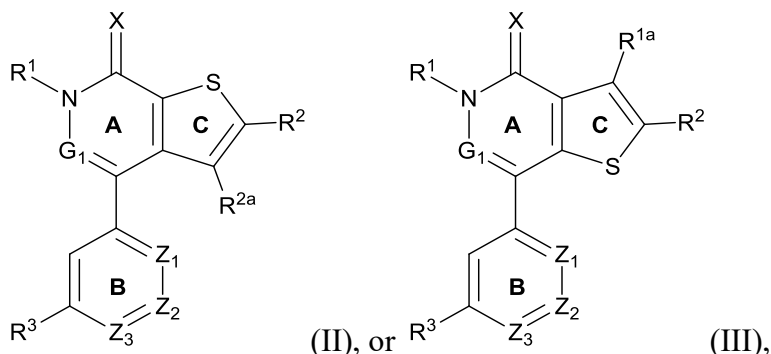


CLAIMS

1. A compound of Formula (II) or (III):



or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein:

X is O;

R¹ is hydrogen, C₁-C₃ alkyl, -(C₁-C₃ alkylene)OH, C₁-C₃ haloalkyl, or C₃-C₄ cycloalkyl;

G₁ is CR^a, wherein:

R^a is hydrogen, halogen, or C₁-C₄ alkyl;

Z₁ is C-W₁-R^c, wherein:

each W₁ is -O-

and

R^c is phenyl optionally substituted by R^{c1}, wherein each R^{c1} is independently halogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, cyano, oxo, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl, -OR¹⁰, -NR¹⁰R¹¹, -C(O)NR¹⁰R¹¹, -NR¹⁰C(O)R¹¹, -S(O)₂R¹⁰, -NR¹⁰S(O)₂R¹¹, or -S(O)₂NR¹⁰R¹¹;

Z₂ is CH;

Z₃ is CH;

R^{1a} and R^{2a} are each independently hydrogen, halogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, 5- to 10-membered heteroaryl, cyano, oxo, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, -OR¹⁰, -NR¹⁰R¹¹, -C(O)OR¹⁰, -C(O)NR¹⁰R¹¹, -NR¹⁰C(O)R¹¹, -S(O)₂R¹⁰, -NR¹⁰S(O)₂R¹¹ or -S(O)₂NR¹⁰R¹¹, each of which is independently optionally substituted by R¹²;

R² is hydrogen, halogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, -(C₁-C₃ alkylene)3- to 6-membered heterocyclyl, 5- to 10-membered heteroaryl, cyano, oxo, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, -OR¹⁰, -NR¹⁰R¹¹, -C(O)OR¹⁰, -C(O)NR¹⁰R¹¹, -NR¹⁰C(O)R¹¹, -S(O)₂R¹⁰, -NR¹⁰S(O)₂R¹¹, or -S(O)₂NR¹⁰R¹¹, each of which is independently

optionally substituted by R¹²;

R³ is C₁-C₄ alkyl substituted by halogen, oxo, -CN, or -OH;

R¹⁰ and R¹¹ are each independently hydrogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl, C₃-C₆ cycloalkyl, C₆-C₁₄ aryl, 3- to 6-membered heterocyclyl, -(C₁-C₃ alkylene)C₃-C₆ cycloalkyl, -(C₁-C₃ alkylene) 3- to 6-membered heterocyclyl, -(C₁-C₃ alkylene) C₆-C₁₄ aryl, -NR¹⁵R¹⁶, or -C(O)R¹², wherein each of R¹⁰ and R¹¹ is independently optionally substituted by halogen, oxo, -CN, -CF₃, -OH, -NR¹³R¹⁴, -C(O)NR¹³R¹⁴, or C₁-C₄ alkyl optionally substituted by halogen, oxo, -CN, -CF₃, or -OH,

or R¹⁰ and R¹¹ are taken together with the atom or atoms to which they are attached to form a 3- to 6-membered heterocyclyl ring optionally substituted by halogen, oxo, -CN, -CF₃, -OH, or C₁-C₄ alkyl optionally substituted by halogen, oxo, -CN, or -OH;

each R¹² is independently halogen, cyano, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, -OR¹⁵, -NR¹⁵R¹⁶, -C(O)NR¹⁵R¹⁶, -NR¹⁵C(O)R¹⁶, -S(O)₂R¹⁵, -NR¹⁵S(O)₂R¹⁶, -S(O)₂NR¹⁵R¹⁶, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, or C₁-C₄ alkyl, each of which is independently optionally substituted by halogen, oxo, -CF₃, -CN, -OH, -NR¹³R¹⁴, or -NR¹³C(O)R¹⁴;

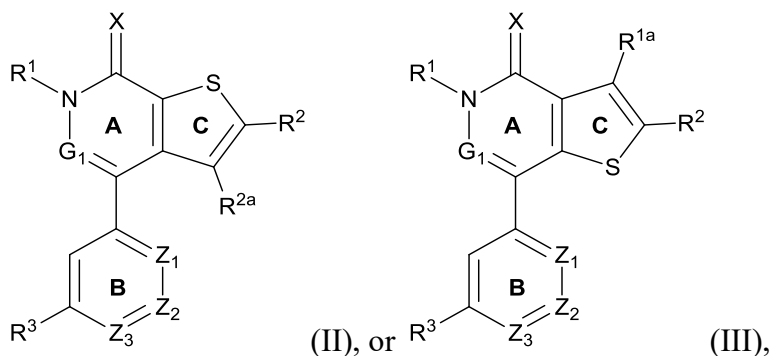
R¹³ and R¹⁴ are independently hydrogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, or 3- to 6-membered heterocyclyl, each of which is independently optionally substituted by halogen, oxo, -CN, or -OH,

or R¹³ and R¹⁴ are taken together with the atom or atoms to which they are attached to form a 3- to 6-membered heterocyclyl ring optionally substituted by halogen, oxo, -CN, -OH, or C₁-C₄ alkyl optionally substituted by halogen, oxo, -CN, or -OH; and

each R¹⁵ and R¹⁶ are independently hydrogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, or 3- to 6-membered heterocyclyl, each of which is independently optionally substituted by halogen, oxo, -CN, or -OH,

or R¹⁵ and R¹⁶ are taken together with the atoms to which they are attached to form a 3- to 6-membered heterocyclyl ring optionally substituted by halogen, oxo, -CN, -OH, or C₁-C₄ alkyl optionally substituted by halogen, oxo, -CN, or -OH.

