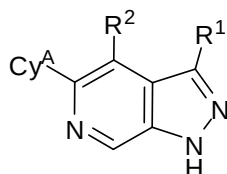


What is claimed is:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

R^1 is ~~selected from~~ Cy^1 , C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} -haloalkyl, halo, CN, NO_2 , OR^a , SR^a , $C(O)R^b$, $C(O)NR^eR^d$, $C(O)OR^a$, $OC(O)R^b$, $OC(O)NR^eR^d$, NR^eR^d , $NR^eC(O)R^b$, $NR^eC(O)OR^a$, $NR^eC(O)NR^eR^d$, $C(-NR^e)R^b$, $C(-NOR^a)R^b$, $C(-NR^e)NR^eR^d$, $NR^eC(-NR^e)NR^eR^d$, $NR^eS(O)R^b$, $NR^eS(O)_2R^b$, $NR^eS(O)_2NR^eR^d$, $S(O)R^b$, $S(O)NR^eR^d$, and $S(O)_2NR^eR^d$; wherein said C_{1-6} -alkyl, C_{2-6} -alkenyl and C_{2-6} -alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} ;

Cy^1 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl, wherein each 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10} ;

Cy^A is C_{6-10} aryl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{20} ;

R^2 is H ~~selected from~~ H, C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} -haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, CN, OR^{a7} , SR^{a7} , $C(O)R^{b7}$, $C(O)NR^{e7}R^{d7}$, $C(O)OR^{a7}$, $NR^{e7}R^{d7}$, $NR^{e7}C(O)R^{b7}$, $NR^{e7}C(O)OR^{a7}$, $NR^{e7}S(O)R^{b7}$, $NR^{e7}S(O)_2R^{b7}$, $NR^{e7}S(O)_2NR^{e7}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{e7}R^{d7}$, $S(O)_2R^{b7}$, and $S(O)_2NR^{e7}R^{d7}$; wherein said C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered

~~heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;~~

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, NO₂, 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}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NOR^{a1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})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 said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

or two R¹⁰ substituents taken together with the carbon atom to which they are attached form a spiro 3-7-membered heterocycloalkyl ring, or a spiro C₃₋₆ cycloalkyl ring; wherein each spiro 3-7-membered heterocycloalkyl ring has at least one ring-forming carbon atom and 1, 2 or 3, ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of each spiro 3-7-membered heterocycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the spiro 3-7-membered heterocycloalkyl ring and spiro C₃₋₆ cycloalkyl ring are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, OR^{a3}, SR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3}, NR^{c3}C(O)OR^{a3}, 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 C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R^{12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{a5} , SR^{a5} , $C(O)R^{b5}$, $C(O)NR^{c5}R^{d5}$, $C(O)OR^{a5}$, $NR^{c5}R^{d5}$, $NR^{c5}C(O)R^{b5}$, $NR^{c5}C(O)OR^{a5}$, $NR^{c5}S(O)R^{b5}$, $NR^{c5}S(O)_2R^{b5}$, $NR^{c5}S(O)_2NR^{c5}R^{d5}$, $S(O)R^{b5}$, $S(O)NR^{c5}R^{d5}$, $S(O)_2R^{b5}$, and $S(O)_2NR^{c5}R^{d5}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{20} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, CN, NO_2 , OR^{a2} , SR^{a2} , $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $C(O)OR^{a2}$, $OC(O)R^{b2}$, $OC(O)NR^{c2}R^{d2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, $NR^{c2}C(O)OR^{a2}$, $NR^{c2}C(O)NR^{c2}R^{d2}$, $C(=NR^{e2})R^{b2}$, $C(=NOR^{a2})R^{b2}$, $C(=NR^{e2})NR^{c2}R^{d2}$, $NR^{c2}C(=NR^{e2})NR^{c2}R^{d2}$, $NR^{c2}S(O)R^{b2}$, $NR^{c2}S(O)_2R^{b2}$, $NR^{c2}S(O)_2NR^{c2}R^{d2}$, $S(O)R^{b2}$, $S(O)NR^{c2}R^{d2}$, $S(O)_2R^{b2}$, and $S(O)_2NR^{c2}R^{d2}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered heteroaryl- C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{21} ;

or two adjacent R^{20} substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C_{3-7} cycloalkyl ring; wherein a ring-forming carbon atom of the fused C_{3-7} cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C_{3-7} cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{21} ;

each R^{21} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, CN, OR^{a4} , SR^{a4} , $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $C(O)OR^{a4}$, $NR^{c4}R^{d4}$, $NR^{c4}C(O)R^{b4}$, $NR^{c4}C(O)OR^{a4}$, $NR^{c4}S(O)R^{b4}$, $NR^{c4}S(O)_2R^{b4}$, $NR^{c4}S(O)_2NR^{c4}R^{d4}$, $S(O)R^{b4}$, $S(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, and $S(O)_2NR^{c4}R^{d4}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered

heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

or two R²¹ substituents taken together with the carbon atom to which they are attached form a spiro C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of the spiro C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the spiro C₃₋₇ cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²²;

each R²² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{a6}, SR^{a6}, C(O)R^{b6}, C(O)NR^{c6}R^{d6}, C(O)OR^{a6}, NR^{c6}R^{d6}, NR^{c6}C(O)R^{b6}, NR^{c6}C(O)OR^{a6}, NR^{c6}S(O)R^{b6}, NR^{c6}S(O)₂R^{b6}, NR^{c6}S(O)₂NR^{c6}R^{d6}, S(O)R^{b6}, S(O)NR^{c6}R^{d6}, S(O)₂R^{b6}, and S(O)₂NR^{c6}R^{d6}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

~~each R³⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{a8}, SR^{a8}, C(O)R^{b8}, C(O)NR^{c8}R^{d8}, C(O)OR^{a8}, NR^{c8}R^{d8}, NR^{c8}C(O)R^{b8}, NR^{c8}C(O)OR^{a8}, NR^{c8}S(O)R^{b8}, NR^{c8}S(O)₂R^{b8}, NR^{c8}S(O)₂NR^{c8}R^{d8}, S(O)R^{b8}, S(O)NR^{c8}R^{d8}, S(O)₂R^{b8}, and S(O)₂NR^{c8}R^{d8}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;~~

~~each R^a and R^e is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~each R^d is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~or any R^e and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-10 membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;~~

~~each R^b is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~each R^e is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;~~

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

or any R^{c1} and R^{d1} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹¹;

each R^{b1} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R^{e1} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{a2}, R^{c2} and R^{d2}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²¹;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹;

each R^{b2} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²¹;

each R^{e2} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{a3}, R^{c3} and R^{d3}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

or any R^{c3} and R^{d3} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R¹²;

each R^{b3} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R^{a4}, R^{c4} and R^{d4}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R²²;

each R^{b4} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl,

5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

each R^{a5}, R^{c5} and R^{d5}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b5} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a6}, R^{c6} and R^{d6} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b6} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g; and

~~each R^{a7}, R^{c7}, and R^{d7} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;~~

~~or any R^{e7} and R^{d7} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7 membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R³⁰;~~

~~each R^{b7} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;~~

~~each R^{a8}, R^{e8} and R^{d8}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;~~

~~or any R^{e8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R^g;~~

~~each R^{b8} is independently selected from C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, C₁₋₆ haloalkyl, C₃₋₆-cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, C₃₋₆-cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g; and~~

each R^g is independently selected from OH, NO₂, CN, halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₁₋₂ alkylene, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₁₋₃ alkoxy-C₁₋₃ alkyl, C₁₋₃ alkoxy-C₁₋₃ alkoxy, HO-C₁₋₃ alkoxy, HO-C₁₋₃ alkyl, cyano-C₁₋₃ alkyl, H₂N-C₁₋₃ alkyl, amino, C₁₋₆ alkylamino, di(C₁₋₆ alkyl)amino, thio, C₁₋₆ alkylthio, C₁₋₆ alkylsulfinyl, C₁₋₆ alkylsulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, carboxy, C₁₋₆ alkylcarbonyl, C₁₋₆ alkoxy carbonyl, C₁₋₆ alkylcarbonylamino, C₁₋₆ alkylsulfonylamino, aminosulfonyl, C₁₋₆ alkylaminosulfonyl, di(C₁₋₆ alkyl)aminosulfonyl, aminosulfonylamino, C₁₋₆ alkylaminosulfonylamino, di(C₁₋₆ alkyl)aminosulfonylamino, aminocarbonylamino, C₁₋₆ alkylaminocarbonylamino, and di(C₁₋₆ alkyl)aminocarbonylamino;

~~provided that~~

- ~~1) R¹ is other than CH₃;~~
- ~~2) R^b is other than unsubstituted or substituted piperidine;~~
- ~~3) R^b is other than unsubstituted or substituted propyl;~~
- ~~4) when R^b is phenyl, then R¹⁰ is other than pyrrolidin-1-ylmethyl; and~~
- ~~5) when Cy^A is phenyl or halo-phenyl, then R^b is other than cyclopropyl and cyclopentyl.~~

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein Cy^A is phenyl optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²⁰.

3. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, NO₂, 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}, 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 said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R²¹; or two adjacent R²⁰ substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of each fused C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C₃₋₇ cycloalkyl ring are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹.

4. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, NO₂, 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}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, 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 said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R²¹; or two adjacent R²⁰ substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of each fused C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C₃₋₇ cycloalkyl ring are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹.

5. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, OR^{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}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, and NR^{c2}C(O)NR^{c2}R^{d2}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R²¹; or two adjacent R²⁰ substituents on the Cy^A ring, taken

together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of each fused C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C₃₋₇ cycloalkyl ring are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹.

6. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, 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}, and NR^{c2}C(O)OR^{a2}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R²¹; or two adjacent R²⁰ substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of each fused C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C₃₋₇ cycloalkyl ring are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹.

7. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, halo, 4-10 membered heterocycloalkyl, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, OR^{a2}, C(O)R^{b2}, C(O)NR^{c2}R^{d2}, OC(O)R^{b2}, OC(O)NR^{c2}R^{d2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, and NR^{c2}C(O)NR^{c2}R^{d2}; wherein said C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, and 4-10 membered heterocycloalkyl-C₁₋₃ alkylene are each optionally substituted with 1 or 2 substituents independently selected from R²¹; or two adjacent R²⁰ substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl ring; and wherein the fused C₃₋₇ cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹.

8. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, halo, and OR^{a2}; wherein said C₁₋₆ alkyl and C₃₋₁₀ cycloalkyl are each optionally substituted with 1 or 2 substituents independently selected from R²¹; or two adjacent R²⁰ substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl

ring; and wherein the fused C₃₋₇ cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹.

9. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from methyl, trifluoromethyl, cyclopropyl substituted with methanamine, fluoro, chloro, hydroxy, methoxy, ethoxy, C(O)NH(CH₂)₂OCH₃, CO-(3-methoxyazetidin-1-yl), NHC(O)-cyclobutyl, NHC(O)-benzyl, methylamino, dimethylamino, NHC(O)CH₂-(pyrrolidin-1-yl), NHC(O)-(1-methyl-1*H*-pyrazol-4-yl), NH(CO)CH₂-(cyclopentyl), NHC(O)CH₂-(pyridin-3-yl), NHC(O)CH₂-(7-azabicyclo[2.2.1]heptan-7-yl), NHC(O)-(7-oxa-2-azaspiro[3.5]nonan-2-yl), NHC(O)CH(CH₃)-(pyrrolidin-1-yl), NHC(O)NH(CH₂)₂OCH₃, NHC(O)CH₂-(azetidin-1-yl), NHC(O)CH₂-(3,3-dimethylazetidin-1-yl), NHC(O)O-(1-methylpiperidin-4-yl), NHC(O)CH₂-(dimethylamino), NHC(O)CH₂-((1*R*,4*S*)-2-azabicyclo[2.2.1]heptan-2-yl), NHC(O)(CH₂)₂-(dimethylamino), NHC(O)CH₂CN, (methylamino)methyl, azetidin-1-ylmethyl, CH₂NH-(tetrahydro-2*H*-pyran-4-yl), (isopropylamino)methyl, cyclobutyl-NHCH(CH₃)₂, (methylamino)ethyl, (CH₂)₂NH-(tetrahydro-2*H*-pyran-4-yl), (CH₂)₂NH-(1-isopropylazetidin-3-yl), OCH₂-(azetidin-2-yl), tetrahydro-2*H*-pyran-4-yloxy, OCH₂-(pyridin-4-yl), OC(O)N(CH₃)₂, OC(O)-(morpholin-4-yl), CH₂NH-(pyridin-5-yl), CH₂NH-(1-methyl-1*H*-pyrazol-3-yl), CH₂NH(CH₂)₂OH, CH₂NH-cyclopropyl, (3-methoxypiperidin-1-yl)methyl, (ethylamino)methyl, pyrrolidin-1-ylmethyl, 3-methoxyazetidin-1-yl)methyl, pyrrolidin-2-yl, 1-methylpyrrolidin-2-yl, piperidin-2-yl, CH₂NHCH₂CF₃, CH₂NH-(3-cyclobutan-1-ol), (1-pyrrolidin-3-ol)methyl, CH₂NHCH₂C(CH₃)₂OH, CH₂NHCH₂-(1-methyl-1*H*-imidazol-4-yl), CH₂NHCH₂-(oxazol-4-yl), CH₂NHCH₂CN, CH(CH₃)NH(CH₃), CH₂NHC(O)CH₃, CH₂NHC(O)O(CH₃), difluoromethoxy, cyanomethyl, aminomethyl, (hydroxyl)methyl, amino, CH₂-(3,3-dimethylazetidin-1-yl), CH₂NH-(3-methoxycyclobutyl), CH₂NHCH₂-(1-methylcyclopropyl), and morpholinyl.

10. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently selected from methyl, trifluoromethyl, cyclopropyl substituted with methanamine, fluoro, chloro, hydroxy, methoxy, and ethoxy.

11. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently methoxy or fluoro.

12. The compound of any one of claims 1-10, or a pharmaceutically acceptable salt thereof, wherein Cy^A is selected from 2-fluoro-6-methoxyphenyl, 1-[1-(3-fluoro-5-phenyl)cyclopropyl]methanamine, 2,6-difluorophenyl, 2,6-dimethylphenyl, 2,4,6-trifluorophenyl, 2-chloro-6-fluorophenyl, 1-hydroxy-3,5-difluoro-phen-4-yl, 2-fluoro-6-methylphenyl, 2-ethoxy-6-fluorophenyl, 2-chloro-6-methoxyphenyl, and 2-fluoro-6-(trifluoromethyl)phenyl.

~~13. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein R¹ is selected from Cy⁺, C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, C₁₋₆-haloalkyl, halo, CN, NO₂, OR^a, SR^a, C(O)R^b, C(O)NR^eR^d, C(O)OR^a, OC(O)R^b, OC(O)NR^eR^d, NR^eR^d, NR^eC(O)R^b, NR^eC(O)OR^a, NR^eS(O)R^b, NR^eS(O)₂R^b, S(O)R^b, S(O)NR^eR^d, and S(O)₂NR^eR^d; wherein said C₁₋₆-alkyl, C₂₋₆-alkenyl and C₂₋₆-alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰.~~

~~14. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein R¹ is selected from Cy⁺, C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, C₁₋₆-haloalkyl, halo, OR^a, C(O)R^b, C(O)NR^eR^d, C(O)OR^a, NR^eR^d, NR^eC(O)R^b, and NR^eC(O)OR^a; wherein said C₁₋₆-alkyl, C₂₋₆-alkenyl and C₂₋₆-alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰.~~

~~15. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein R¹ is selected from Cy⁺, C₂₋₆-alkenyl, C(O)NR^eR^d, NR^eR^d, and NR^eC(O)R^b; wherein said C₂₋₆-alkenyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰.~~

~~16. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein R¹ is selected from Cy⁺, C(O)NR^eR^d, NR^eR^d, and NR^eC(O)R^b.~~

~~17. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein:~~

~~—— each R^e is independently selected from H, C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, and C₁₋₆-haloalkyl;~~

~~—— each R^d is independently selected from C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, C₁₋₆-haloalkyl, and C₆₋₁₀-aryl; wherein said C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, and C₆₋₁₀-aryl are~~

each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} ;
and

—— each R^b is independently selected from 7-10 membered heterocycloalkyl, C_{6-10} aryl,
and 5-10 membered heteroaryl; wherein said 7-10 membered heterocycloalkyl, C_{6-10} aryl and
5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents
independently selected from R^{10} .

