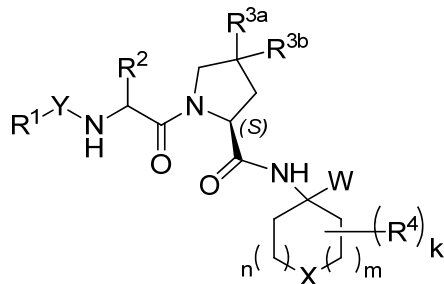


CLAIMS:

1. A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt, solvate, solvate of the salt or prodrug thereof wherein:

W is selected from the group consisting of: $-\text{B}(\text{OH})_2$ and $-\text{C}(\text{O})\text{C}(\text{O})\text{NR}^7\text{R}^8$;

X is selected from the group consisting of: $-\text{O}-$, $-\text{S}(\text{O})_p-$ and $-\text{N}(\text{C}(\text{O})\text{OR}^6)-$;

Y is selected from the group consisting of: $-\text{C}(\text{O})-$, $-\text{SO}_2-$, and $-\text{NHC}(\text{O})-$;

$\mathbf{R}^1$ is selected from the group consisting of:

- (a) $-(CH_2)_{0-6}$ -aryl,
- (b) $-(CH_2)_{0-6}$ -heteroaryl,
- (c) $-(CH_2)_{0-6}$ -C₃₋₈cycloalkyl optionally substituted with phenyl, and
- (d) $-(CH_2)_{0-6}$ -heterocyclyl optionally substituted with phenyl or oxo,

wherein the aryl and heteroaryl of choices (a) and (b) are each optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) -halogen,
- (ii) -CN,
- (iii) -C₁₋₆alkyl,
- (iv) -C₀₋₆alkyl-R⁵,
- (v) -C₂₋₆alkenyl,
- (vi) -C₂₋₆alkynyl,
- (vii) -C(O)R⁷,
- (viii) -CO₂R⁷,
- (ix) -CONR⁷R⁸,
- (x) -OH,
- (xi) -O-C₁₋₆alkyl,
- (xii) -O-C₀₋₆alkyl-R⁵,

- (xiii) $-\text{SH}$,
- (xiv) $-\text{S(O)}_p\text{-C}_{1-6}\text{alkyl}$,
- (xv) $-\text{S(O)}_p\text{-C}_{0-6}\text{alkyl-R}^5$,
- (xvi) $-\text{S(O)}_2\text{NR}^7\text{R}^8$,
- (xvii) $-\text{NO}_2$,
- (xviii) $-\text{NR}^7\text{R}^8$,
- (xix) $-\text{NHC(O)R}^7$,
- (xx) $-\text{NHC(O)OR}^7$,
- (xxi) $-\text{NHC(O)NR}^7\text{R}^8$,
- (xxii) $-\text{NHSO}_2\text{C}_{1-6}\text{alkyl}$, and
- (xxiii) $-\text{NHSO}_2\text{C}_{0-6}\text{alkyl-R}^5$,

wherein each of the alkyl group of choices (iii), (iv), (xi), (xii), (xiv), (xv), (xxii) and (xxiii) is optionally substituted with 1 to 5 substituents independently selected from $-\text{halogen}$, $-\text{haloC}_{1-4}\text{alkyl}$, $-\text{COR}^7$, $-\text{CO}_2\text{R}^7$, $-\text{CONR}^7\text{R}^8$, $-\text{NR}^7\text{R}^8$, $-\text{OH}$, $-\text{O-C}_{1-4}\text{alkyl}$, $-\text{SH}$ and $-\text{S-C}_{1-4}\text{alkyl}$; R^2 is selected from the group consisting of:

- (a) $-\text{C}_{3-8}\text{alkyl}$ and
- (b) $-\text{C}_{0-6}\text{alkyl-R}^5$,

wherein each of the alkyl group of choices (a) and (b) is optionally substituted with 1 to 5 substituents independently selected from:

- (i) $-\text{halogen}$,
- (ii) $-\text{haloC}_{1-4}\text{alkyl}$,
- (iii) $-\text{NR}^7\text{R}^8$,
- (iv) $-\text{OH}$,
- (v) $-\text{O-C}_{1-4}\text{alkyl}$,
- (vi) $-\text{SH}$,
- (vii) $-\text{S-C}_{1-4}\text{alkyl}$;
- (viii) $-\text{NR}^7\text{SO}_2\text{C}_{1-4}\text{alkyl}$, and
- (ix) $-\text{NR}^7\text{C(O)OR}^7$,

R^{3a} is H, and R^{3b} is selected from the group consisting of:

- (a) $-\text{H}$,
- (b) $-\text{OH}$,

- (c) –heteroaryl,
- (d) –O–heteroaryl,
- (e) –heterocycle,
- (f) –aryl, and
- (g) –O-aryl;

wherein each of the heteroaryl of choices (c) and (d), the heterocycle of choice (e) and the aryl of choices (f) and (g) is optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) –halogen,
- (ii) –OH,
- (iii) –CR¹⁰R¹¹R¹²,
- (iv) –(CH₂)₀₋₃-NHSO₂-C₁₋₄alkyl,
- (v) –(CH₂)₀₋₃-SO₂-C₁₋₄alkyl,
- (vi) –(CH₂)₀₋₃-C(O)O-C₁₋₄alkyl, and
- (vii) –CN; and

wherein the heterocycle of choice (e) is additionally optionally substituted with 1 to 2 oxo groups; or

R^{3a} and R^{3b} together represent oxo;

each **R⁴** is independently selected from the group consisting of:

- (a) –C₁₋₄alkyl,
- (b) –haloC₁₋₄alkyl,
- (c) –OH,
- (d) –O-C₁₋₄alkyl,
- (e) –O-haloC₁₋₄alkyl, and
- (f) –halogen;

each **R⁵** is independently selected from the group consisting of:

- (a) –C₃₋₁₂cycloalkyl,
- (b) –aryl,
- (c) –heteroaryl, and
- (d) –heterocyclyl,

wherein each of choices (a) to (d) is optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) $-C_{1-4}alkyl$,
- (ii) $-halogen$,
- (iii) $-NR^7R^8$,
- (iv) $-OH$,
- (v) $-O-C_{1-4}alkyl$,
- (vi) $-SH$, and
- (vii) $-S-C_{1-4}alkyl$;

wherein each of the alkyl group of choices (i), (v) and (vii) is optionally substituted with 1 to 5 substituents independently selected from $-halogen$, $-haloC_{1-4}alkyl$, $-OH$, $-O-C_{1-4}alkyl$, $-SH$ and $-S-C_{1-4}alkyl$;

