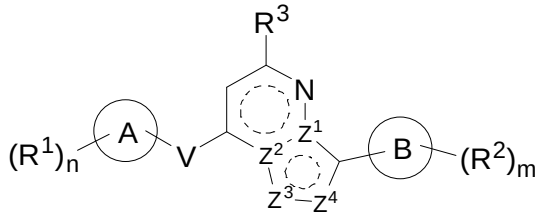
WHAT CLAIMED IS:

1. A compound having Formula (I'):



(I')

or a pharmaceutically acceptable salt thereof,

wherein

Z^1 is C or N;

Z^2 is C or N;

Z^3 is CR^d, N, O, S, S(O) or $S(O)_2$;

Z^4 is CH or N;

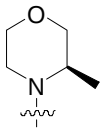
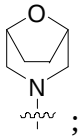
V is a direct bond, or alkyl optionally substituted with one or more R^e or $-N(R^a)-$;

Ring A is absent, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-membered aryl, or 5- to 6-membered heteroaryl;

R^1, in each occurrence, is selected from the group consisting of hydrogen, hydroxyl, halogen, cyano, alkyl, haloalkyl, hydroxylalkyl, $-C(O)N(R^a)_2$, $-C(O)OR^a$, $-S(O)_2(R^b)$, $-S(O)(NH)(R^b)$ and $-P(O)(R^b)_2$;

Ring B is 5- to 6-membered heterocyclyl or 5- to 6-membered heteroaryl;

R^2, in each occurrence, is halogen, alkyl, haloalkyl, or cycloalkyl;

R^3 is  or  ;

R^a and R^d are each independently hydrogen, halogen or alkyl;

R^b is alkyl, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-

membered aryl, or 5- to 6-membered heteroaryl, wherein said cycloalkyl, heterocyclyl, and heteroaryl are optionally substituted with one or more R^c;

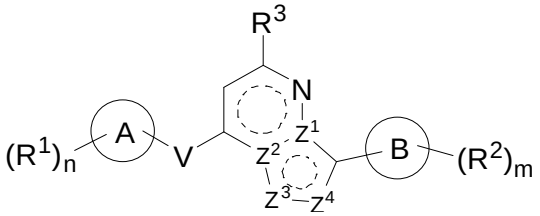
R^c is selected from the group consisting of hydroxyl, halogen, cyano, amino, alkyl, alkoxyl, and haloalkyl;

R^e is hydroxyl, halogen or alkyl;

n is 0, 1, 2, or 3; and

m is 0, 1, 2 or 3.

2. A compound having Formula (I):



(I)

or a pharmaceutically acceptable salt thereof,

wherein

Z^1 is C or N;

Z^2 is C or N;

Z^3 is CH, N, or S;

Z^4 is CH or N;

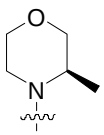
V is a direct bond or -N(R^a)-;

Ring A is absent, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-membered aryl, or 5- to 6-membered heteroaryl;

R^1 is hydrogen, halogen, alkyl, -$S(O)_2$(R^b), or –S(O)(NH)(R^b);

Ring B is 5- to 6-membered heterocyclyl or 5- to 6-membered heteroaryl;

R^2 is halogen, alkyl, haloalkyl, or cycloalkyl;

R^3 is  or  ;

R^a is hydrogen or alkyl;

R^b is alkyl, 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, 5- to 6-membered aryl, or 5- to 6-membered heteroaryl, wherein said cycloalkyl, heterocyclyl, and heteroaryl are optionally substituted with one or more R^c;

R^c is selected from the group consisting of hydroxyl, halogen, cyano, amino, alkyl, alkoxyl, and haloalkyl;

n is 0, 1, 2, or 3; and

m is 0, 1, 2 or 3.

~~3. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 is C.~~

~~4. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 is N.~~

~~5. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^2 is C.~~

~~6. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^2 is N.~~

3. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 and Z^2 are selected from any one of the following:

(1) Z^1 is C and Z^2 is N;

(2) Z^1 is N and Z^2 is C; or

(3) Z^1 is C and Z^2 is C.

~~7. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 is N and Z^2 is C.~~

~~8. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 is C and Z^2 is C.~~

~~9. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^3 is CR^d.~~

~~10. The compound of claim 10, or a pharmaceutically acceptable salt thereof, wherein R^d is hydrogen, halogen or methyl.~~

~~11. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^3 is CH.~~

~~12. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^3 is N.~~

~~13. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^3 is S.~~

~~14. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^3 is O.~~

~~15. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^3 is S(O).~~

~~16. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^3 is $S(O)_2$.~~

4. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1, Z^2 and Z^3 are selected from any one of the following:

(1) Z^1 is C, Z^2 is N and Z^3 is CH or N;

(2) Z^1 is N, Z^2 is C and Z^3 is CH, $C(CH_3)$ or N; or

(3) Z^1 is C, Z^2 is C and Z^3 is O, S, S(O) or $S(O)_2$.

~~17. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 is N, Z^2 is C and Z^3 is CH, $C(CH_3)$ or N.~~

~~18. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^1 is C, Z^2 is C and Z^3 is O, S, S(O) or $S(O)_2$.~~

~~19. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^4 is C.~~

~~20. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Z^4 is N.~~

~~21. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein V is a direct bond.~~

~~22. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein V is alkyl optionally substituted with one or more R^e.~~

~~23. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein V is -N(R^a) -.~~

~~24. The compound of claim 25, or a pharmaceutically acceptable salt thereof, wherein R^a is alkyl.~~

~~25. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is absent.~~

~~26. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is 3- to 6-membered cycloalkyl.~~

~~27. The compound of claim 28, or a pharmaceutically acceptable salt thereof, wherein Ring A is cyclopropyl.~~

~~28. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is 5- to 6-membered heterocyclyl.~~

~~29. The compound of claim 30, or a pharmaceutically acceptable salt thereof, wherein Ring A is piperazinyl, tetrahydropyranyl or 1,2-thiazinane 1,1-dioxide.~~

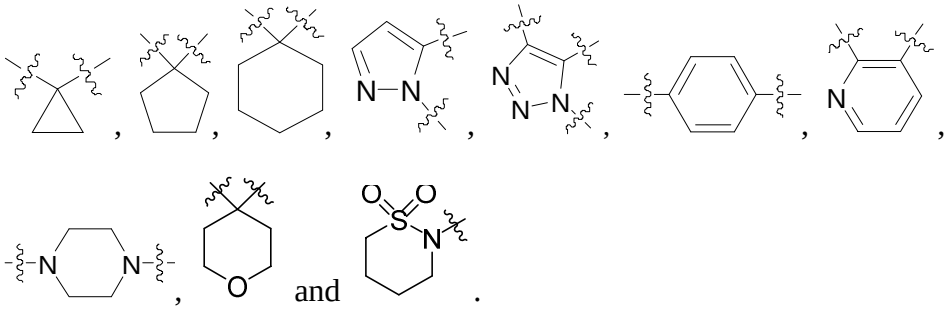
~~30. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is 5- to 6-membered aryl.~~

~~31. The compound of claim 32, or a pharmaceutically acceptable salt thereof, wherein Ring A is phenyl.~~

~~32. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is 5- to 6-membered heteroaryl.~~

~~33. The compound of claim 34, or a pharmaceutically acceptable salt thereof, wherein Ring A is pyrazolyl, pyridyl or triazolyl.~~

~~34.~~5. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is selected from the group consisting of:



35. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^1 is hydrogen, cyano or halogen.

