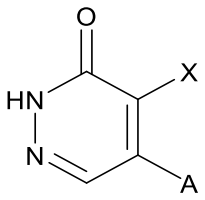
What is claimed is:

1. A compound of Formula I:

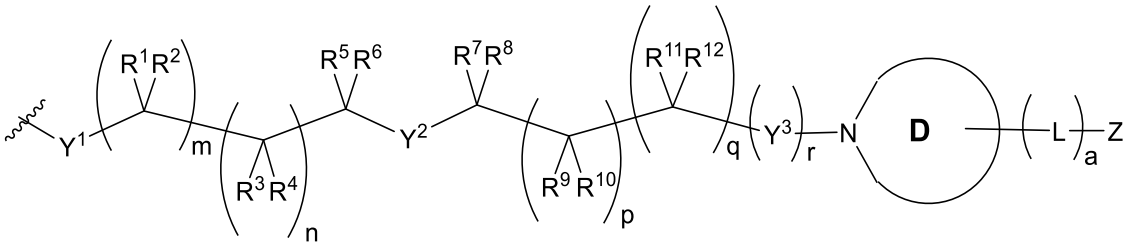


I

or a pharmaceutically acceptable salt thereof, wherein:

X is Cl, Br, CH_3, CF_3, CN, OCH_3, ethyl, cyclopropyl, SCH_3, or isopropyl;

A is a group having the formula (A-1):



(A-1)

Y^1, Y^2, and Y^3 are each independently selected from O, S, NR^Y, C(=O), C(=O)O, $C(=O)NR^Y$, S(=O), $S(=O)_2$, $S(=O)NR^Y$, $S(=O)_2NR^Y$ or $NR^YC(=O)NR^Y$, wherein each R^Y is independently H or C_{1-4} alkyl;

L is C_{1-3} alkylene, O, S, NR^Y, C(=O), C(=O)O, $C(=O)NR^Y$, S(=O), $S(=O)NR^Y$, or $NR^YC(=O)NR^Y$;

Z is H, Cy^Z, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^a, SR^a, $C(O)R^b$, $C(O)NR^cR^d$, $C(O)OR^a$, $OC(O)R^b$, $OC(O)NR^cR^d$, NR^cR^d, $NR^cC(O)R^b$, $NR^cC(O)OR^a$, $NR^cC(O)NR^cR^d$, $C(=NR^e)R^b$, $C(=NR^e)NR^cR^d$, $NR^cC(=NR^e)NR^cR^d$, $NR^cS(O)R^b$, $NR^cS(O)_2R^b$, $NR^cS(O)_2NR^cR^d$, $S(O)R^b$, $S(O)NR^cR^d$, $S(O)_2R^b$, and $S(O)_2NR^cR^d$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl of Z are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from Cy^Z, halo, CN, NO_2, OR^a, SR^a, $C(O)R^b$, $C(O)NR^cR^d$, $C(O)OR^a$, $OC(O)R^b$, $OC(O)NR^cR^d$, $C(=NR^e)NR^cR^d$, $NR^cC(=NR^e)NR^cR^d$, NR^cR^d, $NR^cC(O)R^b$, $NR^cC(O)OR^a$, $NR^cC(O)NR^cR^d$, $NR^cS(O)R^b$, $NR^cS(O)_2R^b$, $NR^cS(O)_2NR^cR^d$, $S(O)R^b$, $S(O)NR^cR^d$, $S(O)_2R^b$, and $S(O)_2NR^cR^d$;

Cy^Z is selected from C_{6-10} aryl, C_{3-7} cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, each optionally substituted by 1, 2, 3, or 4 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a1}, SR^{a1}, $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$,