R⁶ is selected from the group consisting of:

- (a) $-C_{1-6}alkyl$, and
- (b) $-C_{0-6}alkyl-aryl$;

each **R⁷** and each **R⁸** are independently selected from the group consisting of:

- (a) $-H$,
- (b) $-C_{1-6}alkyl$,
- (c) $-C_{0-6}alkyl-C_{3-12}cycloalkyl$,
- (d) $-C_{0-6}alkyl-heterocyclyl$,
- (e) $-C_{0-6}alkyl-heteroaryl$,
- (f) $-C_{0-6}alkyl-aryl$,
- (g) $-C_{2-6}alkenyl$, and
- (h) $-C_{2-6}alkynyl$,

wherein the alkyl group of choices (b) – (f), the alkenyl group of choice (g), the cycloalkyl group of choice (c), and the alkynyl group of (h) is optionally substituted with 1 to 3 groups independently selected from:

- (i) $-halogen$,
- (ii) $-C_{1-4}alkyl$,
- (iii) $-C(O)C_{1-4}alkyl$,
- (iv) $-OH$,

- (v) $-\text{OC}_{1-4}\text{alkyl}$,
- (vi) $-\text{SH}$,
- (vii) $-\text{SC}_{1-4}\text{alkyl}$,
- (viii) $-\text{NH}_2$,
- (ix) $-\text{NH}(\text{C}_{1-4}\text{alkyl})$, and
- (x) $-\text{N}(\text{C}_{1-4}\text{alkyl})(\text{C}_{1-4}\text{alkyl})$; or

R⁷, R⁸ and the nitrogen atom to which they are attached together form a 3- to 7-membered monocyclic or 6- to 11-membered bicyclic heterocycle optionally having an additional heteroatom selected from O, S(O)_p, and NR⁹, and wherein said heterocycle is optionally substituted with 1 to 2 groups independently selected from halogen;

R⁹ is selected from the group consisting of:

- (a) $-\text{H}$,
- (b) $-\text{C}_{1-4}\text{alkyl}$,
- (c) $-\text{C}(\text{O})-\text{C}_{1-4}\text{alkyl}$,
- (d) $-\text{C}(\text{O})\text{NH}_2$,
- (e) $-\text{C}(\text{O})-\text{NH}(\text{C}_{1-4}\text{alkyl})$,
- (f) $-\text{C}(\text{O})-\text{N}(\text{C}_{1-4}\text{alkyl})_2$, and
- (g) $-\text{C}(\text{O})\text{O}-\text{C}_{1-4}\text{alkyl}$;

R¹⁰, R¹¹, and R¹² are independently selected from the group consisting of: H, halogen, $-\text{OH}$ and $-\text{C}_{1-6}\text{alkyl}$; or

R¹⁰, R¹¹ and the carbon atom to which they are attached together form a C₃₋₁₂cycloalkyl or a heterocyclyl group;

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

n and **m** are independently selected from 0, 1, 2 and 3, with the proviso that n+m is 0, 1, 2, 3 or 4; and

p is 0, 1 or 2.

2. A compound of Claim 1 wherein

R¹ is selected from the group consisting of:

- (a) $-\text{aryl}$, and
- (b) $-\text{heteroaryl}$,

wherein the aryl and heteroaryl of choices (a) and (b) are each optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) –halogen,
- (ii) –CN,
- (iii) –C₁₋₆alkyl,
- (iv) –C₀₋₆alkyl-R⁵,
- (v) –C₂₋₆alkenyl,
- (vi) –C₂₋₆alkynyl,
- (vii) –C(O)R⁷,
- (viii) –CO₂R⁷,
- (ix) –CONR⁷R⁸,
- (x) –OH,
- (xi) –O-C₁₋₆alkyl,
- (xii) –O-C₀₋₆alkyl-R⁵,
- (xiii) –SH,
- (xiv) –S(O)_p-C₁₋₆alkyl,
- (xv) –S(O)_p-C₀₋₆alkyl-R⁵,
- (xvi) –S(O)₂NR⁷R⁸,
- (xvii) –NO₂,
- (xviii) –NR⁷R⁸,
- (xix) –NHC(O)R⁷,
- (xx) –NHC(O)OR⁷,
- (xxi) –NHC(O)NR⁷R⁸,
- (xxii) –NHSO₂C₁₋₆alkyl, and
- (xxiii) –NHSO₂C₀₋₆alkyl-R⁵,

wherein each of the alkyl group of choices (iii), (iv), (xi), (xii), (xiv), (xv), (xxii) and (xxiii) is optionally substituted with 1 to 5 substituents independently selected from –halogen, –haloC₁₋₄alkyl, –COR⁷, –CO₂R⁷, –CONR⁷R⁸, –NR⁷R⁸, –OH, –O-C₁₋₄alkyl, –SH and –S-C₁₋₄alkyl.

3. A compound of Claim 1 wherein
R^{3b} is selected from the group consisting of:

- (a) -OH,
- (b) -heteroaryl,
- (c) -O-heteroaryl,
- (d) -heterocycle,
- (e) -aryl, and
- (f) -O-aryl;

wherein each of the heteroaryl of choices (b) and (c), the heterocycle of choice (d) and the aryl of choices (e) and (f) is optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) -halogen,
- (ii) -OH,
- (iii) -CR¹⁰R¹¹R¹²,
- (iv) -C₀₋₃alkyl-NHSO₂-C₁₋₄alkyl,
- (v) -C₀₋₃alkyl-SO₂-C₁₋₄alkyl,
- (vi) -C₀₋₃alkyl-C(O)O-C₁₋₄alkyl, and
- (vii) -CN;

wherein the heterocycle of choice (d) is additionally optionally substituted with 1 to 2 oxo groups; or

R^{3a} and R^{3b} together represent oxo.

