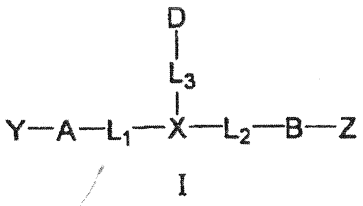
Claims

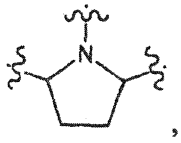
1. A compound of Formula I, or a pharmaceutically acceptable salt thereof,



I

wherein:

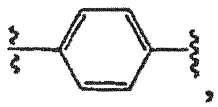
X is



wherein the nitrogen ring atom is directly linked to $-L_3-D$, and wherein X is optionally substituted with one or more $R_A$;

$L_1$, $L_2$ and $L_3$ are bond;

A and B are each independently



and are each independently optionally substituted with one or more $R_A$;

D is $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more $R_A$;

Y is $-G-C(R_1R_2)N(R_5)-T-R_D$, $-G-C(R_3R_4)C(R_6R_7)-T-R_D$, $N(R_B)C(O)C(R_1R_2)N(R_5)-T-R_D$, or $N(R_B)C(O)C(R_3R_4)C(R_6R_7)-T-R_D$;

Z is $-G-C(R_8R_9)N(R_{12})-T-R_D$, $-G-C(R_{10}R_{11})C(R_{13}R_{14})-T-R_D$,$-N(R_B)C(O)C(R_8R_9)N(R_{12})-T-R_D$, or $N(R_B)C(O)C(R_{10}R_{11})C(R_{13}R_{14})-T-R_D$;

$R_1$ is $R_C$, and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_3$ and $R_6$ are each independently $R_C$, and $R_4$ and $R_7$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

$R_8$ is $R_C$, and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_{10}$ and $R_{13}$ are each independently $R_C$, and $R_{11}$ and $R_{14}$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

G is each independently $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and is each independently optionally substituted with one or more $R_A$;

T is each independently selected at each occurrence from bond, -$L_S$-, -$L_S$-M-$L_S$'-, or -$L_S$-M-$L_S$'-M'-$L_S$"-, wherein M and M' are each independently selected at each occurrence from bond, -O-, -S-, -$N(R_B)$-, -C(O)-, -$S(O)_2$-, -S(O)-, -$OS(O)$-, - $OS(O)_2$-, -$S(O)_2O$-, -S(O)O-, -C(O)O-, -OC(O)-, -OC(O)O-, -C(O)$N(R_B)$-,-$N(R_B)$C(O)-, -$N(R_B)$C(O)O-, -OC(O)$N(R_B)$-, -$N(R_B)$S(O)-, -$N(R_B)S(O)_2$-, -S(O)$N(R_B)$-, -$S(O)_2N(R_B)$-, -C(O)$N(R_B)$C(O)-, -$N(R_B)$C(O)$N(R_B')$-, - $N(R_B)SO_2N(R_B')$-, -$N(R_B)$S(O)$N(R_B')$-, $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and wherein said $C_3$-$C_{12}$carbocycle and 3- to 12-membered heterocycle are each independently optionally substituted at each occurrence with one or more $R_A$;

$R_D$ is each independently selected at each occurrence from hydrogen or $R_A$;

$R_A$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, or -$L_S$-$R_E$;

$R_B$ and $R_B$' are each independently selected at each occurrence from hydrogen; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_B$ or $R_B$' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_C$ is independently selected at each occurrence from hydrogen, halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino,

carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_C$ is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_E$ is independently selected at each occurrence from -O-$R_S$, -S-$R_S$, -C(O)$R_S$, - OC(O)$R_S$, -C(O)O$R_S$, -N($R_S$$R_S$'), -S(O)$R_S$, -$SO_2R_S$, -C(O)N($R_S$$R_S$'), - N($R_S$)C(O)$R_S$'. -N($R_S$)C(O)N($R_S$'$R_S$"), -N($R_S$)$SO_2R_S$', -$SO_2$N($R_S$RS'), - N($R_S$)$SO_2$N($R_S$'$R_S$"), -N($R_S$)S(O)N($R_S$'$R_S$"), -OS(O)-$R_S$, -OS(O)$_2$-$R_S$, - S(O)$_2$O$R_S$, -S(O)O$R_S$, -OC(O)O$R_S$, N($R_S$)C(O)O$R_S$', -OC(O)N($R_S$$R_S$'), - N($R_S$)S(O)-$R_S$', -S(O)N($R_S$$R_S$') or -C(O)N($R_S$)C(O)-$R_S$'; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_L$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, -O-$R_S$, -S-$R_S$, -C(O)$R_S$, -OC(O)$R_S$, - C(O)O$R_S$, -N($R_S$$R_S$'), -S(O)$R_S$, -$SO_2R_S$, -C(O)N($R_S$$R_S$') or -N($R_S$)C(O)$R_S$'; or $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

Ls, Ls' and $L_S$" are each independently selected at each occurrence from bond; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$; and

$R_S$, $R_S$' and $R_S$" are each independently selected at each occurrence from hydrogen; $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_S$, $R_S$' or $R_S$' is independently optionally substituted at

each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl,
wherein each said heterocycle is independently a saturated ring system, a partially unsaturated ring system, or a completely unsaturated ring system, wherein at least one ring atom in said ring system is a heteroatom.

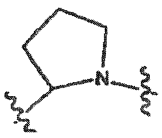
2. The compound or salt of claim 1, wherein:

T is independently selected at each occurrence from -C(O)-$L_S$'-M'-$L_S$"- or - N($R_B$)C(O)-$L_S$'-M'-$L_S$"-; and
$L_S$' is each independently $C_1$-$C_6$alkylene, and is independently optionally substituted at each occurrence with one or more $R_L$.

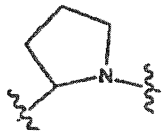
3. The compound or salt of claim 1, wherein:

Y is -N($R_B$)C(O)C($R_1R_2$)N($R_5$)-T-$R_D$;
Z is -N($R_B$)C(O)C($R_8R_9$)N($R_{12}$)-T-$R_D$;
T is independently selected at each occurrence from -C(O)-$L_S$'-M'-$L_S$"-; and
D is $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle, or 6- to 10-membered bicycles, and is substituted with one or more $R_A$.