$C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, $NR^{c1}C(O)OR^{a1}$, $NR^{c1}C(O)NR^{c1}R^{d1}$, $NR^{c1}S(O)R^{b1}$, $NR^{c1}S(O)_2R^{b1}$, $NR^{c1}S(O)_2NR^{c1}R^{d1}$, $S(O)R^{b1}$, $S(O)NR^{c1}R^{d1}$, $S(O)_2R^{b1}$, and $S(O)_2NR^{c1}R^{d1}$, wherein the alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl are optionally substituted with 1, 2, or 3 substituents independently selected from halo, CN, NO_2, OR^{a1}, SR^{a1}, $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$, $C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, $NR^{c1}C(O)OR^{a1}$, $NR^{c1}C(O)NR^{c1}R^{d1}$, $NR^{c1}S(O)R^{b1}$, $NR^{c1}S(O)_2R^{b1}$, $NR^{c1}S(O)_2NR^{c1}R^{d1}$, $S(O)R^{b1}$, $S(O)NR^{c1}R^{d1}$, $S(O)_2R^{b1}$, and $S(O)_2NR^{c1}R^{d1}$;

Ring D is a monocyclic or polycyclic 4-10 membered heterocycloalkyl group optionally substituted with 1, 2, or 3 groups independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a2}, SR^{a2}, $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $C(O)OR^{a2}$, $OC(O)R^{b2}$, $OC(O)NR^{c2}R^{d2}$, $C(=NR^{e2})NR^{c2}R^{d2}$, $NR^{c2}C(=NR^{e2})NR^{c2}R^{d2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, $NR^{c2}C(O)OR^{a2}$, $NR^{c2}C(O)NR^{c2}R^{d2}$, $NR^{c2}S(O)R^{b2}$, $NR^{c2}S(O)_2R^{b2}$, $NR^{c2}S(O)_2NR^{c2}R^{d2}$, $S(O)R^{b2}$, $S(O)NR^{c2}R^{d2}$, $S(O)_2R^{b2}$, and $S(O)_2NR^{c2}R^{d2}$, wherein the C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl are each optionally substituted with 1, 2, or 3 groups independently selected from halo, CN, NO_2, OR^{a2}, SR^{a2}, $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $C(O)OR^{a2}$, $OC(O)R^{b2}$, $OC(O)NR^{c2}R^{d2}$, $C(=NR^{e2})NR^{c2}R^{d2}$, $NR^{c2}C(=NR^{e2})NR^{c2}R^{d2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, $NR^{c2}C(O)OR^{a2}$, $NR^{c2}C(O)NR^{c2}R^{d2}$, $NR^{c2}S(O)R^{b2}$, $NR^{c2}S(O)_2R^{b2}$, $NR^{c2}S(O)_2NR^{c2}R^{d2}$, $S(O)R^{b2}$, $S(O)NR^{c2}R^{d2}$, $S(O)_2R^{b2}$, and $S(O)_2NR^{c2}R^{d2}$;

R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, and R^{12} are each independently selected from H, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-10} aryl, C_{3-7} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl-C_{1-4} alkyl, C_{3-7} cycloalkyl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl, 4-10 membered heterocycloalkyl-C_{1-4} alkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-10} aryl, C_{3-7} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl-C_{1-4} alkyl, C_{3-7} cycloalkyl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl, and 4-10 membered heterocycloalkyl-C_{1-4} alkyl of said R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, and R^{12} are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$,

$C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$;

or R^1 and R^3 together with the carbon atoms to which they are attached form a C_{5-10} cycloalkyl ring or a 5-10 membered heterocycloalkyl ring, each optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$;

or R^3 and R^5 together with the carbon atoms to which they are attached form a C_{5-10} cycloalkyl ring or a 5-10 membered heterocycloalkyl ring, each optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$;

or R^7 and R^9 together with the carbon atoms to which they are attached form a C_{5-10} cycloalkyl ring or a 5-10 membered heterocycloalkyl ring, each optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$;

or R^9 and R^{11} together with the carbon atoms to which they are attached form a C_{5-10} cycloalkyl ring or a 5-10 membered heterocycloalkyl ring, each optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$;

or R^5 and R^7 together with the carbon atoms to which they are attached and together with Y^2 form a 5-10 membered heterocycloalkyl ring optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$,

$OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$;

or R^1 and R^3 together form a double bond between the carbon atoms to which they are attached;

or R^3 and R^5 together form a double bond between the carbon atoms to which they are attached;

or R^7 and R^9 together form a double bond between the carbon atoms to which they are attached;

or R^9 and R^{11} together form a double bond between the carbon atoms to which they are attached;

or R^9, R^{10}, R^{11}, and R^{12} together form a triple bond between the carbon atoms to which they are attached;

each R^a, R^b, R^c, R^d, R^{a1}, R^{b1}, R^{c1}, R^{d1}, R^{a2}, R^{b2}, R^{c2}, R^{d2}, R^{a3}, R^{b3}, R^{c3}, and R^{d3} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{6-10} aryl, C_{3-7} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl-C_{1-4} alkyl, C_{3-7} cycloalkyl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl, and 4-10 membered heterocycloalkyl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{6-10} aryl, C_{3-7} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl-C_{1-4} alkyl, C_{3-7} cycloalkyl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl, and 4-10 membered heterocycloalkyl-C_{1-4} alkyl of said R^a, R^b, R^c, R^d, R^{a1}, R^{b1}, R^{c1}, R^{d1}, R^{a2}, R^{b2}, R^{c2}, R^{d2}, R^{a3}, R^{b3}, R^{c3}, and R^{d3} is optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, CN, OR^{a7}, SR^{a7}, $C(O)R^{b7}$, $C(O)NR^{c7}R^{d7}$, $C(O)OR^{a7}$, $OC(O)R^{b7}$, $OC(O)NR^{c7}R^{d7}$, $NR^{c7}R^{d7}$, $NR^{c7}C(O)R^{b7}$, $NR^{c7}C(O)NR^{c7}R^{d7}$, $NR^{c7}C(O)OR^{a7}$, $C(=NR^{e7})NR^{c7}R^{d7}$, $NR^{c7}C(=NR^{e7})NR^{c3}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{c7}R^{d7}$, $S(O)_2R^{b7}$, $NR^{c7}S(O)_2R^{b7}$, $NR^{c7}S(O)_2NR^{c7}R^{d7}$, and $S(O)_2NR^{c7}R^{d7}$;

or R^c and R^d together with the N atom to which they are attached form a 4-7 membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from CN, halo, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, CN, OR^{a7}, SR^{a7}, $C(O)R^{b7}$, $C(O)NR^{c7}R^{d7}$, $C(O)OR^{a7}$, $OC(O)R^{b7}$, $OC(O)NR^{c7}R^{d7}$, $NR^{c7}R^{d7}$, $NR^{c7}C(O)R^{b7}$, $NR^{c7}C(O)NR^{c7}R^{d7}$, $NR^{c7}C(O)OR^{a7}$, $C(=NR^{e7})NR^{c7}R^{d7}$, $NR^{c7}C(=NR^{e7})NR^{c3}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{c7}R^{d7}$, $S(O)_2R^{b7}$, $NR^{c7}S(O)_2R^{b7}$, $NR^{c7}S(O)_2NR^{c7}R^{d7}$, and $S(O)_2NR^{c7}R^{d7}$;

or R^{c1} and R^{d2} together with the N atom to which they are attached form a 4-7 membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from CN, halo, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, CN, OR^{a7}, SR^{a7}, $C(O)R^{b7}$, $C(O)NR^{c7}R^{d7}$, $C(O)OR^{a7}$, $OC(O)R^{b7}$, $OC(O)NR^{c7}R^{d7}$, $NR^{c7}R^{d7}$, $NR^{c7}C(O)R^{b7}$, $NR^{c7}C(O)NR^{c7}R^{d7}$, $NR^{c7}C(O)OR^{a7}$, $C(=NR^{e7})NR^{c7}R^{d7}$, $NR^{c7}C(=NR^{e7})NR^{c3}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{c7}R^{d7}$, $S(O)_2R^{b7}$, $NR^{c7}S(O)_2R^{b7}$, $NR^{c7}S(O)_2NR^{c7}R^{d7}$, and $S(O)_2NR^{c7}R^{d7}$;