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

—— each R^e is H;

—— each R^d is independently selected from C_{1-6} alkyl and C_{6-10} aryl; wherein said C_{1-6}
alkyl and C_{6-10} aryl are each optionally substituted with 1 or 2 substituents independently
selected from R^{10} ; and

—— each R^b is independently selected from 7-10 membered heterocycloalkyl, C_{6-10} aryl,
and 5-10 membered heteroaryl; wherein said 7-10 membered heterocycloalkyl, C_{6-10} aryl and
5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents
independently selected from R^{10} .

19. — The compound of any one of claims 1-16, or a pharmaceutically acceptable salt
thereof, wherein R^1 is $NR^eC(O)R^b$.

20. — The compound of claim 19, or a pharmaceutically acceptable salt thereof, wherein R^e
is H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, or C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6}
alkenyl, and C_{2-6} alkynyl of R^e are each optionally substituted with 1, 2, 3, or 4 substituents
independently selected from R^{10} ; and R^b is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, and 5-10
membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-
10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl of R^b are each
optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

21. — The compound of claim 19, or a pharmaceutically acceptable salt thereof, wherein R^e
is H or C_{1-6} alkyl; and R^b is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl,
 C_{6-10} aryl, and 5-10 membered heteroaryl; wherein said C_{3-10} cycloalkyl, 4-10 membered

heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰.

~~22. The compound of claim 19, or a pharmaceutically acceptable salt thereof, wherein R^e is H; and R^b is selected from 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl; wherein said 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁰.~~

~~23. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R^f is Cy¹.~~

~~24.~~13. The compound of any one of claims 231-12, or a pharmaceutically acceptable salt thereof, wherein Cy¹ is selected from 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl, wherein each 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰.

~~25.~~14. The compound of any one of claims 231-12, or a pharmaceutically acceptable salt thereof, wherein Cy¹ is thiazolyl, isoxazolyl, piperazinonyl, 1,2,3,4-tetrahydroisoquinoliny, piperazinyl, phenyl, pyrazolyl, pyridinyl, imidazolyl, or pyrimidinyl; each is optionally with 1, 2, 3 or 4 substituents independently selected from R¹⁰.

~~26.~~15. The compound of any one of claims 231-12, or a pharmaceutically acceptable salt thereof, wherein Cy¹ is thiazolyl, isoxazolyl, piperazinonyl, 1,2,3,4-tetrahydroisoquinoliny, piperazinyl, or phenyl; each is optionally with 1, 2, 3 or 4 substituents independently selected from R¹⁰.

~~27. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R^f is C(O)NR^eR^d.~~

28. — ~~The compound of claim 27, or a pharmaceutically acceptable salt thereof, wherein R^e is selected from H, C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, and C₁₋₆-haloalkyl; wherein said C₁₋₆-alkyl, C₂₋₆-alkenyl, and C₂₋₆-alkynyl of R^e are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰; and R^d is selected from C₃₋₁₀-cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀-aryl and 5-10 membered heteroaryl; wherein said C₃₋₁₀-cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀-aryl and 5-10 membered heteroaryl of R^d are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰.~~

29. — ~~The compound of claim 27, or a pharmaceutically acceptable salt thereof, wherein R^e is H; and R^d is C₆₋₁₀-aryl optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁰.~~

30. — ~~The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R¹ is NR^eR^d.~~

31. — ~~The compound of claim 30, or a pharmaceutically acceptable salt thereof, wherein R^e is selected from H, C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, and C₁₋₆-haloalkyl; wherein said C₁₋₆-alkyl, C₂₋₆-alkenyl, and C₂₋₆-alkynyl of R^e are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰; and R^d is selected from C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, and C₁₋₆-haloalkyl; wherein said C₁₋₆-alkyl, C₂₋₆-alkenyl, and C₂₋₆-alkynyl of R^d are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰.~~

32. — ~~The compound of claim 30, or a pharmaceutically acceptable salt thereof, wherein R^e is H; and R^d is C₁₋₆-alkyl optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁰.~~

~~33-16.~~ The compound of any one of claims 1-~~32~~15, or a pharmaceutically acceptable salt thereof, wherein each R¹⁰ is independently selected from C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, C₁₋₆-haloalkyl, C₃₋₁₀-cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀-aryl, 5-10 membered heteroaryl, halo, CN, 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}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, 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 said C₁₋₆-alkyl, C₂₋₆-alkenyl, C₂₋₆-alkynyl, C₃₋₁₀-cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀-aryl,

and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹.

~~34.17.~~ The compound of any one of claims 1-~~32~~15, or a pharmaceutically acceptable salt thereof, wherein each R¹⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, NR^{c1}R^{d1}, and NR^{c1}C(O)R^{b1}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹.

~~35.18.~~ The compound of any one of claims 1-~~32~~15, or a pharmaceutically acceptable salt thereof, wherein each R¹⁰ is independently selected from C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a1}, C(O)NR^{c1}R^{d1}, and NR^{c1}R^{d1}; wherein said C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹¹.

~~36.19.~~ The compound of any one of claims 1-~~32~~15, or a pharmaceutically acceptable salt thereof, wherein each R¹⁰ is independently selected from C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, and OR^{a1}; wherein said C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹¹.

~~37.20.~~ The compound of any one of claims 1-~~36~~19, or a pharmaceutically acceptable salt thereof, wherein each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, OR^{a3}, SR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3}, and NR^{c3}C(O)OR^{a3}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered

heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹².

~~38.21.~~ The compound of any one of claims 1-~~36~~19, or a pharmaceutically acceptable salt thereof, wherein each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, NR^{c3}R^{d3}, and NR^{c3}C(O)R^{b3}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹².

~~39.22.~~ The compound of any one of claims 1-~~36~~19, or a pharmaceutically acceptable salt thereof, wherein each R¹¹ is independently selected from C₁₋₆ alkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a3}, C(O)OR^{a3}; wherein said C₁₋₆ alkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹².

~~40.23.~~ The compound of any one of claims 1-~~32~~15, or a pharmaceutically acceptable salt thereof, wherein each R¹⁰ is independently selected from methyl, bromo, fluoro, CN, ethyl, methoxy, 4-morpholinyl, 3-oxopiperazin-1-yl, 4-methylpiperazin-1-yl, 4-methyl-3-oxopiperazin-1-yl, 4-ethylpiperazin-1-yl, 3-oxo-4-(2,2,2-trifluoroethyl)piperazin-1-yl, 4-(methylsulfonyl)piperazin-1-yl, piperazin-1-yl, 4-isopropylpiperazin-1-yl, 4-cyclopropyl-3-oxopiperazin-1-yl, 4-(methylsulfonyl)piperazin-1-yl, 4-bromo-phenyl, 4-cyanophenyl, 4-pyridyl, methylaminocarbonyl, isopropylaminocarbonyl, 3-hydroxypyrrolidin-1-yl, 3-methoxypiperidin-1-yl, 1-methylpiperidin-4-yl, ethylmethylamino, cyclopropyl, ethyl, 2-cyanophenyl, tetrahydro-2H-pyran-4-yl, azetidin-3-yl, hydroxyethyl, 4-methoxypiperidin-1-yl, 3-fluoropyrrolidin-1-yl, 4-methylcarbonylpiperazin-1-yl, and 4-hydroxypiperidin-1-yl, 4-methoxycarbonylpiperazin-1-yl, amino, 2-hydroxypropylamino, (1-methyl-1H-pyrazol-5-yl)methylamino, and 3-cyanocyclopentylamino.

~~41.24.~~ The compound of any one of claims 1-~~32~~15, or a pharmaceutically acceptable salt thereof, wherein each R¹⁰ is independently selected from methyl, bromo, fluoro, CN, ethyl, methoxy, 4-morpholinyl, 3-oxopiperazin-1-yl, 4-methylpiperazin-1-yl, 4-methyl-3-oxopiperazin-1-yl, 4-ethylpiperazin-1-yl, 3-oxo-4-(2,2,2-trifluoroethyl)piperazin-1-yl, 4-

(methylsulfonyl)piperazin-1-yl, piperazin-1-yl, 4-isopropylpiperazin-1-yl, 4-cyclopropyl-3-oxopiperazin-1-yl, 4-(methylsulfonyl)piperazin-1-yl, 4-bromo-phenyl, 4-cyanophenyl, and 4-pyridyl.