4. The compound or salt of claim 3, wherein T is independently selected at each occurrence from -C(O)-$L_S$'-N($R_B$)C(O)-$L_S$"- or -C(O)-$L_S$'-N($R_B$)C(O)O-$L_S$"-; and $R_2$ and $R_S$, taken together with the atoms to which they are attached, form



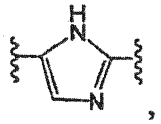

which is optionally substituted with one or more $R_A$; and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form



which is optionally substituted with one or more $R_A$.

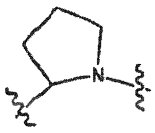
5. The compound or salt of claim 1, wherein:

Y is -G-C($R_1R_2$)N($R_5$)-T-$R_D$;
Z is -G-C($R_8R_9$)N($R_{12}$)-T-$R_D$;
G is each independently

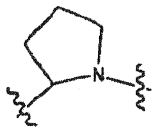


and is each independently optionally substituted with one or more $R_A$;
T is independently selected at each occurrence from -C(O)-$L_S$'-M'-$L_S$"-; and
D is $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle, or 6- to 10-membered bicycles, and is substituted with one or more $R_A$.

6. The compound or salt of claim 5, wherein T is independently selected at each occurrence from -C(O)-$L_S$'-N($R_B$)C(O)-$L_S$"- or -C(O)$L_S$'-N($R_B$)C(O)O-$L_S$" -; and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form



which is optionally substituted with one or more $R_A$; and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form



which is optionally substituted with one or more $R_A$.

7. A pharmaceutical composition comprising a compound or salt according to claim 1.

8. A pharmaceutical composition according to claim 7 further comprising another anti-HCV agent.

9. The compound or salt of claim 1, where said compound is dimethyl (2S,2'S)-1,1'-((2S,2'S)-2,2'-(4,4'-((2S,5S)-1-(4-fluorophenyl)pyrrolidine-2,5-diyl)bis(4,1-phenylene))bis(azanediyl)bis(oxomethylene)bis(pyrrolidine-2,1-diyl))bis(3-methyl-1-oxobutane-2,1-diyl)dicarbamate.

10. The compound or salt of claim 1, where said compound is dimethyl (2S,2'S)-1,1'-((2S,2'S)-2,2'-(4,4'-((2S,5S)-1-(4-*tert*-butylphenyl)pyrrolidine-2,5-diyl)bis(4,1-phenylene))bis(azanediyl)bis(oxomethylene)bis(pyrrolidine-2,1-diyl))bis(3-methyl-1-oxobutane-2,1-diyl)dicarbamate.

11. The compound or salt of claim 1, where said compound is dimethyl (2S,2'S)-1,1'-((2S,2'S)-2,2'-(4,4'-((2R,5R)-1-(4-*tert*-butylphenyl)pyrrolidine-2,5-diyl)bis(4,1-phenylene))bis(azanediyl)bis(oxomethylene)bis(pyrrolidine-2,1-diyl))bis(3-methyl-1-oxobutane-2,1-diyl)dicarbamate.

12. The compound of claim 1 which is dimethyl (2S,2'S)-1,1'-((2S,2'S)-2,2'-(4,4'-((2S,5S)-1-(4-fluorophenyl)pyrrolidine-2,5-diyl)bis(4,1-phenylene))bis(azanediyl)bis(oxomethylene)bis(pyrrolidine-2,1-diyl))bis(3-methyl-1-oxobutane-2,1-diyl)dicarbamate.

13. The compound of claim 1 which is dimethyl (2S,2'S)-1,1'-((2S,2'S)-2,2'-(4,4'-((2S,5S)-1-(4-*tert*-butylphenyl)pyrrolidine-2,5-diyl)bis(4,1-phenylene))bis(azanediyl)bis(oxomethylene)bis(pyrrolidine-2,1-diyl))bis(3-methyl-1-oxobutane-2,1-diyl)dicarbamate.

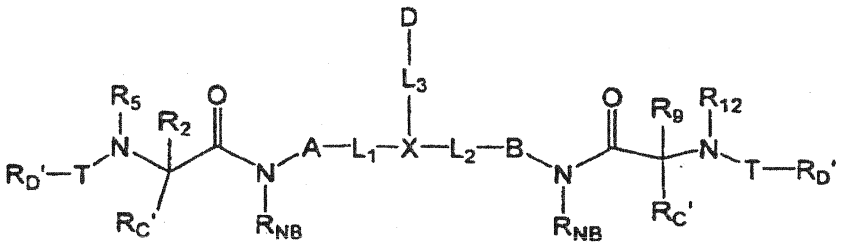
14. The compound of claim 1 which is dimethyl (2S,2'S)-1,1'-((2S,2'S)-2,2'-(4,4'-((2R,5R)-1-(4-*tert*-butylphenyl)pyrrolidine-2,5-diyl)bis(4,1-phenylene))bis(azanediyl)bis(oxomethylene)bis(pyrrolidine-2,1-diyl))bis(3-methyl-1-oxobutane-2,1-diyl)dicarbamate.

15. A pharmaceutical composition comprising the compound of claim 12.

16. A pharmaceutical composition comprising the compound of claim 13.

17. A pharmaceutical composition comprising the compound of claim 14.

18. The compound or salt of claim 1, wherein said compound has Formula $I_A$,



$I_A$

wherein:

$R_{NB}$ is each independently selected from $R_B$;

$R_C$' is each independently selected from $R_C$;

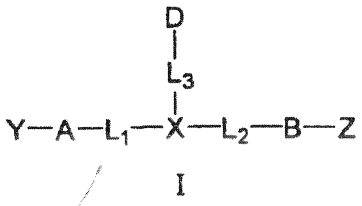
$R_D$' is each independently selected from $R_D$;

$R_2$ and $R_5$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$; and

$R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$.

