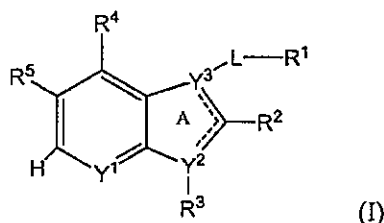


CLAIMS

1. A compound of Formula I:



or a pharmaceutically acceptable salt, a prodrug, solvate, a tautomer, an isomer or a deuterated analog thereof,

wherein:

(i) Y² is N and Y³ is C; or

(ii) Y² is C and Y³ is N;

Y¹ is CH or N;

L is a bond, optionally substituted C₁₋₆alkylene, optionally substituted deuterated C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)NR⁹-, -CH₂N(R⁹)-, -SO₂N(R⁹)-, -N(R⁹)C(O)N(R⁹)-, -N(R⁹)SO₂-, -N(R⁹)CH₂-, -OC₁₋₄alkylene-, -C₁₋₄alkylene-O-, -NR⁹C(O)-, -N(R⁹)SO₂-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, optionally substituted C₂₋₆alkenylene, optionally substituted -CH=C(R^b)- or optionally substituted -Si(R^c)(R^c); or R⁶ and R⁷ taken together with the carbon atom to which they attach form an optionally substituted 3- to 6-membered ring having from 0-2 heteroatoms selected from O, N or S or an oxo; R^a is optionally substituted C₁₋₆alkyl, optionally substituted aryl or optionally substituted heteroaryl; R^b is H or C₁₋₆alkyl; or R^b and R¹ taken together with the carbon atom to which they attach form an optionally substituted 3- to 6-membered carbocyclic ring or an optionally substituted 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized; each R^c is independently C₁₋₆alkyl or C₁₋₆alkoxy; R⁹ is H, C₁₋₄alkyl or C₁₋₄haloalkyl;

R¹, R², R⁴, R⁶ and R⁷ are each independently H, D, optionally substituted C₁₋₆alkyl, optionally substituted C₁₋₆alkenyl, optionally substituted C₁₋₆alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted cycloalkylalkyl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted -Si(R^c)(R^c) or R¹³ selected from halogen, -CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -

$\text{CH}=\text{C}(\text{R}^{\text{E}})(\text{R}^{\text{E}})$, $-\text{OR}^{\text{E}}$, $-\text{SR}^{\text{E}}$, $-\text{OC}(\text{O})\text{R}^{\text{E}}$, $-\text{OC}(\text{S})\text{R}^{\text{E}}$, $-\text{P}(=\text{O})\text{HR}^{\text{E}}$, $-\text{P}(=\text{O})\text{R}^{\text{E}}\text{R}^{\text{E}}$, $-\text{PH}(=\text{O})\text{OR}^{\text{E}}$, $-\text{P}(=\text{O})(\text{OR}^{\text{E}})_2$,
 $-\text{OP}(=\text{O})(\text{OR}^{\text{E}})_2$, $-\text{C}(\text{O})\text{H}$, -
 $\text{O}(\text{CO})\text{OR}^{\text{E}}$, $-\text{C}(\text{O})\text{R}^{\text{E}}$, $-\text{C}(\text{S})\text{R}^{\text{E}}$, $-\text{C}(\text{O})\text{OR}^{\text{E}}$, $-\text{C}(\text{S})\text{OR}^{\text{E}}$, $-\text{S}(\text{O})\text{R}^{\text{E}}$, $-\text{S}(\text{O})_2\text{R}^{\text{E}}$, $-\text{C}(\text{O})\text{NHR}^{\text{E}}$, $-\text{C}(\text{S})\text{NHR}^{\text{E}}$, $-\text{C}(\text{O})$
 $\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{C}(\text{S})\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{S}(\text{O})_2\text{NHR}^{\text{E}}$, $-\text{S}(\text{O})_2\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{C}(\text{NH})\text{NHR}^{\text{E}}$, $-\text{C}(\text{NH})\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{NHC}(\text{O})\text{R}^{\text{E}}$, $-\text{NHC}(\text{S})\text{R}^{\text{E}}$,
 $-\text{NR}^{\text{E}}\text{C}(\text{O})\text{R}^{\text{E}}$, $-\text{NR}^{\text{E}}\text{C}(\text{S})\text{R}^{\text{E}}$, $-\text{NHS}(\text{O})_2\text{R}^{\text{E}}$, $-\text{NR}^{\text{E}}\text{S}(\text{O})_2\text{R}^{\text{E}}$, $-\text{NHC}(\text{O})\text{NHR}^{\text{E}}$, $-\text{NHC}(\text{S})\text{NHR}^{\text{E}}$, $-\text{NR}^{\text{E}}\text{C}(\text{O})\text{NH}_2$,
 $-\text{NR}^{\text{E}}\text{C}(\text{S})\text{NH}_2$, $-\text{NR}^{\text{E}}\text{C}(\text{O})\text{NHR}^{\text{E}}$, $-\text{NR}^{\text{E}}\text{C}(\text{S})\text{NHR}^{\text{E}}$, $-\text{NHC}(\text{O})\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{NHC}(\text{S})\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{NR}^{\text{E}}\text{C}(\text{O})\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{N}$
 $\text{R}^{\text{E}}\text{C}(\text{S})\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{NHS}(\text{O})_2\text{NHR}^{\text{E}}$, $-\text{NR}^{\text{E}}\text{S}(\text{O})_2\text{NH}_2$, $-\text{NR}^{\text{E}}\text{S}(\text{O})_2\text{NHR}^{\text{E}}$, $-\text{NHS}(\text{O})_2\text{NR}^{\text{E}}\text{R}^{\text{E}}$, $-\text{NR}^{\text{E}}\text{S}(\text{O})_2\text{NR}^{\text{E}}\text{R}^{\text{E}}$, -
 NHR^{E} or $-\text{NR}^{\text{E}}\text{R}^{\text{E}}$, wherein each R^{E} is independently H, optionally substituted C_{1-6} alkyl, optionally
substituted C_{1-6} alkenyl, optionally substituted C_{1-6} alkynyl, optionally substituted aryl, optionally
substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycloalkyl,
optionally substituted heterocycloalkylalkyl, optionally substituted cycloalkylalkyl, optionally substituted
arylalkyl, optionally substituted heteroarylalkyl or optionally substituted heterocycloalkylalkyl; or two R^{E}
groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered
carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members
selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized; wherein the
aliphatic or aromatic portion of R^{E} is optionally substituted with from 1-3 R^{h} substituents independently
selected from halogen, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{NO}_2$, $-\text{CH}=\text{C}(\text{R}^{\text{i}})(\text{R}^{\text{i}})$, $-\text{C}(\text{O})\text{OH}$, -
 $\text{C}(\text{S})\text{OH}$, $-\text{C}(\text{O})\text{NH}_2$, $-\text{C}(\text{S})\text{NH}_2$, $-\text{S}(\text{O})_2\text{NH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$, $-\text{NHC}(\text{S})\text{NH}_2$, $-\text{NHS}(\text{O})_2\text{NH}_2$, $-\text{C}(\text{NH})\text{NH}_2$, -
 OR^{i} , $-\text{SR}^{\text{i}}$, $-\text{OC}(\text{O})\text{R}^{\text{i}}$, $-\text{OC}(\text{S})\text{R}^{\text{i}}$, $-\text{P}(=\text{O})\text{HR}^{\text{i}}$, $-\text{P}(=\text{O})\text{R}^{\text{i}}\text{R}^{\text{i}}$, $-\text{PH}(=\text{O})\text{OR}^{\text{i}}$, $-\text{P}(=\text{O})(\text{OR}^{\text{i}})_2$, $-\text{OP}(=\text{O})(\text{OR}^{\text{i}})_2$, -
 $\text{C}(\text{O})\text{H}$, -
 $\text{O}(\text{CO})\text{OR}^{\text{i}}$, $-\text{C}(\text{O})\text{R}^{\text{i}}$, $-\text{C}(\text{S})\text{R}^{\text{i}}$, $-\text{C}(\text{O})\text{OR}^{\text{i}}$, $-\text{C}(\text{S})\text{OR}^{\text{i}}$, $-\text{S}(\text{O})\text{R}^{\text{i}}$, $-\text{S}(\text{O})_2\text{R}^{\text{i}}$, $-\text{C}(\text{O})\text{NHR}^{\text{i}}$, $-\text{C}(\text{S})\text{NHR}^{\text{i}}$, $-\text{C}(\text{O})\text{NR}$
 R^{i} , $-\text{C}(\text{S})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{S}(\text{O})_2\text{NHR}^{\text{i}}$, $-\text{S}(\text{O})_2\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{C}(\text{NH})\text{NHR}^{\text{i}}$, $-\text{C}(\text{NH})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NHC}(\text{O})\text{R}^{\text{i}}$, $-\text{NHC}(\text{S})\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}$
 $(\text{O})\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{S})\text{R}^{\text{i}}$, $-\text{NHS}(\text{O})_2\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{R}^{\text{i}}$, $-\text{NHC}(\text{O})\text{NHR}^{\text{i}}$, $-\text{NHC}(\text{S})\text{NHR}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{O})\text{NH}_2$, $-\text{NR}^{\text{i}}\text{C}(\text{S})$
 NH_2 , $-\text{NR}^{\text{i}}\text{C}(\text{O})\text{NHR}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{S})\text{NHR}^{\text{i}}$, $-\text{NHC}(\text{O})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NHC}(\text{S})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{O})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{S})\text{NR}^{\text{i}}\text{R}^{\text{i}}$,
 $-\text{NHS}(\text{O})_2\text{NHR}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{NH}_2$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{NHR}^{\text{i}}$, $-\text{NHS}(\text{O})_2\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{NR}^{\text{i}}\text{R}^{\text{i}}$, R^{i} , $-\text{NHR}^{\text{i}}$ or $-\text{NR}^{\text{i}}\text{R}^{\text{i}}$,
wherein each R^{i} is independently C_{1-6} alkyl, aryl, aryl- C_{1-2} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-4} alkyl,
heteroaryl, heteroaryl- C_{1-4} alkyl, heterocycloalkyl or heterocycloalkyl- C_{1-4} alkyl, wherein each R^{i} is further
optionally substituted with from 1-3 R^{p} groups independently selected from halogen, CN , $-\text{OH}$, $-\text{NH}_2$, -
 $\text{N}(\text{R}^{\text{q}})(\text{R}^{\text{q}})$, $-\text{NO}_2$, $-\text{C}(\text{O})\text{OH}$, $-\text{C}(\text{O})\text{NH}_2$, $-\text{S}(\text{O})_2\text{NH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$, $-\text{C}(\text{NH})\text{NH}_2$, $-\text{P}(=\text{O})\text{HR}^{\text{q}}$, -
 $\text{P}(=\text{O})\text{R}^{\text{q}}\text{R}^{\text{q}}$, $-\text{PH}(=\text{O})\text{OR}^{\text{q}}$, $-\text{P}(=\text{O})(\text{OR}^{\text{q}})_2$, -
 $\text{OP}(=\text{O})(\text{OR}^{\text{q}})_2$, $-\text{OC}(\text{O})\text{R}^{\text{q}}$, $-\text{OC}(\text{S})\text{R}^{\text{q}}$, $-\text{C}(\text{O})\text{R}^{\text{q}}$, $-\text{C}(\text{S})\text{R}^{\text{q}}$, $-\text{C}(\text{O})\text{OR}^{\text{q}}$, $-\text{S}(\text{O})_2\text{R}^{\text{q}}$, $-\text{C}(\text{O})\text{NHR}^{\text{q}}$, C_{1-6} alkyl, C_{1-6}
alkoxy, halogen, C_{1-6} haloalkyl or C_{1-6} haloalkoxy, wherein R^{q} is C_{1-6} alkyl;
 R^{j} is H, halogen, $-\text{CN}$, optionally substituted C_{1-6} alkyl, optionally substituted deuterated C_{1-6}
alkyl, optionally substituted aryl, optionally substituted aryl- C_{1-4} alkyl, optionally substituted heteroaryl,

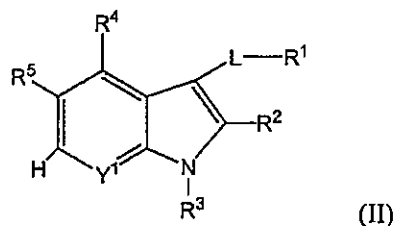
optionally substituted heteroaryl- C_{1-4} alkyl, optionally substituted C_{3-8} cycloalkyl, optionally substituted C_{3-8} cycloalkenyl, optionally substituted C_{3-8} cycloalkyl- C_{1-4} alkyl, optionally substituted C_{2-6} alkynyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkyl- C_{1-4} alkyl or R^i selected from halogen, -CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -CH=C(R^k)(R^k), -OR^k, -SR^k, -OC(O)R^k, -OC(S)R^k, -P(=O)HR^k, -P(=O)R^kR^k, -PH(=O)OR^k, -P(=O)(OR^k)₂, -OP(=O)(OR^k)₂, -C(O)H, -O(CO)OR^k, -C(O)R^k, -C(S)R^k, -C(O)OR^k, -C(S)OR^k, -S(O)R^k, -S(O)₂R^k, -C(O)NHR^k, -C(S)NHR^k, -C(O)NR^kR^k, -C(S)NR^kR^k, -S(O)₂NHR^k, -S(O)₂NR^kR^k, -C(NH)NHR^k, -C(NH)NR^kR^k, -NHC(O)R^k, -NHC(S)R^k, -NR^kC(O)R^k, -NR^kC(S)R^k, -NHS(O)₂R^k, -NR^kS(O)₂R^k, -NHC(O)NHR^k, -NHC(S)NHR^k, -NR^kC(O)NH₂, -NR^kC(S)NH₂, -NR^kC(O)NHR^k, -NR^kC(S)NHR^k, -NHC(O)NR^kR^k, -NHC(S)NR^kR^k, -NR^kC(O)NR^kR^k, -NR^kC(S)NR^kR^k, -NHS(O)₂NHR^k, -NR^kS(O)₂NH₂, -NR^kS(O)₂NHR^k, -NHS(O)₂NR^kR^k, -NR^kS(O)₂NR^kR^k, -NHR^k or -NR^kR^k, or two R^k groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized; wherein each R^k is independently H, C_{1-6} alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl, wherein R^k is optionally substituted with from 1-3 R^h;

R⁵ is an optionally substituted 5- or 6-membered heteroaryl having from 1 to 4 heteroatoms as ring members selected from O, N or S; or an optionally substituted heterocycloalkyl; and

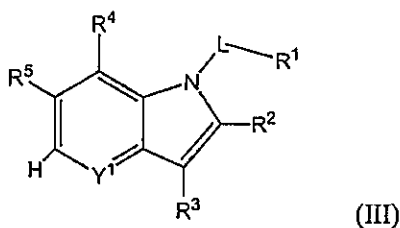
==== is a single bond or a double bond to maintain ring A being aromatic, with the proviso that the compound is other than 3,5-dimethyl-4-(1H-pyrrolo[2,3-b]pyridin-5-yl)isoxazole; or R³ and -L-R¹ are not simultaneously hydrogen.

2. The compound of claim 1, wherein -L-R¹ and R³ are other than hydrogen.

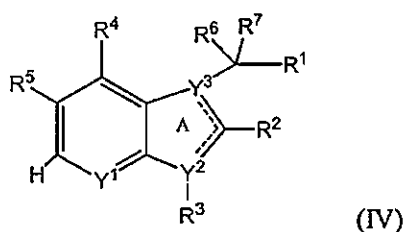
3. The compound of claim 1, having formula (II):



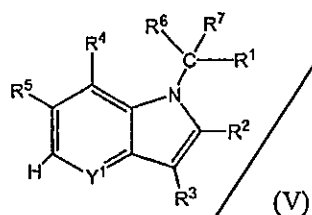
4. The compound of claim 1, having formula (III):



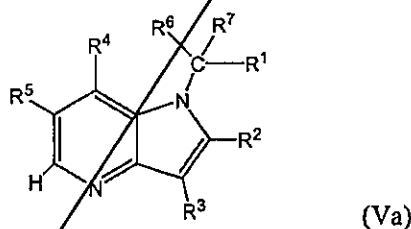
5. The compound of claim 1, having formula (IV):



6. The compound of claim 1, having formula V:



7. The compound of claim 1, having formula Va:



8. The compound of any of claims 1-6, wherein Y¹ is N.
9. The compound of any of claims 1-6 wherein Y¹ is CH.
10. The compound of any of claims 1, 5 or 8-9, wherein Y² is C and Y³ is N.
11. The compound of any of claims 1, 5 or 8-9, wherein Y² is N and Y³ is C.
12. The compound of any of claims 1-11, wherein R³ is halogen, -CN, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl-C₁₋₄alkyl, optionally substituted heteroaryl, optionally substituted heteroaryl-C₁₋₄alkyl, optionally substituted C₃₋₈ cycloalkyl, optionally

substituted C₃₋₈ cycloalkenyl, optionally substituted C₃₋₈ cycloalkyl-C₁₋₄alkyl, optionally substituted C₂₋₆ alkynyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkyl-C₁₋₄alkyl or R^j.

13. The compound of any of claims 1-12, wherein R³ is halogen, -CN, -CD₃, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkenyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, C₂₋₆ alkynyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl or R^j, wherein each R³ is optionally substituted with from 1-3 R^m groups independently selected from CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -B(OH)₂, -Si(Rⁿ)₃, -CH=C(Rⁿ)(Rⁿ), -ORⁿ, -SRⁿ, -OC(O)Rⁿ, -OC(S)Rⁿ, -P(=O)HRⁿ, -P(=O)RⁿRⁿ, -PH(=O)ORⁿ, -P(=O)(ORⁿ)₂, -OP(=O)(ORⁿ)₂, -C(O)H, -O(CO)ORⁿ, -C(O)Rⁿ, -C(S)Rⁿ, -C(O)ORⁿ, -C(S)ORⁿ, -S(O)Rⁿ, -S(O)₂Rⁿ, -C(O)NHRⁿ, -C(S)NHRⁿ, -C(O)NRⁿRⁿ, -C(S)NRⁿRⁿ, -S(O)₂NHRⁿ, -S(O)₂NRⁿRⁿ, -C(NH)NHRⁿ, -C(NH)NRⁿRⁿ, -NHC(O)Rⁿ, -NHC(S)Rⁿ, -NRⁿC(O)Rⁿ, -NRⁿC(S)Rⁿ, -NHS(O)₂Rⁿ, -NRⁿS(O)₂Rⁿ, -NHC(O)NHRⁿ, -NHC(S)NHRⁿ, -NRⁿC(O)NH₂, -NRⁿC(S)NH₂, -NRⁿC(O)NHRⁿ, -NRⁿC(S)NHRⁿ, -NHC(O)NRⁿRⁿ, -NHC(S)NRⁿRⁿ, -NRⁿC(O)NRⁿRⁿ, -NRⁿC(S)NRⁿRⁿ, -NHS(O)₂NHRⁿ, -NRⁿS(O)₂NH₂, -NRⁿS(O)₂NHRⁿ, -NHS(O)₂NRⁿRⁿ, -NRⁿS(O)₂NRⁿRⁿ, -NHRⁿ, Rⁿ or -NRⁿRⁿ, wherein each Rⁿ is independently selected from H, C₁₋₆alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl; or two Rⁿ groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized, wherein the aliphatic or aromatic portion of Rⁿ is further optionally substituted with from 1-3 R^h.

14. The compound of any of claims 1-13, wherein R³ is halogen, -CN, -CD₃, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkenyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, C₂₋₆ alkynyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl or R^j, wherein each R³ is optionally substituted with from 1-3 R^o members independently selected from halogen, vinyl, C₁₋₆alkyl, -OH, C₁₋₆alkoxy, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -CN, -NH₂, -NH(C₁₋₆alkyl), -N(C₁₋₆alkyl)₂, C₃₋₆cycloalkyl, heterocycloalkyl, aryl, heteroaryl, wherein each R^o is further independently optionally substituted with from 1-3 R^h.

15. The compound of any of claims 1-14, wherein R³ is aryl, heteroaryl or C₂₋₆ alkynyl, each of which is optionally substituted with from 1-3 independently selected R^m; or 1-3 independently selected R^o.

16. The compound of any of claims 1-4 and 8-15, wherein L is a bond, -CD₂-, C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, C₂₋₆alkenylene, -CH=C(R^b)- or -Si(R^c)(R^c), wherein:

R⁶ and R⁷ are each independently H, halogen, -OH, C₁₋₆alkyl, deuterated C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, C₁₋₆alkoxy, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl, heteroaryl, heteroarylalkyl, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d; or R⁶ and R⁷ taken together with the carbon atom to which they attach form a 3- to 6-membered ring having from 0-2 heteroatoms selected from O, N or S; each R^d is independently selected from H, C₁₋₆alkyl, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl or aryl, each of which is optionally substituted; and

R^b and R¹ taken together with the carbon atom to which they attach form a 3- to 6-membered carbocyclic ring or 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized.

