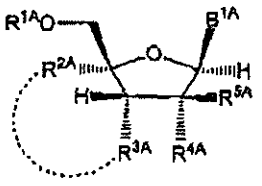
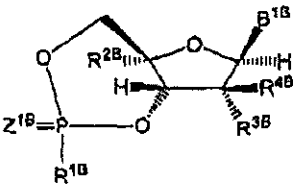
WHAT IS CLAIMED IS:

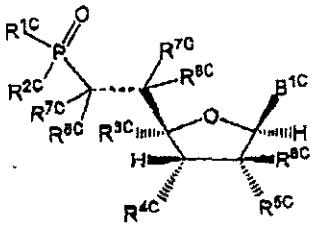
1. A compound selected from Formula (I), Formula (II), and Formula (III), or a pharmaceutically acceptable salt of the foregoing:



(I)



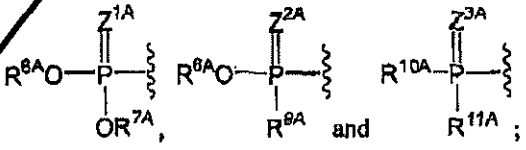
(II)



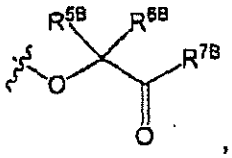
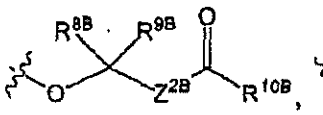
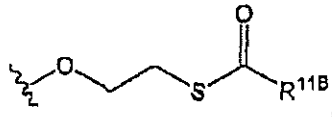
(III)

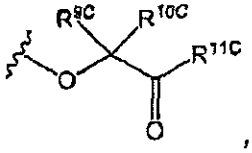
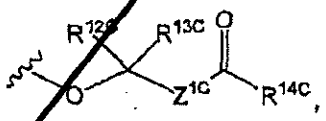
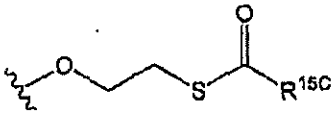
wherein:

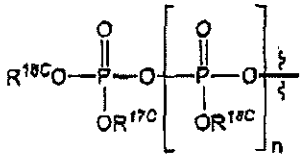
B^{1A} B^{1B} and B^{1C} are independently an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

R^{1A} is selected from the group consisting of hydrogen, an optionally substituted acyl, an optionally substituted O-linked amino acid,  ;

the dashed line (------) of Formula (I) is absent, R^{2A} is selected from the group consisting of an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted –O–C_{1-6} alkyl, an optionally substituted –O–C_{3-6} alkenyl, an optionally substituted –O–C_{3-6} alkynyl and cyano, and R^{3A} is selected from the group consisting of OH, –OC(=O)R^{9A} and an optionally substituted O-linked amino acid;

R^{1B} is selected from the group consisting of O^-, OH,  ,  ,  , an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

R^{1C} and R^{2C} are independently selected from the group consisting of O^-, OH, an optionally substituted C_{1-6} alkoxy,  ,  ,  , an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative; or



R^{1C} is and R^{2C} is O^- or OH;

R^{2B} and R^{3C} are independently selected from the group consisting of an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted $-O-C_{1-6}$ alkyl, an optionally substituted $-O-C_{3-6}$ alkenyl, an optionally substituted $-O-C_{3-6}$ alkynyl and cyano;

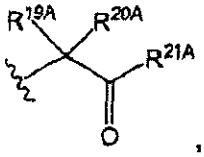
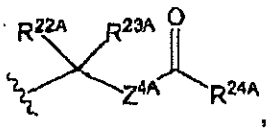
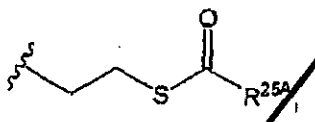
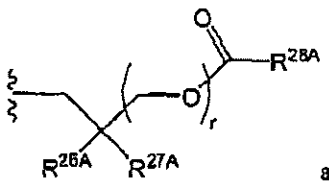
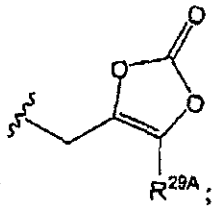
R^{4C} is selected from the group consisting of OH, $-OC(=O)R^{19C}$ and an optionally substituted O-linked amino acid;

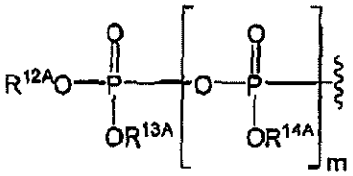
R^{4A} is fluoro or chloro;

R^{3B} and R^{3C} are independently a halogen;

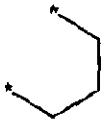
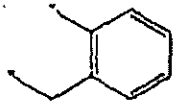
R^{5A}, R^{5B} and R^{6C} are independently hydrogen or halogen;

R^{6A}, R^{7A} and R^{8A} are independently selected from the group consisting of absent, hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted

*–$(CR^{15A}R^{16A})_p$–O–C_{1-24} alkyl, an optionally substituted *–$(CR^{17A}R^{18A})_q$–O–C_{1-24} alkenyl,  ,  ,  ,  and  ; or



R^{6A} is and R^{7A} is absent or hydrogen; or

R^{6A} and R^{7A} are taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6A} and R^{7A}, the phosphorus and the moiety form a six-membered to ten-membered ring system;.

R^{9A} is independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, $NR^{30A}R^{31A}$, an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

R^{10A} and R^{11A} are independently an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative;

R^{12A}, R^{13A} and R^{14A} are independently absent or hydrogen;

each R^{15A}, each R^{16A}, each R^{17A} and each R^{18A} are independently hydrogen, an optionally substituted C_{1-24} alkyl or alkoxy;

R^{19A}, R^{20A}, R^{22A}, R^{23A}, R^{5B}, R^{6B}, R^{8B}, R^{9B}, R^{9C}, R^{10C}, R^{12C} and R^{13C} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{21A}, R^{24A}, R^{7B}, R^{10B}, R^{11C} and R^{14C} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl and an optionally substituted –O–aryl;

R^{25A}, R^{29A}, R^{11B} and R^{15C} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{16C}, R^{17C} and R^{18C} are independently absent or hydrogen;

R^{26A} and R^{27A} are independently -C≡N or an optionally substituted substituent selected from the group consisting of C_{2-8} organylcarbonyl, C_{2-8} alkoxycarbonyl and C_{2-8} organylaminocarbonyl;

R^{28A} *is selected from the group consisting of hydrogen, an optionally substituted* C_{1-24}-alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl;

R^{30A} and R^{31A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24}-alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl;

for Formula (III), ------- is a single bond or a double bond;

when ------- is a single bond, each R^{7C} and each R^{8C} is independently hydrogen or halogen; and

when ------- is a double bond, each R^{7C} is absent and each R^{8C} is independently hydrogen or halogen;

$R^{''A}$ and $R^{''C}$ are independently an optionally substituted C_{1-24}-alkyl;

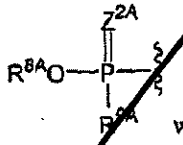
m and n are independently 0 or 1;

p and q are independently selected from the group consisting of 1, 2 and 3;

r is 1 or 2;

Z^{1A}, Z^{2A}, Z^{3A}, Z^{4A}, Z^{1B}, Z^{2B} and Z^{1C} are independently O or S; and

provided that when the dashed line (------) of Formula (I) is absent; R^{1A} is



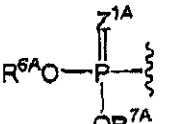
wherein R^{8A} is an unsubstituted C_{1-4} alkyl or phenyl optionally para-substituted with a halogen or methyl and R^{9A} is methyl ester, ethyl ester, isopropyl ester, n-butyl ester, benzyl ester or phenyl ester of an amino acid selected from the group consisting of glycine, alanine, valine, leucine, phenylalanine, tryptophan, methionine and proline; R^{3A} is OH; R^{4A} is fluoro; R^{5A} is fluoro or hydrogen; and B^{1A} is an unsubstituted uracil; then R^{2A} cannot be –OCH_3;

provided that when the dashed line (------) of Formula (I) is absent; R^{1A} is H; R^{3A} is OH; R^{4A} is fluoro; R^{5A} is fluoro; and B^{1A} is an unsubstituted cytosine; then R^{2A} cannot be allenyl;

provided that when the dashed line (------) of Formula (I) is absent; R^{1A} is H; R^{3A} is OH; R^{4A} is fluoro; R^{5A} is hydrogen; and B^{1A} is an unsubstituted thymine; then R^{2A} cannot be C_1 alkyl substituted with an N-amido; and

provided that when the dashed line (------) of Formula (I) is absent; R^{1A} is H; R^{3A} is OH; R^{4A} is fluoro; R^{5A} is fluoro; and B^{1A} is an unsubstituted cytosine; then R^{2A} cannot be ethynyl.

2. The compound of Claim 1, wherein the compound is a compound of Formula (I).



3. The compound of Claim 2, wherein R^{1A} is .

4. The compound of Claim 3, wherein R^{6A} and R^{7A} are both hydrogen.

5. The compound of Claim 3, wherein R^{6A} and R^{7A} are both absent.

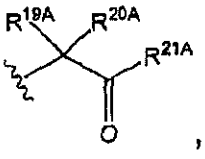
6. The compound of Claim 3, wherein one of R^{6A} and R^{7A} is hydrogen, and the other of R^{6A} and R^{7A} is selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl and an optionally substituted aryl(C_{1-6} alkyl).

7. The compound of Claim 6, wherein the other of R^{6A} and R^{7A} is an optionally substituted C_{1-24} alkyl.

8. The compound of Claim 3, wherein both R^{6A} and R^{7A} are independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl and an optionally substituted aryl(C_{1-6} alkyl).

9. The compound of Claim 8, wherein both R^{6A} and R^{7A} are an optionally substituted C_{1-24} alkyl.

10. The compound of Claim 3, wherein at least one of R^{6A} and R^{7A} are selected from the group consisting of



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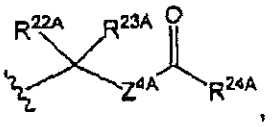

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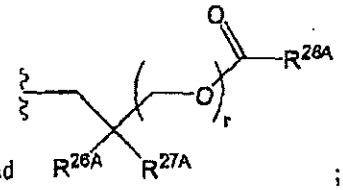
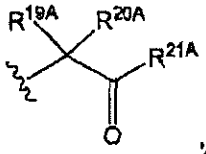
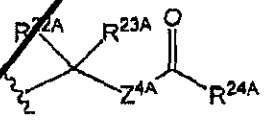
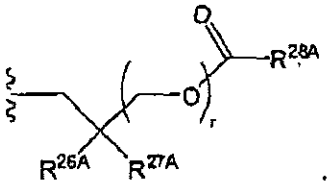


and ; and the other of R^{6A} and R^{7A} is selected from the group consisting of absent, hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl and an optionally substituted aryl(C_{1-6} alkyl).

11. The compound of Claim 3, wherein both R^{6A} and R^{7A} are independently selected from the group consisting of







and

12. The compound of any one of Claims 10-11, wherein both R^{26A} and R^{27A} are an optionally substituted C_{2-8} organylcarbonyl.

13. The compound of Claim 12, wherein the optionally substituted C_{1-8} organylcarbonyl is $-C(=O)CH_3$.

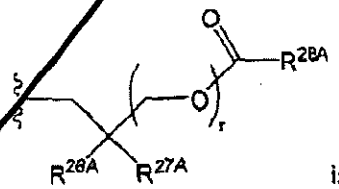
14. The compound of any one of Claims 10-11, wherein both R^{26A} and R^{27A} are an optionally substituted C_{2-8} alkoxycarbonyl.

15. The compound of Claim 14, wherein the optionally substituted C_{1-8} alkoxycarbonyl is $-C(=O)OCH_2CH_3$.

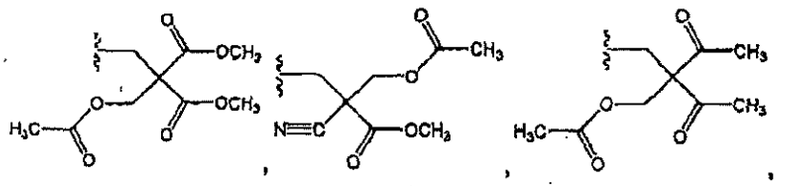
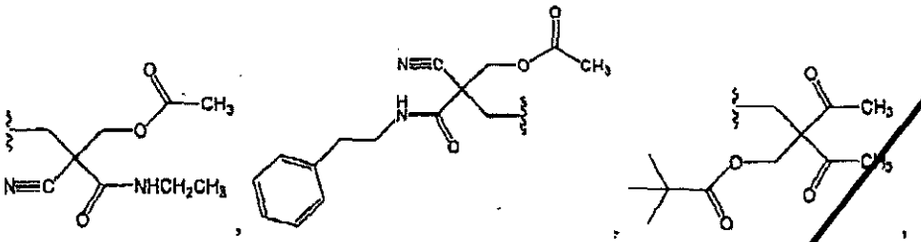
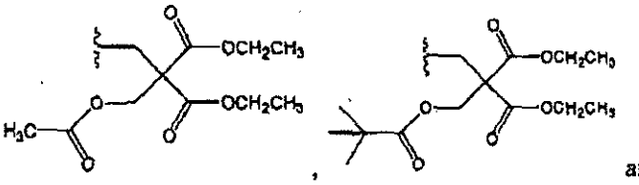
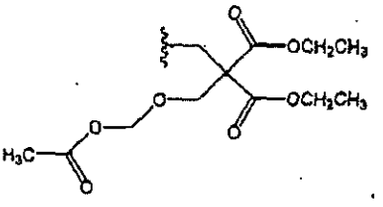
16. The compound of Claim 14, wherein the optionally substituted C_{1-8} alkoxycarbonyl is $-C(=O)OCH_3$.

17. The compound of any one of Claims 10-16, wherein R^{28A} is an optionally substituted C_{1-4}-alkyl

18. The compound of any one of Claims 10-11, wherein



is selected from the group consisting of:




and


19. The compound of Claim 3, wherein R^{6A} and R^{7A} are both an optionally substituted C_{1-24} alkyl.

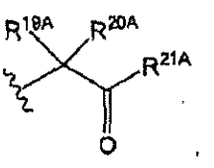
20. The compound of Claim 3, wherein R^{6A} and R^{7A} are both an optionally substituted C_{2-24} alkenyl.

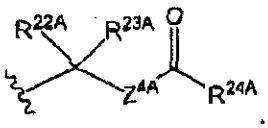
21. The compound of Claim 3, wherein R^{6A} and R^{7A} are both *–$(CR^{15A}R^{16A})_p$–O–C_{1-24} alkyl.

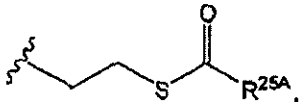
22. The compound of Claim 3, wherein R^{6A} and R^{7A} are both *–$(CR^{17A}R^{18A})_q$–O–C_{2-24} alkenyl.

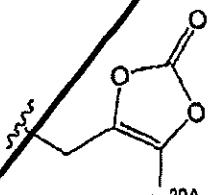
23. The compound of Claim 3, wherein R^{6A} and R^{7A} are both an optionally substituted aryl.

24. The compound of Claim 3, wherein R^{6A} and R^{7A} are both an optionally substituted aryl(C_{1-6} alkyl).

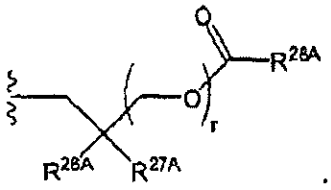
25. The compound of Claim 3, wherein R^{6A} and R^{7A} are both 

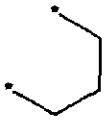
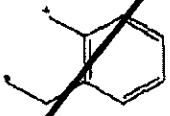
26. The compound of Claim 3, wherein R^{6A} and R^{7A} are both 

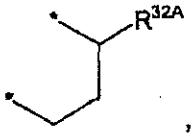
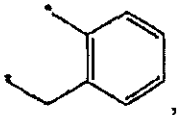
27. The compound of Claim 3, wherein R^{6A} and R^{7A} are both 

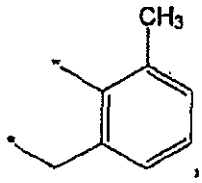
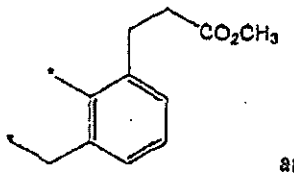
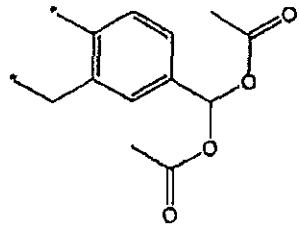


28. The compound of Claim 3, wherein R^{6A} and R^{7A} are both

29. The compound of Claim 3, wherein R^{6A} and R^{7A} are both 

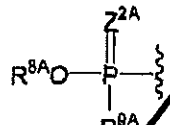
30. The compound of Claim 3, wherein R^{6A} and R^{7A} can be taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6A} and R^{7A}, the phosphorus and the moiety form a six-membered to ten-membered ring system.

31. The compound of Claim 30, wherein R^{6A} and R^{7A} can be taken together to form a moiety selected from the group consisting of  ,  ,



and

, *wherein* R^{32A} *is* an optionally substituted aryl, an optionally substituted heteroaryl or an optionally substituted heterocyclyl.

32. The compound of any one of Claims 2-31, wherein Z^{1A} is O.

33. The compound of any one of Claims 2-31, wherein Z^{1A} is S.

34. *The compound of Claim 2, wherein* R^{1A} *is*

.

35. The compound of Claim 34, wherein R^{8A} is selected from the group consisting of absent, hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl; and R^{9A} is independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl.

36. The compound of Claim 35, wherein R^{8A} is hydrogen, and R^{9A} is an optionally substituted C_{1-6} alkyl.

37. The compound of Claim 34, wherein R^{8A} is hydrogen, and R^{9A} is $NR^{30A}R^{31A}$, wherein R^{30A} and R^{31A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl.

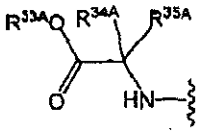
38. The compound of Claim 34, wherein R^{8A} is absent or hydrogen; and R^{9A} is an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

39. The compound of Claim 34, wherein R^{8A} is an optionally substituted aryl; and R^{9A} is an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

40. The compound of Claim 38 or 39, wherein R^{9A} is selected from the group consisting of alanine, asparagine, aspartate, cysteine, glutamate, glutamine, glycine, proline,

serine, tyrosine, arginine, histidine, isoleucine, leucine, lysine, methionine, phenylalanine, threonine, tryptophan, valine and ester derivatives thereof.

41. The compound of Claim 40, wherein R^{9A} is selected from the group consisting of alanine isopropyl ester, alanine cyclohexyl ester, alanine neopentyl ester, valine isopropyl ester and leucine isopropyl ester.

42. The compound of Claim 38 or 39, wherein R^{9A} has the structure  wherein R^{33A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-6} alkyl) and an optionally substituted haloalkyl; R^{34A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally substituted C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{35A} is hydrogen or an optionally substituted C_{1-6}-alkyl; or R^{34A} and R^{35A} are taken together to form an optionally substituted C_{3-6} cycloalkyl.

43. The compound of Claim 42, wherein R^{34A} is an optionally substituted C_{1-6}-alkyl.

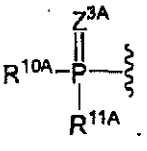
44. The compound of Claim 43, wherein the optionally substituted C_{1-6}-alkyl is methyl.

45. The compound of any one of Claims 42 to 44, wherein R^{35A} is hydrogen.

46. The compound of any one of Claims 42 to 45, wherein R^{33A} is an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} cycloalkyl or an optionally substituted benzyl.

47. The compound of any one of Claims 34-46, wherein Z^{2A} is O.

48. The compound of any one of Claims 34-46, wherein Z^{2A} is S.

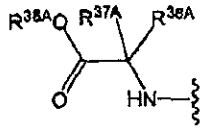
49. The compound of Claim 2, wherein R^{1A} is  .

50. The compound of Claim 49, wherein R^{10A} and R^{11A} are both an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

51. The compound of Claim 50, wherein R^{10A} and R^{11A} are independently selected from selected from the group consisting of alanine, asparagine, aspartate, cysteine, glutamate,

glutamine, glycine, proline, serine, tyrosine, arginine, histidine, isoleucine, leucine, lysine, methionine, phenylalanine, threonine, tryptophan, valine and ester derivatives thereof.

52. The compound of Claim 51, wherein R^{10A} and R^{11A} are independently selected from the group consisting of alanine isopropyl ester, alanine cyclohexyl ester, alanine neopentyl ester, valine isopropyl ester and leucine isopropyl ester.

53. The compound of Claim 50, wherein R^{10A} and R^{11A} are independently have the structure  wherein R^{36A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-6} alkyl) and an optionally substituted haloalkyl; R^{37A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally substituted C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{38A} is hydrogen or an optionally substituted C_{1-6} alkyl; or R^{37A} and R^{38A} are taken together to form an optionally substituted C_{3-6} cycloalkyl.

54. The compound of Claim 53, wherein R^{37A} is an optionally substituted C_{1-6}-alkyl.

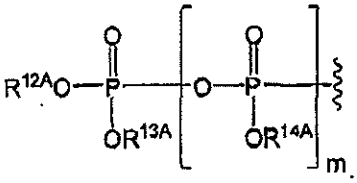
55. The compound of Claim 54, wherein the optionally substituted C_{1-6}-alkyl is methyl.

56. The compound of any one of Claims 53-55, wherein R^{38A} is hydrogen.

57. The compound of any one of Claims 53-56, wherein R^{36A} is an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} cycloalkyl or an optionally substituted benzyl.

58. The compound of any one of Claims 49-57, wherein Z^{3A} is O.

59. The compound of any one of Claims 49-57, wherein Z^{3A} is S.

60. The compound of Claim 2, wherein R^{6A} is 

61. The compound of Claim 60, wherein m is 0, and R^{12A} and R^{13A} are independently absent or hydrogen.

62. The compound of Claim 60, wherein m is 1, and R^{12A}, R^{13A} and R^{14A} are independently absent or hydrogen.

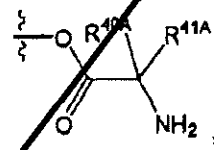
63. The compound of Claim 2, wherein R^{1A} is H.

64. The compound of Claim 2, wherein R^{1A} is an optionally substituted acyl.

65. The compound of Claim 64, wherein the optionally substituted acyl is $-C(=O)R^{39A}$, wherein R^{39A} is selected from the group consisting of an optionally substituted C_{1-12} alkyl, an optionally substituted C_{2-12} alkenyl, an optionally substituted C_{2-12} alkynyl, an optionally substituted C_{3-8} cycloalkyl, an optionally substituted C_{5-8} cycloalkenyl, an optionally substituted C_{6-10} aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted heteroaryl(C_{1-6} alkyl) and an optionally substituted heterocyclyl(C_{1-6} alkyl).

66. The compound of Claim 65, wherein R^{39A} is substituted or unsubstituted C_{1-12} alkyl.

67. The compound of Claim 2, wherein R^{1A} is an optionally substituted O-linked amino acid.

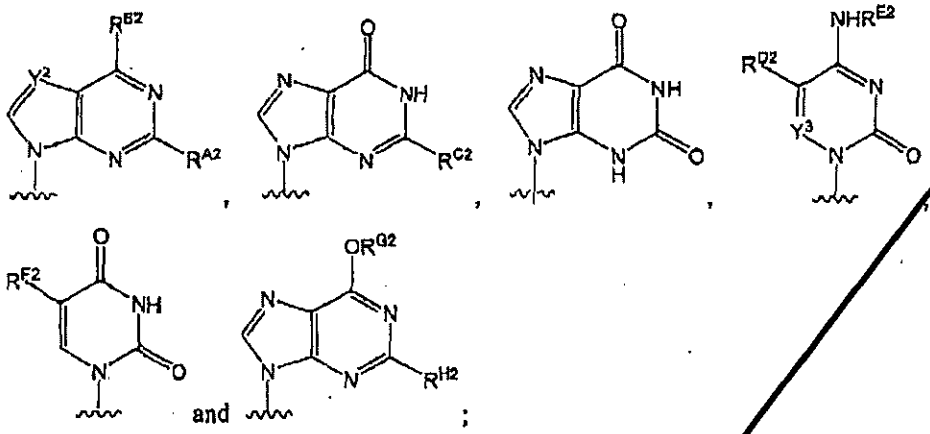
68. The compound of Claim 2, wherein R^{1A} is  , wherein R^{40A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally substituted C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{41A} is hydrogen or an optionally substituted C_{1-4}-alkyl; or R^{40A} and R^{41A} are taken together to form an optionally substituted C_{3-6} cycloalkyl.