19. A compound or composition of any one of claims 1-18 for use in the treatment of HCV infection.

20. A compound of Formula I, or a pharmaceutically acceptable salt thereof,



I

wherein:

X is 3- to 12-membered heterocycle, and is optionally substituted with one or more $R_A$;

$L_1$ and $L_2$ are each independently selected from bond; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$;

$L_3$ is bond or -$L_S$-K-$L_S$'-, wherein K is selected from bond, -O-, -S-, -N($R_B$)-, - C(O)-, -S(O)$_2$-, -S(O)-, -OS(O)-, -OS(O)$_2$-, -S(O)$_2$O-, -S(O)O-, -C(O)O-, - OC(O)-, -OC(O)O-, -C(O)N($R_B$)-, -N($R_B$)C(O)-, -N($R_B$)C(O)O-, - OC(O)N($R_B$)-, -N($R_B$)S(O)-, -N($R_B$)S(O)$_2$-, -S(O)N($R_B$)-, -S(O)$_2$N($R_B$)-, -C(O)N($R_B$)C(O)-, -N($R_B$)C(O)N($R_B$')-, -N($R_B$)SO$_2$N($R_B$')-, or -N($R_B$)S(O)N($R_B$')-;

A and B are each independently $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and are each independently optionally substituted with one or more $R_A$;

D is $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, which is substituted with J and optionally substituted with one or more $R_A$, wherein J is $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle and is optionally substituted with one or more $R_A$, or J is-$SF_5$;

Y is selected from -T'-C($R_1R_2$)N($R_5$)-T-$R_D$, -T'-C($R_3R_4$)C($R_6R_7$)-T-$R_D$, -$L_K$-T-$R_D$, or-$L_K$-E;

$R_1$ and $R_2$ are each independently $R_C$, and $R_S$ is $R_B$; or $R_1$ is $R_C$, and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_3$, $R_4$, $R_6$, and $R_7$ are each independently $R_C$; or $R_3$ and $R_6$ are each independently $R_C$, and $R_4$ and $R_7$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

Z is selected from -T'-C($R_SR_9$)N($R_{12}$)-T-$R_D$, -T'-C($R_{10}R_{11}$)C($R_{13}R_{14}$)-T-$R_D$, -$L_K$-T-$R_D$, or -$L_K$-E;

$R_8$ and $R_9$ are each independently $R_C$, and $R_{12}$ is $R_B$; or $R_8$ is $R_C$, and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_{10}$, $R_{11}$, $R_{13}$, and $R_{14}$ are each independently $R_C$; or $R_{10}$ and $R_{13}$ are each independently $R_C$, and

$R_{11}$ and $R_{14}$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

T and T' are each independently selected at each occurrence from bond, -$L_S$-, -$L_S$-M-$L_S$'-, or -$L_S$-M-$L_S$'-M'-$L_S$"-, wherein M and M' are each independently selected at each occurrence from bond, -O-, -S-, -N($R_B$)-, -C(O)-, -S(O)$_2$-, - S(O)-, -OS(O)-, -OS(O)$_2$-, -S(O)$_2$O-, -S(O)O-, -C(O)O-, -OC(O)-, - OC(O)O-, -C(O)N($R_B$)-, -N($R_B$)C(O)-, -N($R_B$)C(O)O-, -OC(O)N($R_B$)-, - N($R_B$)S(O)-, -N($R_B$)S(O)$_2$-, -S(O)N($R_B$)-, -S(O)$_2$N($R_B$)-, -C(O)N($R_B$)C(O)-, - N($R_B$)C(O)N($R_B$')-, -N($R_B$)SO$_2$N($R_B$')-, - N($R_B$)S(O)N($R_B$')-, $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and wherein said $C_3$-$C_{12}$carbocycle and 3- to 12-membered heterocycle are each independently optionally substituted at each occurrence with one or more $R_A$;

$L_K$ is independently selected at each occurrence from bond, -$L_S$-N($R_B$)C(O)-$L_S$'- or -$L_S$-C(O)N($R_B$)-$L_S$'-; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$; or $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more $R_A$;

E is independently selected at each occurrence from $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and is independently optionally substituted at each occurrence with one or more $R_A$;

$R_D$ is each independently selected at each occurrence from hydrogen or $R_A$;

$R_A$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, or -$L_S$-$R_E$, wherein two adjacent $R_A$, taken together with the atoms to which they are attached and any atoms between the atoms to which they are attached, can optionally form carbocycle or heterocycle;

$R_B$ and $R_B$' are each independently selected at each occurrence from hydrogen; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_B$ or $R_B$' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_C$ is independently selected at each occurrence from hydrogen, halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each

occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_C$ is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_E$ is independently selected at each occurrence from -O-$R_S$, -S-$R_S$, -C(O)$R_S$, - OC(O)$R_S$, -C(O)O$R_S$, -N($R_S$$R_S$'), -S(O)$R_S$, -$SO_2R_S$, -C(O)N($R_S$$R_S$'), - N($R_S$)C(O)$R_S$', -N($R_S$)C(O)N($R_S$'$R_S$"), -N($R_S$)$SO_2R_S$', -$SO_2$N($R_S$$R_S$'), - N($R_S$)$SO_2$N($R_S$'$R_S$"), -N($R_S$)S(O)N($R_S$'$R_S$"), -OS(O)-$R_S$, -OS(O)2-$R_S$, - $S(O)_2OR_S$, -S(O)O$R_S$, -OC(O)O$R_S$, -N($R_S$)C(0)O$R_S$' -OC(O)N($R_S$$R_S$'), - N($R_S$)S(O)-$R_S$', -S(O)N($R_S$$R_S$') or -C(O)N($R_S$)C(O)-$R_S$'; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_L$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, -O-$R_S$, -S-$R_S$, -C(O)$R_S$, -OC(O)$R_S$, - C(O)O$R_S$, -N($R_S$$R_S$'), -S(O)$R_S$, -$SO_2R_S$, -C(O)N($R_S$$R_S$') or -N($R_S$)C(O)$R_S$'; or $C_3$-$C_6$carbocycle 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

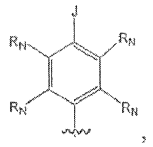
$L_S$, $L_S$' and $L_S$" are each independently selected at each occurrence from bond; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$; and

$R_S$, $R_S$' and $R_S$" are each independently selected at each occurrence from hydrogen; $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-

membered carbocycle or heterocycle in $R_S$ , $R_S'$ or $R_S'$ is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl.

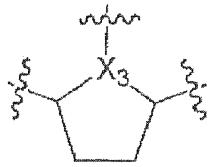
21. The compound or salt of claim 20, wherein D is $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle and is optionally substituted with one or more $R_A$, and J is $C_3$-$C_6$carbocycle or 3-to 6-membered heterocycle and is optionally substituted with one or more $R_A$.

22. The compound or salt of claim 20, wherein D is



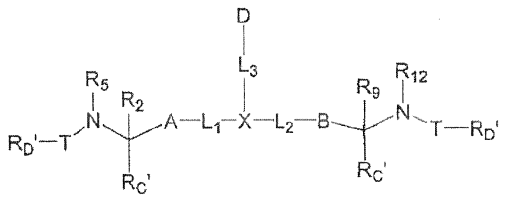
and each $R_N$ is independently selected from $R_D$.

