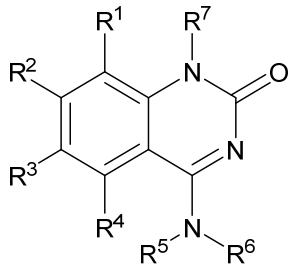
WHAT IS CLAIMED IS:

1. A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

R^1 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, or -CN;

R^2 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NO, $-NO_2$, $-C(O)R^{2a}$, $-C(O)OR^{2a}$, $-OC(O)R^{2a}$, $-C(O)N(R^{2a})(R^{2b})$, $-N(R^{2a})C(O)R^{2b}$, $-OC(O)N(R^{2a})(R^{2b})$, $-N(R^{2a})C(O)OR^{2b}$, $-C(=NR^{2a})N(R^{2b})(R^{2c})$, $-N(R^{2a})(R^{2b})$, $-N(R^{2a})N(R^{2b})(R^{2c})$, $-N(R^{2a})N=C(R^{2b})(OR^{2c})$, $-OR^{2a}$, $-SR^{2a}$, $-S(O)R^{2a}$, $-S(O)(NR^{2a})(R^{2b})$, $-S(NR^{2a})(NR^{2b})(R^{2c})$, $-S(O)_2R^{2a}$, $-S(O)_2N(R^{2a})(R^{2b})$, $-N(R^{2a})S(O)_2(R^{2b})$, $-P(R^{2a})(R^{2b})$, $-P(O)(R^{2a})(R^{2b})$, $-P(O)(OR^{2a})(R^{2b})$, $-P(O)(OR^{2a})(OR^{2b})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein each alkyl, alkenyl or alkynyl is independently optionally substituted with 1 to 3 R^{2d} groups which can be the same or different, each cycloalkyl is optionally substituted with 1 to 3 R^{2e} groups which can be the same or different, each aryl is optionally substituted with 1 to 3 R^{2f} groups which can be the same or different, each heterocycloalkyl is optionally substituted with 1 to 3 R^{2g} groups which can be the same or different, and each heteroaryl is optionally substituted with 1 to 3 R^{2h} groups which can be the same or different;

each R^{2a}, R^{2b}, and R^{2c} is independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-

(heteroaryl), wherein the aryl or heteroaryl is optionally substituted with 1 to 3 R^{2j};

alternatively, R^{2a}, R^{2b}, and R^{2c} when attached to the same atom can be combined with the atom to which they are attached to form a heterocycloalkyl;

each R^{2d} is independently –CN, -C(O)R^{2d1}, -C(O)OR^{2d1}, -OC(O)R^{2d1}, -C(O)N(R^{2d1})(R^{2d2}), -N(R^{2d1})C(O)R^{2d2}, -OC(O)N(R^{2d1})(R^{2d2}), -N(R^{2d1})C(O)OR^{2d2}, -N(R^{2d1})(R^{2d2}), =O, -OR^{2d1}, -SR^{2d1}, -S(O)R^{2d1}, -S(O)(NR^{2d1})(R^{2d2}), -S(O)$_2$$R^{2d1}$, -S(O)N($R^{2d1}$)($R^{2d2}$), -N($R^{2d1}$)S(O)$_2$$R^{2d2}$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{2d1} and R^{2d2} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, or C_{1-6} haloalkyl;

each R^{2e}, R^{2f}, R^{2g}, and R^{2h} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, or -OH;

each R^{2j} is independently C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, or C_{1-6} haloalkoxy;

R^3 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NO, -NO$_2$, -C(O)R^{3a}, -C(O)OR^{3a}, -OC(O)R^{3a}, -C(O)N(R^{3a})(R^{3b}), -N(R^{3a})C(O)R^{3b}, -OC(O)N(R^{3a})(R^{3b}), -N(R^{3a})C(O)OR^{3b}, -C(=NR^{3a})N(R^{3b})(R^{3c}), -N(R^{3a})(R^{3b}), -N(R^{3a})N(R^{3b})(R^{3c}), -N(R^{3a})N=C(R^{3b})(OR^{3c}), -OR^{3a}, -SR^{3a}, -S(O)R^{3a}, -S(O)(NR^{3a})(R^{3b}), -S(NR^{3a})(NR^{3b})(R^{3c}), -S(O)$_2$$R^{3a}$, -S(O)$_2$N($R^{3a}$)($R^{3b}$), -N($R^{3a}$)S(O)$_2$($R^{3b}$), -P($R^{3a}$)($R^{3b}$), -P(O)($R^{3a}$)($R^{3b}$), -P(O)(O$R^{3a}$)($R^{3b}$), -P(O)(O$R^{3a}$)(O$R^{3b}$), C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein each alkenyl or alkynyl is independently optionally substituted with 1 to 3 R^{3d} groups, each cycloalkyl is optionally substituted with 1 to 3 R^{3e} groups, each aryl is optionally substituted with 1 to 3 R^{3f} groups which can be the same or different, each heterocycloalkyl is optionally substituted with 1 to 3 R^{3g} groups which can be the same or different, and each

