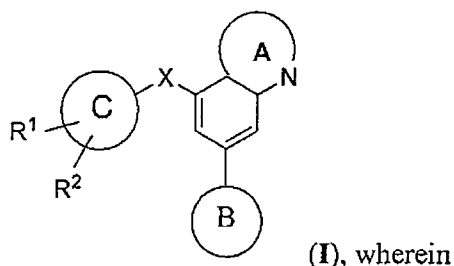
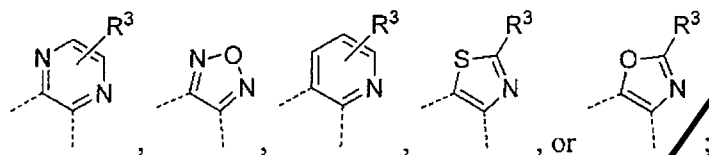


Claims

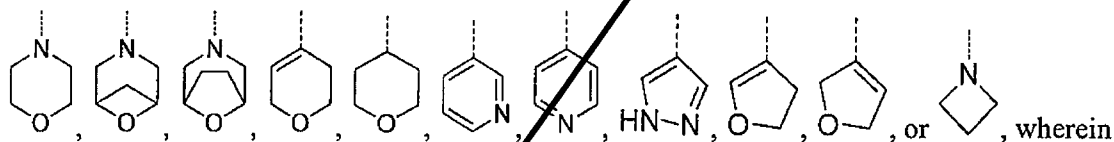
1. A compound having the formula:



Ring A is a ring system selected from



Ring B is a ring system selected from



Ring B is optionally substituted with up to 4 fluorine atoms, up to two OH or up to two C_{1-4} alkyl which is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

Ring C is a cyclohexane or a cyclobutane ring;

X is $-NH-$, $-O-$, or $-OC_{1-4}$ alkyl-;

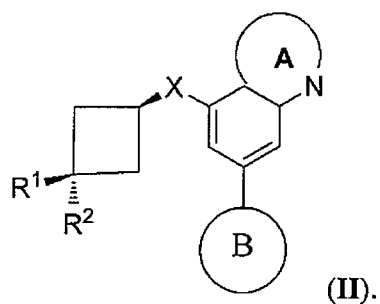
each of R^1 and R^2 is, independently, hydrogen, $-C(O)NHR^4$, $-C(O)OR^4$, $-NHC(O)R^4$, $-NHC(O)OR^4$, $-NHC(O)NHR^4$, $-NHS(O)_2R^4$, $-C_{0-4}$ alkyl- NHR^4 , or $-OR^4$, wherein R^1 and R^2 cannot simultaneously be hydrogen, and wherein R^1 and R^2 and the intervening carbon atom can form a dioxane or dioxolane ring;

R^3 is hydrogen, $-C_{1-4}$ alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)H$, $-C(O)OH$, $-C(O)OC_{1-2}$ alkyl, $-CN$, $-C(O)NHC_{1-2}$ alkyl, or $-C(O)NH_2$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

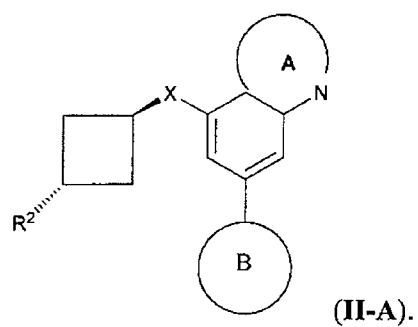
R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole,

thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, or quinoline, or a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, or tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}alkyl)_2$, $C(O)NH(C_{0-4}alkyl-C_{3-5}cycloalkyl)$, CH_2OR^5 , $C_{0-4}alkyl-C(O)R^5$, $C_{0-4}alkyl-C(O)N(R^5)_2$, $C_{0-4}alkyl-C(O)OR^5$, $C_{0-4}alkyl-NHC(O)R^5$, $C_{0-4}alkyl-N(R^5)_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}alkyl-C_{3-5}cycloalkyl$; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, or tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

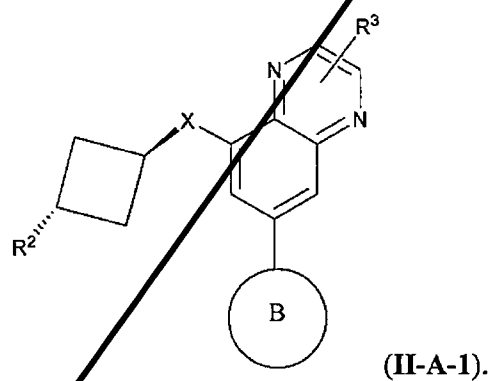
2. The compound of claim 1, wherein Ring C is cyclobutane.
3. The compound of claim 2, having the following formula:



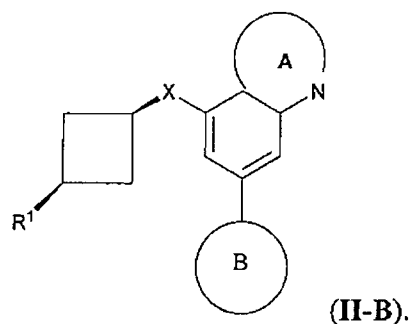
4. The compound of claim 3, having the following formula:



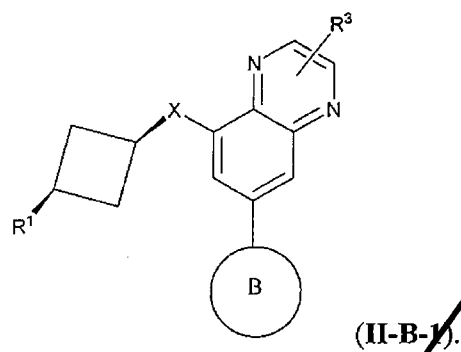
5. The compound of claim 4, having the following formula:



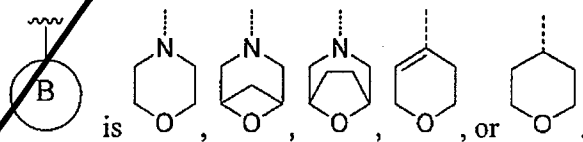
6. The compound of claim 4 or 5, wherein R^2 is $-C_{0-4} \text{ alkyl-NHR}^4$.
7. The compound of claim 3, having the following formula:



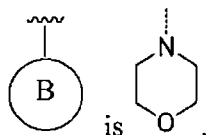
8. The compound of claim 7, having the following formula:



9. The compound of claim 7 or 8, wherein R^1 is $-C_{0-4}$ alkyl-NHR⁴.
10. The compound of any one of claims 2-9, wherein X is $-O-$ or $-OC_{1-4}$ alkyl-.
11. The compound of any one of claims 2-10 wherein



12. The compound of claim 11 wherein



13. The compound of any one of claims 2-12, wherein R^3 is hydrogen.

14. The compound of any one of claims 2-13, wherein

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4} \text{ alkyl})_2$, $C(O)NH(C_{0-4} \text{ alkyl-}C_{3-5} \text{ cycloalkyl})$, CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl- $NHC(O)R^5$, C_{0-4} alkyl- $N(R^5)_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, or tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

15. The compound of any one of claims 2-13, wherein

R^4 is a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, or quinoline, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl,

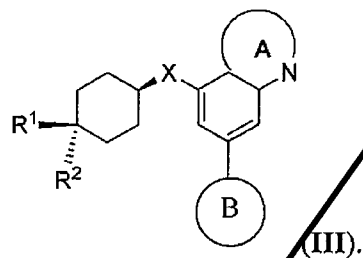
C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl) $_2$, $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl- $NHC(O)R^5$, C_{0-4} alkyl- $N(R^5)_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, or tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

16. The compound of any one of claims 2-13, wherein R^4 is a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuroypyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, or tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl) $_2$, $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl- $NHC(O)R^5$, C_{0-4} alkyl- $N(R^5)_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents

is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, or tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

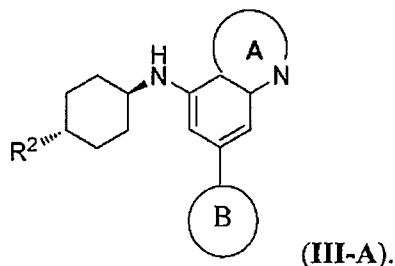
17. The compound of claim 1, wherein Ring C is cyclohexane.