or R^{c2} and R^{d2} together with the N atom to which they are attached form a 4-7 membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from CN, halo, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, CN, OR^{a7}, SR^{a7}, $C(O)R^{b7}$, $C(O)NR^{c7}R^{d7}$, $C(O)OR^{a7}$, $OC(O)R^{b7}$, $OC(O)NR^{c7}R^{d7}$, $NR^{c7}R^{d7}$, $NR^{c7}C(O)R^{b7}$, $NR^{c7}C(O)NR^{c7}R^{d7}$, $NR^{c7}C(O)OR^{a7}$, $C(=NR^{e7})NR^{c7}R^{d7}$, $NR^{c7}C(=NR^{e7})NR^{c3}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{c7}R^{d7}$, $S(O)_2R^{b7}$, $NR^{c7}S(O)_2R^{b7}$, $NR^{c7}S(O)_2NR^{c7}R^{d7}$, and $S(O)_2NR^{c7}R^{d7}$;

or R^{c3} and R^{d3} together with the N atom to which they are attached form a 4-7 membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from CN, halo, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, CN, OR^{a7}, SR^{a7}, $C(O)R^{b7}$, $C(O)NR^{c7}R^{d7}$, $C(O)OR^{a7}$, $OC(O)R^{b7}$, $OC(O)NR^{c7}R^{d7}$, $NR^{c7}R^{d7}$, $NR^{c7}C(O)R^{b7}$, $NR^{c7}C(O)NR^{c7}R^{d7}$, $NR^{c7}C(O)OR^{a7}$, $C(=NR^{e7})NR^{c7}R^{d7}$, $NR^{c7}C(=NR^{e7})NR^{c3}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{c7}R^{d7}$, $S(O)_2R^{b7}$, $NR^{c7}S(O)_2R^{b7}$, $NR^{c7}S(O)_2NR^{c7}R^{d7}$, and $S(O)_2NR^{c7}R^{d7}$;

R^{a7}, R^{b7}, R^{c7}, and R^{d7} are independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{6-10} aryl, C_{3-7} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl-C_{1-4} alkyl, C_{3-7} cycloalkyl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl, and 4-10 membered heterocycloalkyl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{6-10} aryl, C_{3-7} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl-C_{1-4} alkyl, C_{3-7} cycloalkyl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl, and 4-10 membered heterocycloalkyl-C_{1-4} alkyl are each optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, and C_{1-6} haloalkoxy;

each R^{e}, R^{e1}, R^{e2}, R^{e3}, and R^{e7} is independently selected from H, C_{1-4} alkyl, and CN;

a is 0 or 1;

m is 0 or 1;

n is 0 or 1;

p is 0 or 1;

q is 0 or 1;

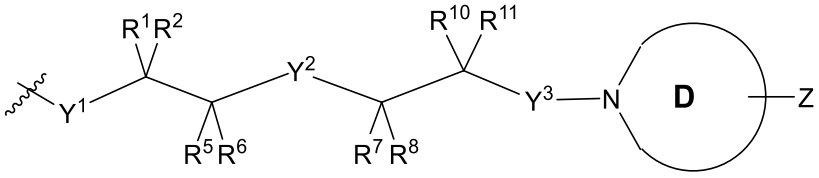
r is 0 or 1;

wherein any aforementioned heteroaryl or heterocycloalkyl group comprises 1, 2, 3, or 4 ring-forming heteroatoms independently selected from O, N, and S; and

wherein one or more ring-forming C or N atoms of any aforementioned heterocycloalkyl group is optionally substituted by an oxo (=O) group.

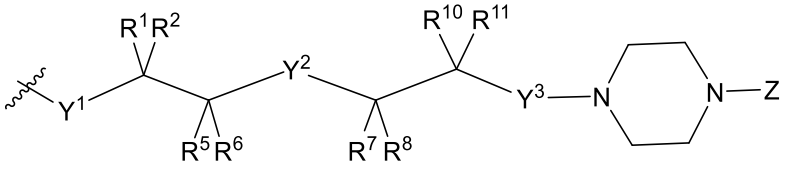
2. The compound of claim 1, or a pharmaceutically acceptable salt thereof wherein:

a) A is group having the formula (A-1a):