36.6. The compound of claim 371 or 2, or a pharmaceutically acceptable salt thereof, wherein R^1 is hydrogen, cyano or, fluoro, hydroxyl, C_{1-3} alkyl, C_{1-3} haloalkyl, C_{1-3} hydroxylalkyl, $-C(O)N(R^a)_2$, $-C(O)OR^a$, $-S(O)_2(R^b)$, $-S(O)(NH)(R^b)$ or $-P(O)(R^b)_2$.

37. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^1 is alkyl, haloalkyl or hydroxylalkyl.

38. The compound of claim 39, or a pharmaceutically acceptable salt thereof, wherein R^1 is C_{1-3} alkyl, C_{1-3} haloalkyl or C_{1-3} hydroxylalkyl.

39. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-C(O)N(R^a)_2$, $-C(O)OR^a$, $-S(O)_2(R^b)$, $-S(O)(NH)(R^b)$ or $-P(O)(R^b)_2$.

40. The compound of claim 41, or a pharmaceutically acceptable salt thereof, wherein R^b is alkyl.

41. The compound of claim 42, or a pharmaceutically acceptable salt thereof, wherein R^b is C_{1-3} alkyl.

42. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein n is 0, 1 or 2.

43. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is 5- to 6-membered heteroaryl, and R^1 is halogen or alkyl.

44.7. The compound of claim 451 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is pyrazolyl, pyridyl or triazolyl, and R^1 is halogen or alkyl.

~~45. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is 3- to 6-membered cycloalkyl, 5- to 6-membered heterocyclyl, or 5- to 6-membered aryl, and R^1 is cyano, $-S(O)_2(R^b)$, or $-S(O)(NH)(R^b)$.~~

~~46.~~8. The compound of claim ~~47~~1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring A is cyclopropyl, cyclopentyl, cyclohexyl, piperazinyl or phenyl, and R^1 is cyano, $-S(O)_2(R^b)$, or $-S(O)(NH)(R^b)$.

~~47. The compound of claim 47, or a pharmaceutically acceptable salt thereof, wherein R^b is alkyl.~~

~~48. The compound of claim 49, or a pharmaceutically acceptable salt thereof, wherein R^b is C_{1-3} alkyl.~~

~~49. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein Ring B is 5- to 6-membered heteroaryl~~

~~50. The compound of claim 51, or a pharmaceutically acceptable salt thereof, wherein Ring B is pyrazolyl, pyrrolyl, or pyridyl.~~

~~51. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^2 is halogen.~~

~~52. The compound of claim 53, or a pharmaceutically acceptable salt thereof, wherein R^2 is chloro.~~

~~53. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^2 is alkyl.~~

~~54. The compound of claim 55, or a pharmaceutically acceptable salt thereof, wherein R^2 is C_{1-3} alkyl.~~

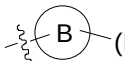
~~55. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^2 is haloalkyl.~~

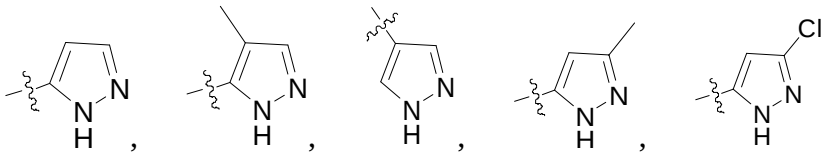
~~56. The compound of claim 57, or a pharmaceutically acceptable salt thereof, wherein R^2 is C_{1-3} haloalkyl.~~

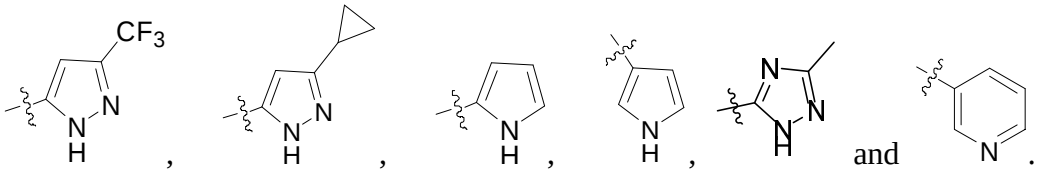
~~57. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^2 is cycloalkyl.~~

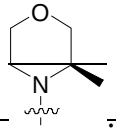
~~58. The compound of claim 59, or a pharmaceutically acceptable salt thereof, wherein R^2 is 3- to 6-membered cycloalkyl.~~

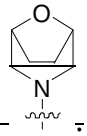
~~59. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein m is 0, 1 or 2.~~

~~60.~~9. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein  is selected from the group consisting of:

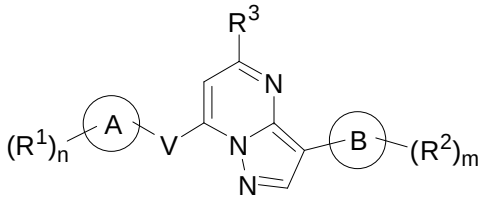




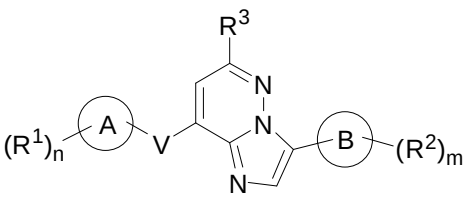
~~61. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^3 is~~  ~~.~~

~~62. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein R^3 is~~  ~~.~~

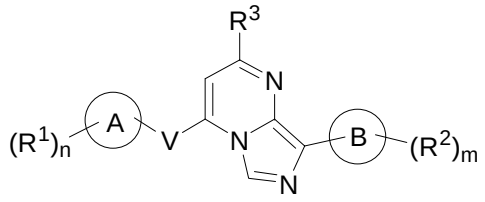
~~63.~~10. The compound of any one of preceding claims, having a formula selected from the group consisting of:



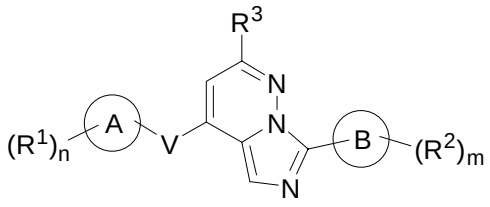
(II),



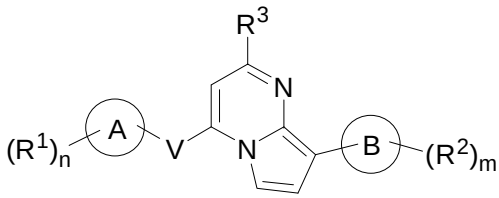
(III),



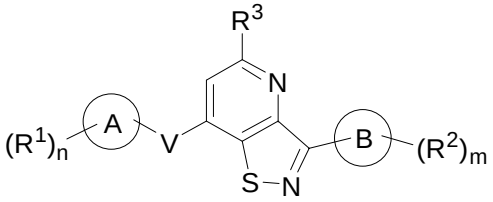
(IV),



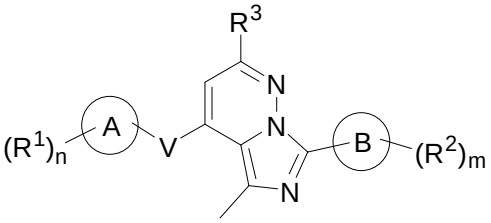
(V),



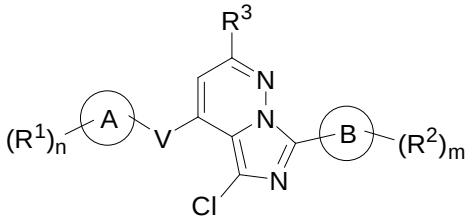
(VI),



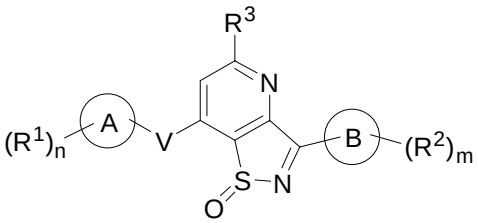
(VII),



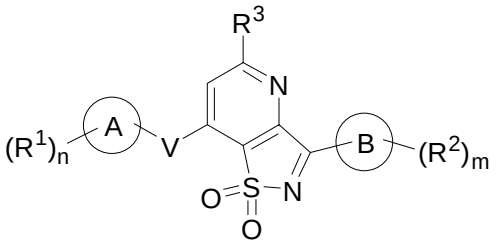
(VIII),



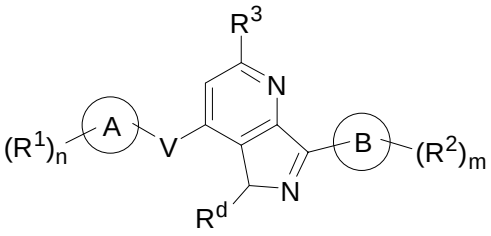
(IX),



(X),



(XI), and



(XII),

or a pharmaceutically acceptable salt thereof.

~~64.~~11. The compound of claim 65, or a pharmaceutically acceptable salt thereof, wherein:

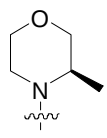
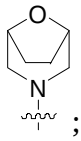
V is a direct bond or C_{1-3} alkyl;

Ring A is selected from cyclopropyl, cyclopentyl, cyclohexyl, piperazinyl, phenyl, pyrazolyl, pyridinyl, or triazolyl;

R^1 is selected from hydrogen, hydroxyl, fluoro, cyano, methyl, $-S(O)_2(R^b)$,–$S(O)(NH)(R^b)$ or $–P(O)(R^b)_2$;

Ring B is pyrazolyl, pyrrolyl, or pyridyl;

R^2 is chloro, C_{1-3} alkyl, C_{1-3} haloalkyl, or 3- to 6-membered cycloalkyl;

R^3 is  or  ;

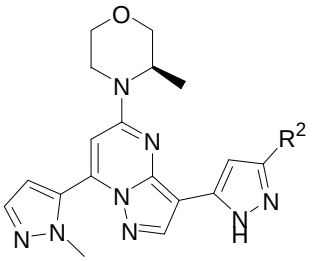
R^b is C_{1-3} alkyl;

R^d is hydrogen, chloro or C_{1-3} alkyl;

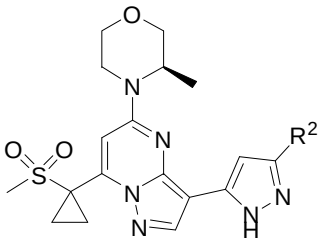
n is 0, 1 or 2; and

m is 0, 1 or 2.

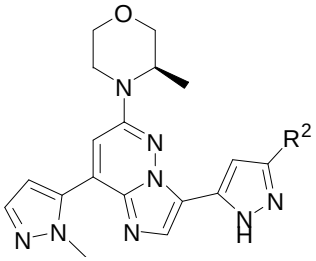
~~65.~~12. The compound of claim 1 or 2 having a formula selected from the group consisting of:



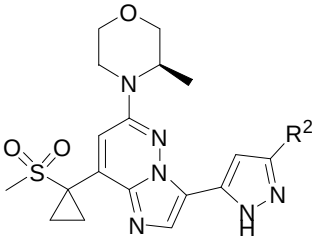
(IIa),



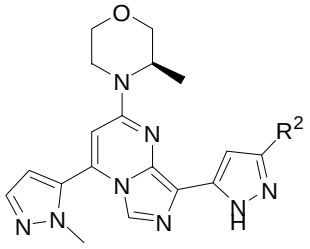
(IIb),



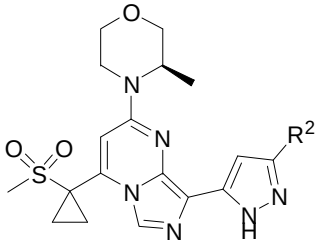
(IIIa),



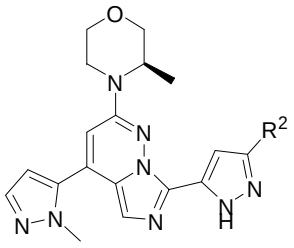
(IIIb),



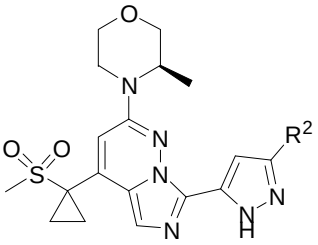
(IVa),



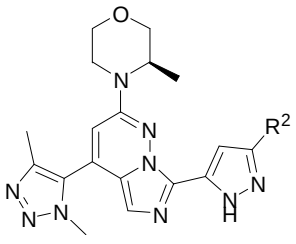
(IVb),



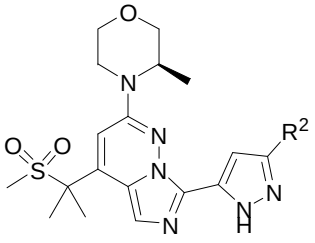
(Va),



(Vb),



(Vc),



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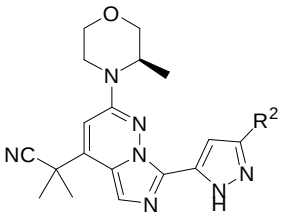

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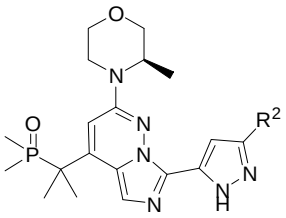

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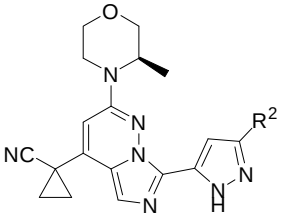

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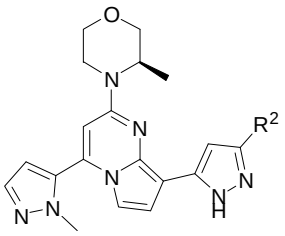