42. — The compound of any one of claims 1-41~~24~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is selected from H, C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} -haloalkyl, C_{3-10} -cycloalkyl, 4-10-membered heterocycloalkyl, C_{6-10} -aryl, 5-10-membered heteroaryl, C_{3-10} -cycloalkyl- C_{1-3} -alkylene, halo, OR^{a7} , $C(O)R^{b7}$, $C(O)NR^{e7}R^{d7}$, $C(O)OR^{a7}$, $NR^{e7}R^{d7}$, $NR^{e7}C(O)R^{b7}$, and $NR^{e7}C(O)OR^{a7}$; wherein said C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{3-10} -cycloalkyl, 4-10-membered heterocycloalkyl, C_{6-10} -aryl, and 5-10-membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{30} .

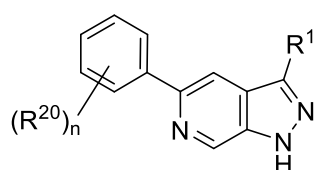
43. — The compound of any one of claims 1-41~~24~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is selected from H, C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} -haloalkyl, halo, OR^{a7} , $C(O)R^{b7}$, $C(O)NR^{e7}R^{d7}$, $C(O)OR^{a7}$, $NR^{e7}R^{d7}$, $NR^{e7}C(O)R^{b7}$, and $NR^{e7}C(O)OR^{a7}$; wherein said C_{1-6} -alkyl, C_{2-6} -alkenyl, and C_{2-6} -alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{30} .

44. — The compound of any one of claims 1-41~~24~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is selected from H, C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} -haloalkyl, halo, and OR^{a7} .

45. — The compound of any one of claims 1-41~~24~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is selected from H, C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} -haloalkyl, and halo.

46. — The compound of any one of claims 1-41~~24~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is H.

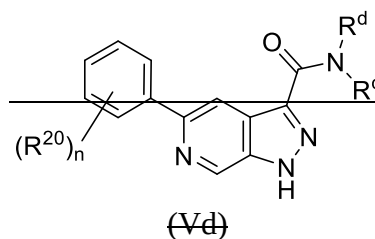
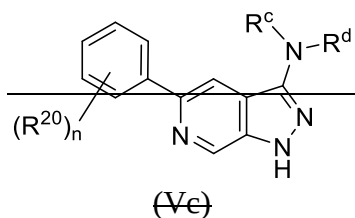
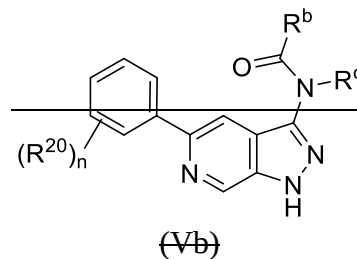
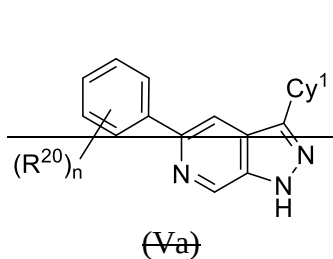
47.~~25~~. The compound of claim 1 having Formula IV:



(IV)

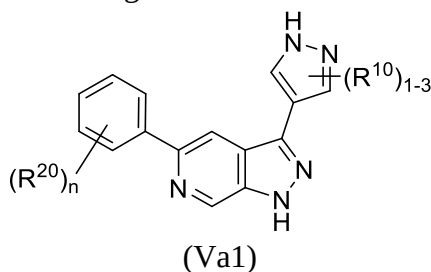
wherein n is 1, 2, 3, or 4; or a pharmaceutically acceptable salt thereof.

~~48. The compound of claim 1 having Formula Va, Formula Vb, Formula Vc, or Formula Vd:~~



~~wherein n is 1, 2, 3, or 4; or a pharmaceutically acceptable salt thereof.~~

~~49.26. The compound of claim 1 having Formula Va1:~~



wherein n is 1, 2, 3, or 4; or a pharmaceutically acceptable salt thereof.

~~50.27. The compound of any one of claims 47-4925 or 26, or a pharmaceutically acceptable salt thereof, wherein n is 3.~~

~~51.28. The compound of any one of claims 47-4925 or 26, or a pharmaceutically acceptable salt thereof, wherein n is 2.~~

52.29. The compound of ~~any one of claims 47-49~~25 or 26, or a pharmaceutically acceptable salt thereof, wherein each R²⁰ is independently fluoro, methyl, trifluoromethyl, CH₂NHCH₃, CH₂NH(i-propyl), CH₂-azetidiny, CH₂NH(CH₂)CH₃, or CH(CH₃)(NHCH₃).

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

R¹ is ~~selected from Cy¹, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^a, SR^a, C(O)R^b, C(O)NR^eR^d, C(O)OR^a, OC(O)R^b, OC(O)NR^eR^d, NR^eR^d, NR^eC(O)R^b, NR^eC(O)OR^a, NR^eC(O)NR^eR^d, C(=NR^e)R^b, C(=NOR^a)R^b, C(=NR^e)NR^eR^d, NR^eC(=NR^e)NR^eR^d, NR^eS(O)R^b, NR^eS(O)₂R^b, NR^eS(O)₂NR^eR^d, S(O)R^b, S(O)NR^eR^d, and S(O)₂NR^eR^d; wherein said C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

Cy¹ is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl, wherein each 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

Cy^A is C₆₋₁₀ aryl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²⁰;

R² is ~~H~~selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, OR^{a7}, SR^{a7}, C(O)R^{b7}, C(O)NR^{e7}R^{d7}, C(O)OR^{a7}, NR^{e7}R^{d7}, NR^{e7}C(O)R^{b7}, NR^{e7}C(O)OR^{a7}, NR^{e7}S(O)R^{b7}, NR^{e7}S(O)₂R^{b7}, NR^{e7}S(O)₂NR^{e7}R^{d7}, S(O)R^{b7}, S(O)NR^{e7}R^{d7}, S(O)₂R^{b7}, and S(O)₂NR^{e7}R^{d7}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 6-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, NO₂, 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}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NOR^{a1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})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 said C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 6-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

or two R¹⁰ substituents taken together with the carbon atom to which they are attached form a spiro 3-7-membered heterocycloalkyl ring, or a spiro C₃₋₆ cycloalkyl ring; wherein each spiro 3-7-membered heterocycloalkyl ring has at least one ring-forming carbon atom and 1, 2 or 3, ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of each spiro 3-7-membered heterocycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the spiro 3-7-membered heterocycloalkyl ring and spiro C₃₋₆ cycloalkyl ring are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, OR^{a3}, SR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3}, NR^{c3}C(O)OR^{a3}, 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 C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R¹² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, NR^{c5}R^{d5},

NR^{c5}C(O)R^{b5}, NR^{c5}C(O)OR^{a5}, NR^{c5}S(O)R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, and S(O)₂NR^{c5}R^{d5}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R²⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, NO₂, 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}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, NR^{c2}C(O)NR^{c2}R^{d2}, C(=NR^{e2})R^{b2}, C(=NOR^{a2})R^{b2}, C(=NR^{e2})NR^{c2}R^{d2}, NR^{c2}C(=NR^{e2})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 said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²¹;

or two adjacent R²⁰ substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of the fused C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C₃₋₇ cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹;

each R²¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, CN, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, and S(O)₂NR^{c4}R^{d4}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

or two R²¹ substituents taken together with the carbon atom to which they are attached form a spiro C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of the spiro C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the spiro C₃₋₇ cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²²;

each R²² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{a6}, SR^{a6}, C(O)R^{b6}, C(O)NR^{c6}R^{d6}, C(O)OR^{a6}, NR^{c6}R^{d6}, NR^{c6}C(O)R^{b6}, NR^{c6}C(O)OR^{a6}, NR^{c6}S(O)R^{b6}, NR^{c6}S(O)₂R^{b6}, NR^{c6}S(O)₂NR^{c6}R^{d6}, S(O)R^{b6}, S(O)NR^{c6}R^{d6}, S(O)₂R^{b6}, and S(O)₂NR^{c6}R^{d6}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

~~each R³⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{a8}, SR^{a8}, C(O)R^{b8}, C(O)NR^{e8}R^{d8}, C(O)OR^{a8}, NR^{e8}R^{d8}, NR^{e8}C(O)R^{b8}, NR^{e8}C(O)OR^{a8}, NR^{e8}S(O)R^{b8}, NR^{e8}S(O)₂R^{b8}, NR^{e8}S(O)₂NR^{e8}R^{d8}, S(O)R^{b8}, S(O)NR^{e8}R^{d8}, S(O)₂R^{b8}, and S(O)₂NR^{e8}R^{d8}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;~~

~~each R^a and R^e is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~each R^d is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~or any R^e and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-10 membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;~~

~~each R^b is independently selected from C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, 7-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl; wherein said C₂₋₆~~

