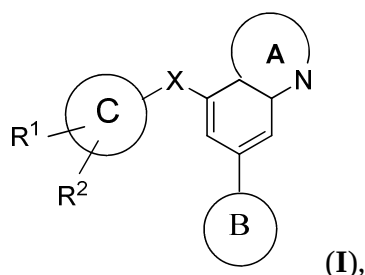


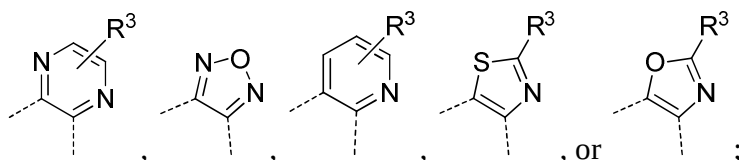
CLAIMS

1. A compound having the formula:

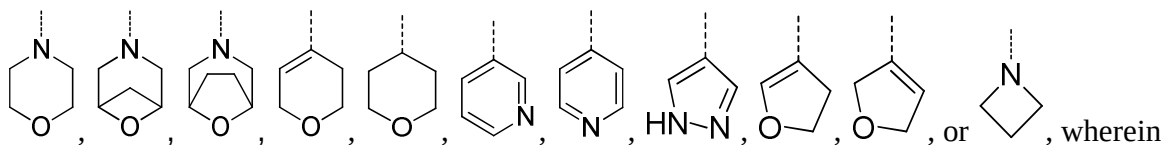


or a pharmaceutically acceptable salt thereof, wherein

Ring A is



Ring B is



Ring B is optionally substituted with up to 4 fluorine atoms, up to two OH or up to two C₁₋₄alkyl which is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC₁₋₂alkyl groups;

Ring C is a cyclohexane or a cyclobutane ring;

X is -NH-, -O-, or -OC₁₋₄alkyl-;

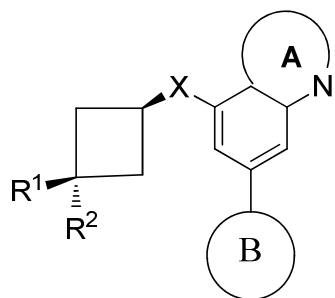
each of R¹ and R² is, independently, hydrogen, -C(O)NHR⁴, -C(O)OR⁴, -NHC(O)R⁴, -NHC(O)OR⁴, -NHC(O)NHR⁴, -NHS(O)₂R⁴, -C₀₋₄alkyl-NHR⁴, or -OR⁴, wherein R¹ and R² cannot simultaneously be hydrogen, and wherein R¹ and R² and the intervening carbon atom can form a dioxane or dioxolane ring;

R³ is hydrogen, -C₁₋₄alkyl, fluoro, chloro, -OC₁₋₂alkyl, -C(O)H, -C(O)OH, -C(O)OC₁₋₂alkyl, -CN, -C(O)NHC₁₋₂alkyl, or -C(O)NH₂, wherein each of said R³ alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC₁₋₂alkyl groups;

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuroypyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl; up to three CN; NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}$ alkyl) $_2$, $C(O)NH(C_{0-4}$ alkyl- C_{3-5} cycloalkyl), CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl-NHC(O) R^5 , C_{0-4} alkyl-N(R^5) $_2$, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, or tetrazole; or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

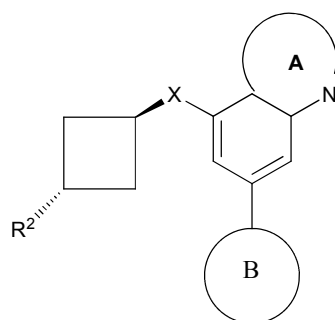
2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein Ring C is cyclobutane.

3. The compound of claim 2, having the following formula:



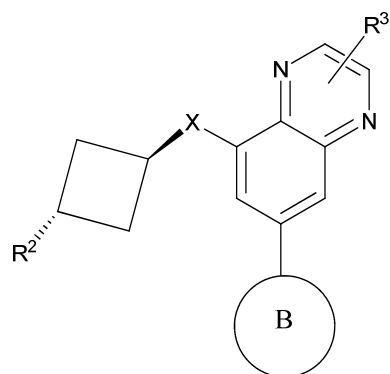
(II), or a pharmaceutically acceptable salt thereof.

4. The compound of claim 3, having the following formula:



(II-A), or a pharmaceutically acceptable salt thereof.

5. The compound of claim 4, having the following formula:

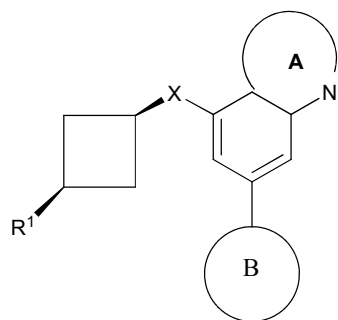


(II-A-1), or a pharmaceutically acceptable salt

thereof.

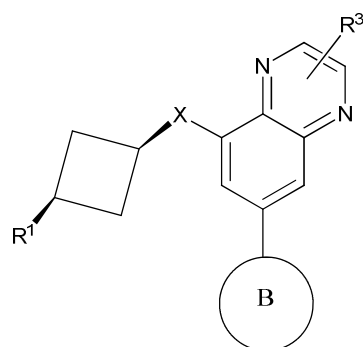
6. The compound of claim 4 or 5, or a pharmaceutically acceptable salt thereof, wherein R² is -C₀₋₄ alkyl-NHR⁴.

7. The compound of claim 3, having the following formula:



(II-B), or a pharmaceutically acceptable salt thereof.

8. The compound of claim 7, having the following formula:



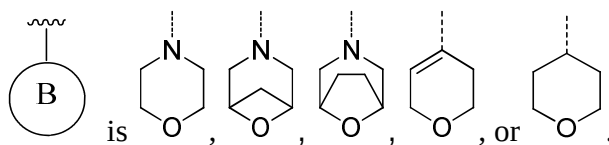
(II-B-1), or a pharmaceutically acceptable salt

thereof.