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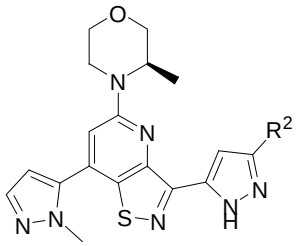
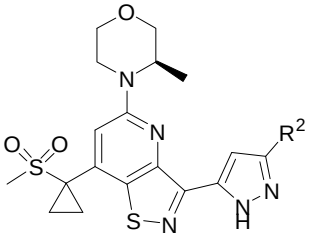
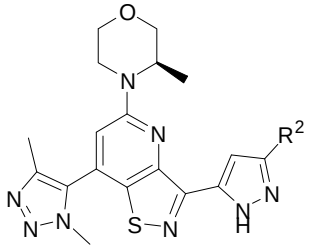


(VIIa),



(VIIb),



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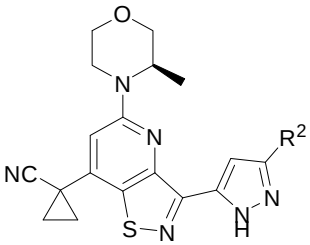
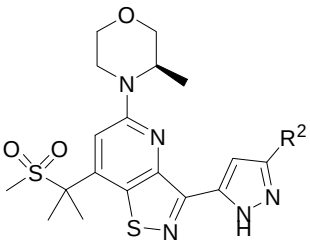
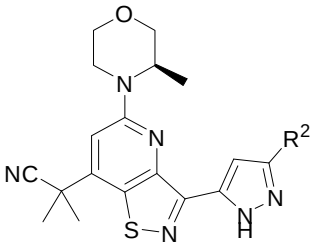


(VIId),



(VIIe),



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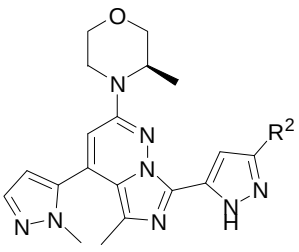

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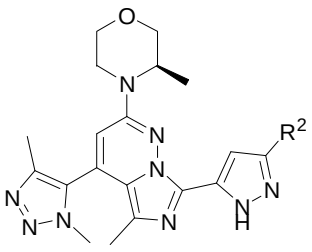
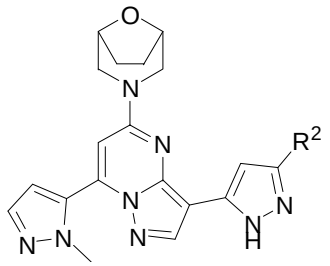


(VIIIb),

~~or a pharmaceutically acceptable salt thereof.~~

~~66. The compound of claim 1 or 2 having a formula selected from the group consisting of:~~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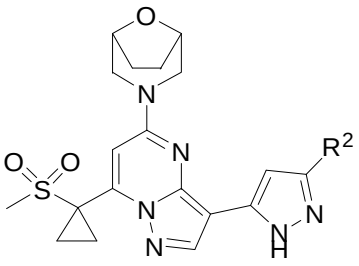
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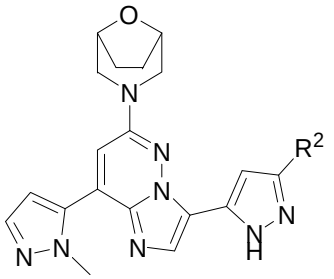
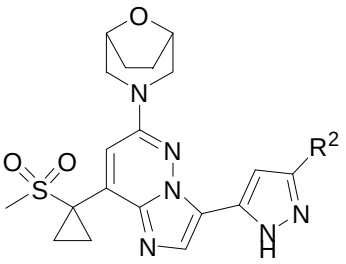

(IIIc),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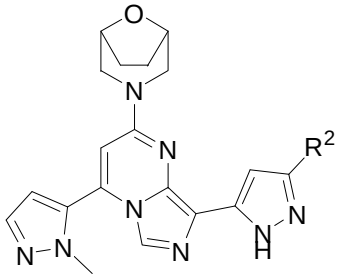
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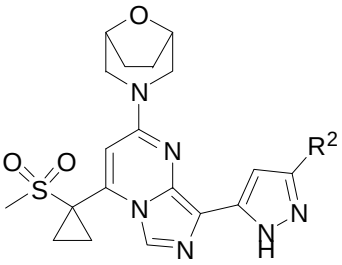
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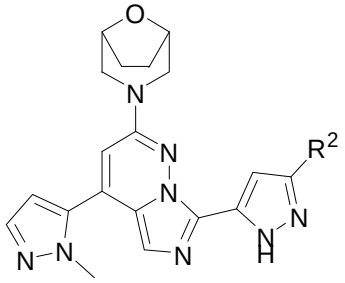
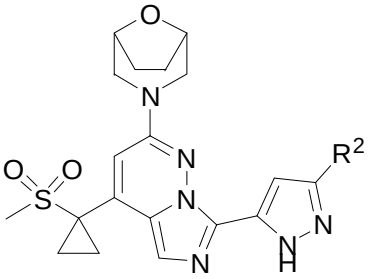
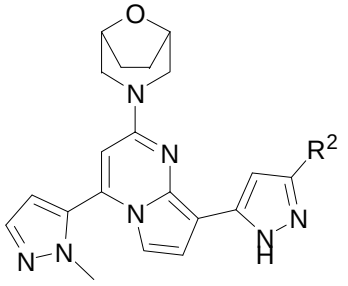
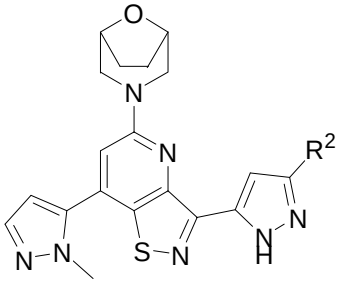