2. The compound of claim 1, wherein the compound is a compound of Formula (II) or (III):



or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein:

X is O;

R¹ is hydrogen, C₁-C₃ alkyl, -(C₁-C₃ alkylene)OH, C₁-C₃ haloalkyl, or C₃-C₄ cycloalkyl;

G₁ is CR^a, wherein:

R^a is hydrogen, halogen, or C₁-C₄ alkyl;

Z₁ is C-W₁-R^c, wherein:

each W₁ is -O- and

R^c is phenyl optionally substituted by R^{c1}, wherein each R^{c1} is independently halogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, cyano, oxo, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl, -OR¹⁰, -NR¹⁰R¹¹, -C(O)NR¹⁰R¹¹, -NR¹⁰C(O)R¹¹, -S(O)₂R¹⁰, -NR¹⁰S(O)₂R¹¹, or -S(O)₂NR¹⁰R¹¹;

Z₂ is CH;

Z₃ is CH;

R^{1a} and R^{2a} are each independently hydrogen, halogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, 5- to 10-membered heteroaryl, cyano, oxo, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, -OR¹⁰, -NR¹⁰R¹¹, -C(O)OR¹⁰, -C(O)NR¹⁰R¹¹, -NR¹⁰C(O)R¹¹, -S(O)₂R¹⁰, -NR¹⁰S(O)₂R¹¹ or -S(O)₂NR¹⁰R¹¹, each of which is independently optionally substituted by R¹²;

R² is halogen, C₁-C₄ alkyl, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, -(C₁-C₃ alkylene)3- to 6-membered heterocyclyl, 5- to 10-membered heteroaryl, cyano, oxo, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, -OR¹⁰, -NR¹⁰R¹¹, -C(O)OR¹⁰, -C(O)NR¹⁰R¹¹, -NR¹⁰C(O)R¹¹, -S(O)₂R¹⁰, -NR¹⁰S(O)₂R¹¹, or -S(O)₂NR¹⁰R¹¹, each of which is independently optionally substituted by R¹²;

R³ is C₁-C₄ alkyl substituted by halogen, oxo, -CN, or -OH;

R¹⁰ and R¹¹ are each independently hydrogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl, C₃-C₆ cycloalkyl, 3- to 6-membered heterocyclyl, -(C₁-C₃ alkylene)C₃-C₆ cycloalkyl, -(C₁-C₃ alkylene) 3-

to 6-membered heterocyclyl, $-NR^{15}R^{16}$, or $-C(O)R^{12}$, wherein each of R^{10} and R^{11} is independently optionally substituted by halogen, oxo, $-CN$, $-CF_3$, $-OH$, $-NR^{13}R^{14}$, $-C(O)NR^{13}R^{14}$, or C_1 - C_4 alkyl optionally substituted by halogen, oxo, $-CN$, $-CF_3$, or $-OH$,

or R^{10} and R^{11} are taken together with the atom or atoms to which they are attached to form a 3- to 6-membered heterocyclyl ring optionally substituted by halogen, oxo, $-CN$, $-CF_3$, $-OH$, or C_1 - C_4 alkyl optionally substituted by halogen, oxo, $-CN$, or $-OH$;

each R^{12} is independently halogen, cyano, C_1 - C_4 haloalkyl, C_1 - C_4 alkoxy, C_1 - C_4 haloalkoxy, $-OR^{15}$, $-NR^{15}R^{16}$, $-C(O)NR^{15}R^{16}$, $-NR^{15}C(O)R^{16}$, $-S(O)_2R^{15}$, $-NR^{15}S(O)_2R^{16}$, $-S(O)_2NR^{15}R^{16}$, C_3 - C_6 cycloalkyl, 3- to 6-membered heterocyclyl, or C_1 - C_4 alkyl, each of which is independently optionally substituted by halogen, oxo, $-CF_3$, $-CN$, $-OH$, $-NR^{13}R^{14}$, or $-NR^{13}C(O)R^{14}$;

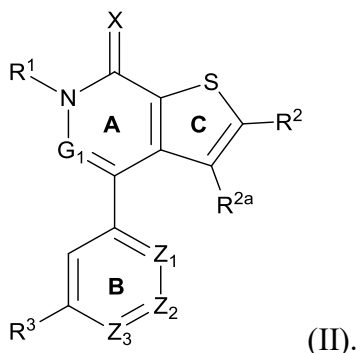
R^{13} and R^{14} are independently hydrogen, C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, or 3- to 6-membered heterocyclyl, each of which is independently optionally substituted by halogen, oxo, $-CN$, or $-OH$,

or R^{13} and R^{14} are taken together with the atom or atoms to which they are attached to form a 3- to 6-membered heterocyclyl ring optionally substituted by halogen, oxo, $-CN$, $-OH$, or C_1 - C_4 alkyl optionally substituted by halogen, oxo, $-CN$, or $-OH$; and

each R^{15} and R^{16} are independently hydrogen, C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, or 3- to 6-membered heterocyclyl, each of which is independently optionally substituted by halogen, oxo, $-CN$, or $-OH$,

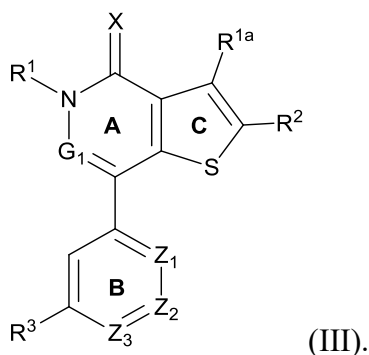
or R^{15} and R^{16} are taken together with the atoms to which they are attached to form a 3- to 6-membered heterocyclyl ring optionally substituted by halogen, oxo, $-CN$, $-OH$, or C_1 - C_4 alkyl optionally substituted by halogen, oxo, $-CN$, or $-OH$.