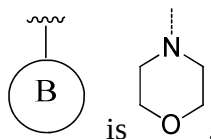
9. The compound of claim 7 or 8, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-C_{0-4}$ alkyl-NHR⁴.

10. The compound of any one of claims 2-9, or a pharmaceutically acceptable salt thereof, wherein X is $-O-$ or $-OC_{1-4}$ alkyl-.

11. The compound of any one of claims 2-10, or a pharmaceutically acceptable salt thereof, wherein



12. The compound of claim 11, or a pharmaceutically acceptable salt thereof, wherein



13. The compound of any one of claims 2-12, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen.

14. The compound of any one of claims 2-13, or a pharmaceutically acceptable salt thereof, wherein

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, or phenyl, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl; up to three CN; NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl- $C(O)NH_2$, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4} \text{ alkyl})_2$, $C(O)NH(C_{0-4} \text{ alkyl-}C_{3-5} \text{ cycloalkyl})$, CH_2OR^5 , C_{0-4} alkyl- $C(O)R^5$, C_{0-4} alkyl- $C(O)N(R^5)_2$, C_{0-4} alkyl- $C(O)OR^5$, C_{0-4} alkyl- $NHC(O)R^5$, C_{0-4} alkyl- $N(R^5)_2$, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

15. The compound of any one of claims 2-13, or a pharmaceutically acceptable salt thereof, wherein

R⁴ is a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, wherein each of said R⁴ groups is optionally substituted with up to four Br, Cl, F, or C₁₋₄alkyl; up to three CN; NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄alkyl-C₃₋₅ cycloalkyl, C₀₋₄alkyl-O-C₁₋₄alkyl, C₀₋₄alkyl-O-C₀₋₄alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄alkyl, C(O)OC₀₋₄alkyl-C₃₋₅ cycloalkyl, C₀₋₄alkyl-C(O)NH₂, C(O)NHC₁₋₄alkyl, C(O)N(C₁₋₄alkyl)₂, C(O)NH(C₀₋₄alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄alkyl-C(O)R⁵, C₀₋₄alkyl-C(O)N(R⁵)₂, C₀₋₄alkyl-C(O)OR⁵, C₀₋₄alkyl-NHC(O)R⁵, C₀₋₄alkyl-N(R⁵)₂, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄alkyl, a C(O)OC₁₋₄alkyl, or a C(O)OC₀₋₄alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

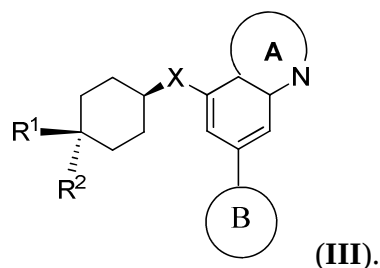
16. The compound of any one of claims 2-13, or a pharmaceutically acceptable salt thereof, wherein

R⁴ is a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuroypyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R⁴ groups is optionally substituted with up to four Br, Cl, F, or C₁₋₄alkyl; up to three CN; NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄alkyl-C₃₋₅ cycloalkyl, C₀₋₄alkyl-O-C₁₋₄alkyl, C₀₋₄alkyl-O-C₀₋₄

alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclcyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

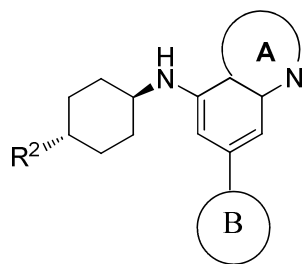
17. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein Ring C is cyclohexane.

18. The compound of claim 17, or a pharmaceutically acceptable salt thereof, having the following formula:



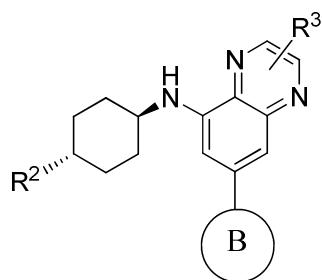
19. The compound of claim 17 or 18, or a pharmaceutically acceptable salt thereof, wherein X is -NH-.

20. The compound of any one of claims 17-19, having the following formula:

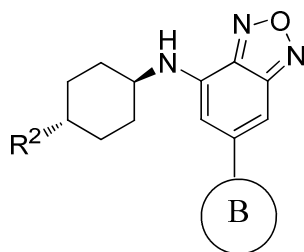


(III-A), or a pharmaceutically acceptable salt thereof.

21. The compound of claim 20, having the following formula:



(III-A-1) or



(III-A-2), or a pharmaceutically

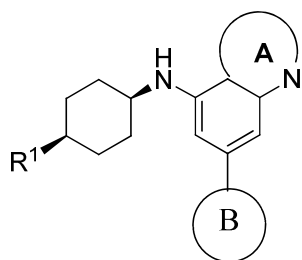
acceptable salt thereof.

22. The compound of claim 20 or 21, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-C_{0-4}$ alkyl- NHR^4 or $-OR^4$.

23. The compound of claim 22, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-NHR^4$.

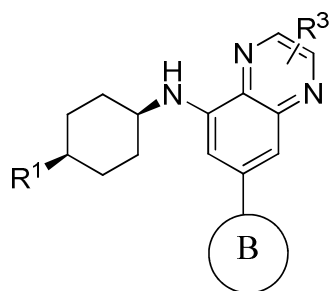
24. The compound of claim 22, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-OR^4$.

25. The compound of claim 17-19, having the following formula:

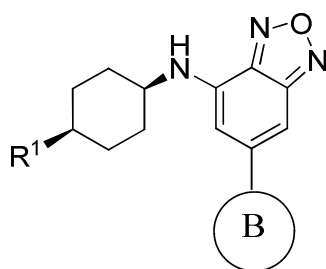


(III-B), or a pharmaceutically acceptable salt thereof.

26. The compound of claim 25 having the following formula:



(III-B-1) or



(III-B-2), or a

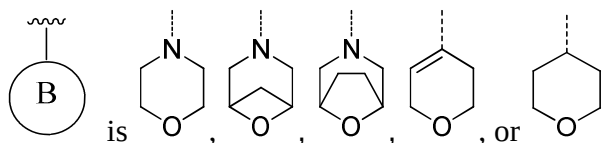
pharmaceutically acceptable salt thereof.