heteroaryl is optionally substituted with 1 to 3 R^{3h} groups which can be the same or different;

each R^{3a}, R^{3b}, and R^{3c} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, or heteroaryl;

alternatively, R^{3a}, R^{3b}, and R^{3c} when attached to the same atom can be combined with the atom to which they are attached to form a heterocycloalkyl;

each R^{3d} is independently -$N(R^{3d1})(R^{3d2})$, -OR^{3d1}, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, or heteroaryl;

each R^{3d1} and R^{3d2} is independently hydrogen, C_{1-6} alkyl, or -C(O)O-(C_{1-6} alkyl);

each R^{3e}, R^{3f}, R^{3g}, and R^{3h} is independently hydrogen, C_{1-6} alkyl, C_{1-6} alkoxy, halogen, C_{1-6} haloalkyl or C_{1-6} haloalkoxy;

R^4 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, or –CN;

R^5 is C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein the alkyl is optionally substituted with R^{5a};

R^{5a} is -$OSi(R^{5a1})(R^{5a2})(R^{5a3})$;

R^{5a1}, R^{5a2}, and R^{5a3} are each independently C_{1-6} alkyl; and

R^6 is C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-12} aryl substituted with 1 to 3 R^{6a} which can be the same or different, or heteroaryl optionally substituted with 1 to 3 R^{6a} which can be the same or different;

each R^{6a} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-8} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, –CN, -NO_2, -$C(O)R^{6b}$, -$OC(O)R^{6b}$, -$C(O)N(R^{6b})(R^{6c})$, -$N(R^{6b})C(O)R^{6c}$, -$C(=NR^{6b})N(R^{6c})(R^{6d})$, -$N(R^{6b})(R^{6c})$, -$OR^{6b}$, -$SR^{6b}$, -$S(O)R^{6b}$, -$S(O)_2R^{6b}$, -$S(NR^{6b})(NR^{6c})R^{6d}$, -$S(O)(NR^{6b})(R^{6c})$, -$S(O)_2N(R^{6b})(R^{6c})$, -$N(R^{6b})S(O)_2(R^{6c})$, -$P(R^{6b})(R^{6c})$, -$P(O)(R^{6b})(R^{6c})$, -$P(O)(OR^{6b})(R^{6c})$, -$P(O)(OR^{6b})(OR^{6c})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is each optionally substituted with 1 to 3 R^{6e} which can be the same

or different, the alkyl is optionally substituted with R^{6f}, and the alkynyl is optionally substituted with 1 to 4 R^{6j} which can be the same or different;

each R^{6b}, R^{6c} and R^{6d} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is optionally substituted by 1 to 3 R^{6k} which can be the same or different;

each R^{6k} is independently C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, heterocycloalkyl, or C_{1-6} alkyl-(heterocycloalkyl);

each R^{6e} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, –CN, $-NO_2$, $-C(O)R^{6e1}$, $-C(O)OR^{6e1}$, $-OC(O)R^{6e1}$, $-C(O)N(R^{6e1})(R^{6e2})$, $-N(R^{6e1})C(O)R^{6e2}$, $-OC(O)N(R^{6e1})(R^{6e2})$, $-N(R^{6e1})C(O)OR^{6e2}$, $-C(=NR^{6e1})N(R^{6e2})(R^{6e3})$, $-N(R^{6e1})(R^{6e2})$, =O, $-OR^{6e1}$, $-SR^{6e1}$, $-S(O)R^{6e1}$, $-S(NR^{6e1})(NR^{6e2})$, $-S(O)(NR^{6e1})(R^{6e2})$, $-S(O)_2R^{6e1}$, $-S(O)_2N(R^{6e1})(R^{6e2})$, $-SF_5$, $-N(R^{6e1})S(O)_2(R^{6e2})$, $-P(R^{6e1})(R^{6e2})$, $-P(O)(R^{6e1})(R^{6e2})$, $-P(O)(OR^{6e1})(R^{6e2})$, $-P(O)(OR^{6e1})(OR^{6e2})$, $-Si(R^{6e1})(R^{6e2})(R^{6e3})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-heterocycloalkyl, heteroaryl, or C_{1-6} alkyl-heteroaryl, wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is each optionally substituted with 1 to 3 R^{6h} which can be the same or different, and the alkyl is optionally substituted with 1 to 3 R^{6m} which can be the same or different;

each R^{6e1}, R^{6e2}, and R^{6e3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is optionally substituted with 1 to 3 R^{6n} which can be the same or different;

each R^{6n} is C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, $-C(O)R^{6n1}$, $-C(O)OR^{6n1}$, $-OC(O)R^{6n1}$, $-C(O)N(R^{6n1})(R^{6n2})$, $-N(R^{6n1})C(O)R^{6n2}$, -