17. The compound of claim 16, wherein L is -CD₂-, C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, C₂₋₆alkenylene, -CH=C(R^b)- or -Si(R^c)(R^c).

18. The compound of any of claims 1-4 and 8-15, wherein L is a bond, -CD₂-, C₁₋₆alkylene, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(C₁₋₆alkyl)-, -P(O)(aryl)-, -CH(OH)-, -CHF-, -CF₂-, -CH(C₁₋₆alkyl)-, -C(OC₁₋₆alkyl)-, -C(C₁₋₆alkyl)₂-, -CH(C₃₋₆cycloalkyl)-, -CH(haloalkyl)-, -C(C₃₋₆cycloalkyl)₂-, C₂₋₆alkenylene, -CH(R⁸)-, -C(C₁₋₆alkyl)(R⁸)-, -CHCH=C(R^b)- or -Si(R^c)(R^c), wherein:

R^b and R¹ taken together with the carbon atom to which they attach form an optionally substituted 3 to 6-membered cycloalkane or cycloalkene ring or an optionally substituted 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized;

each R⁸ is independently selected from C₁₋₆alkyl, haloalkyl, haloalkoxy, R^d, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d; wherein the aliphatic or aromatic portion of L is optionally further substituted with from 1-3 R^c substituents independently selected from C₁₋₆alkyl, C₁₋₆alkoxy, halogen, -OH, -CN, -NH₂, C₃₋₆cycloalkyl, aryl, C₁₋₆haloalkyl or C₁₋₆haloalkoxy.

19. The compound of claim 1-18, wherein L is -CD₂-, C₁₋₆alkylene, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(C₁₋₆alkyl)-, -P(O)(aryl)-, -CH(OH)-, -CHF-, -CF₂-, -CH(C₁₋₆alkyl)-, -C(OC₁₋₆alkyl)-, -C(C₁₋₆alkyl)₂-, -CH(C₃₋₆cycloalkyl)-, -CH(haloalkyl)-, -C(C₃₋₆cycloalkyl)₂-, C₂₋₆alkenylene, -CH(R⁸)-, -C(C₁₋₆alkyl)(R⁸)-, -CHCH=C(R^b)- or -Si(R^c)(R^c); and each R⁸ is independently selected from C₁₋₆alkyl,

haloalkyl, haloalkoxy, R^d , $-OR^d$, $-NR^dR^d$, $-C(O)OR^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $-C(O)R^d$, $-NHC(O)R^d$, $-C(O)NR^dR^d$, $-SO_2R^d$, $-NHSO_2R^d$ or $-SO_2NR^dR^d$.

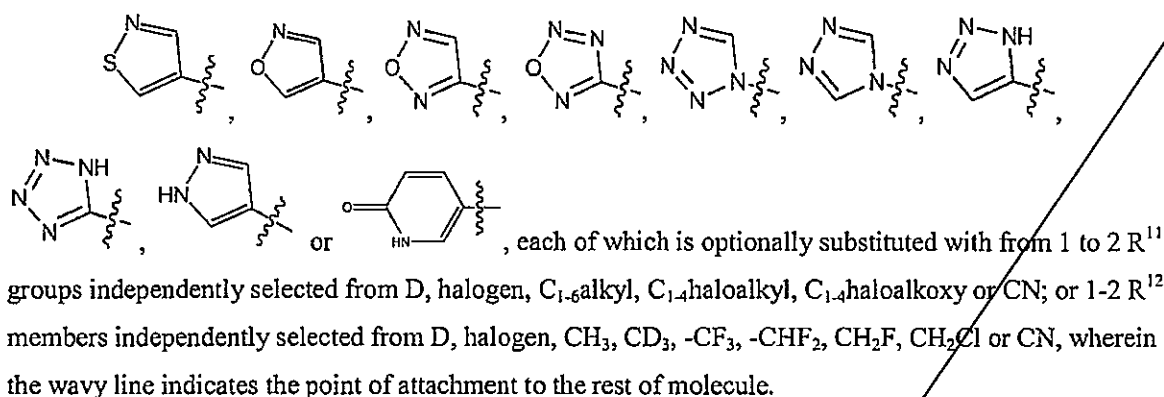
20. The compound of any of claims 1-4 and 8-15, wherein L is a bond, $-CH_2-$, $-CD_2-$, $-C(O)-$, $-C(OC_{1-6}alkyl)-$, $-CH(C_{1-6}alkyl)-$, $-C(C_{1-6}alkyl)_2-$, $-CH(OH)-$, $-CHF-$, $-S(O)-$, $-SO_2-$, $-O-$, $-S-$, $-P(O)(C_{1-6}alkyl)-$, $-P(O)(C_6H_5)-$, $-CH(C_{3-6}cycloalkyl)-$, $-C(C_{3-6}cycloalkyl)_2-$, $-C(OH)(C_{1-6}alkyl)-$, $-CH(COOH)-$, $-CH(CONR^b)-$, $-Si(C_{1-6}alkyl)_2-$ or $-CH(CD_2OH)-$, each of which is optionally substituted with from 1-3 R^c groups independently selected from $C_{1-6}alkyl$, $C_{1-6}alkoxy$, halogen, $-OH$, $-CN$, $-NH_2$, $C_{3-6}cycloalkyl$, aryl, $C_{1-6}haloalkyl$ or $C_{1-6}haloalkoxy$.

21. The compound of claim 1-20, L is $-CH_2-$, $-CD_2-$, $-C(O)-$, $-C(OC_{1-6}alkyl)-$, $-CH(C_{1-6}alkyl)-$, $-C(C_{1-6}alkyl)_2-$, $-CH(OH)-$, $-CHF-$, $-S(O)-$, $-SO_2-$, $-O-$, $-S-$, $-P(O)(C_{1-6}alkyl)-$, $-P(O)(C_6H_5)-$, $-CH(C_{3-6}cycloalkyl)-$, $-C(C_{3-6}cycloalkyl)_2-$, $-C(OH)(C_{1-6}alkyl)-$, $-CH(COOH)-$, $-CH(CONR^b)-$, $-Si(C_{1-6}alkyl)_2-$ or $-CH(CD_2OH)-$, each of which is optionally substituted with from 1-3 R^c groups independently selected from $C_{1-6}alkyl$, $C_{1-6}alkoxy$, halogen, $-OH$, $-CN$, $-NH_2$, $C_{3-6}cycloalkyl$, aryl, $C_{1-6}haloalkyl$ or $C_{1-6}haloalkoxy$.

22. The compound of any of claims 1-16, wherein R^6 and R^7 are each independently H, D, halogen, $-OH$, $C_{1-6}alkyl$, deuterated $C_{1-6}alkyl$, $C_{2-6}alkenyl$, $C_{2-6}alkynyl$, aryl, aryl- $C_{1-4}alkyl$, $C_{1-6}alkoxy$, $C_{3-6}cycloalkyl$, $C_{3-6}cycloalkyl-C_{1-4}alkyl$, heterocycloalkyl, heterocycloalkyl- $C_{1-4}alkyl$, heteroaryl, heteroarylalkyl, $C_{1-6}haloalkyl$, $C_{1-6}haloalkoxy$, R^j , $-OR^d$, $-NR^dR^d$, $-C(O)OR^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $-C(O)R^d$, $-NHC(O)R^d$, $-C(O)NR^dR^d$, $-SO_2R^d$, $-NHSO_2R^d$ or $-SO_2NR^dR^d$, wherein at each occurrence, R^6 or R^7 is further optionally substituted with from 1-3 independently selected R^h members; wherein the aliphatic or aromatic portion of L is optionally substituted with from 1-3 R^c substituents independently selected from $C_{1-6}alkyl$, $C_{1-6}alkoxy$, halogen, $-OH$, $-CN$, $-NH_2$, vinyl, ethynyl, $C_{3-6}cycloalkyl$, aryl, $C_{1-6}haloalkyl$, $C_{1-6}haloalkoxy$, $-C(O)OR^f$, $-OC(O)R^f$, $-OC(O)OR^f$, $-C(O)R^f$, $-NHC(O)R^f$, $-C(O)NR^fR^f$, $-SO_2R^f$, $-NHSO_2R^f$ or $-SO_2NR^fR^f$; R^9 is H, $C_{1-4}alkyl$ or $C_{1-4}haloalkyl$; each R^d is independently selected from H, $C_{1-6}alkyl$, $C_{3-6}cycloalkyl$, $C_{3-6}cycloalkyl-C_{1-4}alkyl$ or aryl, each of which is optionally substituted; each R^f is independently H or $C_{1-6}alkyl$.

23. The compound of any of claims 1-22, wherein R^5 is an optionally substituted 5- or 6-membered heteroaryl having from 2 to 4 heteroatoms as ring members selected from O, N or S; or an optionally substituted heterocycloalkyl.

24. The compound of any of claims 1-23, wherein R^5 is selected from:



25. The compound of any of claims 1-24, wherein R^5 is optionally substituted 4-isoxazolyl.
26. The compound of any of claims 1-23, wherein R^5 is an optionally substituted 6-membered heteroaryl having from 1 to 2 nitrogen atoms as ring members.
27. The compound of any of claims 1-26, wherein R^1 is H, halogen, deuterated C_{1-6} alkyl, C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{3-8} -cycloalkyl, C_{3-6} -cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C_{2-6} alkenyl or C_{2-6} alkynyl, each of which is optionally substituted with from 1-3 R^j groups, wherein two R^j substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 R^h groups; or two R^j groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.
28. The compound of any of claims 1-27, R^1 is halogen, deuterated C_{1-6} alkyl, C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{3-8} -cycloalkyl, C_{3-6} -cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C_{2-6} alkenyl or C_{2-6} alkynyl, each of which is optionally substituted with from 1-3 R^j groups, wherein two R^j substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 R^h groups; or two R^j groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

29. The compound of any of claims 1-27, wherein R^1 is H, halogen, deuterated C_{1-6} alkyl, C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{3-8} -cycloalkyl, C_{3-6} -cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C_{2-6} alkenyl or C_{2-6} alkynyl, each of which is optionally substituted with from 1-3 R^h groups, wherein two R^h substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 members independently selected from halogen, C_{1-6} alkyl, -OH, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NH₂, -NH(C_{1-6} alkyl) or -N(C_{1-6} alkyl)₂; or two R^h groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

30. The compound of any of claims 1-29, wherein R^1 is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each of which is optionally substituted with from 1-3 independently selected R^h groups, wherein two R^h substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together with the atoms to which they attach form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 members independently selected from halogen, C_{1-6} alkyl, -OH, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NH₂, -NH(C_{1-6} alkyl) or -N(C_{1-6} alkyl)₂; or two R^h groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

31. The compound of any of claims 1-30, wherein R^2 is H, halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, -OH or CN.

32. The compound of any of claims 1-31, wherein R^4 is H, halogen, C_{1-6} alkyl, C_{1-6} alkoxy, CN, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, OH, CN, vinyl or ethynyl.

33. The compound of any claims 1-32, wherein R^2 and R^4 are H.

34. A pharmaceutical composition comprising a compound of any of claims 1-33 and a pharmaceutical acceptable excipient or carrier.

35. A pharmaceutical composition comprising a compound of any of claims 1-33 and another therapeutic agent.

36. A compound of any of claims 1-33 or a composition of claim 34 or 35 for modulating bromodomain.

37. A method for modulating bromodomain, said method comprising: contacting a cell in vitro with a compound of any of claims 1-33 or a composition of claim 34 or 35.

38. A compound of any of claims 1-33 or a composition of claim 34 or 35 for use in the treatment of a disease or condition mediated by a bromodomain.

39. The compound or composition of claim 38, wherein the disease or condition is selected from a cancer, an autoimmune condition, an inflammatory condition or a combination thereof.

40. The method of any claims 36-37, wherein the bromodomain is a member in the BET family.

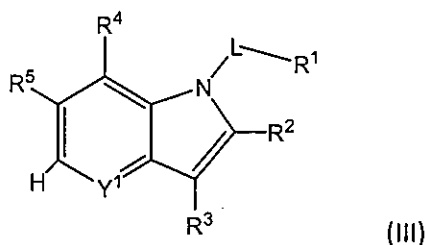
41. The compound or composition of claim 38 or 39, wherein the bromodomain is a member in the BET family.

42. Use of a compound of any of claims 1-33 in the manufacture of a medicament for the treatment of a cancer, an autoimmune condition, an inflammatory condition or a combination thereof.

43. The use of claim 42, wherein the bromodomain is a member in the BET family.

Claims

1. A compound of formula (III):



or a pharmaceutically acceptable salt, solvate, a tautomer, a stereoisomer or a deuterated analog thereof,

Y¹ is N;

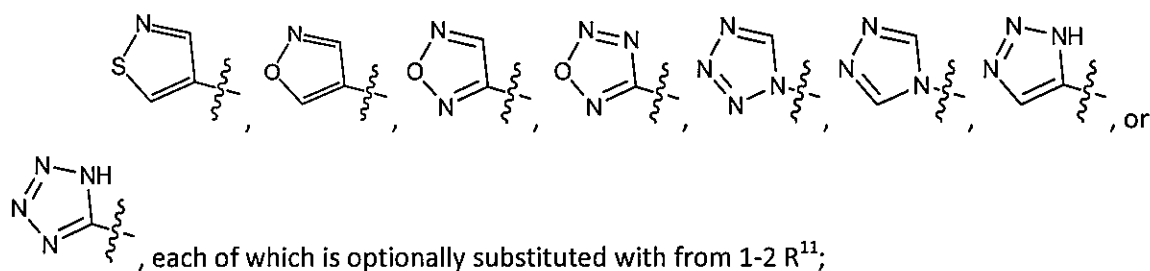
R¹ is optionally substituted C₁₋₆alkyl, optionally substituted C₂₋₆ alkenyl, optionally substituted C₂₋₆ alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted cycloalkylalkyl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, or optionally substituted heterocycloalkylalkyl,

R² is H;

R³ is H, halogen, -CN, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl-C₁₋₄alkyl, optionally substituted heteroaryl, optionally substituted heteroaryl-C₁₋₄alkyl, optionally substituted C₃₋₈ cycloalkyl, optionally substituted C₃₋₈ cycloalkenyl, optionally substituted C₃₋₈ cycloalkyl-C₁₋₄alkyl, optionally substituted C₂₋₆ alkynyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkyl-C₁₋₄alkyl or R¹;

R⁴ is H;

R⁵ is:



wherein the wavy line indicates the point of attachment to the rest of molecule and each R¹¹ is independently selected from D, halogen, C₁₋₆alkyl, C₁₋₄haloalkyl, C₁₋₄haloalkoxy or CN;

L is -C(R⁶)(R⁷)-, -C(O)-, -S(O)-, -S-, -P(O)(R^a)-, -CH=C(R^b)-, or -Si(R^c)(R^c);

R⁹ is H, C₁₋₄alkyl or C₁₋₄haloalkyl;

R⁶ is H or D;

R⁷ is H, D, halogen, -OH, C₁₋₆alkyl, deuterated C₁₋₆alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl, aryl, aryl-C₁₋₄alkyl, C₁₋₆alkoxy, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl, heteroaryl, heteroarylalkyl, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d,

wherein R⁷ is further optionally substituted with from 1-3 R^h groups;

R^a is optionally substituted C₁₋₆alkyl, optionally substituted aryl or optionally substituted heteroaryl; and

R^b is H or C₁₋₆alkyl;

each R^c is independently C₁₋₆alkyl or C₁₋₆alkoxy;

each R^d is independently selected from H, C₁₋₆alkyl, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl or aryl;

each R^h is independently selected from halogen, -CN, -OH, -NH₂, -NO₂, -

CH=C(R^k)(R^k), -C(O)OH, -

C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -ORⁱ, -SRⁱ, -OC(O)Rⁱ, -OC(S)Rⁱ, -P(=O)HRⁱ, -P(=O)RⁱRⁱ, -PH(=O)ORⁱ, -P(=O)(ORⁱ)₂, -OP(=O)(ORⁱ)₂, -C(O)H, -O(CO)ORⁱ, -C(O)Rⁱ, -C(S)Rⁱ, -C(O)ORⁱ, -C(S)ORⁱ, -S(O)Rⁱ, -S(O)₂Rⁱ, -C(O)NHRⁱ, -C(S)NHRⁱ, -C(O)NRⁱRⁱ, -C(S)NRⁱRⁱ, -S(O)₂NHRⁱ, -S(O)₂NRⁱRⁱ, -C(NH)NHRⁱ, -C(NH)NRⁱRⁱ, -NHC(O)Rⁱ, -NHC(S)Rⁱ, -NRⁱC(O)Rⁱ, -NRⁱC(S)Rⁱ, -NHS(O)₂Rⁱ, -NRⁱS(O)₂Rⁱ, -NHC(O)NHRⁱ, -NHC(S)NHRⁱ, -NRⁱC(O)NH₂, -NRⁱC(S)NH₂, -NRⁱC(O)NHRⁱ, -NRⁱC(S)NHRⁱ, -NHC(O)NRⁱRⁱ, -NHC(S)NRⁱRⁱ, -NRⁱC(O)NRⁱRⁱ, -NRⁱC(S)NRⁱRⁱ, -NHS(O)₂NHRⁱ, -NRⁱS(O)₂NH₂, -NRⁱS(O)₂NHRⁱ, -NHS(O)₂NRⁱRⁱ, -NRⁱS(O)₂NRⁱRⁱ, Rⁱ, -NHRⁱ or -NRⁱRⁱ, and

each Rⁱ is independently C₁₋₆alkyl, aryl, aryl-C₁₋₂alkyl, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, heterocycloalkyl or heterocycloalkyl-C₁₋₄alkyl;

R^j is halogen, -CN, -OH, -NH₂, -NO₂, -C(O)OH, -

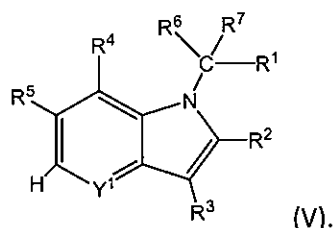
C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -

CH=C(R^k)(R^k), -OR^k, -SR^k, -OC(O)R^k, -OC(S)R^k, -P(=O)HR^k, -P(=O)R^kR^k, -PH(=O)OR^k, -P(=O)(OR^k)₂, -OP(=O)(OR^k)₂, -C(O)H, -

O(CO)OR^k, -C(O)R^k, -C(S)R^k, -C(O)OR^k, -C(S)OR^k, -S(O)R^k, -S(O)₂R^k, -C(O)NHR^k, -C(S)NHR^k, -C(O)NR^kR^k, -C(S)NR^kR^k, -S(O)₂NHR^k, -S(O)₂NR^kR^k, -C(NH)NHR^k, -C(NH)NR^kR^k, -NHC(O)R^k, -NHC(S)R^k, -NR^kC(O)R^k, -NR^kC(S)R^k, -NHS(O)₂R^k, -NR^kS(O)₂R^k, -NHC(O)NHR^k, -NHC(S)NHR^k, -NR^kC(O)NH₂, -NR^kC(S)NH₂, -NR^kC(O)NHR^k, -NR^kC(S)NHR^k, -NHC(O)NR^kR^k, -NHC(S)NR^kR^k, -NR^kC(O)NR^kR^k, -NR^kC(S)NR^kR^k, -NHS(O)₂NHR^k, -NR^kS(O)₂NH₂, -NR^kS(O)₂NHR^k, -NHS(O)₂NR^kR^k, -NR^kS(O)₂NR^kR^k, -NHR^k or -NR^kR^k; and

each R^k is independently H, C_{1-6} alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl; or two R^k groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized, and wherein R^k is optionally substituted with from 1-3 R^h .

2. The compound of claim 1, having formula (V):



3. The compound of claim 1, wherein

R^7 is D, halogen, -OH, C_{1-6} alkyl, deuterated C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{1-6} alkoxy, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-4} alkyl, heterocycloalkyl, heterocycloalkyl- C_{1-4} alkyl, heteroaryl, heteroarylalkyl, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d.

4. The compound of claim 1, wherein L is a -C(O)-, -S-, -P(O)(C_{1-6} alkyl)-, -P(O)(aryl)-, -CH(OH)-, -CHF-, -CH(C_{1-6} alkyl)-, -CH(C_{3-6} cycloalkyl)-, or -CH(haloalkyl)-.

5. The compound of claim 1, wherein L is -C(R⁶)(R⁷)-;

R^6 is H; and

R^7 is -OH, C_{1-6} alkyl, aryl, C_{3-6} cycloalkyl, heterocycloalkyl, heteroaryl, C_{1-6} haloalkyl, -OR^d, -C(O)NR^dR^d, or -SO₂R^d.