27. The compound of claim 25 or 26, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-C_{0-4}$ alkyl- NHR^4 or $-OR^4$.

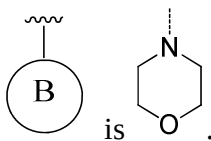
28. The compound of claim 27, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-NHR^4$.

29. The compound of claim 27, or a pharmaceutically acceptable salt thereof, wherein R^1 is $-OR^4$.

30. The compound of any one of claims 17-29, or a pharmaceutically acceptable salt thereof, wherein

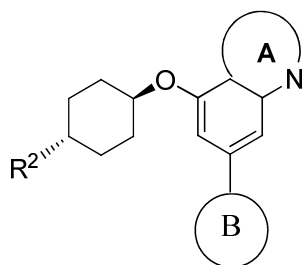


31. The compound of claim 30, or a pharmaceutically acceptable salt thereof, wherein



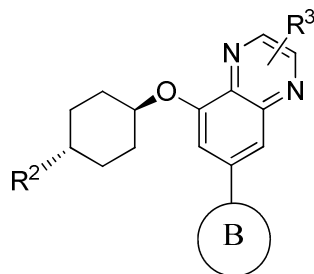
32. The compound of claim 17 or 18, or a pharmaceutically acceptable salt thereof, wherein X is -O-.

33. The compound of claim 17, 18 or 32, having the following formula:

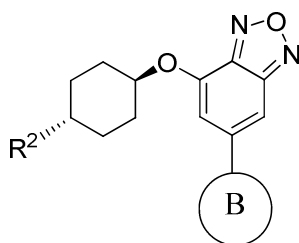


(III-C), or a pharmaceutically acceptable salt thereof.

34. The compound of claim 33, having the following formula:



(III-C-1) or



(III-C-2), or a pharmaceutically

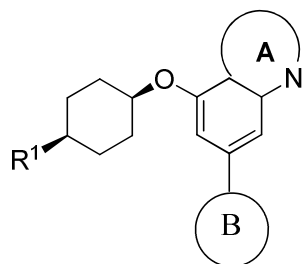
acceptable salt thereof.

35. The compound of claim 33 or 34, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-C_{0-4}$ alkyl- NHR^4 or $-OR^4$.

36. The compound of claim 35, or a pharmaceutically acceptable salt thereof, wherein R^2 is $-NHR^4$.

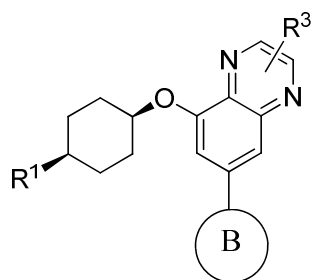
37. The compound of claim 35, or a pharmaceutically acceptable salt thereof, wherein R^2 is -OR⁴.

38. The compound of claim 17, 18 or 32, having the following formula:

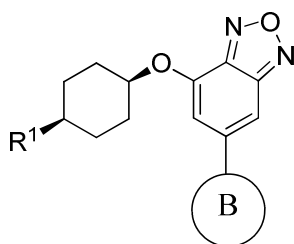


(III-D), or a pharmaceutically acceptable salt thereof.

39. The compound according to claim 38 having the following formula:



(III-D-1) or



(III-D-2), or a pharmaceutically

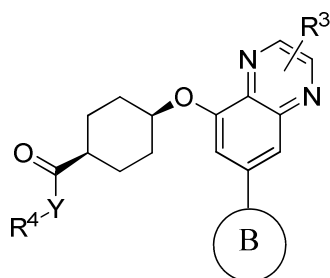
acceptable salt thereof.

40. The compound of claim 38 or 39, or a pharmaceutically acceptable salt thereof, wherein R^1 is -C₀₋₄ alkyl-NHR⁴ or -OR⁴.

41. The compound of claim 40, or a pharmaceutically acceptable salt thereof, wherein R^1 is -NHR⁴.

42. The compound of claim 40, or a pharmaceutically acceptable salt thereof, wherein R^1 is -OR⁴.

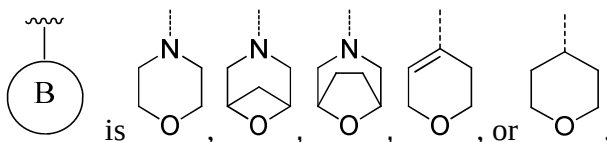
43. The compound of claim 38 or 39 having the following formula:



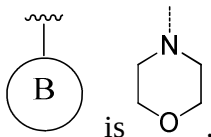
(III-D-3), or a pharmaceutically acceptable salt thereof, wherein

Y is -O- or -NH-.

44. The compound of any one of claims 32-43, or a pharmaceutically acceptable salt thereof, wherein



45. The compound of claim 44, or a pharmaceutically acceptable salt thereof, wherein



46. The compound of any one of claims 17-45, or a pharmaceutically acceptable salt thereof, wherein R³ is hydrogen, C₁₋₄alkyl, OC₁₋₂alkyl, C(O)NH₂, or C(O)H, wherein each of said R³ alkyl is optionally substituted with OH.