23. The compound or salt of claim 20, wherein X is



and is optionally substituted with one or more $R_A$, wherein $X_3$ is N and is directly linked to -$L_3$-D, and wherein $L_1$, $L_2$ and $L_3$ are bond.

24. The compound or salt of claim 20, wherein said compound has Formula $I_B$,



$I_B$

wherein:

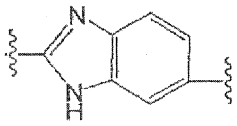
$R_C'$ is each independently selected from $R_C$;

$R_D$' is each independently selected from $R_D$;

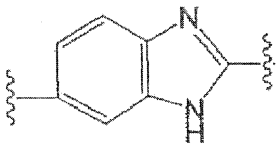
$R_2$ and $R_5$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$; and

$R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$.

25. The compound or salt of claim 24, wherein A is



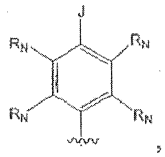
and is optionally substituted with one or more $R_A$; and B is



and is optionally substituted with one or more $R_A$.

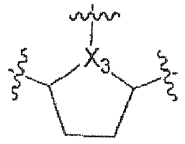
26. The compound or salt of claim 24, wherein D is $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle and is optionally substituted with one or more $R_A$, and J is $C_3$-$C_6$carbocycle or 3-to 6-membered heterocycle and is optionally substituted with one or more $R_A$.

27. The compound or salt of claim 24, wherein D is and each $R_N$ is independently selected from $R_D$.



28. The compound or salt of claim 24, wherein -T-$R_D$' is each independently selected from -C(O)-$L_Y$'-$R_D$', -C(O)O-$L_Y$'-$R_D$', -C(O)-$L_Y$'-N($R_B$)C(O)-$L_S$"-$R_D$', -C(O)-$L_Y$' - N($R_B$)C(O)O-$L_S$"-$R_D$', -N($R_B$)C(O)-$L_Y$'-N($R_B$)C(O)-$L_S$"-$R_D$), -N($R_B$)C(O)-$L_Y$'-N($R_B$)C(O)O-$L_S$"-$R_D$', or -N($R_B$)C(O)-$L_Y$'-N($R_B$)-$L_S$"-$R_D$', and wherein $L_Y$' is each independently $L_S$'.

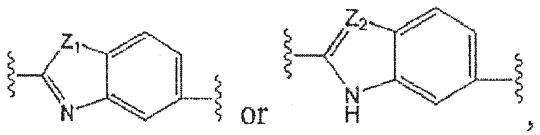
29. The compound or salt of claim 24, wherein X is



and is optionally substituted with one or more $R_A$, wherein $X_3$ is N and is directly linked to -$L_3$-D, and wherein $L_1$, $L_2$ and $L_3$ are bond.

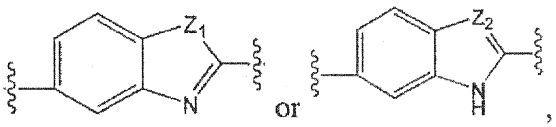
30. The compound or salt of claim 24, wherein:

A is



and is optionally substituted with one or more $R_A$;

B is



and is optionally substituted with one or more $R_A$;

D is $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and is optionally substituted with one or more $R_A$;

$Z_1$ is independently selected at each occurrence from O, S, NH or $CH_2$;

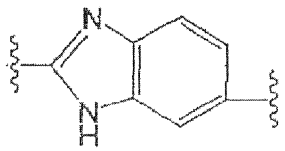
$Z_2$ is independently selected at each occurrence from N or CH;

$L_1$, $L_2$, and $L_3$ are bond;

-T-$R_D$' is independently selected at each occurrence from -C(O)-$L_Y$'-N($R_B$)C(O)-$L_S$"-$R_D$' or -C(O)-$L_Y$'-N($R_B$)C(O)O-$L_S$"-$R_D$', wherein $L_Y$' is $C_1$-$C_6$alkylene and optionally substituted with one or more substituents selected from $R_L$,

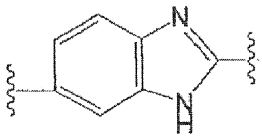
31. The compound or salt of claim 24, wherein:

A is



and is optionally substituted with one or more $R_A$;

B is

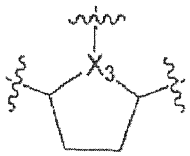


and is optionally substituted with one or more $R_A$.

D is $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle and is optionally substituted with one or more $R_A$;

J is $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle and is optionally substituted with one or more $R_A$.

X is

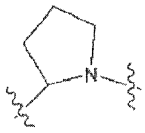


and is optionally substituted with one or more $R_A$, wherein $X_3$ is N and is directly linked to -$L_3$-D;

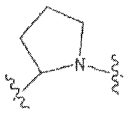
$L_1$, $L_2$ and $L_3$ are bond; and

-T-$R_D$' is each independently selected from -C(O)-$L_Y$'-$R_D$', -C(O)O-$L_Y$'-$R_D$', - C(O)-$L_Y$'-N($R_B$)C(O)-$L_S$"-$R_D$', -C(O)-$L_Y$'-N($R_B$)C(O)O-$L_S$"-$R_D$', N($R_B$)C(O)-$L_Y$'-N($R_B$)C(O)-$L_S$"-$R_D$', -N($R_B$)C(O)-$L_Y$'-N($R_B$)C(O)O-$L_S$'-$R_D$', or -N($R_B$)C(O)-$L_Y$'-N($R_B$)-$L_S$"-$R_D$', and wherein $L_Y$' is each independently $L_S$'.

32. The compound or salt of claim 31, wherein -T-$R_D$' is each independently selected from -C(O)$L_Y$'-N($R_B$)C(O)-$R_D$' or -C(O)-$L_Y$'-N($R_B$)C(O)O-$R_D$' and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form

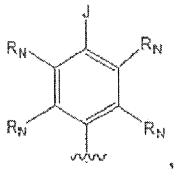


which is optionally substituted with one or more $R_A$; and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form



which is optionally substituted with one or more $R_A$.

33. The compound or salt of claim 32, wherein D is



and each $R_N$ is independently selected from $R_D$, and J is $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle and is optionally substituted with one or more $R_A$.

34. The compound or salt of claim 20, wherein said compound is methyl [(2S)-1-{(2S)-2-[4-(4-{5-(4-{2-[(2S)-1-{(2S)-2-[(methoxycarbonyl)amino]-3-methylbutanoyl}pyrrolidin-2-yl]-1H-imidazol-4-yl}phenyl)-1-[6-(piperidin-1-yl)pyridin-3-yl]-1H-pyrrol-2-yl}phenyl)-1H-imidazol-2-yl]pyrrolidin-1-yl}-3-methyl-1-oxobutan-2-yl]carbamate.

