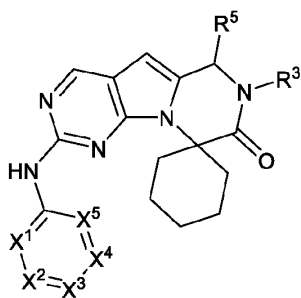


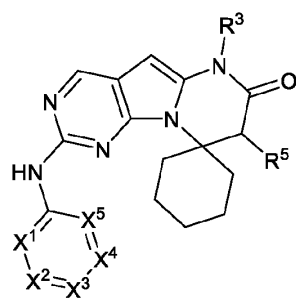
CLAIMS

I claim:

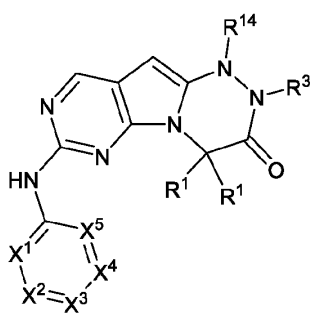
1. A compound of Formula:



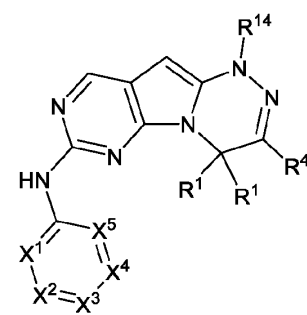
(I),



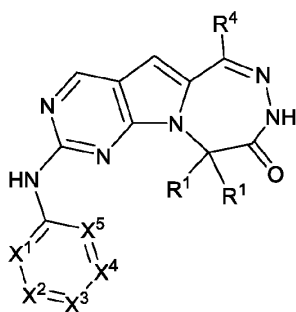
(II),



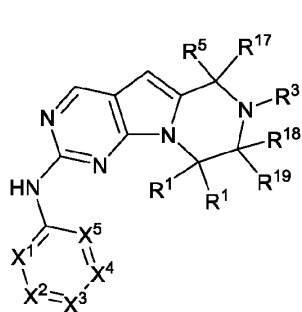
(III),



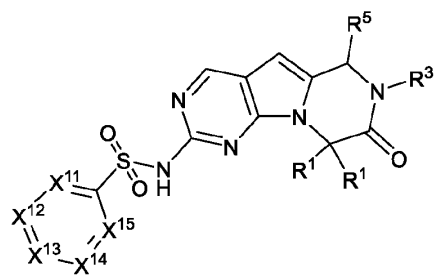
(IV),



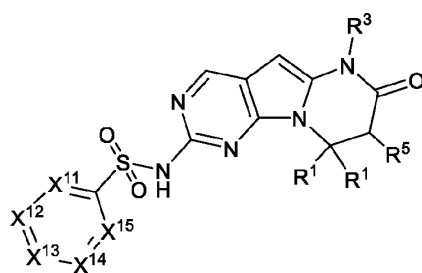
(V)



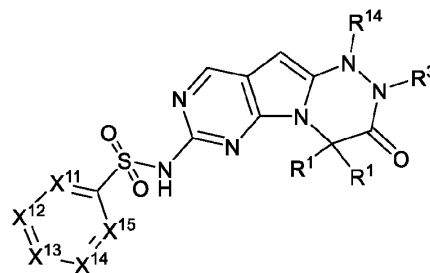
(VI)



(VII)

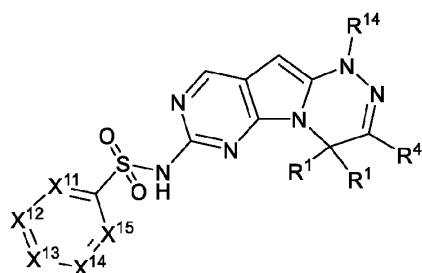


(VIII)



(IX)

or



(X);

or a pharmaceutically acceptable salt, *N*-oxide, isotopic analog, and/or a pharmaceutically acceptable composition thereof;

wherein:

X^1 , X^2 , X^3 , X^4 , and X^5 are independently selected from N, CH, CR^2 , and CR^4 ; wherein at least one of X^1 , X^2 , X^3 , X^4 , and X^5 is CR^2 ; and wherein no more than 2 of X^1 , X^2 , X^3 , X^4 , and X^5 are selected to be N;

X^{11} , X^{12} , X^{13} , X^{14} , and X^{15} are independently selected from N, CH, CR^2 , and CR^4 ; wherein no more than 2 of X^{11} , X^{12} , X^{13} , X^{14} , and X^{15} are selected to be N;

each R^1 is independently selected from the group consisting of hydrogen, halogen, $-OR^{14}$, $NR^{14}R^{15}$, alkyl, aryl, cycloalkyl, haloalkyl, heteroaryl, alkyl-hydroxyl, and heterocycle, wherein two R^1 s may come together with the ring atom to which they are attached to optionally constitute a 3, 4, 5, 6, 7, or 8-membered cycloalkyl or 4, 5, 6, 7, or 8-membered heterocycle that has 1, 2, or 3 heteroatoms selected from N, O, and S; wherein the cycloalkyl or heterocycle formed by combining two R^1 s with the atom to which they are attached can be optionally substituted with 1 or 2 substituents independently selected from R^{50} ;

each R^2 is independently selected from the group consisting of $-NR^{14}C(O)R^6$, $-NR^{14}S(O)R^6$, $-NR^{14}S(O)_2R^6$, $-NR^{14}C(S)R^6$, $-OC(O)R^6$, $-OS(O)R^6$, $-OS(O)_2R^6$, $-OC(S)R^6$, $-C(O)R^6$, $-C(S)R^6$, $-S(O)R^6$, $-S(=NR^{14})_2R^6$, $-S(=NR^{14})(O)R^6$ and $-S(O)_2R^6$;