47. The compound of claim 46, or a pharmaceutically acceptable salt thereof, wherein R³ is hydrogen.

48. The compound of any one of claims 17-47, or a pharmaceutically acceptable salt thereof, wherein

R⁴ is hydrogen, C₁₋₄alkyl, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₅cycloalkyl, or phenyl, wherein each of said R⁴ groups is optionally substituted with up to four Br, Cl, F, or C₁₋₄alkyl; up to three

CN; NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

49. The compound of any one of claims 17-47, or a pharmaceutically acceptable salt thereof, wherein

R⁴ is a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, wherein each of said R⁴ groups is optionally substituted with up to four Br, Cl, F, or C₁₋₄alkyl; up to three CN; NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine

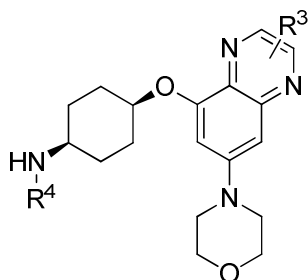
atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

50. The compound of claim 49, or a pharmaceutically acceptable salt thereof, wherein R⁴ is pyridine or pyrimidine, which is optionally substituted with up to four Br, Cl, F, or C₁₋₄alkyl; up to three CN; NO₂, C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), CH₂OR⁵, C₀₋₄ alkyl-C(O)R⁵, C₀₋₄ alkyl-C(O)N(R⁵)₂, C₀₋₄ alkyl-C(O)OR⁵, C₀₋₄ alkyl-NHC(O)R⁵, C₀₋₄ alkyl-N(R⁵)₂, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, tetrazole, or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to four fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, up to two SC₁₋₄alkyl groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

51. The compound of any one of claims 17-47, or a pharmaceutically acceptable salt thereof, wherein

R^4 is a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with up to four Br, Cl, F, or C_{1-4} alkyl; up to three CN; NO_2 , C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, C_{0-4} alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-O- C_{1-4} alkyl, C_{0-4} alkyl-O- C_{0-4} alkyl- C_{3-5} cycloalkyl, $C(O)OC_{1-4}$ alkyl, $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl, C_{0-4} alkyl-C(O)NH₂, $C(O)NHC_{1-4}$ alkyl, $C(O)N(C_{1-4}alkyl)_2$, $C(O)NH(C_{0-4}alkyl-C_{3-5}cycloalkyl)$, CH_2OR^5 , $C_{0-4}alkyl-C(O)R^5$, $C_{0-4}alkyl-C(O)N(R^5)_2$, $C_{0-4}alkyl-C(O)OR^5$, $C_{0-4}alkyl-NHC(O)R^5$, $C_{0-4}alkyl-N(R^5)_2$, oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, pyrrolidine, piperazine, furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, oxadiazole, tetrazole, or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, up to two SC_{1-4} alkyl groups, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, spirooxetane, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

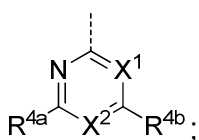
52. The compound of claim 32 having the formula:



(IV), or a pharmaceutically acceptable salt thereof, wherein

R³ is hydrogen, -C₁₋₄alkyl, fluoro, chloro, -OC₁₋₂alkyl, -C(O)NH₂, C(O)H, or -CN, wherein each of said R³ alkyl is optionally substituted with OH or up to 3 fluorine atoms;

R⁴ is



X¹ is N, CH, CF, CCl, or CC₁₋₂ alkyl optionally substituted with up to 3 fluorine atoms;

X² is N or CR^{4c}, wherein X¹ and X² cannot simultaneously be N;

each of R^{4a}, R^{4b}, and R^{4c} is, independently, hydrogen, F, Cl, Br, CN, NO₂, C₁₋₄ alkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)NH₂,

C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, and piperazine, or a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, and tetrazole, or R^{4c}, R^{4a}, and the intervening atoms form a dihydrofuran, a dihydropyran, or a tetrahydropiperidine heterocyclic ring system;

wherein each of said R^{4a}, R^{4b}, and R^{4c} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a

C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and

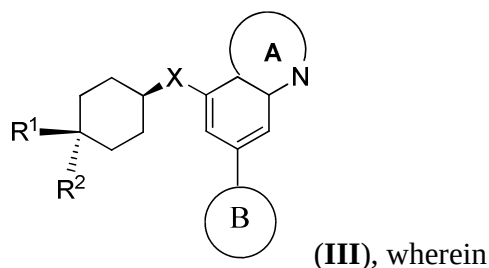
wherein each of said R^{4a}, R^{4b}, and R^{4c} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

53. The compound of claim 52, or a pharmaceutically acceptable salt thereof, wherein R³ is hydrogen, -C₁₋₄alkyl, -OC₁₋₂alkyl, or -C(O)NH₂, or -C(O)H, wherein each of said R³ alkyl is optionally substituted with OH.
54. The compound of claim 52 or 53, or a pharmaceutically acceptable salt thereof, wherein R³ is hydrogen.
55. The compound of any one of claims 52-54, or a pharmaceutically acceptable salt thereof, wherein each of X¹ and X² is, independently, CH or N, wherein X¹ and X² cannot simultaneously be N.
56. The compound of any one of claims 52-55, or a pharmaceutically acceptable salt thereof, wherein each of R^{4a} and R^{4b} is, independently, a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran, tetrahydropyran, morpholine, piperidine, and piperazine,
wherein each of said R^{4a} and R^{4b} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and
wherein each of said R^{4a} and R^{4b} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.
57. The compound of any one of claims 52-55, or a pharmaceutically acceptable salt thereof, wherein each of R^{4a} and R^{4b} is, independently, a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, and tetrazole,
wherein each of said R^{4a} and R^{4b} heterocyclic or heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and
wherein each of said R^{4a} and R^{4b} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