$OC(O)N(R^{6n1})(R^{6n2})$, $-N(R^{6n1})C(O)OR^{6n2}$, $-C(=NR^{6n1})N(R^{6n2})(R^{6n3})$, $-N(R^{6n1})(R^{6n2})$, =O, –OH, $-SR^{6n1}$, $-S(O)R^{6n1}$, $-S(NR^{6n1})(NR^{6n2})R^{6n3}$, $-S(O)(NR^{6n1})(R^{6n2})$, $-S(O)_2R^{6n1}$, $-S(O)_2N(R^{6n1})(R^{6n2})$, or $-N(R^{6n1})S(O)_2(R^{6n2})$;

each R^{6n1}, R^{6n2} and R^{6n3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{6h} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, $-C(O)R^{6h1}$, $-C(O)OR^{6h1}$, $-OC(O)R^{6h1}$, $-C(O)N(R^{6h1})(R^{6h2})$, $-N(R^{6h1})C(O)R^{6h2}$, $-OC(O)N(R^{6h1})(R^{6h2})$, $-N(R^{6h1})C(O)OR^{6h2}$, $-C(=NR^{6h1})N(R^{6h2})(R^{6h3})$, $-N(R^{6h1})(R^{6h2})$, =O, -OH, $-SR^{6h1}$, $-S(O)R^{6h1}$, $-S(NR^{6h1})(NR^{6h2})R^{6h3}$, $-S(O)(NR^{6h1})(R^{6h2})$, $-S(O)_2R^{6h1}$, $-S(O)_2N(R^{6h1})(R^{6h2})$, $-N(R^{6h1})S(O)_2(R^{6h2})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, heterocycloalkyl, or C_{1-6} alkyl-(heterocycloalkyl);

each R^{6h1}, R^{6h2}, and R^{6h3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{6m} is independently halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, $-C(O)R^{6m1}$, $-C(O)OR^{6m1}$, $-OC(O)R^{6m1}$, $-C(O)N(R^{6m1})(R^{6m2})$, $-N(R^{6m3})C(O)R^{6m2}$, $-OC(O)N(R^{6m1})(R^{6m2})$, $-N(R^{6m1})C(O)OR^{6m2}$, $-C(=NR^{6m3})N(R^{6m1})(R^{6m2})$, $-N(R^{6m1})(R^{6m2})$, =O, –OH, $-SR^{6m1}$, $-S(O)R^{6m1}$, $-S(NR^{6m1})(NR^{6m2})R^{6m3}$, $-S(O)(NR^{6m1})(R^{6m2})$, $-S(O)_2R^{6m1}$, $-S(O)_2N(R^{6m1})(R^{6m2})$, or $-N(R^{6m3})S(O)_2(R^{6m2})$;

each R^{6m1}, R^{6m2}, and R^{6m3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

R^{6f} is $–OSi(R^{6f1})(R^{6f2})(R^{6f3})$;

R^{6f1}, R^{6f2}, and R^{6f3} are each independently C_{1-6} alkyl;

each R^{6j} is independently C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, $-C(O)R^{6j1}$, $-C(O)OR^{6j1}$, $-OC(O)R^{6j1}$, $-C(O)N(R^{6j1})(R^{6j2})$, $-N(R^{6j1})C(O)R^{6j2}$, $-OC(O)N(R^{6j1})(R^{6j2})$, $-N(R^{6j1})C(O)OR^{6j2}$, -

$C(=NR^{6j3})N(R^{6j1})(R^{6j2})$, $-N(R^{6j1})(R^{6j2})$, =O, $–OR^{6j1}$, $-SR^{6j1}$, $-S(O)R^{6j1}$, $-S(NR^{6j1})(NR^{6j2})$, $-S(NR^{6j1})(NR^{6j2})R^{6j3}$, $-S(O)(NR^{6j1})(R^{6j2})$, $-S(O)_2R^{6j1}$, $-S(O)_2N(R^{6j1})(R^{6j2})$, $-N(R^{6j1})S(O)_2(R^{6j2})$, $-Si(R^{6j1})(R^{6j2})(R^{6j3})$, C_{3-10} cycloalkyl, C_{6-12} aryl, heterocycloalkyl, or heteroaryl, wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is optionally substituted with 1 to 3 R^{6p} which can be the same or different;

each R^{6j1}, R^{6j2}, and R^{6j3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl optionally substituted with C_{1-6} haloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{6p} is independently C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, $-C(O)R^{6p1}$, $-C(O)OR^{6p1}$, $-OC(O)R^{6p1}$, $-C(O)N(R^{6p1})(R^{6p2})$, $-N(R^{6p1})C(O)R^{6p2}$, $-OC(O)N(R^{6p1})(R^{6p2})$, $-N(R^{6p1})C(O)OR^{6p2}$, $-C(=NR^{6p3})N(R^{6p1})(R^{6p2})$, $-N(R^{6p1})(R^{6p2})$, =O, -OH, $-SR^{6p1}$, $-S(O)R^{6p1}$, $-S(NR^{6p1})(NR^{6p2})R^{6p3}$, $-S(O)(NR^{6p1})(R^{6p2})$, $-S(O)_2R^{6p1}$, $-S(O)_2N(R^{6p1})(R^{6p2})$, or $-N(R^{6p1})S(O)_2(R^{6p2})$;

each R^{6p1}, R^{6p2}, and R^{6p3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

or R^5 and one R^{6a} together with the atoms to which they are attached form a heterocycloalkyl, optionally substituted with 1 to 3 R^{6g} which can be the same or different;