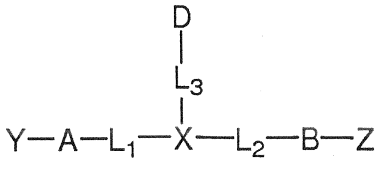
35. The compound or salt of claim 20, wherein said compound is methyl {(2S)-1-[(2S)-2-{5-[(2R,5R)-1-[3-fluoro-4-(piperidin-1-yl)phenyl]-5-{2-[(2S)-1-{(2S)-2-[(methoxycarbonyl)amino]-3-methylbutanoyl)pyrrolidin-2-yl]-1H-bcnzimldazol-5-yl}pyrrolidin-2-yl]-1H-bcnzimidazol-2-yl}pyrrolidin-1-yl]-3-methyl-1-oxobutan-2-yl}carbamate.

36. A pharmaceutical composition comprising the compound of claim 34.

37. A pharmaceutical composition comprising the compound of claim 35.

What is claimed is:

1. A compound of Formula I, or a pharmaceutically acceptable salt thereof,



I

wherein:

X is $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more $R_A$;

$L_1$ and $L_2$ are each independently selected from bond; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$;

$L_3$ is bond or $-L_S-K-L_S'-$, wherein K is selected from bond, –O–, –S–, $-N(R_B)-$, –C(O)–, $-S(O)_2-$, –S(O)–, –OS(O)–, $-OS(O)_2-$, $-S(O)_2O-$, –S(O)O–, –C(O)O–, –OC(O)–, –OC(O)O–, $-C(O)N(R_B)-$, $-N(R_B)C(O)-$, $-N(R_B)C(O)O-$, $-OC(O)N(R_B)-$, $-N(R_B)S(O)-$, $-N(R_B)S(O)_2-$, $-S(O)N(R_B)-$, $-S(O)_2N(R_B)-$, $-C(O)N(R_B)C(O)-$, $-N(R_B)C(O)N(R_B')-$, $-N(R_B)SO_2N(R_B')-$, or $-N(R_B)S(O)N(R_B')-$;

A and B are each independently $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and are each independently optionally substituted with one or more $R_A$;

D is $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more $R_A$; or D is hydrogen or $R_A$;

Y is selected from $-T'-C(R_1R_2)N(R_5)-T-R_D$, $-T'-C(R_3R_4)C(R_6R_7)-T-R_D$, $-L_K-T-R_D$, or $-L_K-E$;

$R_1$ and $R_2$ are each independently $R_C$, and $R_5$ is $R_B$; or $R_1$ is $R_C$, and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_3$, $R_4$, $R_6$, and $R_7$ are each independently $R_C$; or $R_3$ and $R_6$ are each independently $R_C$, and $R_4$ and $R_7$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

Z is selected from $-T'-C(R_8R_9)N(R_{12})-T-R_D$, $-T'-C(R_{10}R_{11})C(R_{13}R_{14})-T-R_D$, $-L_K-T-R_D$, or $-L_K-E$;

$R_8$ and $R_9$ are each independently $R_C$, and $R_{12}$ is $R_B$; or $R_8$ is $R_C$, and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_{10}$, $R_{11}$, $R_{13}$, and $R_{14}$ are each independently $R_C$; or $R_{10}$ and $R_{13}$ are each independently $R_C$, and $R_{11}$ and $R_{14}$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

T and T' are each independently selected at each occurrence from bond, $-L_S-$, $-L_S-M-L_S'-$, or $-L_S-M-L_S'-M'-L_S''-$, wherein M and M' are each independently selected at each occurrence from bond, $-O-$, $-S-$, $-N(R_B)-$, $-C(O)-$, $-S(O)_2-$, $-S(O)-$, $-OS(O)-$, $-OS(O)_2-$, $-S(O)_2O-$, $-S(O)O-$, $-C(O)O-$, $-OC(O)-$, $-OC(O)O-$, $-C(O)N(R_B)-$, $-N(R_B)C(O)-$, $-N(R_B)C(O)O-$, $-OC(O)N(R_B)-$, $-N(R_B)S(O)-$, $-N(R_B)S(O)_2-$, $-S(O)N(R_B)-$, $-S(O)_2N(R_B)-$, $-C(O)N(R_B)C(O)-$, $-N(R_B)C(O)N(R_B')-$, $-N(R_B)SO_2N(R_B')-$, $-N(R_B)S(O)N(R_B')-$, $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and wherein said $C_3$-$C_{12}$carbocycle and 3- to 12-membered heterocycle are each independently optionally substituted at each occurrence with one or more $R_A$;

$L_K$ is independently selected at each occurrence from bond, $-L_S-N(R_B)C(O)-L_S'-$ or $-L_S-C(O)N(R_B)-L_S'-$; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$; or $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more $R_A$;

E is independently selected at each occurrence from $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and is independently optionally substituted at each occurrence with one or more $R_A$;

$R_D$ is each independently selected at each occurrence from hydrogen or $R_A$;

$R_A$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, or $-L_S-R_E$, wherein two adjacent $R_A$, taken together with the atoms to which they are attached and any atoms between the atoms to which they are attached, can optionally form carbocycle or heterocycle;

$R_B$ and $R_B'$ are each independently selected at each occurrence from hydrogen; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_B$ or $R_B'$ is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_C$ is independently selected at each occurrence from hydrogen, halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_C$ is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_E$ is independently selected at each occurrence from $-O-R_S$, $-S-R_S$, $-C(O)R_S$, $-OC(O)R_S$, $-C(O)OR_S$, $-N(R_SR_S')$, $-S(O)R_S$, $-SO_2R_S$, $-C(O)N(R_SR_S')$, $-N(R_S)C(O)R_S'$, $-N(R_S)C(O)N(R_S'R_S'')$, $-N(R_S)SO_2R_S'$, $-SO_2N(R_SR_S')$, $-N(R_S)SO_2N(R_S'R_S'')$, $-N(R_S)S(O)N(R_S'R_S'')$, $-OS(O)-R_S$, $-OS(O)_2-R_S$, $-S(O)_2OR_S$, $-S(O)OR_S$, $-OC(O)OR_S$, $-N(R_S)C(O)OR_S'$, $-OC(O)N(R_SR_S')$, $-N(R_S)S(O)-R_S'$, $-S(O)N(R_SR_S')$ or $-C(O)N(R_S)C(O)-R_S'$; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