18. The compound of claim 17, having the following formula:

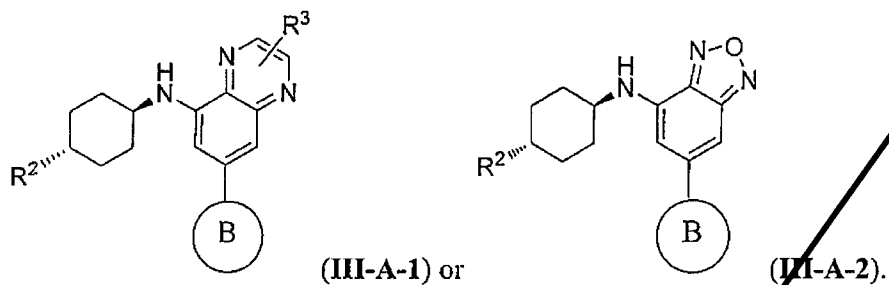


19. The compound of claim 17 or 18, wherein X is $-NH-$.

20. The compound of any one of claims 17-19, having the following formula:



21. The compound of claim 20, having the following formula:

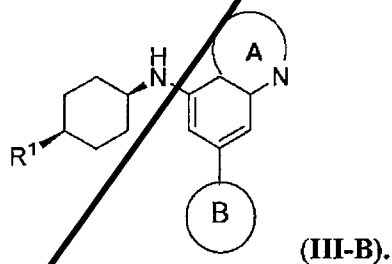


22. The compound of claim 20 or 21, wherein R^2 is $-C_{0-4}$ alkyl- NHR^4 or $-OR^4$.

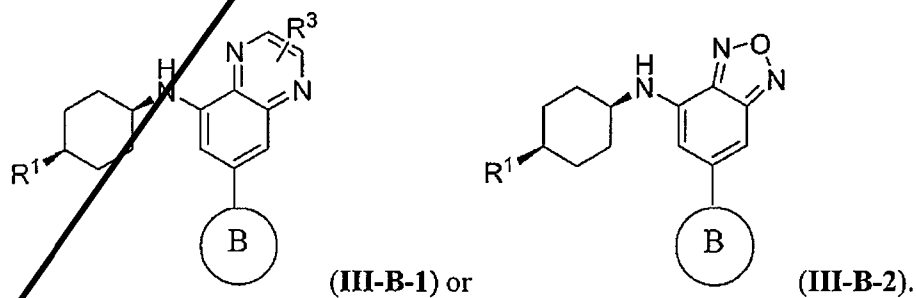
23. The compound of claim 22, wherein R^2 is $-NHR^4$.

24. The compound of claim 22, wherein R^2 is $-OR^4$.

25. The compound of claim 17-19, having the following formula:



26. The compound of claim 25 having the following formula:

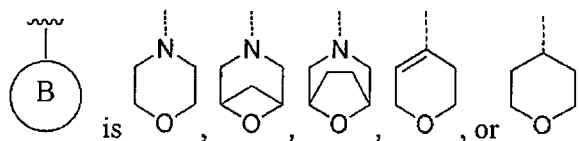


27. The compound of claim 25 or 26, wherein R^1 is $-C_{0-4}$ alkyl- NHR^4 or $-OR^4$.

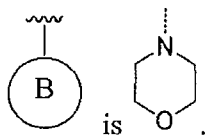
28. The compound of claim 27, wherein R^1 is $-NHR^4$.

29. The compound of claim 27, wherein R^1 is $-OR^4$.

30. The compound of any one of claims 17-29 wherein

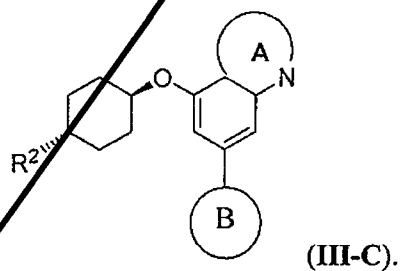


31. The compound of claim 30 wherein

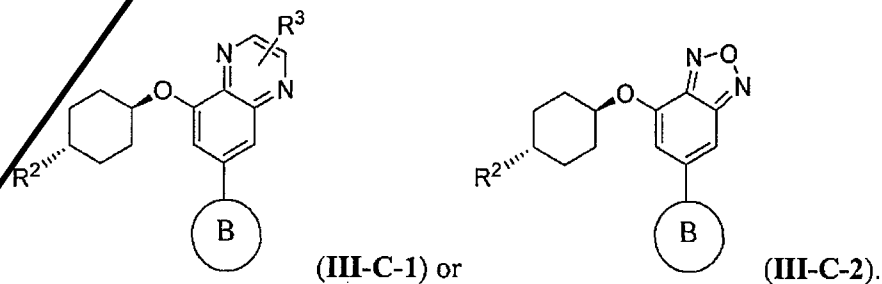


32. The compound of claim 17 or 18, wherein X is $-O-$.

33. The compound of claim 17, 18 or 32, having the following formula:



34. The compound of claim 33, having the following formula:

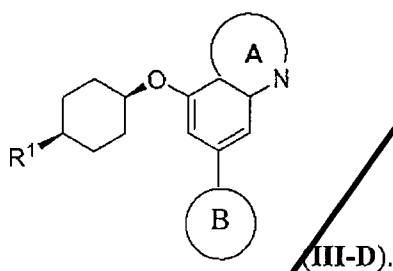


35. The compound of claim 33 or 34, wherein is R^2 is $-C_{0-4}$ alkyl-NHR⁴ or $-OR^4$.

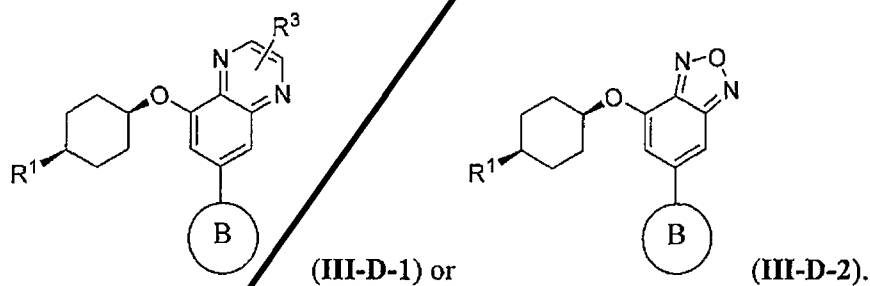
36. The compound of claim 35, wherein is R^2 is $-NHR^4$.