4. A compound of Claim 1 wherein **R^{3b}** is selected from the group consisting of:

- (a) -OH,
- (b) -heteroaryl,
- (c) -O-heteroaryl, and
- (d) -heterocycle,

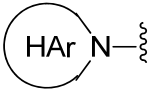
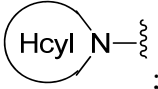
wherein each of the heteroaryl of choices (b) and (c), and the heterocycle of choice (d) is optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) -halogen,
- (ii) -OH,
- (iii) -CR¹⁰R¹¹R¹²,

- (iv) $-\text{C}_{0-3}\text{alkyl}-\text{NHSO}_2-\text{C}_{1-4}\text{alkyl}$,
- (v) $-\text{C}_{0-3}\text{alkyl}-\text{SO}_2-\text{C}_{1-4}\text{alkyl}$,
- (vi) $-\text{C}_{0-3}\text{alkyl}-\text{C}(\text{O})\text{O}-\text{C}_{1-4}\text{alkyl}$, and
- (vii) $-\text{CN}$;

wherein the heterocycle of choice (d) is additionally optionally substituted with 1 to 2 oxo groups.

5. A compound of Claim 1 wherein R^{3b} is selected from the group consisting of:

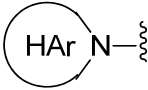
- (a) $-\text{OH}$,
- (b) ,
- (c) $-\text{O}-\text{heteroaryl}$, and
- (d) ;

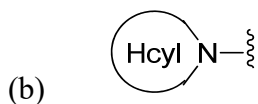
wherein HAr is heteroaryl and Hcyl is heterocycle, and HAr, heteroaryl of choice (c), and Hcyl are each optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) $-\text{halogen}$,
- (ii) $-\text{OH}$,
- (iii) $-\text{CR}^{10}\text{R}^{11}\text{R}^{12}$,
- (iv) $-\text{C}_{0-3}\text{alkyl}-\text{NHSO}_2-\text{C}_{1-4}\text{alkyl}$,
- (v) $-\text{C}_{0-3}\text{alkyl}-\text{SO}_2-\text{C}_{1-4}\text{alkyl}$,
- (vi) $-\text{C}_{0-3}\text{alkyl}-\text{C}(\text{O})\text{O}-\text{C}_{1-4}\text{alkyl}$, and
- (vii) $-\text{CN}$;

wherein Hcyl is additionally optionally substituted with 1 to 2 oxo groups.

6. A compound of Claim 1 wherein R^{3b} is selected from the group consisting of:

- (a) , and



wherein HAr is heteroaryl and Hcyl is heterocycle, and HAr and Hcyl are each optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) –halogen,
- (ii) –OH,
- (iii) –CR¹⁰R¹¹R¹²,
- (iv) –C₀₋₃alkyl-NHSO₂-C₁₋₄alkyl,
- (v) –C₀₋₃alkyl-SO₂-C₁₋₄alkyl,
- (vi) –C₀₋₃alkyl-C(O)O-C₁₋₄alkyl, and
- (vii) –CN;

wherein Hcyl is additionally optionally substituted with 1 to 2 oxo groups.

7. A compound of Claim 1 wherein **R**² is –C₁₋₆alkyl-R⁵, wherein the alkyl group is optionally substituted with 1 to 3 substituents independently selected from:

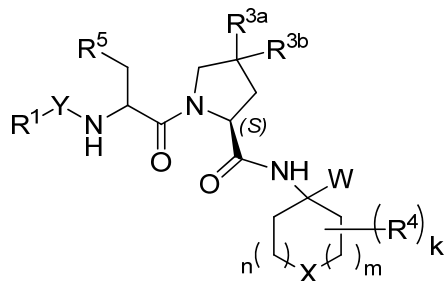
- (i) –halogen,
- (ii) –haloC₁₋₄alkyl,
- (iii) –O-C₁₋₄alkyl,
- (iv) –S-C₁₋₄alkyl.

8. A compound of Claim 1 wherein **R**⁵ is –C₃₋₁₂cycloalkyl optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) –C₁₋₄alkyl,
- (ii) –halogen,
- (iii) –O-C₁₋₄alkyl,
- (iv) –S-C₁₋₄alkyl;

wherein each of the alkyl group of choices (i), (iii) and (iv) is optionally substituted with 1 to 5 substituents independently selected from –halogen, –haloC₁₋₄alkyl, –OH, –O-C₁₋₄alkyl, –SH and –S-C₁₋₄alkyl.

9. A compound of Claim 1 wherein **W** is $-\text{C}(\text{O})\text{C}(\text{O})\text{NR}^7\text{R}^8$.
10. A compound of Claim 1 wherein **X** is $-\text{O}-$ or $-\text{S}(\text{O})_p-$.
11. A compound of Claim 1 having the formula (Ia):



(Ia)

or a pharmaceutically acceptable salt, solvate, solvate of the salt or prodrug thereof wherein:

W is selected from the group consisting of: $-\text{B}(\text{OH})_2$ and $-\text{C}(\text{O})\text{C}(\text{O})\text{NR}^7\text{R}^8$;

X is $-\text{O}-$ or $-\text{S}(\text{O})_p-$;

Y is selected from the group consisting of: $-\text{C}(\text{O})-$, $-\text{SO}_2-$, and $-\text{NHC}(\text{O})-$;

R¹ is selected from the group consisting of:

- (a) $-\text{aryl}$,
- (b) $-\text{heteroaryl}$,

wherein the aryl and heteroaryl of choices (a) and (b) are each optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) $-\text{halogen}$,
- (ii) $-\text{CN}$,
- (iii) $-\text{C}_{1-6}\text{alkyl}$,
- (iv) $-\text{C}_{0-6}\text{alkyl}-\text{R}^5$,
- (v) $-\text{C}_{2-6}\text{alkenyl}$,
- (vi) $-\text{C}_{2-6}\text{alkynyl}$,
- (vii) $-\text{C}(\text{O})\text{R}^7$,
- (viii) $-\text{CO}_2\text{R}^7$,
- (ix) $-\text{CONR}^7\text{R}^8$,