(Vb),

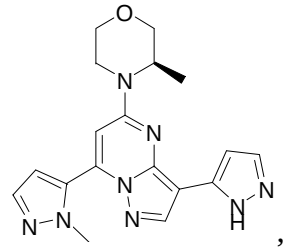
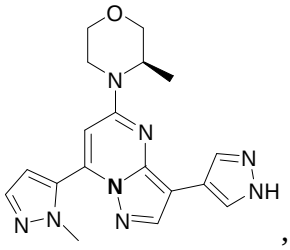
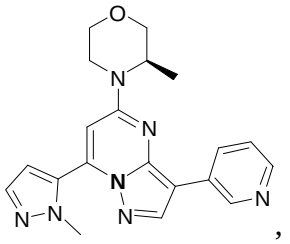
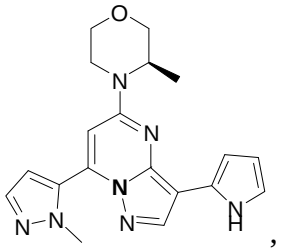
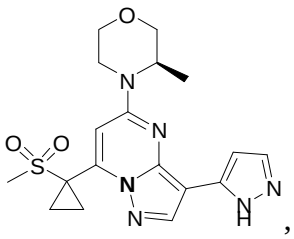
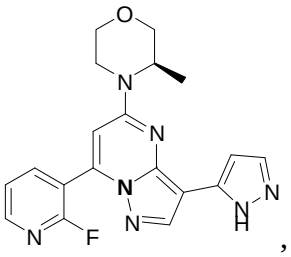
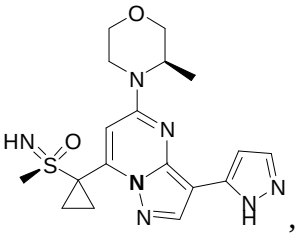
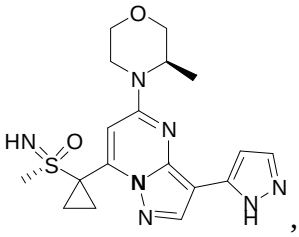
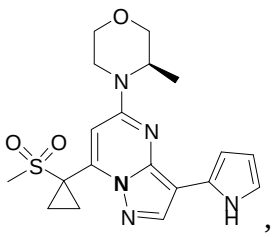
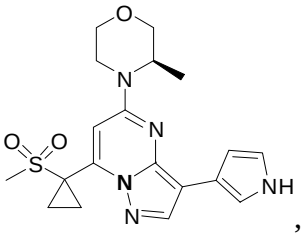
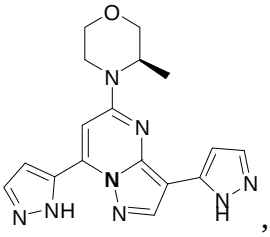
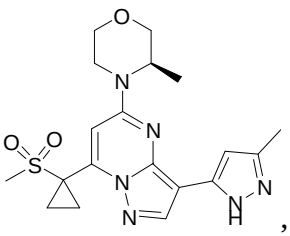
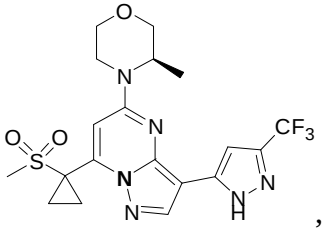
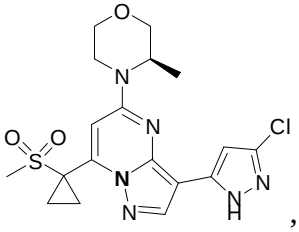
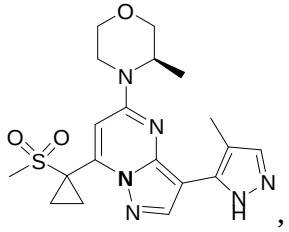
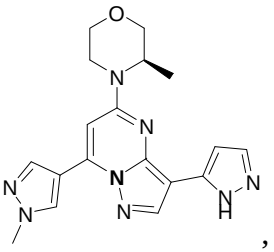
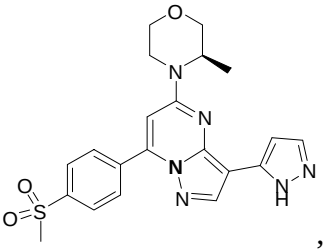
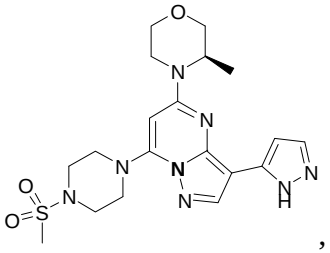

(Vc),

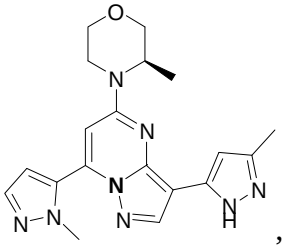

(VIb),


(VIIb),

or a pharmaceutically acceptable salt thereof.

~~67.~~13. The compound of claim 1 or 2 selected from the group consisting of:

 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 ,
 .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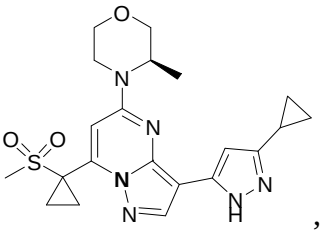
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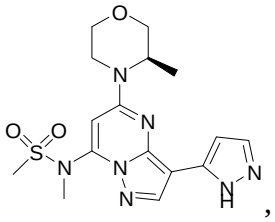
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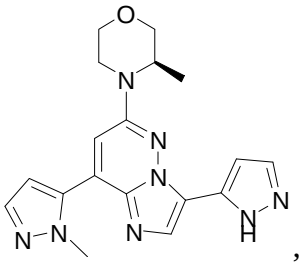
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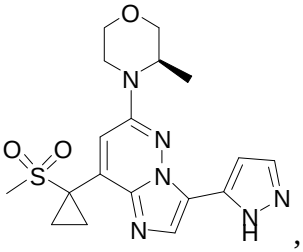
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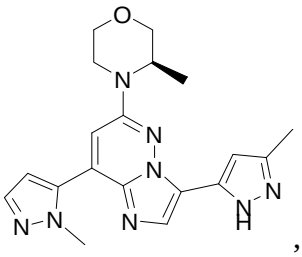
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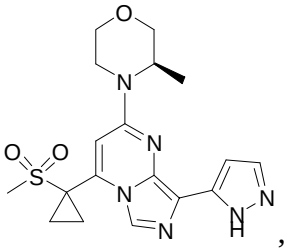
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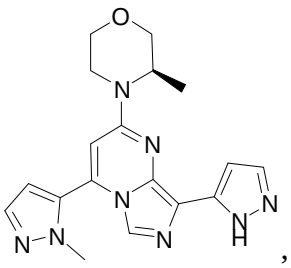
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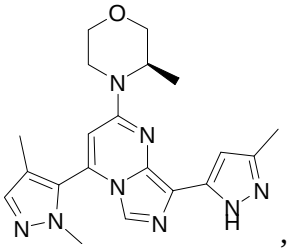
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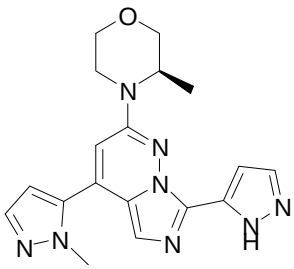
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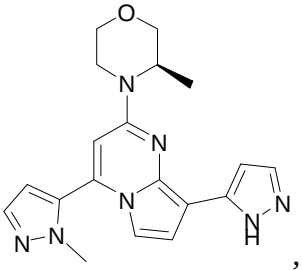
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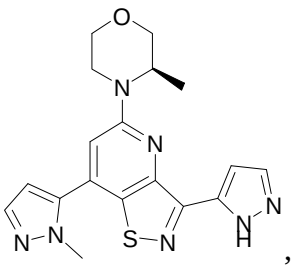
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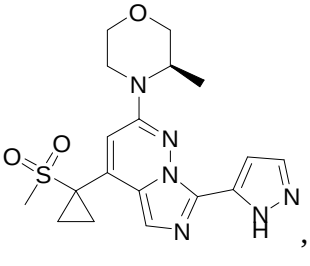
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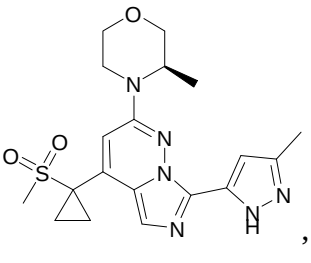
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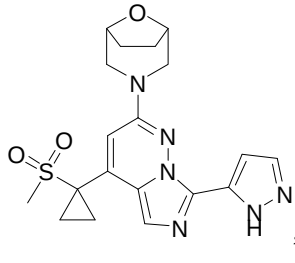
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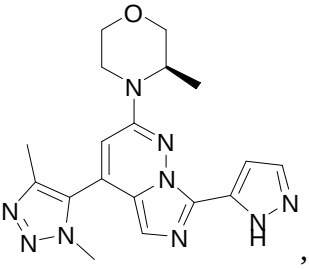
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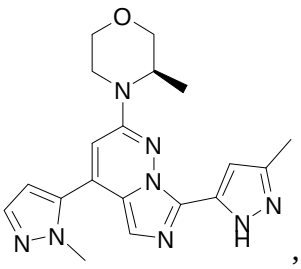
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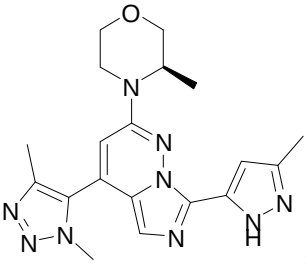
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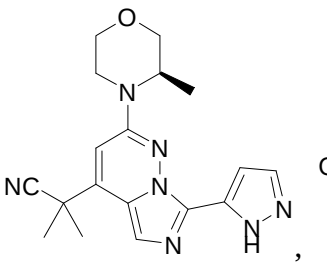
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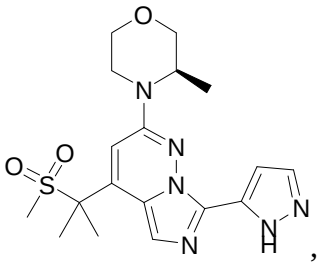
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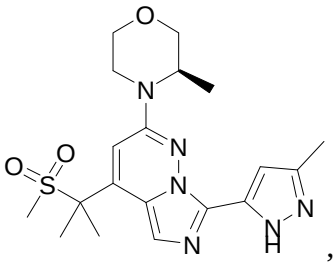
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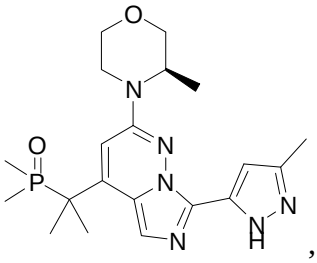
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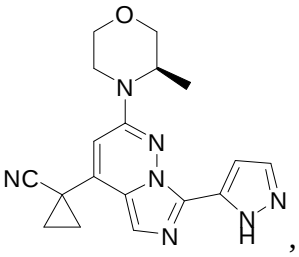
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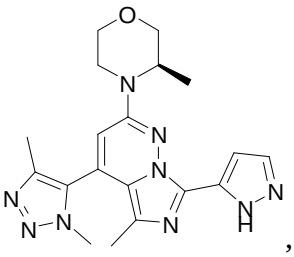
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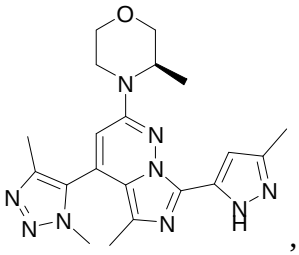
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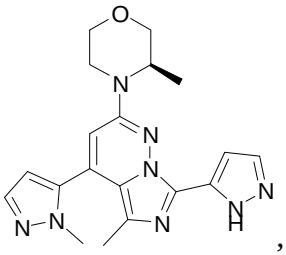
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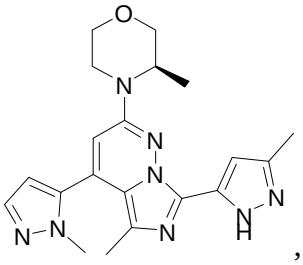
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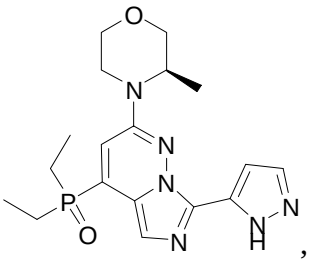
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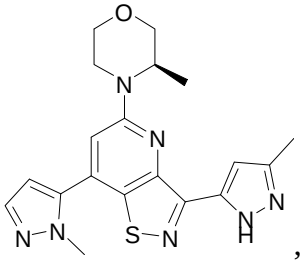
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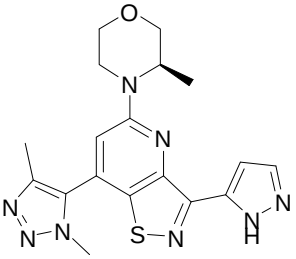
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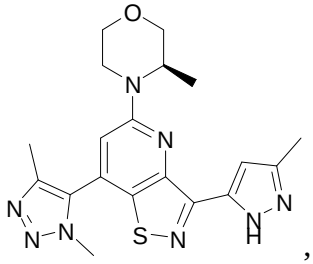