6. The compound of claim 1, wherein R^5 is 4-isoxazolyl, and R^{11} is C_{1-6} alkyl.

7. The compound of claim 1, wherein R^5 is 4-isoxazolyl, and R^{11} is D, CH₃, or CD₃.

8. The compound of claim 1, wherein R^1 is deuterated C_{1-6} alkyl, C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{3-6} -cycloalkyl, C_{3-6} -cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C_{2-6} alkenyl or C_{2-6} alkynyl, each of which is optionally substituted with from 1-3 R^j groups.

9. The compound of claim 1, wherein R¹ is deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, C₃₋₆-cycloalkyl, C₃₋₆-cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C₂₋₆alkenyl or C₂₋₆alkynyl.

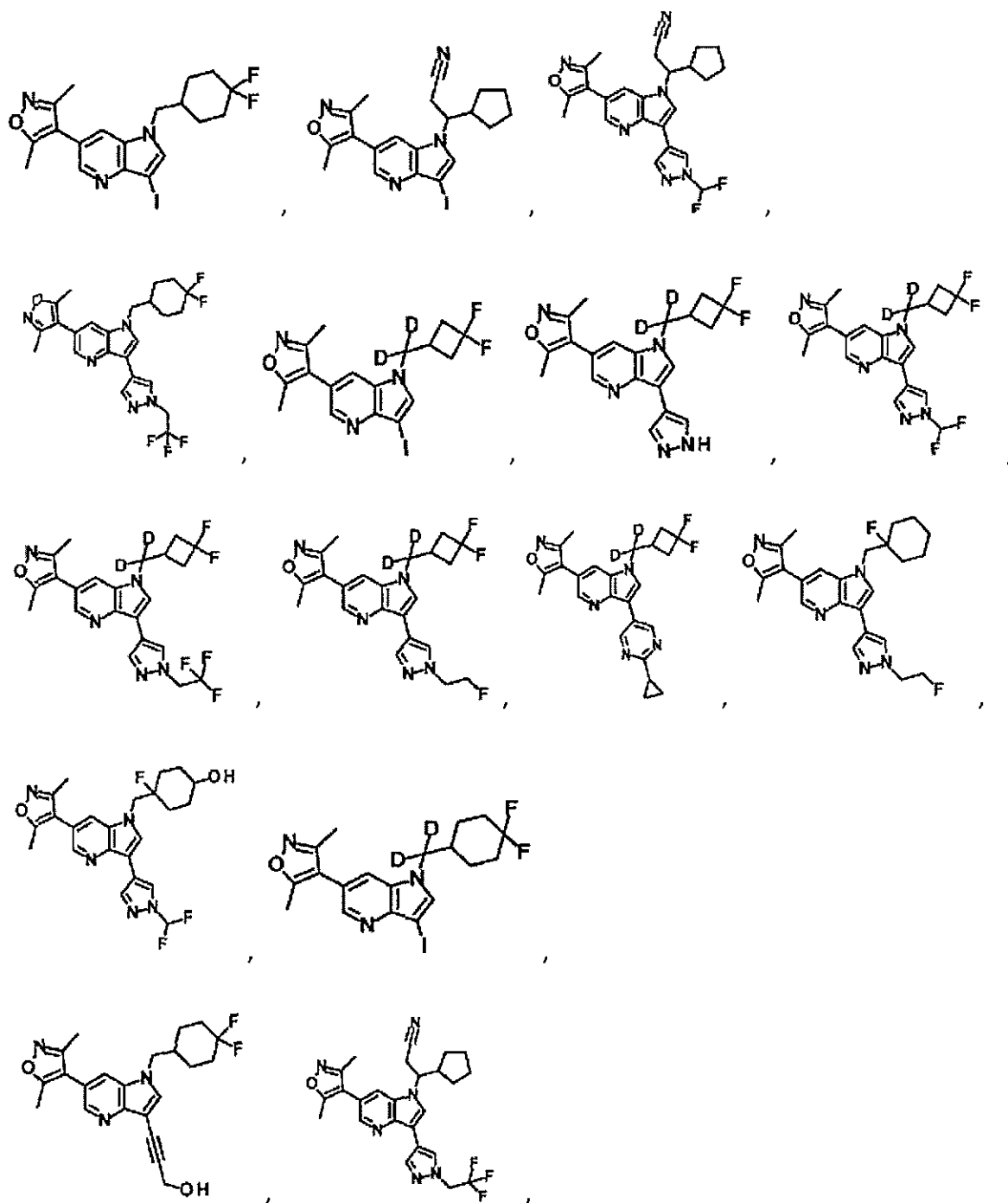
10. The compound of claim 1, wherein R³ is deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkenyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, C₂₋₆alkynyl, heterocycloalkyl, or heterocycloalkyl-C₁₋₄alkyl wherein each R³ is optionally substituted with 1-3 substituents independently selected from CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -CH=C(Rⁿ)(Rⁿ), -ORⁿ, -SRⁿ, -OC(O)Rⁿ, -OC(S)Rⁿ, -P(=O)HRⁿ, -P(=O)RⁿRⁿ, -PH(=O)ORⁿ, -P(=O)(ORⁿ)₂, -OP(=O)(ORⁿ)₂, -C(O)H, -O(CO)ORⁿ, -C(O)Rⁿ, -C(S)Rⁿ, -C(O)ORⁿ, -C(S)ORⁿ, -S(O)Rⁿ, -S(O)₂Rⁿ, -C(O)NHRⁿ, -C(S)NHRⁿ, -C(O)NRⁿRⁿ, -C(S)NRⁿRⁿ, -S(O)₂NHRⁿ, -S(O)₂NRⁿRⁿ, -C(NH)NHRⁿ, -C(NH)NRⁿRⁿ, -NHC(O)Rⁿ, -NHC(S)Rⁿ, -NRⁿC(O)Rⁿ, -NRⁿC(S)Rⁿ, -NHS(O)₂Rⁿ, -NRⁿS(O)₂Rⁿ, -NHC(O)NHRⁿ, -NHC(S)NHRⁿ, -NRⁿC(O)NH₂, -NRⁿC(S)NH₂, -NRⁿC(O)NHRⁿ, -NRⁿC(S)NHRⁿ, -NHC(O)NRⁿRⁿ, -NHC(S)NRⁿRⁿ, -NRⁿC(O)NRⁿRⁿ, -NRⁿC(S)NRⁿRⁿ, -NHS(O)₂NHRⁿ, -NRⁿS(O)₂NH₂, -NRⁿS(O)₂NHRⁿ, -NHS(O)₂NRⁿRⁿ, -NRⁿS(O)₂NRⁿRⁿ, -NHRⁿ, Rⁿ or -NRⁿRⁿ, wherein each Rⁿ is independently selected from H, C₁₋₆alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl; or two Rⁿ groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized, wherein the aliphatic or aromatic portion of Rⁿ is further optionally substituted with from 1-3 Rⁿ.

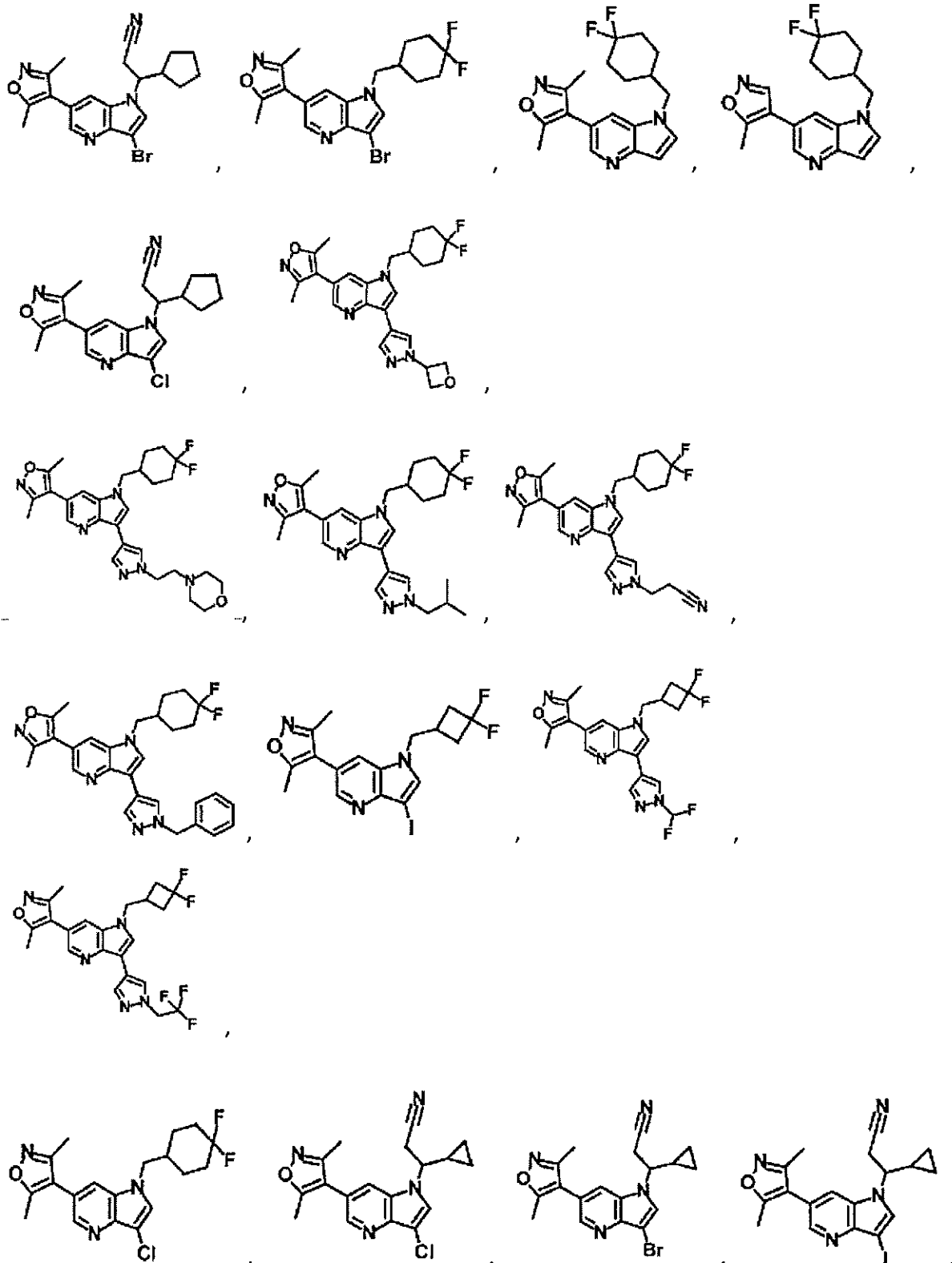
11. The compound of claim 10, wherein R³ is C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, heterocycloalkyl, or heterocycloalkyl-C₁₋₄alkyl,

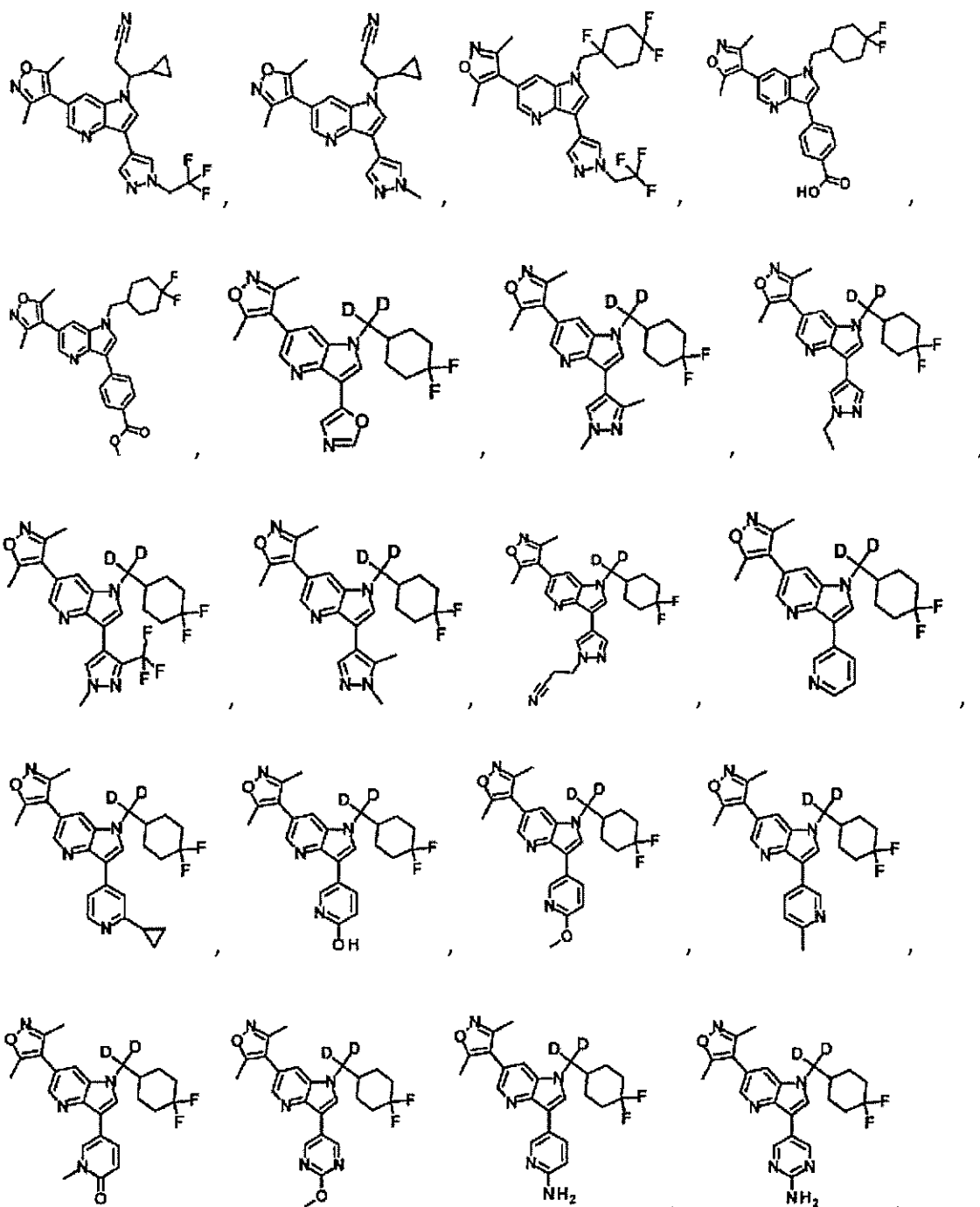
wherein each R³ is optionally substituted with 1-3 substituents independently selected from CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -CH=C(Rⁿ)(Rⁿ), -ORⁿ, -SRⁿ, -OC(O)Rⁿ, -OC(S)Rⁿ, -P(=O)HRⁿ, -P(=O)RⁿRⁿ, -PH(=O)ORⁿ, -P(=O)(ORⁿ)₂, -OP(=O)(ORⁿ)₂, -C(O)H, -O(CO)ORⁿ, -C(O)Rⁿ, -C(S)Rⁿ, -C(O)ORⁿ, -C(S)ORⁿ, -S(O)Rⁿ, -S(O)₂Rⁿ, -C(O)NHRⁿ, -C(S)NHRⁿ, -C(O)NRⁿRⁿ, -C(S)NRⁿRⁿ, -S(O)₂NHRⁿ, -S(O)₂NRⁿRⁿ, -C(NH)NHRⁿ, -C(NH)NRⁿRⁿ, -NHC(O)Rⁿ, -NHC(S)Rⁿ, -NRⁿC(O)Rⁿ, -NRⁿC(S)Rⁿ, -NHS(O)₂Rⁿ, -NRⁿS(O)₂Rⁿ, -NHC(O)NHRⁿ, -NHC(S)NHRⁿ, -NRⁿC(O)NH₂, -NRⁿC(S)NH₂, -NRⁿC(O)NHRⁿ, -NRⁿC(S)NHRⁿ, -NHC(O)NRⁿRⁿ, -NHC(S)NRⁿRⁿ, -NRⁿC(O)NRⁿRⁿ, -NRⁿC(S)NRⁿRⁿ, -NHS(O)₂NHRⁿ, -NRⁿS(O)₂NH₂, -NRⁿS(O)₂NHRⁿ, -NHS(O)₂NRⁿRⁿ, -NRⁿS(O)₂NRⁿRⁿ, -NHRⁿ, Rⁿ or -NRⁿRⁿ, wherein each Rⁿ is independently selected from H, C₁₋₆alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl; or two Rⁿ groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized, wherein the aliphatic or aromatic portion of Rⁿ is further optionally substituted with from 1-3 Rⁿ.

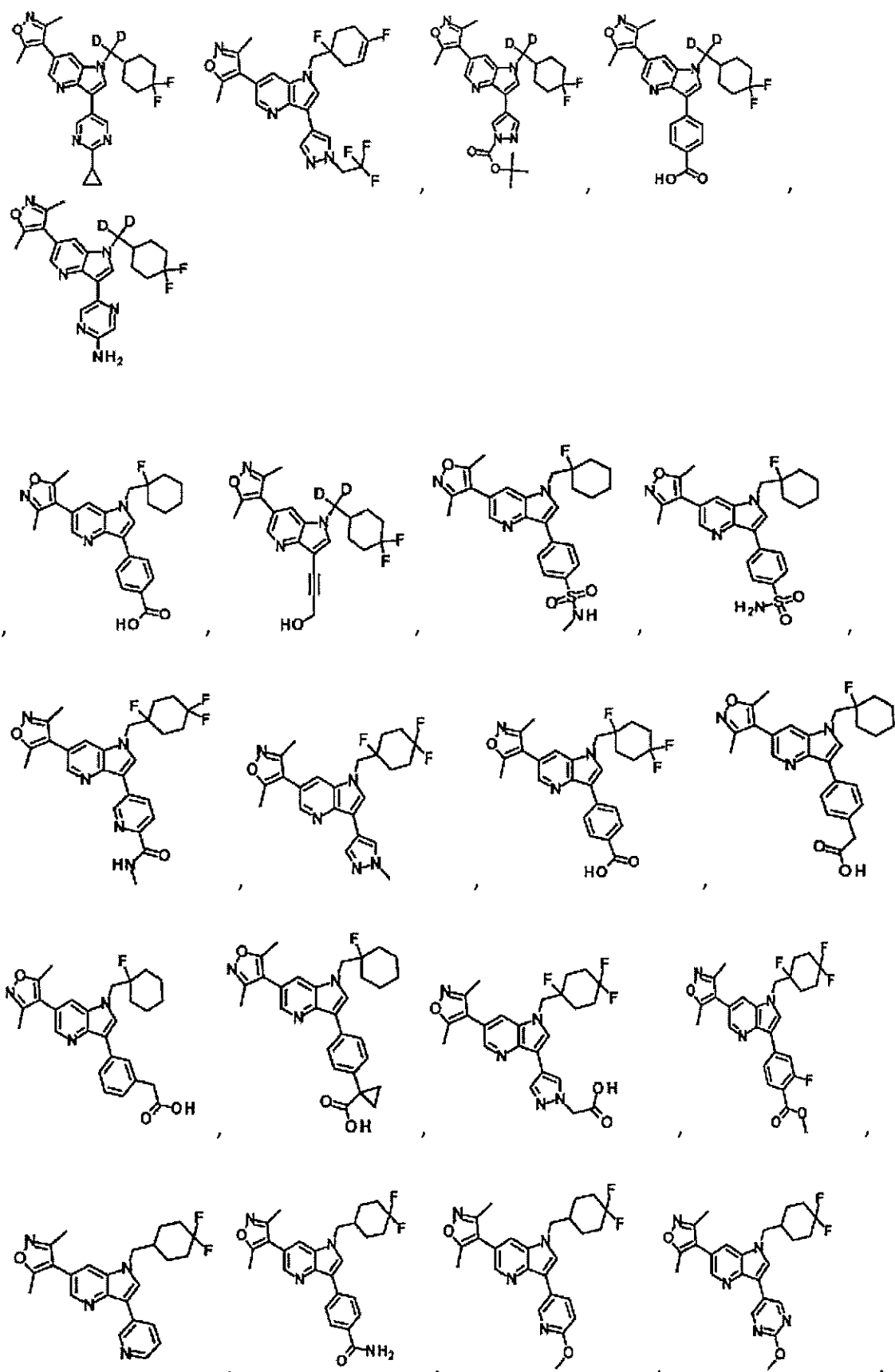
NHR^n , $-\text{NR}^n\text{C}(\text{S})\text{NHR}^n$, $-\text{NHC}(\text{O})\text{NR}^n\text{R}^n$, $-\text{NHC}(\text{S})\text{NR}^n\text{R}^n$, $-\text{NR}^n\text{C}(\text{O})\text{NR}^n\text{R}^n$, $-\text{NR}^n\text{C}(\text{S})\text{NR}^n\text{R}^n$, $-\text{NHS}(\text{O})_2\text{NHR}^n$, $-\text{NR}^n\text{S}(\text{O})_2\text{NH}_2$, $-\text{NR}^n\text{S}(\text{O})_2\text{NHR}^n$, $-\text{NHS}(\text{O})_2\text{NR}^n\text{R}^n$, $-\text{NR}^n\text{S}(\text{O})_2\text{NR}^n\text{R}^n$, $-\text{NHR}^n$, R^n or $-\text{NR}^n\text{R}^n$.