3. The compound of claim 1 or 2, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein the compound is of Formula (II),



4. The compound of claim 1 or 2, or a tautomer or stereoisomer thereof, or a pharmaceutically

acceptable salt of any of the foregoing, wherein the compound is of Formula (III),

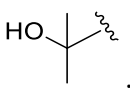


5. The compound of any one of claims 1-4, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein G₁ is CH.
6. The compound of any one of claims 1-5, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein R^c is phenyl optionally substituted by halogen or C₁-C₄ alkyl.
7. The compound of any one of claims 1-6, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein R¹ is C₁-C₃ alkyl.
8. The compound of any one of claims 1-7, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein R² is -C(O)NR¹⁰R¹¹, 5- to 10-membered heteroaryl, -(C₁-C₃ alkylene)₃- to 6-membered heterocyclyl, or C₁-C₄ alkyl, each of which is independently optionally substituted by R¹².
9. The compound of claim 8, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein R² is -C(O)NR¹⁰R¹¹ which is optionally substituted by R¹², wherein R¹⁰ and R¹¹ are each independently hydrogen, C₁-C₄ alkyl, or C₃-C₆ cycloalkyl, or R¹⁰ and R¹¹ are taken together with the atom or atoms to which they are attached to form a 3- to 6-membered heterocyclyl ring optionally substituted by halogen.
10. The compound of claim 9, or a tautomer or stereoisomer thereof, or a pharmaceutically

acceptable salt of any of the foregoing, wherein R^2 is 5- to 10-membered heteroaryl optionally substituted by R^{12} .

11. The compound of any one of claims 1-10, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein R^3 is C_1 - C_4 alkyl substituted by -OH.

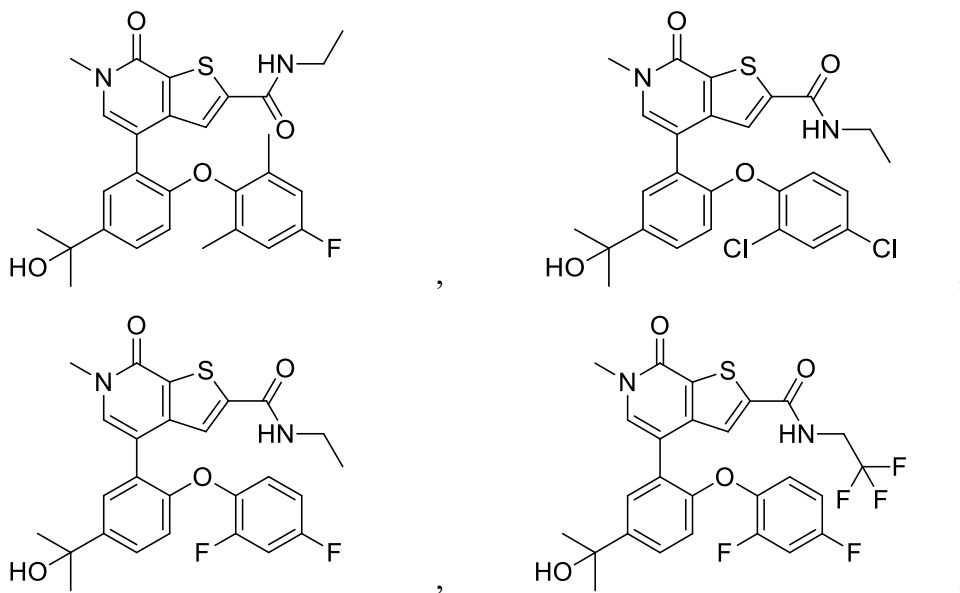
12. The compound of claim 11, or a tautomer or stereoisomer thereof, or a pharmaceutically

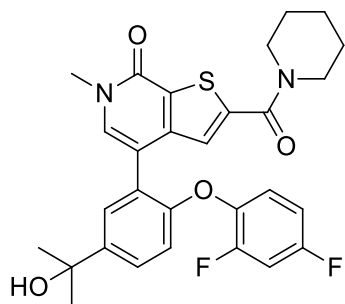
acceptable salt of any of the foregoing, wherein R^3 is .

13. The compound of any one of claims 1, 2 and 4-12, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein R^{1a} is hydrogen.

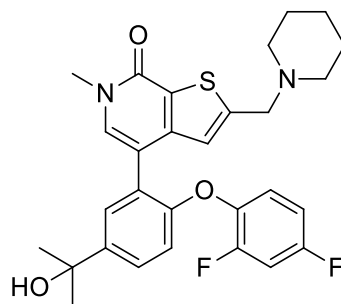
14. The compound of any one of claims 1, 2, 3 and 5-12, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, wherein R^{2a} is hydrogen.

