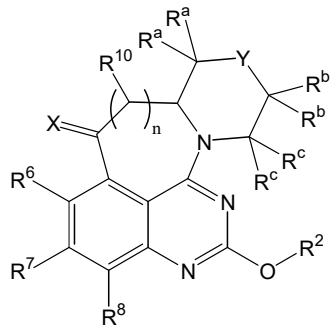
CLAIMS

1. A compound having the structural Formula (**I**):



(**I**)

or a pharmaceutically acceptable form or an isotope derivative thereof,

wherein

n is 1 or 2;

X is $CR^{x1}R^{x2}$, wherein each of R^{x1} and R^{x2} is independently selected from H, halo and unsubstituted or substituted $C_{1\text{-}3}$ alkyl;

Y is NH, NR^y, CH_2NH, CH_2NR^y, $NHCH_2$ or NR^yCH_2, wherein R^y is unsubstituted or substituted $C_{1\text{-}4}$ alkyl, $P(O)(OCH_3)_2$, $C(O)OR^w$, $C(O)R^w$, wherein R^w is H or unsubstituted or substituted $C_{1\text{-}6}$ alkyl;

R^2 is $(CH_2)_iR^{2'}$, wherein *i* is an integer selected from 1-6, and $(CH_2)_i$ is optionally substituted, wherein $R^{2'}$ is selected from the group consisting of H, halogen, CN, OH, C(O)NRR', unsubstituted or substituted $C_{1\text{-}6}$ alkyl, unsubstituted or substituted 3- to 6-membered carbocyclic ring, unsubstituted or substituted 4- to 6-membered heterocyclic ring and unsubstituted or substituted aryl 7- to 9-membered bicyclic heterocyclic ring;

R^6 is selected from the group consisting of H, halogen, CN, OR, unsubstituted or substituted $C_{1\text{-}4}$ alkyl, unsubstituted or substituted $C_{1\text{-}4}$ alkoxy, C(O)NRR', NRR', $S(O)_2CH_3$, unsubstituted or substituted 3- to 6-membered carbocyclic or heterocyclic ring, and unsubstituted or substituted 5- to 6-membered heteroaryl;

R^7 is an unsubstituted or substituted 6- to 10-membered unsaturated monocyclic or bicyclic ring, comprising 0-5 heteroatoms selected from N, O and S;

R^8 is H, halo, unsubstituted or substituted $C_{1\text{-}4}$ alkyl, OR or NRR';

R^a, R^b and R^c:

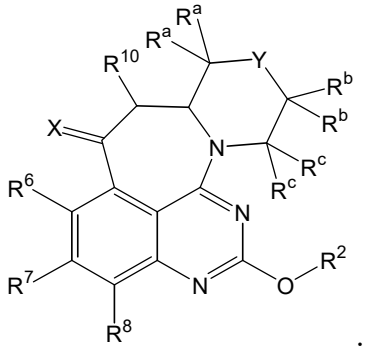
each is independently selected from H, halo, unsubstituted or substituted C_{1-3} alkyl and OR; or

one R^a and one R^b, or one R^a and one R^c, together with Y and the carbon atoms they are bonded respectively, form a 4- to 7-membered heterocyclic ring.

each R^{10} is independently H, halo or C_{1-4} alkyl; or R^{10}'s, together with the carbon atoms they are bonded respectively, form a cyclopropyl or cyclobutyl group; and

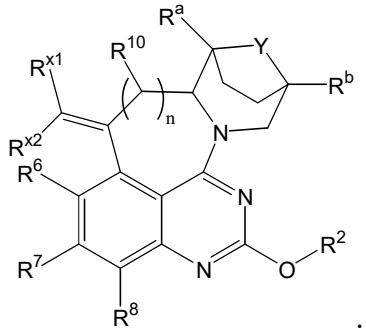
each of R and R' is independently selected from H, unsubstituted or substituted C_{1-4} alkyl, or unsubstituted or substituted 3- to 6-membered carbocyclic ring, or where R and R' are attached to the same N atom, together form an unsubstituted or substituted 4- to 6-membered heterocyclic ring.