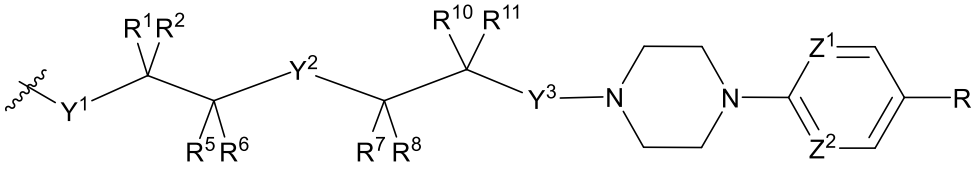
(A-1a); or

b) A is group having the formula (A-1b):



(A-1b); or

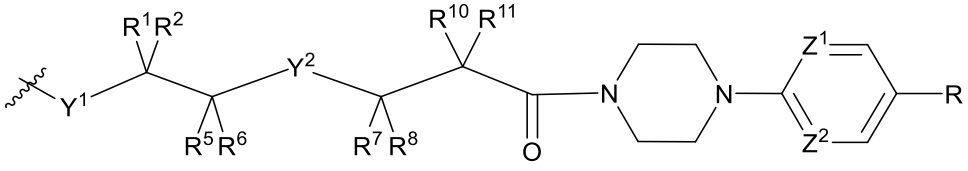
c) A is group having the formula (A-1c):



(A-1c);

wherein Z^1 and Z^2 are each independently selected from N and CH, and wherein R is CN, Cl, or CF_3; or

d) A is group having the formula (A-1d):



(A-1d);

wherein Z^1 and Z^2 are each independently selected from N and CH, and wherein R is CN, Cl, or CF_3.

3. The compound of claim 1, or a pharmaceutically acceptable salt thereof wherein L is NR^Y or O.

4. The compound of any one of claims 1-3, or a pharmaceutically acceptable salt thereof, wherein X is CF_3, CH_3, CN, Cl or Br.

5. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein:

a) Y^1 is NR^Y or O; or

b) Y^1 is NR^Y, O, or S; or

c) Y^1 is NR^Y; or

d) Y^1 is O.

6. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein:

a) Y^2 is NR^Y or O; or

b) Y^2 is NR^Y, O, or S; or

c) Y^2 is O.

7. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt thereof, wherein:

a) Y^3 is C(=O); or

b) Y^3 is C(=O) or $S(=O)_2$.

8. The compound of any one of claims 1-7, or a pharmaceutically acceptable salt thereof, wherein:

a) R^Y is H or $C_{1\text{-}4}$ alkyl; or

b) R^Y is methyl; or

c) R^Y is H.

9. The compound of any one of claims 1-8, or a pharmaceutically acceptable salt thereof, wherein:

a) Z is H, Cy^Z, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, CN, NO_2, OR^a, $C(O)R^b$, $C(O)NR^cR^d$, $C(O)OR^a$, NR^cR^d, and $NR^cC(O)R^b$; wherein said C_{1-6} alkyl and C_{1-6} haloalkyl of Z are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from Cy^Z, halo, CN, NO_2, OR^a, SR^a, $C(O)R^b$, $C(O)NR^cR^d$, $C(O)OR^a$, $OC(O)R^b$, $OC(O)NR^cR^d$, NR^cR^d, and $NR^cC(O)R^b$; or

b) Z is Cy^Z.

10. The compound of any one of claims 1-9, or a pharmaceutically acceptable salt thereof, wherein:

a) Cy^Z is selected from 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl, each optionally substituted by 1, 2, 3, or 4 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a1}, SR^{a1}, $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$, $C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, $NR^{c1}C(O)OR^{a1}$, $NR^{c1}C(O)NR^{c1}R^{d1}$, $NR^{c1}S(O)R^{b1}$, $NR^{c1}S(O)_2R^{b1}$, $NR^{c1}S(O)_2NR^{c1}R^{d1}$, $S(O)R^{b1}$, $S(O)NR^{c1}R^{d1}$, $S(O)_2R^{b1}$, and $S(O)_2NR^{c1}R^{d1}$, wherein the alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl are optionally substituted with 1, 2, or 3 substituents independently selected from halo, CN, NO_2, OR^{a1}, SR^{a1}, $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$, $C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, $NR^{c1}C(O)OR^{a1}$, $NR^{c1}C(O)NR^{c1}R^{d1}$, $NR^{c1}S(O)R^{b1}$, $NR^{c1}S(O)_2R^{b1}$, $NR^{c1}S(O)_2NR^{c1}R^{d1}$, $S(O)R^{b1}$, $S(O)NR^{c1}R^{d1}$, $S(O)_2R^{b1}$, and $S(O)_2NR^{c1}R^{d}$; or