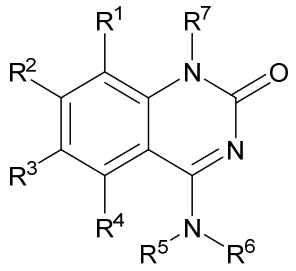
each R^{6g} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, or –CN;

R^7 is hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, , C_{2-6} alkoxyalkyl, , C_{1-6} haloalkyl, , C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, heterocycloalkyl, or C_{1-6} alkyl-(heterocycloalkyl);

each heterocycloalkyl is a 3 to 20 membered ring having 1 to 4 heteroatoms each independently N, O or S; and

each heteroaryl is a 5 to 18 membered ring having 1 to 4 heteroatoms each independently N, O or S.

2. A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

R^1 is hydrogen, C_{1-6} alkyl, or halogen;

R^2 is hydrogen, C_{1-6} alkyl, or halogen;

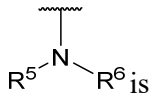
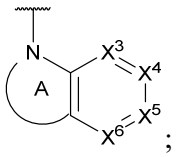
R^3 is hydrogen, C_{1-6} alkyl, or halogen;

R^4 is hydrogen, C_{1-6} alkyl, or halogen;

R^7 is hydrogen or C_{1-6} alkyl optionally substituted with -OH;

R^5 is C_{1-6} alkyl or C_{1-6} haloalkyl;

R^6 is phenyl substituted with 1 to 3 R^{6a} which can be the same or different, or heteroaryl optionally substituted with 1 to 3 R^{6a} which can be the same or different, wherein the heteroaryl is a 5 or 6 membered ring having 1 to 3 heteroatoms each independently N, O or S;

or  is ;

X^3, X^4, X^5, and X^6 are each independently CH, N, or C-R^{6a}, provided that not more than two of X^3, X^4, X^5, and X^6 are N, and not more than two of X^3, X^4, X^5, and X^6 are C-R^{6a}; and

Ring A is a 5 to 8 membered heterocycloalkyl optionally having 1 to 2 additional heteroatoms each independently N, O, or S, and optionally Ring A is substituted with 1 or 2 R^{6g} which can be the same or different;

each R^{6a} is independently halogen, C_{2-8} alkynyl, phenyl, heterocycloalkyl, or heteroaryl, wherein the phenyl, heterocycloalkyl, or heteroaryl is each optionally substituted with 1 to 3 R^{6e}, and the alkynyl is optionally substituted with 1 to 4 R^{6j} which can be the same or different, wherein the

heterocycloalkyl is a 3 to 10 membered ring having 1 to 3 heteroatoms each independently N, O or S, the heteroaryl is a 5 or 6 membered ring having 1 to 3 heteroatoms each independently N, O or S;

each R^{6j} is independently halogen, C_{1-6} haloalkyl, $-OR^{6j1}$, -CN, $-N(R^{6j1})(R^{6j2})$, $-N(R^{6j1})C(O)R^{6j2}$, C_{3-10} cycloalkyl, heteroaryl, or heterocycloalkyl, wherein the cycloalkyl, heteroaryl, or heterocycloalkyl is optionally substituted with 1 to 3 R^{6p} which can be the same or different, the heterocycloalkyl is a 3 to 10 membered ring having 1 to 3 heteroatoms each independently N, O or S; the heteroaryl is a 5 or 6 membered ring having 1 to 3 heteroatoms each independently N, O or S;

each R^{6j1} and R^{6j2} is independently hydrogen, C_{1-6} alkyl, C_{1-6} haloalkyl, or C_{3-10} cycloalkyl optionally substituted with C_{1-6} haloalkyl;

each R^{6p} is independently halogen, C_{1-6} alkyl, C_{1-6} haloalkyl, $-C(O)R^{6p1}$, or heterocycloalkyl, the heterocycloalky is a 3 to 10 membered ring having 1 to 3 heteroatoms each independently N, O or S;

R^{6p1} is C_{1-6} alkyl, or C_{3-10} cycloalkyl;

each R^{6e} is independently C_{1-6} alkyl, C_{3-6} cycloalkyl, heterocycloalkyl, halogen, C_{1-6} haloalkyl, or -CN, wherein the cycloalkyl and heterocycloalkyl are optionally substituted with 1 to 3 R^{6h} which can be the same or different, the heterocycloalkyl is a 3 to 10 membered ring having 1 to 3 heteroatoms each independently N, O or S;

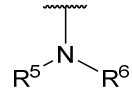
each R^{6h} is independently C_{1-6} alkyl, C_{1-6} haloalkyl, =O, or -OH; and

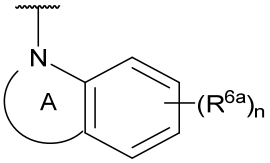
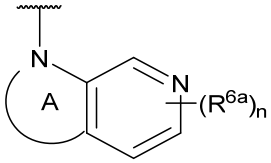
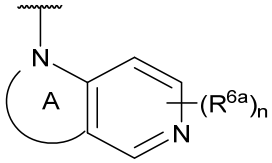
each R^{6g} is independently C_{1-6} alkyl, halogen, or C_{1-6} haloalkyl.