R^3 is selected from the group consisting of hydrogen, $-OR^{14}$, $-NR^{14}R^{15}$, alkyl, alkenyl, alkynyl, $-C(O)R^6$, $-C(O)alkyl$, $-C(S)alkyl$, aryl, $-SO_2alkyl$, heteroaryl, heterocycle, $-alkyl-aryl$, and $-alkyl-heteroaryl$;

each R^4 is independently selected from the group consisting of hydrogen, alkyl, aryl, cycloalkyl, haloalkyl, heteroaryl, heterocycle, halogen, cyano, $-OR^{14}$, $-NR^{14}R^{15}$, $-NR^{14}C(O)R^6$, $-NR^{14}S(O)R^6$, $-NR^{14}S(O)_2R^6$, $-NR^{14}C(S)R^6$, $-OC(O)R^6$, $-OS(O)R^6$, $-OS(O)_2R^6$, $-OC(S)R^6$, $-C(O)R^6$, $-C(S)R^6$, $-S(O)R^6$, and $-S(O)_2R^6$;

R^5 is hydrogen, alkyl, haloalkyl, halogen, cyano, $-OR^{14}$, or $-NR^{14}R^{15}$;

each R^6 is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycle, aryl, heteroaryl, NR^7R^7 , and OR^7 each of which R^6 except hydrogen, NR^7R^7 , and OR^7 is optionally substituted with 1, 2, 3, or 4 R^8 groups;

each R^7 is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycle, aryl, $alkyl-aryl$, $alkyl-heteroaryl$, and heteroaryl each of which R^7 except hydrogen is optionally substituted with 1, 2, 3, or 4 R^8 groups;

each R^8 is independently selected from the group consisting of hydrogen, halogen, haloalkyl, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycle, aryl, heteroaryl, $-S(O)_2alkyl$, $NR^{12}R^{13}$, $alkyl-heteroaryl$, $alkyl-aryl$, and OR^{12} ;

each R^{12} and R^{13} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, $-C(O)alkyl$, $-C(S)alkyl$, aryl, $-SO_2alkyl$, $-S(O)alkyl$, heteroaryl, $alkyl-aryl$, cycloalkyl, heterocycle, and $alkyl-heteroaryl$;

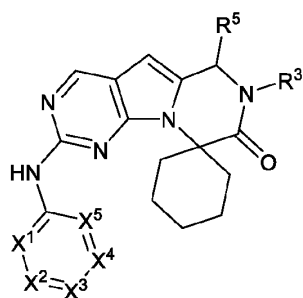
each R^{14} and R^{15} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, $-C(O)R^6$, $-C(O)alkyl$, $-C(S)alkyl$, aryl, $-SO_2alkyl$, heteroaryl, heterocycle, $-alkyl-aryl$, and $-alkyl-heteroaryl$;

R^{17} and R^{18} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycle, aryl, $alkyl-aryl$, $alkyl-heteroaryl$, and heteroaryl each of which except hydrogen is optionally substituted with 1, 2, 3, or 4 R^8 groups; and

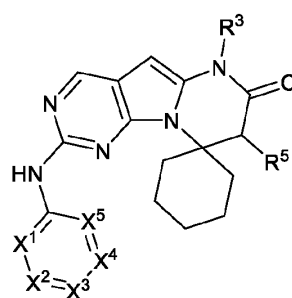
R^{19} is hydrogen, alkyl, haloalkyl, halogen, cyano, $-OR^{14}$, or $-NR^{14}R^{15}$; and

each R^{50} is independently selected from the group consisting of hydrogen, $-NR^{14}R^{15}$, OR^{14} , and R^4 .

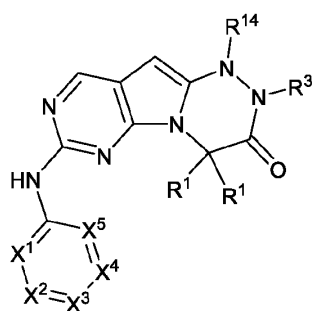
2. The compound of claim 1 of Formula:



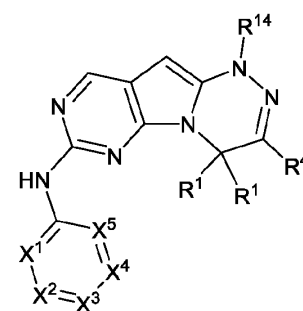
(I),



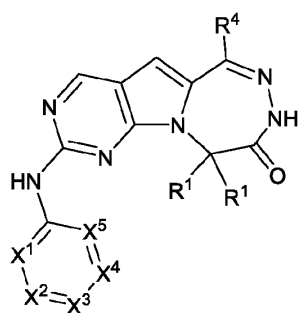
(II),



(III),



(IV), or

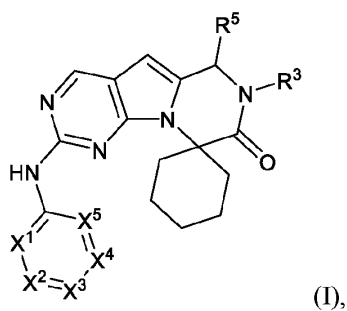


(V);

or a pharmaceutically acceptable salt, *N*-oxide, isotopic analog, and/or a pharmaceutically acceptable composition thereof;

wherein each R^2 is independently selected from the group consisting of $-NR^{14}C(O)R^6$, $-NR^{14}S(O)R^6$, $-NR^{14}S(O)_2R^6$, $-NR^{14}C(S)R^6$, $-OC(O)R^6$, $-OS(O)R^6$, $-OS(O)_2R^6$, $-OC(S)R^6$, $-C(O)R^6$, $-C(S)R^6$, $-S(O)R^6$, and $-S(O)_2R^6$.