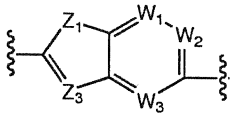
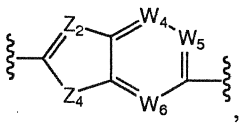
$R_L$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, $-O-R_S$, $-S-R_S$, $-C(O)R_S$, $-OC(O)R_S$, $-C(O)OR_S$, $-N(R_SR_S')$, $-S(O)R_S$, $-SO_2R_S$, $-C(O)N(R_SR_S')$ or $-N(R_S)C(O)R_S'$; or $C_3$-$C_6$carbocycle 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

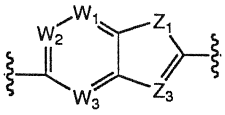
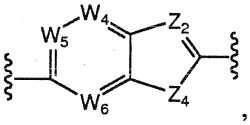
$L_S$, $L_S'$ and $L_S''$ are each independently selected at each occurrence from bond; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$; and

$R_S$, $R_S'$ and $R_S''$ are each independently selected at each occurrence from hydrogen; $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally

substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_S$ , $R_S$' or $R_S$' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl.

2. The compound or salt of claim 1, wherein:

A is selected from $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle,  or , and is optionally substituted with one or more $R_A$;

B is selected from $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle,  or , and is optionally substituted with one or more $R_A$;

D is selected from $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and is optionally substituted with one or more $R_A$; or D is hydrogen or $R_A$;

$Z_1$ is independently selected at each occurrence from O, S, NH or $CH_2$;

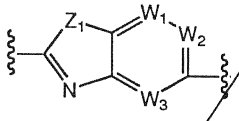
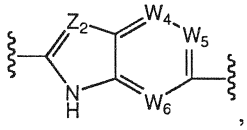
$Z_2$ is independently selected at each occurrence from N or CH;

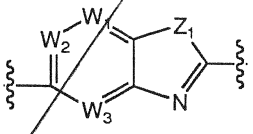
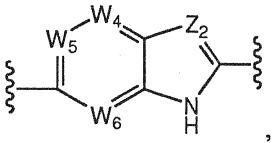
$Z_3$ is independently selected at each occurrence from N or CH;

$Z_4$ is independently selected at each occurrence from O, S, NH or $CH_2$; and

$W_1$, $W_2$, $W_3$, $W_4$, $W_5$ and $W_6$ are each independently selected at each occurrence from CH or N..

3. The compound or salt of claim 1, wherein:

A is selected from $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle,  or , and is optionally substituted with one or more $R_A$;

B is selected from $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle,  or , and is optionally substituted with one or more $R_A$;

D is selected from $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and is optionally substituted with one or more $R_A$; or D is hydrogen or $R_A$;

$Z_1$ is independently selected at each occurrence from O, S, NH or $CH_2$;

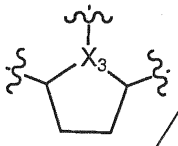
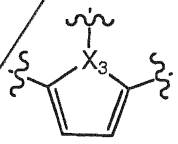
$Z_2$ is independently selected at each occurrence from N or CH; and

$W_1$, $W_2$, $W_3$, $W_4$, $W_5$ and $W_6$ are each independently selected at each occurrence from CH or N.

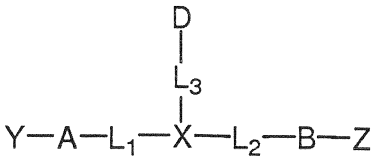
4. The compound or salt of claim 1, wherein:

A and B are each independently $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and are each independently optionally substituted with one or more $R_A$;

D is selected from $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and is optionally substituted with one or more $R_A$; and

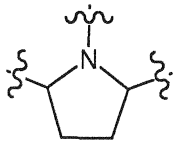
X is  or , wherein $X_3$ is N and is directly linked to $-L_3-D$, and X is optionally substituted with one or more $R_A$, and two adjacent $R_A$ on X, taken together with the ring atoms to which they are attached, optionally form a 5- to 6-membered carbocycle or heterocycle.

5. A compound of Formula I, or a pharmaceutically acceptable salt thereof,

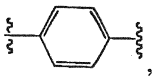


I

wherein:

X is , wherein the nitrogen ring atom is directly linked to $-L_3-D$, and wherein X is optionally substituted with one or more $R_A$;

$L_1$, $L_2$ and $L_3$ are bond;

A and B are each independently , and are each independently optionally substituted with one or more $R_A$;

D is $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more $R_A$;

Y is $-G-C(R_1R_2)N(R_5)-T-R_D$, $-G-C(R_3R_4)C(R_6R_7)-T-R_D$, $-N(R_B)C(O)C(R_1R_2)N(R_5)-T-R_D$, or $-N(R_B)C(O)C(R_3R_4)C(R_6R_7)-T-R_D$;

Z is $-G-C(R_8R_9)N(R_{12})-T-R_D$, $-G-C(R_{10}R_{11})C(R_{13}R_{14})-T-R_D$, $-N(R_B)C(O)C(R_8R_9)N(R_{12})-T-R_D$, or $-N(R_B)C(O)C(R_{10}R_{11})C(R_{13}R_{14})-T-R_D$;

$R_1$ is $R_C$, and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_3$ and $R_6$ are each independently $R_C$, and $R_4$ and $R_7$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

$R_8$ is $R_C$, and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_{10}$ and $R_{13}$ are each independently $R_C$, and $R_{11}$ and $R_{14}$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

G is each independently $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and is each independently optionally substituted with one or more $R_A$;

T is each independently selected at each occurrence from bond, $-L_S-$, $-L_S-M-L_S'-$, or $-L_S-M-L_S'-M'-L_S''-$, wherein M and M' are each independently selected at each occurrence from bond, $-O-$, $-S-$, $-N(R_B)-$, $-C(O)-$, $-S(O)_2-$, $-S(O)-$, $-OS(O)-$, $-OS(O)_2-$, $-S(O)_2O-$, $-S(O)O-$, $-C(O)O-$, $-OC(O)-$, $-OC(O)O-$, $-C(O)N(R_B)-$, $-N(R_B)C(O)-$, $-N(R_B)C(O)O-$, $-OC(O)N(R_B)-$, $-N(R_B)S(O)-$, $-N(R_B)S(O)_2-$, $-S(O)N(R_B)-$, $-S(O)_2N(R_B)-$, $-C(O)N(R_B)C(O)-$, $-N(R_B)C(O)N(R_B')-$, $-N(R_B)SO_2N(R_B')-$, $-N(R_B)S(O)N(R_B')-$, $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and wherein

said $C_3$-$C_{12}$carbocycle and 3- to 12-membered heterocycle are each independently optionally substituted at each occurrence with one or more $R_A$;