15. The compound of claim 1, wherein the compound is selected from the group consisting of:

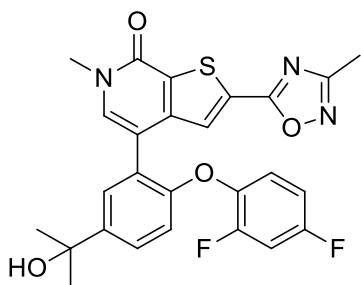




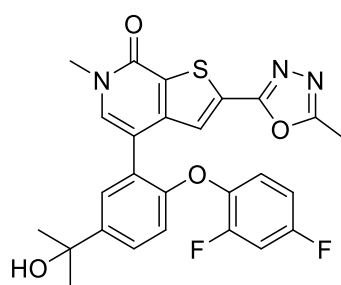
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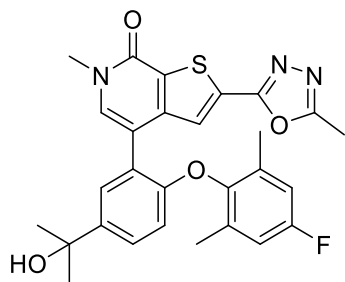
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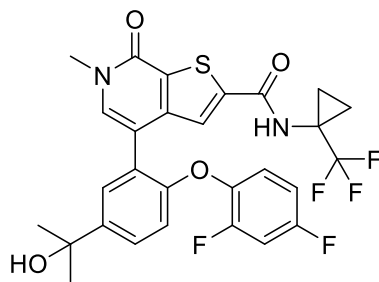
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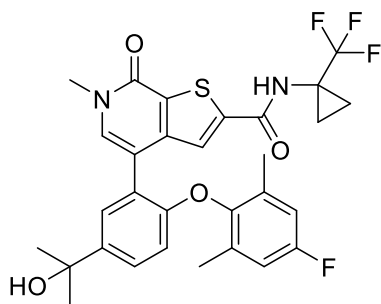
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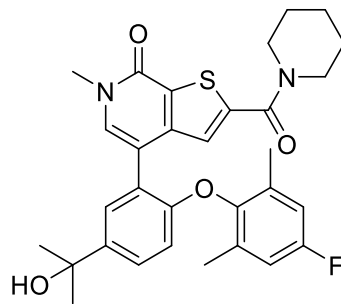
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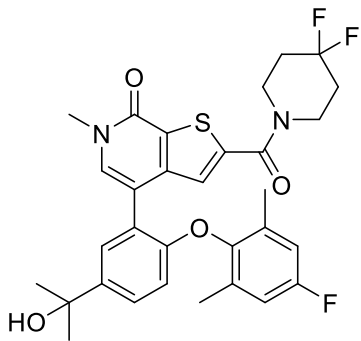
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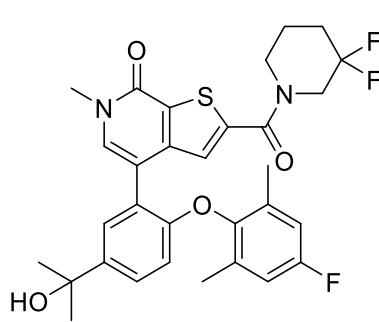
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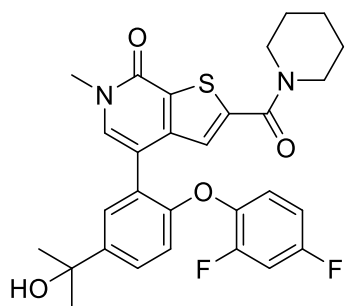
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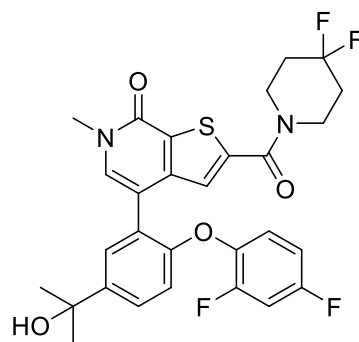
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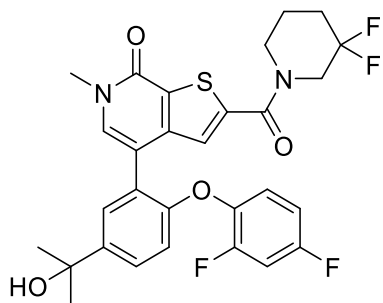
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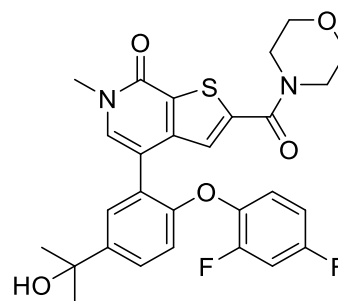
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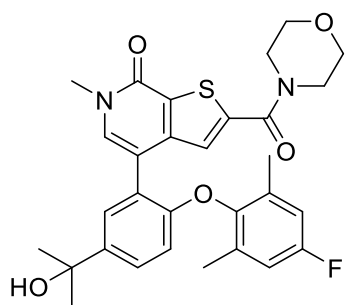
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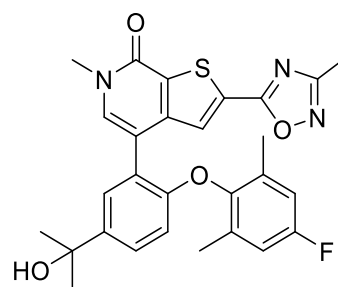
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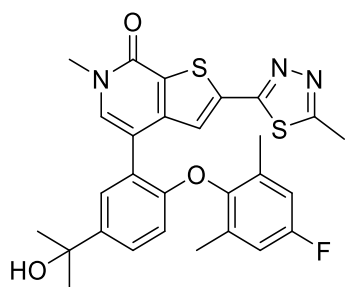
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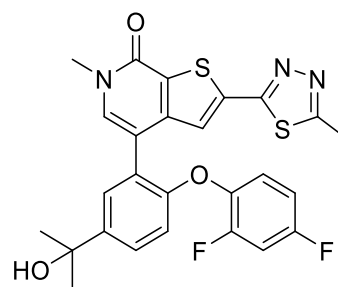
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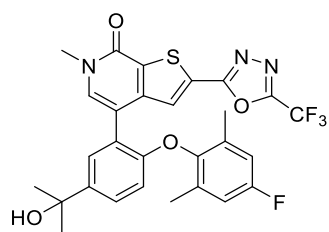