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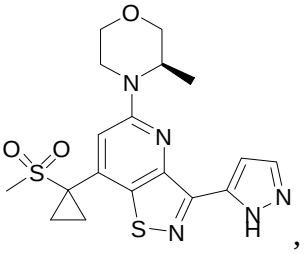
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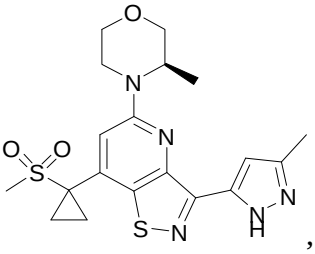
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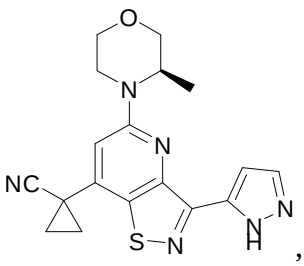
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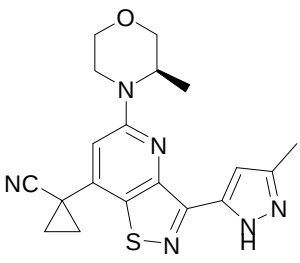
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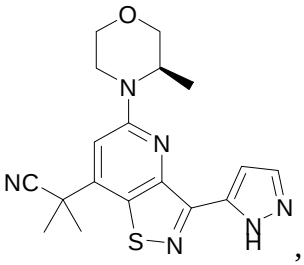
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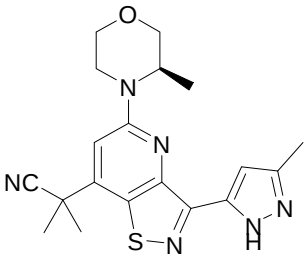
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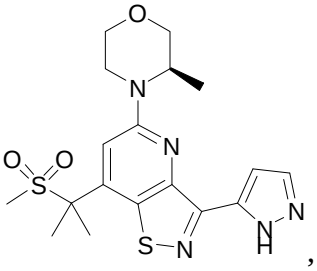
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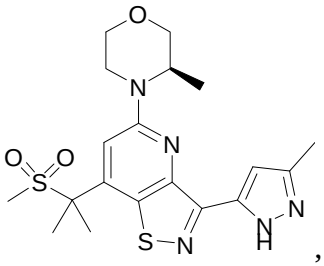
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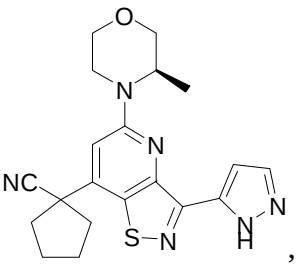
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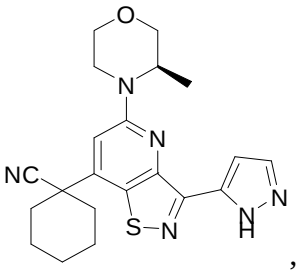
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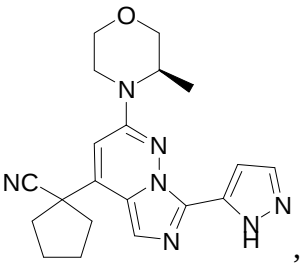
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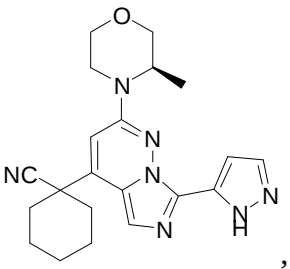
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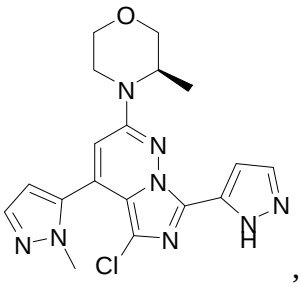
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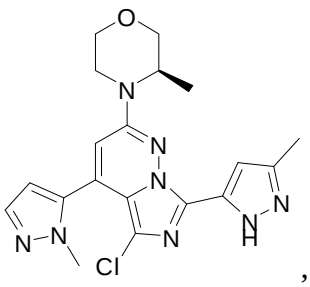
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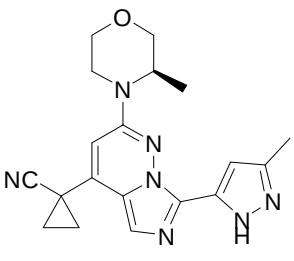
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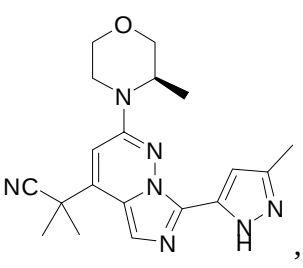
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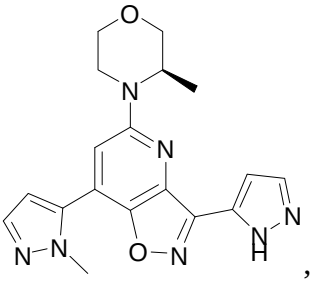
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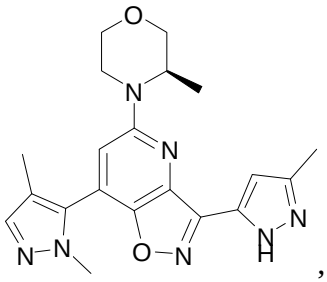
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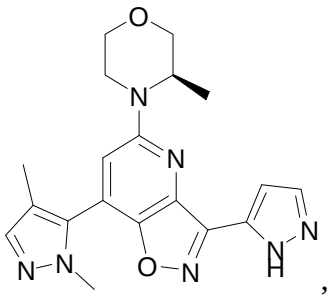
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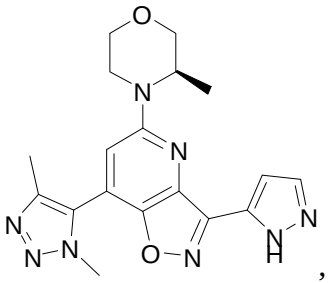
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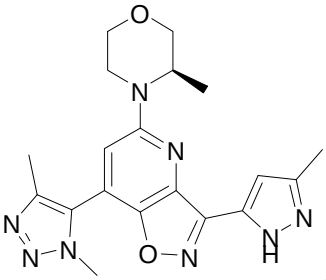
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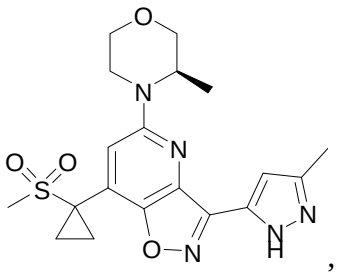
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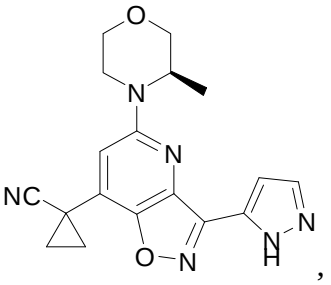
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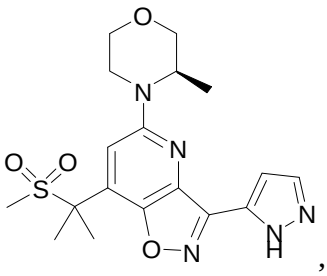
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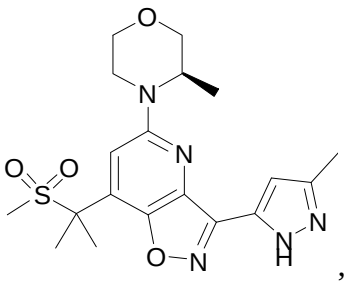
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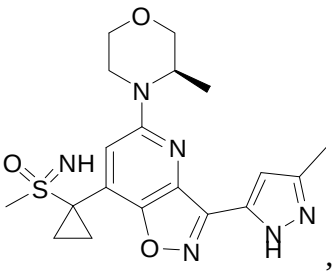
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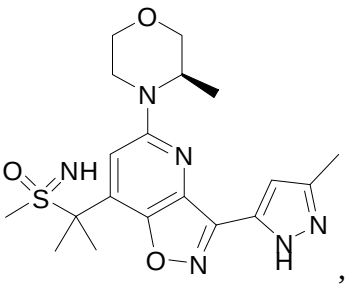
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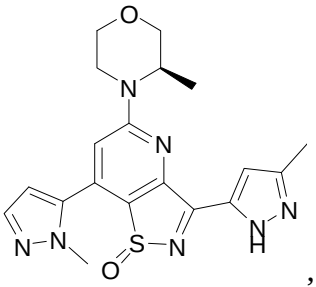
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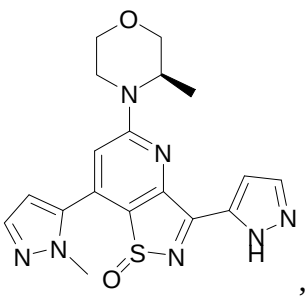
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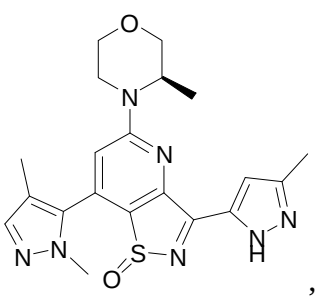
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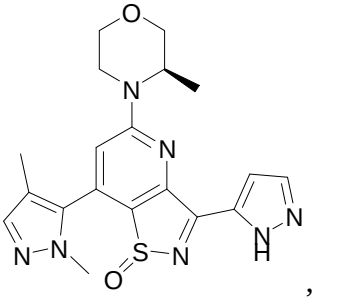