b) Cy^Z is 5-10 membered heteroaryl, optionally substituted by CN, CF_3, or Cl; or

c) Cy^Z is 5-10 membered heteroaryl, optionally substituted by CN, C_{1-6} alkyl, C_{1-6} haloalkyl, halo, or $NR^{c1}R^{d1}$, wherein C_{1-6}alkyl is optionally substituted with CN or $NR^{c1}R^{d1}$; or

d) Cy^Z is pyridinyl or pyrimidinyl, each optionally substituted by CN, CF_3, or Cl.

11. The compound of any one of claims 1-10, or a pharmaceutically acceptable salt thereof, wherein:

a) Ring D is a monocyclic or polycyclic 4-10 membered heterocycloalkyl group optionally substituted with 1, 2, or 3 groups independently selected from halo, C_{1-6} alkyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a2}, $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $C(O)OR^{a2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 groups independently selected from halo, CN, NO_2, OR^{a2}, $C(O)R^{b2}$, $NR^{c2}R^{d2}$, and $NR^{c2}C(O)R^{b2}$; or

b) Ring D is a monocyclic 4-10 membered heterocycloalkyl group; or

c) Ring D is piperazinyl; or

d) Ring D is piperazinyl, dihydropyridazinyl, diazepanyl, pyrrolidinyl, or hexahydropyrrolo[3,2-b]pyrrol-1(2H)-yl.

12. The compound of any one of claims 1-11, or a pharmaceutically acceptable salt thereof, wherein:

a) R^1 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^1 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl, or 4-10 membered heterocycloalkyl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, 5-10 membered heteroaryl-C_{1-4} alkyl or 4-10 membered heterocycloalkyl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

c) R^1 is C_{1-6} alkyl; or

d) R^1 is C_{1-6} alkyl, optionally substituted with OR^{a3}; or

e) R^1 is H; or

f) R^1 is methyl, ethyl, or isopropyl; or

g) R^1 is methoxymethyl or hydroxymethyl; or

h) R^1 is phenyl, phenylmethyl, or pyridinyl.

13. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein:

a) R^2 is H, halo, OR^{a3}, C1-6 alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^2 is OR^{a3}; or

c) R^2 is H.

14. The compound of any one of claims 1-13 or a pharmaceutically acceptable salt thereof, wherein:

a) R^3 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^3 is H; or

c) R^3 is methyl, ethyl, or isopropyl; or

d) R^3 is methoxymethyl or hydroxymethyl; or

e) R^3 is phenyl, phenylmethyl, or pyridinyl.

15. The compound of any one of claims 1-14, or a pharmaceutically acceptable salt thereof, wherein:

a) R^4 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^4 is H.

16. The compound of any one of claims 1-15, or a pharmaceutically acceptable salt thereof, wherein:

a) R^5 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^5 is H; or

c) R^5 is methyl, ethyl, or isopropyl; or

d) R^5 is methoxymethyl or hydroxymethyl; or

e) R^5 is phenyl, phenylmethyl, or pyridinyl.

17. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein:

a) R^6 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^6 is H.

18. The compound of any one of claims 1-17, or a pharmaceutically acceptable salt thereof, wherein:

a) R^7 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^7 is C_{1-6} alkyl; or

c) R^7 is methyl.

19. The compound of any one of claims 1-18, or a pharmaceutically acceptable salt thereof, wherein:

a) R^8 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^8 is H.

20. The compound of any one of claims 1-19, or a pharmaceutically acceptable salt thereof, wherein:

a) R^9 is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^9 is H.

21. The compound of any one of claims 1-20, or a pharmaceutically acceptable salt thereof, wherein:

a) R^{10} is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^{10} is H.

22. The compound of any one of claims 1-21, or a pharmaceutically acceptable salt thereof, wherein:

a) R^{11} is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^{11} is H.