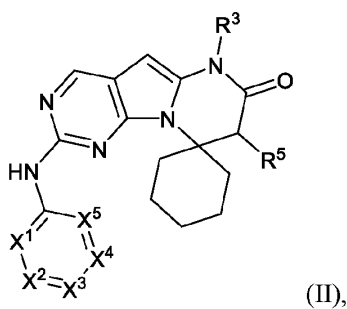
3. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

4. The compound of claim 1, wherein R⁵ is hydroxyl.

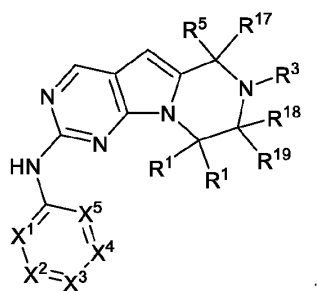
5. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

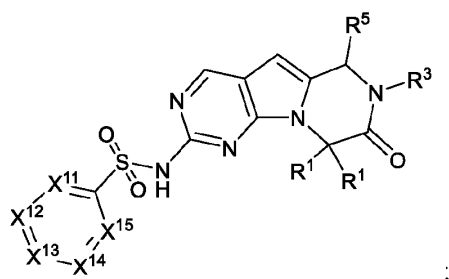
6. The compound of claim 1, wherein one R¹ is hydrogen.
7. The compound of claim 1, wherein both R¹'s are hydrogen.
8. The compound of claim 1, wherein neither R¹ is hydrogen.

9. The compound of claim 1 of formula:



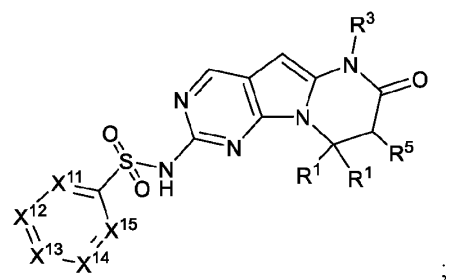
or a pharmaceutically acceptable salt thereof.

10. The compound of claim 1 of formula:



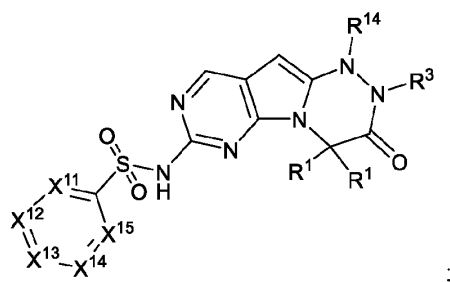
or a pharmaceutically acceptable salt thereof.

11. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

12. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

13. The compound of any one of claims 10-12, wherein X¹¹ is CH.

14. The compound of any one of claims 10-12, wherein X¹¹ is N.

15. The compound of any one of claims 10-12, wherein X¹¹ is CR⁴.

16. The compound of any one of claims 10-15, wherein X¹² is CH.

17. The compound of any one of claims 10-15, wherein X¹² is N.

18. The compound of any one of claims 10-15, wherein X¹² is CR⁴.

19. The compound of any one of claims 10-18, wherein X¹³ is CH.

20. The compound of any one of claims 10-18, wherein X¹³ is N.

21. The compound of any one of claims 10-18, wherein X¹³ is CR⁴.

22. The compound of any one of claims 10-21, wherein X¹⁴ is CH.

23. The compound of any one of claims 10-21, wherein X¹⁴ is N.

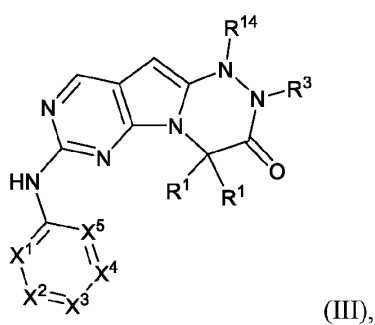
24. The compound of any one of claims 10-21, wherein X¹⁴ is CR⁴.

25. The compound of any one of claims 10-24, wherein X^{15} is CH.

26. The compound of any one of claims 10-24, wherein X^{15} is N.

27. The compound of any one of claims 10-24, wherein X^{15} is CR^4 .

28. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

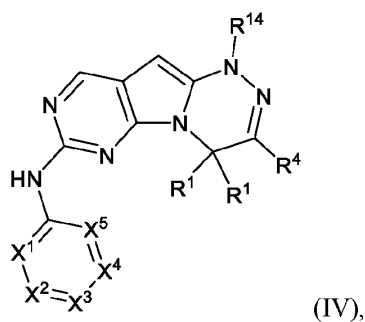
29. The compound of any one of claims 1-28, wherein R^3 is hydrogen.

30. The compound of any one of claims 1-28, wherein R^3 is alkyl.

31. The compound of any one of claims 1-28, wherein R^3 is $-NR^{14}R^{15}$.

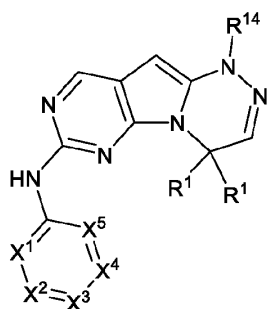
32. The compound of any one of claims 1-28, wherein R^3 is $-NH_2$.

33. The compound of claim 1 of formula:



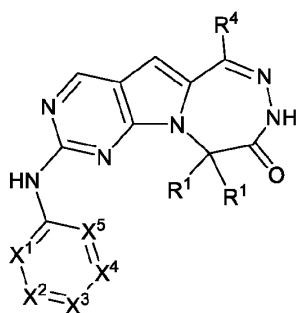
or a pharmaceutically acceptable salt thereof.

34. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

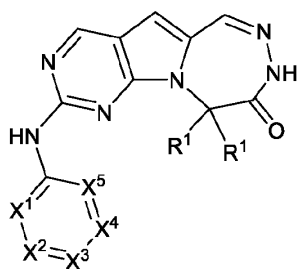
35. The compound of claim 1 of formula:



(V),

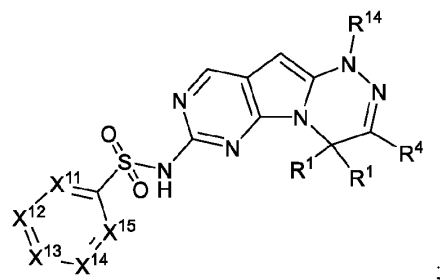
or a pharmaceutically acceptable salt thereof.

36. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

37. The compound of claim 1 of formula:



or a pharmaceutically acceptable salt thereof.

38. The compound of claim 1 or any one of claims 33-37, wherein two R¹'s together with the carbon to which they are attached form a 3-8 membered cycle.

39. The compound of claim 1 or any one of claims 33-37, wherein two R¹'s together with the carbon to which they are attached form a 6-membered carbocycle.

40. The compound of claim 1 or any one of claims 33-37, wherein one R¹ is halogen.

41. The compound of claim 1 or any one of claims 33-37, wherein one R¹ is haloalkyl.

42. The compound of claim 1 or any one of claims 33-37, wherein one R¹ is hydroxyl.

43. The compound of claim 1 or any one of claims 33-37, wherein R¹ is selected from alkyl, aryl, cycloalkyl, and haloalkyl.

44. The compound of any one of claims 1-43, wherein R² is -C(O)R⁶; -C(S)R⁶, -S(O)R⁶, or -S(O)₂R⁶.

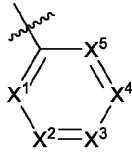
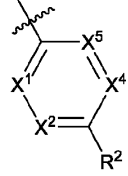
45. The compound of any one of claims 1-43, wherein R² is -C(O)R⁶.

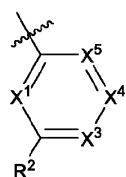
46. The compound of any one of claims 1-43, wherein R² is -S(O)₂R⁶.

47. The compound of any one of claims 1-46, wherein each R⁶ is selected independently from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycle, aryl, and heteroaryl.

48. The compound of any one of claims 1-46, wherein each R^6 is selected independently from NR^7R^7 and OR^7 .

49. The compound of any one of claims 1-43, wherein R^2 is $-S(O)_2NH_2$.

50. The compound of any one of claims 1-49, wherein  is  or



51. The compound of any one of claims 1-50, wherein X^1 is CH.

52. The compound of any one of claims 1-50, wherein X^1 is N.

53. The compound of any one of claims 1-50, wherein X^1 is CR^2 .

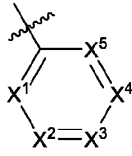
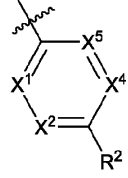
54. The compound of any one of claims 1-50, wherein X^1 is CR^4 .

55. The compound of any one of claims 1-54, wherein X^2 is CH.

56. The compound of any one of claims 1-54, wherein X^2 is N.

57. The compound of any one of claims 1-54, wherein X^2 is CR^2 .

58. The compound of any one of claims 1-54, wherein X^2 is CR^4 .

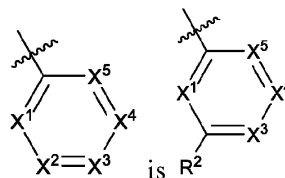
59. The compound of any one of claims 1-58, wherein  is .