2. The compound of claim 1, wherein n is 1, having the structure of Formula (**II**):



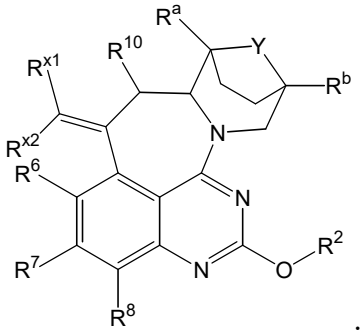
(**II**)

3. The compound of claim 1, wherein one R^a and one R^b, wherein together with Y and the carbon atoms they are respectively bonded to, form a 5-membered heterocyclic ring, having the structure of Formula (**I^A**):



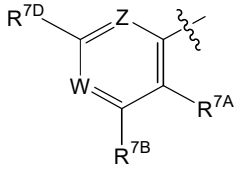
(**I^A**)

4. The compound of claim 2, wherein one R^a and one R^b, wherein together with Y and the carbon atoms they are respectively bonded to, form a 5-membered heterocyclic ring, having the structure of Formula (**II^A**):



(**II^A**)

5. The compound of claim 3 or 4, wherein one of R^a and R^b is CH_3 and the other is H, or each of R^a and R^b is H.6. The compound of any one of claims 1-5, wherein each of R^{x1} and R^{x2} is independently selected from H, F and Cl, or at least one of R^{x1} and R^{x2} is an unsubstituted or substituted C_{1-3} alkyl.
7. The compound of any one of claims 1-6, wherein Y is NH or NR^y.
8. The compound of any one of claims 1-6, wherein Y is CH_2NH, $NHCH_2$, CH_2NR^y or NR^yCH_2.
9. The compound of any one of claims 1-8, wherein R^6 is H, F or Cl.
10. The compound of any one of claims 1-9, wherein each R^c is H.
11. The compound of any one of claims 1-9, wherein *i* is 1.
12. The compound of any one of claims 1-11, wherein $R^{2'}$ is a C_{3-6} carbocyclic or heterocyclic ring substituted with 0-5 R^{2A}, wherein each R^{2A} is independently selected from D, halo, OC_{1-3} alkyl or C_{1-3} alkyl, wherein the C_{1-3} alkyl is optionally substituted with one or more of halo, OH, NRR', CN and CONRR'.
13. The compound of any one of claims 1-11, wherein $R^{2'}$ is C_{3-5} heterocyclic ring substituted with 0-5 R^{2A}.
14. The compound of any one of claims 1-11, wherein $R^{2'}$ is a bicyclic, unsubstituted or substituted C_{6-10} heterocyclic ring.
15. The compound of any one of claims 1-14, wherein R^7 is an unsubstituted or substituted 6-membered aryl or heteroaryl ring, comprising 0-5 heteroatoms selected from N, O and S.
16. The compound of claim 15, wherein R^7 has the structural formula:



wherein

Z is N or CR^{7E};

W is N or CR^{7C};

R^{7A} is H, halo or substituted or unsubstituted C_{1-3} alkyl;

R^{7B} is H, halo or substituted or unsubstituted C_{1-3} alkyl;

R^{7C} is H or halo;

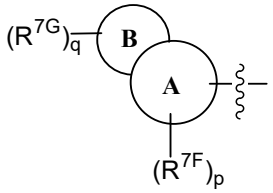
R^{7D} is H, NRR', halo or OR; and

R^{7E} is H or halo.

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17. The compound of any one of claims 1-14, wherein R^7 is an unsubstituted or substituted 9- or 10-membered bicyclic aryl or heteroaryl ring, comprising 0-5 heteroatoms selected from N, O and S.

18. The compound of claim 17, wherein R^7 has the structure of:



wherein

Ring A is a 6-membered aryl or heteroaryl ring with 0-2 N atoms;

