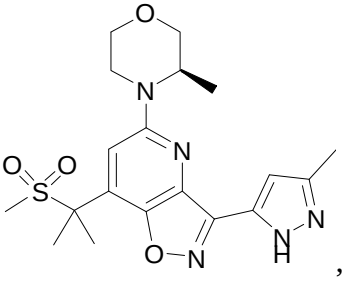
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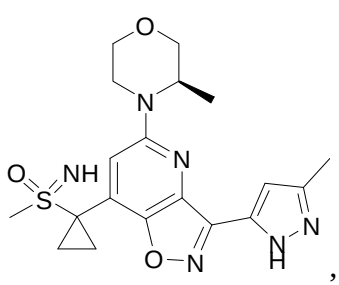
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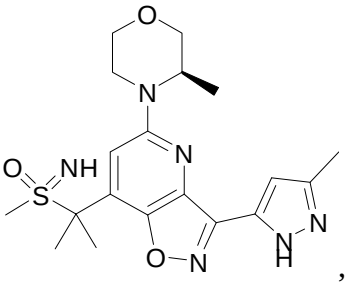
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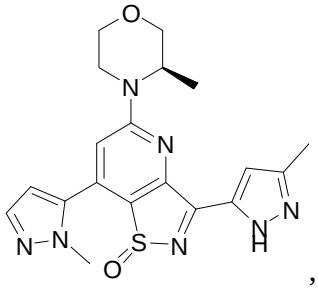
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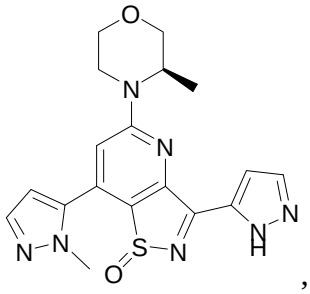
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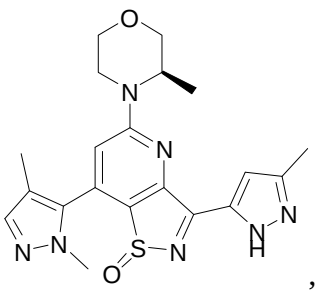
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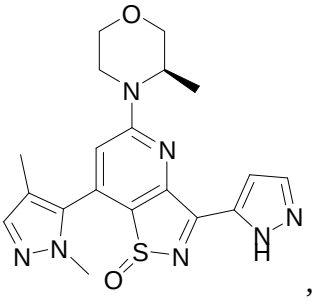
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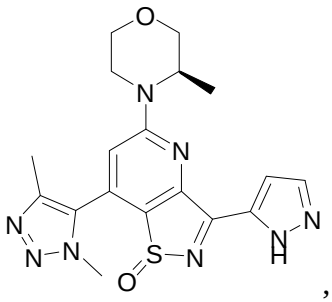
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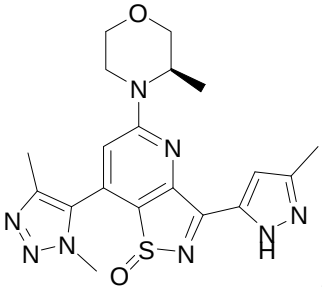
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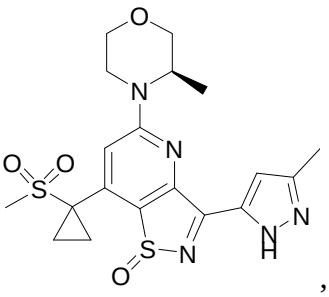
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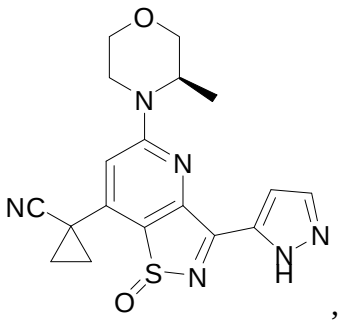
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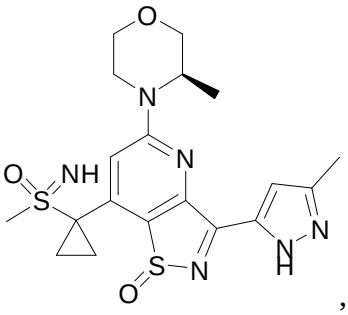
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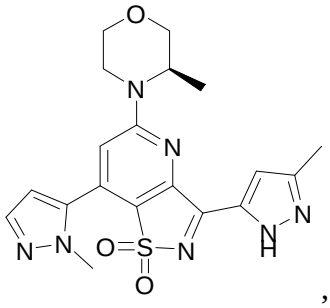
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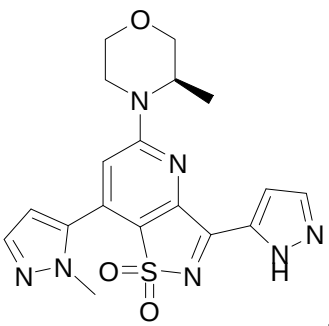
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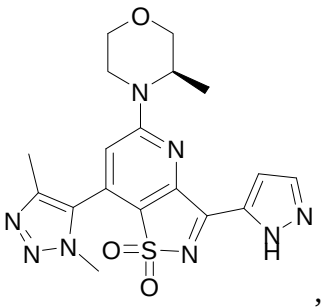
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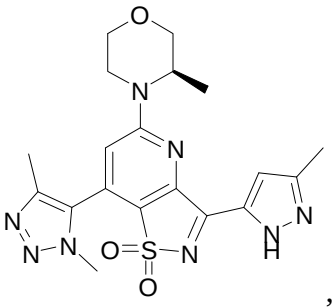
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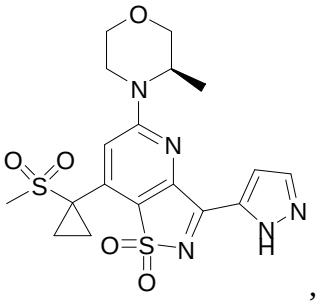