69. The compound of Claim 68, wherein R^{40A} is an optionally substituted C_{1-6}-alkyl.

70. The compound of Claim 69, wherein the optionally substituted C_{1-6}-alkyl is methyl.

71. The compound of any one of Claims 68-70, wherein R^{41A} is hydrogen.

72. The compound of any one of Claims 2-71, wherein B^{1A} is selected from the group consisting of:



wherein:

R^{A2} is selected from the group consisting of hydrogen, halogen and NHR^{J2}, wherein R^{J2} is selected from the group consisting of hydrogen, $-C(=O)R^{K2}$ and $-C(=O)OR^{L2}$;

R^{B2} is halogen or NHR^{W3}, wherein R^{W2} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{M2}$ and $-C(=O)OR^{N2}$;

R^{C2} is hydrogen or NHR^{O2}, wherein R^{O2} is selected from the group consisting of hydrogen, $-C(=O)R^{P2}$ and $-C(=O)OR^{Q2}$;

R^{D2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{E2} is selected from the group consisting of hydrogen, hydroxy, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{R2}$ and $-C(=O)OR^{S2}$;

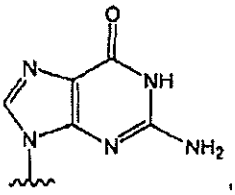
R^{F2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

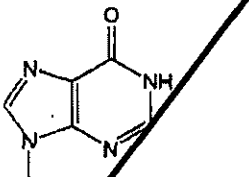
Y^2 and Y^3 are independently N or CR^{I2}, wherein R^{I2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{2-6}-alkenyl and an optionally substituted C_{2-6}-alkynyl;

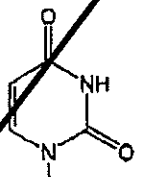
R^{G2} is an optionally substituted C_{1-6} alkyl;

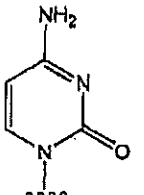
R^{H2} is hydrogen or NHR^{T2}, wherein R^{T2} is independently selected from the group consisting of hydrogen, $-C(=O)R^{U2}$ and $-C(=O)OR^{V2}$; and

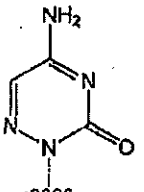
R^{K2}, R^{L2}, R^{M2}, R^{N2}, R^{P2}, R^{Q2} R^{R2}, R^{S2}, R^{U2} and R^{V2} are independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heteroalicyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heteroalicyclyl(C_{1-6} alkyl).

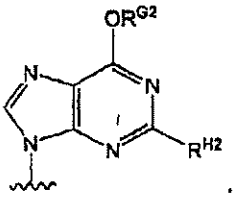
73. The compound of Claim 72, wherein B^{1A} is 

74. The compound of Claim 72, wherein B^{1A} is 

75. The compound of Claim 72, wherein B^{1A} is 

76. The compound of Claim 72, wherein B^{1A} is 

77. The compound of Claim 72, wherein B^{1A} is 

78. The compound of Claim 72, wherein B^{1A} is 

79. The compound of any one of Claims 2-78, wherein the dashed line (------) is absent, R^{2A} is selected from the group consisting of an optionally substituted C_{1-6} alkyl, an

optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted $-O-C_{1-6}$ alkyl, an optionally substituted $-O-C_{3-6}$ alkenyl, an optionally substituted $-O-C_{3-6}$ alkynyl and cyano, and R^{3A} is selected from the group consisting of OH, $-OC(=O)R^{"A}$ and an optionally substituted O-linked amino acid.

80. The compound of Claim 79, wherein R^{2A} is an optionally substituted C_{1-6} alkyl.

81. The compound of Claim 80, wherein R^{2A} is unsubstituted C_{1-6} alkyl.

82. The compound of Claim 79, wherein R^{2A} is an optionally substituted C_{2-6} alkenyl.

83. The compound of Claim 82, wherein R^{2A} is unsubstituted C_{2-6} alkenyl.

84. The compound of Claim 79, wherein R^{2A} is an optionally substituted C_{2-6} alkynyl.

85. The compound of Claim 84, wherein R^{2A} is unsubstituted C_{2-6} alkynyl.

86. The compound of Claim 79, wherein R^{2A} is an optionally substituted C_{3-6} cycloalkyl.

87. The compound of Claim 79, wherein R^{2A} is an optionally substituted $-O-C_{1-6}$ alkyl.

88. The compound of Claim 87, wherein R^{2A} is unsubstituted $-O-C_{1-6}$ alkyl.

89. The compound of Claim 79, wherein R^{2A} is an optionally substituted $-O-C_{3-6}$ alkenyl.

90. The compound of Claim 89, wherein R^{2A} is unsubstituted $-O-C_{3-6}$ alkenyl.

91. The compound of Claim 79, wherein R^{2A} is an optionally substituted $-O-C_{3-6}$ alkynyl.

92. The compound of Claim 91, wherein R^{2A} is unsubstituted $-O-C_{3-6}$ alkynyl.

93. The compound of Claim 79, wherein R^{2A} is cyano.

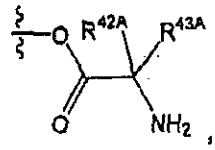
94. The compound of any one of Claims 2-93, wherein R^{3A} is OH.

95. The compound of any one of Claims 2-93, wherein R^{3A} is $-OC(=O)R^{"A}$.

96. The compound of Claim 95, wherein $R^{"A}$ is an optionally substituted C_{1-6} alkyl.

97. The compound of any one of Claims 2-93, wherein R^{3A} is O-linked amino acid.

98. The compound of Claim 97, wherein the O-linked amino acid is selected from the group consisting of alanine, asparagine, aspartate, cysteine, glutamate, glutamine, glycine, proline, serine, tyrosine, arginine, histidine, isoleucine, leucine, lysine, methionine, phenylalanine, threonine, tryptophan and valine. Additional examples of suitable amino acids include, but are not limited to, ornithine, hypusine, 2-aminoisobutyric acid, dehydroalanine, gamma-aminobutyric acid, citrulline, beta-alanine, alpha-ethyl-glycine, alpha-propyl-glycine and norleucine.



99. The compound of any one of Claims 2-93, wherein R^{3A} is , wherein R^{42A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally substituted C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{43A} is hydrogen or an optionally substituted C_{1-6}-alkyl; or R^{42A} and R^{43A} are taken together to form an optionally substituted C_{3-6} cycloalkyl.

100. The compound of Claim 99, wherein R^{42A} is an optionally substituted C_{1-6}-alkyl.

101. The compound of Claim 100, wherein the optionally substituted C_{1-6}-alkyl is methyl.

102. The compound of any one of Claims 99-101, wherein R^{43A} is hydrogen.

103. The compound of any one of Claims 2-102, wherein R^{5A} is hydrogen.

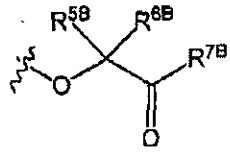
104. The compound of any one of Claims 2-102, wherein R^{5A} is halogen.

105. The compound of Claim 104, wherein R^{5A} is fluoro.

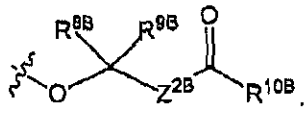
106. The compound of any one of Claims 2-105, wherein R^{4A} is fluoro.

107. The compound of Claim 1, wherein the compound is a compound of Formula (II).

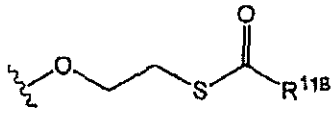
108. The compound of Claim 107, wherein R^{1B} is O^- or OH.



109. The compound of Claim 107, wherein R^{1B} is .



110. The compound of Claim 107, wherein R^{1B} is .

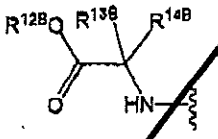


111. The compound of Claim 107, wherein R^{1B} is .

112. The compound of Claim 107, wherein R^{1B} is an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

113. The compound of Claim 112, wherein R^{1B} is selected from the group consisting of alanine, asparagine, aspartate, cysteine, glutamate, glutamine, glycine, proline, serine, tyrosine, arginine, histidine, isoleucine, leucine, lysine, methionine, phenylalanine, threonine, tryptophan, valine and ester derivatives thereof.

114. The compound of Claim 113, wherein R^{1B} is selected from the group consisting of alanine isopropyl ester, alanine cyclohexyl ester, alanine neopentyl ester, valine isopropyl ester and leucine isopropyl ester.



115. The compound of Claim 112, wherein R^{1B} has the structure wherein R^{12B} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-6} alkyl) and an optionally substituted haloalkyl; R^{13B} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally substituted C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{14B} is hydrogen or an optionally substituted C_{1-4}-alkyl; or R^{13B} and R^{14B} are taken together to form an optionally substituted C_{3-6} cycloalkyl.

116. The compound of Claim 115, wherein R^{13B} is an optionally substituted C_{1-6}-alkyl.

117. The compound of Claim 116, wherein the optionally substituted C_{1-6}-alkyl is methyl.

118. The compound of any one of Claims 115-117, wherein R^{14B} is hydrogen.

119. The compound of any one of Claims 115-118, wherein R^{12B} is an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} cycloalkyl or an optionally substituted benzyl.

120. The compound of any one of Claims 107-119, wherein R^{2B} is an optionally substituted C_{1-6} alkyl.

121. The compound of Claim 120, wherein R^{2B} is unsubstituted C_{1-6} alkyl.

122. The compound of any one of Claims 107-119, wherein R^{2B} is an optionally substituted C_{2-6} alkenyl.

123. The compound of Claim 122, wherein R^{2B} is unsubstituted C_{2-6} alkenyl.

124. The compound of any one of Claims 107-119, wherein R^{2B} is an optionally substituted C_{2-6} alkynyl.

125. The compound of Claim 124, wherein R^{2B} is unsubstituted C_{2-6} alkynyl.

126. The compound of any one of Claims 107-119, wherein R^{2B} is an optionally substituted –O–C_{1-6} alkyl.

127. The compound of Claim 126, wherein R^{2B} is unsubstituted –O–C_{1-6} alkyl.

128. The compound of any one of Claims 107-119, wherein R^{2B} is an optionally substituted –O–C_{3-6} alkenyl.

129. The compound of Claim 128, wherein R^{2B} is unsubstituted –O–C_{3-6} alkenyl.

130. The compound of any one of Claims 107-119, wherein R^{2B} is an optionally substituted –O–C_{3-6} alkynyl.

131. The compound of Claim 130, wherein R^{2B} is unsubstituted –O–C_{3-6} alkynyl.

132. The compound of any one of Claims 107-119, wherein R^{2B} is an optionally substituted C_{3-6} cycloalkyl.

133. The compound of any one of Claims 107-119, wherein R^{2B} is cyano.

134. The compound of any one of Claims 107-133, wherein R^{4B} is hydrogen.

135. The compound of any one of Claims 107-133, wherein R^{4B} is halogen.

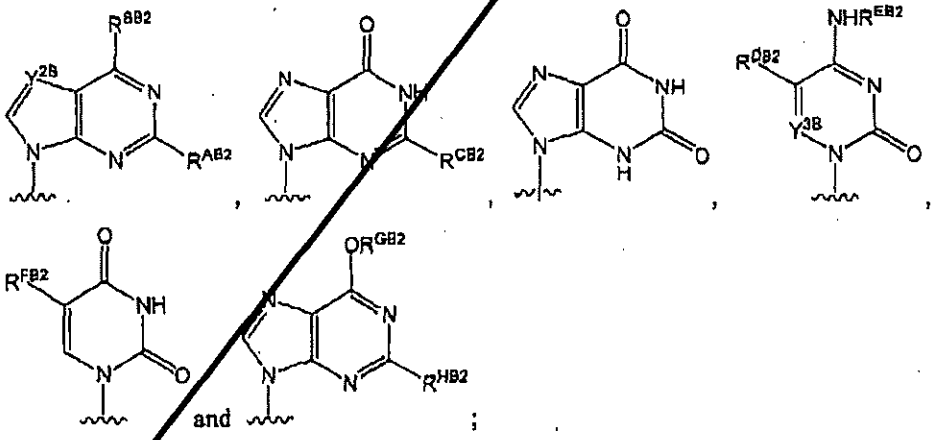
136. The compound of Claim 135, wherein R^{4B} is fluoro.

137. The compound of any one of Claims 107-136, wherein R^{3B} is fluoro.

138. The compound of any one of Claims 107-137, wherein Z^{1B} is O.

139. The compound of any one of Claims 107-137, wherein Z^{1B} is S.

140. The compound of any one of Claims 107-139, wherein B^{1B} is selected from the group consisting of:



wherein:

R^{AB2} is selected from the group consisting of hydrogen, halogen and NHR^{JB2}, wherein R^{JB2} is selected from the group consisting of hydrogen, -C(=O)R^{KB2} and –C(=O)OR^{LB2};

R^{BB2} is halogen or NHR^{WB2}, wherein R^{WB2} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{3-8} cycloalkyl, -C(=O)R^{MB2} and –C(=O)OR^{NB2};

R^{CB2} is hydrogen or NHR^{OB2}, wherein R^{OB2} is selected from the group consisting of hydrogen, $-C(=O)R^{PB2}$ and $-C(=O)OR^{QB2}$;

R^{DB2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{EB2} is selected from the group consisting of hydrogen, hydroxy, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{RB2}$ and $-C(=O)OR^{SB2}$;

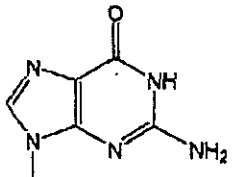
R^{FB2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

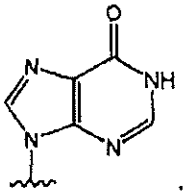
Y^{2B} and Y^{3B} are independently N or CR^{IB2}, wherein R^{IB2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{2-6}-alkenyl and an optionally substituted C_{2-6}-alkynyl;

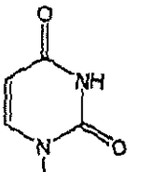
R^{GB2} is an optionally substituted C_{1-6} alkyl;

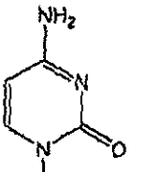
R^{HB2} is hydrogen or NHR^{TB2}, wherein R^{TB2} is independently selected from the group consisting of hydrogen, $-C(=O)R^{UB2}$ and $-C(=O)OR^{VB2}$; and

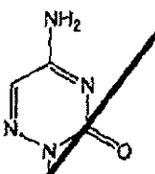
R^{KB2}, R^{LB2}, R^{MB2}, R^{NB2}, R^{PB2}, R^{QB2} R^{RB2}, R^{SB2}, R^{UB2} and R^{VB2} are independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heteroalicyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heteroalicyclyl(C_{1-6} alkyl).

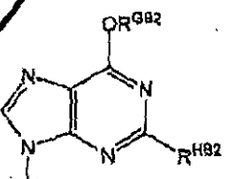
141. The compound of Claim 140, wherein B^{1B} is  .

142. The compound of Claim 140, wherein B^{1B} is  .

143. The compound of Claim 140, wherein B^{1B} is  .

144. The compound of Claim 140, wherein B^{1B} is  .

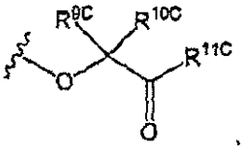
145. The compound of Claim 140, wherein B^{1B} is  .

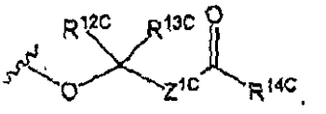
146. The compound of Claim 140, wherein B^{1B} is  .

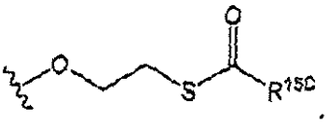
147. The compound of Claim 1, wherein the compound is a compound of Formula (III).

148. The compound of Claim 147, wherein R^{1C} is O^- or OH.

149. The compound of Claim 147, wherein R^{1C} is an optionally substituted C_{1-6} alkoxy.

150. The compound of Claim 147, wherein R^{1C} is  .

151. The compound of Claim 147, wherein R^{1C} is  .

152. The compound of Claim 147, wherein R^{1C} is  .

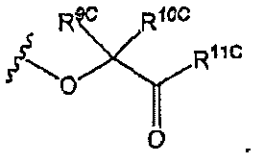
153. The compound of Claim 147, wherein R^{1C} is an optionally substituted N-linked amino acid.

154. The compound of Claim 147, wherein R^{1C} is an optionally substituted N-linked amino acid ester derivative.

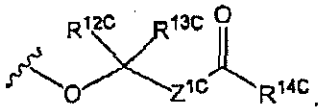
155. The compound of any one of Claims 147-154, wherein R^{2C} is O^- or OH.

156. The compound of any one of Claims 147-154, wherein R^{2C} is an optionally substituted C_{1-6} alkoxy.

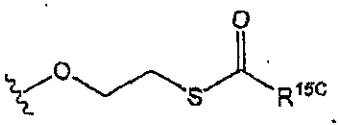
157. The compound of any one of Claims 147-154, wherein R^{2C} is



158. The compound of any one of Claims 147-154, wherein R^{2C} is



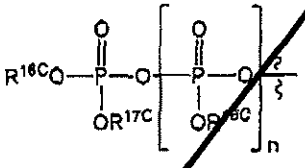
159. The compound of any one of Claims 147-154, wherein R^{2C} is



160. The compound of any one of Claims 147-154, wherein R^{2C} is an optionally substituted N-linked amino acid.

161. The compound of any one of Claims 147-154, wherein R^{2C} is an optionally substituted N-linked amino acid ester derivative.

162. The compound of any one of Claim 147, wherein R^{1C} is



and R^{2C} is O^- or OH; wherein R^{16C}, R^{17C} and R^{18C} is absent or hydrogen; and n is 0 or 1.

163. The compound of any one of Claims 147-162, wherein R^{3C} is an optionally substituted C_{1-6} alkyl.

164. The compound of Claim 163, wherein R^{3C} is unsubstituted C_{1-6} alkyl.

165. The compound of any one of Claims 147-162, wherein R^{3C} is an optionally substituted C_{2-6} alkenyl.

166. The compound of Claim 165, wherein R^{3C} is unsubstituted C_{2-6} alkenyl.

167. The compound of any one of Claims 147-162, wherein R^{3C} is an optionally substituted C_{2-6} alkynyl.

168. The compound of Claim 167, wherein R^{3C} is unsubstituted C_{2-6} alkynyl.

169. The compound of any one of Claims 147-162, wherein R^{3C} is an optionally substituted $-O-C_{1-6}$ alkyl.

170. The compound of Claim 169, wherein R^{3C} is unsubstituted $-O-C_{1-6}$ alkyl.

171. The compound of any one of Claims 147-162, wherein R^{3C} is an optionally substituted $-O-C_{3-6}$ alkenyl.

172. The compound of Claim 171, wherein R^{3C} is unsubstituted $-O-C_{3-6}$ alkenyl.

173. The compound of any one of Claims 147-162, wherein R^{3C} is an optionally substituted $-O-C_{3-6}$ alkynyl.

174. The compound of Claim 173, wherein R^{3C} is unsubstituted $-O-C_{3-6}$ alkynyl.

175. The compound of any one of Claims 147-162, wherein R^{3C} is an optionally substituted C_{3-6} cycloalkyl.

176. The compound of any one of Claims 147-162, wherein R^{3C} is cyano.

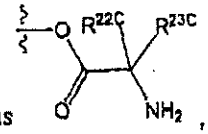
177. The compound of any one of Claims 147-176, wherein R^{4C} is OH.

178. The compound of any one of Claims 147-176, wherein R^{4C} is $-OC(=O)R^{"C}$.

179. The compound of Claim 178, wherein $R^{"C}$ is an optionally substituted C_{1-8} alkyl.

180. The compound of any one of Claims 147-176, wherein R^{4C} is O-linked amino acid.

181. The compound of Claim 180, wherein the O-linked amino acid is selected from the group consisting of alanine, asparagine, aspartate, cysteine, glutamate, glutamine, glycine, proline, serine, tyrosine, arginine, histidine, isoleucine, leucine, lysine, methionine, phenylalanine, threonine, tryptophan and valine. Additional examples of suitable amino acids include, but are not limited to, ornithine, hypusine, 2-aminoisobutyric acid, dehydroalanine, gamma-aminobutyric acid, citrulline, beta-alanine, alpha-ethyl-glycine, alpha-propyl-glycine and norleucine.

182. The compound of any one of Claims 147, wherein R^{4C} is  , wherein R^{22C} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally substituted C_{10} aryl and an optionally substituted

aryl(C_{1-6} alkyl); and R^{23C} is hydrogen or an optionally substituted C_{1-4}-alkyl; or R^{22C} and R^{23C} are taken together to form an optionally substituted C_{3-6} cycloalkyl.

183. The compound of Claim 182, wherein R^{22C} is an optionally substituted C_{1-6}-alkyl.

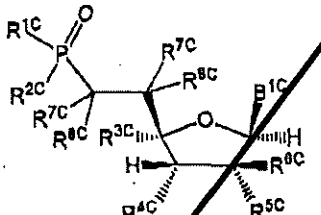
184. The compound of Claim 183, wherein the optionally substituted C_{1-6}-alkyl is methyl.

185. The compound of any one of Claims 182-184, wherein R^{23C} is hydrogen.

186. The compound of any one of Claims 147-185, wherein R^{6C} is halogen.

187. The compound of any one of Claims 147-185, wherein R^{6C} is hydrogen.

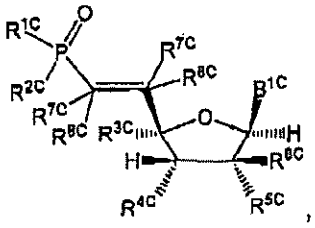
188. The compound of any one of Claims 147-187, wherein R^{5C} is fluoro.

189. The compound of any one of Claims 147-188, wherein ------ is a single bond such that Formula (III) has the structure  , wherein each R^{7C} and each R^{8C} is independently hydrogen or halogen.

190. The compound of Claim 189, wherein the R^{7C} and the R^{8C} groups are all hydrogen.

191. The compound of Claim 189, wherein one R^{7C} is halogen, one R^{7C} is hydrogen and both R^{8C} groups are all hydrogen.

192. The compound of Claim 189, wherein one R^{7C} is halogen, one R^{7C} is hydrogen, one R^{8C} is halogen and one R^{8C} is hydrogen.

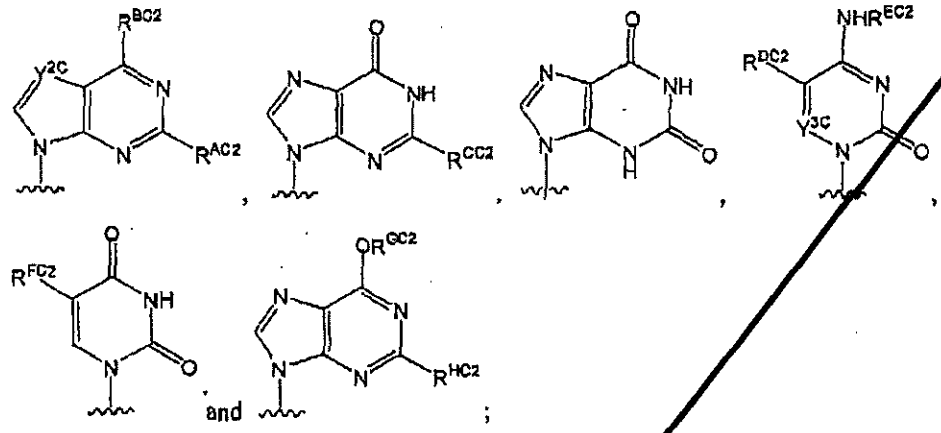
193. The compound of any one of Claims 147-188, wherein ------- is a double bond such that Formula (III) has the structure  , wherein each R^{7C} is absent and each R^{8C} is independently hydrogen or halogen.