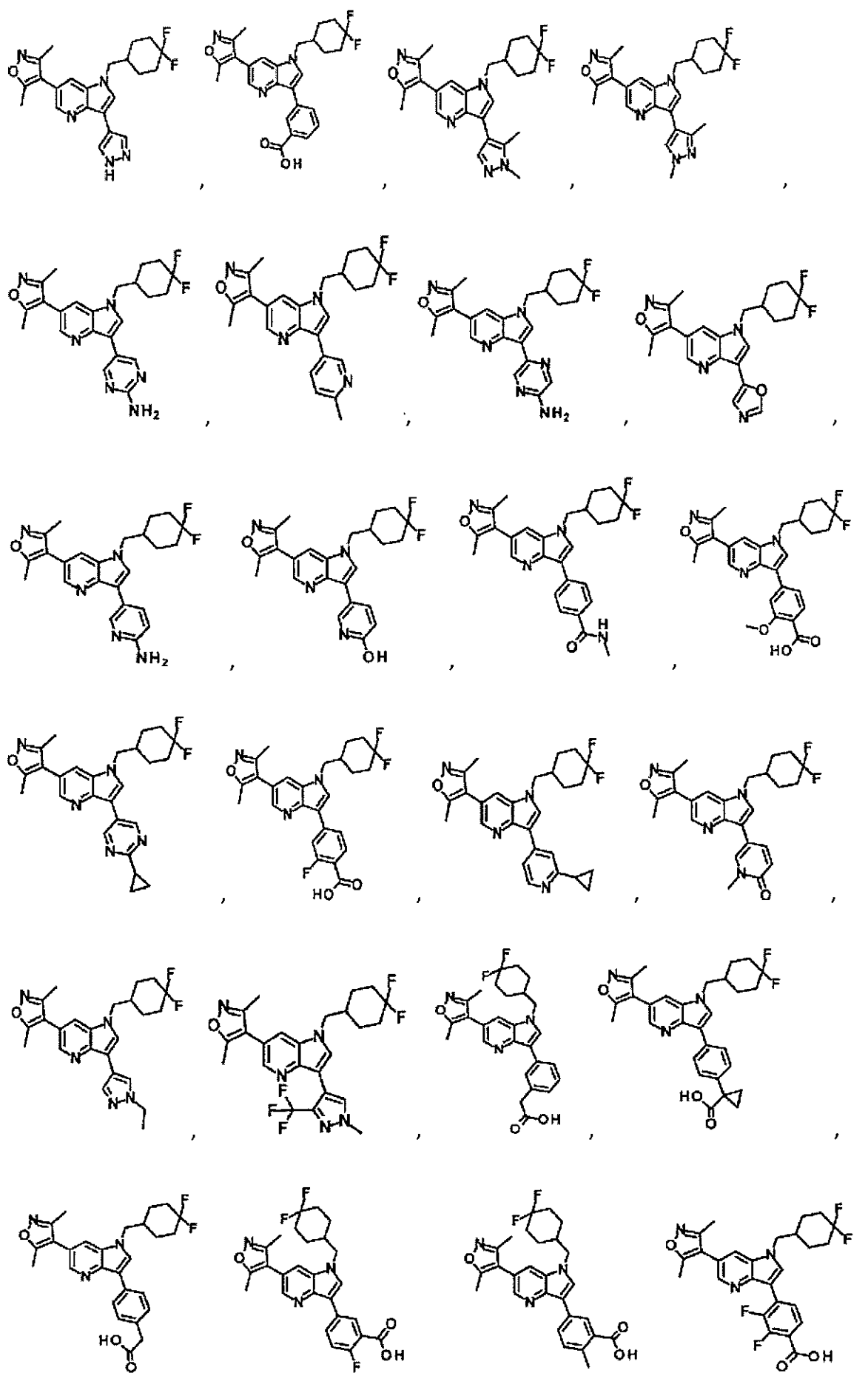
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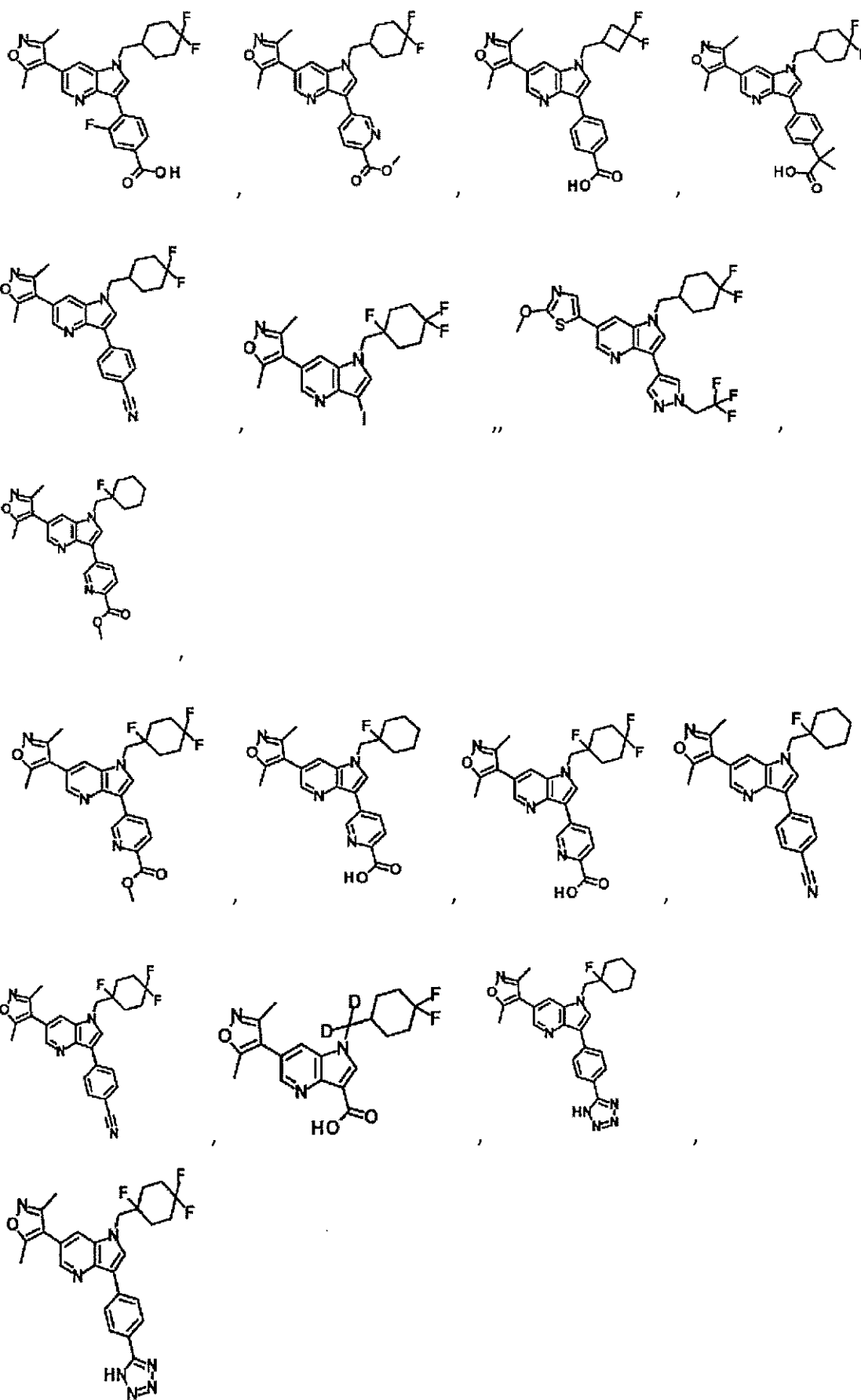