3. The compound of claims 1 or 2, or a pharmaceutically acceptable salt thereof, wherein

R^5 is $-CH_2CHF_2$, $-CH_2CF_3$, or Me; and

R^6 is phenyl substituted with C_{2-8} alkynyl, the alkynyl is substituted with 1 or 2 R^{6j} which can be the same or different; and the phenyl is optionally substituted with one additional R^{6a}.

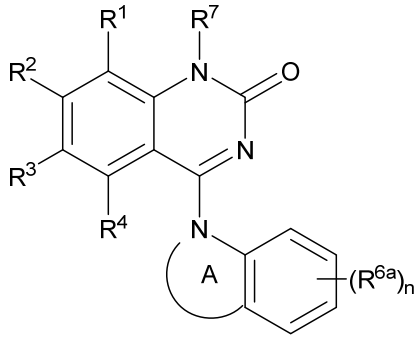
4. The compound of claims 1 or 2, or a pharmaceutically acceptable salt thereof, wherein  is

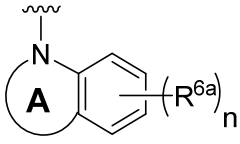
, , or ;

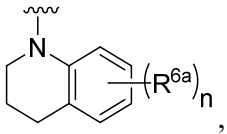
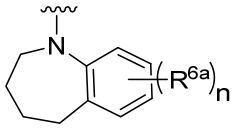
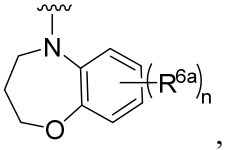
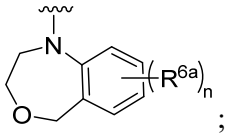
n is 0, 1, or 2; and

Ring A is a 5 to 8 membered heterocycloalkyl optionally having 1 to 2 additional heteroatoms each independently N, O, or S, and optionally Ring A is substituted with 1 or 2 R^{6g} which can be the same or different.

5. The compound of any one of claims 1, 2 and 4, or a pharmaceutically acceptable salt thereof, having the formula (Ia-2)

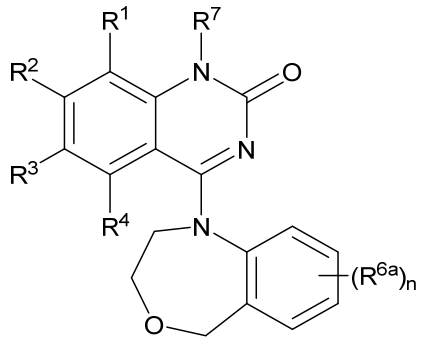

(Ia-2);

wherein  is

, , , or ; and

n is 0, 1, or 2.

6. The compound of any one of claims 1, 2, 4 and 5, or a pharmaceutically acceptable salt thereof, having the formula (Ia-4):



(Ia-4),

wherein n is 0, 1, or 2.

7. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt thereof, wherein

each R^{6a} is independently C_{2-8} alkynyl or halogen, wherein the alkynyl is optionally substituted with 1 to 3 R^{6j} which can be the same or different.

8. The compound of any one of claims 1-7, or a pharmaceutically acceptable salt thereof, wherein each R^{6p} is independently Me, $-CF_3$, $-CH_2F$, $-CF_2CH_3$, or $-CHF_2$.

9. The compound of any one of claims 1-7, or a pharmaceutically acceptable salt thereof, wherein each R^{6j} is independently -OH, -CN, -F, -OMe, $-CHF_2$, or $-CF_3$.