60. The compound of any one of claims 1-58, wherein X^3 is CH.

61. The compound of any one of claims 1-58, wherein X^3 is N.

62. The compound of any one of claims 1-58, wherein X^3 is CR^2 .

63. The compound of any one of claims 1-58, wherein X^3 is CR^4 .



64. The compound of any one of claims 60-63, wherein is

65. The compound of any one of claims 1-64, wherein X^4 is CH.

66. The compound of any one of claims 1-64, wherein X^4 is N.

67. The compound of any one of claims 1-64, wherein X^4 is CR^2 .

68. The compound of any one of claims 1-64, wherein X^4 is CR^4 .

69. The compound of any one of claims 1-68, wherein X^5 is CH.

70. The compound of any one of claims 1-68, wherein X^5 is N.

71. The compound of any one of claims 1-68, wherein X^5 is CR^2 .

72. The compound of any one of claims 1-68, wherein X^5 is CR^4 .

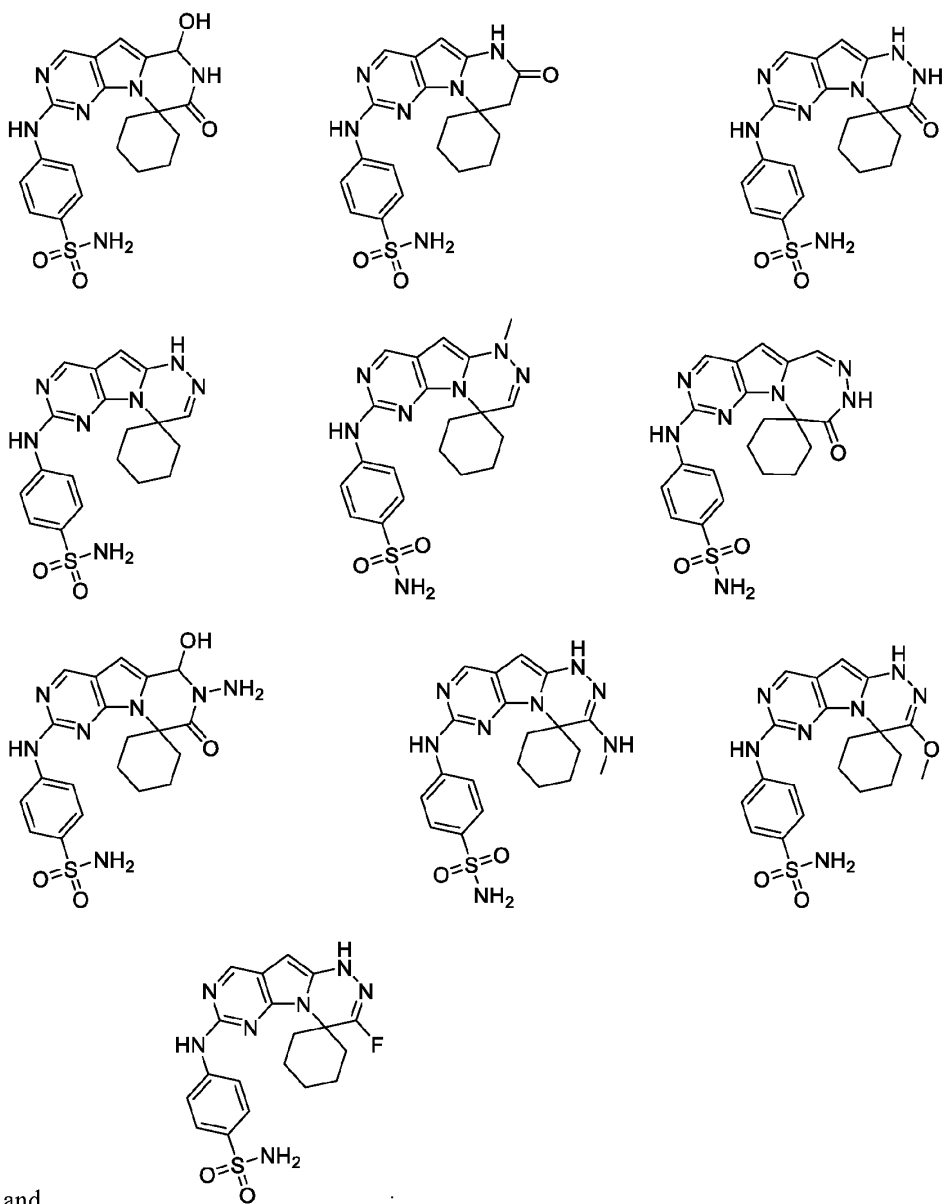
73. The compound of any one of claims 1-72, wherein at least one R^4 is OR^{14} .

74. The compound of any one of claims 1-72, wherein at least one R^4 is halogen.

75. The compound of any one of claims 1-72, wherein at least one R^4 is alkyl.

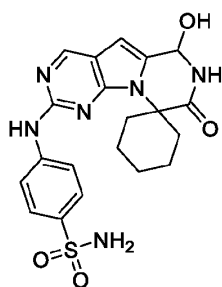
76. The compound of any one of claims 1-72, wherein at least one R^3 is alkyl.

77. In certain claims the compound is selected from:



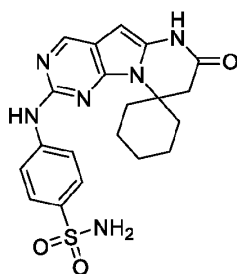
or a pharmaceutically acceptable salt thereof.

78. The compound of claim 77 of structure:



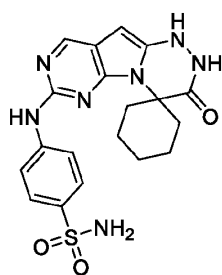
or a pharmaceutically acceptable salt thereof.

79. The compound of claim 77 of structure:



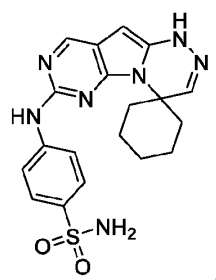
or a pharmaceutically acceptable salt thereof.

80. The compound of claim 77 of structure:



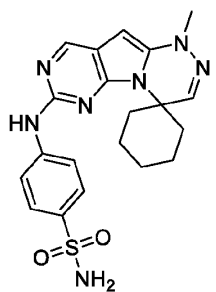
or a pharmaceutically acceptable salt thereof.

81. The compound of claim 77 of structure:



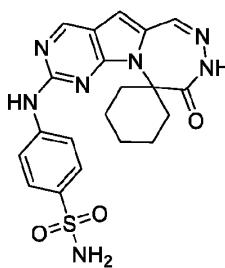
or a pharmaceutically acceptable salt thereof.

82. The compound of claim 77 of structure:



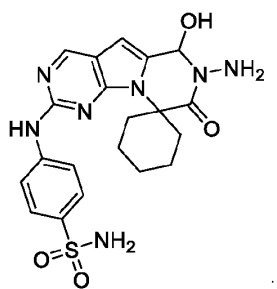
or a pharmaceutically acceptable salt thereof.

83. The compound of claim 77 of structure:



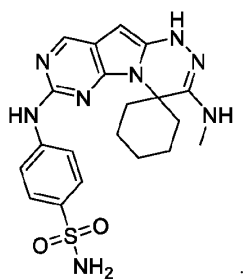
or a pharmaceutically acceptable salt thereof.

84. The compound of claim 77 of structure:



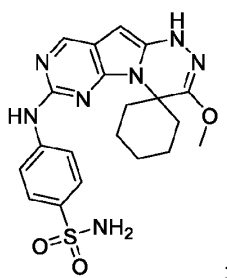
or a pharmaceutically acceptable salt thereof.

85. The compound of claim 77 of structure:



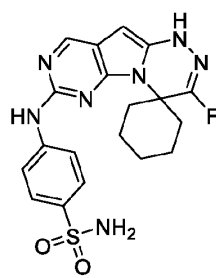
or a pharmaceutically acceptable salt thereof.