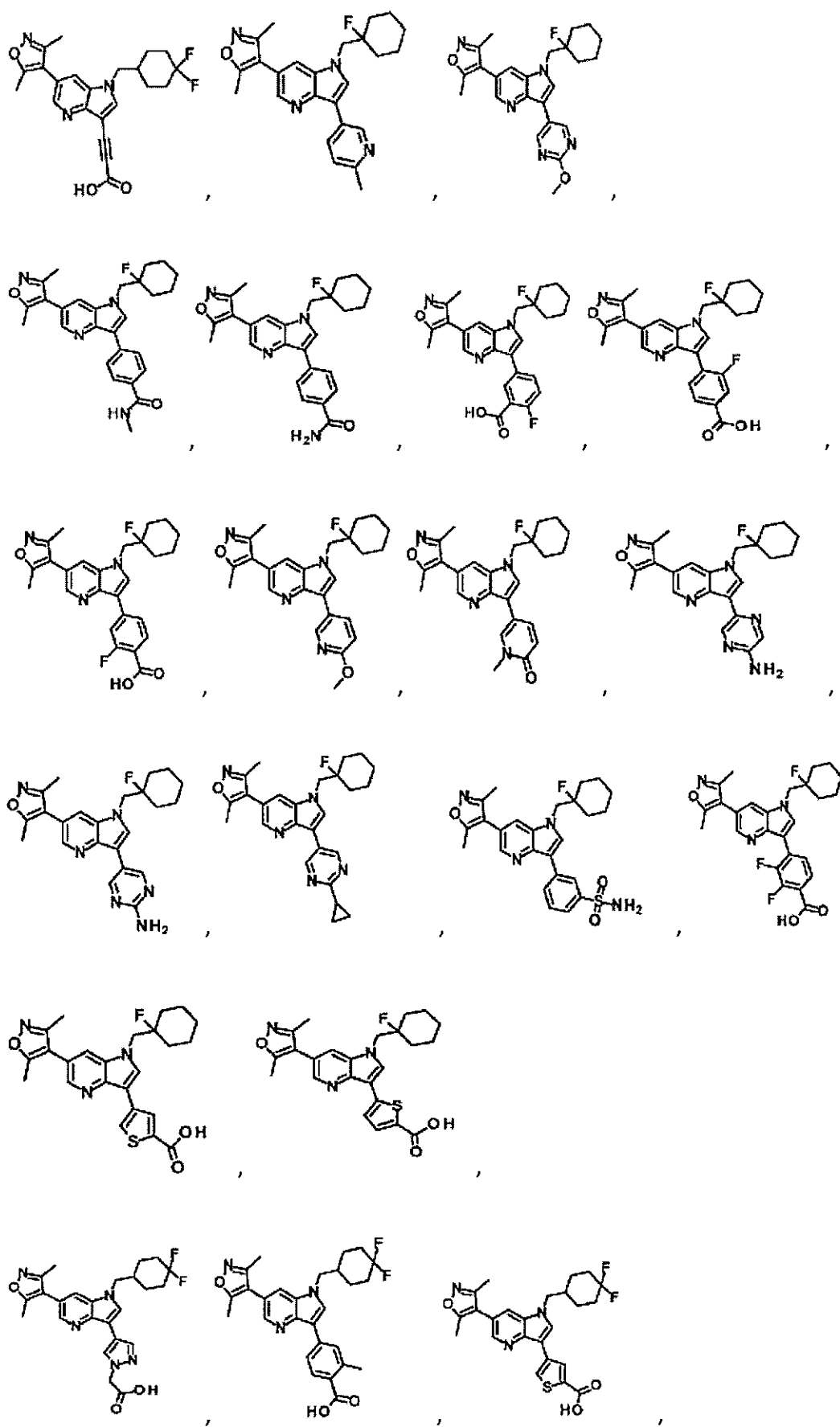


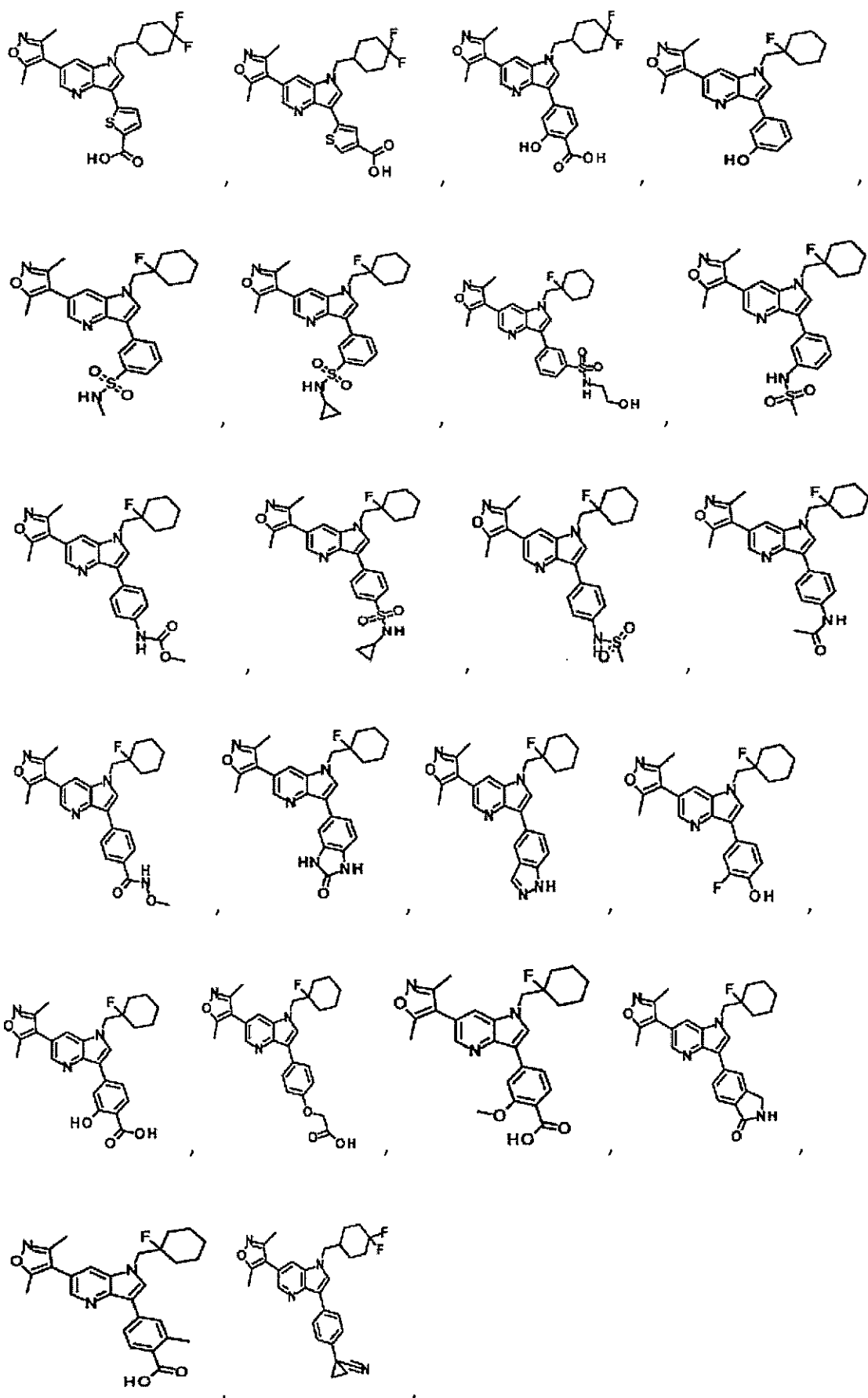


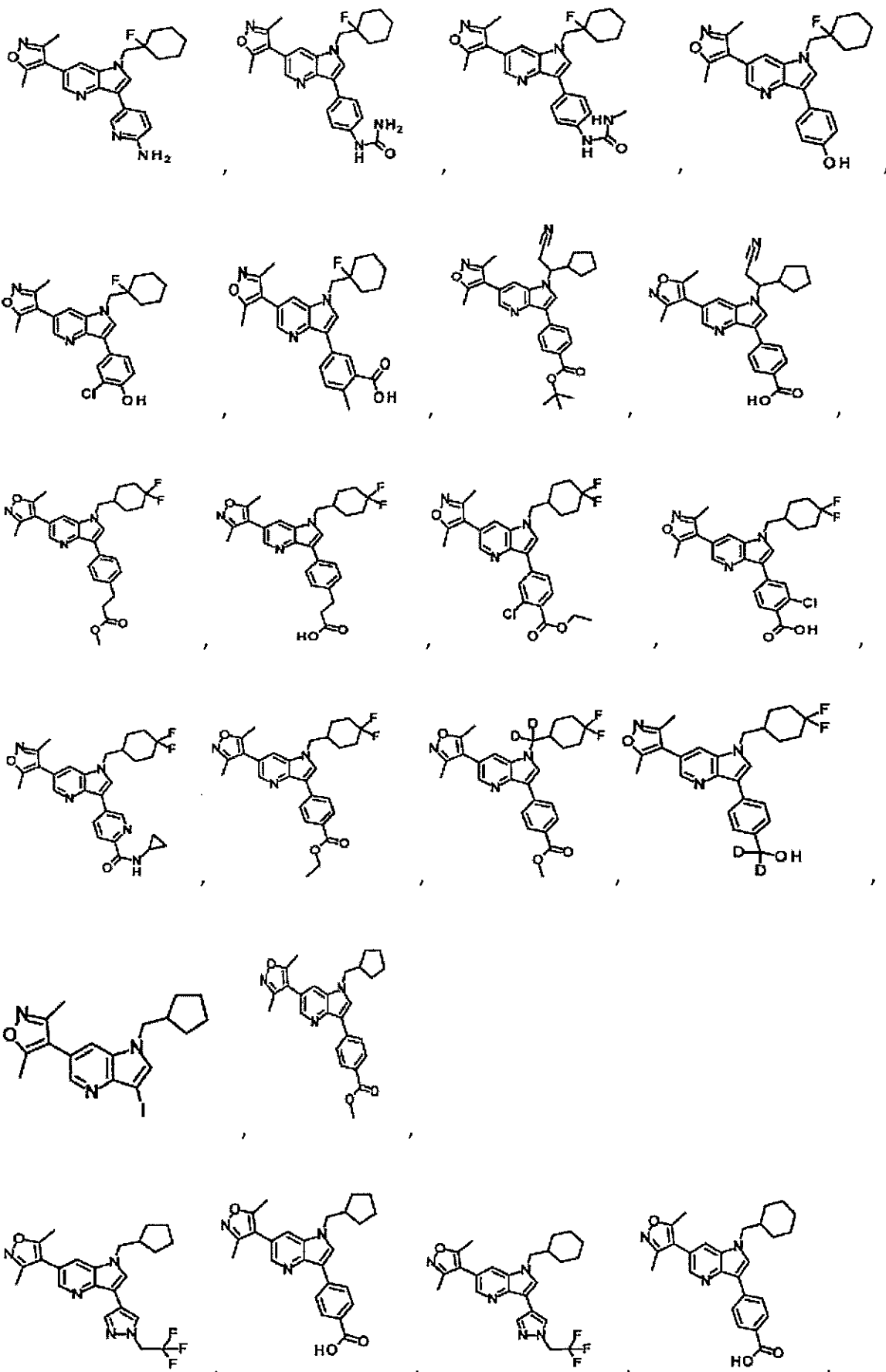


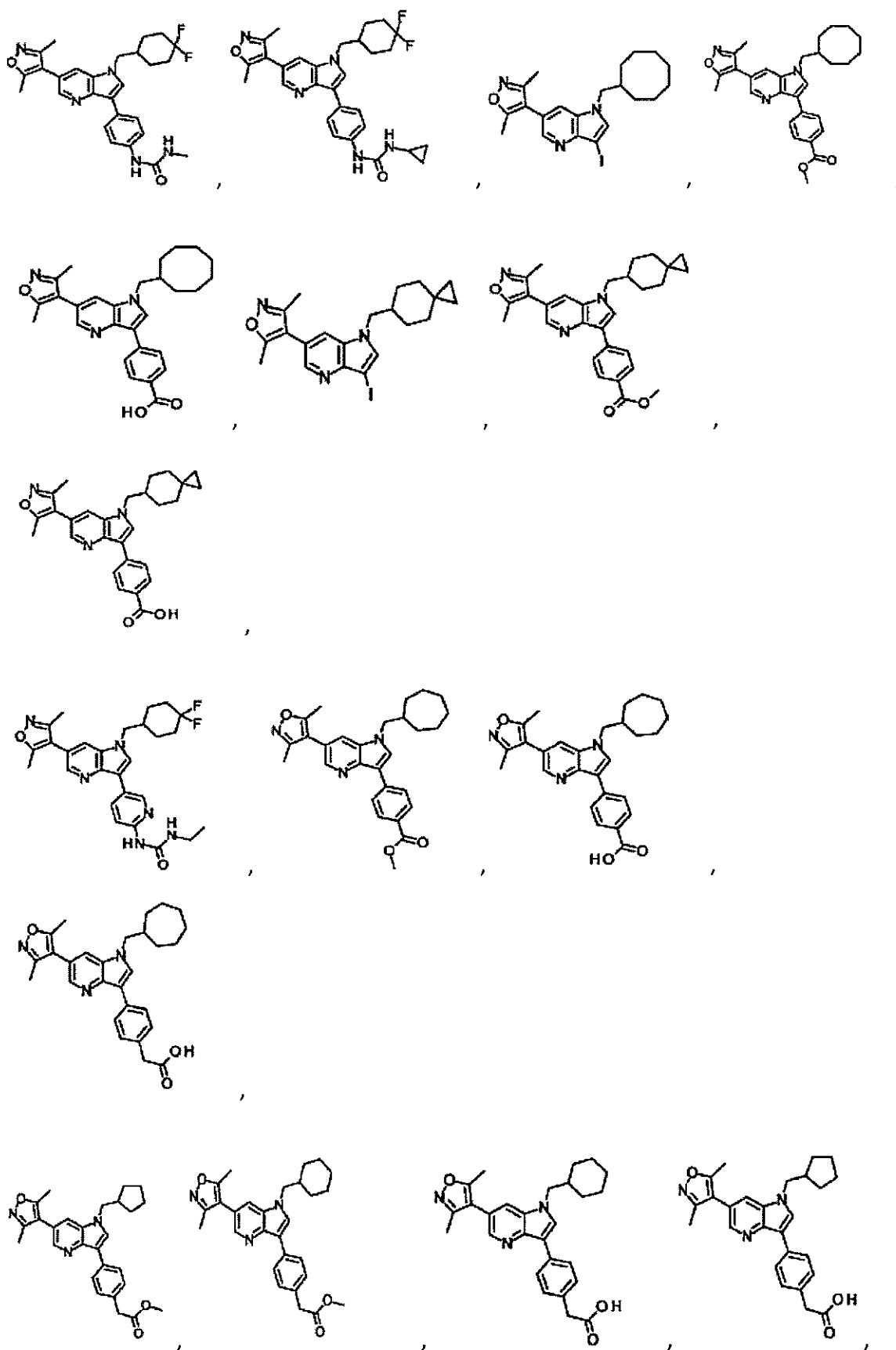


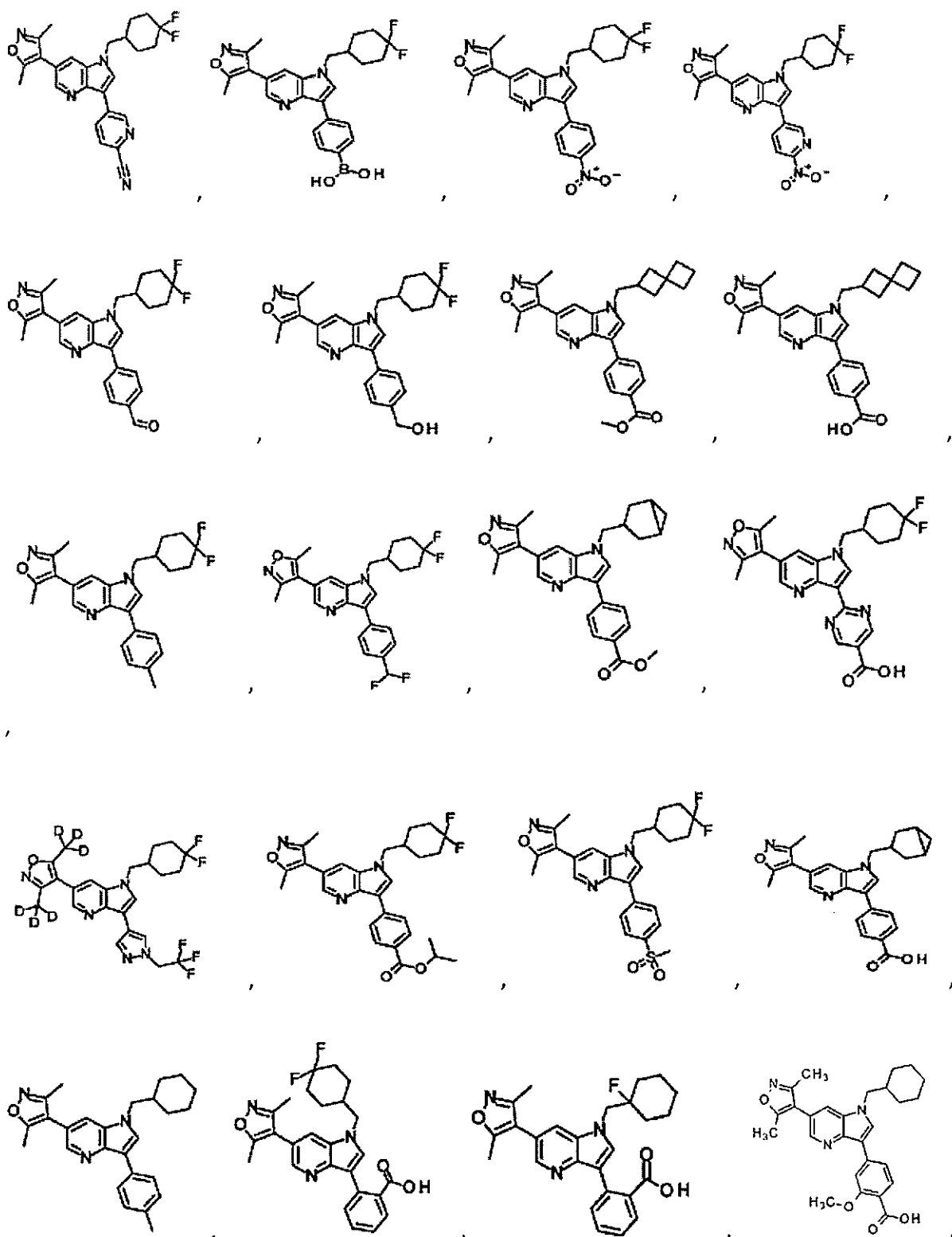


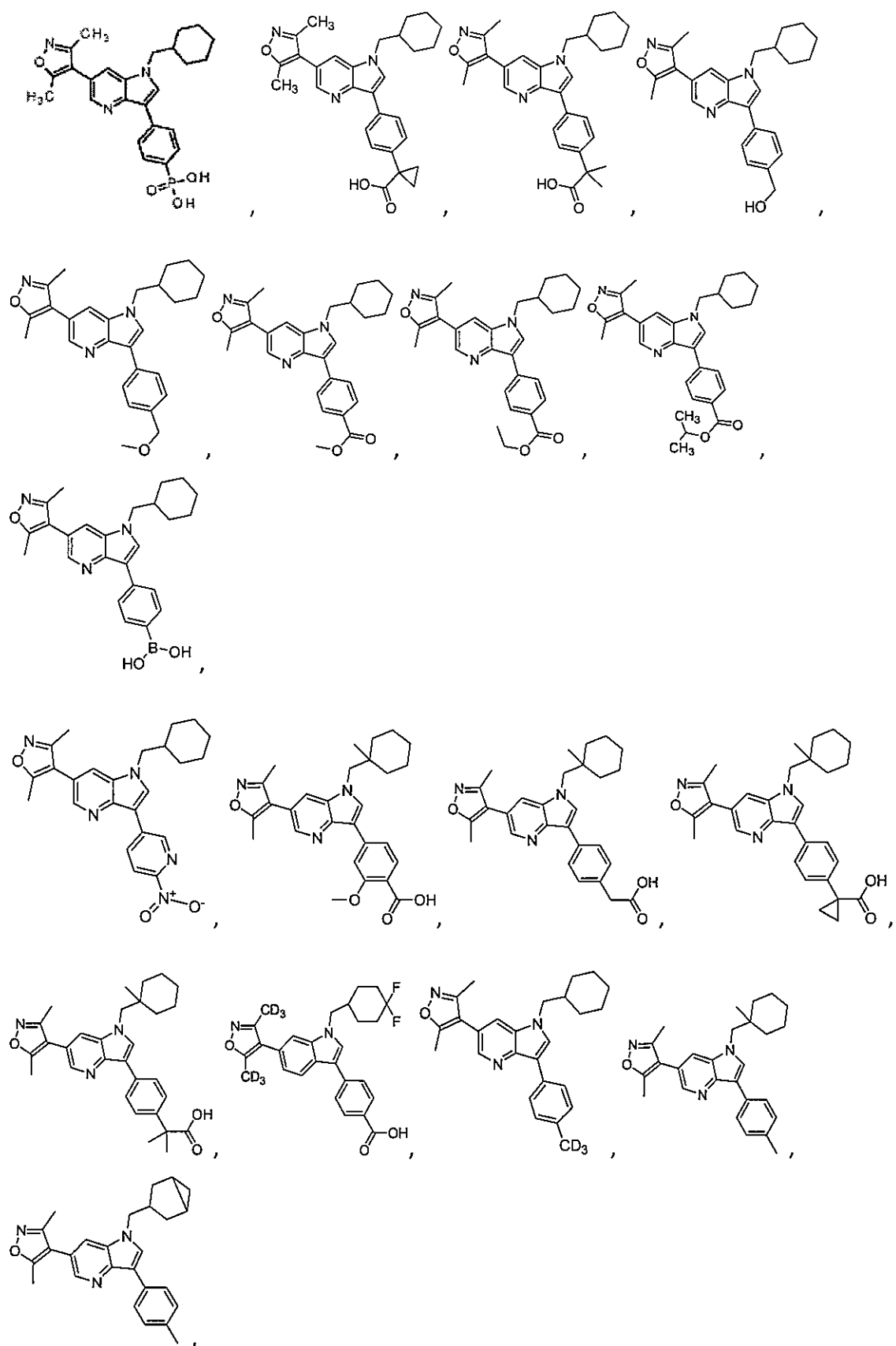


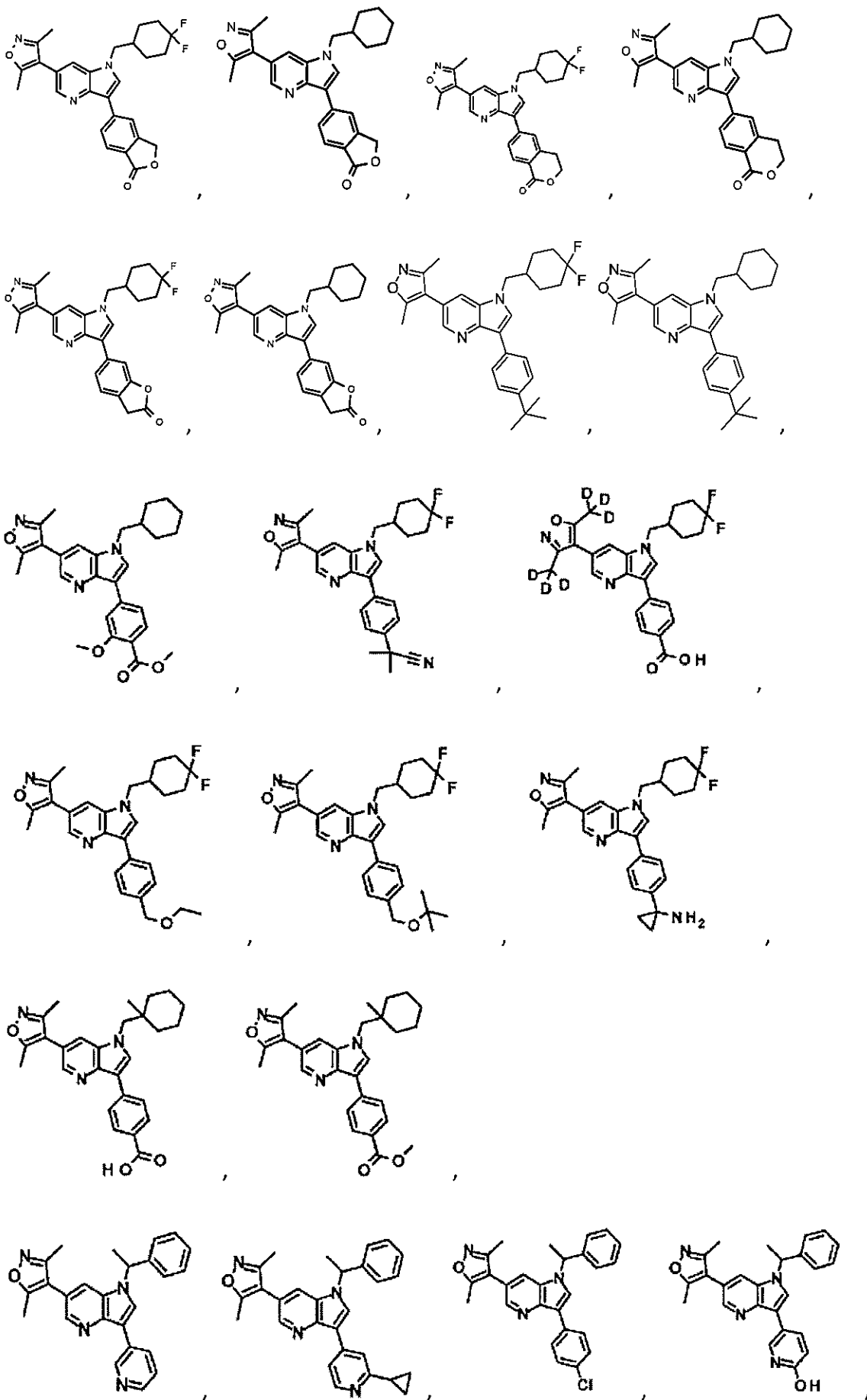


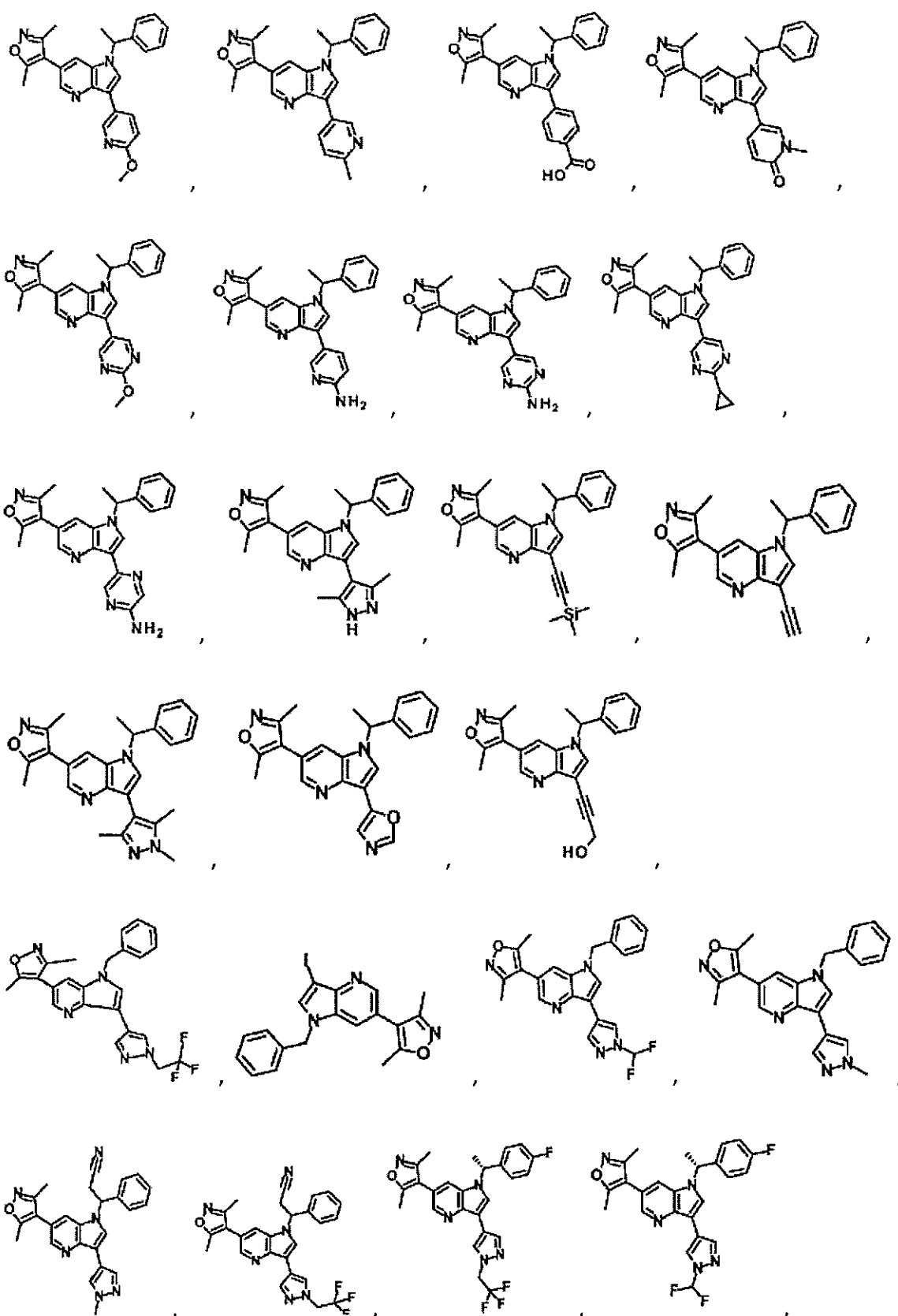


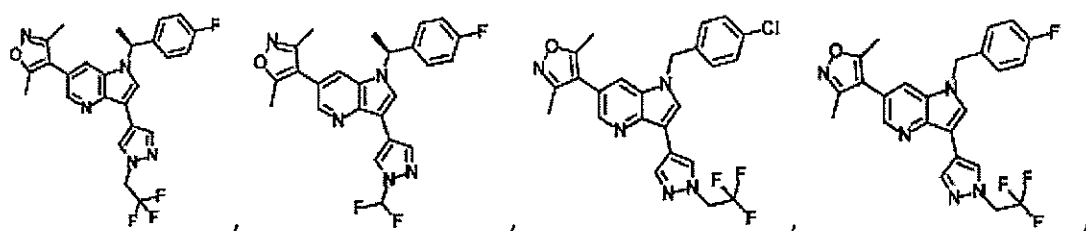
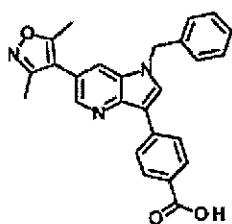
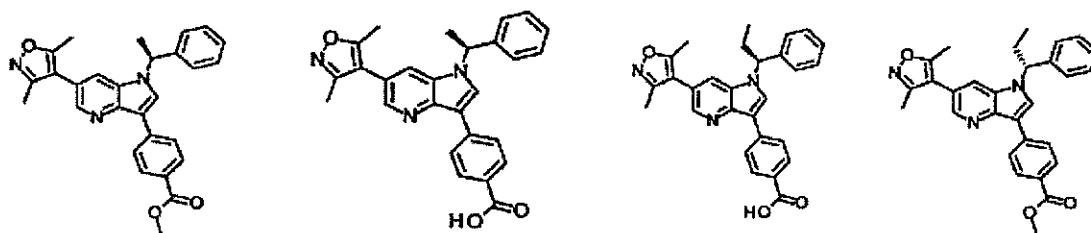
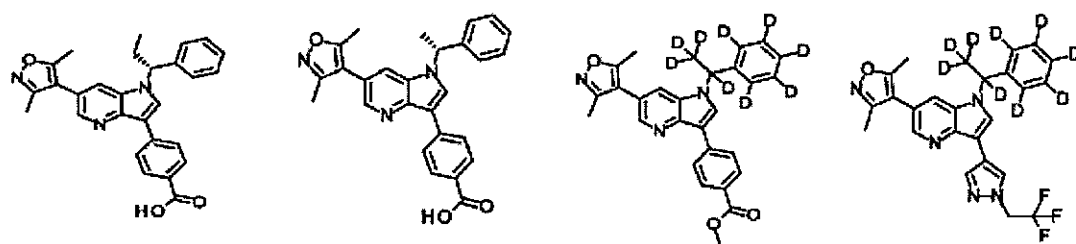
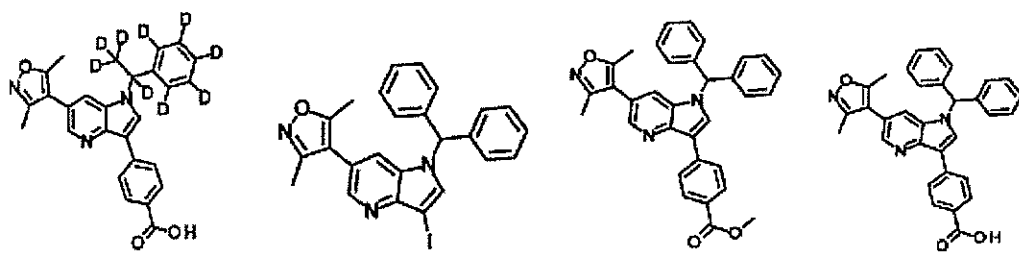
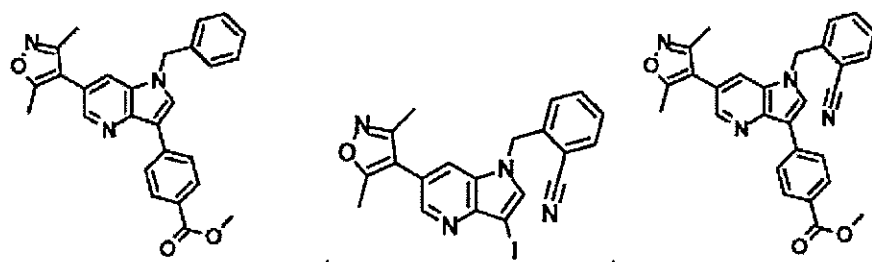