37. The compound of claim 35, wherein is R^2 is $-OR^4$.

38. The compound of claim 17, 18 or 32, having the following formula:



39. The compound according to claim 38 having the following formula:

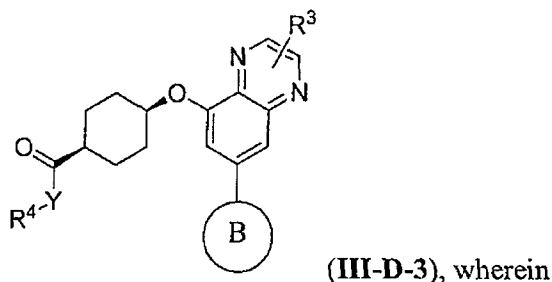


40. The compound of claim 38 or 39, wherein is R^1 is $-C_{0-4}$ alkyl-NHR⁴ or $-OR^4$.

41. The compound of claim 40, wherein is R^1 is $-NHR^4$.

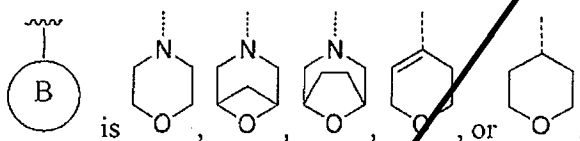
42. The compound of claim 40, wherein is R^1 is $-OR^4$.

43. The compound of claim 38 or 39 having the following formula:

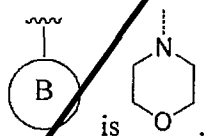


Y is -O- or -NH-.

44. The compound of any one of claims 32-43 wherein



45. The compound of claim 44 wherein



46. The compound of any one of claims 17-45, wherein R^3 is hydrogen, C_{1-4} alkyl, OC_{1-2} alkyl, or $C(O)NH_2$, or $C(O)H$, wherein each of said R^3 alkyl is optionally substituted with OH.

47. The compound of claim 46, wherein R^3 is hydrogen.

48. The compound of any one of claims 17-47, wherein

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl,

$C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl) $_2$,
 $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$,
 C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl- $NHC(O)R^5$, C_{0-4} alkyl- $N(R^5)_2$, a heterocyclic ring system selected
 from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine,
 pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole,
 pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR^5 , wherein each of said
 optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4}
 alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two
 SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and
 each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from
 imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from
 oxetane, tetrahydrofuran, or tetrahydropyran, and each R^5 group is optionally substituted with
 chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two
 OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the
 intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine
 ring, or piperazine ring.

49. The compound of any one of claims 17-47, wherein

R^4 is a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole,
 imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone,
 pyrazine, pyridazine, or quinoline, wherein each of said R^4 groups is optionally substituted with
 up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 ,
 C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl,
 C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl,
 C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl) $_2$,
 $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$,
 C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl- $NHC(O)R^5$, C_{0-4} alkyl- $N(R^5)_2$, a heterocyclic ring system selected
 from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine,
 pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole,
 pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR^5 , wherein each of said

optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, or tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, a spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

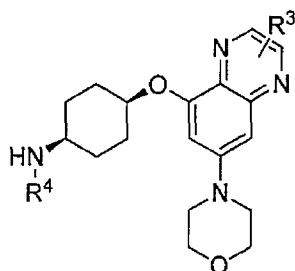
50. The compound of claim 49, wherein

R⁴ is pyridine or pyrimidine, which is optionally substituted with up to four Br, Cl, F, or C₁₋₄alkyl, up to three CN, NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, or tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, a spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

51. The compound of any one of claims 17-47, wherein

R^4 is a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, or tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-C(O)NH₂, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl)₂, $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl-C(O)R⁵, C_{0-4} alkyl-C(O)N(R⁵)₂, C_{0-4} alkyl-C(O)OR⁵, C_{0-4} alkyl-NHC(O)R⁵, C_{0-4} alkyl-N(R⁵)₂, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine or piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole or tetrazole, or up to two OR⁵, wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R⁵ is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, or pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, or tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

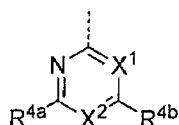
52. The compound of claim 32 having the formula:



(IV), wherein

R^3 is hydrogen, $-C_{1-4}$ alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, or $-C(O)NH_2$, $-C(O)H$, or $-CN$, wherein each of said R^3 alkyl is optionally substituted with OH or up to 3 fluorine atoms;

R^4 is



X^1 is N, CH, CF, CCl, or CC_{1-2} alkyl optionally substituted with up to 3 fluorine atoms;

X^2 is N or CR^{4c} , wherein X^1 and X^2 cannot simultaneously be N;

each of R^{4a} , R^{4b} , and R^{4c} is, independently, hydrogen, F, Cl, Br, CN, NO_2 , C_{1-4} alkyl,

C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl,

C_{2-4} alkenyl, C_{2-4} alkynyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, $C(O)NH_2$,

$C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}alkyl)_2$, $C(O)NH(C_{0-4}alkyl-C_{3-5}cycloalkyl)$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran,

tetrahydropyran, morpholine, piperidine, or piperazine, or a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, or tetrazole, or R^{4c} , R^{4a} , and the intervening atoms form a dihydrofuran, a dihydropyran, or a tetrahydropiperidine

heterocyclic ring system;

wherein each of said R^{4a} , R^{4b} , or R^{4c} heterocyclic or heteroaryl ring systems is optionally

substituted with up to four fluorine atoms, up to two C_{1-4} alkyl, up to two OH groups, a

$C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and

wherein each of said R^{4a} , R^{4b} , or R^{4c} alkyl or cycloalkyl is optionally substituted with up to 2 non-germinal OH groups or up to 3 fluorine atoms.

53. The compound of claim 52, wherein R^3 is hydrogen, $-C_{1-4}$ alkyl,

-OC₁₋₂alkyl, or -C(O)NH₂, or -C(O)H, wherein each of said R³ alkyl is optionally substituted with OH.

54. The compound of claim 52 or 53, wherein R³ is hydrogen.

55. The compound of any one of claims 52-54, wherein each of X¹ and X² is, independently, CH or N, wherein X¹ and X² cannot simultaneously be N.

56. The compound of any one of claims 52-55, wherein each of R^{4a} and R^{4b} is, independently, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, or piperazine,

wherein each of said R^{4a} or R^{4b} heterocyclic or heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and wherein each of said R^{4a} or R^{4b} alkyl or cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

57. The compound of any one of claims 52-55, wherein each of R^{4a} and R^{4b} is, independently, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, or tetrazole, wherein each of said R^{4a} or R^{4b} heterocyclic or heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and wherein each of said R^{4a} or R^{4b} alkyl or cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

58. The compound of any one of claims 52-55, wherein each of R^{4a} and R^{4b} is, independently, hydrogen, F, Cl, Br, CN, NO₂, C₁₋₄ alkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, or C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl),

wherein each of said R^{4a} or R^{4b} heterocyclic or heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and wherein each of said R^{4a} or R^{4b} alkyl or cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

59. A compound selected from the list of compounds in Table 1.

60. A compound selected from the list of compounds in Table 2.

61. A pharmaceutical composition comprising a compound of any one of claims 1-60 and a pharmaceutically acceptable excipient.

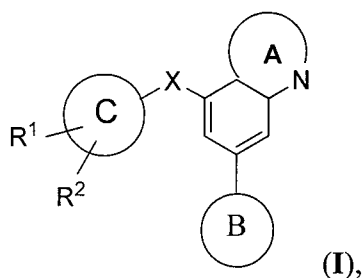
62. A compound of any one of claims 1-61, or a pharmaceutical composition comprising said compound for use in the sensitization of a cell to a therapeutic agent or a disease state that induces a DNA lesion.

63. A compound of any one of claims 1-60, or a pharmaceutical composition comprising said compound for use in the potentiation of a therapeutic regimen for the treatment of cancer in a patient.

64. A compound of any one of claims 1-60, or a pharmaceutical composition either alone or in combination with one or more additional therapeutic agent for use in the treatment of cancer or inhibiting cancer cell growth in a patient.