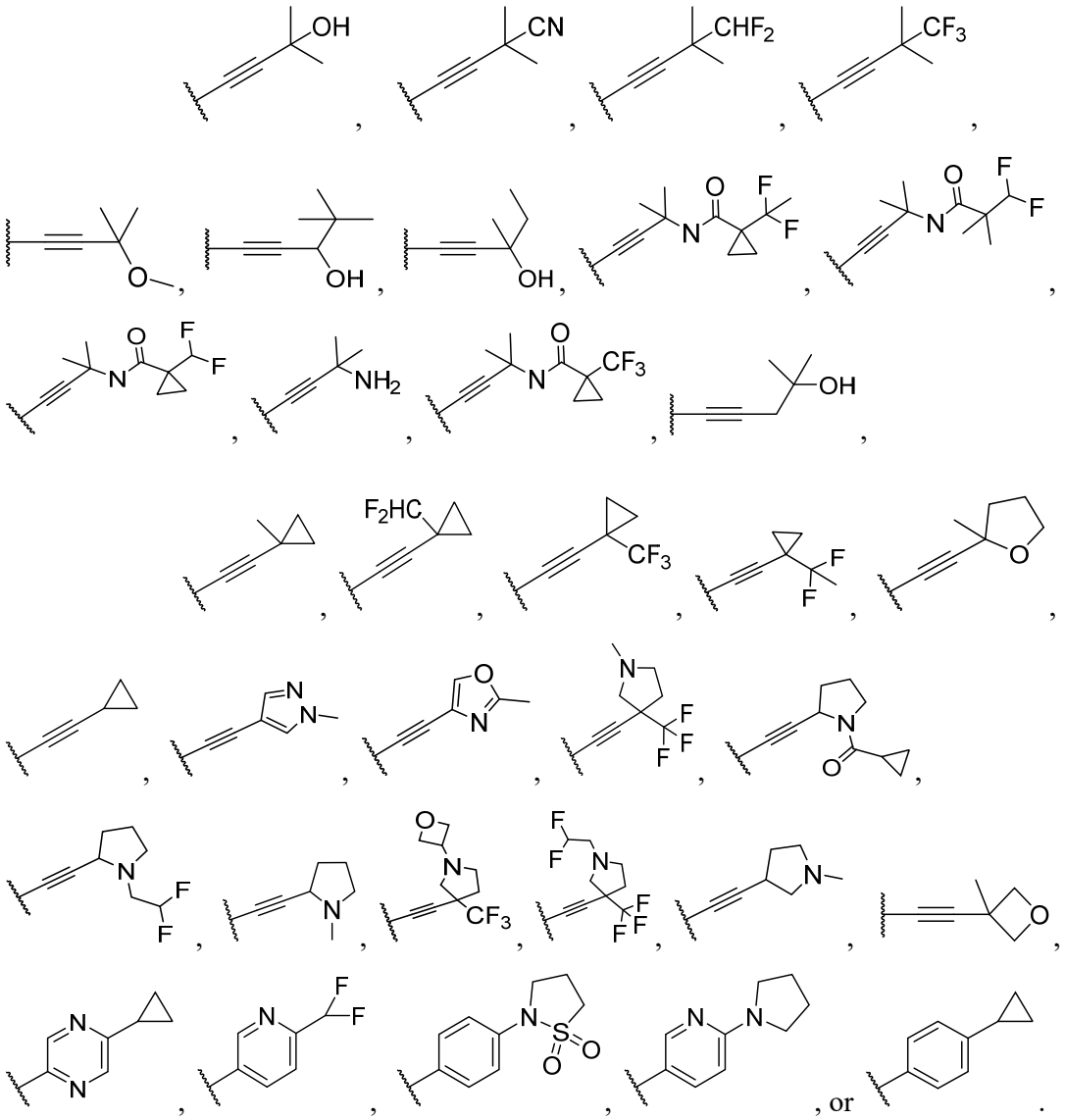
10. The compound of any one of claims 1-7, or a pharmaceutically acceptable salt thereof, wherein

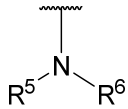
each R^{6j} is independently C_{3-6} cycloalkyl, 5-6 membered heteroaryl, or 4-6 membered heterocycloalkyl, the cycloalkyl, heteroaryl, or heterocycloalkyl is optionally substituted with 1 to 3 R^{6p} which can be the same or different; and