~~alkenyl, C₂₋₆-alkynyl, 7-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~each R^e is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;~~

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

or any R^{c1} and R^{d1} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹¹;

each R^{b1} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R^{e1} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{a2}, R^{c2} and R^{d2}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²¹;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹;

each R^{b2} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered

heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²¹;

each R^{e2} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{a3}, R^{c3} and R^{d3}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

or any R^{c3} and R^{d3} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R¹²;

each R^{b3} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R^{a4}, R^{c4} and R^{d4}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R²²;

each R^{b4} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

each R^{a5}, R^{c5} and R^{d5}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b5} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a6}, R^{c6} and R^{d6} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b6} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g; and

~~each R^{a7}, R^{c7}, and R^{d7} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;~~

~~or any R^{c7} and R^{d7} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R³⁰;~~

~~each R^{b7} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl;~~

~~each R^{a8}, R^{c8} and R^{d8}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;~~

~~or any R^{c8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2 or 3 substituents independently selected from R^g;~~

~~each R^{b8} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl,~~

~~5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g; and~~

each R^g is independently selected from OH, NO₂, CN, halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₁₋₂ alkylene, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₁₋₃ alkoxy-C₁₋₃ alkyl, C₁₋₃ alkoxy-C₁₋₃ alkoxy, HO-C₁₋₃ alkoxy, HO-C₁₋₃ alkyl, cyano-C₁₋₃ alkyl, H₂N-C₁₋₃ alkyl, amino, C₁₋₆ alkylamino, di(C₁₋₆ alkyl)amino, thio, C₁₋₆ alkylthio, C₁₋₆ alkylsulfinyl, C₁₋₆ alkylsulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, carboxy, C₁₋₆ alkylcarbonyl, C₁₋₆ alkoxy carbonyl, C₁₋₆ alkylcarbonylamino, C₁₋₆ alkylsulfonylamino, aminosulfonyl, C₁₋₆ alkylaminosulfonyl, di(C₁₋₆ alkyl)aminosulfonyl, aminosulfonylamino, C₁₋₆ alkylaminosulfonylamino, di(C₁₋₆ alkyl)aminosulfonylamino, aminocarbonylamino, C₁₋₆ alkylaminocarbonylamino, and di(C₁₋₆ alkyl)aminocarbonylamino.

~~54.31.~~ The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein:

~~R¹ is selected from Cy¹, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^a, SR^a, C(O)R^b, C(O)NR^eR^d, C(O)OR^a, OC(O)R^b, OC(O)NR^eR^d, NR^eR^d, NR^eC(O)R^b, and NR^eC(O)OR^a; wherein said C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

Cy¹ is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl, wherein each 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

Cy^A is C₆₋₁₀ aryl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²⁰;

~~R² is H selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, OR^{a7}, SR^{a7}, C(O)R^{b7}, C(O)NR^{e7}R^{d7}, C(O)OR^{a7}, NR^{e7}R^{d7}, NR^{e7}C(O)R^{b7}, NR^{e7}C(O)OR^{a7}, NR^{e7}S(O)R^{b7}, NR^{e7}S(O)₂R^{b7}, NR^{e7}S(O)₂NR^{e7}R^{d7}, S(O)R^{b7}, S(O)NR^{e7}R^{d7}, S(O)₂R^{b7}, and S(O)₂NR^{e7}R^{d7}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;~~

each R^{10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, halo, CN, NO_2 , OR^{a1} , SR^{a1} , $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, and $NR^{c1}C(O)OR^{a1}$; wherein said C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

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

each R^{12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, OR^{a5} , SR^{a5} , $C(O)R^{b5}$, $C(O)NR^{c5}R^{d5}$, $C(O)OR^{a5}$, $NR^{c5}R^{d5}$, $NR^{c5}C(O)R^{b5}$, $NR^{c5}C(O)OR^{a5}$, $NR^{c5}S(O)R^{b5}$, $NR^{c5}S(O)_2R^{b5}$, $NR^{c5}S(O)_2NR^{c5}R^{d5}$, $S(O)R^{b5}$, $S(O)NR^{c5}R^{d5}$, $S(O)_2R^{b5}$, and $S(O)_2NR^{c5}R^{d5}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{20} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, halo, CN, NO_2 , OR^{a2} , SR^{a2} , $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $C(O)OR^{a2}$, $OC(O)R^{b2}$, $OC(O)NR^{c2}R^{d2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, and $NR^{c2}C(O)OR^{a2}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl- C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{21} ;

or two adjacent R^{20} substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C_{3-7} cycloalkyl ring; wherein a ring-forming carbon atom of the fused C_{3-7} cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C_{3-7} cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{21} ;

each R^{21} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered

heteroaryl, halo, CN, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, and NR^{c4}C(O)OR^{a4}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

each R²² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{a6}, SR^{a6}, C(O)R^{b6}, C(O)NR^{c6}R^{d6}, C(O)OR^{a6}, NR^{c6}R^{d6}, NR^{c6}C(O)R^{b6}, and NR^{c6}C(O)OR^{a6}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and 5-6 membered heteroaryl are each optionally substituted with 1 substituents independently selected from R^g;

~~each R³⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl;~~

~~each R^a and R^e is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~each R^d is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, and C₆₋₁₀ aryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₆₋₁₀ aryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

~~each R^b is independently selected from C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, 7-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl; wherein said C₂₋₆ alkenyl, C₂₋₆ alkynyl, 7-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, and C₃₋₁₀ cycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₃₋₁₀ cycloalkyl are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹¹;

each R^{b1} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R^{a2}, R^{c2} and R^{d2}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, and 4-10 membered heterocycloalkyl; said C₁₋₆ alkyl and 4-10

membered heterocycloalkyl are each optionally substituted with 1, 2, or 3 substituents independently selected from R²¹;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹;

each R^{b2} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, or 3 substituents independently selected from R²¹;

each R^{a3}, R^{c3} and R^{d3}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl;

each R^{b3} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, and phenyl;

each R^{a4}, R^{c4} and R^{d4}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, or 3 substituents independently selected from R²²;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

each R^{b4} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, and phenyl;

each R^{a5}, R^{c5} and R^{d5}, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl;

each R^{b5} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl;

each R^{a6}, R^{c6} and R^{d6} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl;

each R^{b6} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; and

~~each R^{a7}, R^{c7}, and R^{d7} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;~~

~~each R^{b7} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R³⁰;~~

each R^g is independently selected from OH, NO₂, CN, halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₁₋₂ alkylene, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₁₋₃ alkoxy-C₁₋₃ alkyl, C₁₋₃ alkoxy-C₁₋₃ alkoxy, HO-C₁₋₃ alkoxy, HO-C₁₋₃ alkyl, cyano-C₁₋₃ alkyl, H₂N-C₁₋₃ alkyl, amino, C₁₋₆ alkylamino, di(C₁₋₆ alkyl)amino, thio, C₁₋₆ alkylthio, C₁₋₆ alkylsulfinyl, C₁₋₆ alkylsulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, carboxy, C₁₋₆ alkylcarbonyl, C₁₋₆ alkoxy carbonyl, C₁₋₆ alkylcarbonylamino, C₁₋₆ alkylsulfonylamino, aminosulfonyl, C₁₋₆ alkylaminosulfonyl, di(C₁₋₆ alkyl)aminosulfonyl, aminosulfonylamino, C₁₋₆ alkylaminosulfonylamino, di(C₁₋₆ alkyl)aminosulfonylamino, aminocarbonylamino, C₁₋₆ alkylaminocarbonylamino, and di(C₁₋₆ alkyl)aminocarbonylamino.