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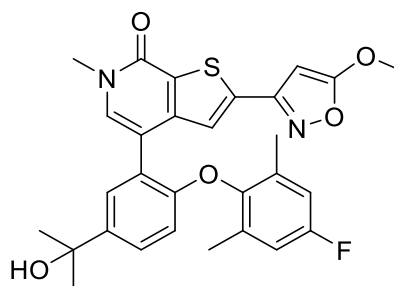
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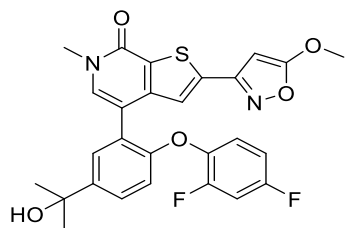
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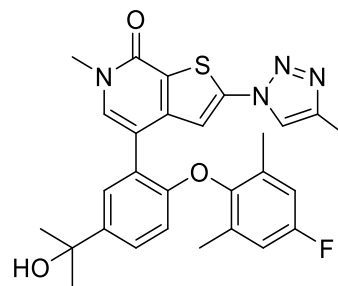
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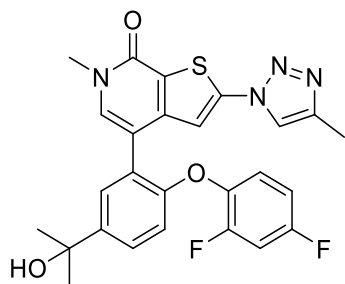
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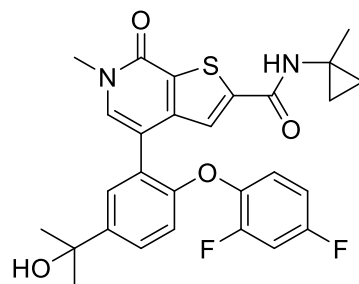
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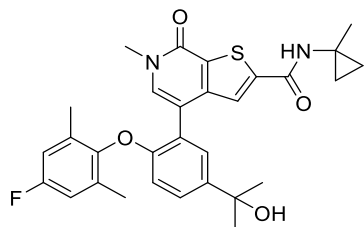
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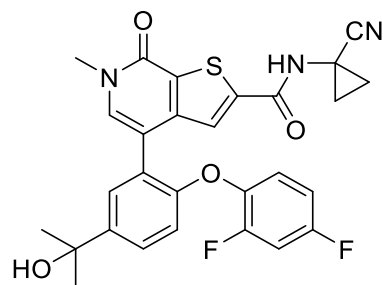
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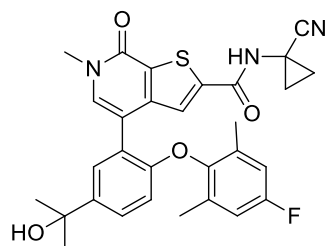
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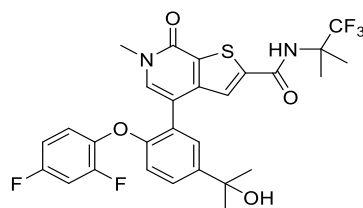
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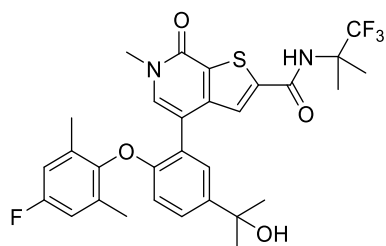
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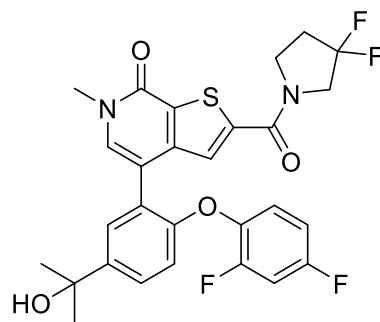
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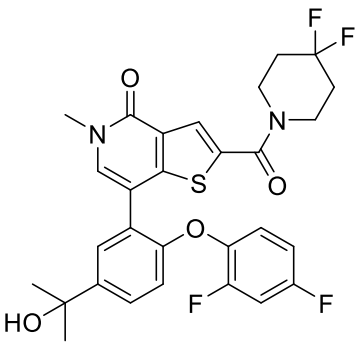
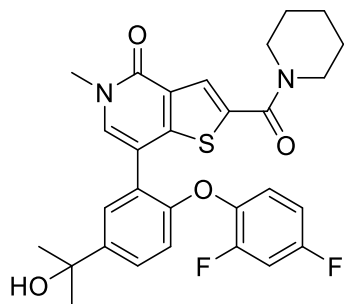
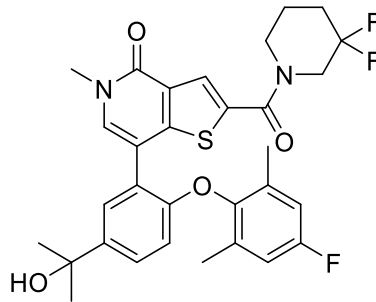
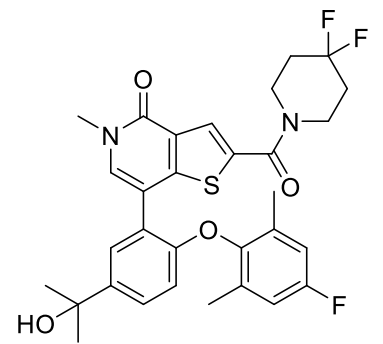
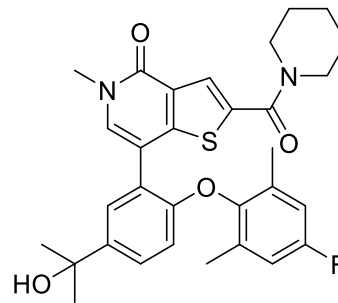
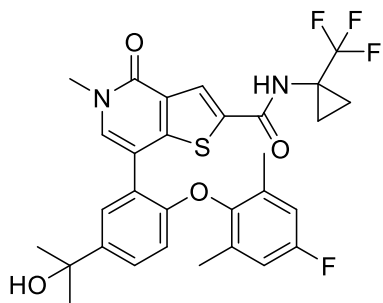
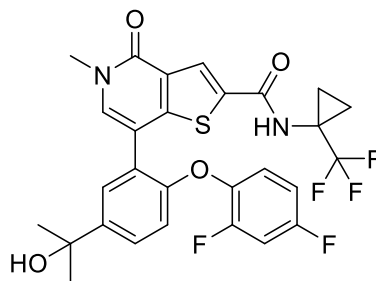
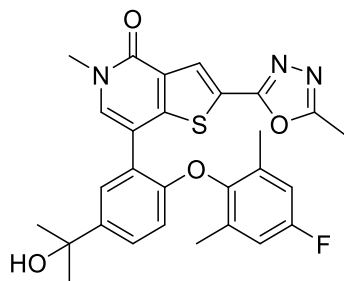
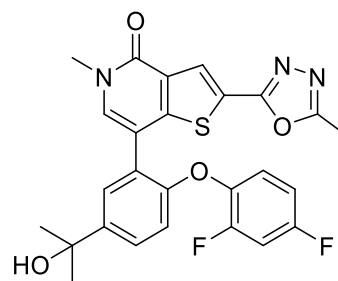
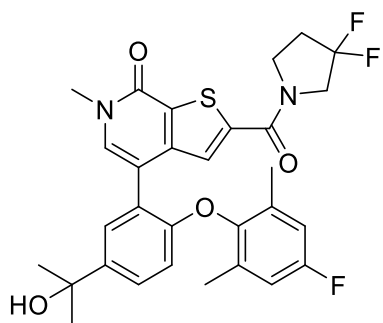
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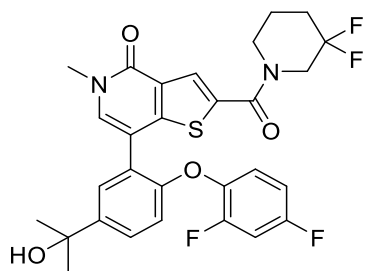