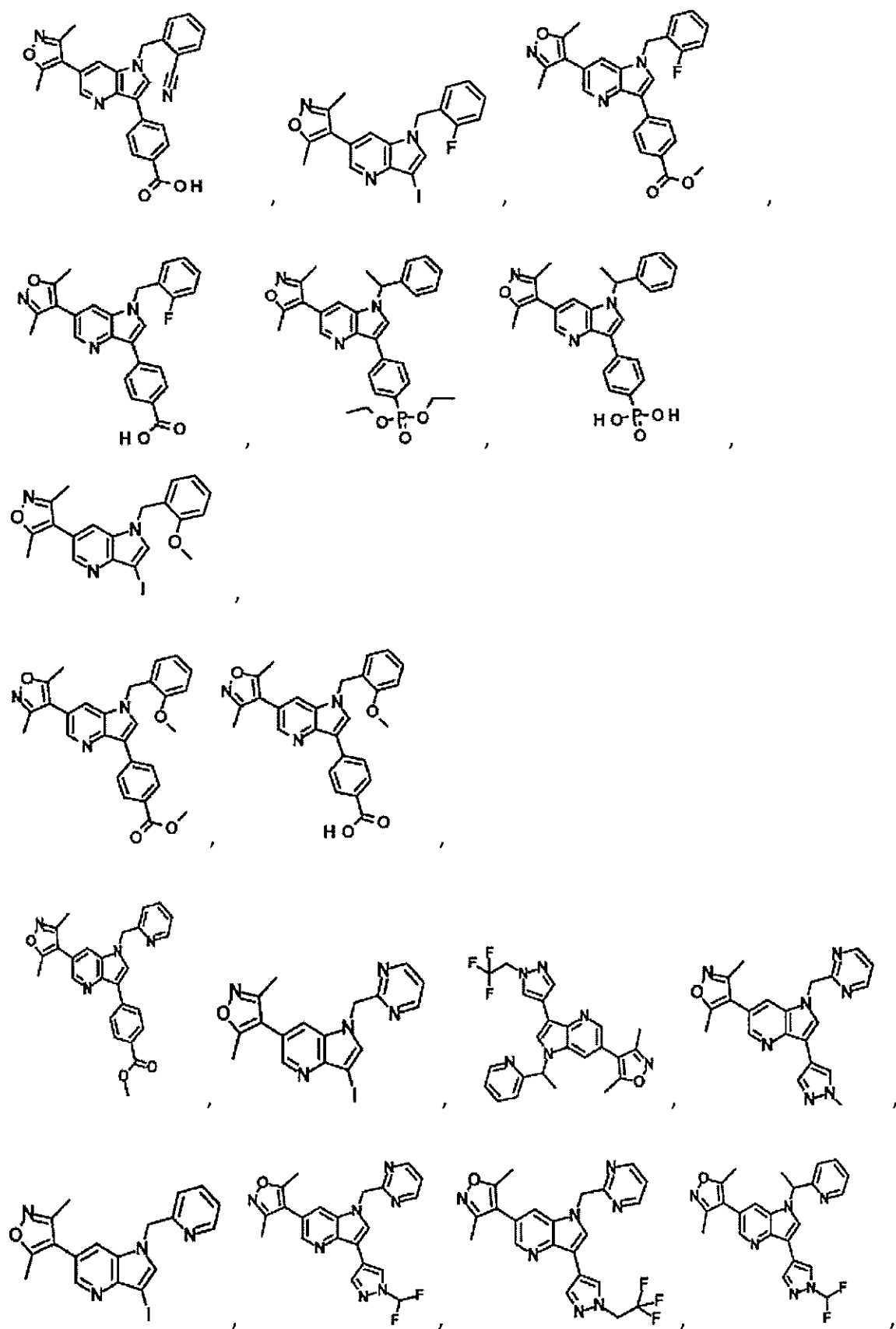


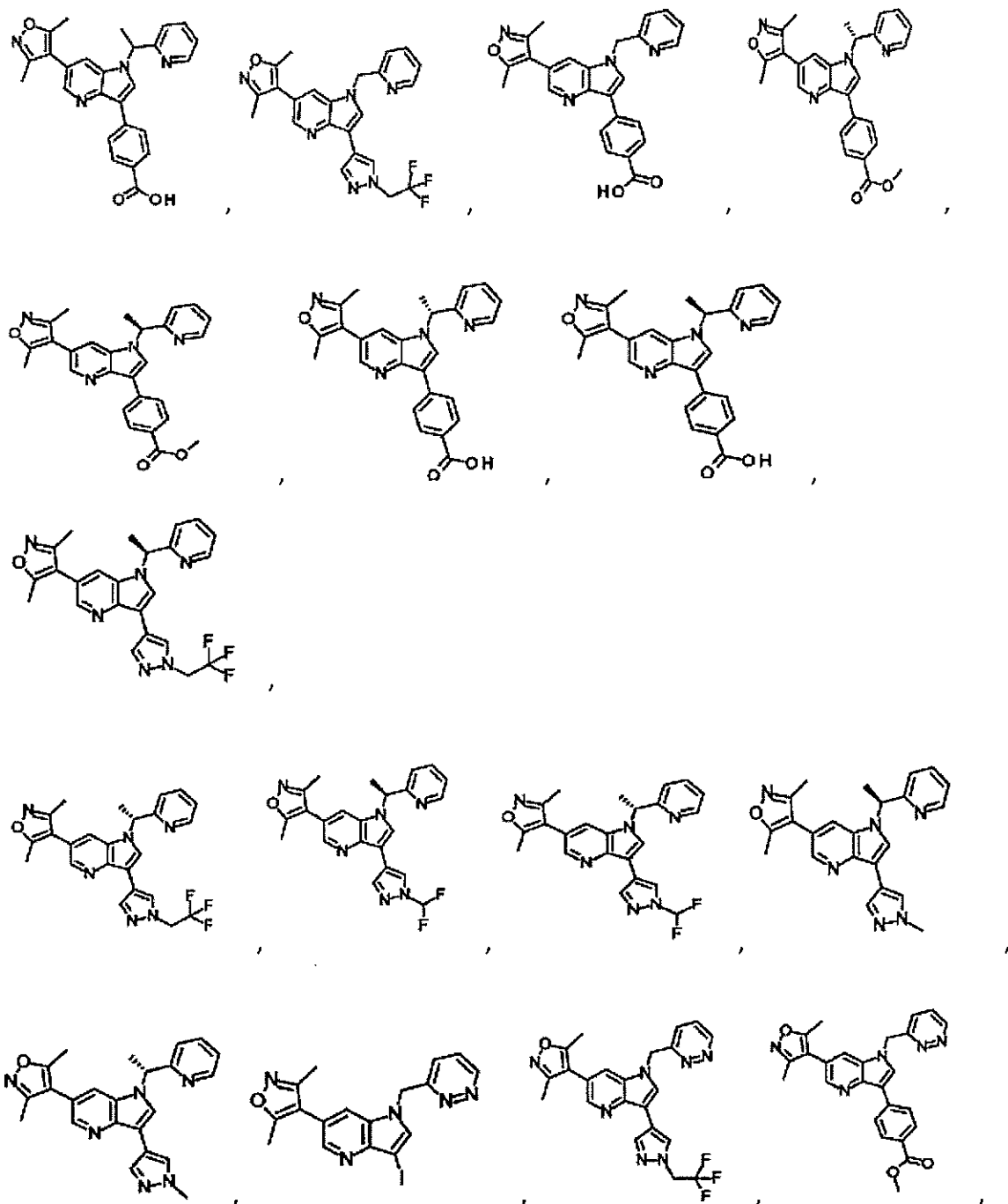


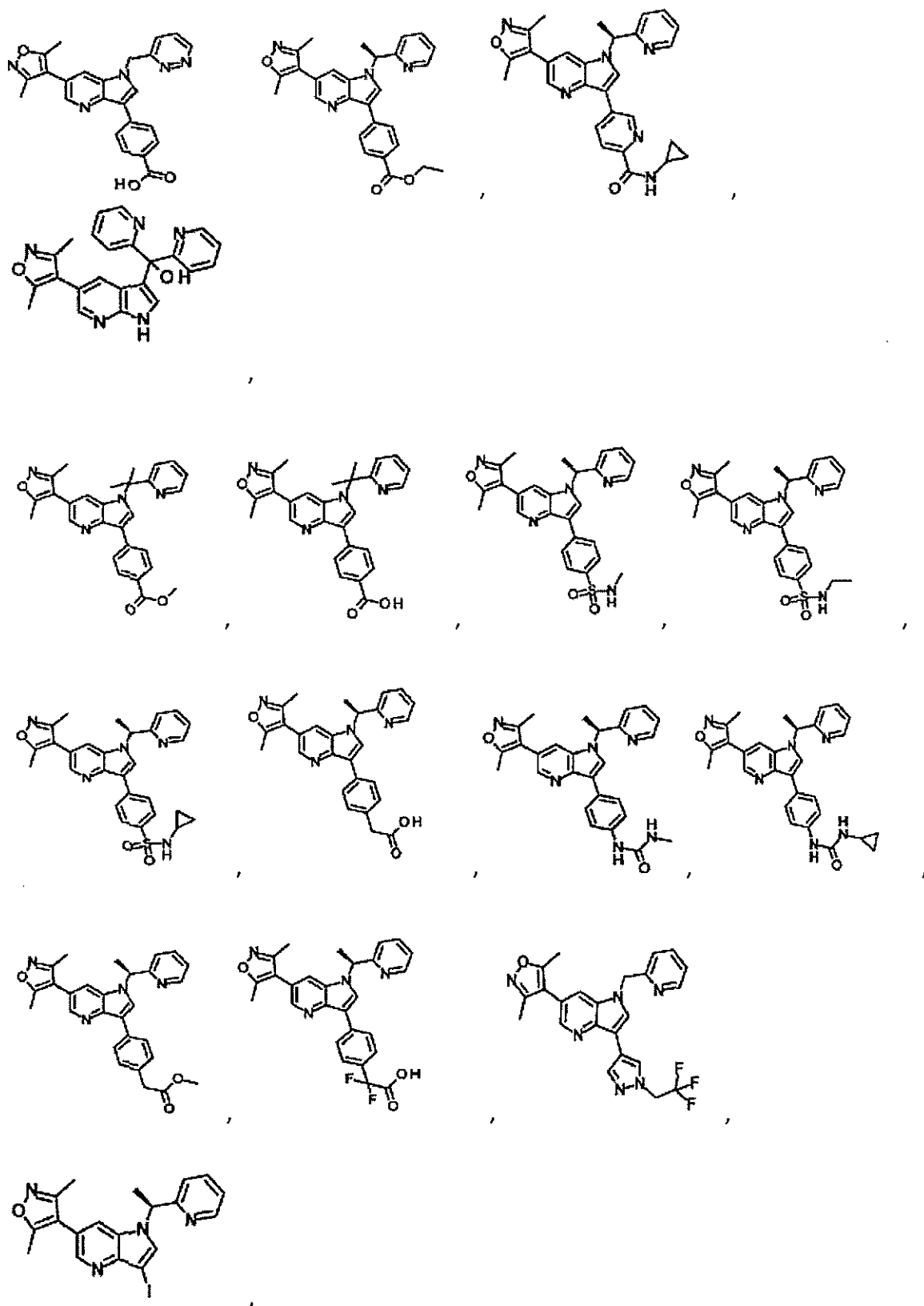


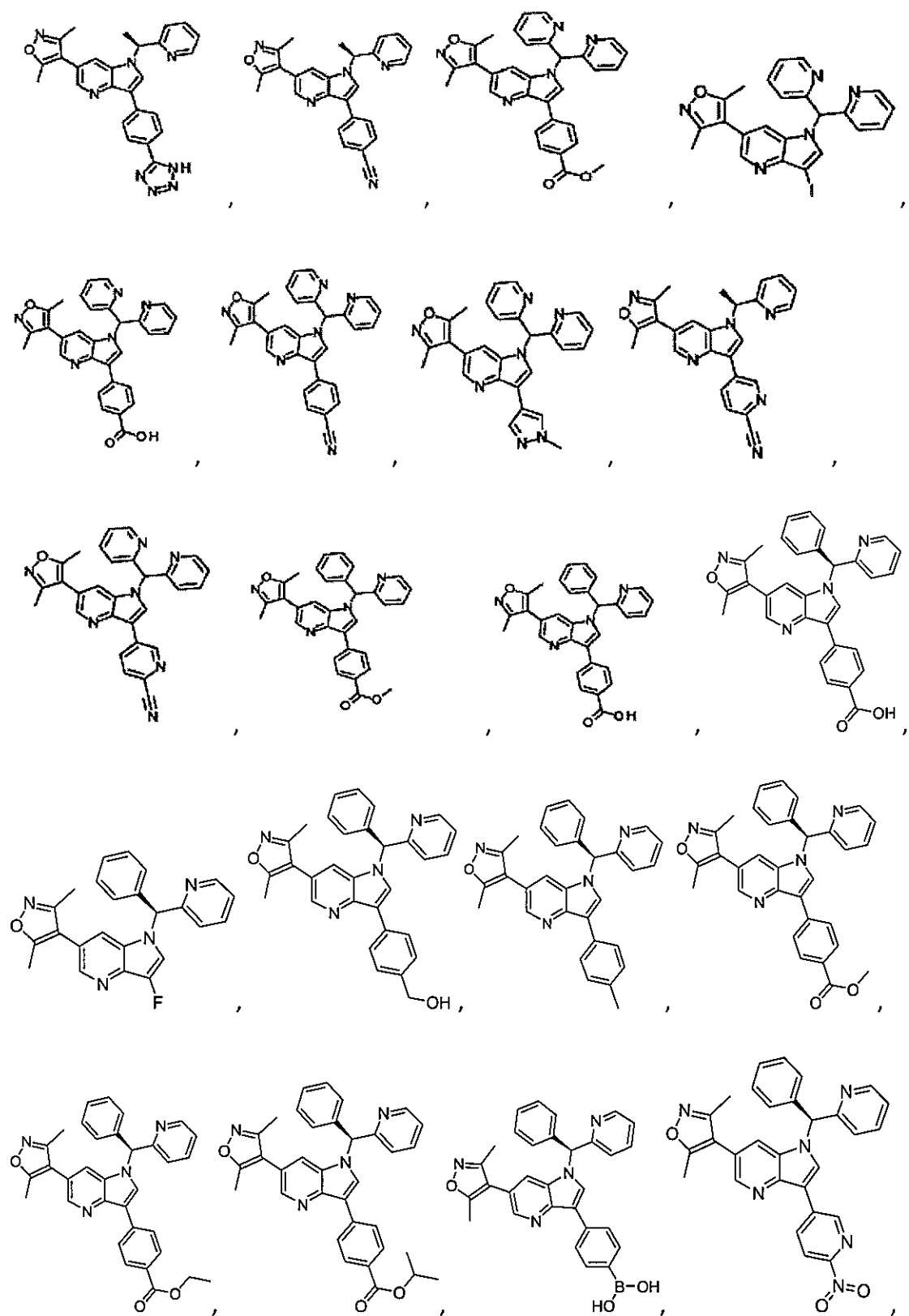


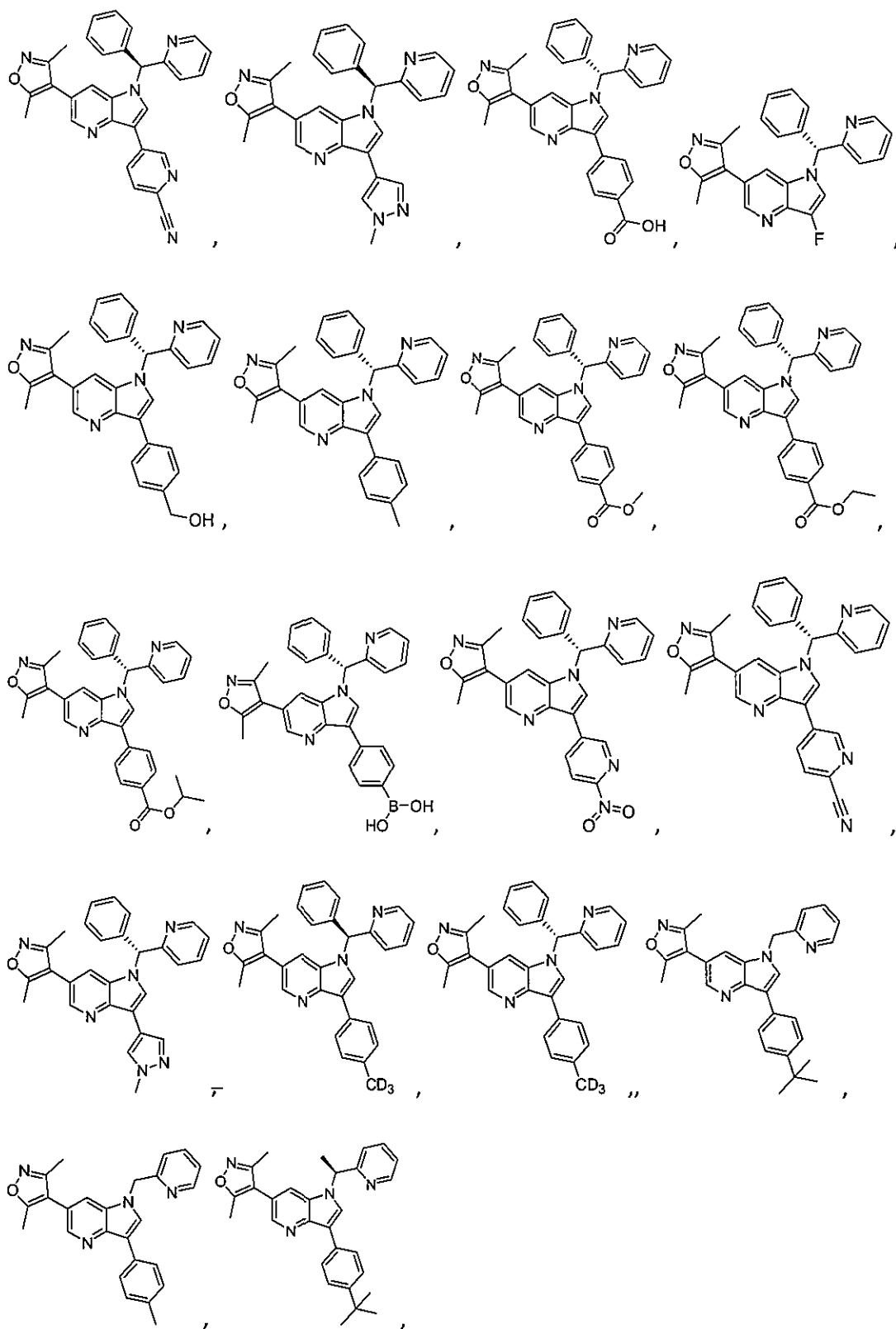


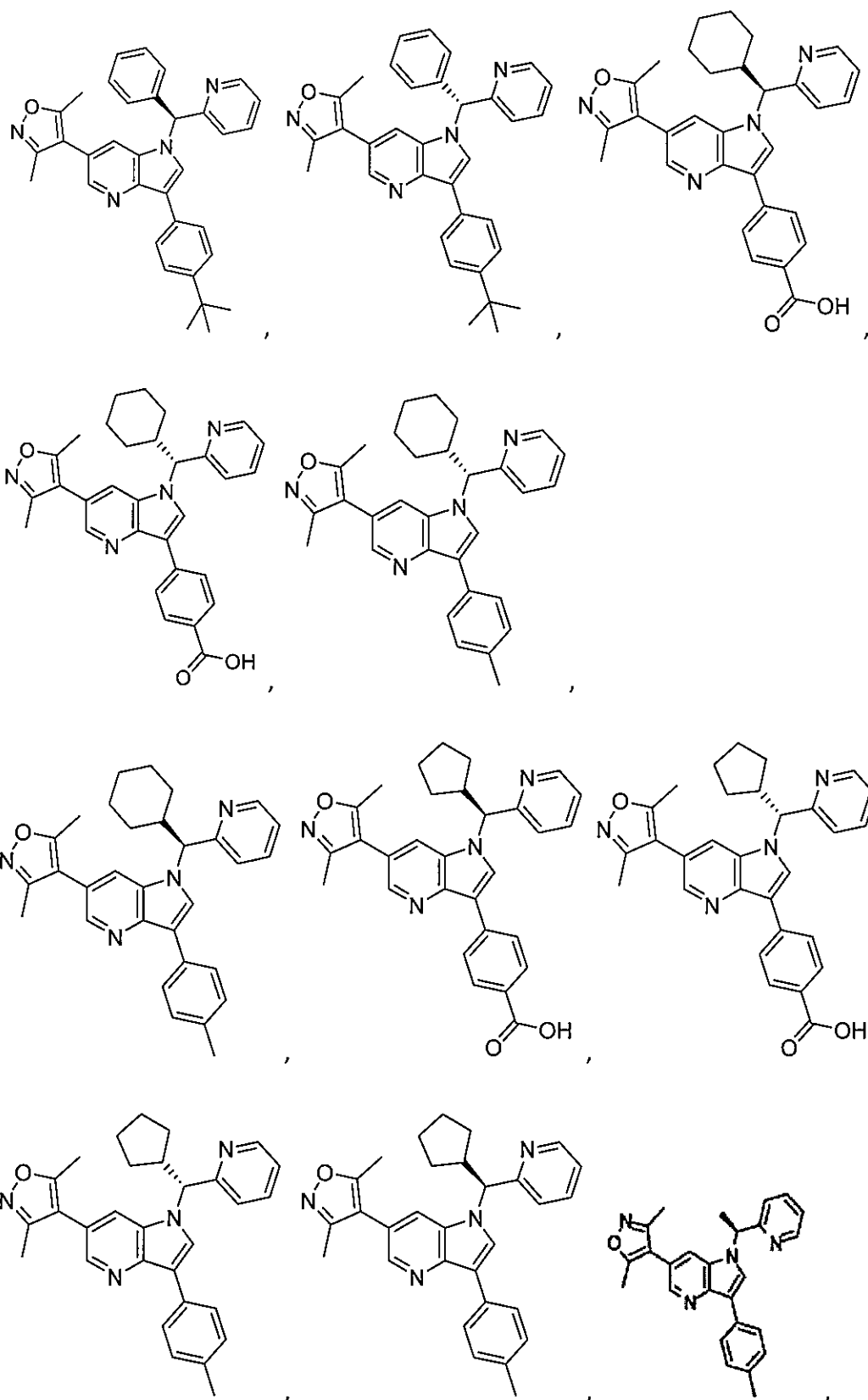


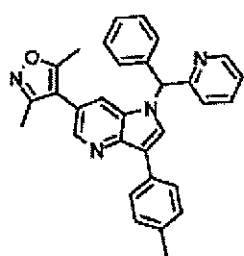
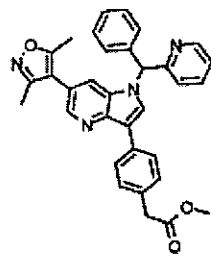
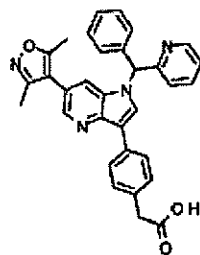
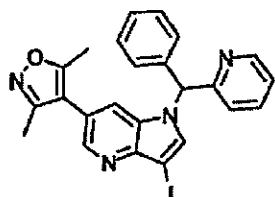
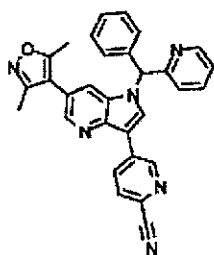
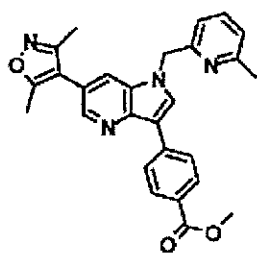
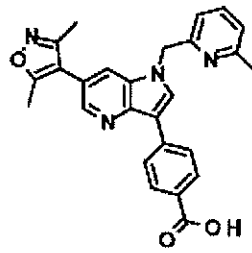
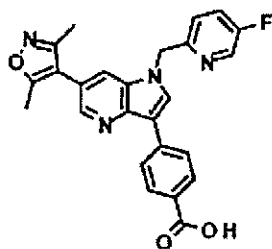
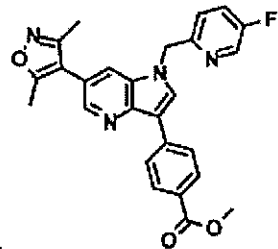
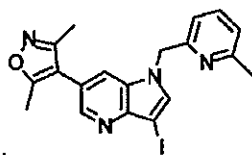
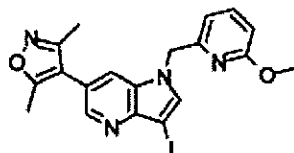
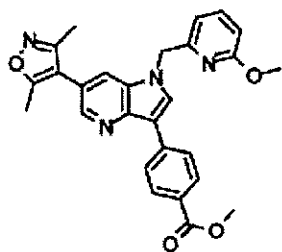
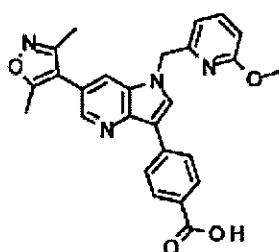
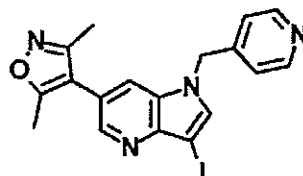


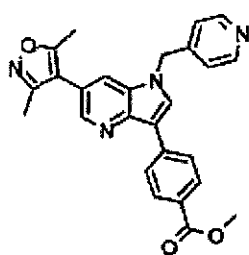
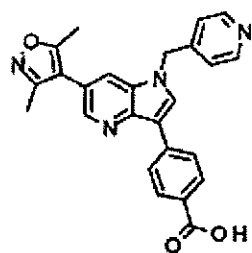
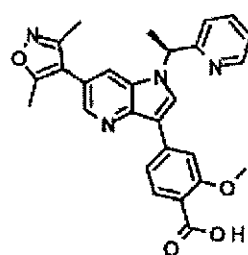
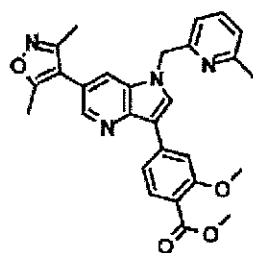
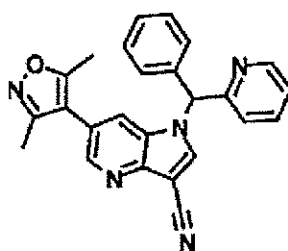
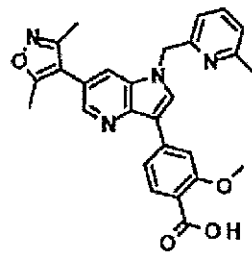