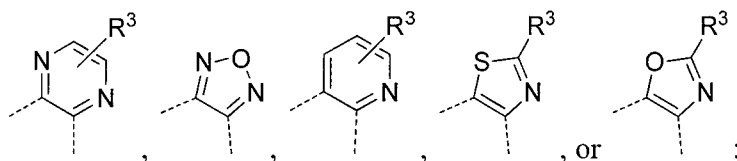
CLAIMS

1. A compound having the formula:

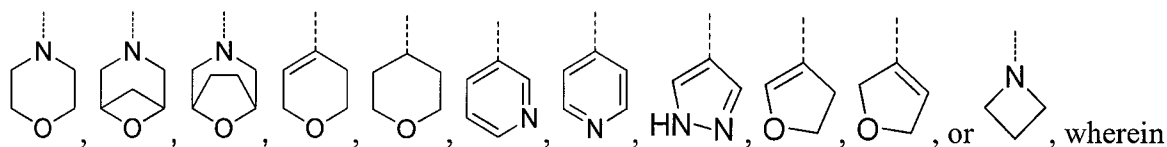


or a pharmaceutically acceptable salt thereof, wherein

Ring A is



Ring B is



Ring B is optionally substituted with up to 4 fluorine atoms, up to two OH or up to two C₁₋₄alkyl which is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC₁₋₂alkyl groups;

Ring C is a cyclohexane or a cyclobutane ring;

X is -NH-, -O-, or -OC₁₋₄ alkyl-;

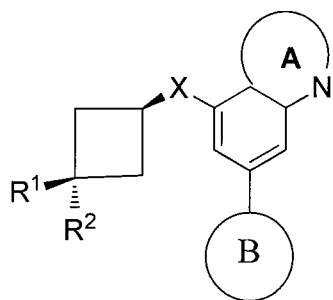
each of R¹ and R² is, independently, hydrogen, -C(O)NHR⁴, -C(O)OR⁴, -NHC(O)R⁴,

-NHC(O)OR⁴, -NHC(O)NHR⁴, -NHS(O)₂R⁴, -C₀₋₄ alkyl-NHR⁴, or -OR⁴, wherein R¹ and R² cannot simultaneously be hydrogen, and wherein R¹ and R² and the intervening carbon atom can form a dioxane or dioxolane ring;

R³ is hydrogen, -C₁₋₄alkyl, fluoro, chloro, -OC₁₋₂alkyl, -C(O)H, -C(O)OH, -C(O)OC₁₋₂alkyl, -CN, -C(O)NHC₁₋₂alkyl, or -C(O)NH₂, wherein each of said R³ alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC₁₋₂alkyl groups;

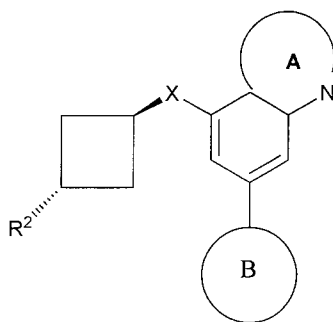
R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4} \text{ alkyl})_2$, $C(O)NH(C_{0-4} \text{ alkyl-}C_{3-5} \text{ cycloalkyl})$, CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl-NHC(O) R^5 , C_{0-4} alkyl-N(R^5) $_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein Ring C is cyclobutane.
3. The compound of claim 2, having the following formula:



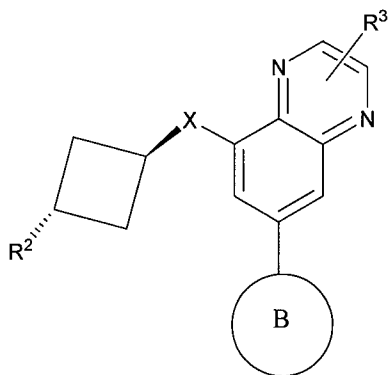
(II), or a pharmaceutically acceptable salt thereof.

4. The compound of claim 3, having the following formula:



(II-A), or a pharmaceutically acceptable salt thereof.

5. The compound of claim 4, having the following formula:

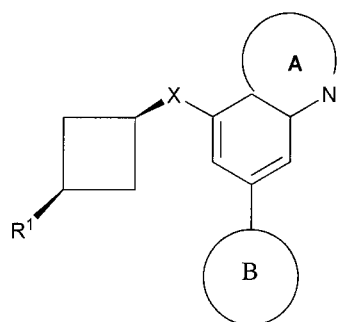


(II-A-1), or a pharmaceutically acceptable salt

thereof.

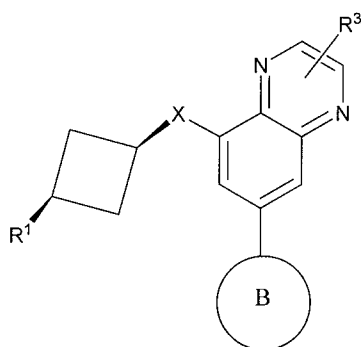
6. The compound of claim 4 or 5, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-C_{0-4}$ alkyl-NHR⁴.

7. The compound of claim 3, having the following formula:



(II-B), or a pharmaceutically acceptable salt thereof.

8. The compound of claim 7, having the following formula:



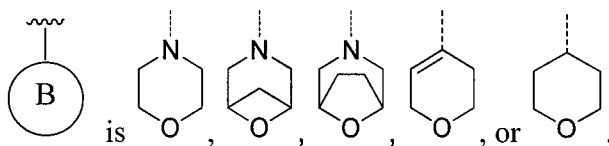
(II-B-1), or a pharmaceutically acceptable salt

thereof.

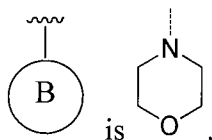
9. The compound of claim 7 or 8, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-C_{0-4}$ alkyl-NHR⁴.

10. The compound of any one of claims 2-9, or a pharmaceutically acceptable salt thereof, wherein X is $-O-$ or $-OC_{1-4}$ alkyl-.

11. The compound of any one of claims 2-10, or a pharmaceutically acceptable salt thereof, wherein



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



13. The compound of any one of claims 2-12, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen.
14. The compound of any one of claims 2-13, or a pharmaceutically acceptable salt thereof, wherein
- R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, or phenyl, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl) $_2$, $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl-NHC(O) R^5 , C_{0-4} alkyl-N(R^5) $_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

15. The compound of any one of claims 2-13, or a pharmaceutically acceptable salt thereof, wherein

R^4 is a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-C(O)NH₂, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}alkyl)_2$, $C(O)NH(C_{0-4}alkyl-C_{3-5}cycloalkyl)$, CH_2OR^5 , $C_{0-4}alkyl-C(O)R^5$, $C_{0-4}alkyl-C(O)N(R^5)_2$, $C_{0-4}alkyl-C(O)OR^5$, $C_{0-4}alkyl-NHC(O)R^5$, $C_{0-4}alkyl-N(R^5)_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

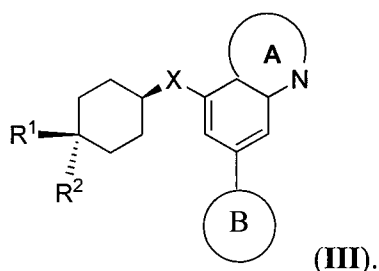
16. The compound of any one of claims 2-13, or a pharmaceutically acceptable salt thereof, wherein

R^4 is a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl,

C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, a spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

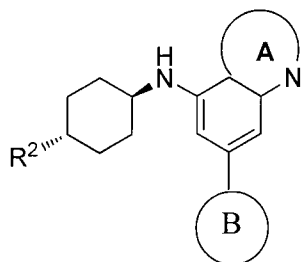
17. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein Ring C is cyclohexane.