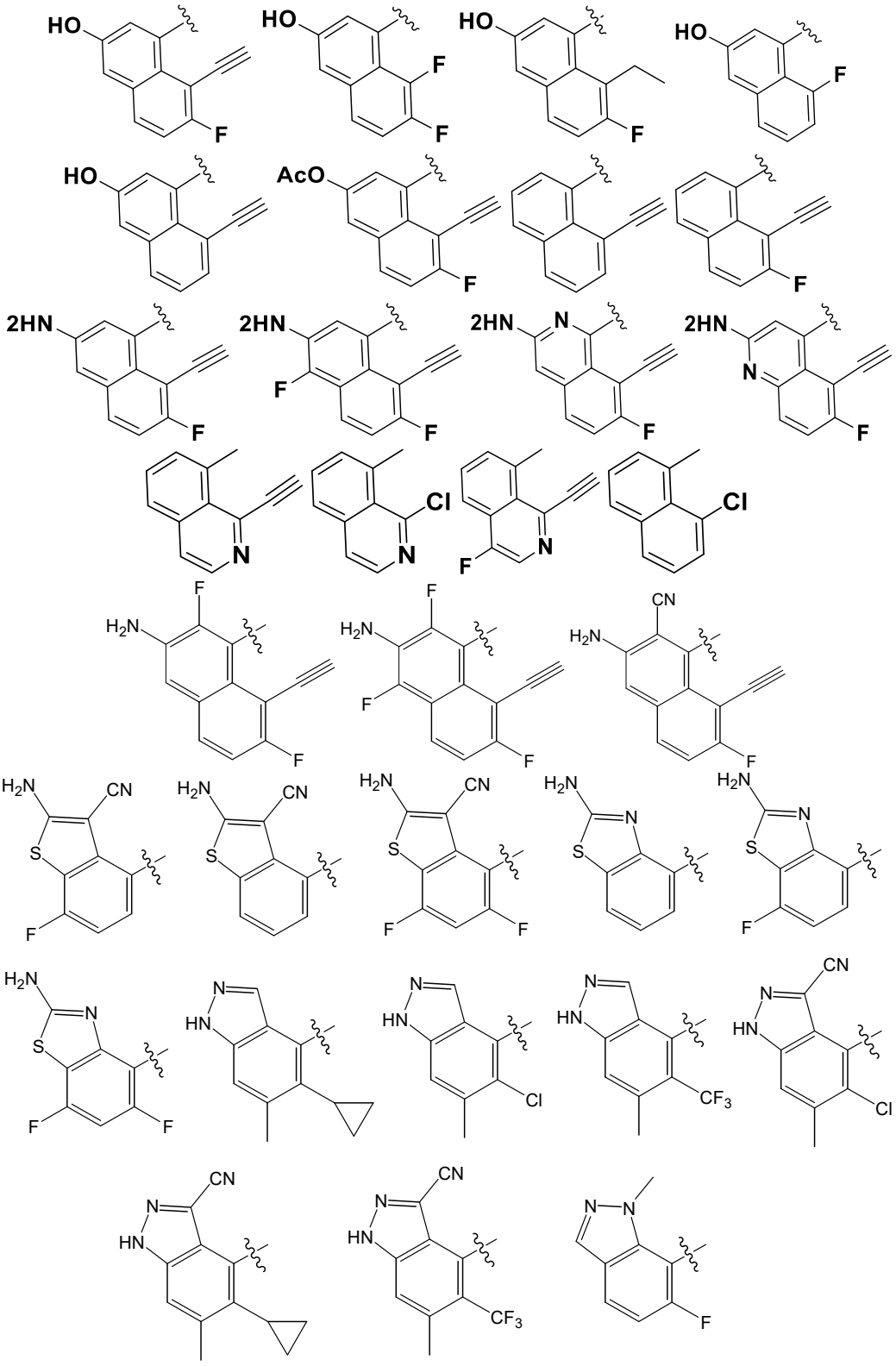
Ring B is a 5- or 6-membered carbocyclic, heterocyclic, aryl or heteroaryl ring with 0-3 heteroatoms selected from N, O and S;