194. The compound of Claim 193, wherein both R^{8C} groups are hydrogen.

195. The compound of Claim 193, wherein one R^{8C} is halogen and the other R^{8C} is hydrogen.

196. The compound of Claim 193, wherein both R^{8C} groups are halogen.

197. The compound of any one of Claims 147-196, wherein B^{1C} is selected from the group consisting of:



wherein:

R^{AC2} is selected from the group consisting of hydrogen, halogen and NHR^{JC2}, wherein R^{JC2} is selected from the group consisting of hydrogen, $-C(=O)R^{KC2}$ and $-C(=O)OR^{LC2}$;

R^{BC2} is halogen or NHR^{WC2}, wherein R^{WC2} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{MC2}$ and $-C(=O)OR^{NC2}$;

R^{CC2} is hydrogen or NHR^{QC2}, wherein R^{QC2} is selected from the group consisting of hydrogen, $-C(=O)R^{PC2}$ and $-C(=O)OR^{QC2}$;

R^{DC2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{EC2} is selected from the group consisting of hydrogen, hydroxy, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{RC2}$ and $-C(=O)OR^{SC2}$;

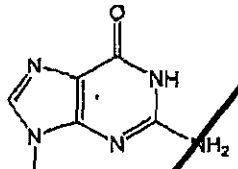
R^{FC2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

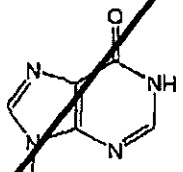
Y^{2C} and Y^{3C} are independently N or CR^{IC2}, wherein R^{IC2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{2-6}-alkenyl and an optionally substituted C_{2-6}-alkynyl;

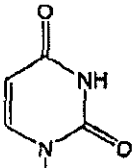
R^{GC2} is an optionally substituted C_{1-6} alkyl;

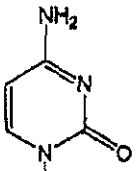
R^{HC2} is hydrogen or NHR^{TC2}, wherein R^{TC2} is independently selected from the group consisting of hydrogen, $-C(=O)R^{UC2}$ and $-C(=O)OR^{VC2}$; and

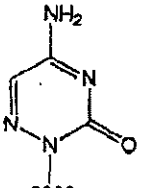
R^{KC2}, R^{LC2}, R^{MC2}, R^{NC2}, R^{PC2}, R^{QC2} R^{RC2}, R^{SC2}. R^{UC2} and R^{VC2} are independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heteroalicyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heteroalicyclyl(C_{1-6} alkyl).

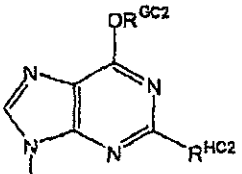
198. The compound of Claim 197, wherein B^{1C} is 

199. The compound of Claim 197, wherein B^{1C} is 

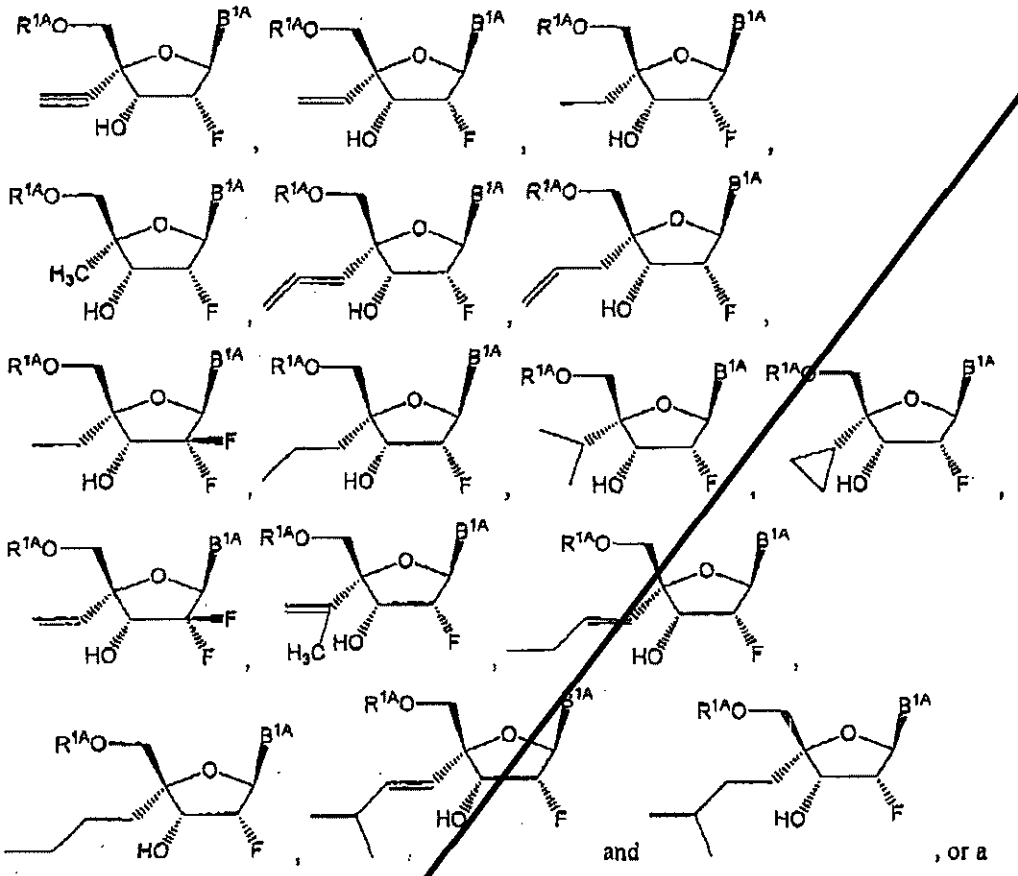
200. The compound of Claim 197, wherein B^{1C} is 

201. The compound of Claim 197, wherein B^{1C} is 

202. The compound of Claim 197, wherein B^{1C} is 

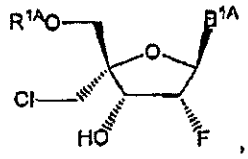
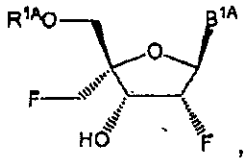
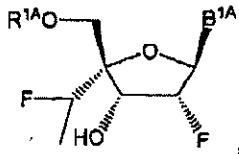
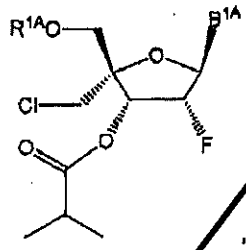
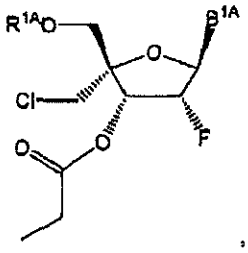
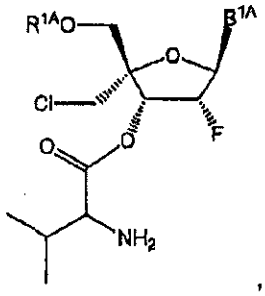
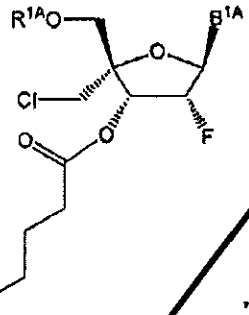
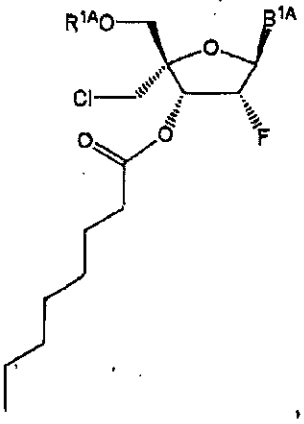
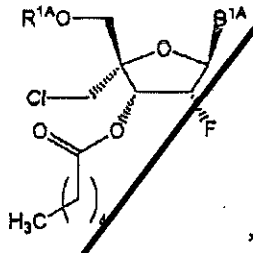
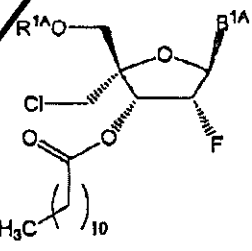
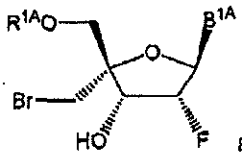
203. The compound of Claim 197, wherein B^{1C} is 

204. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of:



pharmaceutically acceptable salt of the foregoing

205. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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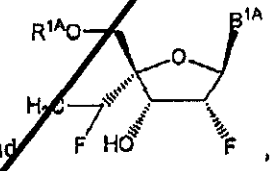
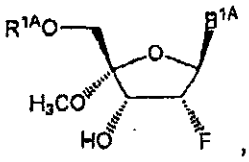
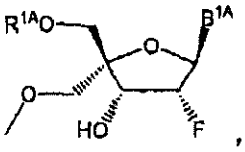
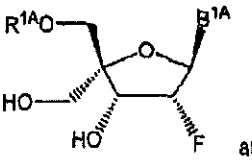

, or a pharmaceutically acceptable salt of the foregoing.

206. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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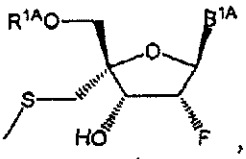
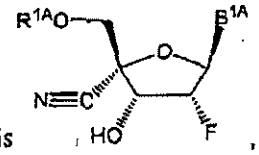
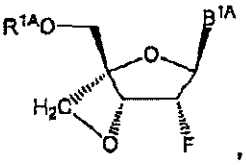
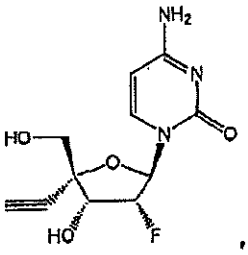
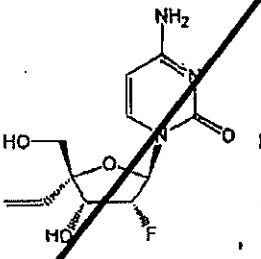
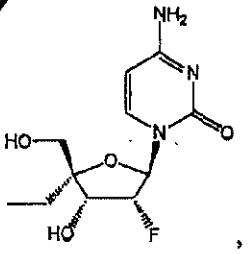
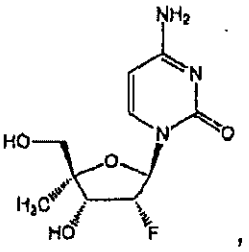
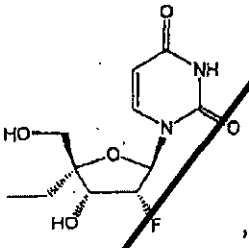
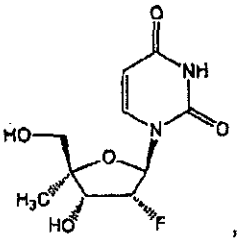
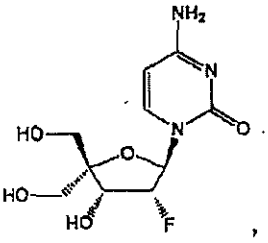
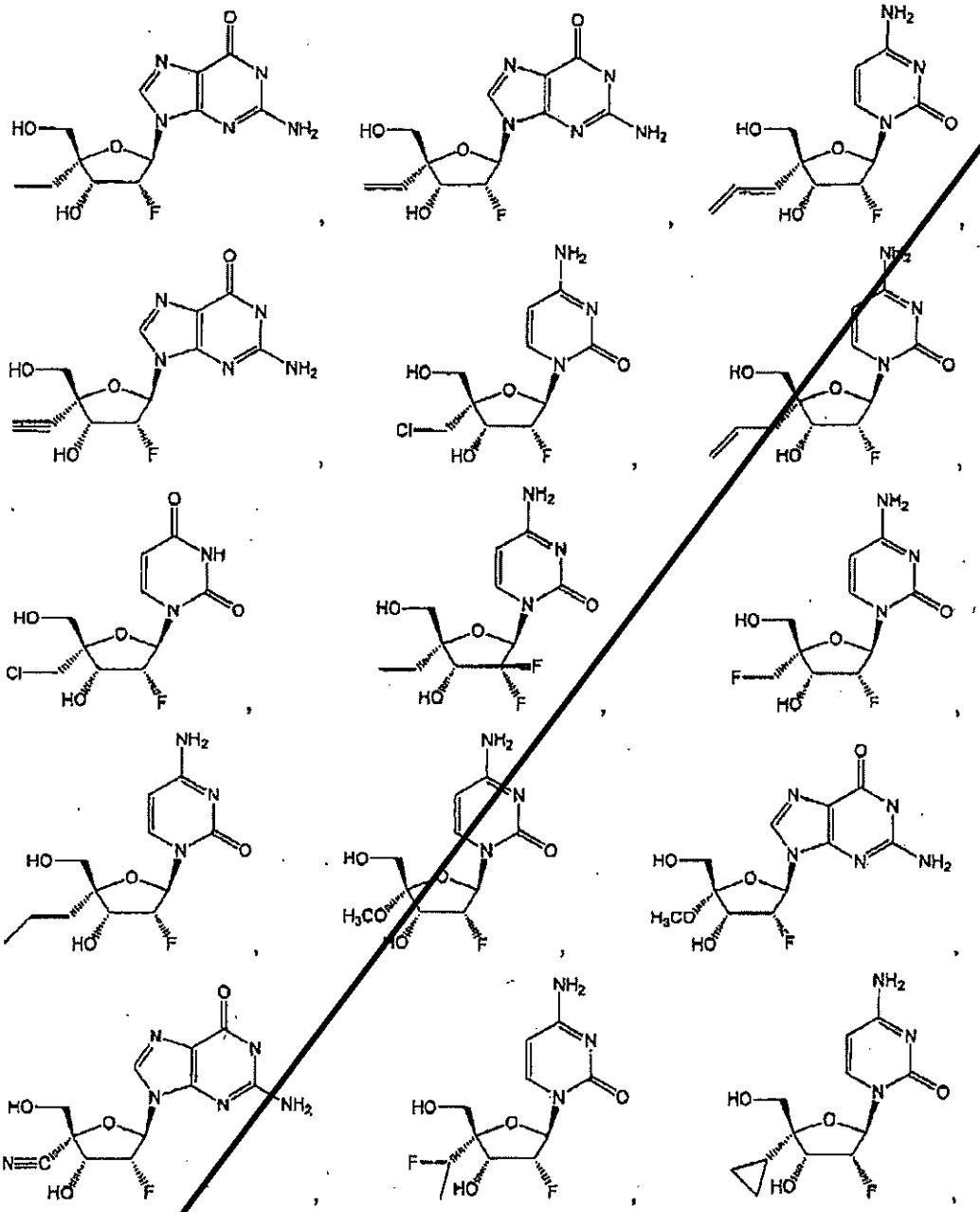

, or a pharmaceutically acceptable salt of the foregoing.

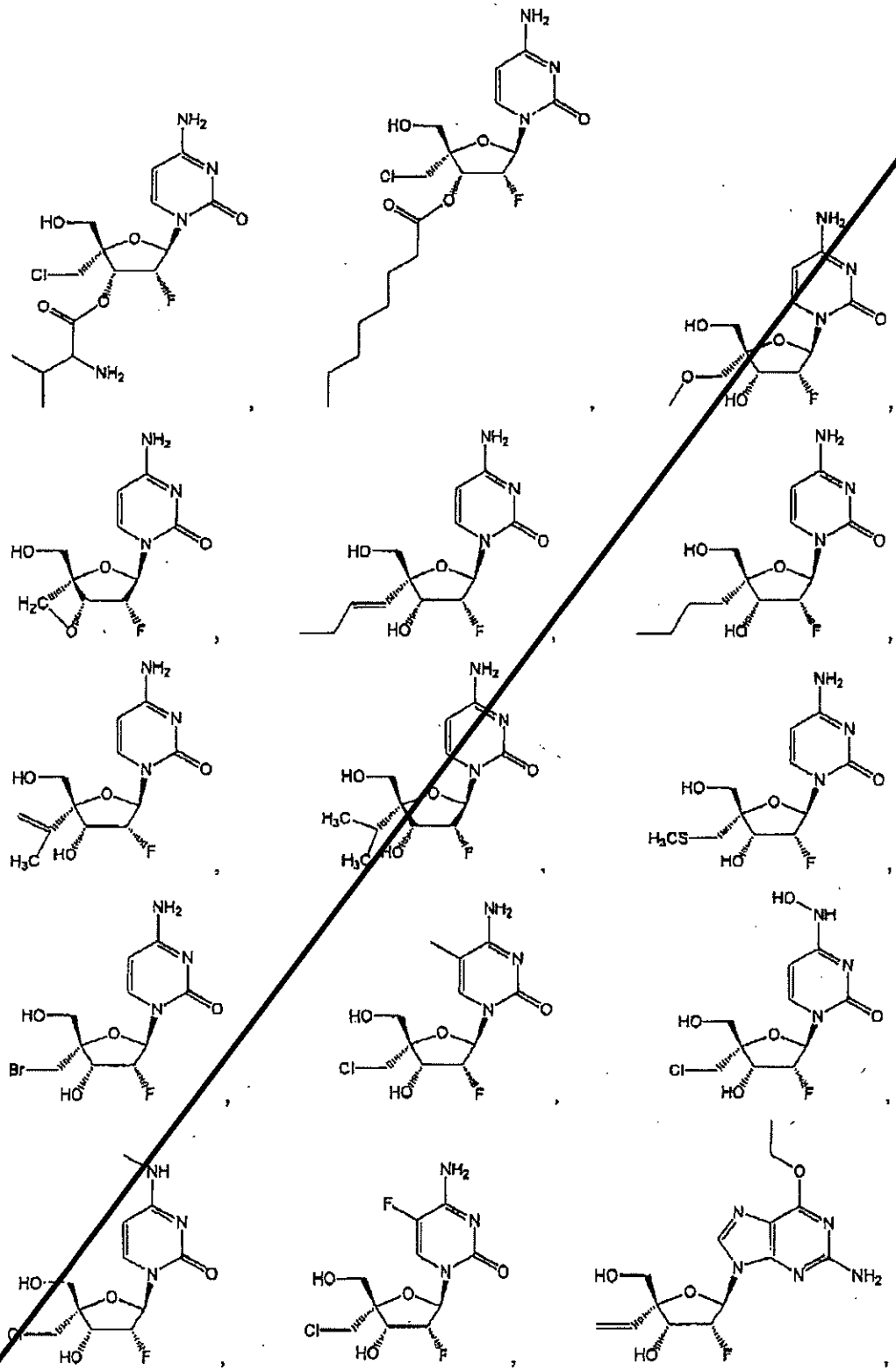
207. The compound of Claim 1, wherein the compound of Formula (I) is  , or a pharmaceutically acceptable salt thereof.

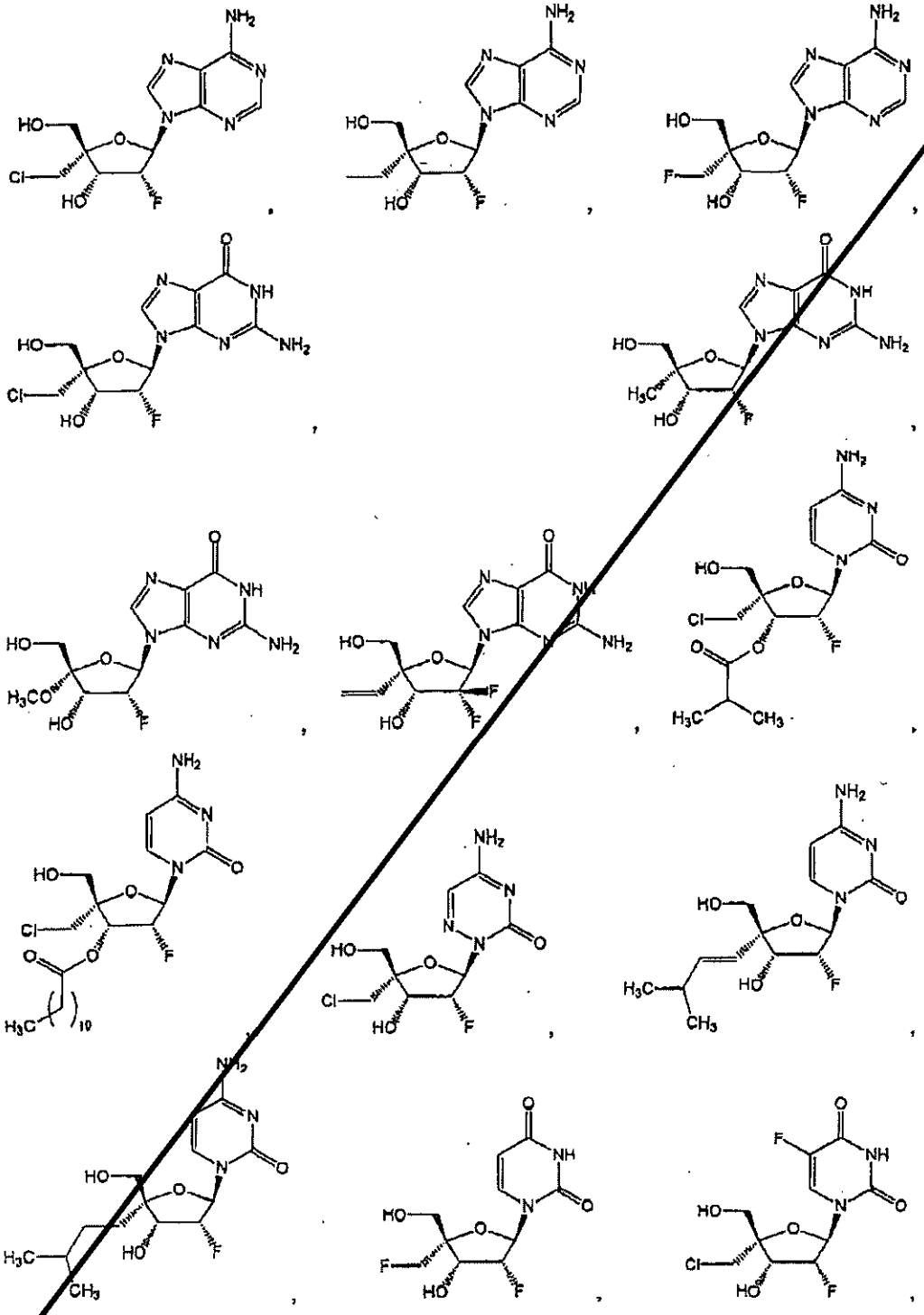
208. The compound of Claim 1, wherein the compound of Formula (I) is  , or a pharmaceutically acceptable salt thereof.

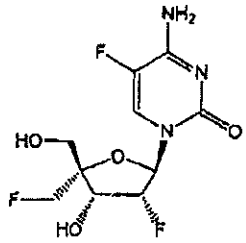
209. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of:





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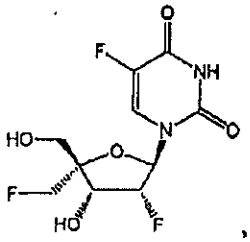
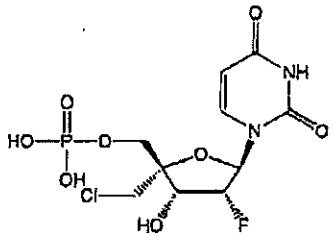

, or a pharmaceutically acceptable salt of the foregoing.

210. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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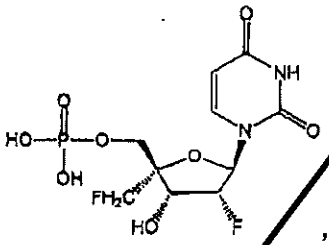
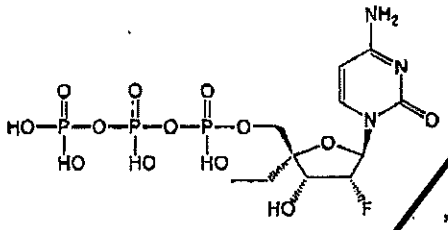

, or a pharmaceutically acceptable salt of the foregoing.

211. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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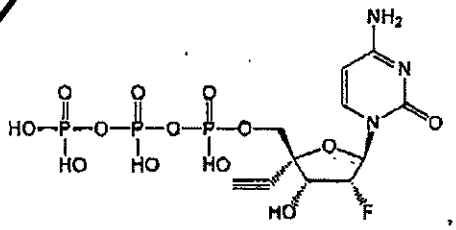
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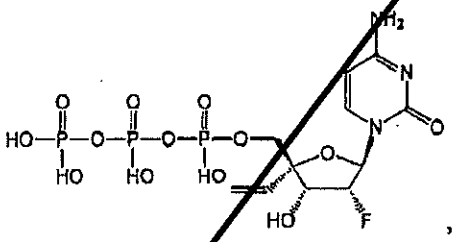
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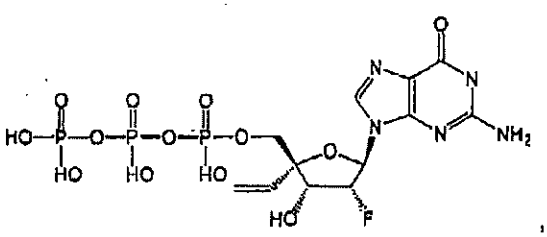
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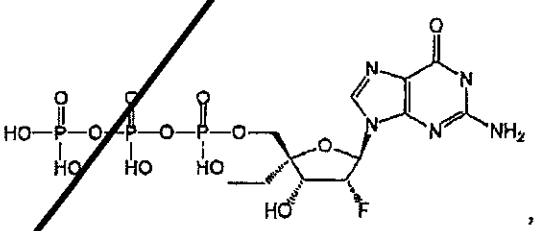
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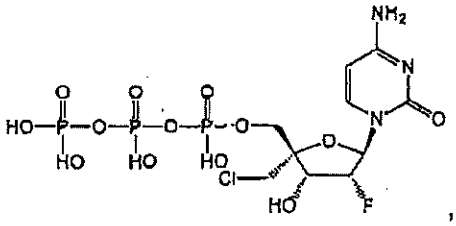
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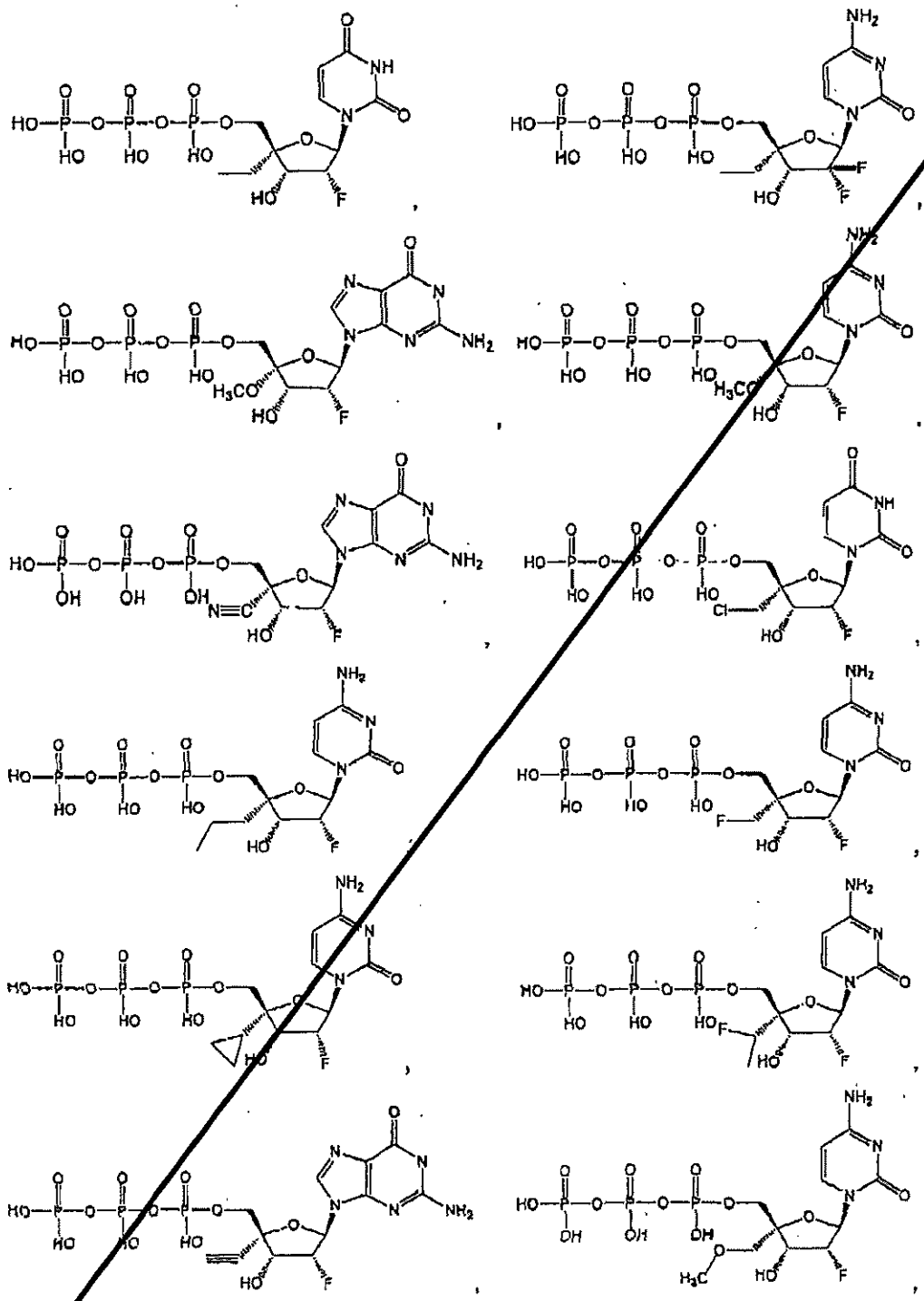

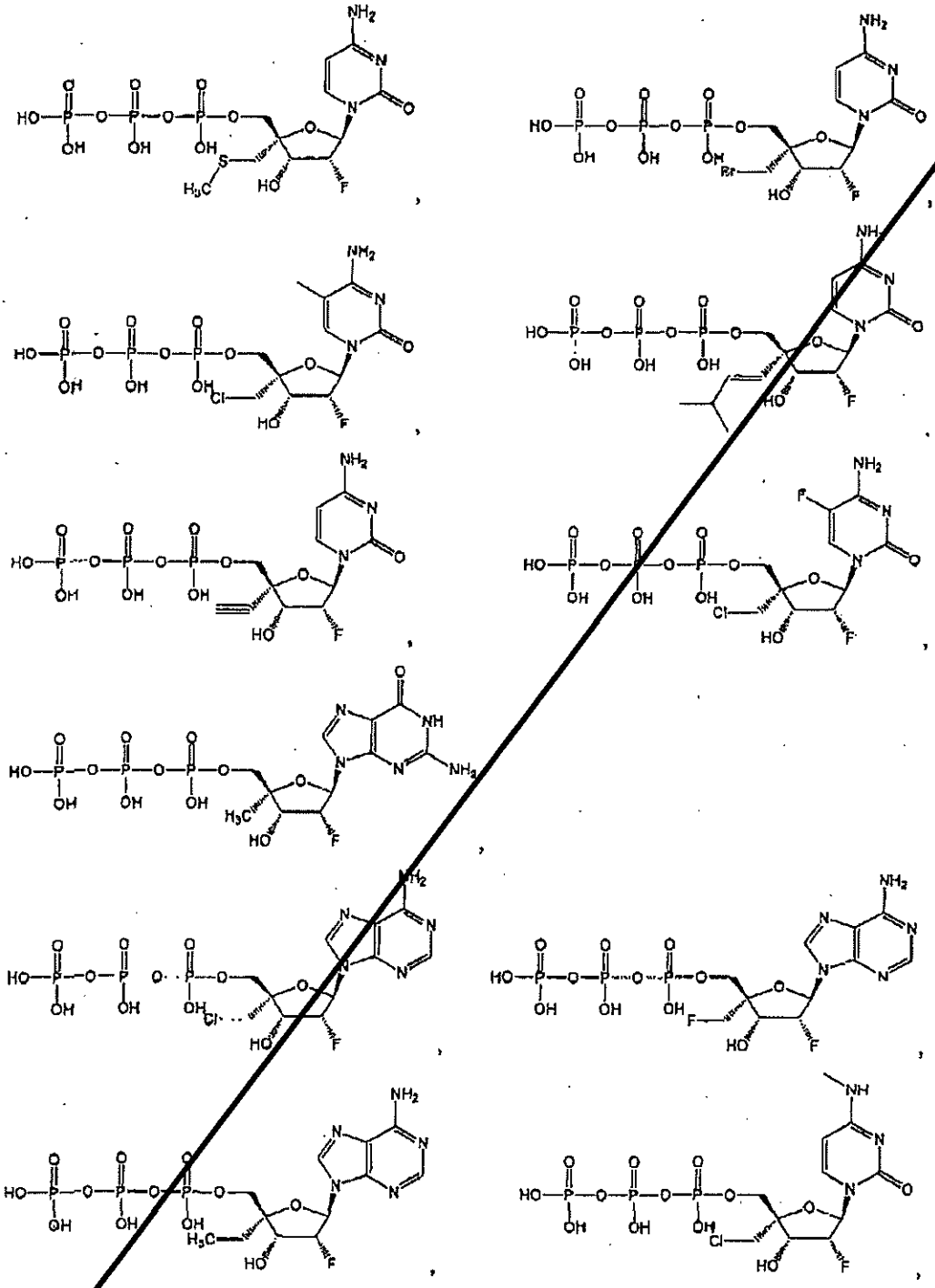

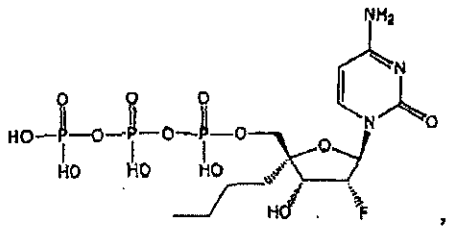
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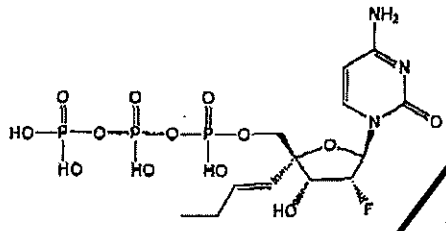
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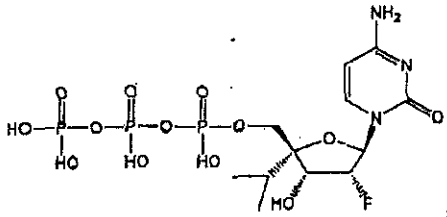
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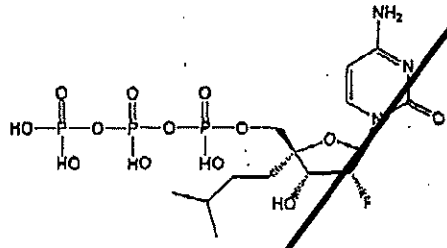
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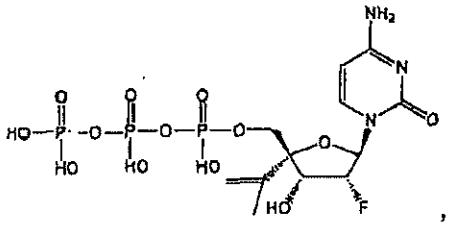
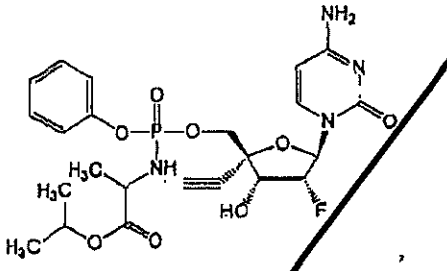

, or a pharmaceutically acceptable salt of the foregoing.

212. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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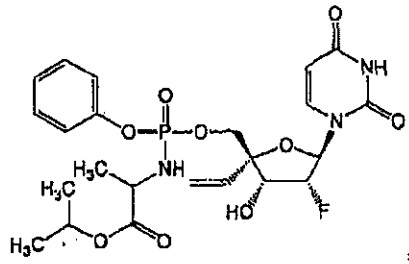
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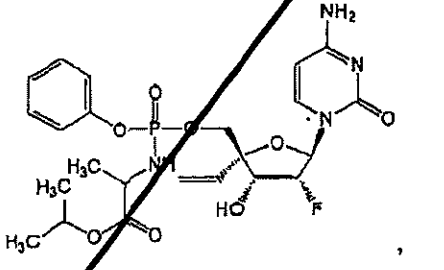
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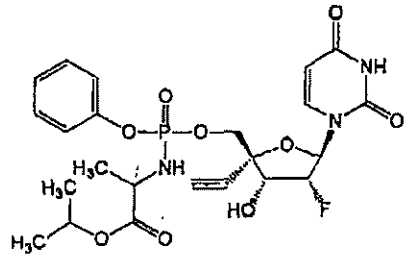
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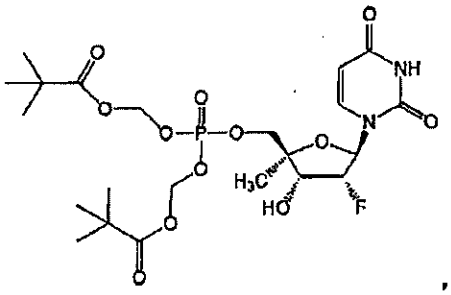
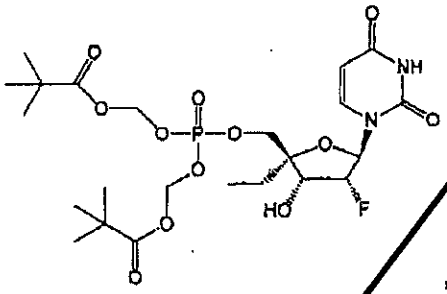
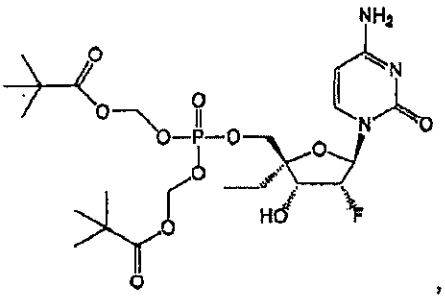
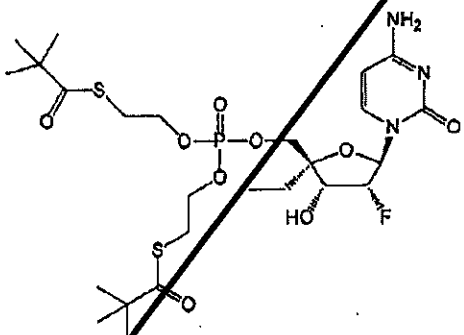
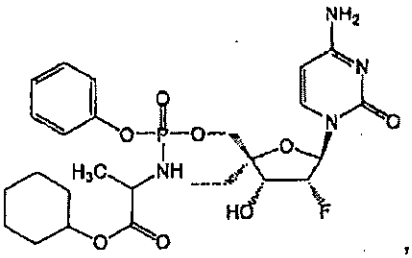
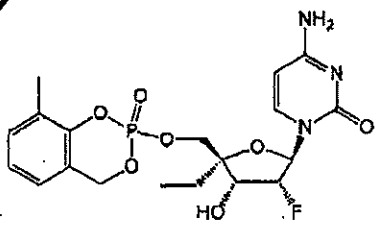
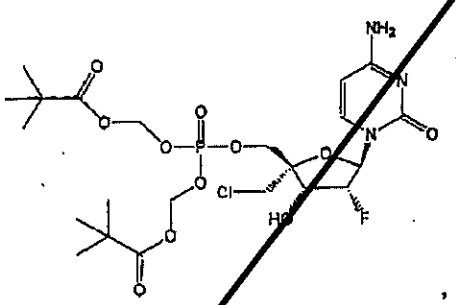
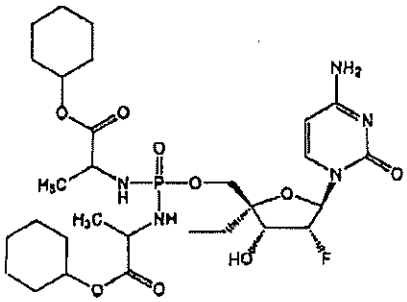
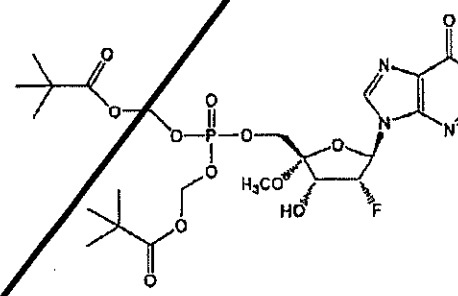
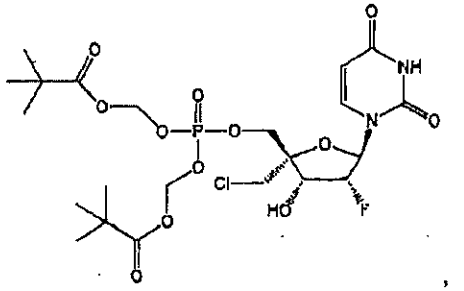
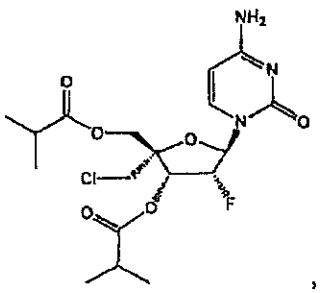
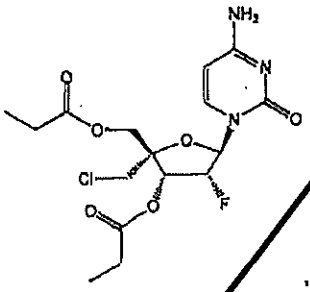
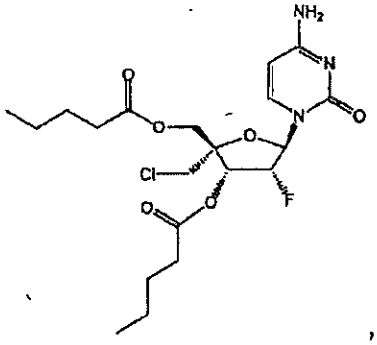
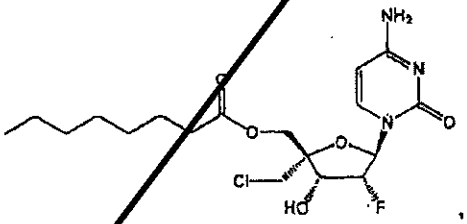
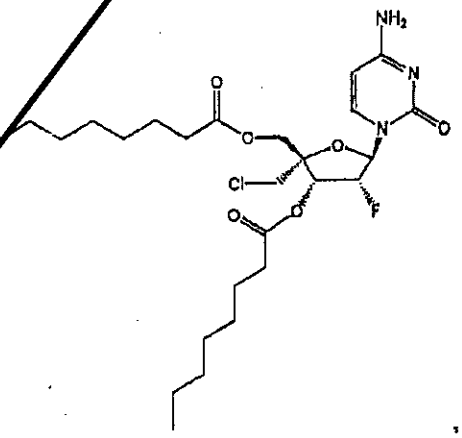











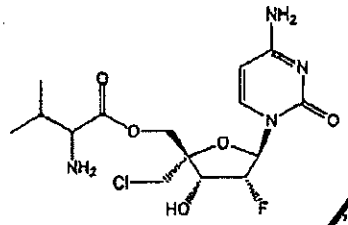


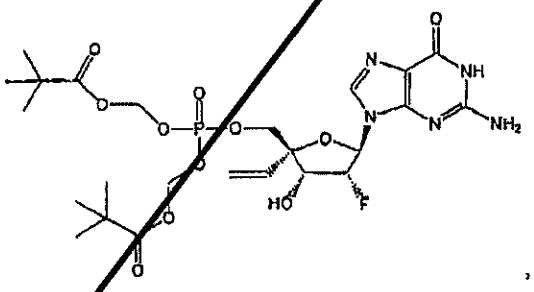


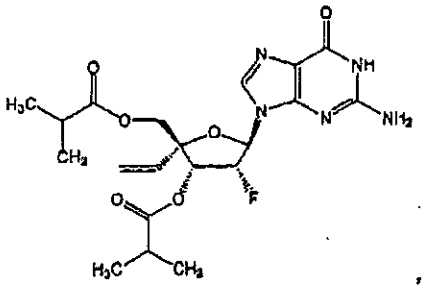


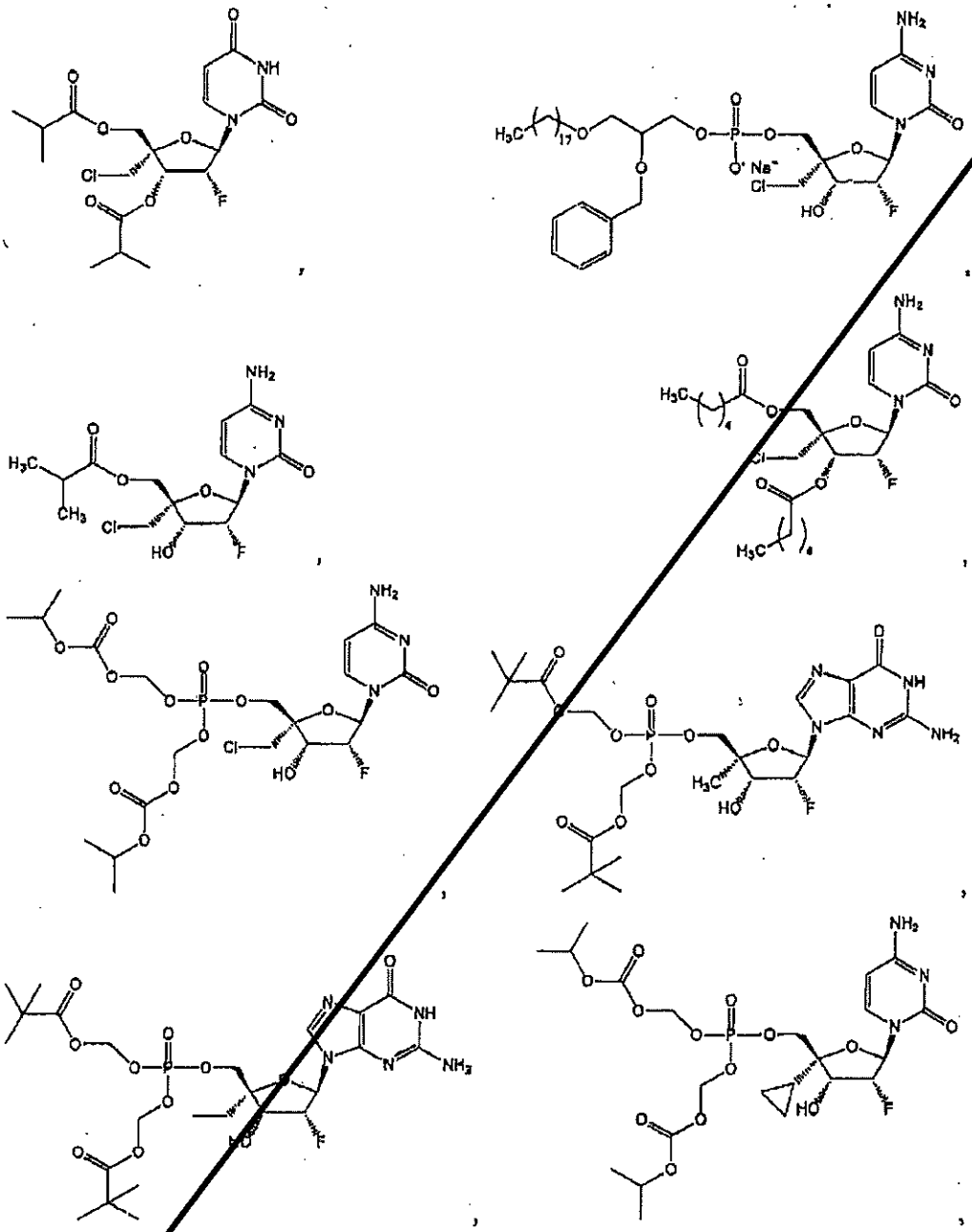


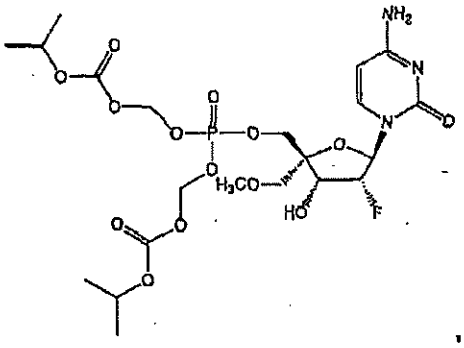
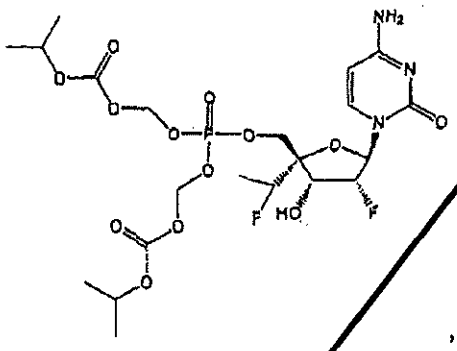
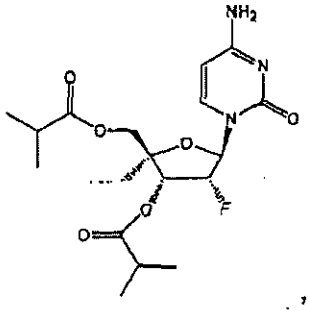
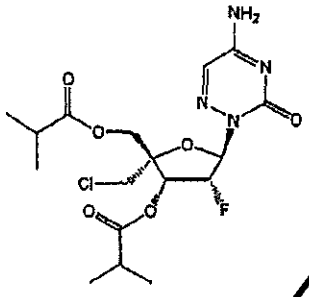




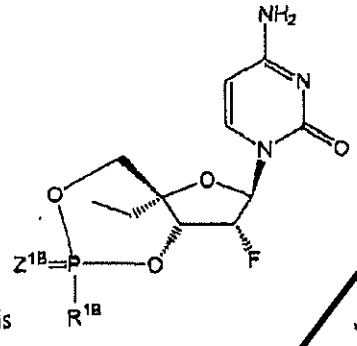




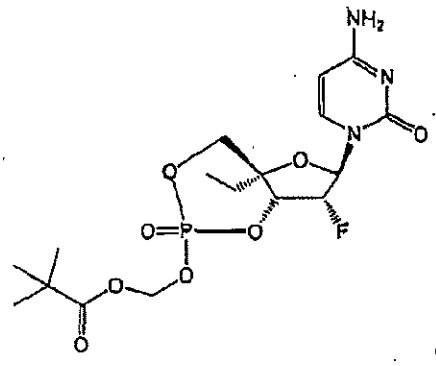
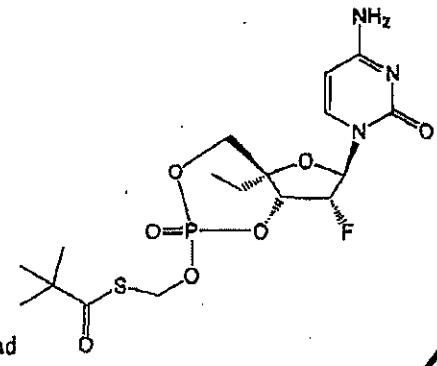


, and or a pharmaceutically acceptable salt of the foregoing.