18. The compound of claim 17, or a pharmaceutically acceptable salt thereof, having the following formula:



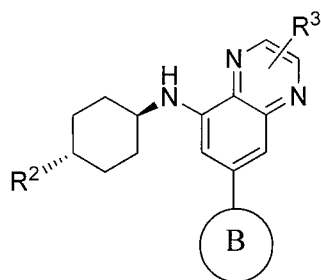
19. The compound of claim 17 or 18, or a pharmaceutically acceptable salt thereof, wherein X is -NH-.

20. The compound of any one of claims 17-19, having the following formula:

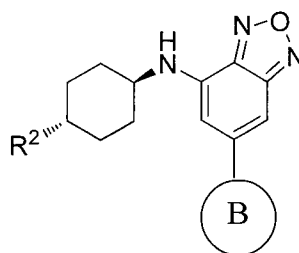


(III-A), or a pharmaceutically acceptable salt thereof.

21. The compound of claim 20, having the following formula:



(III-A-1) or



(III-A-2), or a pharmaceutically

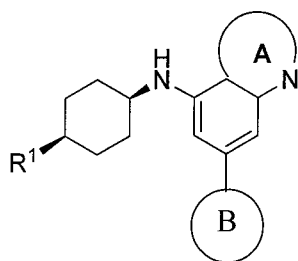
acceptable salt thereof.

22. The compound of claim 20 or 21, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-C_{0-4}$ alkyl-NHR⁴ or -OR⁴.

23. The compound of claim 22, or a pharmaceutically acceptable salt thereof, wherein R^2 is -NHR⁴.

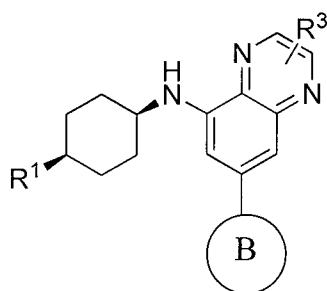
24. The compound of claim 22, or a pharmaceutically acceptable salt thereof, wherein R^2 is -OR⁴.

25. The compound of claim 17-19, having the following formula:

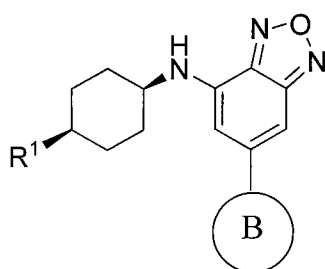


(III-B), or a pharmaceutically acceptable salt thereof.

26. The compound of claim 25 having the following formula:



(III-B-1) or



(III-B-2), or a

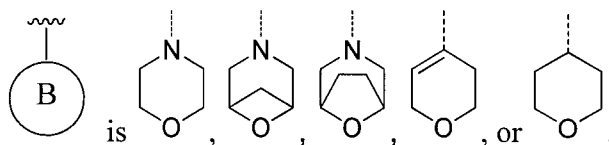
pharmaceutically acceptable salt thereof.

27. The compound of claim 25 or 26, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-C_{0-4}$ alkyl- NHR^4 or $-OR^4$.

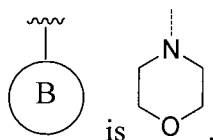
28. The compound of claim 27, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-NHR^4$.

29. The compound of claim 27, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-OR^4$.

30. The compound of any one of claims 17-29, or a pharmaceutically acceptable salt thereof, wherein

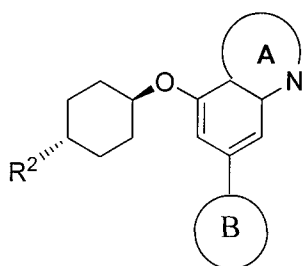


31. The compound of claim 30, or a pharmaceutically acceptable salt thereof, wherein



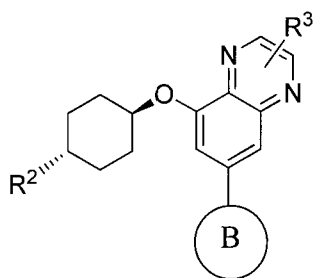
32. The compound of claim 17 or 18, or a pharmaceutically acceptable salt thereof, wherein X is -O-.

33. The compound of claim 17, 18 or 32, having the following formula:

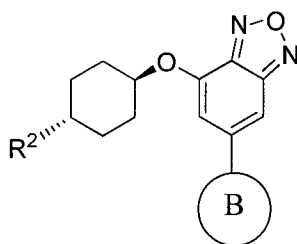


(III-C), or a pharmaceutically acceptable salt thereof.

34. The compound of claim 33, having the following formula:



(III-C-1) or



(III-C-2), or a pharmaceutically

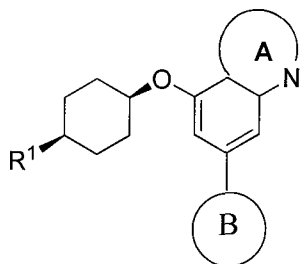
acceptable salt thereof.

35. The compound of claim 33 or 34, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-C_{0-4}$ alkyl- NHR^4 or $-OR^4$.

36. The compound of claim 35, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-NHR^4$.

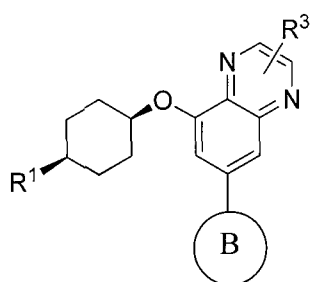
37. The compound of claim 35, or a pharmaceutically acceptable salt thereof, wherein R^2 is -OR⁴.

38. The compound of claim 17, 18 or 32, having the following formula:

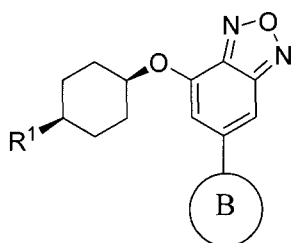


(III-D), or a pharmaceutically acceptable salt thereof.

39. The compound according to claim 38 having the following formula:



(III-D-1) or



(III-D-2), or a pharmaceutically

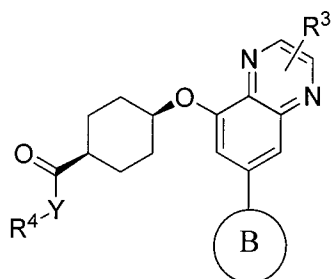
acceptable salt thereof.

40. The compound of claim 38 or 39, or a pharmaceutically acceptable salt thereof, wherein R^1 is -C₀₋₄ alkyl-NHR⁴ or -OR⁴.

41. The compound of claim 40, or a pharmaceutically acceptable salt thereof, wherein R^1 is -NHR⁴.

42. The compound of claim 40, or a pharmaceutically acceptable salt thereof, wherein R^1 is -OR⁴.

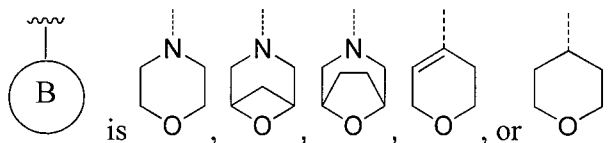
43. The compound of claim 38 or 39 having the following formula:



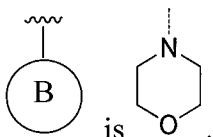
(III-D-3), or a pharmaceutically acceptable salt thereof, wherein

Y is $-O-$ or $-NH-$.

44. The compound of any one of claims 32-43, or a pharmaceutically acceptable salt thereof, wherein



45. The compound of claim 44, or a pharmaceutically acceptable salt thereof, wherein



46. The compound of any one of claims 17-45, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen, C_{1-4} alkyl, OC_{1-2} alkyl, $C(O)NH_2$, or $C(O)H$, wherein each of said R^3 alkyl is optionally substituted with OH.