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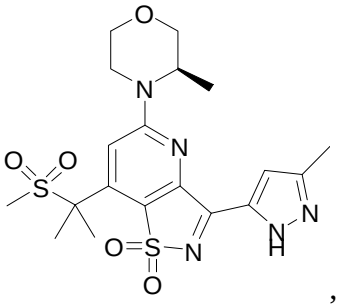
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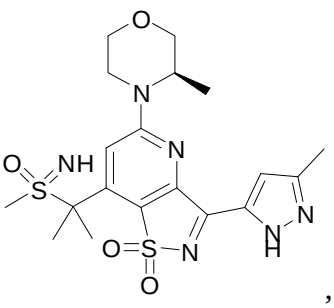
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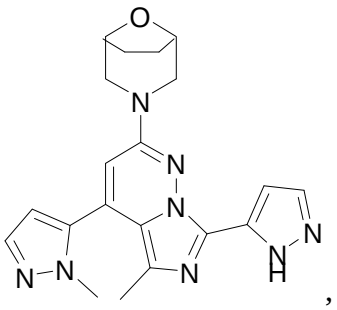
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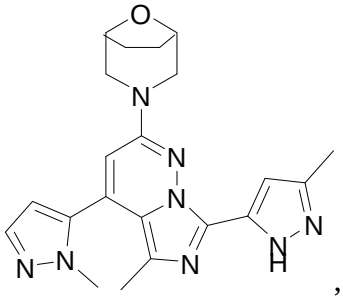
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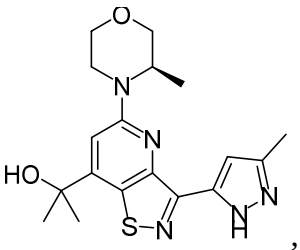
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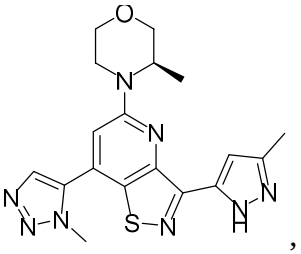
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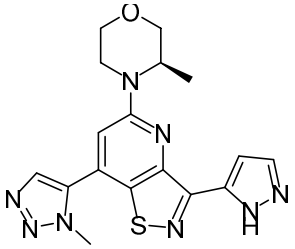
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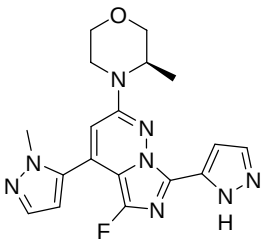

or a pharmaceutically acceptable salt thereof.

14. A pharmaceutical composition comprising the compound of any one of claims 1-13 or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

15. Use of the compound of any one of claims 1-13 or a pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 14 in the manufacture of a medicament for treating cancer.

16. The compound of any one of claims 1-13 or a pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 14, for use in the treatment of cancer.

17. The compound of any one of claims 1-13 or the pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 14 for use in inhibiting ATR kinase in a subject in need thereof.

18. The compound of any one of claims 1-13 or the pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 14 for use in therapy.