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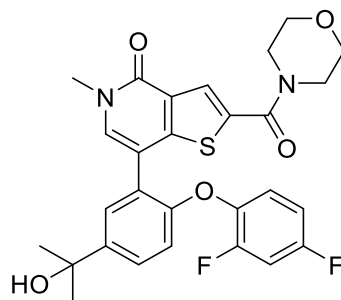


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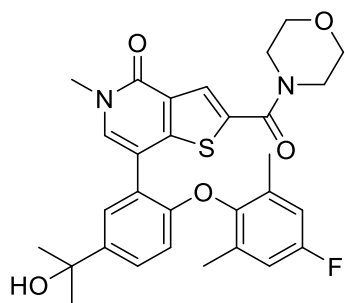




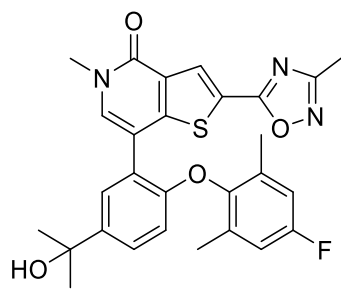
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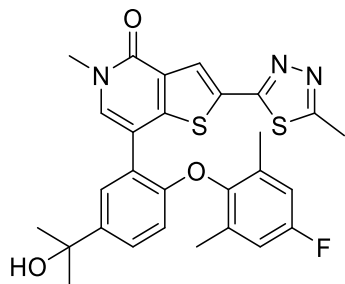
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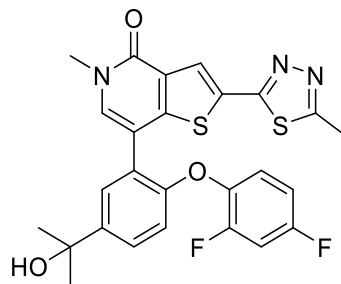
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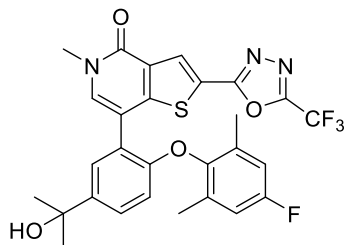
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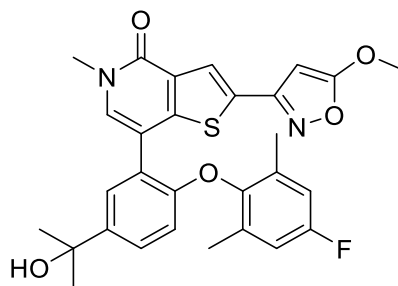
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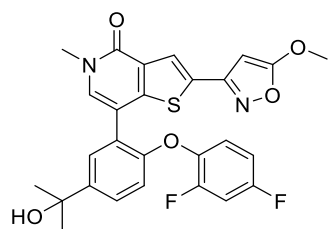
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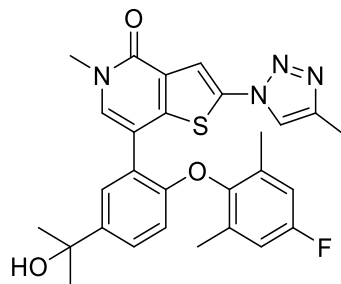
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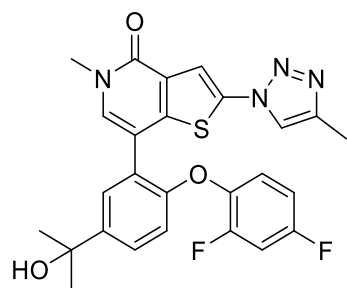
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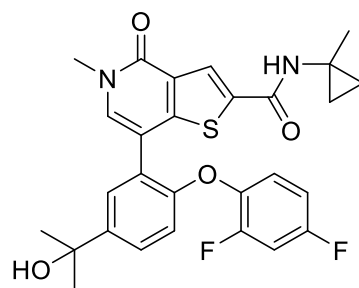