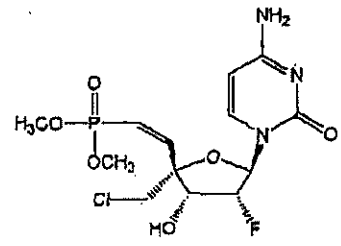
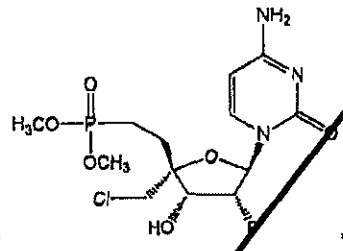
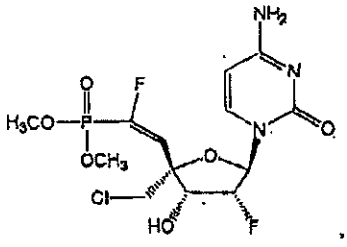
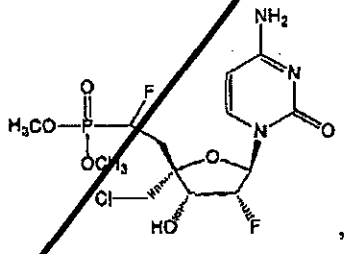
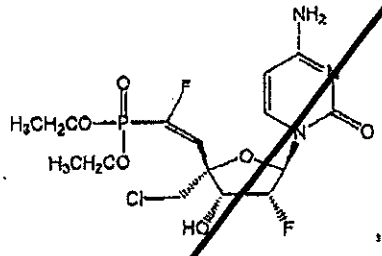
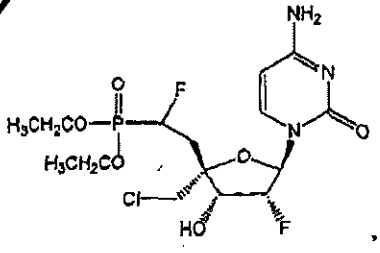
213. The compound of Claim 107, wherein the compound of Formula (II) is  , or a pharmaceutically acceptable salt thereof.

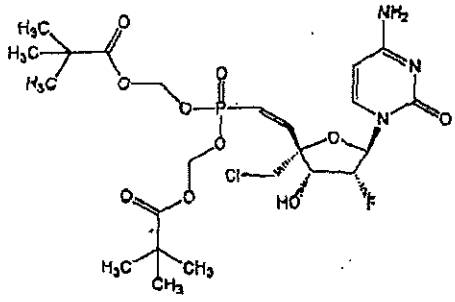
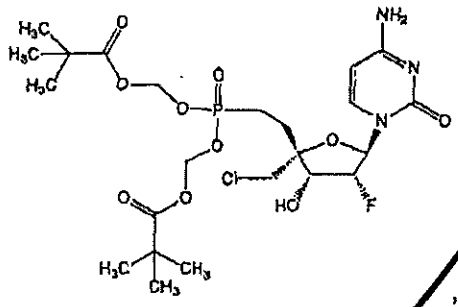
214. The compound of Claim 107, wherein the compound of Formula (II) is selected from the group consisting of:

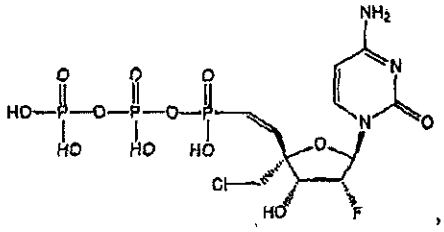
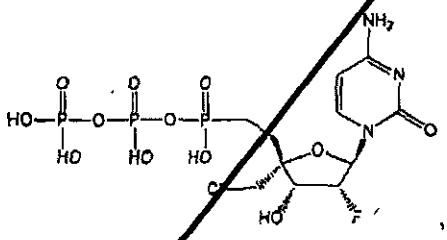
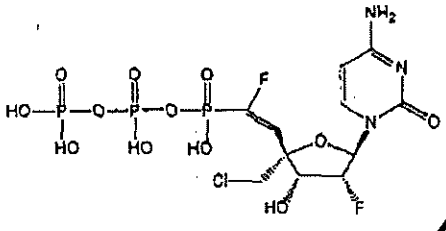
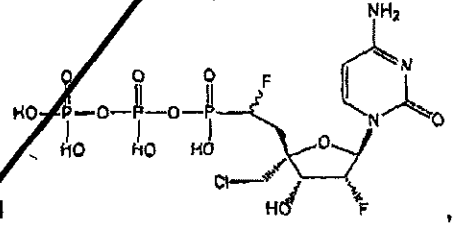
and or a pharmaceutically acceptable salt of the foregoing.

215. The compound of Claim 147, wherein the compound of Formula (III) is selected from the group consisting of:


and

, or a pharmaceutically acceptable salt of the foregoing.

216. The compound of Claim 147, wherein the compound of Formula (III) is selected from the group consisting of:


,

,

and

, or a pharmaceutically acceptable salt of the foregoing.

217. A pharmaceutical composition comprising an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient, or combination thereof.

218. A method for ameliorating or treating a viral infection comprising administering to a subject identified as suffering from the viral infection an effective amount of a compound of any one of Claims 1-216 or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217; and wherein the viral infection is selected from a paramyxovirus viral infection and an orthomyxovirus viral infection.

219. A method for inhibiting replication of a virus comprising contacting a cell infected with the virus with an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217; and wherein the viral infection is selected from a paramyxovirus viral infection and an orthomyxovirus viral infection.

220. A method for ameliorating or treating a viral infection comprising contacting a cell infected with the virus in a subject identified as suffering from the viral infection with an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217; and wherein the viral infection is selected from a paramyxovirus viral infection and an orthomyxovirus viral infection.

221. A method for ameliorating or treating a viral infection in combination with one or more agents comprising administering to or contacting a cell in a subject identified as suffering from the viral infection with an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217; and wherein the viral infection is selected from a paramyxovirus viral infection and an orthomyxovirus viral infection.

222. The method of any one of Claims 218-221, wherein the viral infection is a paramyxovirus viral infection.

223. The method of Claim 222, wherein the paramyxovirus viral infection is a pneumoviral infection.

224. The method of Claim 223, wherein the pneumoviral viral infection is a human respiratory syncytial virus infection.

225. The method of any one of Claims 218-221, wherein the viral infection is an orthomyxovirus viral infection.

226. The method of Claim 225, wherein the orthomyxovirus viral infection is influenza.

227. The method of Claim 221, wherein the orthomyxovirus viral infection is an influenza virus infection; and wherein the one or more agents is selected from the group consisting of amantadine, rimantadine, zanamivir, oseltamivir, peramivir, laninamivir, favipiravir, fludase, ADS-8902, IFN-b, beraprost and VGX-3400X.

228. The method of any one of Claims 226-227, wherein the influenza is selected from the group consisting of influenza A, influenza B and influenza C.

229. The method of any one of Claims 226-227, wherein the influenza is selected from the group consisting of H1N1 and H3N2.

230. The method of Claim 221, wherein the paramyxovirus viral infection is a human respiratory syncytial virus infection; and wherein the one or more agents is selected from the group consisting of ribavirin, palivizumab, RSV-IGIV, ALN-RSV01, BMS-433771, RFI-641, RSV604, MDT-637, BTA9881, TMC-353121, MBX-300, YM-53403, RV568 and a RSV-F Particle Vaccine.

231. Use of an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217 in the preparation of a medicament for ameliorating or treating a viral infection selected from a paramyxovirus viral infection and an orthomyxovirus viral infection in a subject identified as suffering from the viral infection.

232. Use of an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217 in the preparation of a medicament for inhibiting replication of a virus selected from paramyxovirus and orthomyxovirus.

233. Use of an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217 in the preparation of a medicament for contacting a cell infected with a virus selected from paramyxovirus and orthomyxovirus.

234. Use of an effective amount of a compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 217 in the preparation of a medicament for ameliorating or treating a viral infection in combination with one or more agents comprising administering to or contacting a cell in a subject identified as suffering from the viral infection with an effective amount of the compound of any one of Claims 1-216, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of Claim 217; and wherein the viral infection is selected from a paramyxovirus viral infection and an orthomyxovirus viral infection.

235. The use of any one of Claims 231-234, wherein the viral infection is a paramyxovirus viral infection.

236. The use of Claim 235, wherein the paramyxovirus viral infection is a pneumoviral infection.

237. The use of Claim 236, wherein the pneumoviral viral infection is a human respiratory syncytial virus infection.

238. The use of any one of Claims 231-234, wherein the viral infection is an orthomyxovirus viral infection.

239. The use of Claim 238, wherein the orthomyxovirus viral infection is influenza.

240. The use of Claim 234, wherein the orthomyxovirus viral infection is an influenza virus infection; and wherein the one or more agents is selected from the group consisting of amantadine, rimantadine, zanamivir, oseltamivir, peramivir, laninamivir, favipiravir, fludase, ADS-8902, IFN-b. beraprost and VGX-3400X.

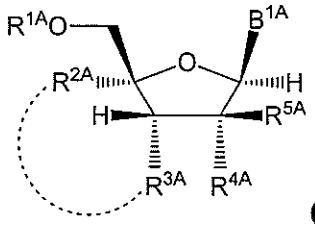
241. The use of any one of Claims 239-240, wherein the influenza is selected from the group consisting of *influenza A, influenza B* and *influenza C*.

242. The use of any one of Claims 239-240, wherein the influenza is selected from the group consisting of H1N1 and H3N2.

243. The use of Claim 234, wherein the paramyxovirus viral infection is a human respiratory syncytial virus infection; and wherein the one or more agents is selected from the group consisting of ribavirin, palivizumab, RSV-IGIV, ALN-RSV01, BMS-433771, RFI-641, RSV604, MDT-637, BTA9881, TMC-353121, MBX-300, YM-53403, RV568 and a *RSV-F* Particle Vaccine.

CLAIMS

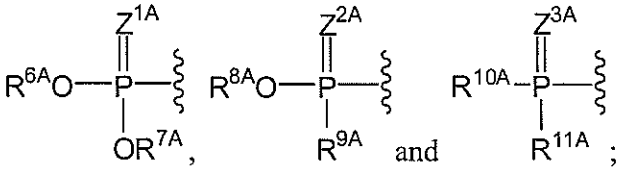
1. A compound selected from Formula (I), or a pharmaceutically acceptable salt thereof:



(I)

wherein:

B^{1A} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

R^{1A} is selected from the group consisting of hydrogen, an optionally substituted acyl, an optionally substituted O-linked amino acid,  ;

the dashed line (------) is absent;

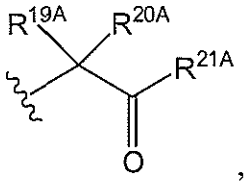
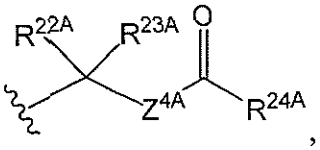
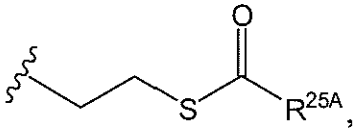
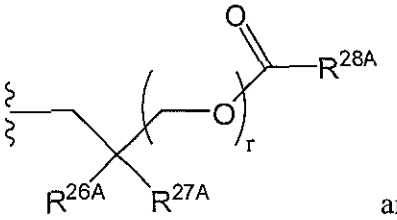
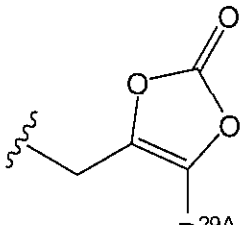
R^{2A} is selected from the group consisting of an unsubstituted C_{1-6} alkyl, a halogen substituted C_{1-6} alkyl, a hydroxy substituted C_{1-6} alkyl, an alkoxy substituted C_{1-6} alkyl, a sulfenyl substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted $-O-C_{1-6}$ alkyl, an optionally substituted $-O-C_{3-6}$ alkenyl, an optionally substituted $-O-C_{3-6}$ alkynyl and cyano;

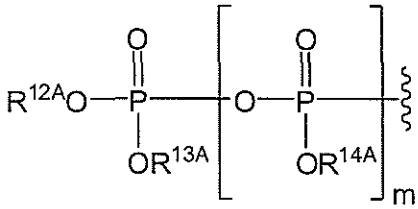
R^{3A} is selected from the group consisting of OH, $-OC(=O)R"^{A}$ and an optionally substituted O-linked amino acid;

R^{4A} is fluoro or chloro;

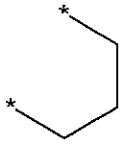
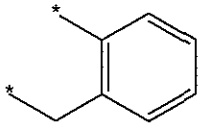
R^{5A} is hydrogen or halogen;

R^{6A}, R^{7A} and R^{8A} are independently selected from the group consisting of absent, hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted $*-(CR^{15A}R^{16A})_p-O-C_{1-24}$

alkyl, an optionally substituted *–$(CR^{17A}R^{18A})_q$–O–C_{1-24} alkenyl,  ,  ,  ,  and  ; or



R^{6A} is absent or hydrogen; or

R^{6A} and R^{7A} are taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6A} and R^{7A}, the phosphorus and the moiety form a six-membered to ten-membered ring system;.

R^{9A} is independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, $NR^{30A}R^{31A}$, an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

R^{10A} and R^{11A} are independently an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative;

R^{12A}, R^{13A} and R^{14A} are independently absent or hydrogen;

each R^{15A}, each R^{16A}, each R^{17A} and each R^{18A} are independently hydrogen, an optionally substituted C_{1-24} alkyl or alkoxy;

R^{19A}, R^{20A}, R^{22A} and R^{23A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{21A} and R^{24A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl and an optionally substituted –O–aryl;

R^{25A} and R^{29A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{26A} and R^{27A} are independently -C≡N or an optionally substituted substituent selected from the group consisting of C_{2-8} organylcarbonyl, C_{2-8} alkoxycarbonyl and C_{2-8} organylaminocarbonyl;

R^{28A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-24}-alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl;

R^{30A} and R^{31A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24}-alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl;

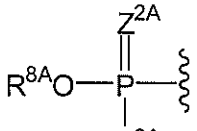
R''^{A} is an optionally substituted C_{1-24}-alkyl;

m is 0 or 1;

p and q are independently selected from the group consisting of 1, 2 and 3;

r is 1 or 2;

Z^{1A}, Z^{2A}, Z^{3A} and Z^{4A} are independently O or S; and

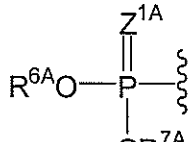
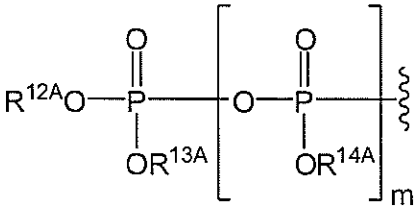


provided that when R^{1A} is R^{9A} wherein R^{8A} is an unsubstituted C_{1-4} alkyl or phenyl optionally para-substituted with a halogen or methyl and R^{9A} is methyl ester, ethyl ester, isopropyl ester, n-butyl ester, benzyl ester or phenyl ester of an amino acid selected from the group consisting of glycine, alanine, valine, leucine, phenylalanine, tryptophan, methionine and

proline; R^{3A} is OH; R^{4A} is fluoro; R^{5A} is fluoro or hydrogen; and B^{1A} is an unsubstituted uracil; then R^{2A} cannot be $-OCH_3$;

provided that when R^{1A} is H; R^{3A} is OH; R^{4A} is fluoro; R^{5A} is fluoro; and B^{1A} is an unsubstituted cytosine; then R^{2A} cannot be allenyl; and

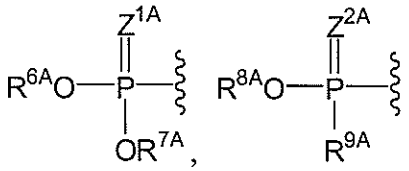
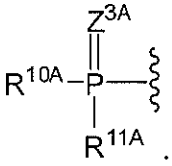
provided that when R^{1A} is H; R^{3A} is OH; R^{4A} is fluoro; R^{5A} is fluoro; and B^{1A} is an unsubstituted cytosine; then R^{2A} cannot be ethynyl.

2. The compound of Claim 1, wherein R^{1A} is  ; R^{6A} is  ; and R^{7A} is absent or hydrogen.

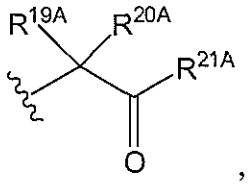
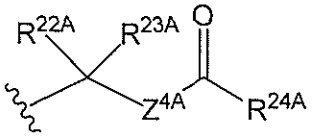
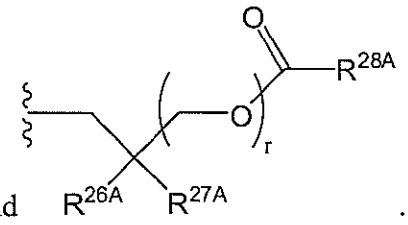
3. The compound of Claim 1, wherein R^{1A} is an optionally substituted acyl.

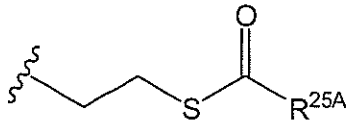
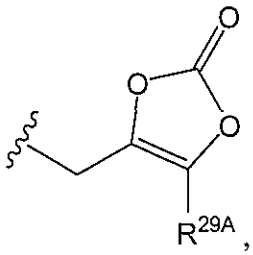
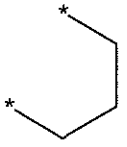
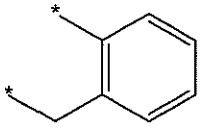
4. The compound of Claim 1, wherein R^{1A} is H.

5. The compound of Claim 1, wherein R^{1A} is an optionally substituted O-linked amino acid.

6. The compound of Claim 1, wherein R^{1A} is  , or  .

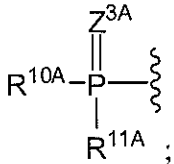
7. The compound of Claim 6, wherein both R^{6A} and R^{7A} are independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl and an optionally substituted aryl(C_{1-6} alkyl).

8. The compound of Claim 6, wherein both R^{6A} and R^{7A} are independently selected from the group consisting of  ,  ,  and .

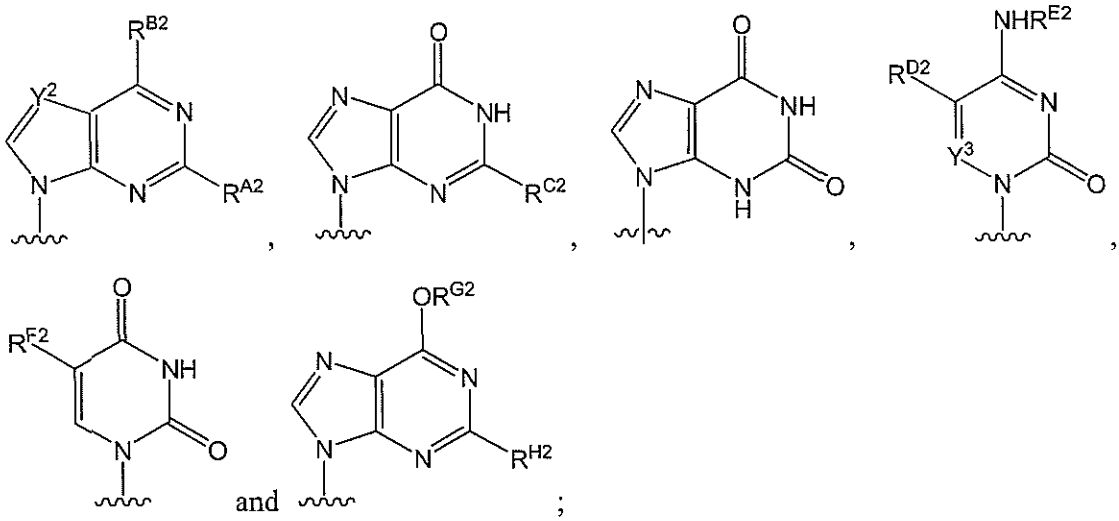
9. The compound of Claim 6, wherein R^{6A} and R^{7A} are both  ,  , $*-(CR^{15A}R^{16A})_p-O-C_{1-24}$ alkyl or $*-(CR^{17A}R^{18A})_q-O-C_{2-24}$ alkenyl; or wherein R^{6A} and R^{7A} can be taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6A} and R^{7A}, the phosphorus and the moiety form a six-membered to ten-membered ring system.

10. The compound of Claim 6, wherein R^{8A} is selected from the group consisting of absent, hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl and an optionally substituted C_{3-6} cycloalkenyl; and R^{9A} is independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl and $NR^{30A}R^{31A}$.