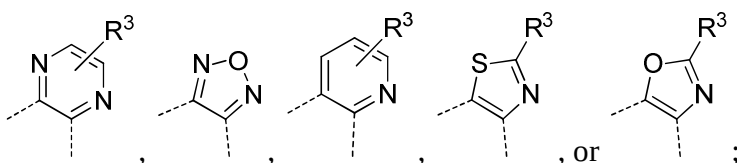
58. The compound of any one of claims 52-55, or a pharmaceutically acceptable salt thereof, wherein each of R^{4a} and R^{4b} is, independently, hydrogen, F, Cl, Br, CN, NO₂, C₁₋₄ alkyl, C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₀₋₄ alkyl-O-C₁₋₄ alkyl, C₀₋₄ alkyl-O-C₀₋₄ alkyl-C₃₋₅ cycloalkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C(O)OC₁₋₄ alkyl, C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl, C(O)NH₂, C(O)NHC₁₋₄ alkyl, C(O)N(C₁₋₄ alkyl)₂, or C(O)NH(C₀₋₄ alkyl-C₃₋₅ cycloalkyl), wherein each of said R^{4a} and R^{4b} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C₁₋₄ alkyl, up to two OH groups, a C(O)C₁₋₄ alkyl, a C(O)OC₁₋₄ alkyl, or a C(O)OC₀₋₄ alkyl-C₃₋₅ cycloalkyl; and wherein each of said R^{4a} and R^{4b} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.
59. A compound selected from the list of compounds in Table 1, or a pharmaceutically acceptable salt thereof.
60. A compound selected from the list of compounds in Table 2, or a pharmaceutically acceptable salt thereof.
61. A pharmaceutical composition comprising a compound of any one of claims 1-60 or 65-85, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.
62. A compound of any one of claims 1-60 or 65-85, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition comprising said compound or a pharmaceutically acceptable salt thereof, for use in the sensitization of a cell to a therapeutic agent that induces a DNA lesion.
63. A compound of any one of claims 1-60 or 65-85, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition comprising said compound or pharmaceutically acceptable salt thereof, for use in the potentiation of a therapeutic regimen for the treatment of cancer in a patient.

64. A compound of any one of claims 1-60 or 65-85, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition comprising said compound or pharmaceutically acceptable salt thereof, in combination with one or more additional chemotherapeutic agents for use in the treatment of cancer or inhibiting cancer cell growth in a patient.

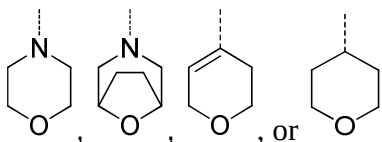
65. A compound having the formula:



Ring A is



Ring B is



wherein Ring B is optionally substituted with up to 4 fluorine atoms or up to two C_{1-4} alkyl optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

X is -NH- or -O-;

each of R^1 and R^2 is, independently, hydrogen, $-C(O)NHR^4$, $-C(O)OR^4$, $-NHC(O)R^4$, $-NHC(O)OR^4$, $-NHC(O)NHR^4$, $-NHS(O)_2R^4$, $-NHR^4$, or $-OR^4$, wherein R^1 and R^2 cannot simultaneously be hydrogen, and wherein R^1 and R^2 and the intervening carbon atom can form a dioxane or dioxolane ring;

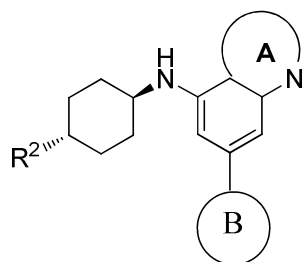
R^3 is hydrogen, $-C_{1-4}$ alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)OH$, $-C(O)OC_{1-2}$ alkyl, $-CN$, $-C(O)NHC_{1-2}$ alkyl, or $-C(O)NH_2$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole,

thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R⁴ groups is optionally substituted with Br, Cl; up to three fluorine atoms, up to three C₁₋₄alkyl; C₂₋₄alkenyl, C₂₋₄alkynyl, C₃₋₆cycloalkyl, an oxetane ring, a tetrahydrofuran ring, a dihydropyran ring, a tetrahydropyran ring, a pyrrolidine ring, a pyrazole ring, a triazole ring, a tetrazole ring, an oxadiazole ring, CN, CH₂OR⁵, C(O)R⁵, C(O)N(R⁵)₂, C(O)OR⁵, NO₂, NHC(O)R⁵, N(R⁵)₂; or up to two OR⁵, wherein each of said optional R⁴ substituents is optionally substituted with up to 3 fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, or up to two SC₁₋₄alkyl groups; and each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, spirooxetane, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

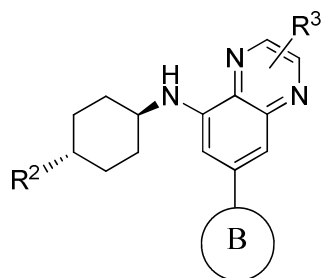
66. The compound of claim 65, or a pharmaceutically acceptable salt thereof, wherein X is NH.

67. The compound of claim 66, having the following formula:

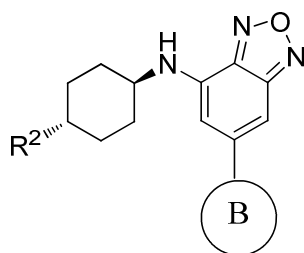


(III-A), or a pharmaceutically acceptable salt thereof.

68. The compound of claim 67, having the following formula:



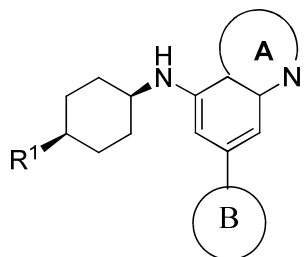
(III-A-1) or



(III-A-2), or a pharmaceutically

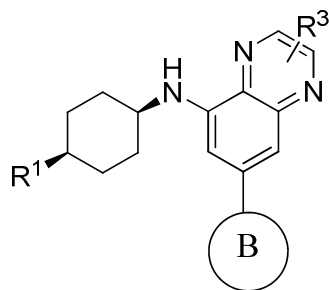
acceptable salt thereof, wherein R^2 is NHR^4 .

69. The compound of claim 66, having the following formula:

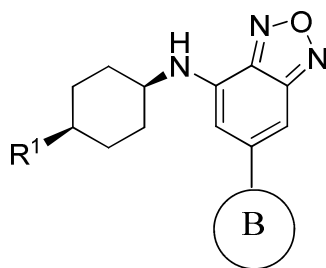


(III-B), or a pharmaceutically acceptable salt thereof.