47. The compound of claim 46, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen.

48. The compound of any one of claims 17-47, or a pharmaceutically acceptable salt thereof, wherein

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, or phenyl, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three

CN, NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, a spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

49. The compound of any one of claims 17-47, or a pharmaceutically acceptable salt thereof, wherein

R⁴ is a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, wherein each of said R⁴ groups is optionally substituted with up to four Br, Cl, F, or C₁₋₄alkyl, up to three CN, NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR⁵,

wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

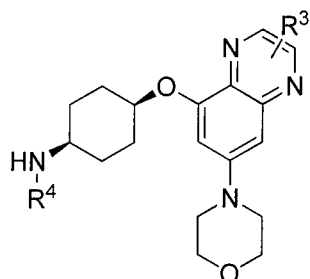
50. The compound of claim 49, or a pharmaceutically acceptable salt thereof, wherein

R^4 is pyridine or pyrimidine, which is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4} \text{ alkyl})_2$, $C(O)NH(C_{0-4} \text{ alkyl-}C_{3-5} \text{ cycloalkyl})$, CH_2OR^5 , $C_{0-4} \text{ alkyl-}C(O)R^5$, $C_{0-4} \text{ alkyl-}C(O)N(R^5)_2$, $C_{0-4} \text{ alkyl-}C(O)OR^5$, $C_{0-4} \text{ alkyl-NHC(O)}R^5$, $C_{0-4} \text{ alkyl-N}(R^5)_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

51. The compound of any one of claims 17-47, or a pharmaceutically acceptable salt thereof, wherein

R^4 is a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl, up to three CN, NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl) $_2$, $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl-NHC(O) R^5 , C_{0-4} alkyl-N(R^5) $_2$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine and piperazine, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole and tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

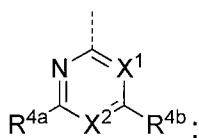
52. The compound of claim 32 having the formula:



(IV), or a pharmaceutically acceptable salt thereof, wherein

R^3 is hydrogen, $-C_{1-4}$ alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)NH_2$, $-C(O)H$, or $-CN$, wherein each of said R^3 alkyl is optionally substituted with OH or up to 3 fluorine atoms;

R^4 is



X^1 is N, CH, CF, CCl, or CC_{1-2} alkyl optionally substituted with up to 3 fluorine atoms;

X^2 is N or CR^{4c} , wherein X^1 and X^2 cannot simultaneously be N;

each of R^{4a} , R^{4b} , and R^{4c} is, independently, hydrogen, F, Cl, Br, CN, NO_2 , C_{1-4} alkyl,

C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl,

C_{2-4} alkenyl, C_{2-4} alkynyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, $C(O)NH_2$,

$C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4} \text{ alkyl})_2$, $C(O)NH(C_{0-4} \text{ alkyl-}C_{3-5} \text{ cycloalkyl})$, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran,

tetrahydropyran, morpholine, piperidine, and piperazine, or a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, and tetrazole, or R^{4c} , R^{4a} , and the

intervening atoms form a dihydrofuran, a dihydropyran, or a tetrahydropiperidine heterocyclic ring system;

wherein each of said R^{4a} , R^{4b} , and R^{4c} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl, up to two OH groups, a

$C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and

wherein each of said R^{4a} , R^{4b} , and R^{4c} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

53. The compound of claim 52, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen, $-C_{1-4}$ alkyl, $-OC_{1-2}$ alkyl, or $-C(O)NH_2$, or $-C(O)H$, wherein each of said R^3 alkyl is optionally substituted with OH.

54. The compound of claim 52 or 53, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen.

55. The compound of any one of claims 52-54, or a pharmaceutically acceptable salt thereof, wherein each of X^1 and X^2 is, independently, CH or N, wherein X^1 and X^2 cannot simultaneously be N.

56. The compound of any one of claims 52-55, or a pharmaceutically acceptable salt thereof, wherein each of R^{4a} and R^{4b} is, independently, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, and piperazine,

wherein each of said R^{4a} and R^{4b} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl, up to two OH groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and wherein each of said R^{4a} and R^{4b} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

57. The compound of any one of claims 52-55, or a pharmaceutically acceptable salt thereof, wherein each of R^{4a} and R^{4b} is, independently, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, and tetrazole, wherein each of said R^{4a} and R^{4b} heterocyclic or heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl, up to two OH groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and wherein each of said R^{4a} and R^{4b} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

58. The compound of any one of claims 52-55, or a pharmaceutically acceptable salt thereof, wherein each of R^{4a} and R^{4b} is, independently, hydrogen, F, Cl, Br, CN, NO₂, C₁₋₄ alkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, or C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), wherein each of said R^{4a} and R^{4b} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and wherein each of said R^{4a} and R^{4b} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

59. A compound selected from the list of compounds in Table 1, or a pharmaceutically acceptable salt thereof.

60. A compound selected from the list of compounds in Table 2, or a pharmaceutically acceptable salt thereof.

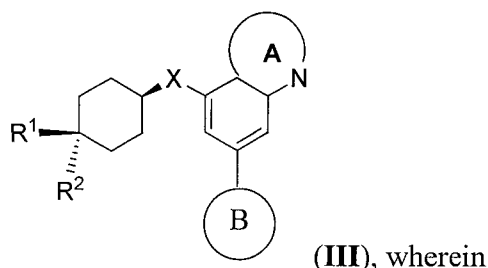
61. A pharmaceutical composition comprising a compound of any one of claims 1-60 or 65-83, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

62. A compound of any one of claims 1-60 or 65-83, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition comprising said compound or a pharmaceutically acceptable salt thereof, for use in the sensitization of a cell to a therapeutic agent or a disease state that induces a DNA lesion.

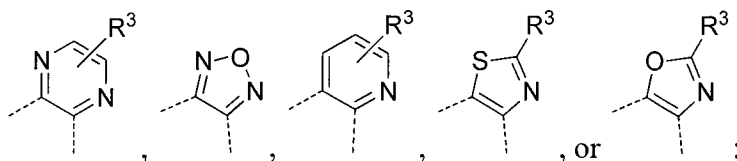
63. A compound of any one of claims 1-60 or 65-83, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition comprising said compound or pharmaceutically acceptable salt thereof, for use in the potentiation of a therapeutic regimen for the treatment of cancer in a patient.

64. A compound of any one of claims 1-60 or 65-83, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition comprising said compound or pharmaceutically acceptable salt thereof, either alone or in combination with one or more additional therapeutic agents for use in the treatment of cancer or inhibiting cancer cell growth in a patient.