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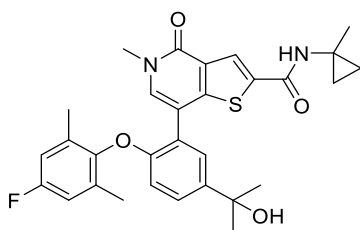
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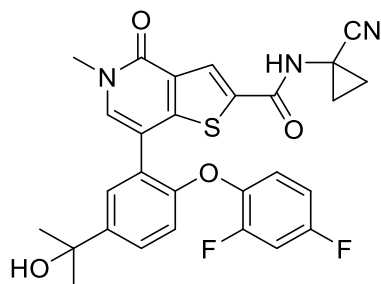
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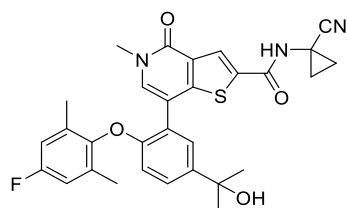
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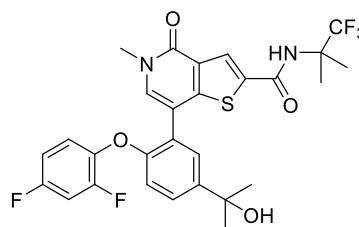
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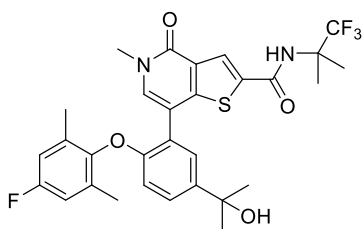
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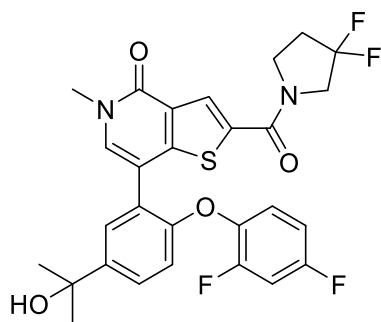
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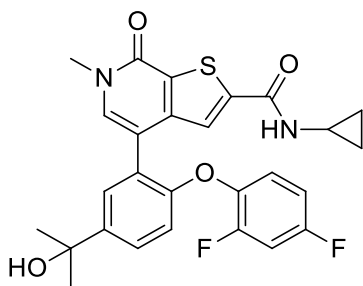
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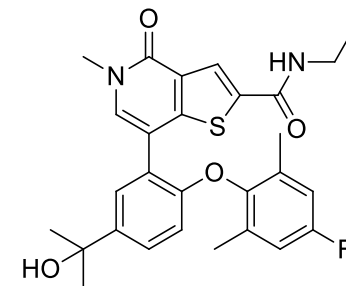
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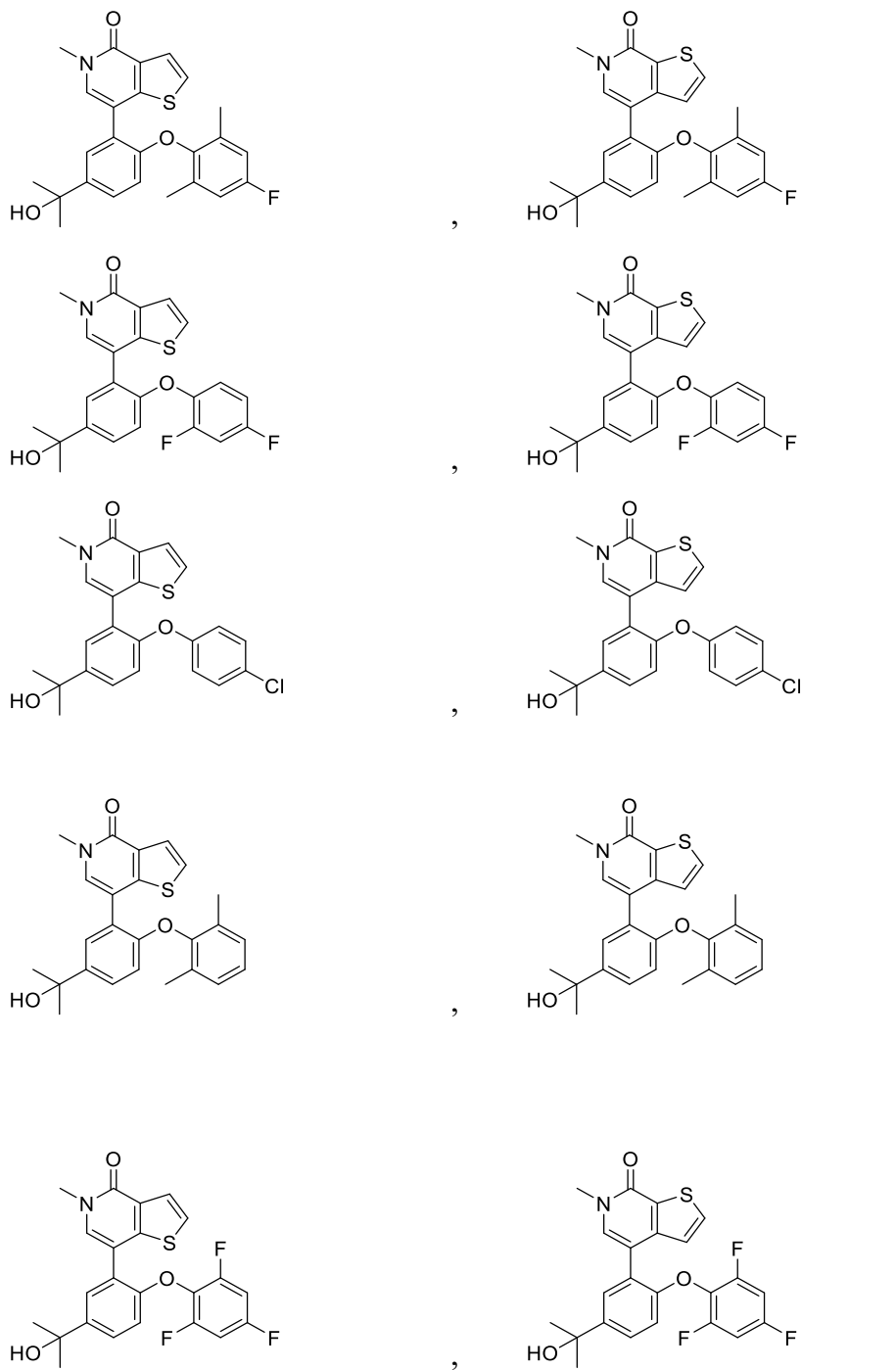
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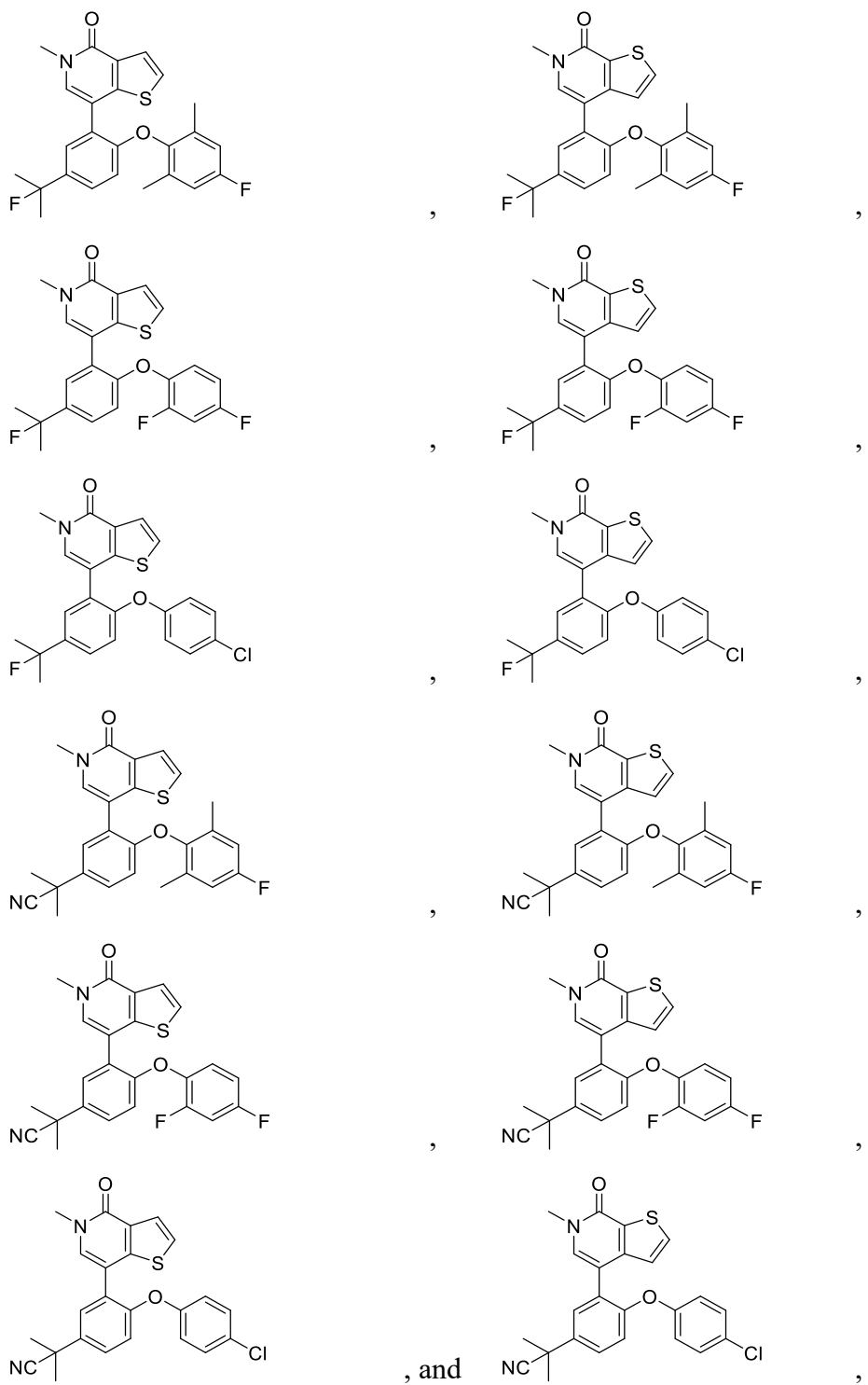