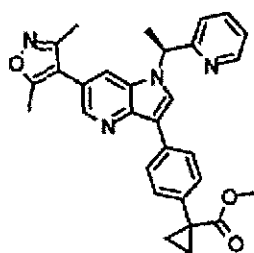
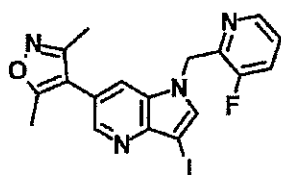
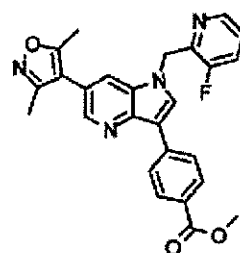
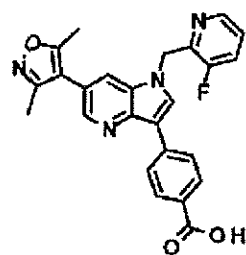
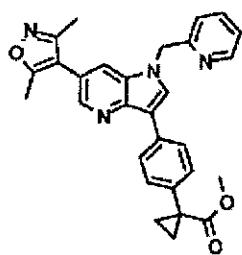
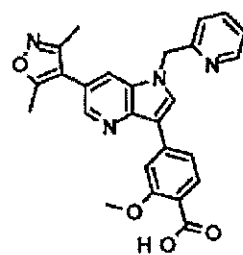
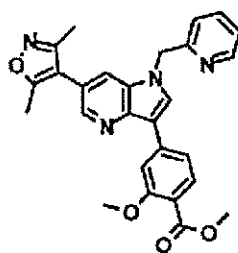
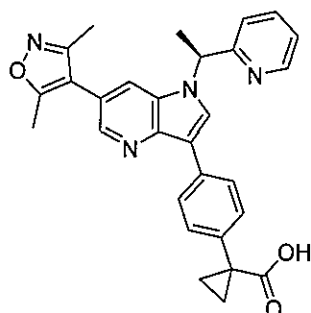
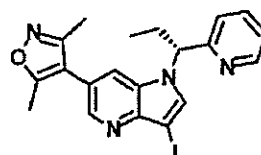


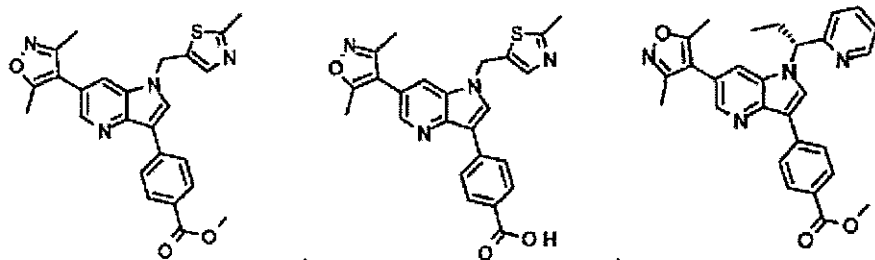
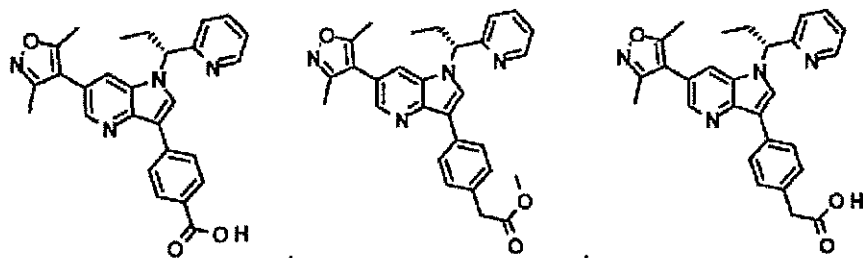
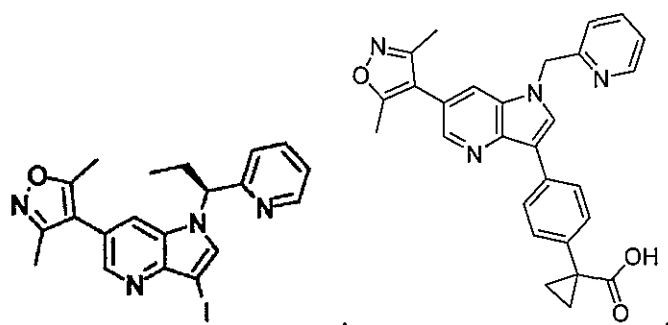
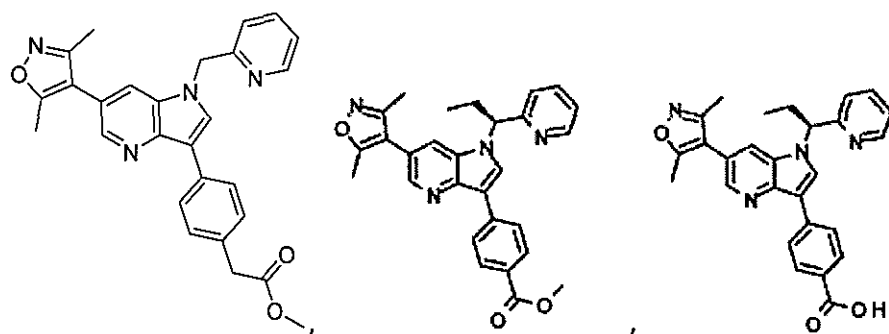
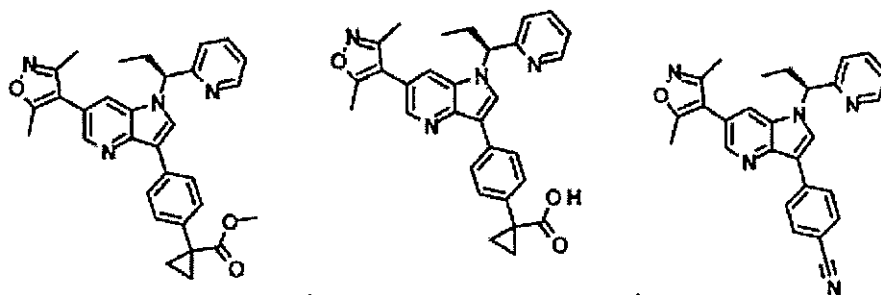


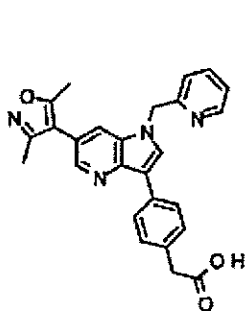
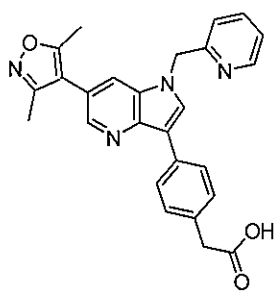
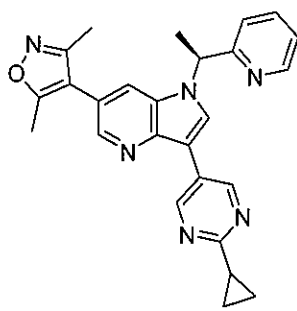
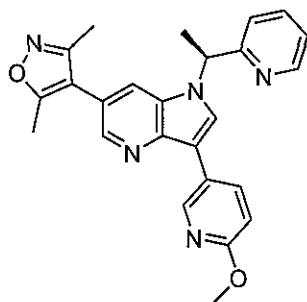
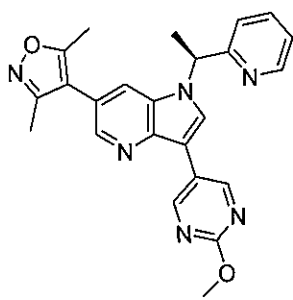
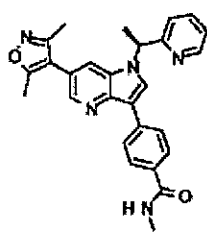
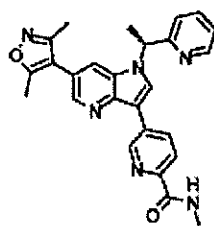
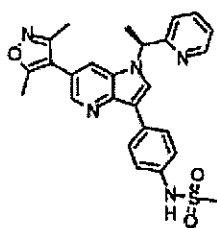
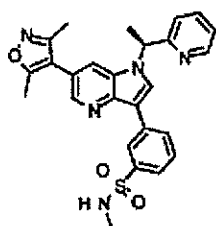
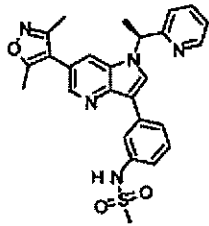
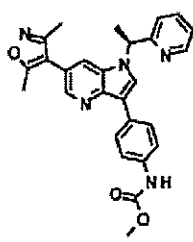
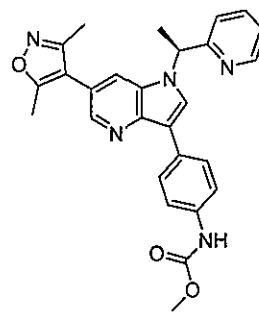