23. The compound of any one of claims 1-22, or a pharmaceutically acceptable salt thereof, wherein:

a) R^{12} is H, halo, OR^{a3}, C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{6-10} aryl, 5-10 membered heteroaryl, or C_{6-10} aryl-C_{1-4} alkyl is optionally substituted with OR^{a3} or $NR^{c3}R^{d3}$; or

b) R^{12} is H.

24. The compound of any one of claims 1-13, 15, and 17-23, or a pharmaceutically acceptable salt thereof, wherein:

a) R^3 and R^5 together with the carbon atoms to which they are attached form a C_{5-10} cycloalkyl ring or a 5-10 membered heterocycloalkyl ring, each optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$; or

b) R^3 and R^5 together with the carbon atoms to which they are attached form a C_{5-10} cycloalkyl ring or a 5-10 membered heterocycloalkyl ring; or

c) R^3 and R^5 together with the carbon atoms to which they are attached form a tetrahydrofuranyl ring; or

d) R^3 and R^5 together with the carbon atoms to which they are attached form a cyclobutyl or cyclopentyl ring.

25. The compound of any one of claims 1-15, 17, and 19-24, or a pharmaceutically acceptable salt thereof, wherein:

a) R^5 and R^7 together with the carbon atoms to which they are attached and together with Y^2 form a 5-10 membered heterocycloalkyl ring optionally substituted with 1, 2, or 3 substituents independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, CN, NO_2, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $OC(O)R^{b3}$, $OC(O)NR^{c3}R^{d3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}C(O)NR^{c3}R^{d3}$, $C(=NR^{e3})R^{b3}$, $C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$, and $S(O)_2NR^{c3}R^{d3}$; or

b) R^5 and R^7 together with the carbon atoms to which they are attached and together with Y^2 form a 5-10 membered heterocycloalkyl ring; or

c) R^5 and R^7 together with the carbon atoms to which they are attached and together with Y^2 form a tetrahydrofuranyl ring or tetrahydropyranyl ring; or

d) R^5 and R^7 together with the carbon atoms to which they are attached and together with Y^2 form a tetrahydrofuranyl ring, tetrahydropyranyl ring, or pyrrolidinyl ring.

26. The compound of any one of claims 1 and 3-25, or a pharmaceutically acceptable salt thereof, wherein m is 1.

27. The compound of any one of claims 1 and 3-26, or a pharmaceutically acceptable salt thereof, wherein n is 0.

28. The compound of any one of claims 1 and 3-27, or a pharmaceutically acceptable salt thereof, wherein p is 1.

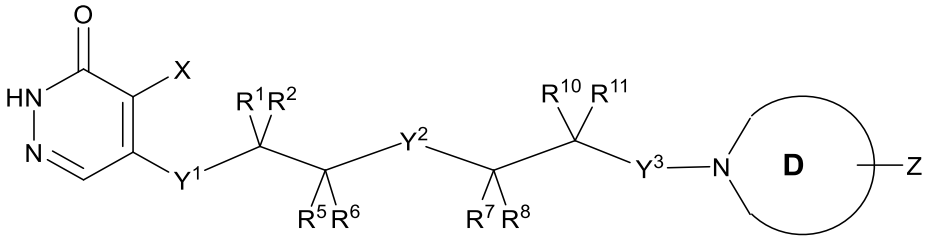
29. The compound of any one of claims 1 and 3-28, or a pharmaceutically acceptable salt thereof, wherein q is 0.

30. The compound of any one of claims 1 and 3-29, or a pharmaceutically acceptable salt thereof, wherein r is 1.

31. The compound of any one of claims 1 and 3-30, or a pharmaceutically acceptable salt thereof, wherein a is 0.

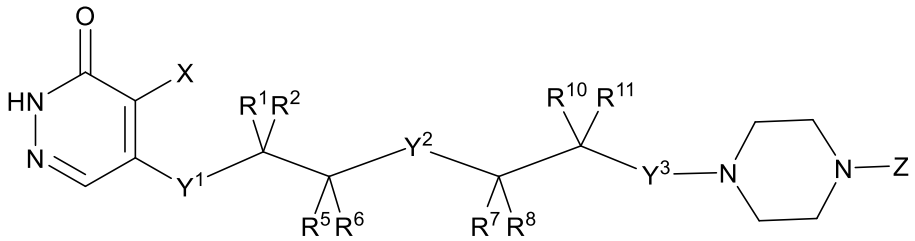
32. The compound of claim 1, or a pharmaceutically acceptable salt thereof, having:

a) Formula IIa:



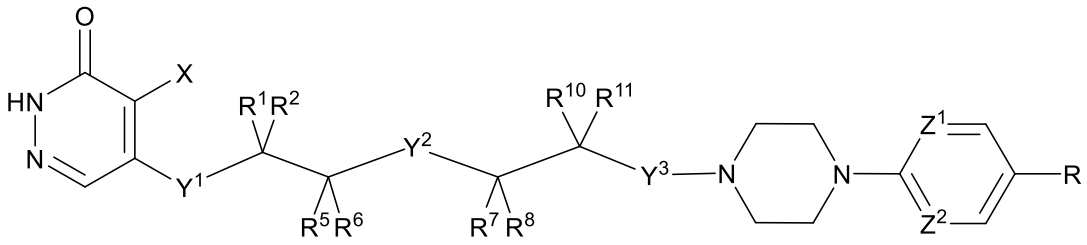
IIa; or

b) Formula IIb:



IIb; or

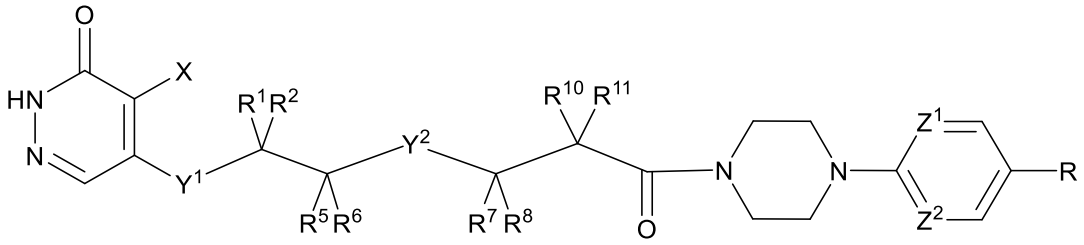
c) Formula IIc:



IIc;

wherein Z^1 and Z^2 are each independently selected from N and CH, and wherein R is CN, Cl, or CF_3; or

d) Formula IId:



IId;

wherein Z^1 and Z^2 are each independently selected from N and CH, and wherein R is CN, Cl, or CF_3.

33. The compound of claim 1, wherein the compound is 5-[[(2*S*)-1-(3-oxo-3-[4-[5-(trifluoromethyl)pyrimidin-2-yl]piperazin-1-yl]propoxy)propan-2-yl]amino]-4-(trifluoromethyl)-2,3-dihydropyridazin-3-one, or a pharmaceutically acceptable salt thereof.

34. The compound of claim 33, wherein the compound is crystalline.

35. The compound of claim 33 or 34, wherein the compound has:

a) at least one characteristic XRPD peak selected from about 5.8, about 10.8, about 11.9, and about 17.2 degrees 2-theta; or

b) at least one characteristic XRPD peak selected from about 5.8, about 10.8, about 11.9, about 13.3, about 13.5, about 15.5, and about 17.2 degrees 2-theta; or

c) an XRPD pattern with characteristic peaks as substantially shown in Figure 8.

36. The compound of any one of claims 33-35, wherein the compound has:

a) a DSC thermogram characterized by having an endothermic peak at a temperature of about 174 ºC; or

b) a DSC thermogram substantially as depicted in Figure 9.

37. A pharmaceutical composition comprising a compound of any one of claims 33 to 36, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier.

38. A compound of any one of claims 33 to 36, or a pharmaceutically acceptable salt thereof, for use in treating cancer in a patient in need of treatment.

39. The compound for use of claim 38, wherein said cancer is breast cancer, cancer of the central nervous system, endometrium cancer, kidney cancer, large intestine cancer, lung cancer, oesophagus cancer, ovarian cancer, pancreatic cancer, prostate cancer, stomach cancer, head and neck cancer (upper aerodigestive cancer), urinary tract cancer, or colon cancer.