- (x) $-\text{OH}$,
- (xi) $-\text{O}-\text{C}_{1-6}\text{alkyl}$,
- (xii) $-\text{O}-\text{C}_{0-6}\text{alkyl}-\text{R}^5$,
- (xiii) $-\text{SH}$,
- (xiv) $-\text{S}(\text{O})_p-\text{C}_{1-6}\text{alkyl}$,
- (xv) $-\text{S}(\text{O})_p-\text{C}_{0-6}\text{alkyl}-\text{R}^5$,
- (xvi) $-\text{S}(\text{O})_2\text{NR}^7\text{R}^8$,
- (xvii) $-\text{NO}_2$,
- (xviii) $-\text{NR}^7\text{R}^8$,
- (xix) $-\text{NHC}(\text{O})\text{R}^7$,
- (xx) $-\text{NHC}(\text{O})\text{OR}^7$,
- (xxi) $-\text{NHC}(\text{O})\text{NR}^7\text{R}^8$,
- (xxii) $-\text{NHSO}_2\text{C}_{1-6}\text{alkyl}$, and
- (xxiii) $-\text{NHSO}_2\text{C}_{0-6}\text{alkyl}-\text{R}^5$,

wherein each of the alkyl group of choices (iii), (iv), (xi), (xii), (xiv), (xv), (xxii) and (xxiii) is optionally substituted with 1 to 5 substituents independently selected from $-\text{halogen}$, $-\text{haloC}_{1-4}\text{alkyl}$, $-\text{COR}^7$, $-\text{CO}_2\text{R}^7$, $-\text{CONR}^7\text{R}^8$, $-\text{NR}^7\text{R}^8$, $-\text{OH}$, $-\text{O}-\text{C}_{1-4}\text{alkyl}$, $-\text{SH}$ and $-\text{S}-\text{C}_{1-4}\text{alkyl}$; R^{3a} is H and R^{3b} is selected from the group consisting of:

- (a) $-\text{OH}$,
- (b) $-\text{heteroaryl}$,
- (c) $-\text{O}-\text{heteroaryl}$,
- (d) $-\text{heterocycle}$,
- (e) $-\text{aryl}$, and
- (f) $-\text{O}-\text{aryl}$;

wherein each of the heteroaryl of choices (b) and (c), the heterocycle of choice (d) and the aryl of choices (e) and (f) is optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) $-\text{halogen}$,
- (ii) $-\text{OH}$,
- (iii) $-\text{CR}^{10}\text{R}^{11}\text{R}^{12}$,
- (iv) $-\text{C}_{0-3}\text{alkyl}-\text{NHSO}_2-\text{C}_{1-4}\text{alkyl}$,

- (v) $\text{-C}_{0-3}\text{alkyl-SO}_2\text{-C}_{1-4}\text{alkyl}$,
- (vi) $\text{-C}_{0-3}\text{alkyl-C(O)O-C}_{1-4}\text{alkyl}$, and
- (vii) -CN ;

wherein the heterocycle of choice (d) is additionally optionally substituted with 1 to 2 oxo groups; or

R^{3a} and **R^{3b}** together represent oxo;

R⁴ is selected from the group consisting of:

- (a) $\text{-C}_{1-4}\text{alkyl}$,
- (b) $\text{-haloC}_{1-4}\text{alkyl}$,
- (c) -OH ,
- (d) $\text{-O-C}_{1-4}\text{alkyl}$,
- (e) $\text{-O-haloC}_{1-4}\text{alkyl}$, and
- (f) -halogen ;

R⁵ is $\text{-C}_{3-12}\text{cycloalkyl}$ optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) $\text{-C}_{1-4}\text{alkyl}$,
- (ii) -halogen ,
- (iii) $\text{-O-C}_{1-4}\text{alkyl}$,
- (iv) $\text{-S-C}_{1-4}\text{alkyl}$;

wherein each of the alkyl group of choices (i), (iii) and (iv) is optionally substituted with 1 to 5 substituents independently selected from -halogen , $\text{-haloC}_{1-4}\text{alkyl}$, -OH , $\text{-O-C}_{1-4}\text{alkyl}$, -SH and $\text{-S-C}_{1-4}\text{alkyl}$;

each **R⁷** and each **R⁸** are independently selected from the group consisting of:

- (a) -H ,
- (b) $\text{-C}_{1-6}\text{alkyl}$,
- (c) $\text{-C}_{0-6}\text{alkyl-C}_{3-12}\text{cycloalkyl}$,
- (d) $\text{-C}_{0-6}\text{alkyl-heterocyclyl}$,
- (e) $\text{-C}_{0-6}\text{alkyl-heteroaryl}$,
- (f) $\text{-C}_{0-6}\text{alkyl-aryl}$,
- (g) $\text{-C}_{2-6}\text{alkenyl}$, and
- (h) $\text{-C}_{2-6}\text{alkynyl}$,

wherein the alkyl group of choices (b) – (f), the alkenyl group of choice (g), the cycloalkyl group of choice (c), and the alkynyl group of (h) is optionally substituted with 1 to 3 groups independently selected from:

- (i) –halogen,
- (ii) –C₁₋₄alkyl,
- (iii) –C(O)C₁₋₄alkyl,
- (iv) –OH,
- (v) –OC₁₋₄alkyl,
- (vi) –SH,
- (vii) –SC₁₋₄alkyl,
- (viii) –NH₂,
- (ix) –NH(C₁₋₄alkyl), and
- (x) –N(C₁₋₄alkyl)(C₁₋₄alkyl); or

R⁷, R⁸ and the nitrogen atom to which they are attached together form a 3- to 7-membered monocyclic or 6- to 11-membered bicyclic heterocycle optionally having an additional heteroatom selected from O, S(O)_p, and NR⁹, and wherein said heterocycle is optionally substituted with 1 to 2 groups independently selected from halogen;

R⁹ is selected from the group consisting of:

- (a) –H,
- (b) –C₁₋₄alkyl,
- (c) –C(O)-C₁₋₄alkyl,
- (d) –C(O)NH₂,
- (e) –C(O)-NH(C₁₋₄alkyl),
- (f) –C(O)-N(C₁₋₄alkyl)₂, and
- (g) –C(O)O-C₁₋₄alkyl;

R¹⁰, R¹¹, and R¹² are independently selected from the group consisting of: H, halogen, –OH and –C₁₋₆ alkyl; or

R¹⁰, R¹¹ and the atom to which they are attached together form a C₃₋₁₂cycloalkyl or a heterocyclyl group;

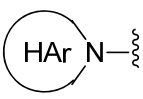
k is 0, 1, 2, 3 or 4;

n and **m** are independently selected from 0, 1, 2 and 3, with the proviso that $n+m$ is 0, 1, 2, 3 or 4;

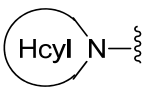
p is 0, 1 or 2.