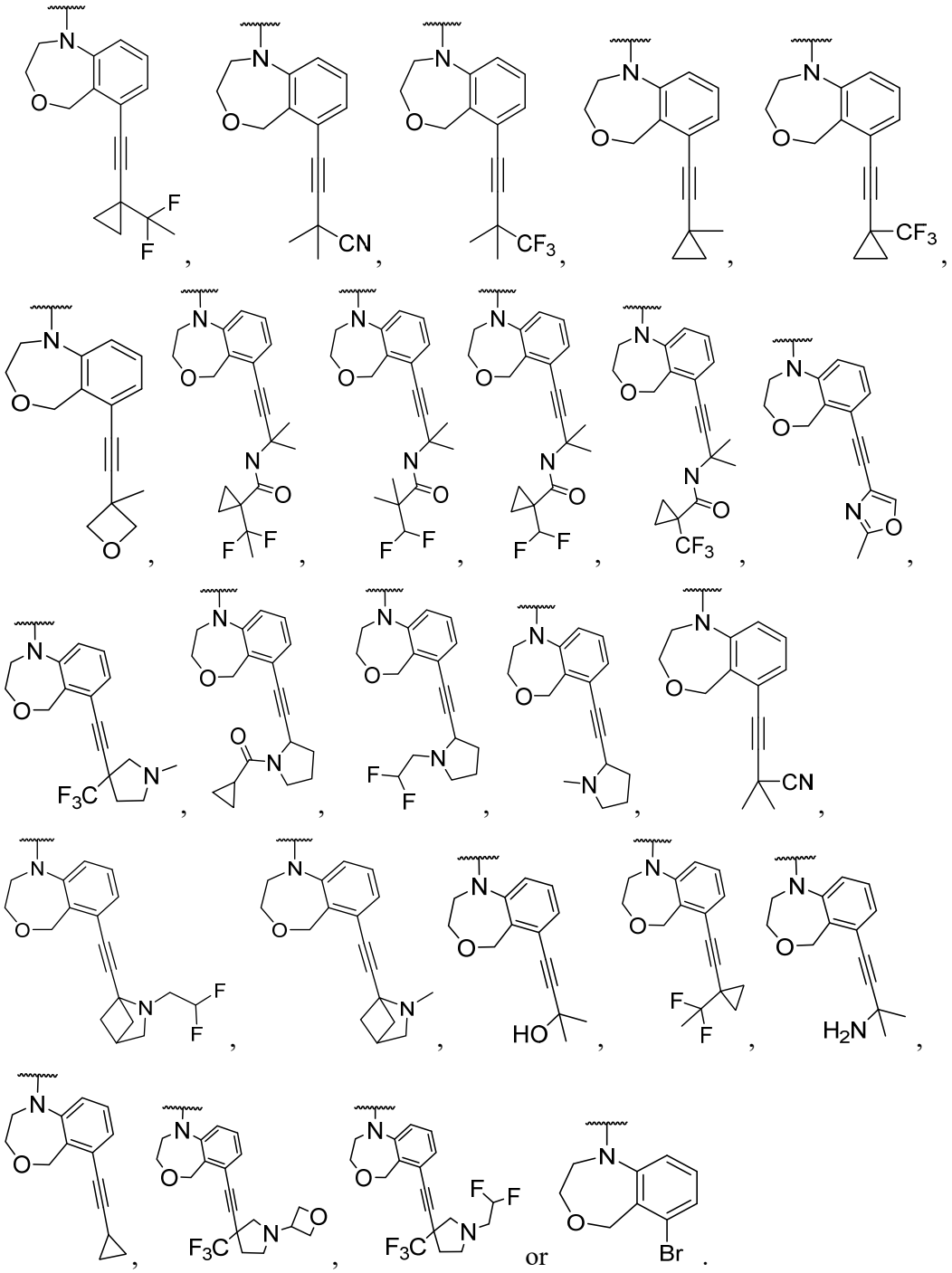
each R^{6p} is independently C_{1-3} alkyl, C_{1-3} haloalkyl, $-C(O)R^{6p1}$, or heterocycloalkyl, the heterocycloalky is 3 to 6 membered ring having 1 to 2 heteroatoms each independently N, O or S; and

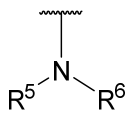
R^{6p1} is C_{1-3} alkyl, or C_{3-6} cycloalkyl.