11. The compound of Claim 6, wherein R^{8A} is an optionally substituted aryl; and R^{9A} is an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

12. The compound of Claim 6, wherein R^{1A} is  ; and.R^{10A} and R^{11A} are both independently an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

13. The compound of Claim 1, wherein B^{1A} is selected from the group consisting of:



wherein:

R^{A2} is selected from the group consisting of hydrogen, halogen and NHR^{J2}, wherein R^{J2} is selected from the group consisting of hydrogen, $-C(=O)R^{K2}$ and $-C(=O)OR^{L2}$;

R^{B2} is halogen or NHR^{W2}, wherein R^{W2} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{M2}$ and $-C(=O)OR^{N2}$;

R^{C2} is hydrogen or NHR^{O2}, wherein R^{O2} is selected from the group consisting of hydrogen, $-C(=O)R^{P2}$ and $-C(=O)OR^{Q2}$;

R^{D2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{E2} is selected from the group consisting of hydrogen, hydroxy, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{R2}$ and $-C(=O)OR^{S2}$;

R^{F2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

Y^2 and Y^3 are independently N or CR^{I2}, wherein R^{I2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{2-6}-alkenyl and an optionally substituted C_{2-6}-alkynyl;

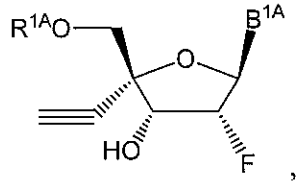
R^{G2} is an optionally substituted C_{1-6} alkyl;

R^{H2} is hydrogen or NHR^{T2}, wherein R^{T2} is independently selected from the group consisting of hydrogen, $-C(=O)R^{U2}$ and $-C(=O)OR^{V2}$; and

R^{K2}, R^{L2}, R^{M2}, R^{N2}, R^{P2}, R^{Q2} R^{R2}, $R^{S2,}$ R^{U2} and R^{V2} are independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heteroalicyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heteroalicyclyl(C_{1-6} alkyl).

14. The compound of Claim 1, wherein R^{2A} is a halogen substituted C_{1-6} alkyl or a sulfenyl substituted C_{1-6} alkyl, and R^{3A} is OH or $-OC(=O)R^{"A}$.

15. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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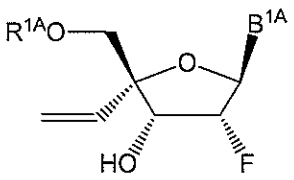
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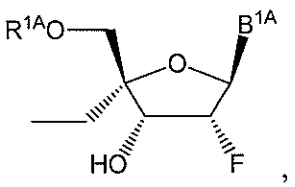
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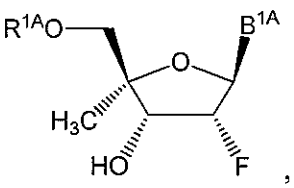
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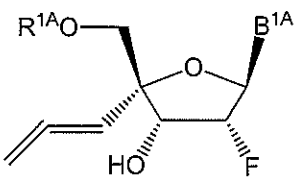
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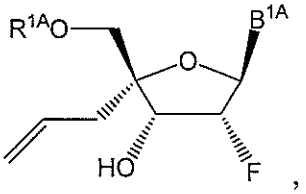
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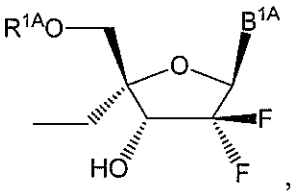
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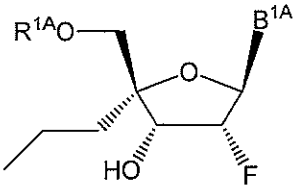
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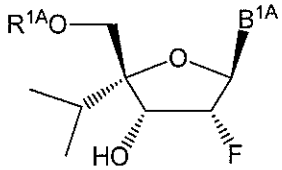
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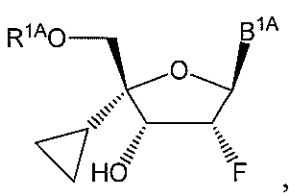
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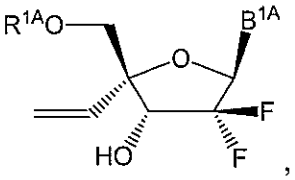
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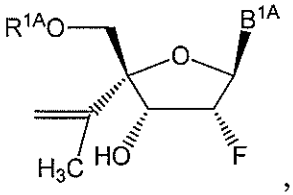
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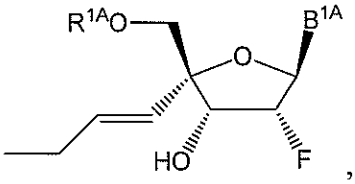
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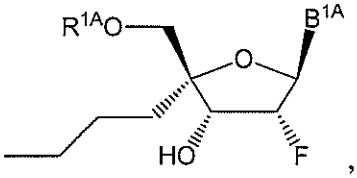
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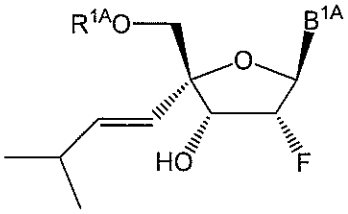
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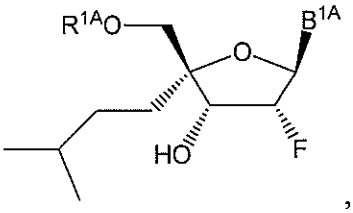
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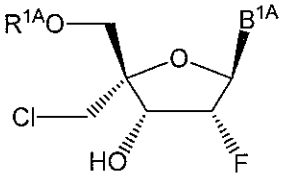
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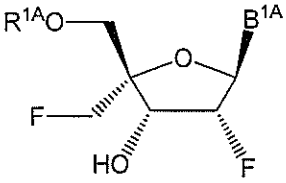
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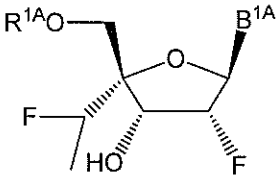
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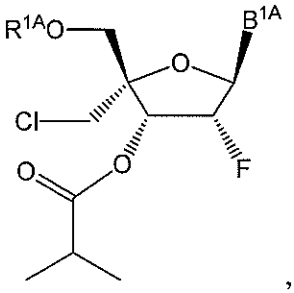
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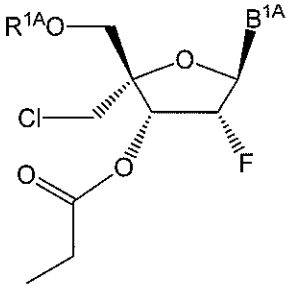
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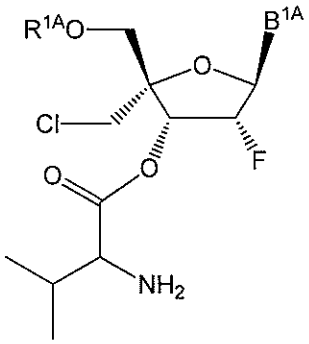
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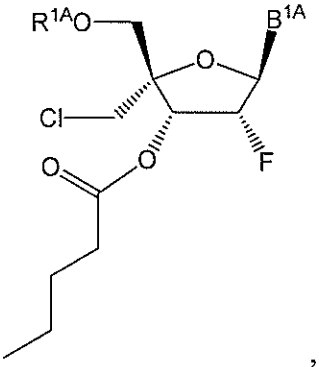
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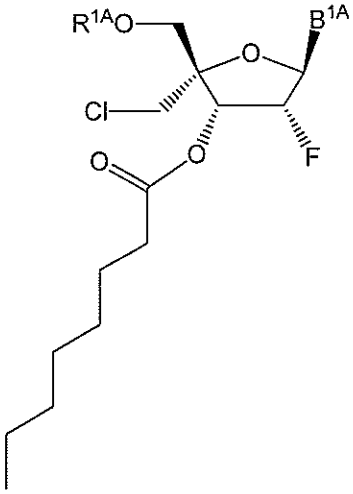
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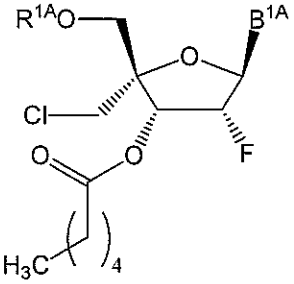
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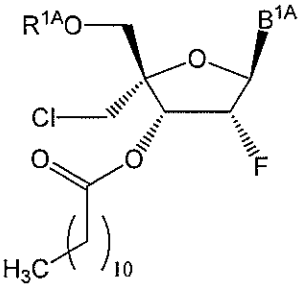
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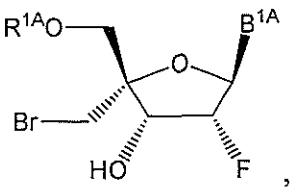
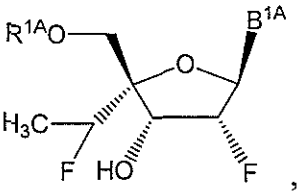
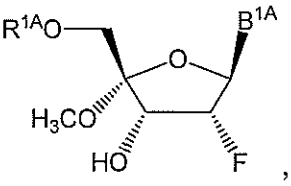
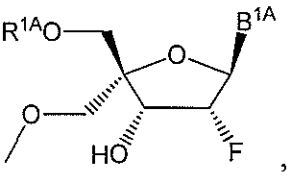
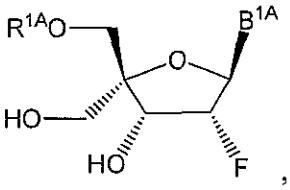
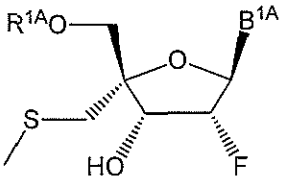
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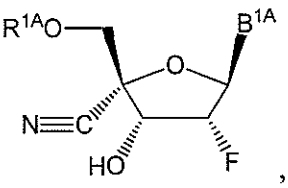
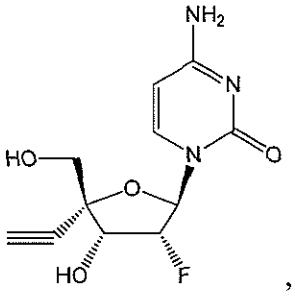
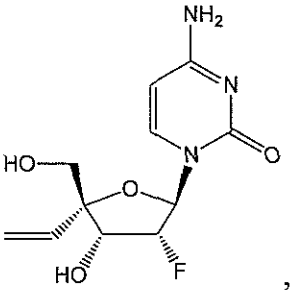
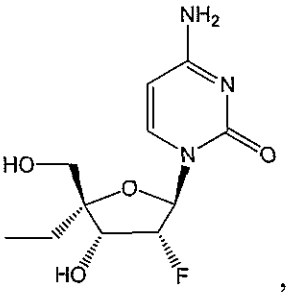
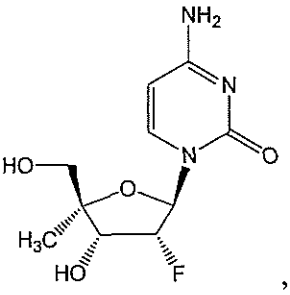
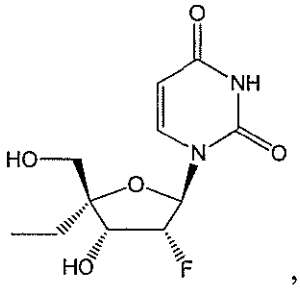
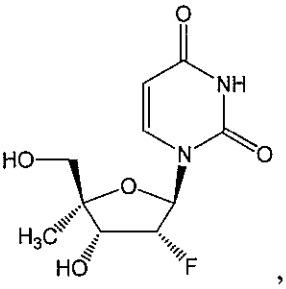
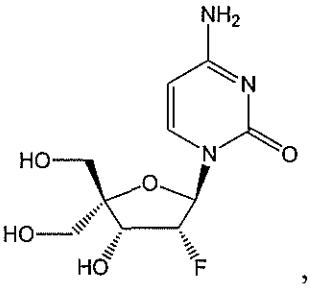
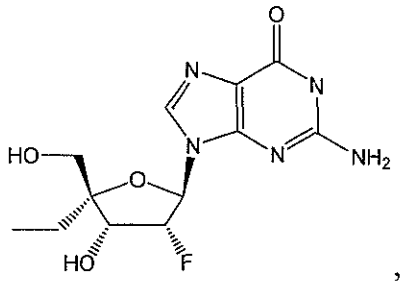
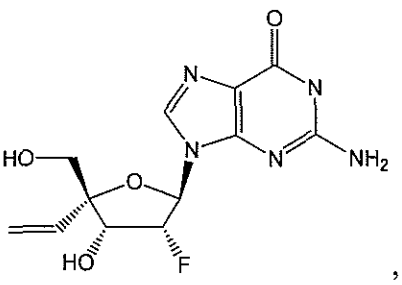
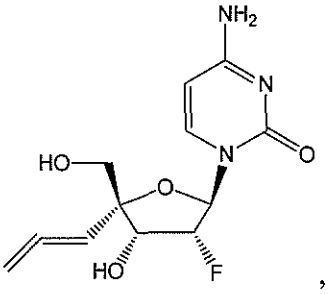
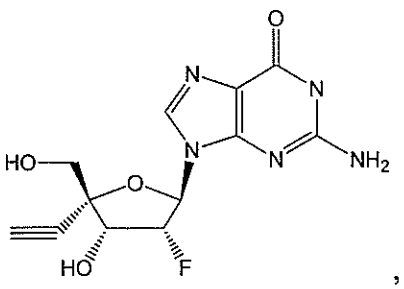

, or a pharmaceutically acceptable salt thereof.

16. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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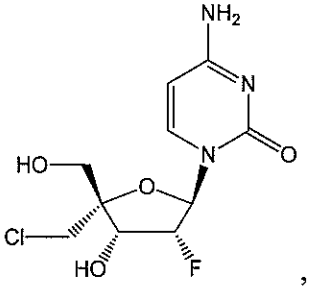
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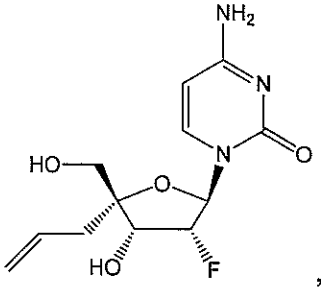
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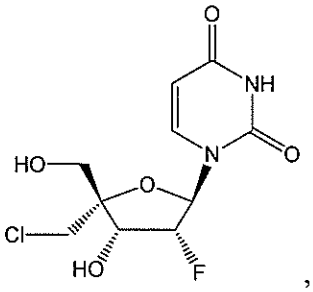
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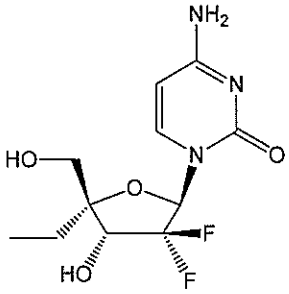
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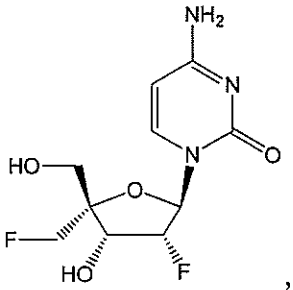
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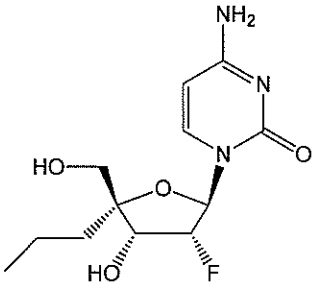
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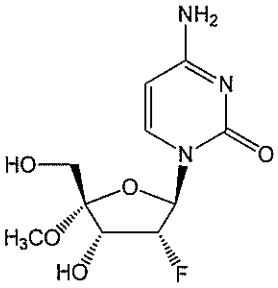
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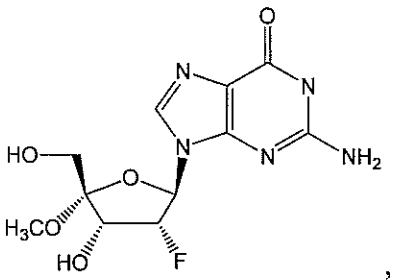
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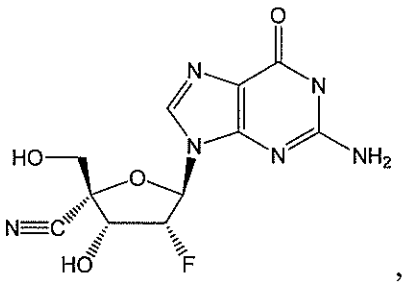
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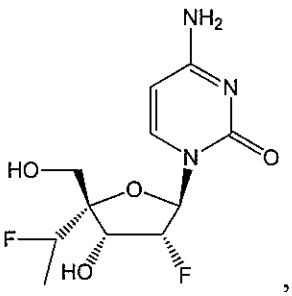
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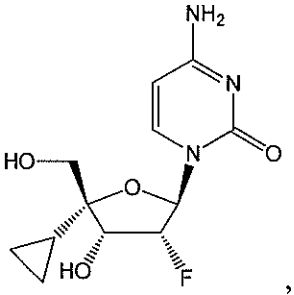
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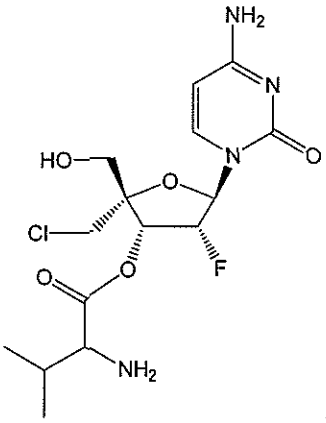
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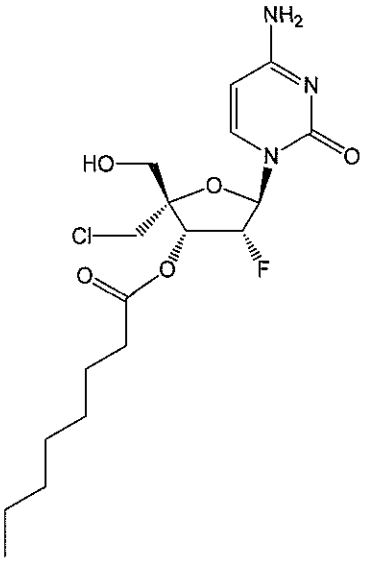
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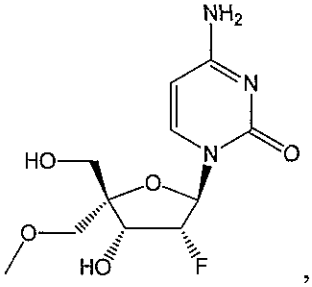
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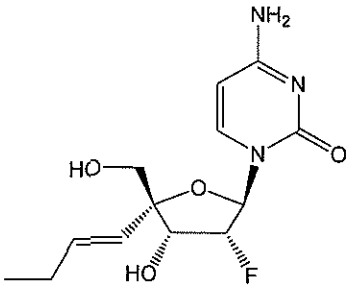
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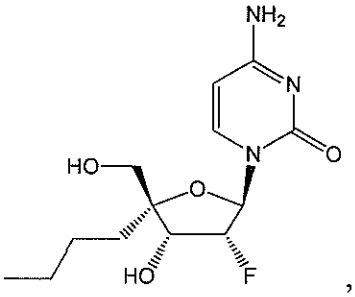
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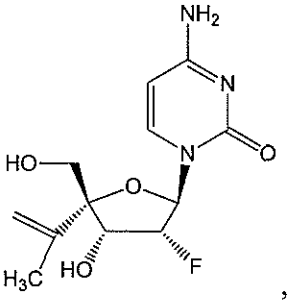
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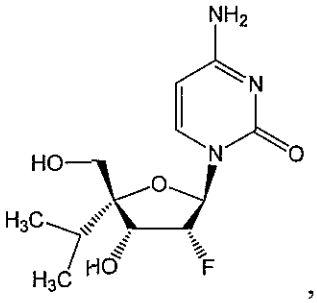
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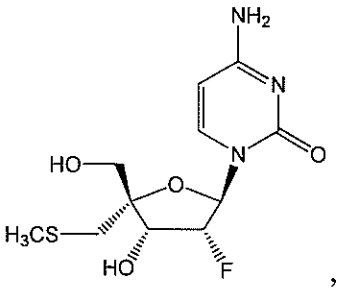
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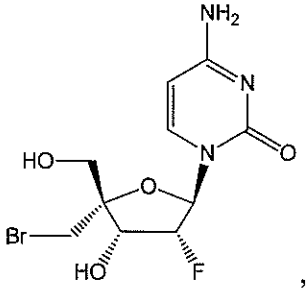
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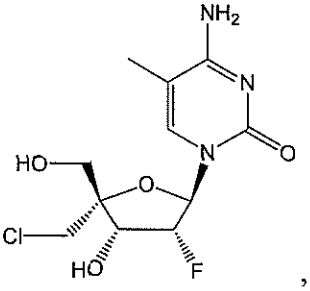
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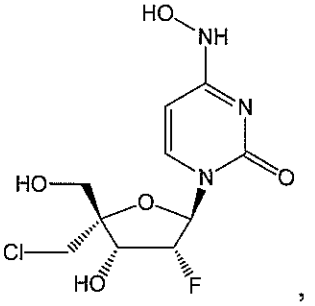
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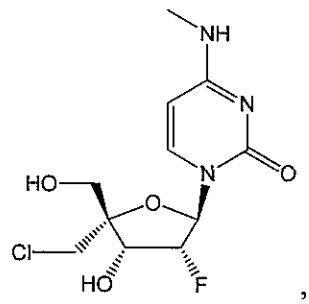
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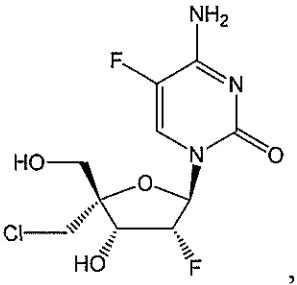
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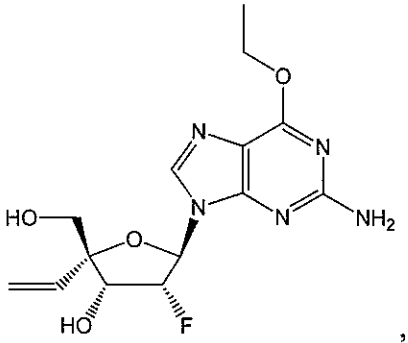
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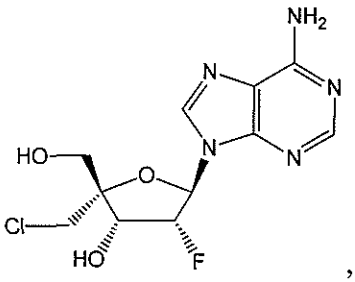
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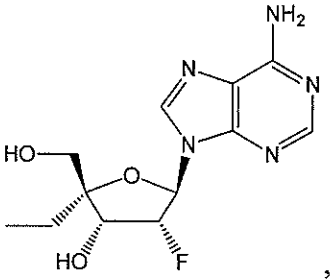
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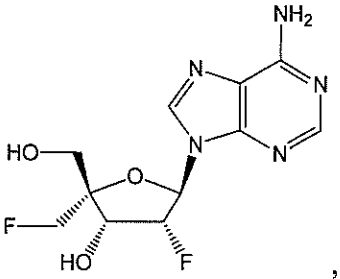
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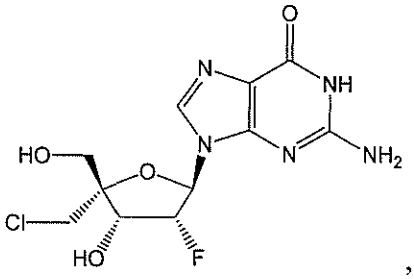
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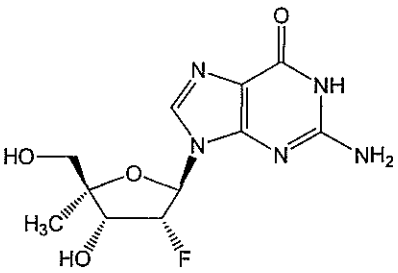
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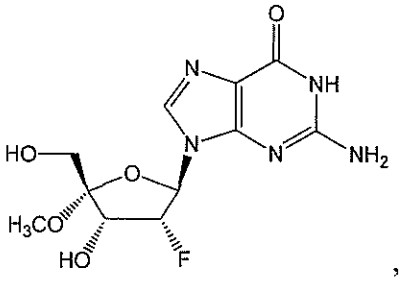
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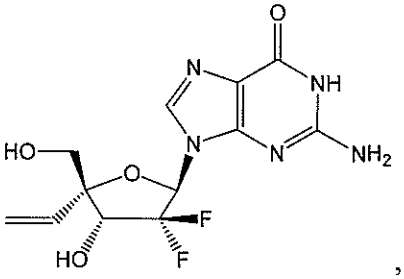
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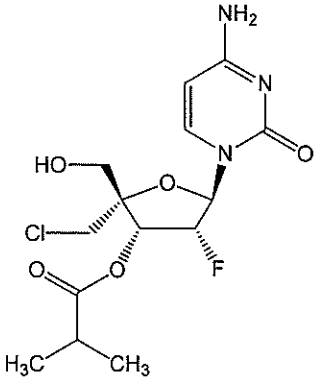
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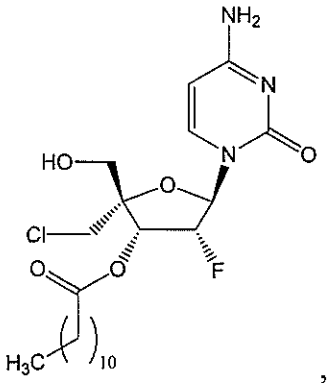
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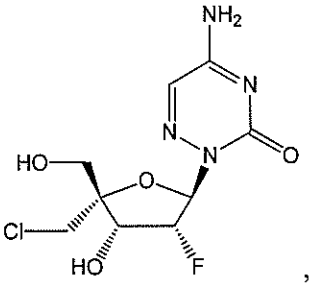
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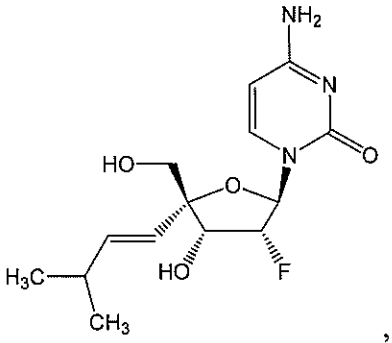
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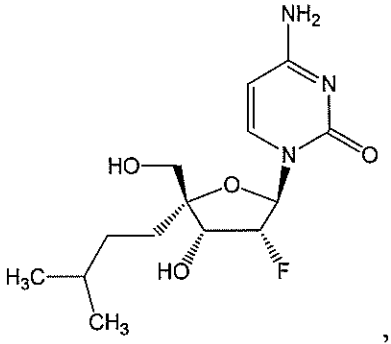
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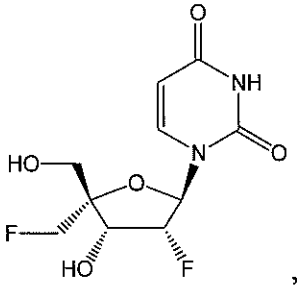
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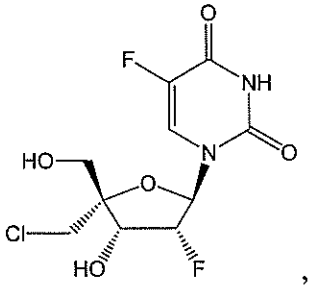
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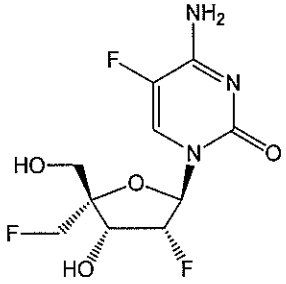
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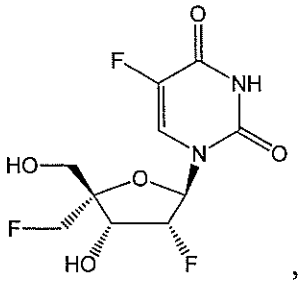
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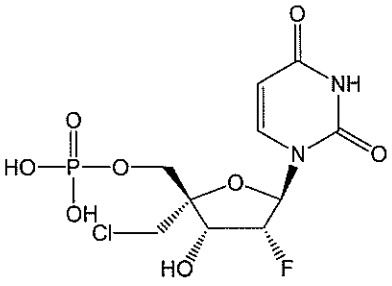
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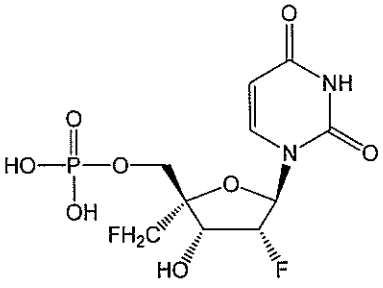
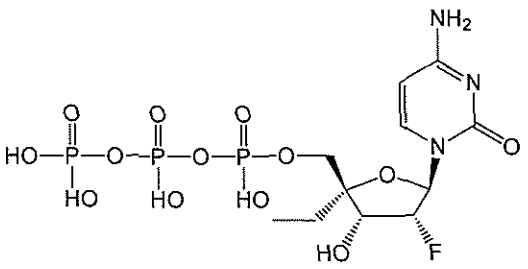