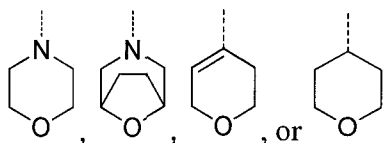
65. A compound having the formula:



Ring A is



Ring B is



atoms or up to two C_{1-4} alkyl optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

X is $-NH-$ or $-O-$;

each of R^1 and R^2 is, independently, hydrogen, $-C(O)NHR^4$, $-C(O)OR^4$, $-NHC(O)R^4$, $-NHC(O)OR^4$, $-NHC(O)NHR^4$, $-NHS(O)_2R^4$, $-NHR^4$, or $-OR^4$, wherein R^1 and R^2 cannot simultaneously be hydrogen, and wherein R^1 and R^2 and the intervening carbon atom can form a dioxane or dioxolane ring;

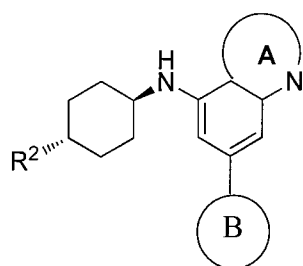
R^3 is hydrogen, $-C_{1-4}$ alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)OH$, $-C(O)OC_{1-2}$ alkyl, $-CN$, $-C(O)NHC_{1-2}$ alkyl, or $-C(O)NH_2$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole,

thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with Br, Cl, up to three fluorine atoms, up to three C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, an oxetane ring, a tetrahydrofuran ring, a dihydropyran ring, a tetrahydropyran ring, a pyrrolidine ring, a pyrazole ring, a triazole ring, a tetrazole ring, an oxadiazole ring, CN, CH_2OR^5 , $C(O)R^5$, $C(O)N(R^5)_2$, $C(O)OR^5$, NO_2 , $NHC(O)R^5$, $N(R^5)_2$, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to 3 fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, or up to two SC_{1-4} alkyl groups; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, a spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring, wherein each of said rings is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups.

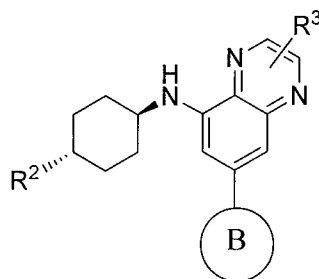
66. The compound of claim 65, or a pharmaceutically acceptable salt thereof, wherein X is NH.

67. The compound of claim 66, having the following formula:

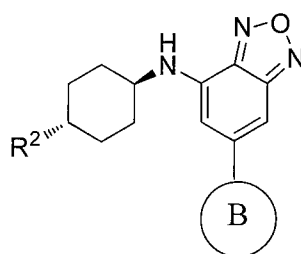


(III-A), or a pharmaceutically acceptable salt thereof.

68. The compound of claim 67, having the following formula:



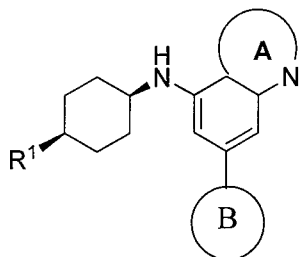
(III-A-1) or



(III-A-2), or a pharmaceutically

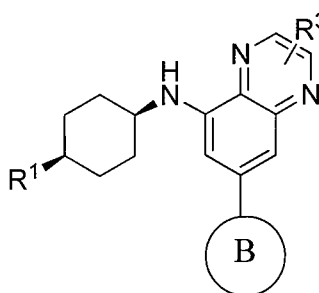
acceptable salt thereof, wherein R^2 is NHR^4 .

69. The compound of claim 66, having the following formula:

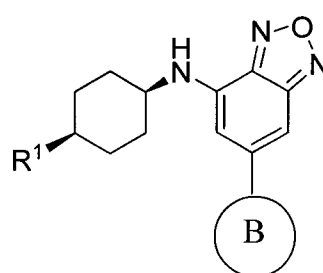


(III-B), or a pharmaceutically acceptable salt thereof.

70. The compound of claim 69 having the following formula:



(III-B-1) or



(III-B-2), or a

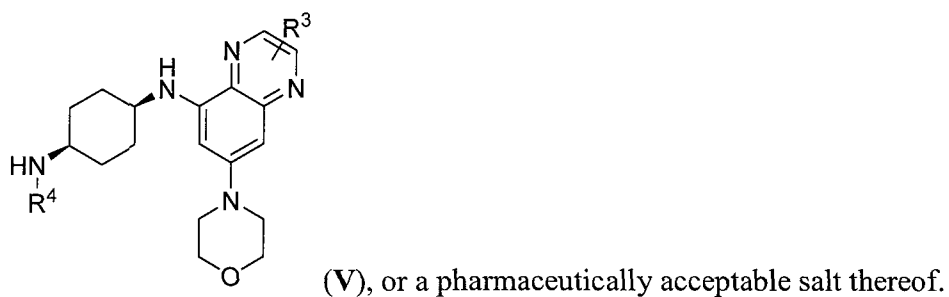
pharmaceutically acceptable salt thereof, wherein R^2 is NHR^4 .

71. The compound of claim 70, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen, C_{1-4} alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)OH$, $-C(O)OC_{1-2}$ alkyl, $-CN$, $-C(O)NHC_{1-2}$ alkyl, or $-C(O)NH_2$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with Br, Cl, up to three fluorine atoms, up to three C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, an oxetane ring, a tetrahydrofuran ring, a dihydropyran ring, a tetrahydropyran ring, a pyrrolidine ring, a pyrazole ring, a triazole ring, a tetrazole ring, an oxadiazole ring, CN, CH_2OR^5 , $C(O)R^5$, $C(O)N(R^5)_2$, $C(O)OR^5$, NO_2 , $NHC(O)R^5$, $N(R^5)_2$, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to 3 fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, or up to two SC_{1-4} alkyl groups; and

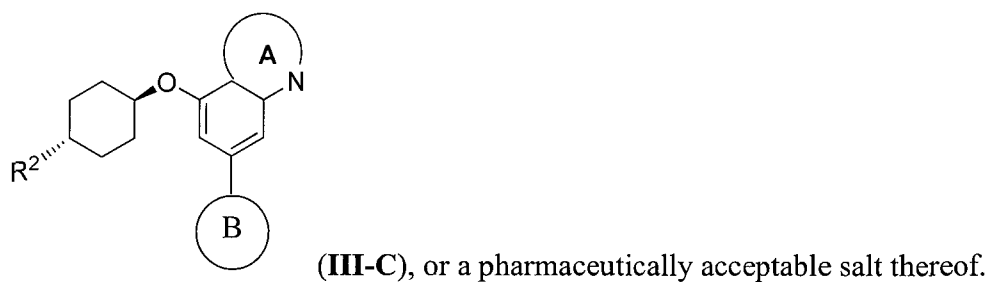
each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring, wherein each of said rings is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups.