86. The compound of claim 77 of structure:



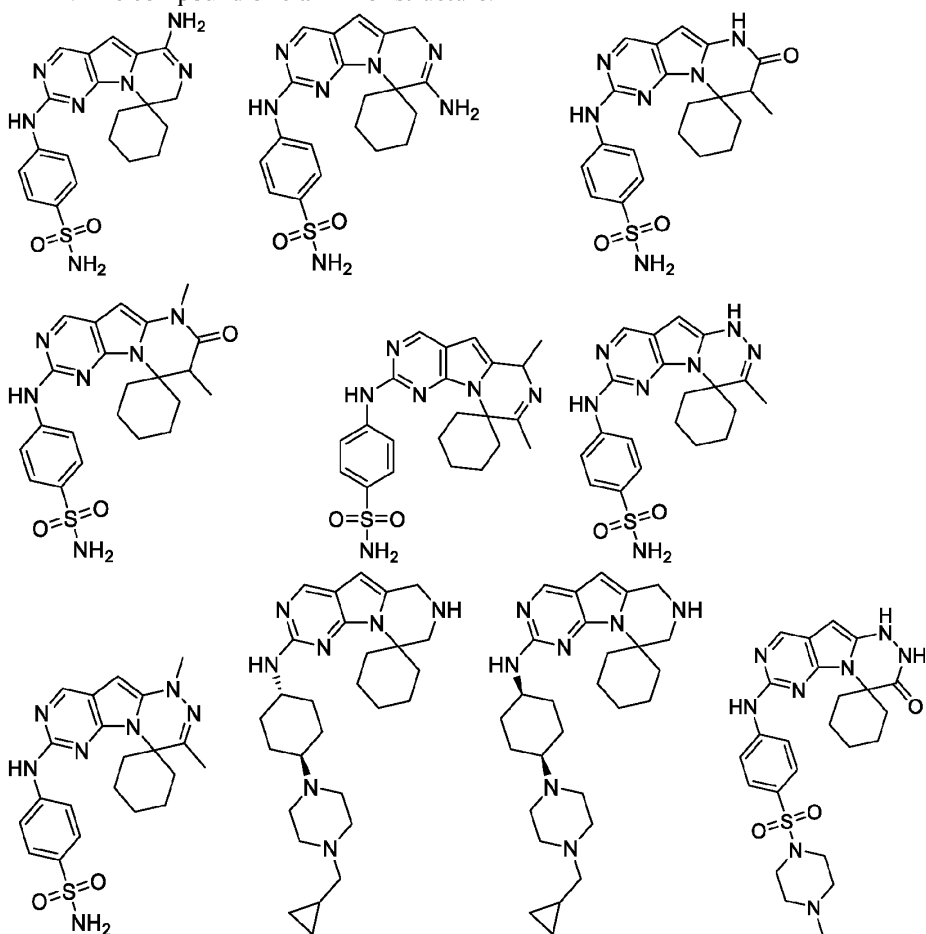
or a pharmaceutically acceptable salt thereof.

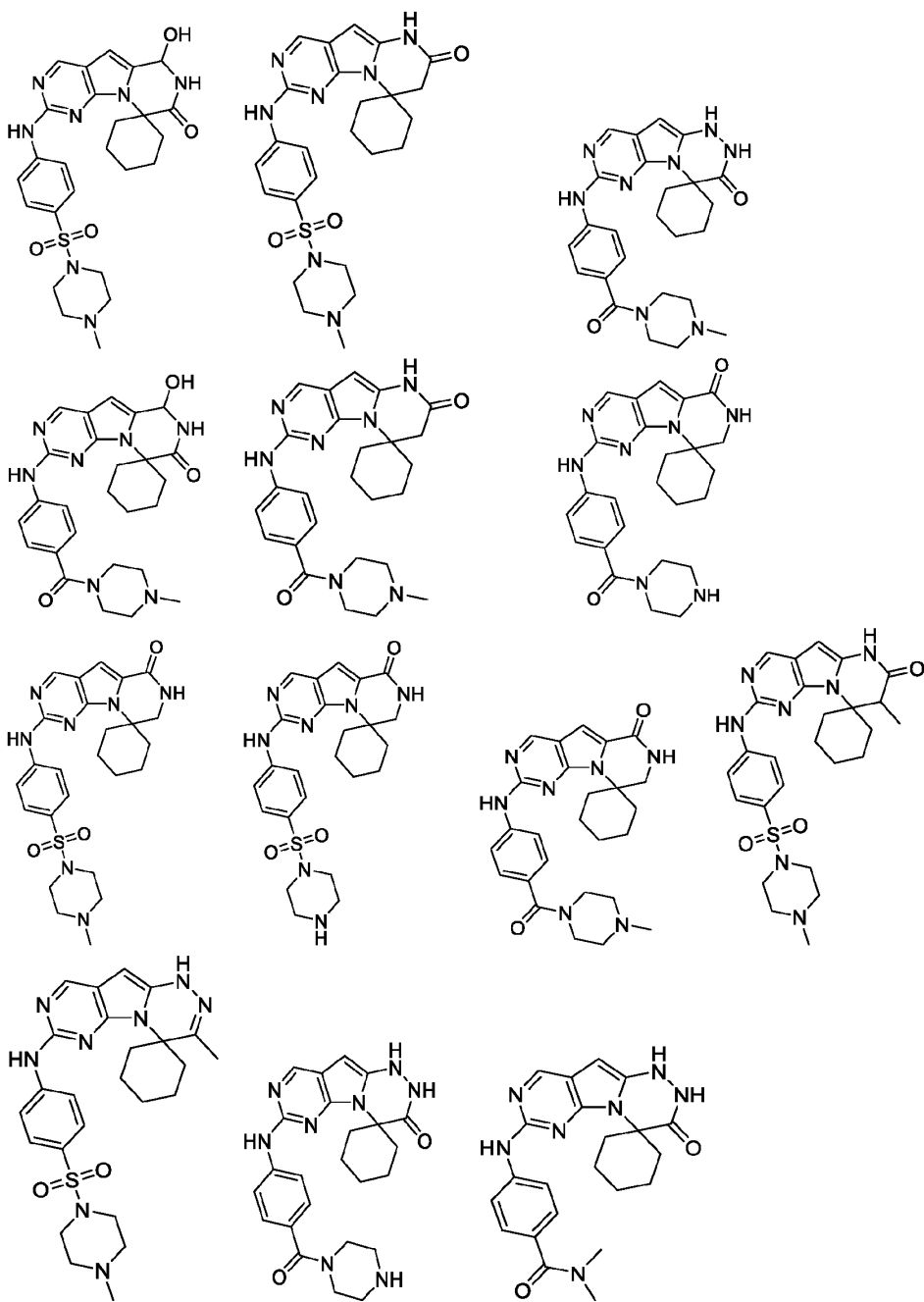
87. The compound of claim 77 of structure:

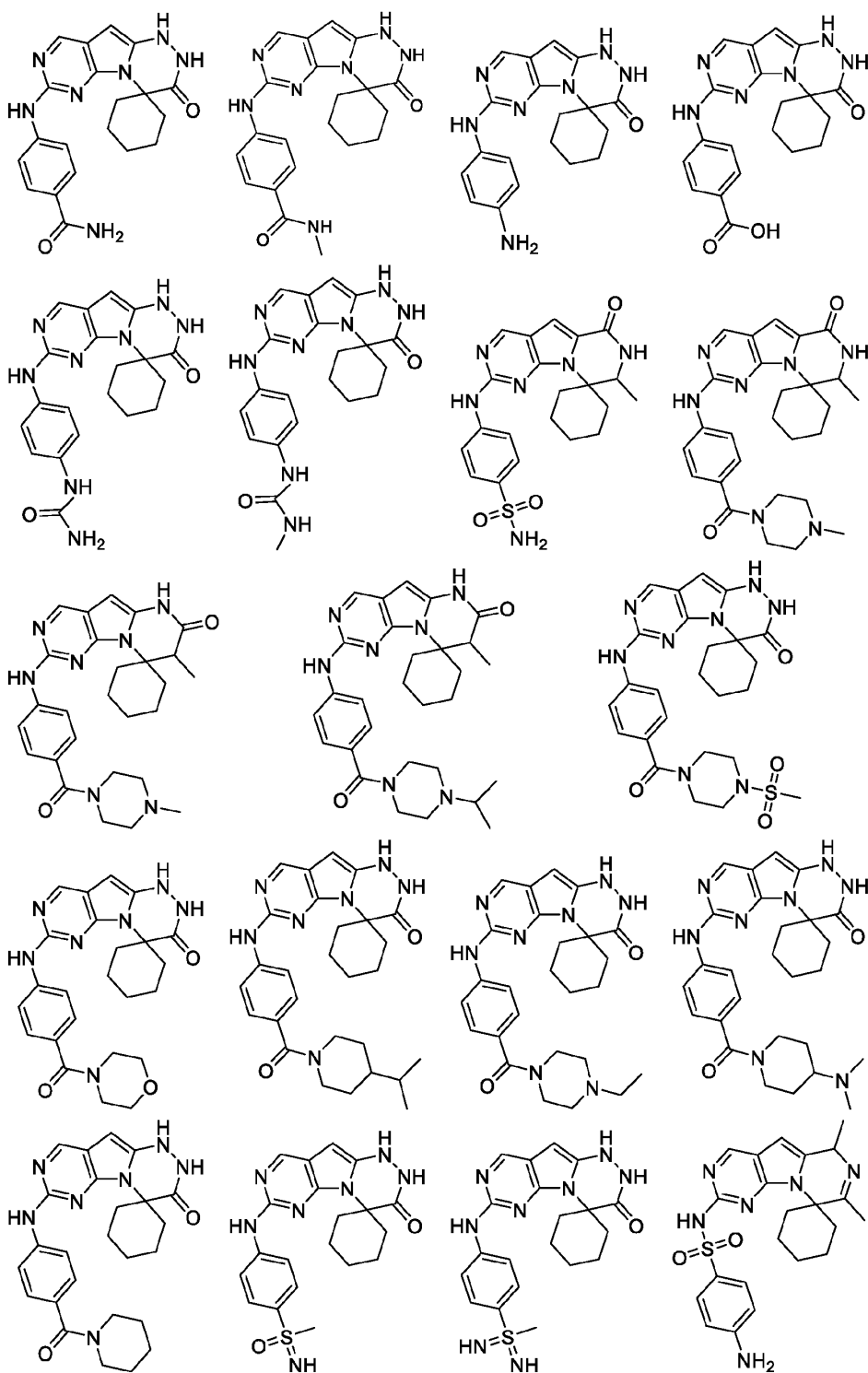


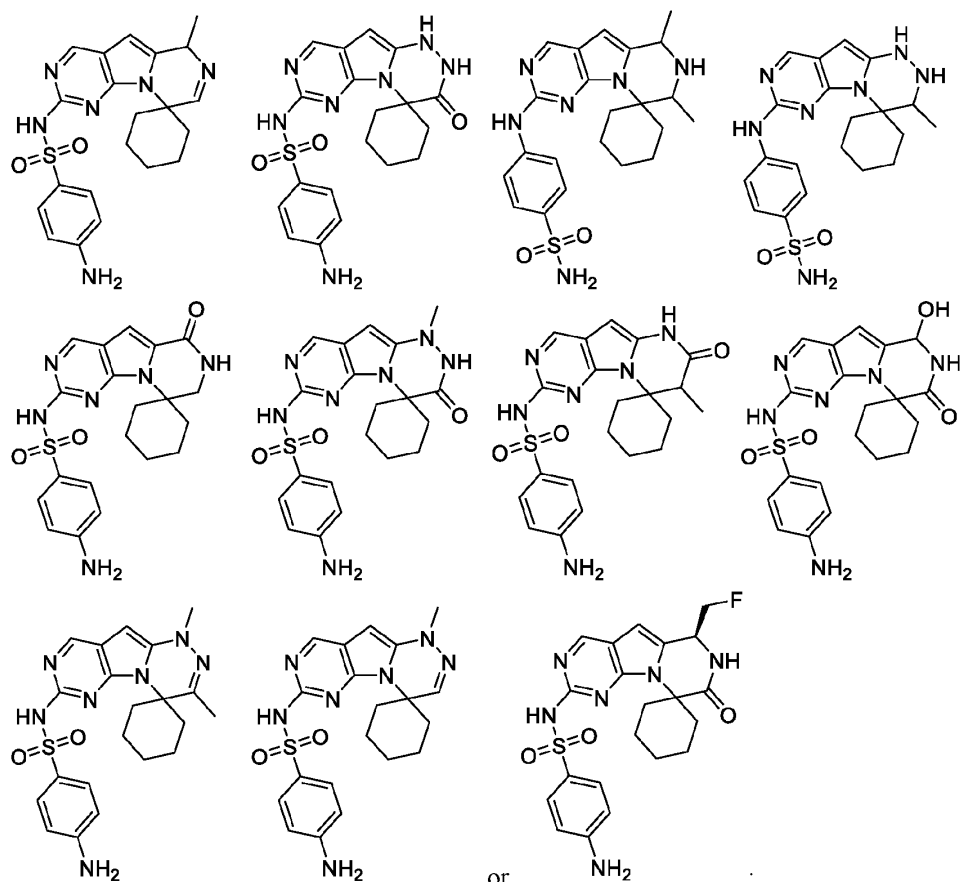
or a pharmaceutically acceptable salt thereof.

88. The compound of claim 1 of structure:









or a pharmaceutically acceptable salt thereof.

89. A method for the treatment of a disorder associated with abnormal cellular proliferation comprising administering an effective amount of a compound of any one of claims 1-88 to a host in need thereof, optionally in a pharmaceutically acceptable carrier.

90. The method of claim 89, wherein the host is a human.

91. The method of claim 89 or 90, wherein the disorder is an inflammatory disorder.

92. The method of claim 89 or 90, wherein the disorder is a fibrotic disorder.

93. The method of claim 89 or 90, wherein the disorder is an autoimmune disorder.

94. The method of claim 89 or 90, wherein the disorder is a tumor.

95. The method of claim 89 or 90, wherein the disorder is a cancer.
96. The method of claim 89 or 90, wherein the disorder is rheumatoid arthritis.
97. A method of reducing the effect of chemotherapy on healthy cells in a human being treated for cancer or abnormal cell proliferation, wherein said healthy cells are hematopoietic stem cells or hematopoietic progenitor cells, the method comprising administering to the human an effective amount of a compound of any one of claims 1-88 or a pharmaceutically acceptable salt thereof, optionally in a pharmaceutically acceptable carrier.
98. A pharmaceutical composition comprising a compound of any one of claims 1-88 or pharmaceutically acceptable salt thereof and a pharmaceutically acceptable excipient.
99. The pharmaceutical composition of claim 98 for treating a disorder associated with abnormal cellular proliferation.
100. The pharmaceutical composition of claim 99, wherein the disorder is an inflammatory disorder.
101. The pharmaceutical composition of claim 99, wherein the disorder is a fibrotic disorder.
102. The pharmaceutical composition of claim 99, wherein the disorder is an autoimmune disorder.
103. The pharmaceutical composition of claim 99, wherein the disorder is a tumor.
104. The pharmaceutical composition of claim 99, wherein the disorder is a cancer.