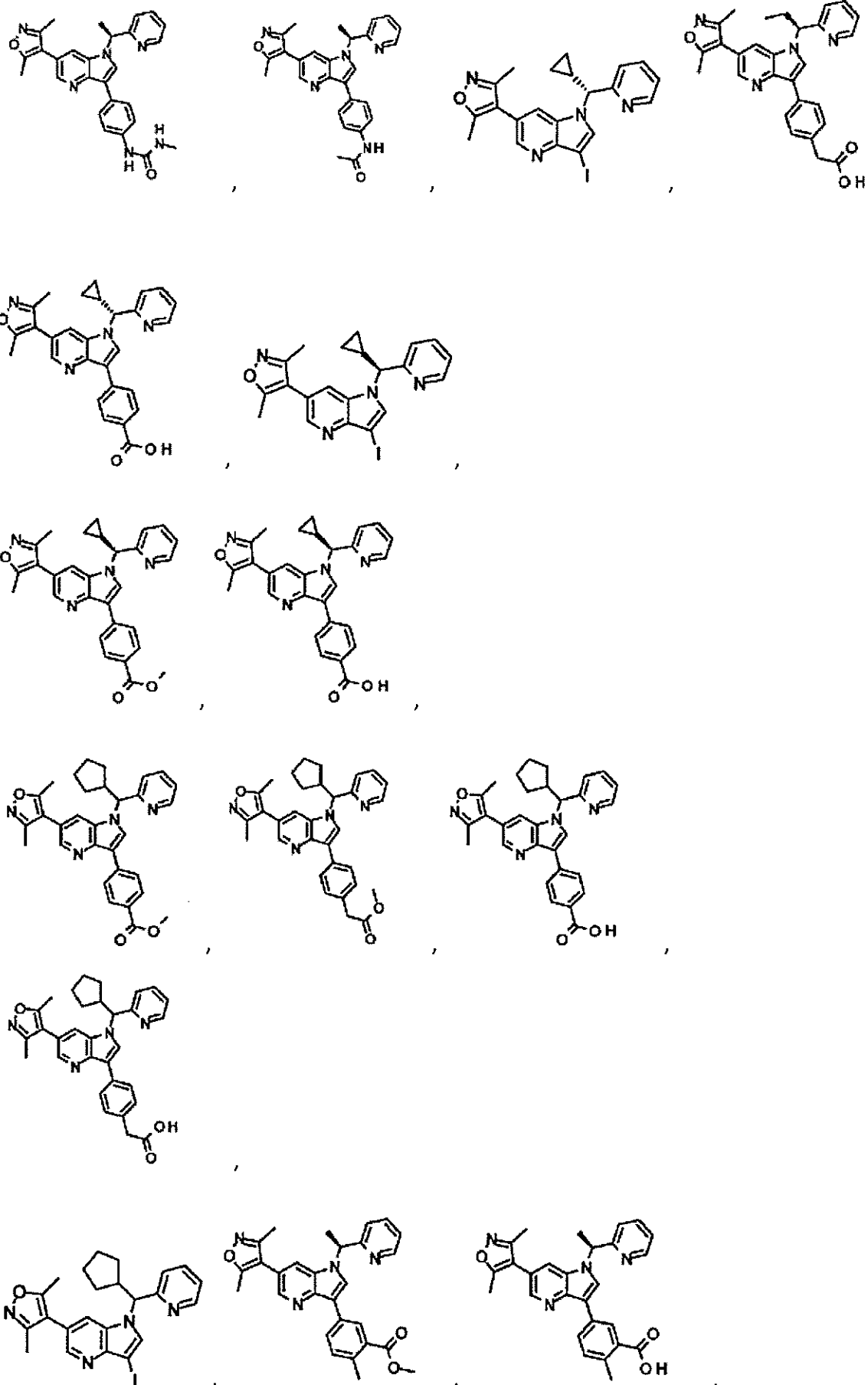


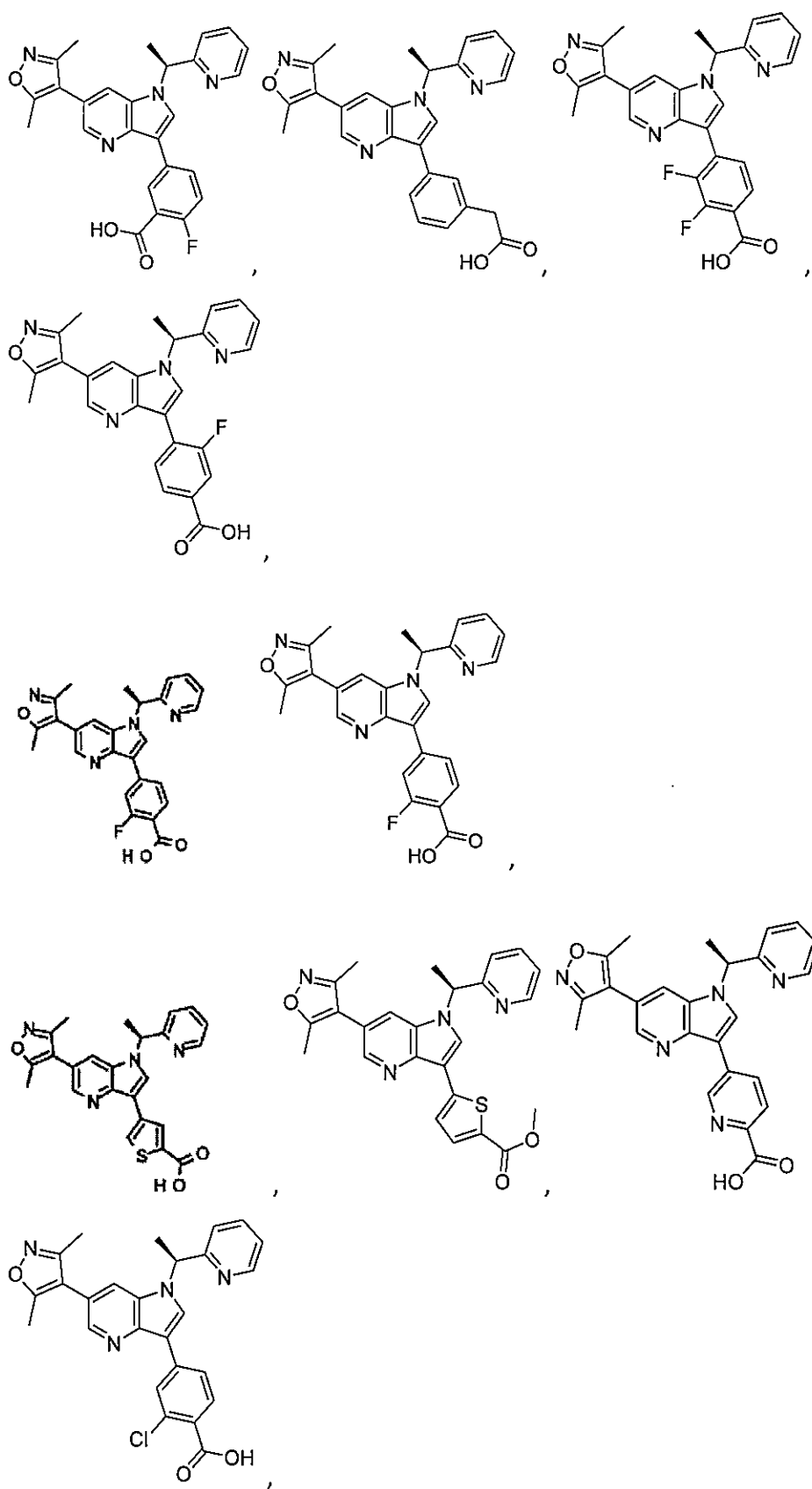


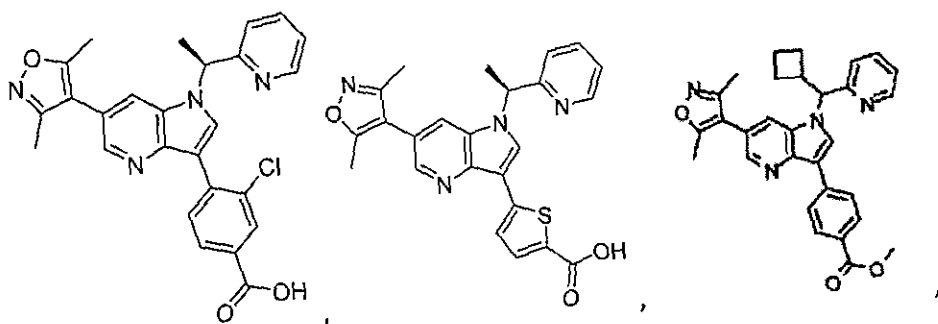
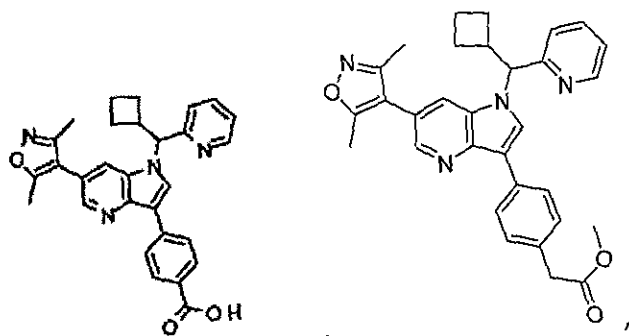
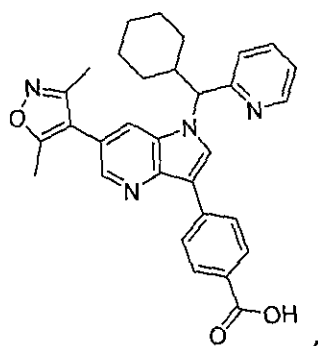
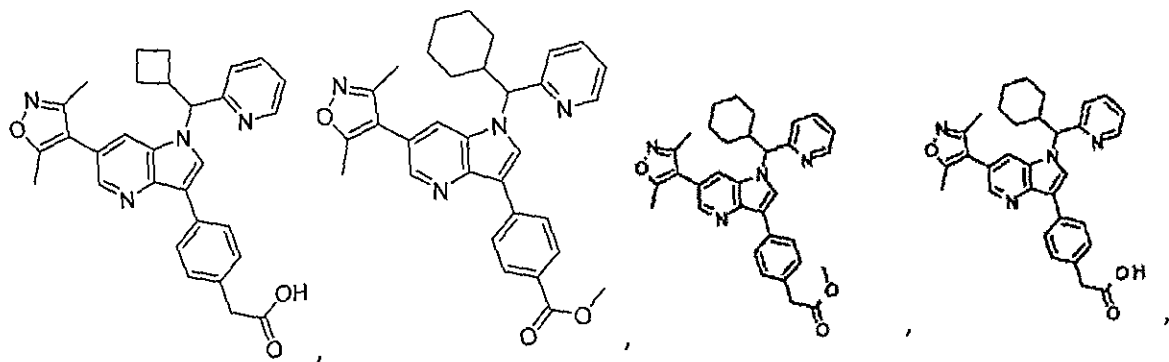


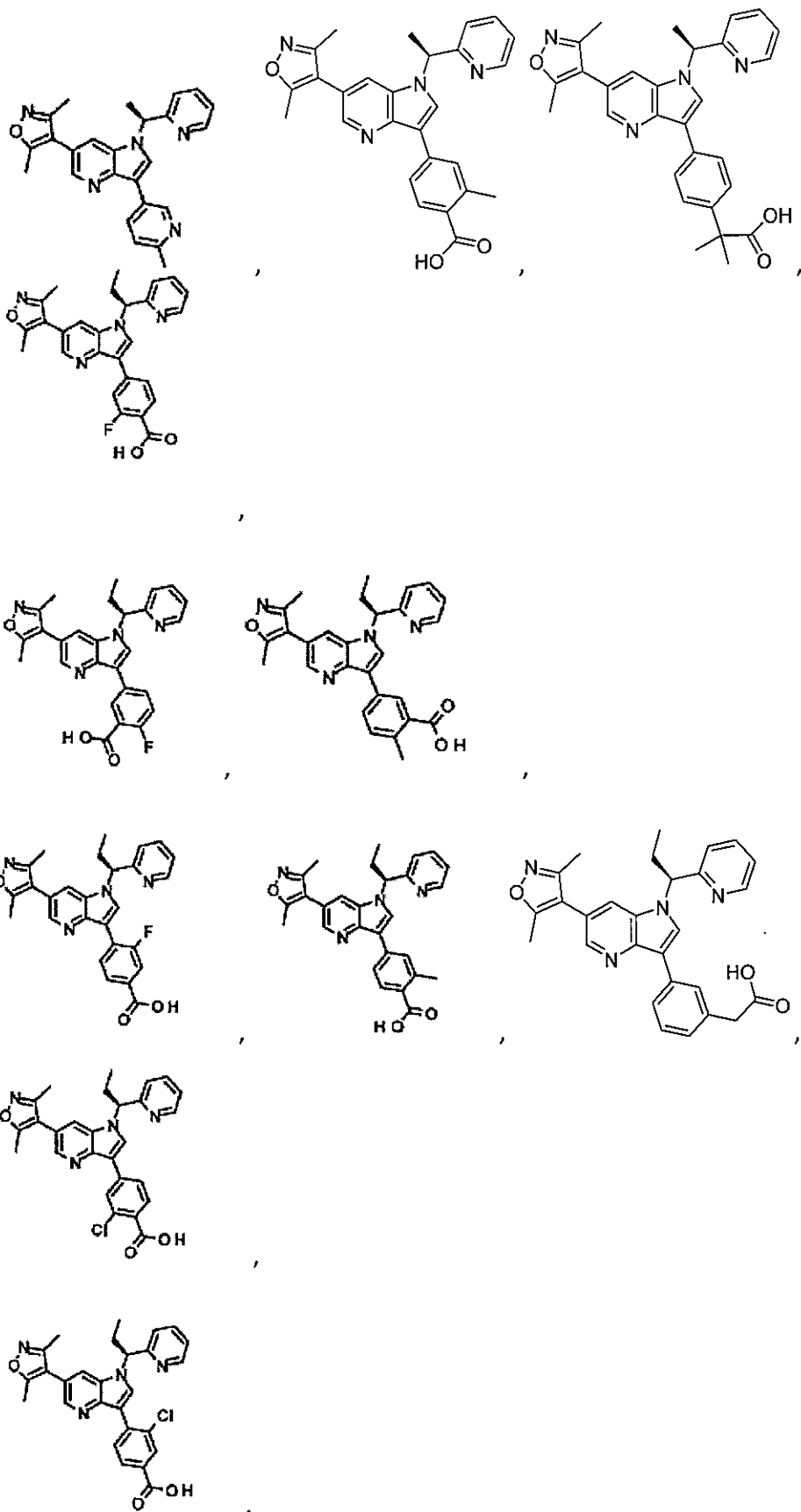


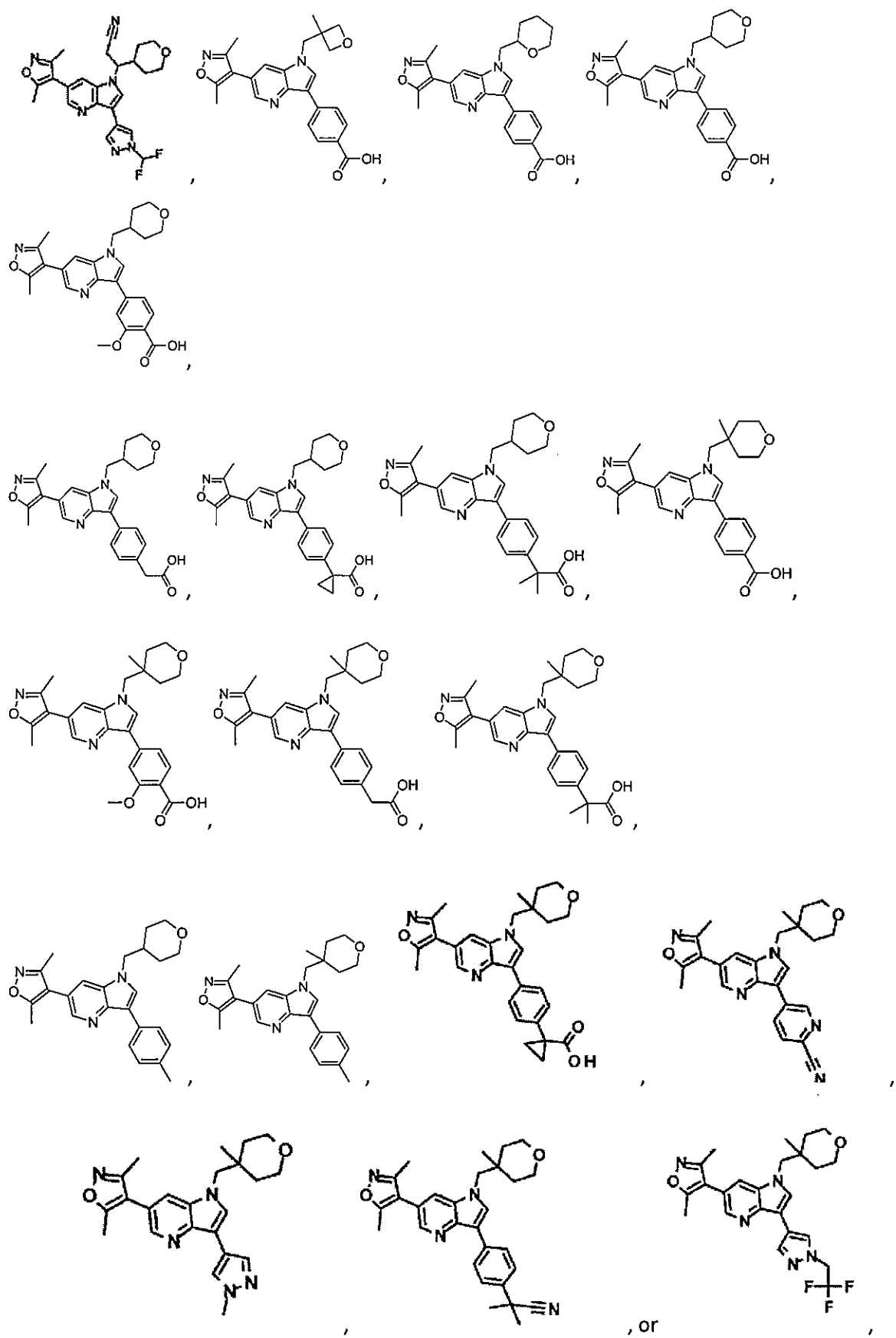












or a pharmaceutically acceptable salt, a solvate, a tautomer, a stereoisomer or a deuterated analog thereof.

13. A pharmaceutical composition comprising a compound of any of the preceding claims and a pharmaceutical acceptable excipient or carrier.

14. A pharmaceutical composition comprising a compound of any of the preceding claims and another therapeutic agent.

15. A method for modulating bromodomain, said method comprising: contacting a cell in vitro with a compound of any of claims 1-12, or a composition of claim 13 or 14.

16. A compound of any of claims 1-12, or a composition of claim 13 or 14 for use in treating a subject suffering from or at risk of a disease or condition selected from rheumatoid arthritis, osteoarthritis, acute gout, psoriasis, systemic lupus erythematosus, multiple sclerosis, inflammatory bowel disease (Crohn's disease and Ulcerative colitis), asthma, chronic obstructive airways disease, pneumonitis, myocarditis, pericarditis, myositis, eczema, dermatitis, alopecia, vitiligo, bullous skin diseases, nephritis, vasculitis, atherosclerosis, Alzheimer's disease, depression, retinitis, uveitis, scleritis, hepatitis, pancreatitis, primary biliary cirrhosis, sclerosing cholangitis, Addison's disease, hypophysitis, thyroiditis, type I diabetes, and acute rejection of transplanted organs.

17. A compound of any of claims 1-12, or a composition of claim 13 or 14 for use in treating a subject suffering from or at risk of a disease or condition selected from hematological cancer, lung carcinomas, breast carcinomas, colon carcinomas, midline carcinomas, mesenchymal, hepatic, renal, neurological tumors, adrenal cancer, acinic cell carcinoma, acoustic neuroma, acral lentiginous melanoma, acrospiroma, acute eosinophilic leukemia, acute erythroid leukemia, acute lymphoblastic leukemia, acute megakaryoblastic leukemia, acute monocytic leukemia, acute promyelocytic leukemia, adenocarcinoma, adenoid cystic carcinoma, adenoma, adenomatoid odontogenic tumor, adenosquamous carcinoma, adipose tissue neoplasm, adrenocortical carcinoma, adult T-cell leukemia/lymphoma, aggressive NK-cell leukemia, AIDS-related lymphoma, alveolar rhabdomyosarcoma, alveolar soft part sarcoma, ameloblastic fibroma, anaplastic large cell lymphoma, anaplastic thyroid cancer, angioimmunoblastic T-cell lymphoma, angiomyolipoma, angiosarcoma, astrocytoma, atypical teratoid rhabdoid tumor, B-cell chronic lymphocytic leukemia, B-cell prolymphocytic leukemia, B-cell lymphoma, basal cell carcinoma, biliary tract cancer, bladder cancer, blastoma, bone cancer, Brenner tumor, Brown tumor, Burkitt's lymphoma, breast cancer, brain cancer, carcinoma, carcinoma in situ, carcinosarcoma, cartilage tumor, cementoma, myeloid

sarcoma, chondroma, chordoma, choriocarcinoma, choroid plexus papilloma, clear-cell sarcoma of the kidney, craniopharyngioma, cutaneous T-cell lymphoma, cervical cancer, colorectal cancer, Degos disease, desmoplastic small round cell tumor, diffuse large B-cell lymphoma, dysembryoplastic neuroepithelial tumor, dysgerminoma, embryonal carcinoma, endocrine gland neoplasm, endodermal sinus tumor, enteropathy-associated T-cell lymphoma, esophageal cancer, fetus in fetu, fibroma, fibrosarcoma, follicular lymphoma, follicular thyroid cancer, ganglioneuroma, gastrointestinal cancer, germ cell tumor, gestational choriocarcinoma, giant cell fibroblastoma, giant cell tumor of the bone, glial tumor, glioblastoma multiforme, glioma, gliomatosis cerebri, glucagonoma, gonadoblastoma, granulosa cell tumor, gynandroblastoma, gallbladder cancer, gastric cancer, hairy cell leukemia, hemangioblastoma, head and neck cancer, hemangiopericytoma, hematological malignancy, hepatoblastoma, hepatosplenic T-cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, invasive lobular carcinoma, intestinal cancer, kidney cancer, laryngeal cancer, lentigo maligna, lethal midline carcinoma, leukemia, leydig cell tumor, liposarcoma, lung cancer, lymphangioma, lymphangiosarcoma, lymphoepithelioma, lymphoma, acute lymphocytic leukemia, acute myelogenous leukemia, chronic lymphocytic leukemia, liver cancer, small cell lung cancer, non-small cell lung cancer, MALT lymphoma, malignant fibrous histiocytoma, malignant peripheral nerve sheath tumor, malignant triton tumor, mantle cell lymphoma, marginal zone B-cell lymphoma, mast cell leukemia, mediastinal germ cell tumor, medullary carcinoma of the breast, medullary thyroid cancer, medulloblastoma, melanoma, meningioma, merkel cell cancer, mesothelioma, metastatic urothelial carcinoma, mixed Mullerian tumor, mucinous tumor, multiple myeloma, muscle tissue neoplasm, mycosis fungoides, myxoid liposarcoma, myxoma, myxosarcoma, nasopharyngeal carcinoma, neurinoma, neuroblastoma, neurofibroma, neuroma, nodular melanoma, ocular cancer, oligoastrocytoma, oligodendroglioma, oncocytoma, optic nerve sheath meningioma, optic nerve tumor, oral cancer, osteosarcoma, ovarian cancer, Pancoast tumor, papillary thyroid cancer, paraganglioma, pinealoblastoma, pineocytoma, pituicytoma, pituitary adenoma, pituitary tumor, plasmacytoma, polyembryoma, precursor T-lymphoblastic lymphoma, primary central nervous system lymphoma, primary effusion lymphoma, primary peritoneal cancer, prostate cancer, pancreatic cancer, pharyngeal cancer, pseudomyxoma peritonei, renal cell carcinoma, renal medullary carcinoma, retinoblastoma, rhabdomyoma, rhabdomyosarcoma, Richter's transformation, rectal cancer, sarcoma, Schwannomatosis, seminoma, Sertoli cell tumor, sex cord-gonadal stromal tumor, signet ring cell carcinoma, skin cancer, small blue round cell tumors, small cell carcinoma, soft tissue sarcoma, somatostatinoma, soot wart, spinal tumor, splenic marginal zone lymphoma, squamous cell carcinoma, synovial sarcoma, Sezary's disease, small intestine cancer, squamous carcinoma, stomach cancer, T-cell lymphoma, testicular cancer,

thecoma, thyroid cancer, transitional cell carcinoma, throat cancer, urachal cancer, urogenital cancer, urothelial carcinoma, uveal melanoma, uterine cancer, verrucous carcinoma, visual pathway glioma, vulvar cancer, vaginal cancer, Waldenstrom's macroglobulinemia, Warthin's tumor, and Wilms' tumor.

18. Use of a compound of a compound any of claims **1-12**, or a composition of claim **13** or **14** in the manufacture of a medicament for the treatment of rheumatoid arthritis, osteoarthritis, acute gout, psoriasis, systemic lupus erythematosus, multiple sclerosis, inflammatory bowel disease (Crohn's disease and Ulcerative colitis), asthma, chronic obstructive airways disease, pneumonitis, myocarditis, pericarditis, myositis, eczema, dermatitis, alopecia, vitiligo, bullous skin diseases, nephritis, vasculitis, atherosclerosis, Alzheimer's disease, depression, retinitis, uveitis, scleritis, hepatitis, pancreatitis, primary biliary cirrhosis, sclerosing cholangitis, Addison's disease, hypophysitis, thyroiditis, type I diabetes, or acute rejection of transplanted organs.