~~55.32. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein:~~

~~R¹ is selected from Cy¹, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, OR^a, C(O)R^b, C(O)NR^eR^d, C(O)OR^a, NR^eR^d, NR^eC(O)R^b, and NR^eC(O)OR^a; wherein said C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;~~

Cy¹ is selected from 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl, wherein each 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

Cy^A is C₆₋₁₀ aryl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²⁰;

~~R² is H selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, and OR^{a7};~~

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a1}, C(O)NR^{c1}R^{d1}, and NR^{c1}R^{d1}; wherein said C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered

heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a3}, C(O)OR^{a3}, C(O)NR^{c3}R^{d3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3}, S(O)₂R^{b3}, and S(O)₂NR^{c3}R^{d3}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R¹² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, and CN;

each R²⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, halo, OR^{a2}, C(O)R^{b2}, C(O)NR^{c2}R^{d2}, OC(O)R^{b2}, OC(O)NR^{c2}R^{d2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, and NR^{c2}C(O)NR^{c2}R^{d2}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²¹;

or two adjacent R²⁰ substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C₃₋₇ cycloalkyl ring; wherein a ring-forming carbon atom of the fused C₃₋₇ cycloalkyl ring is optionally substituted by oxo to form a carbonyl group; and wherein the fused C₃₋₇ cycloalkyl ring is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R²¹;

each R²¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, and NR^{c4}C(O)OR^{a4}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²²;

each R²² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, CN, OR^{6a}, NR^{c6}R^{d6}, and NR^{c6}C(O)R^{b6}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and 5-6 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R^g;

each R^a and R^e is independently selected from H and C_{1-6} -alkyl;

each R^d is independently selected from C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} haloalkyl, and C_{6-10} -aryl; wherein said C_{1-6} -alkyl, C_{2-6} -alkenyl, C_{2-6} -alkynyl, and C_{6-10} -aryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} ;

each R^b is independently selected from C_{2-6} -alkenyl, C_{2-6} -alkynyl, C_{1-6} haloalkyl, 7-10 membered heterocycloalkyl, C_{6-10} -aryl, and 5-10 membered heteroaryl; wherein said C_{2-6} alkenyl, C_{2-6} -alkynyl, 7-10 membered heterocycloalkyl, C_{6-10} -aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} ;

each R^{a1} , R^{c1} , and R^{d1} is independently selected from H, C_{1-6} alkyl, and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl, are each optionally substituted with 1 or 2 substituents independently selected from R^{11} ;

each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, and 4-10 membered heterocycloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1 or 2 substituents independently selected from R^{21} ;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{21} ;

each R^{b2} is independently selected from C_{1-6} alkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R^{21} ;

each R^{a3} , R^{c3} and R^{d3} , is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl;

each R^{b3} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, and phenyl;

each R^{a4} , R^{c4} and R^{d4} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1 or 2 substituents independently selected from R^{22} ;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

each R^{b4} is independently selected from C₁₋₆ alkyl;
 each R^{a6} is independently selected from H and C₁₋₆ alkyl;
 each R^{c6} and R^{d6} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl;
 each R^{b6} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; and
~~each R^{a7} is independently selected from H and C₁₋₆ alkyl; and~~
 each R^g is independently selected from C₁₋₆ alkyl.

~~56.33.~~ The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein:

~~R¹ is selected from Cy¹, C₂₋₆ alkenyl, C(O)NR^eR^d, and NR^eR^d, NR^eC(O)R^b; wherein said C₂₋₆ alkenyl is optionally substituted with 1 independently selected from R¹⁰;~~

Cy¹ is selected from 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl, wherein each 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R¹⁰;

Cy^A is C₆₋₁₀ aryl optionally substituted with 1, 2, 3, or 4 substituents independently selected from R²⁰;

R² is H, ~~halo, or OR^{a7}~~;

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, halo, CN, OR^{a1}, C(O)NR^{c1}R^{d1}, and NR^{c1}R^{d1}; wherein said C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, halo, CN, OR^{a3}, C(O)OR^{a3}, and S(O)₂R^{b3}; wherein said C₁₋₆ alkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1 or 2 substituents independently selected from R¹²;

each R¹² is C₁₋₆ alkyl, halo, or CN;

each R^{20} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, halo, OR^{a2} , $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $OC(O)R^{b2}$, $OC(O)NR^{c2}R^{d2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, $NR^{c2}C(O)OR^{a2}$, and $NR^{c2}C(O)NR^{c2}R^{d2}$; wherein said C_{1-6} alkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, and 4-10 membered heterocycloalkyl- C_{1-3} alkylene are each optionally substituted with 1 or 2 substituents independently selected from R^{21} ;

or two adjacent R^{20} substituents on the Cy^A ring, taken together with the atoms to which they are attached, form a fused C_{3-7} cycloalkyl ring; and wherein the fused C_{3-7} cycloalkyl ring is optionally substituted with 1 or 2 substituents independently selected from R^{21} ;

each R^{21} is C_{1-6} alkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, halo, CN, OR^{a4} , $NR^{c4}R^{d4}$, $NR^{c4}C(O)R^{b4}$, and $NR^{c4}C(O)OR^{a4}$; wherein said C_{1-6} alkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, and 5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R^{22} ;

each R^{22} is independently selected from C_{1-6} alkyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, CN, OR^{a6} and $NR^{c6}R^{d6}$; wherein said C_{1-6} alkyl and 5-6 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R^g ;

~~each R^a and R^e is H;~~

~~each R^d is independently selected from C_{1-6} alkyl, C_{6-10} aryl, and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{6-10} aryl, and 5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R^{10} ;~~

~~each R^b is independently selected from 7-10 membered heterocycloalkyl, C_{6-10} aryl, and 5-10 membered heteroaryl; wherein said 7-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R^{10} ;~~

each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl, are each optionally substituted with 1 or 2 substituents independently selected from R^{11} ;

each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl, and 4-10 membered heterocycloalkyl; wherein said C_{1-6} alkyl and 4-10 membered heterocycloalkyl are each optionally substituted with 1 or 2 substituents independently selected from R^{21} ;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1 or 2 substituents independently selected from R²¹;

each R^{b2} is independently selected from C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl are each optionally substituted with 1 or 2 substituents independently selected from R²¹;

each R^{a3} is independently selected from H and C₁₋₆ alkyl;

each R^{b3} is C₁₋₆ alkyl;

each R^{a4}, R^{c4} and R^{d4} is independently selected from H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl; wherein said C₁₋₆ alkyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1 or 2 substituents independently selected from R²²;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

each R^{b4} is independently selected from C₁₋₆ alkyl;

each R^{a6} is independently selected from H and C₁₋₆ alkyl;

each R^{c6} and R^{d6} is H; and

~~each R^{a7} is independently selected from H and C₁₋₆ alkyl; and~~

each R^g is independently selected from C₁₋₆ alkyl.

~~57.34.~~ The compound of claim 1 selected from:

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-methylbenzamide;~~

~~4-Bromo-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;~~

~~3-Bromo-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;~~

~~4-Fluoro-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;~~

~~3-Fluoro-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;~~

3-Cyano-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;

4-Ethyl-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-methoxybenzamide;

4-Fluoro-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-methylbenzamide;

3,5-Difluoro-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;

3,4-Difluoro-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzo[d][1,3]dioxole-5-carboxamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-1-methyl-1H-pyrazole-4-carboxamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-1-methyl-1H-pyrazole-3-carboxamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-morpholinobenzamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-(3-oxopiperazin-1-yl)benzamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-(4-methylpiperazin-1-yl)benzamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-(4-methyl-3-oxopiperazin-1-yl)benzamide;

3-(4-Ethylpiperazin-1-yl)-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-(3-oxo-4-(2,2,2-trifluoroethyl)piperazin-1-yl)benzamide;

N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-(4-(methylsulfonyl)piperazin-1-yl)benzamide;

~~N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-(piperazin-1-yl)benzamide;~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-morpholinobenzamide~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(3-oxopiperazin-1-yl)benzamide;~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide;~~

~~N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methyl-3-oxopiperazin-1-yl)benzamide;~~

~~4-(4-Ethylpiperazin-1-yl)-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(3-oxo-4-(2,2,2-trifluoroethyl)piperazin-1-yl)benzamide;~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-isopropylpiperazin-1-yl)benzamide;~~

~~4-(4-Cyclopropyl-3-oxopiperazin-1-yl)-N-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)benzamide;~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-(methylsulfonyl)piperazin-1-yl)benzamide;~~

~~N-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(piperazin-1-yl)benzamide;~~

~~4-(5-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)thiazol-2-yl)morpholine;~~

~~5-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-3-methylisoxazole;~~

~~5-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-2-methylthiazole;~~

~~1-(4-Bromophenyl)-4-(5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)piperazin-2-one;~~

~~2-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-1,2,3,4-tetrahydroisoquinoline-7-carbonitrile;~~

4-(4-(5-(2-Fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)piperazin-1-yl)benzonitrile;

5-(2-Fluoro-6-methoxyphenyl)-3-(4-(pyridin-4-yl)piperazin-1-yl)-1H-pyrazolo[3,4-c]pyridine;

~~5-(2-Fluoro-6-methoxyphenyl)-N-(4-(4-methylpiperazin-1-yl)benzyl)-1H-pyrazolo[3,4-c]pyridin-3-amine;~~