70. The compound of claim 69 having the following formula:



(III-B-1) or



(III-B-2), or a

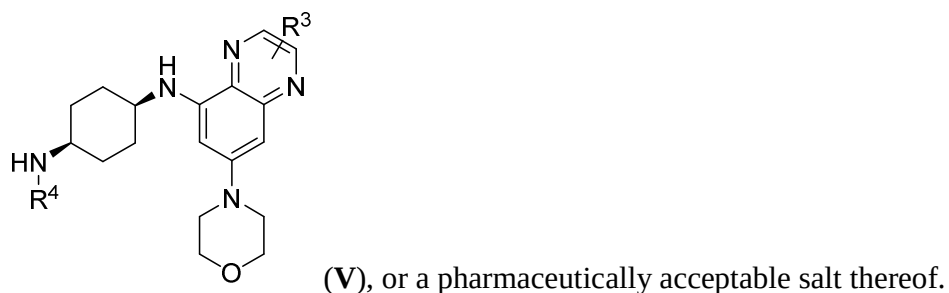
pharmaceutically acceptable salt thereof, wherein R^1 is NHR^4 .

71. The compound of claim 70, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen, C_{1-4} alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)OH$, $-C(O)OC_{1-2}$ alkyl, $-CN$, $-C(O)NHC_{1-2}$ alkyl, or $-C(O)NH_2$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a 5-10-membered monocyclic or bicyclic heteroaryl ring selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a 4-10-membered monocyclic or bicyclic heterocyclyl ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuroypyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with Br, Cl; up to three fluorine atoms, up to three C_{1-4} alkyl; C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, an oxetane ring, a tetrahydrofuran ring, a dihydropyran ring, a tetrahydropyran ring, a pyrrolidine ring, a pyrazole ring, a triazole ring, a tetrazole ring, an oxadiazole ring, CN, CH_2OR^5 , $C(O)R^5$, $C(O)N(R^5)_2$, $C(O)OR^5$, NO_2 , $NHC(O)R^5$, $N(R^5)_2$; or up to two OR^5 , wherein each of said optional R^4 substituents is optionally substituted with up to 3 fluorine atoms, up to two C_{1-4} alkyl groups, up to two OH groups, up to two OC_{1-4} alkyl groups, or up to two SC_{1-4} alkyl groups; and

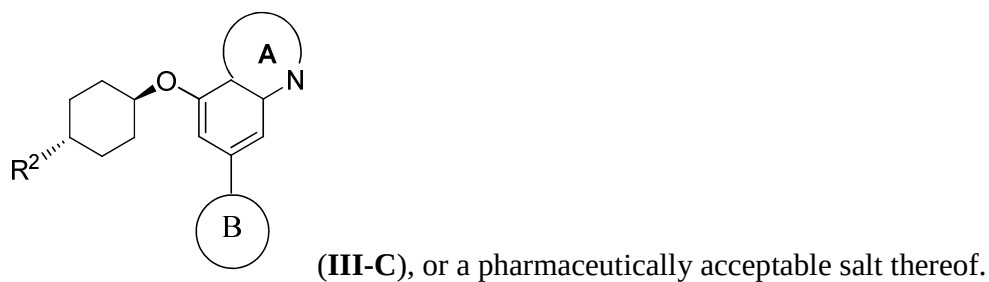
each R^5 is, independently, hydrogen, C_{1-4} alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R^5 group is optionally substituted with chloro, up to three fluorine atoms, up to two C_{1-2} alkyl, CH_2OH , CN, up to two OH, up to two OC_{1-2} alkyl, pyrrolidine, or triazole, or two R^5 groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

72. The compound of claim 70 or 71, having the formula:

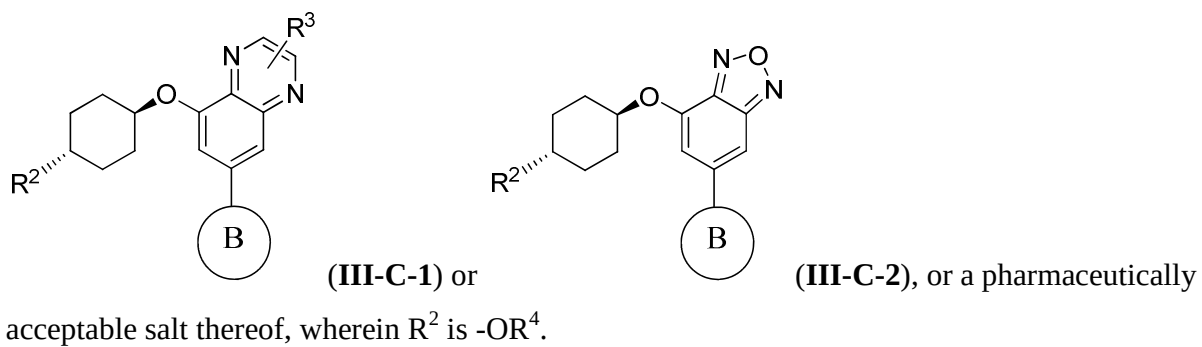


73. The compound of claim 65, or a pharmaceutically acceptable salt thereof, wherein X is O.

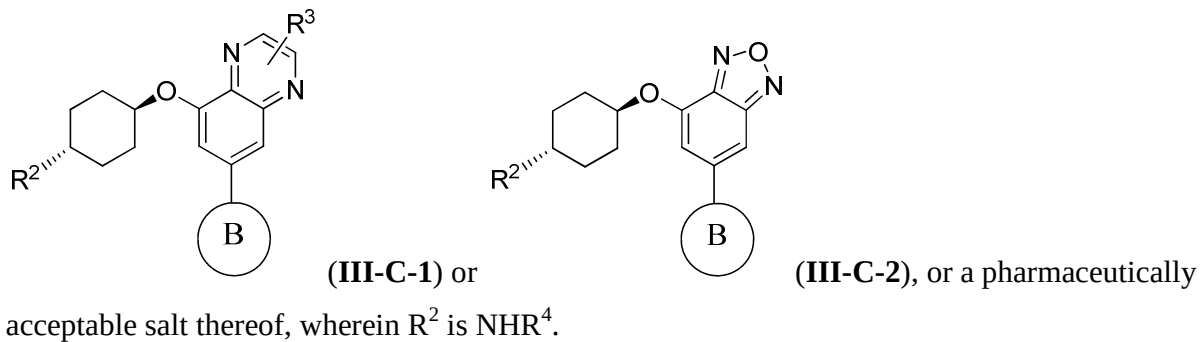
74. The compound of claim 73, having the following formula:



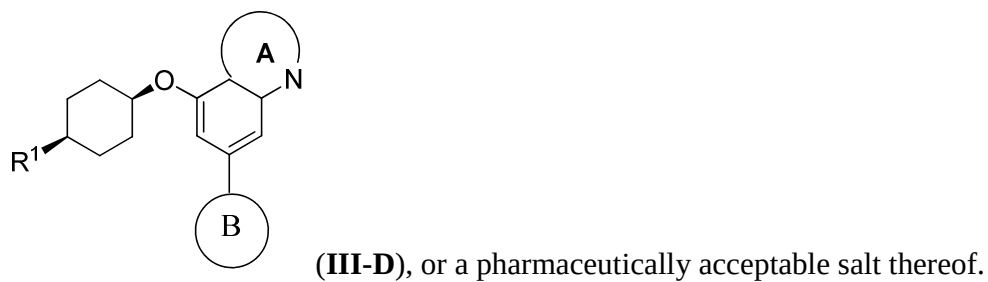
75. The compound of claim 74, having the following formula:



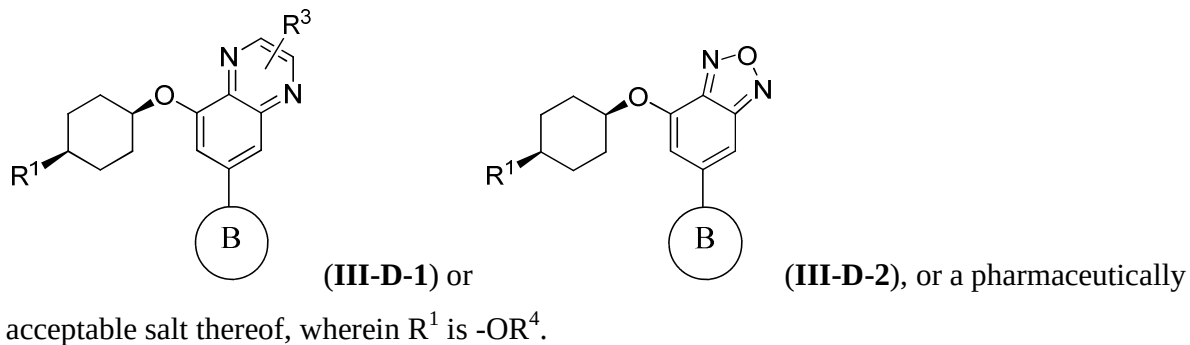
76. The compound of claim 74, having the following formula:



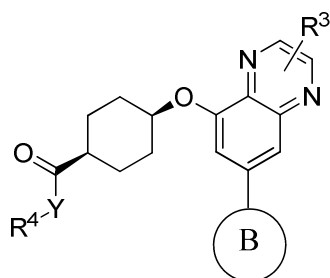
77. The compound of claim 73, having the following formula:



78. The compound of claim 77, having the following formula:



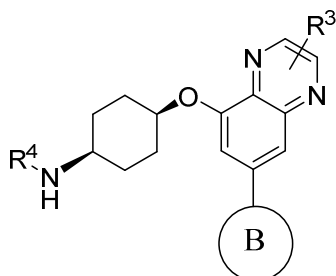
79. The compound of claim 77, having the following formula:



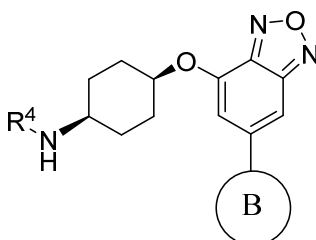
(III-D-3), or a pharmaceutically acceptable salt thereof, wherein

Y is -O- or -NH-.

80. The compound of claim 77 having the following formula:



(III-D-4) or



(III-D-5), or a

pharmaceutically acceptable salt thereof.

81. The compound of claim 80, or a pharmaceutically acceptable salt thereof, wherein

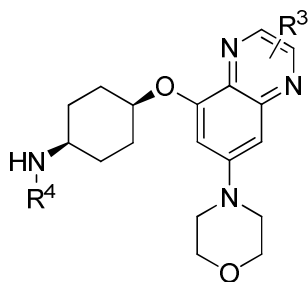
R^3 is hydrogen, C_{1-4} alkyl, fluoro, chloro, $-OC_{1-2}$ alkyl, $-C(O)OH$, $-C(O)OC_{1-2}$ alkyl, $-CN$, $-C(O)NHC_{1-2}$ alkyl, or $-C(O)NH_2$, wherein each of said R^3 alkyl is optionally substituted with up to 3 fluorine atoms, up to two OH, or up to two OC_{1-2} alkyl groups;

R^4 is hydrogen, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-5} cycloalkyl, phenyl, a heteroaryl ring system selected from pyrrole, imidazole, pyrazole, triazole, thiazole, isothiazole, oxazole, pyridine, pyrimidine, pyrimidinone, pyrazine, pyridazine, and quinoline, or a heterocyclic ring selected from oxetane, tetrahydrofuran, tetrahydropyran, dihydroisoxazole, pyrimidine-2,4(1H,3H)-dione, dihydrofuropyrimidine, dihydropyranopyrimidine, dihydropyrrolopyrimidine, tetrahydropteridine, and tetrahydropyridopyrimidine, wherein each of said R^4 groups is optionally substituted with Br, Cl; up to three fluorine atoms, up to three C_{1-4} alkyl; C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, CN, NO_2 , $C(O)R^5$, $C(O)N(R^5)_2$, $C(O)OR^5$, $NHC(O)R^5$, $N(R^5)_2$; or up to two OR^5 , a heterocyclic ring system selected from oxetane, tetrahydrofuran, dihydropyran, tetrahydropyran, and pyrrolidine, a heteroaromatic

ring system selected from pyrazole, triazole, tetrazole, and oxadiazole, wherein each of said optional R⁴ substituents is optionally substituted with up to 3 fluorine atoms, up to two C₁₋₄alkyl groups, up to two OH groups, up to two OC₁₋₄alkyl groups, or up to two SC₁₋₄alkyl groups; and

each R⁵ is, independently, hydrogen, C₁₋₄alkyl, a 5-6-membered heteroaryl selected from imidazole, triazole, thiazole, pyridine, and pyrimidine, a 4-6-membered heterocyclyl selected from oxetane, tetrahydrofuran, and tetrahydropyran, and each R⁵ group is optionally substituted with chloro, up to three fluorine atoms, up to two C₁₋₂alkyl, CH₂OH, CN, up to two OH, up to two OC₁₋₂alkyl, pyrrolidine, or triazole, or two R⁵ groups together with the intervening nitrogen atom form a morpholine ring, azetidine ring, pyrrolidine ring, piperidine ring, or piperazine ring.