105. The pharmaceutical composition of claim 99, wherein the disorder is rheumatoid arthritis.
106. The pharmaceutical composition of claim 98 for reducing the effect of chemotherapy on healthy cells in a human being treated for cancer or abnormal cell proliferation, wherein said healthy cells are hematopoietic stem cells or hematopoietic progenitor cells.

107. A compound of any one of claims 1-88 or a pharmaceutically acceptable salt thereof for use in the manufacture of a medicament to treat a disorder associated with abnormal cellular proliferation.
108. The compound of claim 107, wherein the disorder is an inflammatory disorder.
109. The compound of claim 107, wherein the disorder is a fibrotic disorder.
110. The compound of claim 107, wherein the disorder is an autoimmune disorder.
111. The compound of claim 107, wherein the disorder is a tumor.
112. The compound of claim 107, wherein the disorder is a cancer.
113. The compound of claim 107, wherein the disorder is rheumatoid arthritis.
114. Use of a compound of any one of claims 1-88 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament to reduce the effect of chemotherapy on healthy cells in a human being treated for cancer or abnormal cell proliferation, wherein said healthy cells are hematopoietic stem cells or hematopoietic progenitor cells.
115. Use of a compound of any one of claims 1-88 or a pharmaceutically acceptable salt thereof in the treatment of a disorder associated with abnormal cellular proliferation.
116. The use of claim 115, wherein the disorder is an inflammatory disorder.
117. The use of claim 115, wherein the disorder is a fibrotic disorder.
118. The use of claim 115, wherein the disorder is an autoimmune disorder.
119. The use of claim 115, wherein the disorder is a tumor.
120. The use of claim 115, wherein the disorder is a cancer.
121. The use of claim 115, wherein the disorder is rheumatoid arthritis.

122. Use of a compound of any one of claims 1-88 or a pharmaceutically acceptable salt thereof in reducing the effect of chemotherapy on healthy cells in a human being treated for cancer or abnormal cell proliferation, wherein said healthy cells are hematopoietic stem cells or hematopoietic progenitor cells.