1-[1-(3-Fluoro-5-{3-[4-(4-methylpiperazin-1-yl)phenyl]-1H-pyrazolo[3,4-c]pyridin-5-yl}phenyl)cyclopropyl]methanamine;

5-(2-Fluoro-6-methoxyphenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

5-(2,6-Difluorophenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

5-(2,6-Dimethylphenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

3-(4-(4-Methylpiperazin-1-yl)phenyl)-5-(2,4,6-trifluorophenyl)-1H-pyrazolo[3,4-c]pyridine;

5-(2-Chloro-6-fluorophenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

3,5-Difluoro-4-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenol;

5-(2-Fluoro-6-methylphenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

5-(2-Chloro-6-(trifluoromethyl)phenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

5-(2-Ethoxy-6-fluorophenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

5-(2-Chloro-6-methoxyphenyl)-3-(4-(4a-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine; and

5-(2-Fluoro-6-(trifluoromethyl)phenyl)-3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine;

~~5-(2-Fluoro-6-methoxyphenyl)-N-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine-3-carboxamide;~~

~~5-(2-Fluoro-6-methoxyphenyl)-N-(4-morpholinophenyl)-1H-pyrazolo[3,4-c]pyridine-3-carboxamide; and~~

~~N-(4-(4-Ethylpiperazin-1-yl)phenyl)-5-(2-fluoro-6-methoxyphenyl)-1H-pyrazolo[3,4-c]pyridine-3-carboxamide;~~

or a pharmaceutically acceptable salt thereof.

~~58.35.~~ The compound of claim 1 selected from:

3,5-Difluoro-*N*-(2-methoxyethyl)-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzamide,

(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)(3-methoxyazetidin-1-yl)methanone,

N-(2,4-Difluoro-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)cyclobutanecarboxamide,

N-(2,4-Difluoro-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-phenylacetamide,

2,4-Difluoro-*N*-methyl-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)aniline,

2,4-Difluoro-*N,N*-dimethyl-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)aniline,

3,5-Difluoro-*N,N*-dimethyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)aniline,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(pyrrolidin-1-yl)acetamide,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-1-methyl-1*H*-pyrazole-4-carboxamide,

2-Cyclopentyl-*N*-(3,5-difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(pyridin-3-yl)acetamide,

2-(7-Azabicyclo[2.2.1]heptan-7-yl)-*N*-(3,5-difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(7-oxa-2-azaspiro[3.5]nonan-2-yl)acetamide,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(pyrrolidin-1-yl)propanamide,
 1-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-3-(2-methoxyethyl)urea,
 2-(Azetidin-1-yl)-*N*-(3-(difluoromethoxy)-5-fluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,
N-(3-Chloro-5-fluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(pyrrolidin-1-yl)acetamide,
N-(3-Fluoro-5-methoxy-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(pyrrolidin-1-yl)acetamide,
 2-(3,3-Dimethylazetidin-1-yl)-*N*-(3-fluoro-5-methoxy-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,
 1-Methylpiperidin-4-yl 3-fluoro-5-methoxy-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenylcarbamate,
 2-(Azetidin-1-yl)-*N*-(2,3,5-trifluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,
N-(3-Chloro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(dimethylamino)acetamide,
 2-((1*R*,4*S*)-2-Azabicyclo[2.2.1]heptan-2-yl)-*N*-(3-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,
N-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-2-(pyrrolidin-1-yl)acetamide,
 2-(Dimethylamino)-*N*-(3-fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,
 2-(7-Azabicyclo[2.2.1]heptan-7-yl)-*N*-(3-fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,
 2-((1*R*,4*S*)-2-Azabicyclo[2.2.1]heptan-2-yl)-*N*-(3-fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,
 3-(Dimethylamino)-*N*-(3-fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)propanamide,
 2-Cyano-*N*-(3-fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetamide,

N-Methyl-1-(2-methyl-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)methanamine,

N-Methyl-1-(4-methyl-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)methanamine,

N-Methyl-1-(3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2-(trifluoromethyl)phenyl)methanamine,

5-(3-(Azetidin-1-ylmethyl)-2-(trifluoromethyl)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

N-(3-(3-(1-Methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2-(trifluoromethyl)benzyl)tetrahydro-2*H*-pyran-4-amine,

N-(3-(3-(1-Methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2-(trifluoromethyl)benzyl)propan-2-amine,

1-(4-Fluoro-2-methyl-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethanamine,

N-(4-Fluoro-2-methyl-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)propan-2-amine,

5-(3-(Azetidin-1-ylmethyl)-6-fluoro-2-methylphenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

3-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-isopropylcyclobutanamine,

2-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethanamine,

2-(2,4-Difluoro-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethanamine,

N-(2,4-Difluoro-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenethyl)tetrahydro-2*H*-pyran-4-amine,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenethyl)-1-isopropylazetidin-3-amine,

2-Fluoro-4-(5-(2-fluoro-6-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylbenzamide,

5-(5-(2-Fluoro-6-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylpicolinamide,

4-(5-(2-Fluoro-6-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-2-methoxy-*N*-methylbenzamide,

4-(5-(2-Fluoro-6-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*,2-dimethylbenzamide,

1-(5-(2-Fluoro-6-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-isopropyl-1*H*-imidazole-4-carboxamide,

1-(5-(2-Fluoro-6-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methyl-1*H*-imidazole-4-carboxamide,

5-(4-(Azetidin-2-ylmethoxy)-2,6-difluorophenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

5-(2,6-Difluoro-4-(tetrahydro-2*H*-pyran-4-yloxy)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

5-(2,6-Difluoro-4-(pyridin-4-ylmethoxy)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl dimethylcarbamate,

3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl morpholine-4-carboxylate,

N-Methyl-1-(3-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)methanamine,

N-Methyl-1-(4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-3-(trifluoromethyl)phenyl)methanamine,

1-(5-(5-(2-Fluoro-6-methyl-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)pyridin-2-yl)pyrrolidin-3-ol,

1-(3-Fluoro-4-(3-(6-(3-methoxypiperidin-1-yl)pyridin-3-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-5-methylphenyl)-*N*-methylmethanamine,

5-(2-Fluoro-6-methoxyphenyl)-3-(6-(1-methylpiperidin-4-yl)pyridin-2-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

~~3-(4-Bromostyryl)-5-(2-fluoro-6-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridine,~~

1-(3-Fluoro-5-methyl-4-(3-(6-morpholinopyridin-2-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylmethanamine,

N-Ethyl-6-(5-(2-fluoro-6-methyl-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylpyridin-2-amine,

1-(3-Fluoro-4-(3-(6-(4-methylpiperazin-1-yl)pyridin-3-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-5-(trifluoromethyl)phenyl)-*N*-methylethylmethanamine,

1-(4-(3-(6-Cyclopropylpyridin-3-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-3-fluoro-5-(trifluoromethyl)phenyl)-*N*-methylethylmethanamine,

1-(3-Fluoro-4-(3-(6-morpholinopyridin-3-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-5-(trifluoromethyl)phenyl)-*N*-methylethylmethanamine,

1-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethylmethanamine,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)propan-2-amine,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)pyridin-2-amine,

N-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)-1-methyl-1*H*-pyrazol-3-amine,

2-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzylamino)ethanol,

1-(2,4-Difluoro-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethylmethanamine,

N-(2,4-Difluoro-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)propan-2-amine,

N-(2,4-Difluoro-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)cyclopropanamine,

5-(2,6-Difluoro-3-((3-methoxypiperidin-1-yl)methyl)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

1-(3-Fluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-5-(trifluoromethyl)phenyl)-*N*-methylethylmethanamine,

1-(3-Fluoro-4-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-5-(trifluoromethyl)phenyl)-*N*-methylethylmethanamine,

1-(4-(3-(1-Ethyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-3-fluoro-5-methylphenyl)-*N*-methylethylmethanamine,

1-(4-(3-(1-Cyclopropyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-3-fluoro-5-methylphenyl)-*N*-methylethanamine,

2-(4-(5-(2-Fluoro-6-methyl-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-1*H*-pyrazol-1-yl)benzonitrile,

1-(3-Fluoro-5-methyl-4-(3-(1-(tetrahydro-2*H*-pyran-4-yl)-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethanamine,

1-(3,5-Difluoro-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylcyclopropanamine,

1-(4-Fluoro-2-methoxy-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethanamine,

N-(4-Fluoro-2-methoxy-3-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)ethanamine,