12. A compound of Claim 11 wherein **R^{3b}** is selected from the group consisting of:

(a) $-\text{OH}$,

(b) 

(c) $-\text{O-heteroaryl}$, and

(d)  ;

wherein HAr is heteroaryl and Hcyl is heterocycle, and HAr, heteroaryl of choice (c), and Hcyl are each optionally substituted with 1 to 3 groups independently selected from the group consisting of:

(i) $-\text{halogen}$,

(ii) $-\text{OH}$,

(iii) $-\text{CR}^{10}\text{R}^{11}\text{R}^{12}$,

(iv) $-\text{C}_{0-3}\text{alkyl-NHSO}_2\text{-C}_{1-4}\text{alkyl}$,

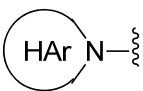
(v) $-\text{C}_{0-3}\text{alkyl-SO}_2\text{-C}_{1-4}\text{alkyl}$,

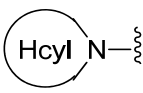
(vi) $-\text{C}_{0-3}\text{alkyl-C(O)O-C}_{1-4}\text{alkyl}$, and

(vii) $-\text{CN}$;

wherein Hcyl is additionally optionally substituted with 1 to 2 oxo groups.

13. A compound of Claim 11 wherein **R^{3b}** is selected from the group consisting of:

(a)  and

(b) 

wherein HAr is heteroaryl and Hcyl is heterocycle, and HAr and Hcyl are each optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) –halogen,
- (ii) –OH,
- (iii) $-\text{CR}^{10}\text{R}^{11}\text{R}^{12}$,
- (iv) $-\text{C}_{0-3}\text{alkyl}-\text{NHSO}_2-\text{C}_{1-4}\text{alkyl}$,
- (v) $-\text{C}_{0-3}\text{alkyl}-\text{SO}_2-\text{C}_{1-4}\text{alkyl}$,
- (vi) $-\text{C}_{0-3}\text{alkyl}-\text{C}(\text{O})\text{O}-\text{C}_{1-4}\text{alkyl}$, and
- (vii) –CN;

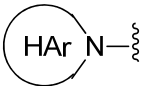
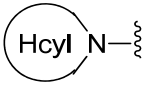
wherein Hcyl is additionally optionally substituted with 1 to 2 oxo groups.

14. A compound of Claim 11 wherein **W** is $-\text{C}(\text{O})\text{C}(\text{O})\text{NH}_2$.

15. A compound of Claim 11 wherein **Y** is $-\text{C}(\text{O})-$.

16. A compound of Claim 11 wherein
W is $-\text{C}(\text{O})\text{C}(\text{O})\text{NH}_2$;
Y is $-\text{C}(\text{O})-$; and

R^{3b} is selected from the group consisting of:

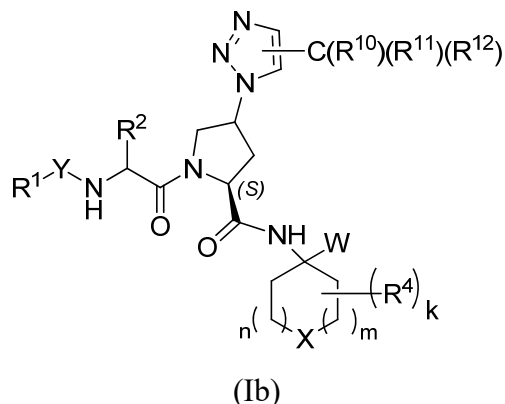
- (a)  and
- (b) 

wherein HAr is heteroaryl and Hcyl is heterocycle, and each heteroaryl and heterocycle is optionally substituted with 1 to 3 groups independently selected from the group consisting of:

- (i) –halogen,
- (ii) –OH,
- (iii) $-\text{CR}^{10}\text{R}^{11}\text{R}^{12}$,
- (iv) $-\text{C}_{0-3}\text{alkyl}-\text{NHSO}_2-\text{C}_{1-4}\text{alkyl}$,
- (v) $-\text{C}_{0-3}\text{alkyl}-\text{SO}_2-\text{C}_{1-4}\text{alkyl}$,
- (vi) $-\text{C}_{0-3}\text{alkyl}-\text{C}(\text{O})\text{O}-\text{C}_{1-4}\text{alkyl}$, and
- (vii) –CN;

wherein the heterocycle is additionally substituted with 1 to 2 oxo groups.

17. A compound of Claim 1 having the formula (Ib):



or a pharmaceutically acceptable salt, solvate, solvate of the salt or prodrug thereof, wherein

W is selected from the group consisting of: $-B(OH)_2$ and $-C(O)C(O)NR^7R^8$;

X is selected from the group consisting of: $-O-$, $-S(O)_p-$ and $-N(C(O)OR^6)-$;

Y is selected from the group consisting of: $-C(O)-$, $-SO_2-$, and $-NHC(O)-$;

R¹ is selected from the group consisting of:

- (a) $-aryl$,
- (b) $-heteroaryl$,

wherein the aryl and heteroaryl of choices (a) and (b) are each optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) $-halogen$,
- (ii) $-CN$,
- (iii) $-C_{1-6}alkyl$,
- (iv) $-C_{0-6}alkyl-R^5$,
- (v) $-C_{2-6}alkenyl$,
- (vi) $-C_{2-6}alkynyl$,
- (vii) $-C(O)R^7$,
- (viii) $-CO_2R^7$,
- (ix) $-CONR^7R^8$,
- (x) $-OH$,
- (xi) $-O-C_{1-6}alkyl$,

- (xii) $-\text{O}-\text{C}_{0-6}\text{alkyl}-\text{R}^5$,
- (xiii) $-\text{SH}$,
- (xiv) $-\text{S}(\text{O})_p-\text{C}_{1-6}\text{alkyl}$,
- (xv) $-\text{S}(\text{O})_p-\text{C}_{0-6}\text{alkyl}-\text{R}^5$,
- (xvi) $-\text{S}(\text{O})_2\text{NR}^7\text{R}^8$,
- (xvii) $-\text{NO}_2$,
- (xviii) $-\text{NR}^7\text{R}^8$,
- (xix) $-\text{NHC}(\text{O})\text{R}^7$,
- (xx) $-\text{NHC}(\text{O})\text{OR}^7$,
- (xxi) $-\text{NHC}(\text{O})\text{NR}^7\text{R}^8$,
- (xxii) $-\text{NHSO}_2\text{C}_{1-6}\text{alkyl}$, and
- (xxiii) $-\text{NHSO}_2\text{C}_{0-6}\text{alkyl}-\text{R}^5$,

wherein each of the alkyl group of choices (iii), (iv), (xi), (xii), (xiv), (xv), (xxii) and (xxiii) is optionally substituted with 1 to 5 substituents independently selected from $-\text{halogen}$, $-\text{haloC}_{1-4}\text{alkyl}$, $-\text{COR}^7$, $-\text{CO}_2\text{R}^7$, $-\text{CONR}^7\text{R}^8$, $-\text{NR}^7\text{R}^8$, $-\text{OH}$, $-\text{O}-\text{C}_{1-4}\text{alkyl}$, $-\text{SH}$ and $-\text{S}-\text{C}_{1-4}\text{alkyl}$; R^2 is selected from the group consisting of:

- (a) $-\text{C}_{3-8}\text{alkyl}$ and
- (b) $-\text{C}_{0-6}\text{alkyl}-\text{R}^5$,

wherein each of the alkyl group of choices (a) and (b) is optionally substituted with 1 to 5 substituents independently selected from:

- (i) $-\text{halogen}$,
- (ii) $-\text{haloC}_{1-4}\text{alkyl}$,
- (iii) $-\text{NR}^7\text{R}^8$,
- (iv) $-\text{OH}$,
- (v) $-\text{O}-\text{C}_{1-4}\text{alkyl}$,
- (vi) $-\text{SH}$,
- (vii) $-\text{S}-\text{C}_{1-4}\text{alkyl}$;
- (viii) $-\text{NR}^7\text{SO}_2\text{C}_{1-4}\text{alkyl}$, and
- (ix) $-\text{NR}^7\text{C}(\text{O})\text{OR}^7$,

R^4 is selected from the group consisting of:

- (a) $-\text{C}_{1-4}\text{alkyl}$,

- (b) $-\text{haloC}_{1-4}\text{alkyl}$,
- (c) $-\text{OH}$,
- (d) $-\text{O}-\text{C}_{1-4}\text{alkyl}$,
- (e) $-\text{O}-\text{haloC}_{1-4}\text{alkyl}$, and
- (f) $-\text{halogen}$;

R⁵ is selected from the group consisting of:

- (a) $-\text{C}_{3-12}\text{cycloalkyl}$,
- (b) $-\text{aryl}$,
- (c) $-\text{heteroaryl}$, and
- (d) $-\text{heterocyclyl}$,

wherein each of choices (a) to (d) is optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) $-\text{C}_{1-4}\text{alkyl}$,
- (ii) $-\text{halogen}$,
- (iii) $-\text{NR}^7\text{R}^8$,
- (iv) $-\text{OH}$,
- (v) $-\text{O}-\text{C}_{1-4}\text{alkyl}$,
- (vi) $-\text{SH}$, and
- (vii) $-\text{S}-\text{C}_{1-4}\text{alkyl}$;

wherein each of the alkyl group of choices (i), (v) and (vii) is optionally substituted with 1 to 5 substituents independently selected from $-\text{halogen}$, $-\text{haloC}_{1-4}\text{alkyl}$, $-\text{OH}$, $-\text{O}-\text{C}_{1-4}\text{alkyl}$, $-\text{SH}$ and $-\text{S}-\text{C}_{1-4}\text{alkyl}$;

R⁶ is selected from the group consisting of:

- (a) $-\text{C}_{1-6}\text{alkyl}$, and
- (b) $-\text{C}_{0-6}\text{alkyl-aryl}$;

each **R⁷** and each **R⁸** are independently selected from the group consisting of:

- (a) $-\text{H}$,
- (b) $-\text{C}_{1-6}\text{alkyl}$,
- (c) $-\text{C}_{0-6}\text{alkyl}-\text{C}_{3-12}\text{cycloalkyl}$,
- (d) $-\text{C}_{0-6}\text{alkyl-heterocyclyl}$,
- (e) $-\text{C}_{0-6}\text{alkyl-heteroaryl}$,

- (f) $-C_{0-6}\text{alkyl-aryl}$,
- (g) $-C_{2-6}\text{alkenyl}$, and
- (h) $-C_{2-6}\text{alkynyl}$,

wherein the alkyl group of choices (b) – (f), the alkenyl group of choice (g), the cycloalkyl group of choice (c), and the alkynyl group of (h) is optionally substituted with 1 to 3 groups independently selected from:

- (i) $-\text{halogen}$,
- (ii) $-C_{1-4}\text{alkyl}$,
- (iii) $-C(O)C_{1-4}\text{alkyl}$,
- (iv) $-\text{OH}$,
- (v) $-\text{OC}_{1-4}\text{alkyl}$,
- (vi) $-\text{SH}$,
- (vii) $-\text{SC}_{1-4}\text{alkyl}$,
- (viii) $-\text{NH}_2$,
- (ix) $-\text{NH}(C_{1-4}\text{alkyl})$, and
- (x) $-\text{N}(C_{1-4}\text{alkyl})(C_{1-4}\text{alkyl})$; or

R⁷, R⁸ and the nitrogen atom to which they are attached together form a 3- to 7-membered monocyclic or 6- to 11-membered bicyclic heterocycle optionally having an additional heteroatom selected from O, S(O)_p, and NR⁹, and wherein said heterocycle is optionally substituted with 1 to 2 groups independently selected from halogen;

R⁹ is selected from the group consisting of:

- (a) $-\text{H}$,
- (b) $-C_{1-4}\text{alkyl}$,
- (c) $-C(O)-C_{1-4}\text{alkyl}$,
- (d) $-C(O)\text{NH}_2$,
- (e) $-C(O)-\text{NH}(C_{1-4}\text{alkyl})$,
- (f) $-C(O)-\text{N}(C_{1-4}\text{alkyl})_2$, and
- (g) $-C(O)\text{O}-C_{1-4}\text{alkyl}$;

R¹⁰, R¹¹, and R¹² are independently selected from the group consisting of: H, halogen, $-\text{OH}$ and $-C_{1-6}\text{alkyl}$; or

R¹⁰, R¹¹ and the carbon atom to which they are attached together form a C₃₋₁₂cycloalkyl or a heterocyclyl group;

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

n and m are independently selected from 0, 1, 2 and 3, with the proviso that n+m is 0, 1, 2, 3 or 4;

p is 0, 1 or 2.

18. A compound of Claim 17 wherein

R² is -C₁₋₃alkyl-R⁵, and

R⁵ is -C₃₋₁₂cycloalkyl, optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (i) -C₁₋₄alkyl,
- (ii) -halogen,
- (iii) -O-C₁₋₄alkyl,
- (iv) -S-C₁₋₄alkyl;

wherein each of the alkyl group of choices (i), (iii) and (iv) is optionally substituted with 1 to 5 substituents independently selected from -halogen, -haloC₁₋₄alkyl, -OH, -O-C₁₋₄alkyl, -SH and -S-C₁₋₄alkyl.