$R_D$ is each independently selected at each occurrence from hydrogen or $R_A$;

$R_A$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, or $-L_S-R_E$;

$R_B$ and $R_B$' are each independently selected at each occurrence from hydrogen; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_B$ or $R_B$' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_C$ is independently selected at each occurrence from hydrogen, halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_C$ is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_E$ is independently selected at each occurrence from $-O-R_S$, $-S-R_S$, $-C(O)R_S$, $-OC(O)R_S$, $-C(O)OR_S$, $-N(R_SR_S')$, $-S(O)R_S$, $-SO_2R_S$, $-C(O)N(R_SR_S')$, $-N(R_S)C(O)R_S'$, $-N(R_S)C(O)N(R_S'R_S'')$, $-N(R_S)SO_2R_S'$, $-SO_2N(R_SR_S')$, $-N(R_S)SO_2N(R_S'R_S'')$, $-N(R_S)S(O)N(R_S'R_S'')$, $-OS(O)-R_S$, $-OS(O)_2-R_S$, $-S(O)_2OR_S$, $-S(O)OR_S$, $-OC(O)OR_S$, $-N(R_S)C(O)OR_S'$, $-OC(O)N(R_SR_S')$, $-N(R_S)S(O)-R_S'$, $-S(O)N(R_SR_S')$ or $-C(O)N(R_S)C(O)-R_S'$; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence

with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_L$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, –O–$R_S$, –S–$R_S$, –C(O)$R_S$, –OC(O)$R_S$, –C(O)O$R_S$, –N($R_S R_S$'), –S(O)$R_S$, –$SO_2R_S$, –C(O)N($R_S R_S$') or –N($R_S$)C(O)$R_S$'; or $C_3$-$C_6$carbocycle 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$L_S$, $L_S$' and $L_S$'' are each independently selected at each occurrence from bond; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$; and

$R_S$, $R_S$' and $R_S$'' are each independently selected at each occurrence from hydrogen; $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_S$ , $R_S$' or $R_S$' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl.

6. The compound or salt of claim 5, wherein:

T is independently selected at each occurrence from –C(O)–$L_S$'–M'–$L_S$''– or –N($R_B$)C(O)–$L_S$'–M'–$L_S$''–; and

$L_S$' is each independently $C_1$-$C_6$alkylene, and is independently optionally substituted at each occurrence with one or more $R_L$.

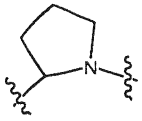
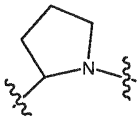
7. The compound or salt of claim 5, wherein:

Y is –N($R_B$)C(O)C($R_1R_2$)N($R_5$)–T–$R_D$;

Z is –N($R_B$)C(O)C($R_8R_9$)N($R_{12}$)–T–$R_D$;

T is independently selected at each occurrence from –C(O)–$L_S$'–M'–$L_S$''–; and

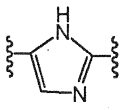
D is $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle, or 6- to 10-membered bicycles, and is substituted with one or more $R_A$.

8. The compound or salt of claim 7, wherein T is independently selected at each occurrence from –C(O)–$L_S$'–N($R_B$)C(O)–$L_S$''– or –C(O)–$L_S$'–N($R_B$)C(O)O–$L_S$''–; and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$; and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$.

9. The compound or salt of claim 5, wherein:

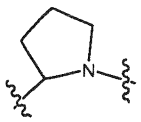
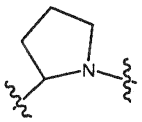
Y is –G–C($R_1R_2$)N($R_5$)–T–$R_D$;

Z is –G–C($R_8R_9$)N($R_{12}$)–T–$R_D$;

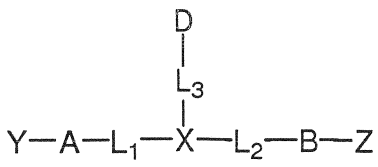
G is each independently , and is each independently optionally substituted with one or more $R_A$;

T is independently selected at each occurrence from –C(O)–$L_S$'–M'–$L_S$''–; and

D is $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle, or 6- to 10-membered bicycles, and is substituted with one or more $R_A$.

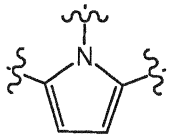
10. The compound or salt of claim 9, wherein T is independently selected at each occurrence from –C(O)–$L_S$'–N($R_B$)C(O)–$L_S$''– or –C(O)–$L_S$'–N($R_B$)C(O)O–$L_S$''–; and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$; and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$.

11. A compound of Formula I, or a pharmaceutically acceptable salt thereof,

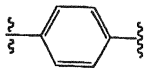


I

wherein:

X is , wherein the nitrogen ring atom is directly linked to $-L_3-D$, and wherein X is optionally substituted with one or more $R_A$;

$L_1$, $L_2$ and $L_3$ are bond;

A and B are each independently , and are each independently optionally substituted with one or more $R_A$;

D is $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more $R_A$;

Y is $-G-C(R_1R_2)N(R_5)-T-R_D$, $-G-C(R_3R_4)C(R_6R_7)-T-R_D$, $-N(R_B)C(O)C(R_1R_2)N(R_5)-T-R_D$, or $-N(R_B)C(O)C(R_3R_4)C(R_6R_7)-T-R_D$;

Z is $-G-C(R_8R_9)N(R_{12})-T-R_D$, $-G-C(R_{10}R_{11})C(R_{13}R_{14})-T-R_D$, $-N(R_B)C(O)C(R_8R_9)N(R_{12})-T-R_D$, or $-N(R_B)C(O)C(R_{10}R_{11})C(R_{13}R_{14})-T-R_D$;

$R_1$ is $R_C$, and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_3$ and $R_6$ are each independently $R_C$, and $R_4$ and $R_7$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

$R_8$ is $R_C$, and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more $R_A$;

$R_{10}$ and $R_{13}$ are each independently $R_C$, and $R_{11}$ and $R_{14}$, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more $R_A$;

G is each independently $C_5$-$C_6$carbocycle or 5- to 6-membered heterocycle, and is each independently optionally substituted with one or more $R_A$;