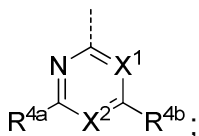
82. A compound having the formula:



(IV), or a pharmaceutically acceptable salt thereof, wherein

R³ is hydrogen, -C₁₋₄alkyl, fluoro, chloro, -OC₁₋₂alkyl, or -CN, wherein each of said R³ alkyl is optionally substituted with up to 3 fluorine atoms;

R⁴ is



X¹ is N, CH, CF, CCl, or CC₁₋₂alkyl optionally substituted with up to 3 fluorine atoms;

X² is N or CR^{4c};

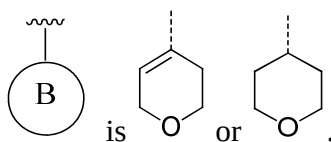
each of R^{4a}, R^{4b}, and R^{4c} is, independently, hydrogen, F, Cl, Br, CN, NO₂, C₁₋₄alkyl, C₀₋₄alkyl-C₃₋₅cycloalkyl, C₀₋₄alkyl-O-C₁₋₄alkyl, C₀₋₄alkyl-O-C₀₋₄alkyl-C₃₋₅cycloalkyl, C₂₋₄alkenyl, C₂₋₄alkynyl, C(O)OC₁₋₄alkyl, C(O)OC₀₋₄alkyl-C₃₋₅cycloalkyl, C(O)NH₂, C(O)NHC₁₋₄alkyl, C(O)N(C₁₋₄alkyl)₂, C(O)NH(C₀₋₄alkyl-C₃₋₅cycloalkyl), a heterocyclic ring system selected from oxetane, azetidine, tetrahydrofuran, dihydropyran,

tetrahydropyran, morpholine, piperidine, and piperazine, or a heteroaryl ring system selected from furan, oxazole, oxadiazole, pyrrole, pyrazole, triazole, and tetrazole, or R^{4c} , R^{4a} , and the intervening atoms form a dihydrofuran, a dihydropyran, or a tetrahydropiperidine heterocyclic ring system;

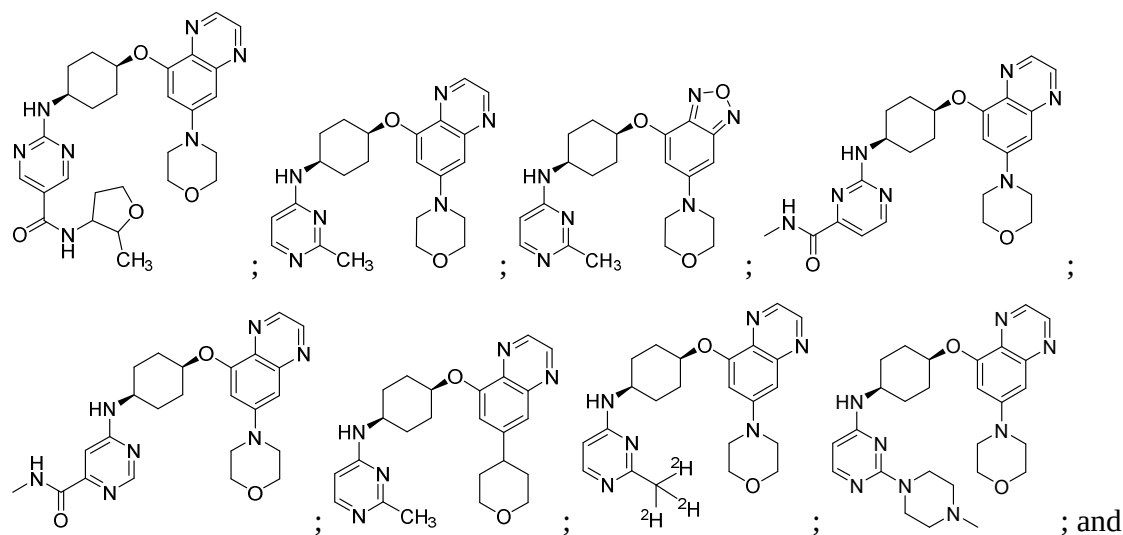
wherein each of said R^{4a} , R^{4b} , and R^{4c} heterocyclic and heteroaryl ring systems is optionally substituted with up to four fluorine atoms, up to two C_{1-4} alkyl, a $C(O)C_{1-4}$ alkyl, a $C(O)OC_{1-4}$ alkyl, or a $C(O)OC_{0-4}$ alkyl- C_{3-5} cycloalkyl; and

wherein each of said R^{4a} , R^{4b} , and R^{4c} alkyl and cycloalkyl is optionally substituted with up to 2 non-geminal OH groups or up to 3 fluorine atoms.

83. The compound of any one of claims 65-71 and 73-81, or a pharmaceutically acceptable salt thereof, wherein

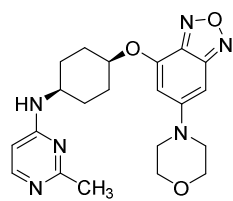


84. A compound selected from the group consisting of



pharmaceutically acceptable salts thereof.

85. A compound, wherein the compound is



, or a pharmaceutically acceptable salt thereof.