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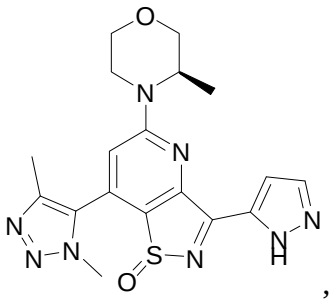
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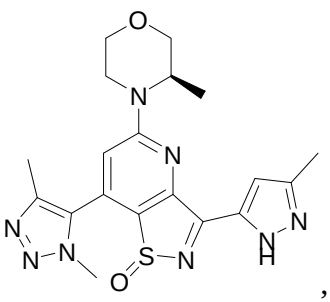
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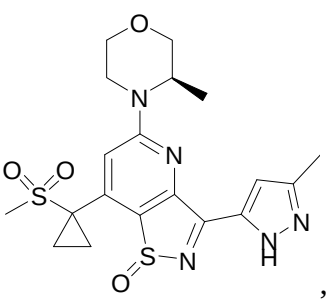
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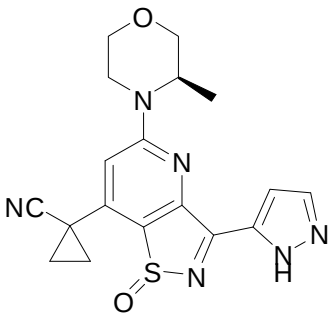
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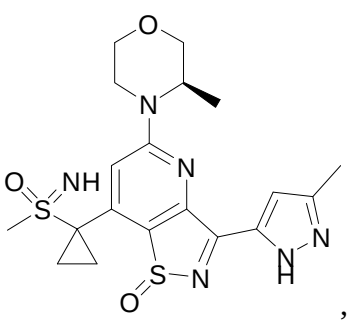
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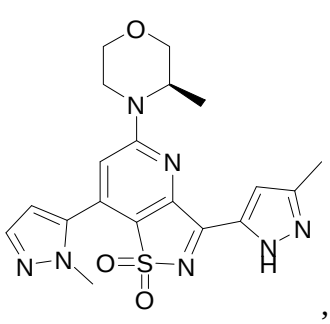
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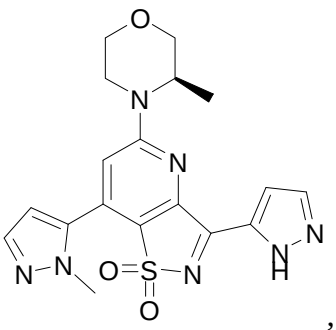
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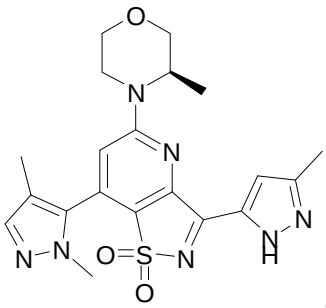
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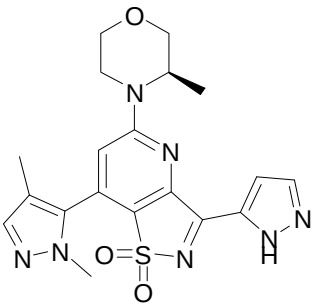
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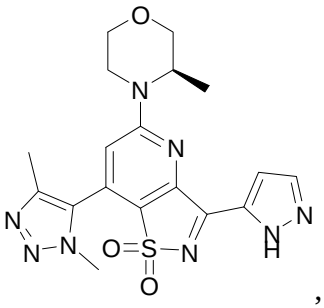
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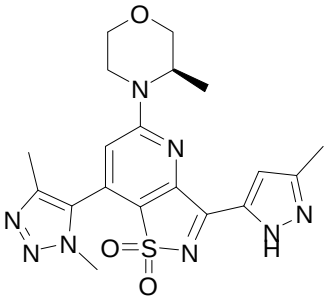
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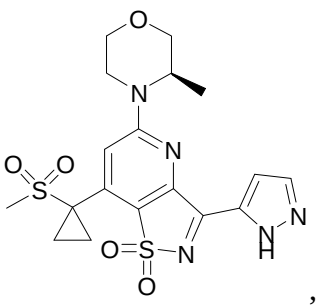
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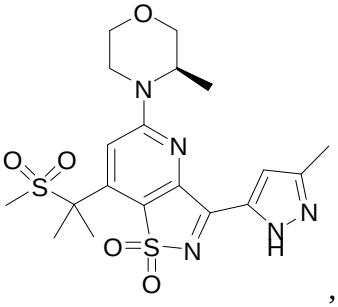
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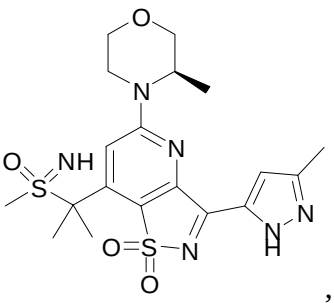
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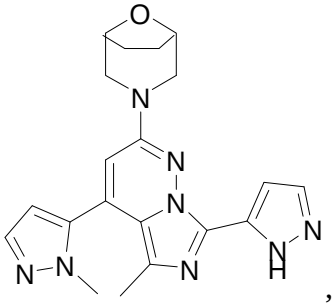
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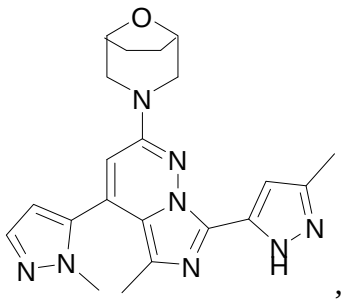
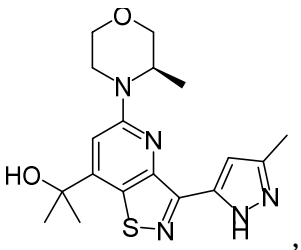
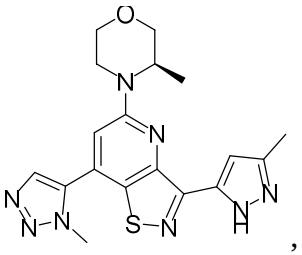
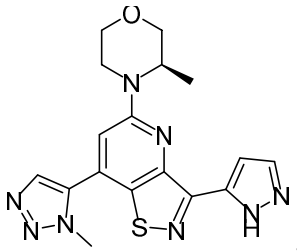
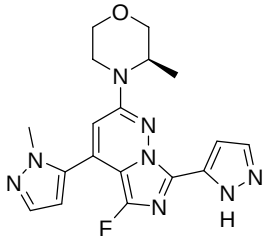
 ,  ,  ,

 , and 

or a pharmaceutically acceptable salt thereof.

~~68.~~14. A pharmaceutical composition comprising the compound of any one of claims 1-~~69~~ 13 or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

~~69. A method for treating cancer, comprising administering an effective amount of a compound of any one of claims 1-69 or a pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 70 to a subject in need thereof.~~

~~70.~~15. Use of the compound of any one of claims 1-13~~69~~ or a pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 14~~70~~ in the manufacture of a medicament for treating cancer.

~~71. A~~The compound of any one of claims 1-~~69~~ 13 or a pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim ~~70~~14, for use in the treatment of cancer.

16. ~~A method for inhibiting ATR kinase in a subject in need thereof, comprising administering an effective amount of a~~

~~72.~~17. The compound of any one of claims 1-13~~69~~ or ~~a~~the pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 14 ~~70 to the subject~~for use in inhibiting ATR kinase in a subject in need thereof.

~~73.~~18. The compound of any one of claims 1-13 or the pharmaceutically acceptable salt thereof or the pharmaceutical composition of claim 14 for use in therapy.