, or a pharmaceutically acceptable salt of the foregoing.

17. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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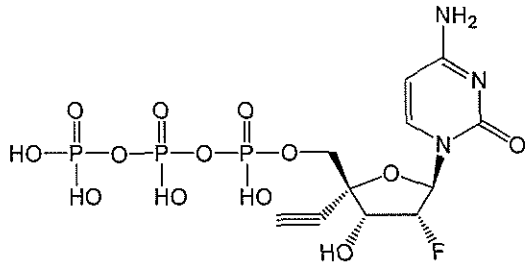
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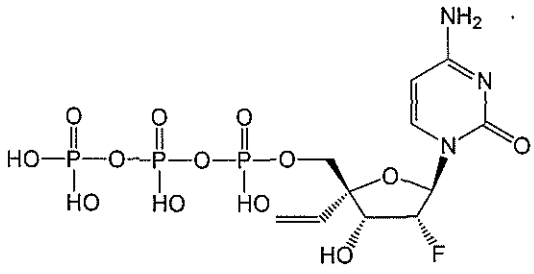
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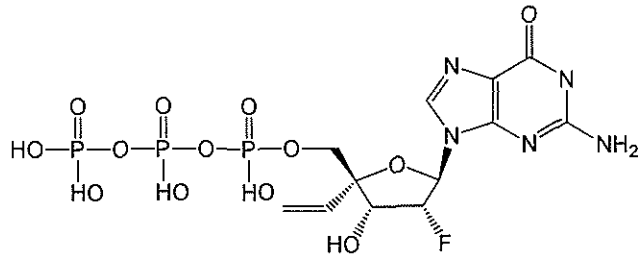
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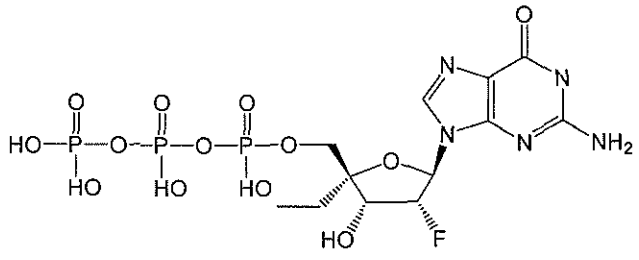
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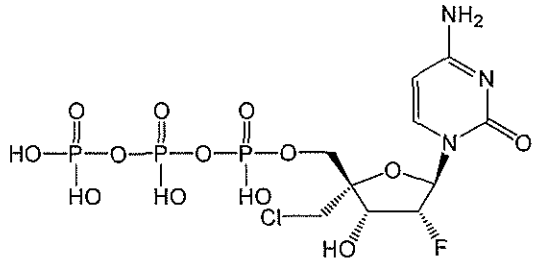
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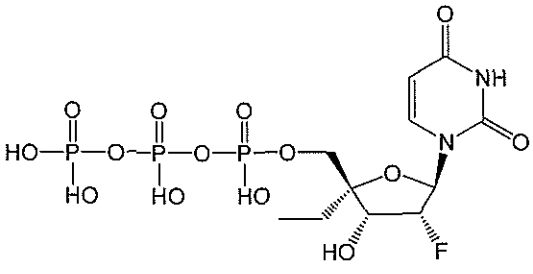
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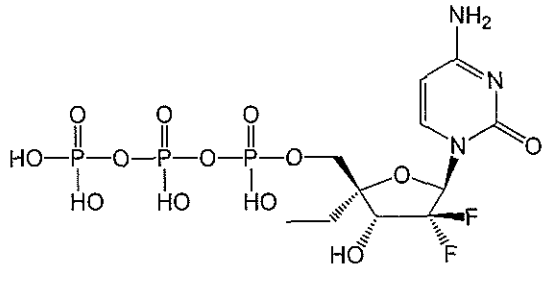
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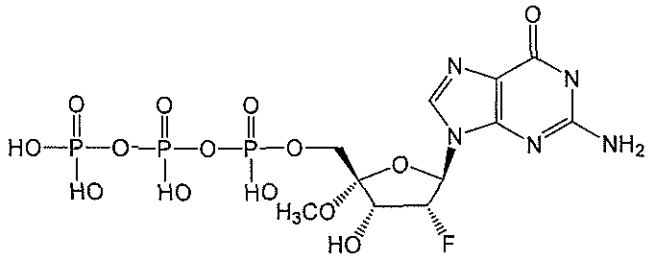
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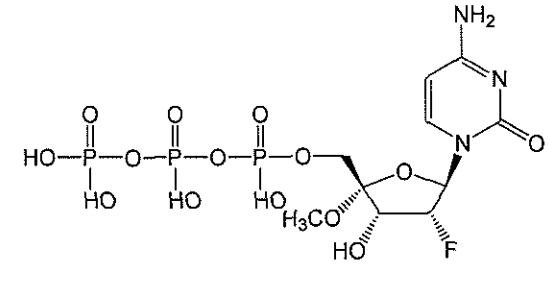
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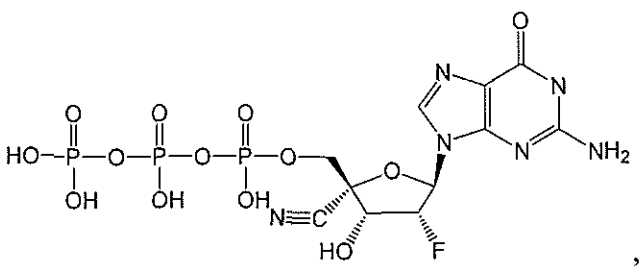
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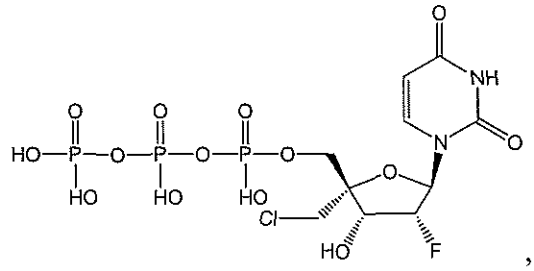
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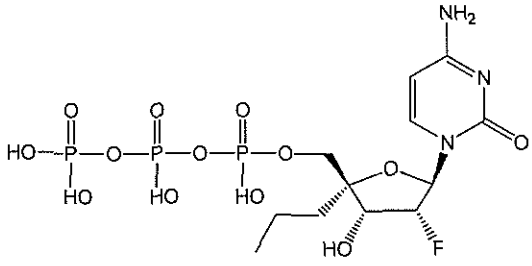
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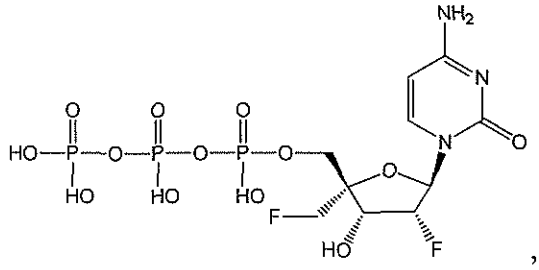
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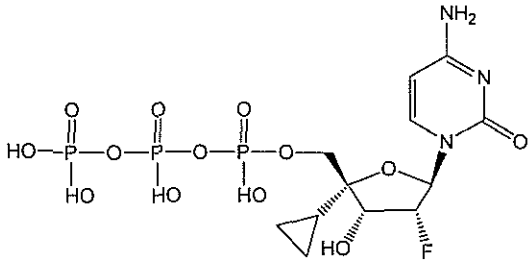
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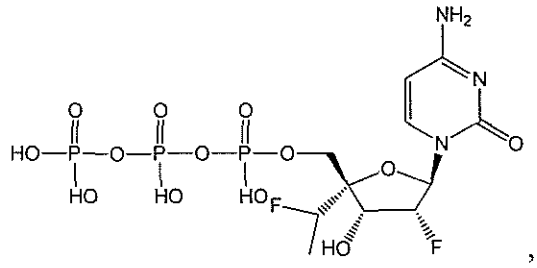
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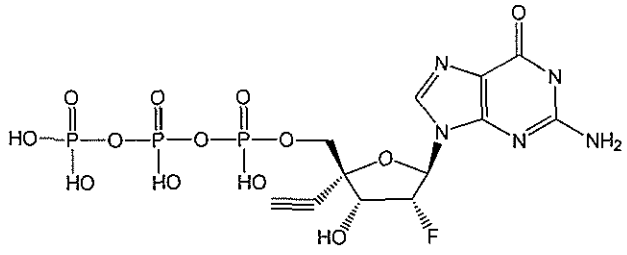
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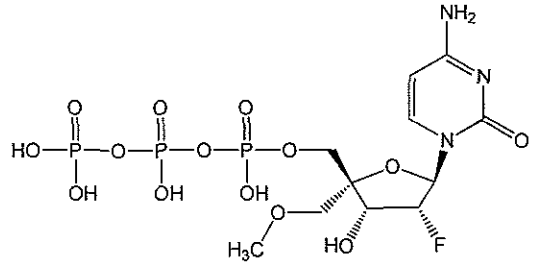
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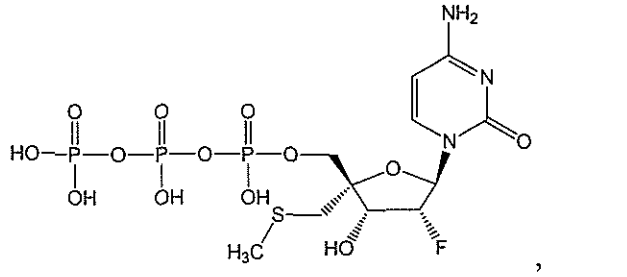
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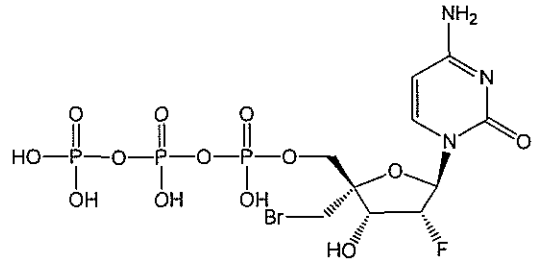
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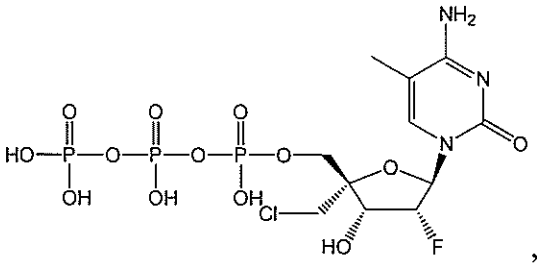
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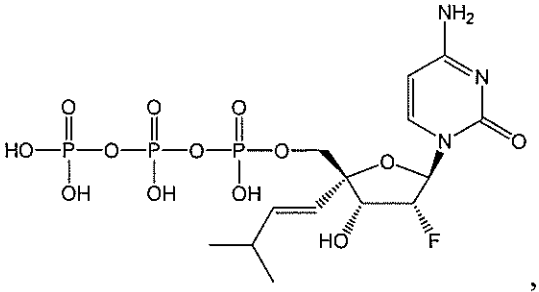
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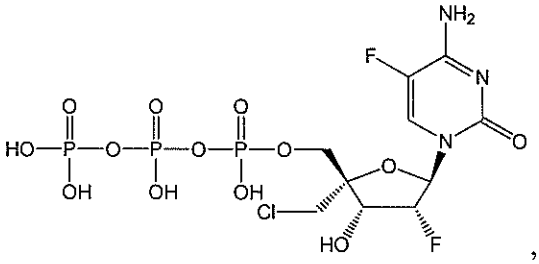
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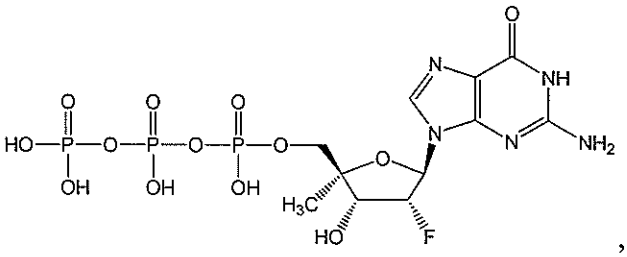
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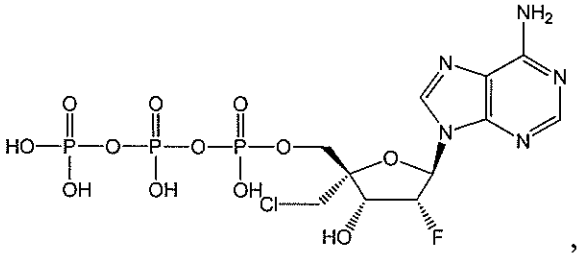
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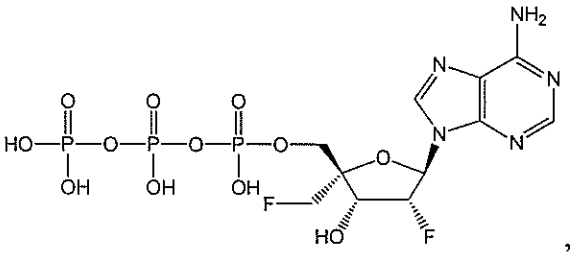
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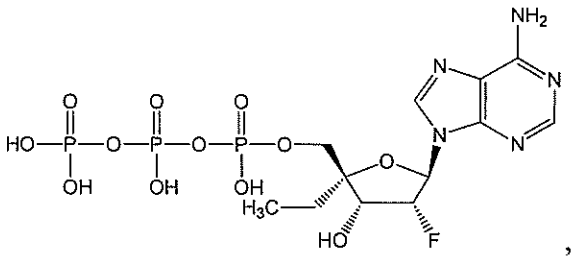
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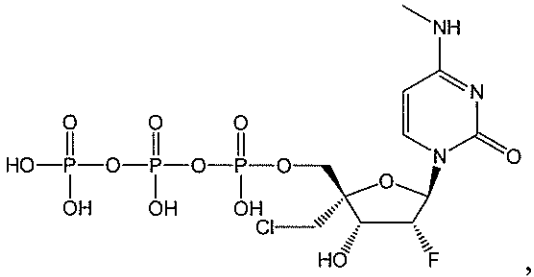
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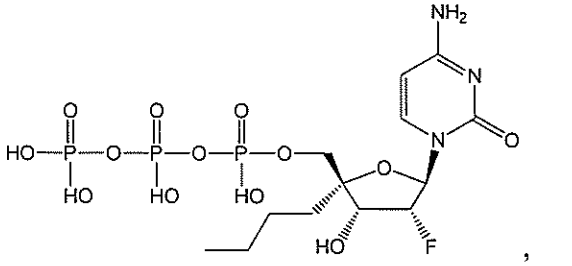
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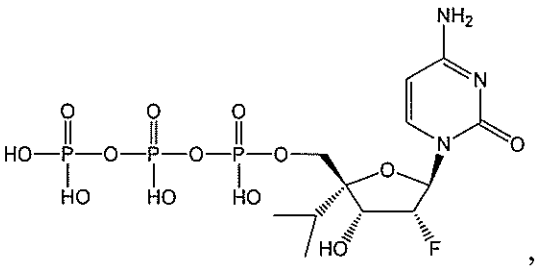
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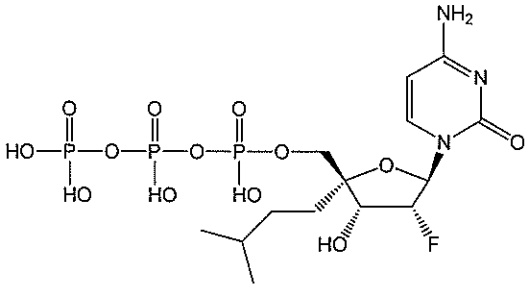
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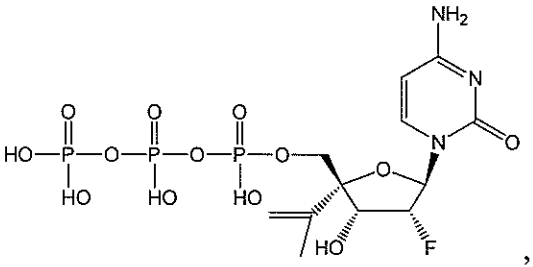
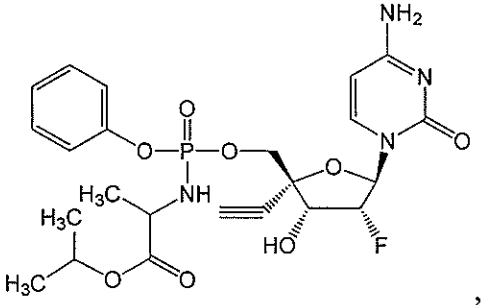

, or a pharmaceutically acceptable salt of the foregoing.

18. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: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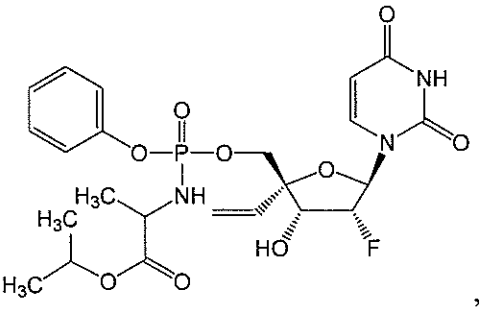
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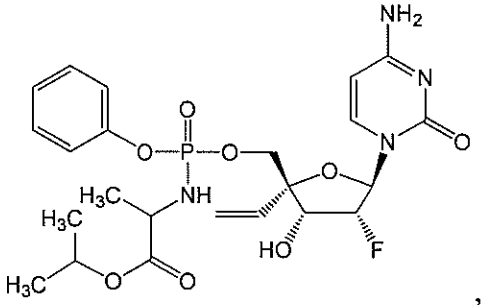
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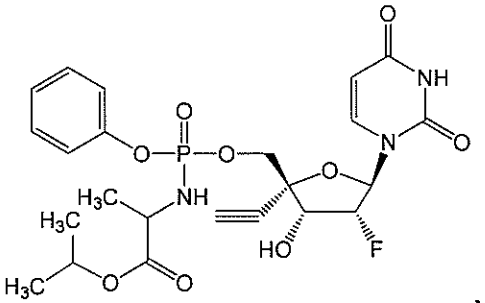
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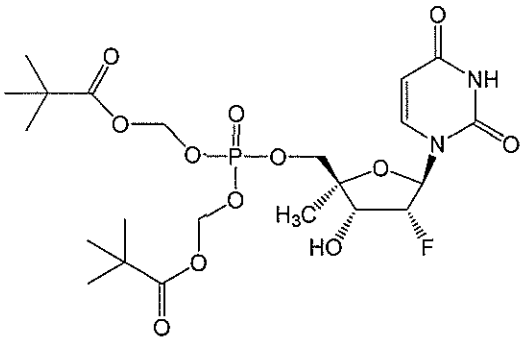
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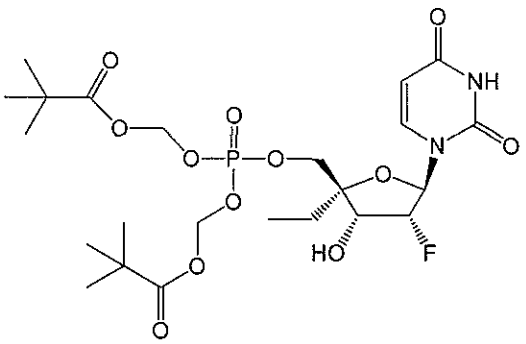
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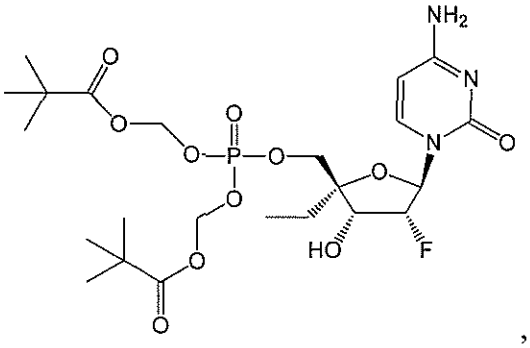
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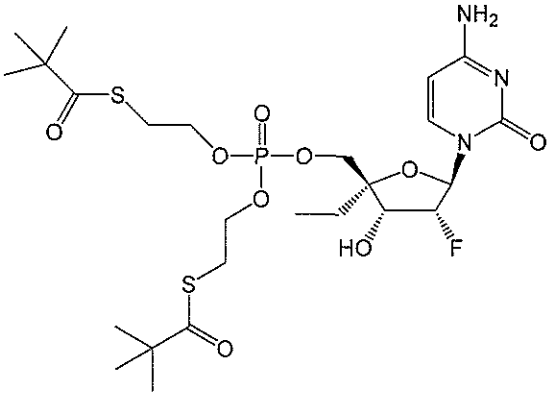
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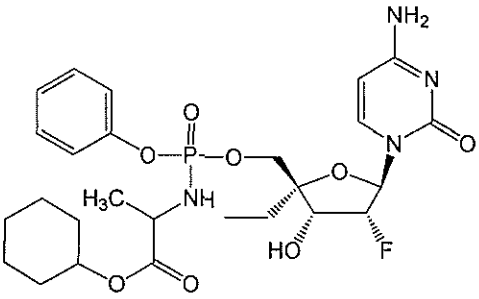
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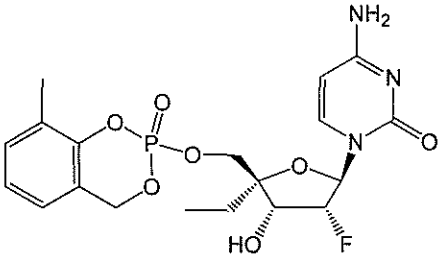
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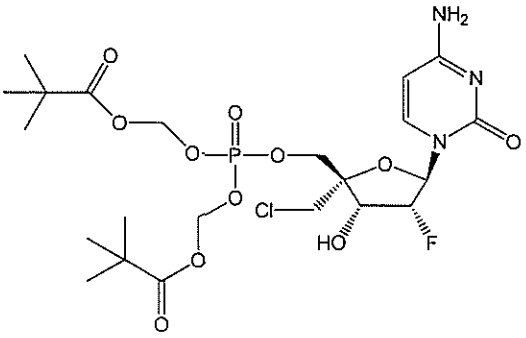
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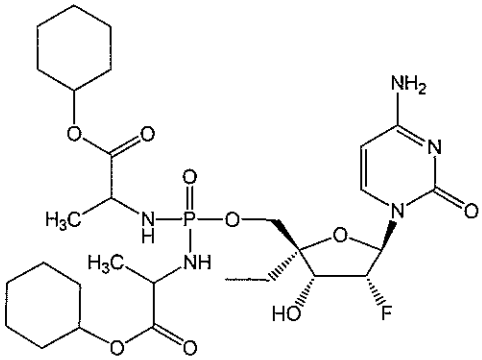
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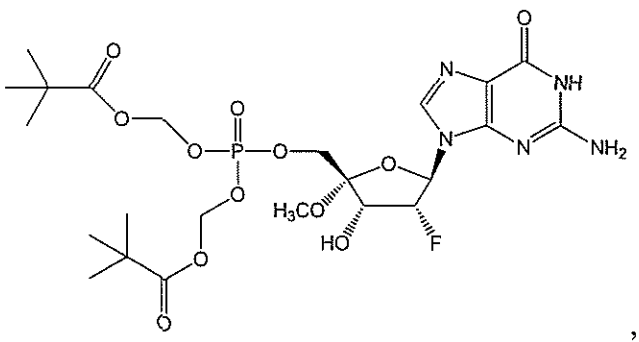
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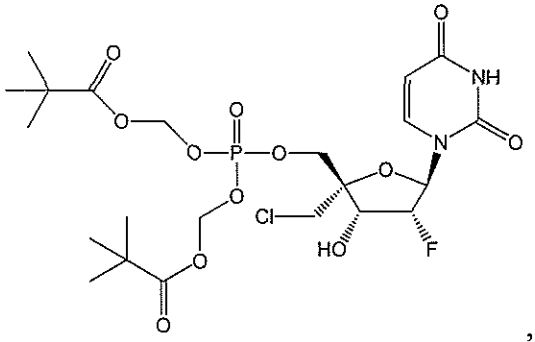
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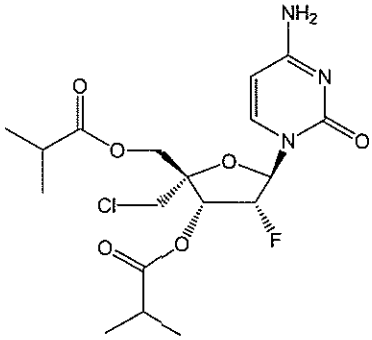
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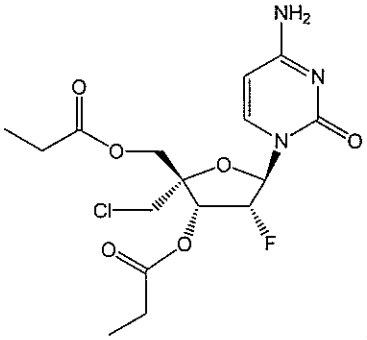
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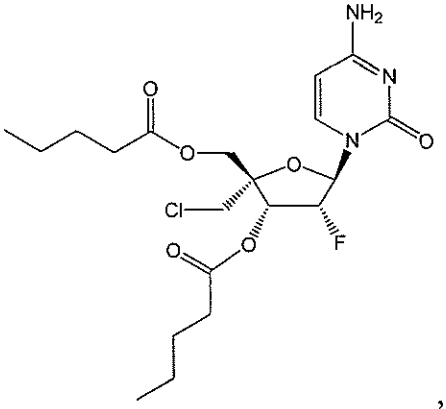
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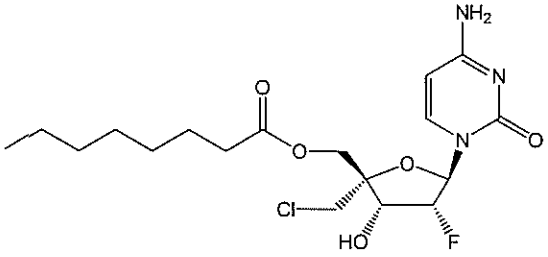
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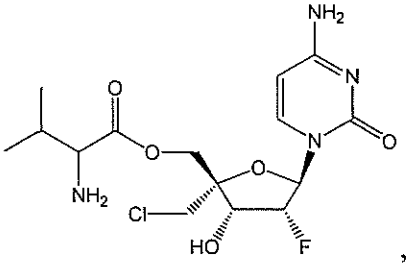
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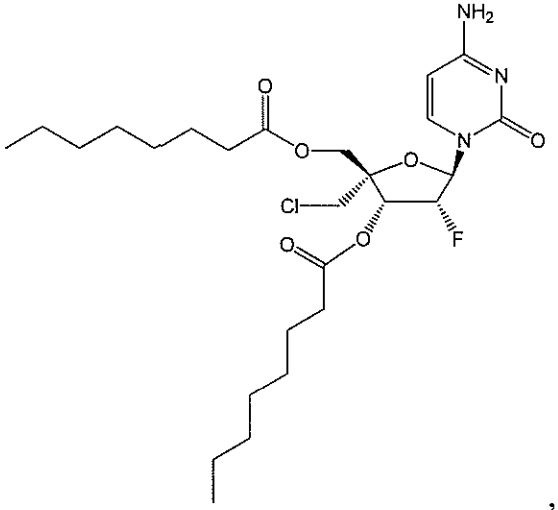
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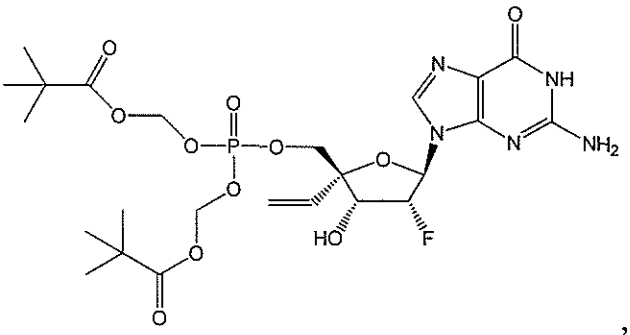
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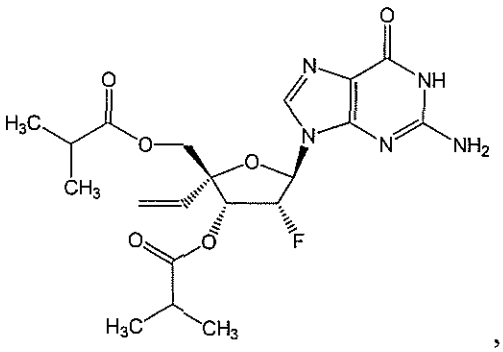
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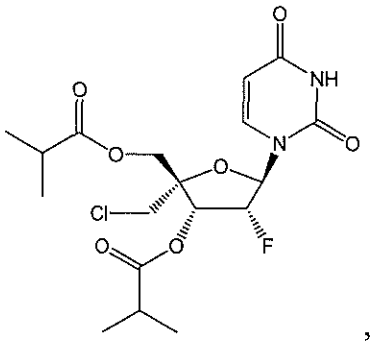
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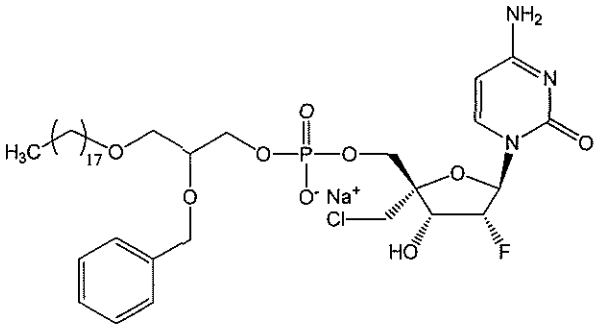
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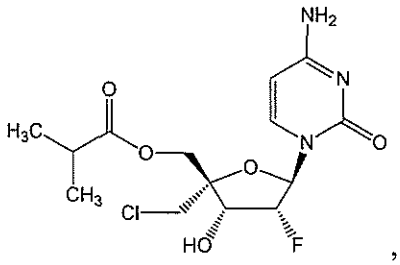
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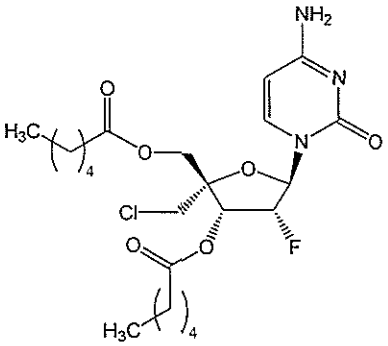
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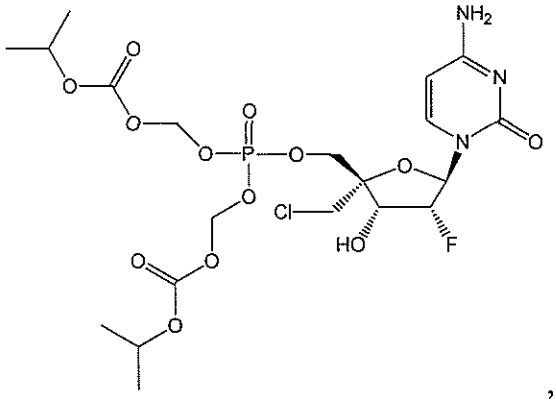
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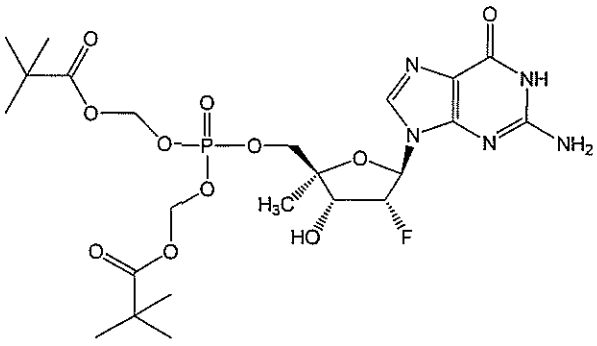
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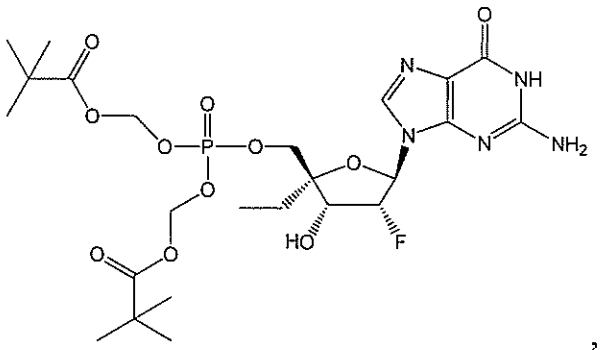
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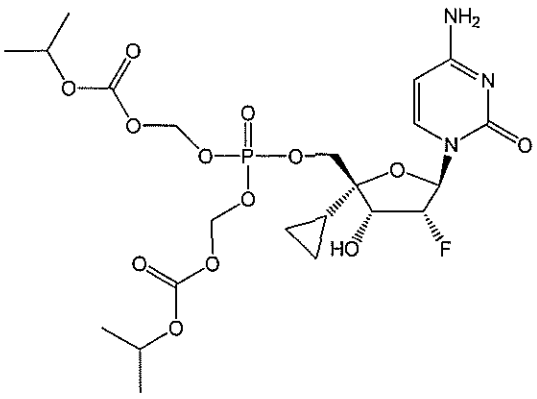
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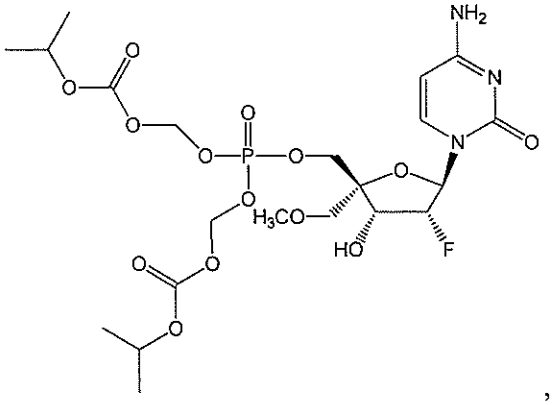
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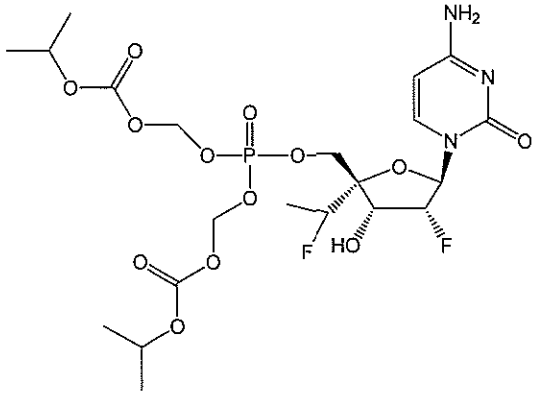
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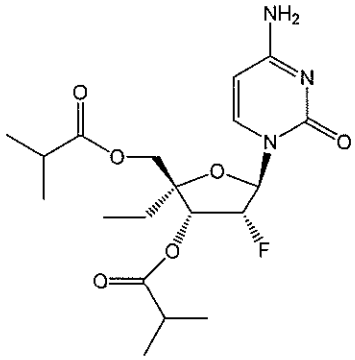
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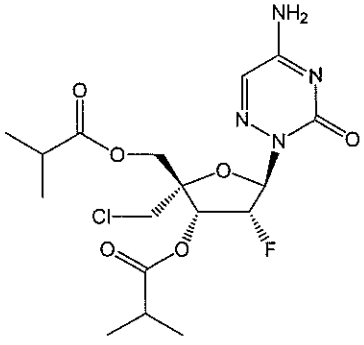
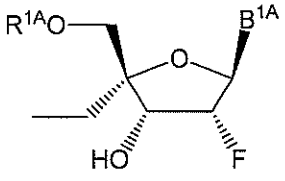
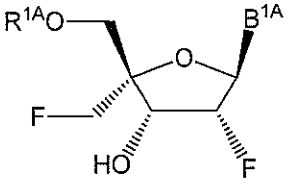

, or a pharmaceutically acceptable salt of the foregoing.

19. A pharmaceutical composition comprising an effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient, or combination thereof.

20. The compound of Claim 1, wherein the compound of Formula (I) is

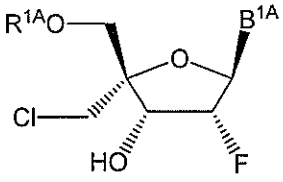

, or a pharmaceutically acceptable salt thereof.

21. The compound of Claim 1, wherein the compound of Formula (I) is



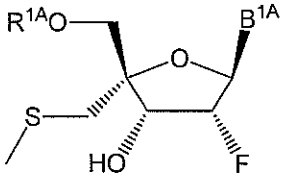
, or a pharmaceutically acceptable salt thereof.

22. The compound of Claim 1, wherein the compound of Formula (I) is



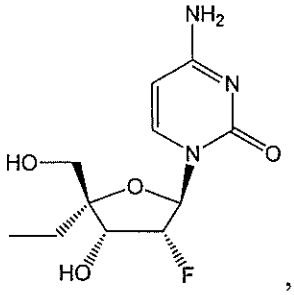
, or a pharmaceutically acceptable salt thereof.

23. The compound of Claim 1, wherein the compound of Formula (I) is



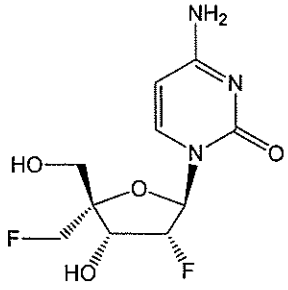
, or a pharmaceutically acceptable salt thereof.

24. The compound of Claim 1, wherein the compound of Formula (I) is



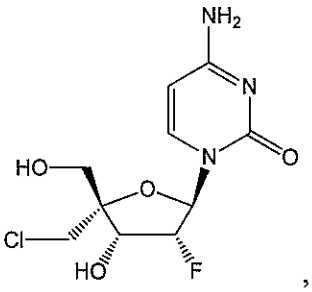
, or a pharmaceutically acceptable salt thereof.

25. The compound of Claim 1, wherein the compound of Formula (I) is



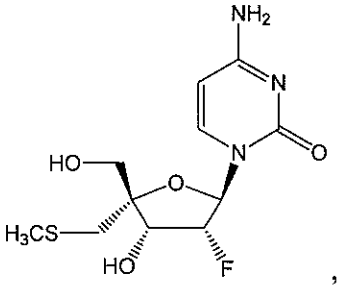
, or a pharmaceutically acceptable salt thereof.

26. The compound of Claim 1, wherein the compound of Formula (I) is



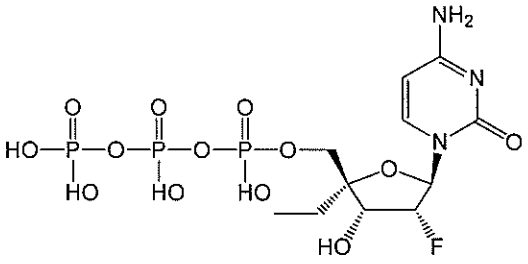
, or a pharmaceutically acceptable salt thereof.

27. The compound of Claim 1, wherein the compound of Formula (I) is



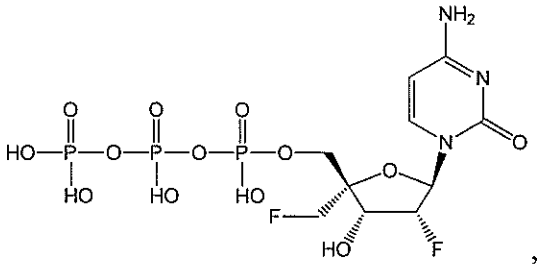
, or a pharmaceutically acceptable salt thereof.

28. The compound of Claim 1, wherein the compound of Formula (I) is



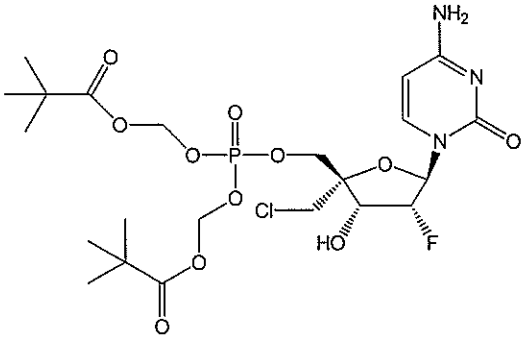
, or a pharmaceutically acceptable salt thereof.

29. The compound of Claim 1, wherein the compound of Formula (I) is



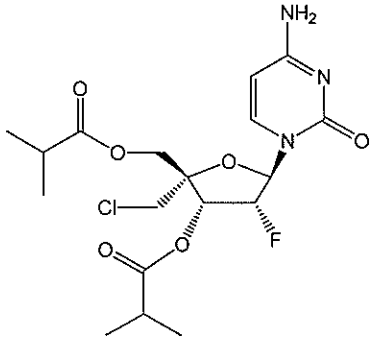
, or a pharmaceutically acceptable salt thereof.

30. The compound of Claim 1, wherein the compound of Formula (I) is



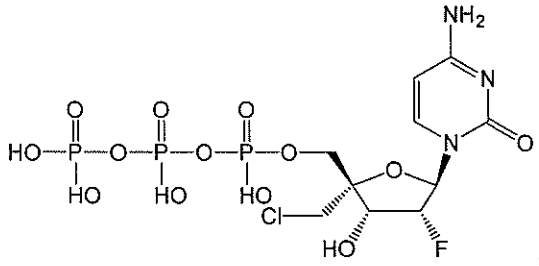
, or a pharmaceutically acceptable salt thereof.

31. The compound of Claim 1, wherein the compound of Formula (I) is



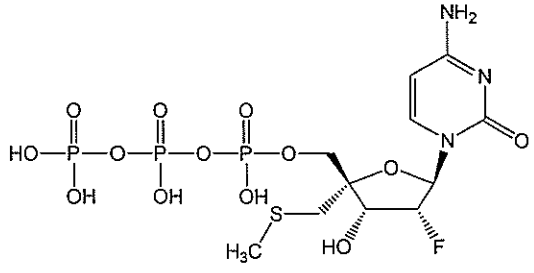
, or a pharmaceutically acceptable salt thereof.

32. The compound of Claim 1, wherein the compound of Formula (I) is



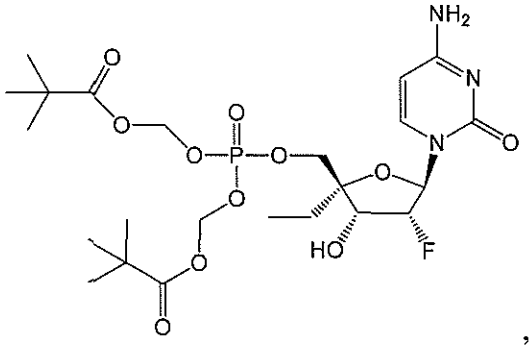
, or a pharmaceutically acceptable salt thereof.

33. The compound of Claim 1, wherein the compound of Formula (I) is



, or a pharmaceutically acceptable salt thereof.

34. The compound of Claim 1, wherein the compound of Formula (I) is



, or a pharmaceutically acceptable salt thereof.