72. The compound of claim 70 or 71, having the formula:

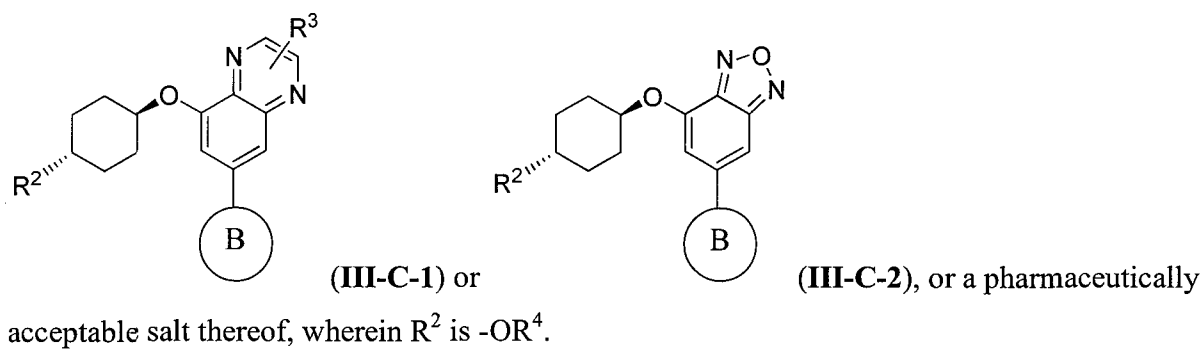


73. The compound of claim 65, or a pharmaceutically acceptable salt thereof, wherein X is O.

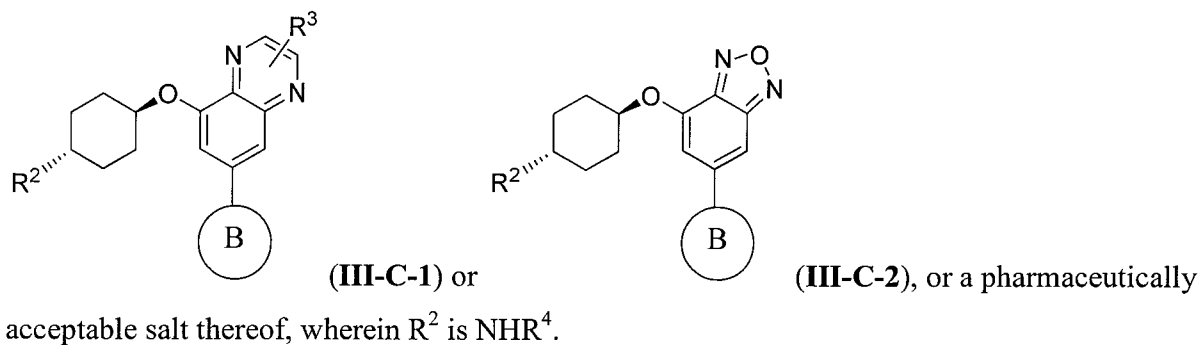
74. The compound of claim 73, having the following formula:



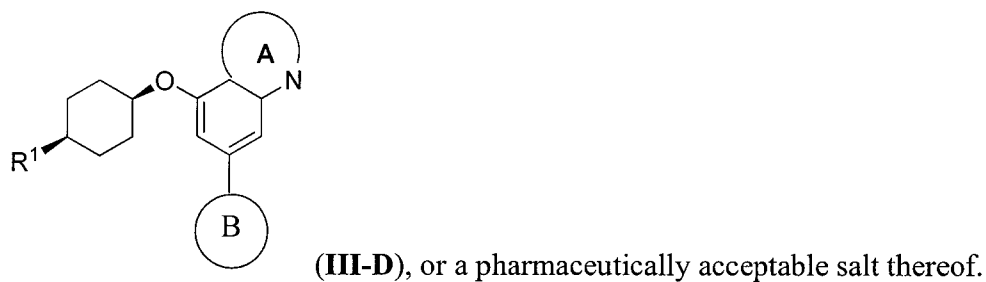
75. The compound of claim 74, having the following formula:



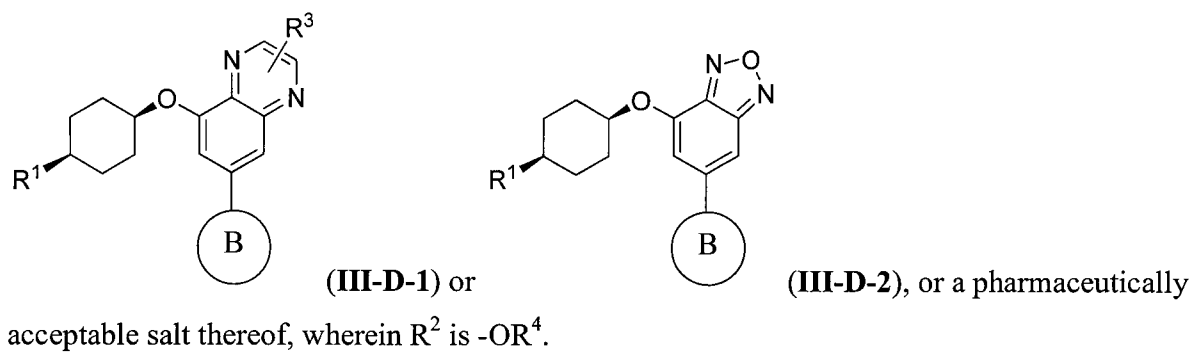
76. The compound of claim 74, having the following formula:



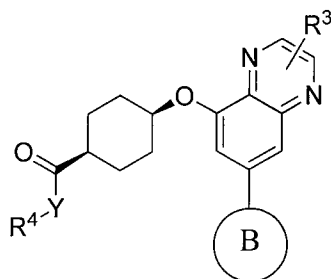
77. The compound of claim 73, having the following formula:



78. The compound of claim 77, having the following formula:



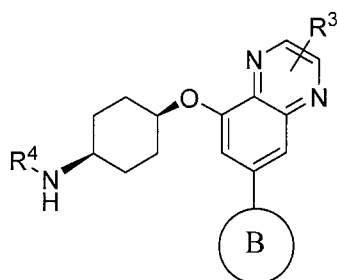
79. The compound of claim 77, having the following formula:



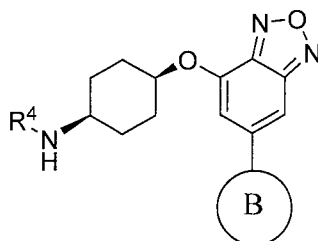
(III-D-3), or a pharmaceutically acceptable salt thereof, wherein

Y is -O- or -NH-.

80. The compound of claim 77 having the following formula:



(III-D-4) or



(III-D-5), or a

pharmaceutically acceptable salt thereof.

81. The compound of claim 80, or a pharmaceutically acceptable salt thereof, wherein

R^3 is hydrogen, C_{1-4} alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)OH$, $-C(O)OC_{1-2}$ alkyl, $-CN$, -

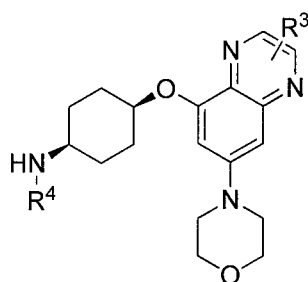
$C(O)NHC_{1-2}$ alkyl, or $-C(O)NH_2$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a heteroaryl ring system selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a heterocyclic ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with Br, Cl, up to three fluorine atoms, up to three C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, CN, NO_2 , $C(O)R^5$, $C(O)N(R^5)_2$, $C(O)OR^5$, $NHC(O)R^5$, $N(R^5)_2$, or up to two OR^5 , a heterocyclic ring system selected from oxetane, tetrahydrofuran, dihydropyran, tetrahydropyran, and pyrrolidine, a heteroaromatic

ring system selected from pyrazole, triazole, tetrazole, and oxadiazole, wherein each of said optional R^4 substituents is optionally substituted with up to 3 fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, or up to two SC_{1-4} alkyl groups; and

each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring, wherein each of said rings is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups.

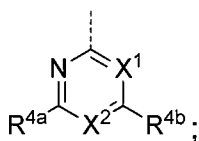
82. A compound having the formula:



(IV), or a pharmaceutically acceptable salt thereof, wherein

R^3 is hydrogen, $-C_{1-4}$ alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, or $-CN$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms;

R^4 is



X^1 is N, CH, CF, CCl, or CC_{1-2} alkyl optionally substituted with up to 3 fluorine atoms;

X^2 is N or CR^{4c} ;

each of R^{4a} , R^{4b} , and R^{4c} is, independently, hydrogen, F, Cl, Br, CN, NO_2 , C_{1-4} alkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4} \text{ alkyl})_2$, $C(O)NH(C_{0-4} \text{ alkyl-}C_{3-5} \text{ cycloalkyl})$, a heterocyclic

ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, and piperazine, or a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, and tetrazole, or R^{4c} , R^{4a} , and the intervening atoms form a dihydrofuran, a dihydropyran, or a tetrahydropiperidine heterocyclic ring system;

wherein each of said R^{4a} , R^{4b} , and R^{4c} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and wherein each of said R^{4a} , R^{4b} , and R^{4c} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

83. The compound of any one of claims 65-71 and 73-81, or a pharmaceutically acceptable salt thereof, wherein