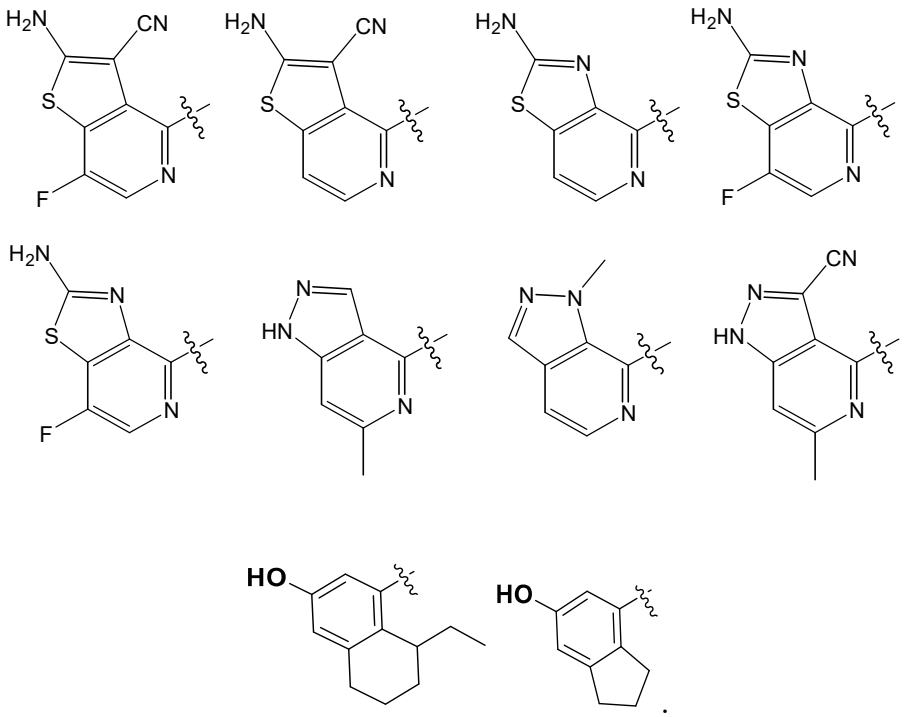
each of R^{7F} and R^{7G} is independently selected from the group consisting of halogen, OH, CN, NRR', unsubstituted or substituted C_{1-6} alkyl, and unsubstituted or substituted C_{1-6} alkoxy, $(CH_2)_kNRR'$, $(CH_2)_kC(=O)NRR'$, $(CH_2)_kOC(=O)R$, $(CH_2)_kOC(=O)OR$;

each of *p* and *q* is independently 0, 1, 2 or 3; and

each *k* is independently 0, 1 or 2.

19. The compound of claim 18, wherein R^7 is selected from:

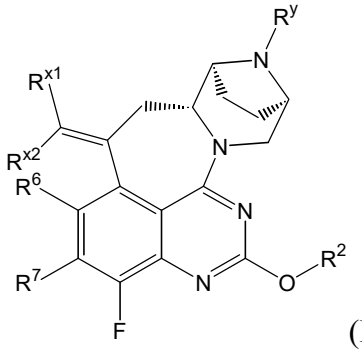




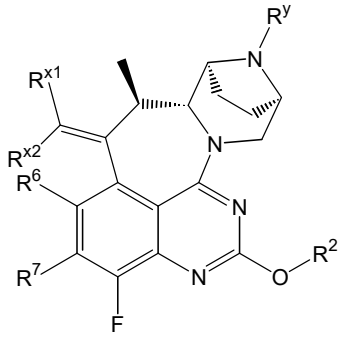
20. The compound of any one of claims 1-19, wherein R^{10} is H or CH_3.

21. The compound of any one of claims 1-20, wherein R^8 is F.

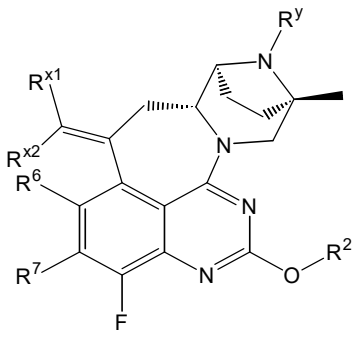
22. The compound of claim 1, having a structural formula selected from:



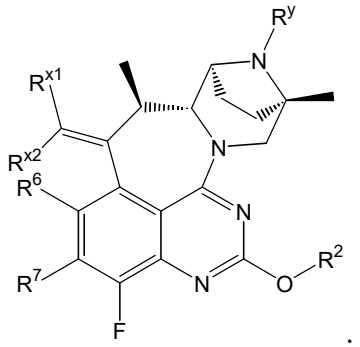
(III^A)



(III^B)



(III^{C})



(III^{D})

23. The compound of claim 1, selected from **Table 1** or **Table 2**.
24. A pharmaceutical composition comprising a compound according to any one of claims 1-23 and a pharmaceutically acceptable excipient, carrier, or diluent.
25. A method for inhibiting cell proliferation *in vitro*, comprising contacting a cell with an effective amount of a compound according to any one of claims 1-23.
26. The compound according to any one of claims 1-23, for use as a medicament.
27. Use of the compound according to any one of claims 1-23, and a pharmaceutically acceptable excipient, carrier, or diluent, in the manufacture of a medicament for treating cancer.