T is each independently selected at each occurrence from bond, $-L_S-$, $-L_S-M-L_S'-$, or $-L_S-M-L_S'-M'-L_S''-$, wherein M and M' are each independently selected at each occurrence from bond, $-O-$, $-S-$, $-N(R_B)-$, $-C(O)-$, $-S(O)_2-$, $-S(O)-$, $-OS(O)-$, $-OS(O)_2-$, $-S(O)_2O-$, $-S(O)O-$, $-C(O)O-$, $-OC(O)-$, $-OC(O)O-$, $-C(O)N(R_B)-$, $-N(R_B)C(O)-$, $-N(R_B)C(O)O-$, $-OC(O)N(R_B)-$, $-N(R_B)S(O)-$, $-N(R_B)S(O)_2-$, $-S(O)N(R_B)-$, $-S(O)_2N(R_B)-$, $-C(O)N(R_B)C(O)-$, $-N(R_B)C(O)N(R_B')-$, $-N(R_B)SO_2N(R_B')-$, $-N(R_B)S(O)N(R_B')-$, $C_3$-$C_{12}$carbocycle or 3- to 12-membered heterocycle, and wherein

said $C_3$-$C_{12}$carbocycle and 3- to 12-membered heterocycle are each independently optionally substituted at each occurrence with one or more $R_A$;

$R_D$ is each independently selected at each occurrence from hydrogen or $R_A$;

$R_A$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, or $-L_S-R_E$;

$R_B$ and $R_B$' are each independently selected at each occurrence from hydrogen, or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_B$ or $R_B$' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_C$ is independently selected at each occurrence from hydrogen, halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_C$ is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_E$ is independently selected at each occurrence from $-O-R_S$, $-S-R_S$, $-C(O)R_S$, $-OC(O)R_S$, $-C(O)OR_S$, $-N(R_SR_S')$, $-S(O)R_S$, $-SO_2R_S$, $-C(O)N(R_SR_S')$, $-N(R_S)C(O)R_S'$, $-N(R_S)C(O)N(R_S'R_S'')$, $-N(R_S)SO_2R_S'$, $-SO_2N(R_SR_S')$, $-N(R_S)SO_2N(R_S'R_S'')$, $-N(R_S)S(O)N(R_S'R_S'')$, $-OS(O)-R_S$, $-OS(O)_2-R_S$, $-S(O)_2OR_S$, $-S(O)OR_S$, $-OC(O)OR_S$, $-N(R_S)C(O)OR_S'$, $-OC(O)N(R_SR_S')$, $-N(R_S)S(O)-R_S'$, $-S(O)N(R_SR_S')$ or $-C(O)N(R_S)C(O)-R_S'$; or $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or $C_3$-$C_6$carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence

with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$R_L$ is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, –O–$R_S$, –S–$R_S$, –C(O)$R_S$, –OC(O)$R_S$, –C(O)O$R_S$, –N($R_S$$R_S$'), –S(O)$R_S$, –$SO_2$$R_S$, –C(O)N($R_S$$R_S$') or –N($R_S$)C(O)$R_S$'; or $C_3$-$C_6$carbocycle 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl;

$L_S$, $L_S$' and $L_S$'' are each independently selected at each occurrence from bond; or $C_1$-$C_6$alkylene, $C_2$-$C_6$alkenylene or $C_2$-$C_6$alkynylene, each of which is independently optionally substituted at each occurrence with one or more $R_L$; and

$R_S$, $R_S$' and $R_S$'' are each independently selected at each occurrence from hydrogen; $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl or $C_2$-$C_6$alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in $R_S$ , $R_S$' or $R_S$' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, $C_1$-$C_6$alkyl, $C_2$-$C_6$alkenyl, $C_2$-$C_6$alkynyl, $C_1$-$C_6$haloalkyl, $C_2$-$C_6$haloalkenyl or $C_2$-$C_6$haloalkynyl.

12. The compound or salt of claim 11, wherein:

T is independently selected at each occurrence from –C(O)–$L_S$'–M'–$L_S$''– or –N($R_B$)C(O)–$L_S$'–M'–$L_S$''–; and

$L_S$' is each independently $C_1$-$C_6$alkylene, and is independently optionally substituted at each occurrence with one or more $R_L$.

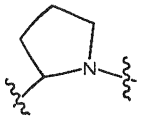
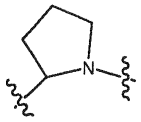
13. The compound or salt of claim 11, wherein:

Y is –N($R_B$)C(O)C($R_1$$R_2$)N($R_5$)–T–$R_D$;

Z is –N($R_B$)C(O)C($R_8$$R_9$)N($R_{12}$)–T–$R_D$;

T is independently selected at each occurrence from –C(O)–$L_S$'–M'–$L_S$''–; and

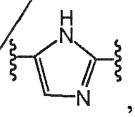
D is $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle, or 6- to 10-membered bicycles, and is substituted with one or more $R_A$.

14. The compound or salt of claim 13, wherein T is independently selected at each occurrence from $-C(O)-L_S'-N(R_B)C(O)-L_S''-$ or $-C(O)-L_S'-N(R_B)C(O)O-L_S''-$; and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$; and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$.

15. The compound or salt of claim 11, wherein:

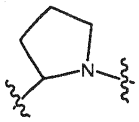
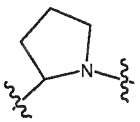
Y is $-G-C(R_1R_2)N(R_5)-T-R_D$;

Z is $-G-C(R_8R_9)N(R_{12})-T-R_D$;

G is each independently selected at each occurrence , and is each independently optionally substituted with one or more $R_A$;

T is independently selected at each occurrence from $-C(O)-L_S'-M'-L_S''-$; and

D is $C_5$-$C_6$carbocycle, 5- to 6-membered heterocycle, or 6- to 10-membered bicycles, and is substituted with one or more $R_A$.

16. The compound or salt of claim 15, wherein T is independently selected at each occurrence from $-C(O)-L_S'-N(R_B)C(O)-L_S''-$ or $-C(O)-L_S'-N(R_B)C(O)O-L_S''-$; and $R_2$ and $R_5$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$; and $R_9$ and $R_{12}$, taken together with the atoms to which they are attached, form  which is optionally substituted with one or more $R_A$.

17. A pharmaceutical composition comprising a compound or salt according to claim 1.

18. A pharmaceutical composition comprising a compound or salt according to claim 1 and another anti-HCV agent.

19. A method of treating HCV infection, comprising administering to an HCV patient a compound or salt according to claim 1.

20. A process of making a compound according to claim 1, comprising a step described in one of the schemes or examples described hereinabove.