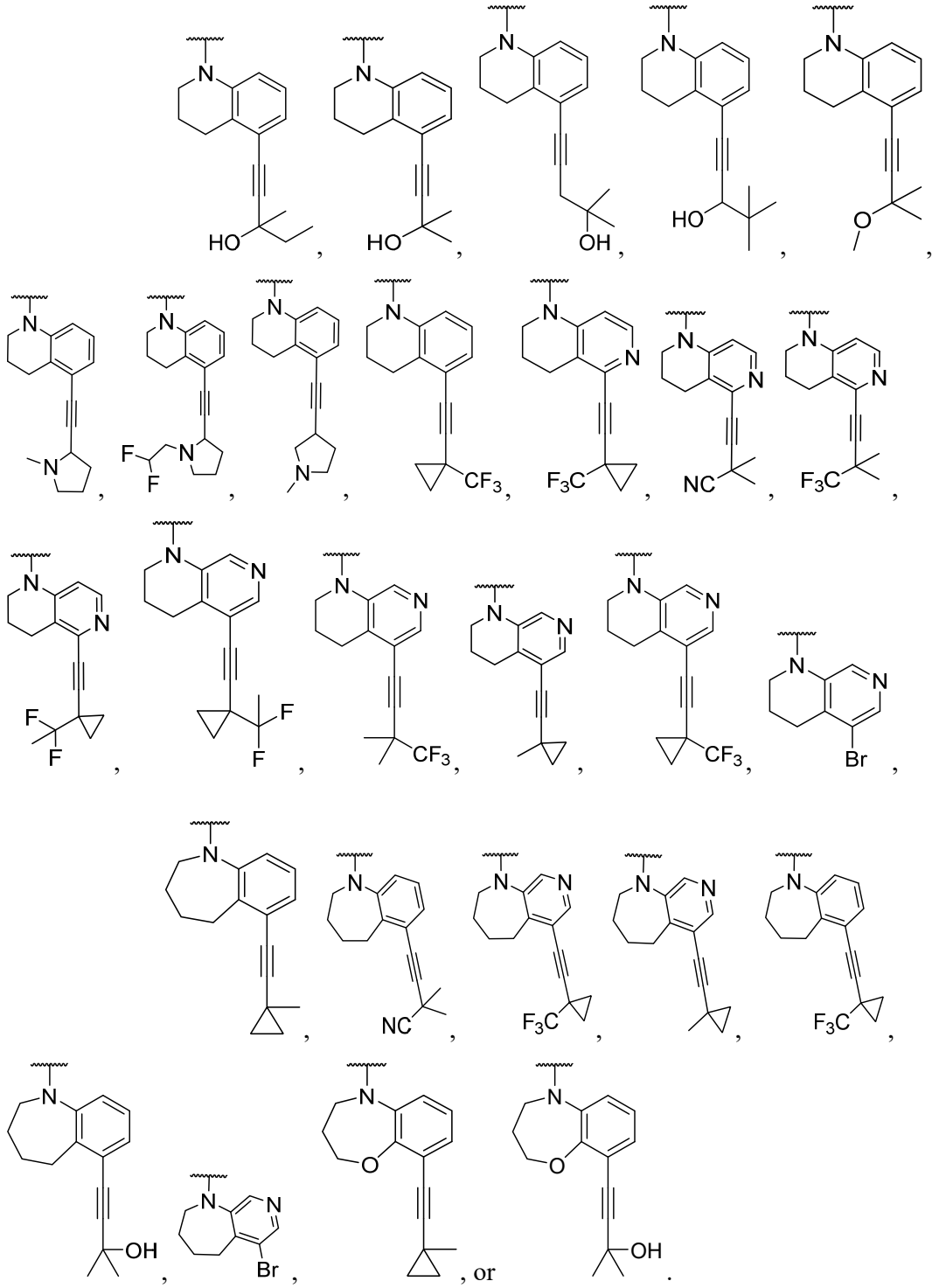
11. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt thereof, wherein each R^{6a} is independently F, Br,



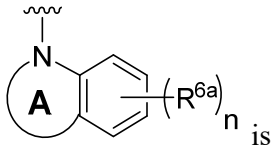
12. The compound of any one of claims 1, 2 and 4-7, or a pharmaceutically acceptable salt thereof, wherein  is



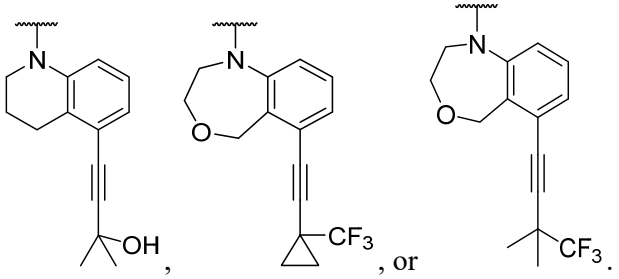
13. The compound of any one of claims 1, 2 and 4-7, or a pharmaceutically acceptable salt thereof, wherein  is



14. The compound of any one of claims 1, 2 and 4-7, or a pharmaceutically acceptable salt thereof, wherein



is



, , or .

15. The compound of any one of claims 1-14, or a pharmaceutically acceptable salt thereof, wherein

R^1 is hydrogen, F, or Cl;

R^2 is hydrogen, F, or Cl;

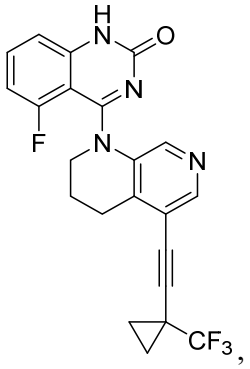
R^3 is hydrogen or F;

R^4 is hydrogen or F; and

R^7 is hydrogen or C_{1-6} alkyl.

16. A compound as shown in Table 1, or a pharmaceutically acceptable salt thereof.

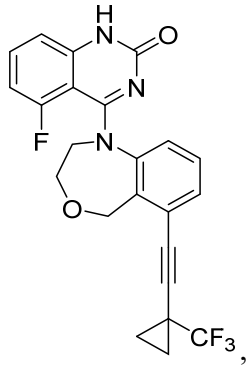
17. A compound having the structure:



,

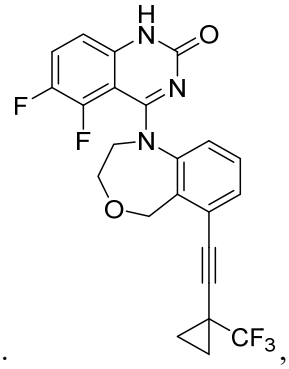
or a pharmaceutically acceptable salt thereof.

18. A compound having the structure:



or a pharmaceutically acceptable salt thereof.

19. A compound having the structure:



or a pharmaceutically acceptable salt thereof.

20. A pharmaceutical composition comprising a pharmaceutically effective amount of a compound of any one of claims 1-19, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or excipient.