,

or a pharmaceutically acceptable salt thereof.

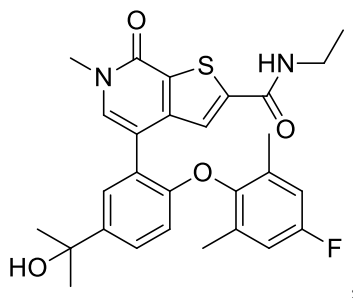
16. The compound of claim 1, wherein the compound is selected from the group consisting of:





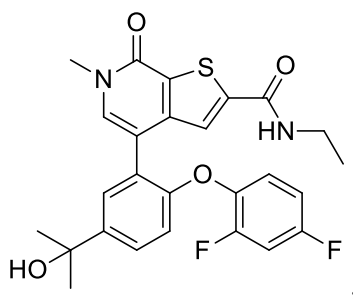
or a pharmaceutically acceptable salt thereof.

17. The compound of claim 1, wherein the compound is



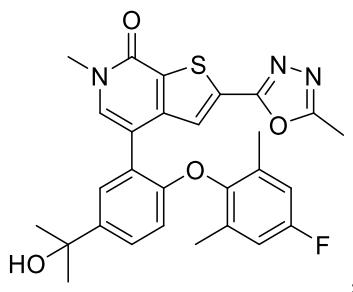
or a pharmaceutically acceptable salt thereof.

18. The compound of claim 1, wherein the compound is



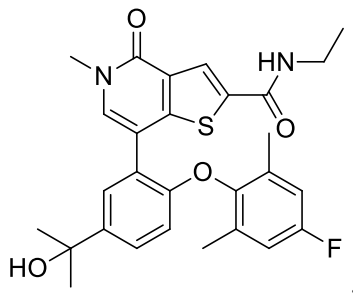
or a pharmaceutically acceptable salt thereof.

19. The compound of claim 1, wherein the compound is



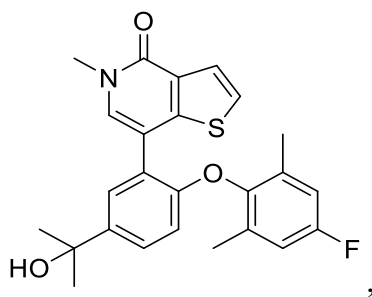
or a pharmaceutically acceptable salt thereof.

20. The compound of claim 1, wherein the compound is



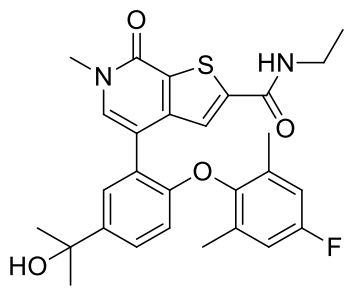
or a pharmaceutically acceptable salt thereof.

21. The compound of claim 1, wherein the compound is

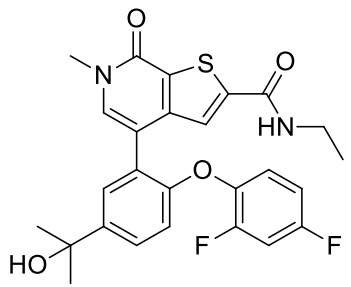


or a pharmaceutically acceptable salt thereof.

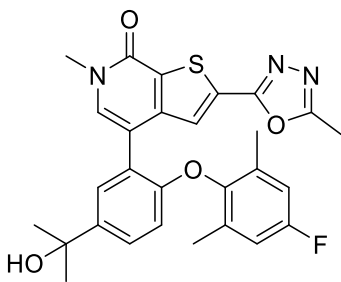
22. The compound of claim 1, wherein the compound is



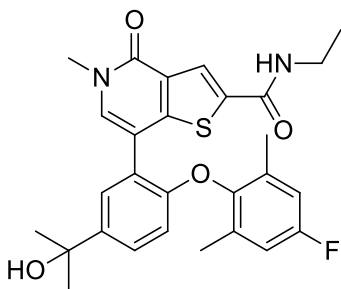
23. The compound of claim 1, wherein the compound is



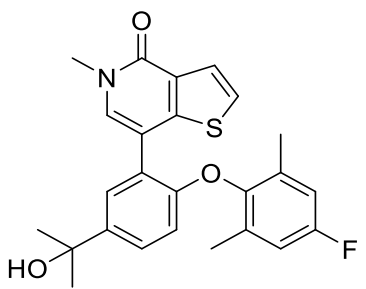
24. The compound of claim 1, wherein the compound is



25. The compound of claim 1, wherein the compound is



26. The compound of claim 1, wherein the compound is



27. A pharmaceutical composition comprising the compound of any one of claims 1-26, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, and a pharmaceutically acceptable carrier.

28. A compound of any one of claims 1-26, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, for use in therapy.

29. Use of a compound of any one of claims 1-26, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing, in the manufacture of a medicament for treating cancer in an individual in need thereof.

30. A compound of any one of claims 1-26, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing for inhibiting bromodomain and extraterminal domain (BET) in a cell.

31. A kit comprising the compound of any one of claims 1-26, or a tautomer or stereoisomer thereof, or a pharmaceutically acceptable salt of any of the foregoing.