19. A compound of Claim 17 wherein

W is -C(O)C(O)NH₂;

X is -O- or -S(O)_p-; and

Y is -C(O)-.

20. A compound of Claim 1 wherein

R¹ is selected from the group consisting of:

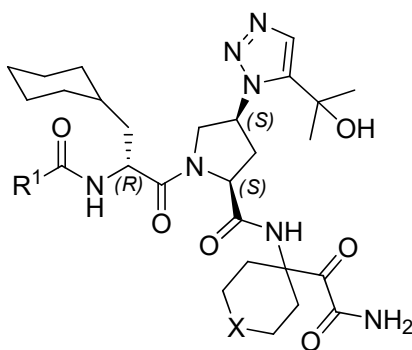
- (a) phenyl,
- (b) naphthyl,
- (c) 5- or 6-membered monocyclic heteroaryl ring, said ring having a heteroatom selected from N, O and S, and optionally 1, 2 or 3 additional N atoms; and

(d) 8-, 9-, or 10-membered fused bicyclic heteroaryl ring, said ring having a heteroatom selected from N, O and S, and optionally 1, 2 or 3 additional N atoms; wherein each of choices (a) – (d) is optionally substituted with 1 or 2 substituents independently selected from the group consisting of:

- (i) -halogen,
- (ii) -CONR⁷R⁸,
- (iii) -S(O)_p-C₁₋₆alkyl,
- (iv) -S(O)_p-C₀₋₆alkyl-R⁵,
- (v) -S(O)₂NR⁷R⁸,

wherein each of the alkyl group of choices (iii) and (iv) is optionally substituted with 1 to 5 substituents independently selected from $-\text{halogen}$, $-\text{haloC}_{1-4}\text{alkyl}$, $-\text{COR}^7$, $-\text{CO}_2\text{R}^7$, $-\text{CONR}^7\text{R}^8$, $-\text{NR}^7\text{R}^8$, $-\text{OH}$, $-\text{O}-\text{C}_{1-4}\text{alkyl}$, $-\text{SH}$ and $-\text{S}-\text{C}_{1-4}\text{alkyl}$.

21. A compound of Claim 1 wherein **n** and **m** are each 1, and **k** is 0.
22. A compound of Claim 1 having the formula (Ic):



(Ic)

or a pharmaceutically acceptable salt, solvate, solvate of the salt or prodrug thereof, wherein X is O or S(O)_p

R^1 is selected from the group consisting of:

- (a) phenyl,
- (b) naphthyl,
- (c) 5- or 6-membered monocyclic heteroaryl ring, said ring having a heteroatom selected from N, O and S, and optionally 1, 2 or 3 additional N atoms; and

(d) 8-, 9-, or 10-membered fused bicyclic heteroaryl ring, said ring having a heteroatom selected from N, O and S, and optionally 1, 2 or 3 additional N atoms; wherein each of choices (a) – (d) is optionally substituted with 1 or 2 substituents independently selected from the group consisting of:

- (i) –halogen,
- (ii) –CONR⁷R⁸,
- (iii) –S(O)_p-C₁₋₆alkyl,
- (iv) –S(O)_p-C₀₋₆alkyl-R⁵,
- (v) –S(O)₂NR⁷R⁸,

wherein each of the alkyl group of choices (iii) and (iv) is optionally substituted with 1 to 5 substituents independently selected from –halogen, –haloC₁₋₄alkyl, –COR⁷, –CO₂R⁷, –CONR⁷R⁸, –NR⁷R⁸, –OH, –O-C₁₋₄alkyl, –SH and –S-C₁₋₄alkyl.

23. A compound of Claim 22 wherein R¹ is selected from naphthyl, imidazo[1,2-a]-pyridinyl, quinolinyl, indazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, benzthiazolyl, benzofuranyl, indolyl, benzimidazolyl, and isoquinolinone.

24. A compound of Claim 22 wherein R¹ is phenyl optionally substituted with 1 or 2 substituents independently selected from the group consisting of:

- (i) –halogen,
- (ii) –CONR⁷R⁸,
- (iii) –S(O)_p-C₁₋₆alkyl,
- (iv) –S(O)_p-C₀₋₆alkyl-R⁵,
- (v) –S(O)₂NR⁷R⁸,

wherein each of the alkyl group of choices (iii) and (iv) is optionally substituted with 1 to 5 substituents independently selected from –halogen, –haloC₁₋₄alkyl, –COR⁷, –CO₂R⁷, –CONR⁷R⁸, –NR⁷R⁸, –OH, –O-C₁₋₄alkyl, –SH and –S-C₁₋₄alkyl.

25. A compound of Claim 1 selected from the group consisting of:
tert-butyl 4-((2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamido)-4-(2-amino-2-oxoacetyl)piperidine-1-

carboxylate;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(methylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(piperidin-1-ylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)imidazo[1,2-*a*]pyridine-6-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(4-cyanobenzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)quinoline-3-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-indazole-7-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((2-methoxyethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(4-((2-amino-2-oxoethyl)sulfonyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(6-methoxy-2-naphthamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(1-methoxy-2-naphthamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(6-(difluoromethoxy)-2-naphthamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(6-(trifluoromethoxy)-2-naphthamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(1,1,1,3,3,3-hexafluoro-2-hydroxypropan-2-yl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(2-hydroxypropan-2-yl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(2,2,2-trifluoro-1,1-dihydroxyethyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((2*R*)-3-cyclohexyl-2-(4-(2,2,2-trifluoro-1-hydroxyethyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)benzo[*d*]isoxazole-3-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)benzo[*d*]oxazole-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-

hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)benzo[*d*]thiazole-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(benzofuran-5-carboxamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-indole-6-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-indole-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-fluorobenzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(3-hydroxyoxetan-3-yl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(isopropylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(cyclopropylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-indazole-6-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-benzo[*d*][1,2,3]triazole-6-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-

benzo[d]imidazole-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-benzo[d]imidazole-6-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-fluoro-4-(methylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-methyl-4-(methylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(cyclopentylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(ethylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((trifluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((2,2-difluoroethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N,N*-dimethylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-sulfamoylbenzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopropylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(pyrrolidin-1-ylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*,*N*-diethylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(morpholinosulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(2-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(4-(cyclobutylsulfonyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(4-(*N*-cyclobutylsulfamoyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(2,2,2-trifluoroethyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(prop-2-yn-1-yl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(cyclopropylmethyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(2,2-

difluoroethyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(6-(oxetan-3-yloxy)-2-naphthamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(6-(oxetan-3-yl)-2-naphthamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(3,3-difluorocyclobutyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-phenylureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-(naphthalen-2-yl)ureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-(4-(trifluoromethyl)phenyl)ureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-(1-methyl-1*H*-indol-4-yl)ureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(3-(3-chloro-4-fluorophenyl)ureido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-cyclohexylureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-(naphthalen-1-yl)ureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-(4-phenyltetrahydro-2*H*-pyran-4-yl)ureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(3-benzylureido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-2-(3-(4-cyanophenyl)ureido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-(4-(methylsulfonyl)phenyl)ureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(naphthalene-2-sulfonamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3,4-difluorophenylsulfonamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(difluoromethoxy)phenylsulfonamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(3-(2-amino-2-oxoacetyl)tetrahydrofuran-3-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)oxepan-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-((*R*)-4-(2-amino-2-oxoacetyl)oxepan-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-((*S*)-4-(2-amino-2-

oxoacetyl)oxepan-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(methylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)picolinamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(ethylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)imidazo[1,2-*a*]pyridine-6-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1-oxo-1,2-dihydroisoquinoline-3-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(cyclopropylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopropylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-2-

methyl-2*H*-benzo[*d*][1,2,3]triazole-5-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1-methyl-1*H*-benzo[*d*][1,2,3]triazole-6-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1-methyl-1*H*-benzo[*d*][1,2,3]triazole-5-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((2-methoxyethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-benzo[*d*][1,2,3]triazole-5-carboxamide;
*N*¹-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)terephthalamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-benzamido-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)isonicotinamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(prop-2-yn-1-yl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(3,3-difluorocyclobutyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;
 (2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(oxetan-3-yl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(morpholinofonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-methylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N,N*-dimethylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-ethylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(isopropylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((cyclopropylmethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(2,2-difluoroethyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(4-((4-acetylpiperazin-1-yl)sulfonyl)benzamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(pyrrolidine-1-carbonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-(cyclobutylsulfonyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

*N*¹-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-

(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-*N*⁴,*N*⁴-dimethylterephthalamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(1-methylcyclopropyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((4-methylpiperazin-1-yl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-(azetidin-1-yl)sulfonyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(pyrrolidin-1-ylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(cyclopropylmethyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-(*N*-cyclobutylsulfamoyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(2,2,2-trifluoroethyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(tetrahydro-2*H*-thiopyran-4-yl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((3,3-difluoroazetidin-1-yl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(4-(2-oxa-6-azaspiro[3.3]heptan-6-ylsulfonyl)benzamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-4-(5-(2-

hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(3,3-dimethyl-2-oxobutyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(pyrrolidin-1-ylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(methylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)quinoline-3-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-indazole-7-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-cyanobenzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1*H*-indazole-6-carboxamide;

*N*¹-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)terephthalamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-nitrobenzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-bromobenzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-chloro-2,5-difluorobenzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3,4-dichlorobenzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-6-hydroxynicotinamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-1-hydroxyisoquinoline-3-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-7-fluoroquinoline-3-carboxamide;

N-((*R*)-1-((2*S*,4*S*)-2-((4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)carbamoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidin-1-yl)-3-cyclohexyl-1-oxopropan-2-yl)-7-chloroquinoline-3-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopropylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-(*N*-cyclobutylsulfamoyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-

cyclohexyl-2-(4-(*N*-(spiro[3.3]heptan-2-yl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-(2,2-difluoroethyl)sulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(piperidin-1-ylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-2-(4-(*N*-(*tert*-butyl)sulfamoyl)benzamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-phenylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopropyl-*N*-methylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopropyl-*N*-ethylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*R*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopentylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N,N*-dicyclopropylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(naphthalene-2-sulfonamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(3-(naphthalen-2-yl)ureido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-

triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)-1-oxidotetrahydro-2*H*-thiopyran-4-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-(4-(2-amino-2-oxoacetyl)-1-oxidotetrahydro-2*H*-thiopyran-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(3-(2-amino-2-oxoacetyl)tetrahydrothiophen-3-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*R*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(3-(2-amino-2-oxoacetyl)-1-oxidotetrahydrothiophen-3-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(3-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydrothiophen-3-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(3-(2-amino-2-oxoacetyl)-1,1-dioxidotetrahydro-2*H*-thiopyran-3-yl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-((*R*)-4-((2-amino-2-oxoacetyl)oxepan-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-((*S*)-4-((2-amino-2-oxoacetyl)oxepan-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-((difluoromethyl)sulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-((*R*)-4-(2-amino-2-oxoacetyl)oxepan-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(cyclopropylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-((*S*)-4-(2-amino-2-oxoacetyl)oxepan-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(cyclopropylsulfonyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-((*R*)-4-(2-amino-2-oxoacetyl)oxepan-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopropylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-*N*-((*S*)-4-(2-amino-2-oxoacetyl)oxepan-4-yl)-1-((*R*)-3-cyclohexyl-2-(4-(*N*-cyclopropylsulfamoyl)benzamido)propanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamide;

(2*S*,4*R*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-hydroxypyrrolidine-2-carboxamide;

(*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-oxopyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-(2,4-dioxo-3,4-dihydropyrimidin-1(2*H*)-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-(6-oxopyridazin-1(6*H*)-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-(3-oxo-[1,2,4]triazolo[4,3-*a*]pyridin-2(3*H*)-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-(1,3-dioxoisindolin-2-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-((5-methylisoxazol-3-yl)oxy)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-(3-chloro-6-oxopyridazin-1(6*H*)-yl)pyrrolidine-2-carboxamide;

(2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-*N*-(4-(2-amino-2-oxoacetyl)tetrahydro-2*H*-pyran-4-yl)-4-(2-oxopyridin-1(2*H*)-yl)pyrrolidine-2-carboxamide; and

(4-((2*S*,4*S*)-1-((*R*)-2-(2-naphthamido)-3-cyclohexylpropanoyl)-4-(5-(2-hydroxypropan-2-yl)-1*H*-1,2,3-triazol-1-yl)pyrrolidine-2-carboxamido)tetrahydro-2*H*-pyran-4-yl)boronic acid;

or a pharmaceutically acceptable salt, solvate, salt of the solvate, or prodrug thereof.

26. A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.