~~*N*-(5-(2,6-Difluoro-4-((isopropylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~

~~*N*-(5-(2,6-Difluoro-4-(pyrrolidin-1-ylmethyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~

~~*N*-(5-(4-(Azetidin-1-ylmethyl)-2,6-difluorophenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~

~~*N*-(5-(2,6-Difluoro-4-((3-methoxyazetidin-1-yl)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~

~~*N*-(5-(2,6-Difluoro-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-1-methyl-1*H*-pyrazole-4-carboxamide,~~

~~*N*-(5-(2,6-Difluoro-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-3-(4-methylpiperazin-1-yl)benzamide,~~

~~*N*-(5-(2,6-Difluoro-4-((isopropylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-3-methoxybenzamide,~~

~~*N*-(5-(2,6-Difluoro-4-((isopropylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-3-methoxybenzamide,~~

~~Methyl 4-(4-(5-(2,6-difluoro-4-((isopropylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)carbamoyl)-3-fluorophenyl)piperazine-1-carboxylate,~~

~~N-(5-(2,6-Difluoro-4-((isopropylamino)methyl)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-2-methoxy-4-(4-methylpiperazin-1-yl)benzamide,~~
~~N-(5-(2,6-Difluoro-4-((isopropylamino)methyl)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-2-fluoro-3-(4-methylpiperazin-1-yl)benzamide,~~
~~N-(5-(2,6-Difluoro-4-((isopropylamino)methyl)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-fluoro-3-(4-methylpiperazin-1-yl)benzamide,~~
~~N-(5-(2-Fluoro-6-methylphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~N-(5-(2-Fluoro-6-(trifluoromethyl)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~N-(5-(4-((Ethylamino)methyl)-2-fluoro-6-(trifluoromethyl)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~5-(2,6-Difluoro-4-((isopropylamino)methyl)phenyl)-N-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine-3-carboxamide,~~
~~N-(5-(2,6-Difluoro-4-(2-(pyrrolidin-1-yl)acetamido)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~2-Amino-N-(5-(2-fluoro-6-methylphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~N-(5-(2-Fluoro-6-methylphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-2-(2-hydroxypropylamino)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~N-(5-(2-Fluoro-6-methylphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-2-((1-methyl-1H-pyrazol-5-yl)methylamino)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~2-(3-Cyanocyclopentylamino)-N-(5-(2-fluoro-6-methylphenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-4-(4-methylpiperazin-1-yl)benzamide,~~
~~2-(4-(5-(2,6-Difluoro-4-((methylamino)methyl)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)-1H-pyrazol-1-yl)benzonitrile,~~
~~1-(4-(3-(1-(Azetidin-3-yl)-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-3,5-difluorophenyl)-N-methylmethanamine,~~
~~1-(3,5-Difluoro-4-(3-(2-(4-methylpiperazin-1-yl)pyridin-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenyl)-N-methylmethanamine,~~

2-(4-(5-(2,6-Difluoro-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-1*H*-pyrazol-1-yl)ethanol,

1-(3,5-Difluoro-4-(3-(4-methoxyphenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylmethanamine,

1-(5-(5-(2,6-Difluoro-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)pyridin-2-yl)piperidin-4-ol,

1-(3,5-Difluoro-4-(3-(5-(3-fluoropyrrolidin-1-yl)pyridin-2-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylmethanamine,

1-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylmethanamine,

4-(5-(2-Fluoro-6-methyl-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylbenzamide,

4-(5-(2-Fluoro-6-methyl-4-(pyrrolidin-2-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylbenzamide,

5-(2-Fluoro-6-methyl-4-(pyrrolidin-2-yl)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

~~5-(2-Fluoro-6-methyl-4-(pyrrolidin-2-yl)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,~~

5-(2-Fluoro-6-methyl-4-(1-methylpyrrolidin-2-yl)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

5-(2-Fluoro-6-methyl-4-(piperidin-2-yl)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine (enantiomer 1),

5-(2-Fluoro-6-methyl-4-(piperidin-2-yl)phenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine (enantiomer 2),

N-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)ethanamine,

N-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)cyclopropanamine,

N-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)propan-2-amine,

2,2,2-Trifluoro-*N*-(3-fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)ethanamine,

2-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzylamino)ethanol,

3-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzylamino)cyclobutanol,

5-(4-(Azetidin-1-ylmethyl)-2-fluoro-6-methylphenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

~~1-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)pyrrolidin-3-ol,~~

1-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzylamino)-2-methylpropan-2-ol,

5-(2-Fluoro-4-((3-methoxyazetidin-1-yl)methyl)-6-methylphenyl)-3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridine,

N-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)-1-(1-methyl-1*H*-imidazol-4-yl)methanamine,

N-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)-1-(oxazol-4-yl)methanamine,

2-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzylamino)acetonitrile,

1-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethanamine,

1-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)-*N*-methylethanamine,

N-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)acetamide,

Methyl 3-fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzylcarbamate,

1-(4-(6-(5-(2-(Difluoromethoxy)-6-fluoro-4-((methylamino)methyl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)pyridin-3-yl)piperazin-1-yl)ethanone,

2-(3-Fluoro-2-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)acetonitrile,

(3-Fluoro-2-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)methanamine,

(3-Fluoro-2-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)phenyl)methanol,

4,6-Difluoro-*N*-methyl-5-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2,3-dihydro-1*H*-inden-1-amine,

4,6-Difluoro-*N*-methyl-5-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2,3-dihydro-1*H*-inden-1-amine,

6,8-Difluoro-*N*-methyl-7-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-2-amine,

6,8-Difluoro-*N*-methyl-7-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-2-amine,

4-(5-(1,3-Difluoro-5-(methylamino)-5,6,7,8-tetrahydronaphthalen-2-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylbenzamide,

5,7-Difluoro-*N*-methyl-6-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-1-amine,

5,7-Difluoro-6-(3-(6-(4-methylpiperazin-1-yl)pyridin-3-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-1-amine,

4-(5-(4,6-Difluoro-3-(methylamino)-2,3-dihydro-1*H*-inden-5-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylbenzamide,

5,7-Difluoro-*N*-methyl-6-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2,3-dihydro-1*H*-inden-1-amine,

5-Fluoro-7-methoxy-6-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2,3-dihydro-1*H*-inden-1-amine,

5-Fluoro-7-methoxy-6-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-2,3-dihydro-1*H*-inden-1-amine,

5-(5-(2-Fluoro-5-(methylamino)-5,6,7,8-tetrahydronaphthalen-1-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-3-yl)-*N*-methylpicolinamide,

6-Fluoro-*N*-methyl-5-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-1-amine,

6-Fluoro-5-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-1-amine,

2-(3,5-Difluoro-4-(3-(2-(4-methylpiperazin-1-yl)pyrimidin-5-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenyl)acetonitrile,

5,7-Difluoro-6-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-2,3-dihydro-1H-inden-1-ol,

5,7-Difluoro-6-(3-(6-(4-methylpiperazin-1-yl)pyridin-3-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-2,3-dihydro-1H-inden-1-ol,

~~6,8-Difluoro-7-(4-methoxy-3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-N-methyl-1,2,3,4-tetrahydronaphthalen-2-amine,~~

~~1-(3,5-Difluoro-4-(4-methoxy-3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenyl)-N-methylmethanamine,~~

~~5,7-Difluoro-6-(4-fluoro-3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-2,3-dihydro-1H-inden-1-amine,~~

1-(3,5-Difluoro-4-(3-(2-(4-methylpiperazin-1-yl)pyrimidin-5-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenyl)-N-methylmethanamine,

1-(5-(5-(2,6-Difluoro-4-((methylamino)methyl)phenyl)-1H-pyrazolo[3,4-c]pyridin-3-yl)pyrimidin-2-yl)piperidin-4-ol,

1-(3,5-Difluoro-4-(3-(5-(4-methylpiperazin-1-yl)pyridin-3-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenyl)-N-methylmethanamine,

4-Fluoro-N,6-dimethyl-5-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-2,3-dihydro-1H-inden-1-amine,

5-(3-((3,3-Dimethylazetidin-1-yl)methyl)-6-fluoro-2-methylphenyl)-3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridine,

trans-N-(4-Fluoro-2-methyl-3-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)benzyl)-3-methoxycyclobutanamine,

N-(4-Fluoro-2-methyl-3-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)benzyl)-3,3-dimethylcyclobutanamine,

N-(4-Fluoro-2-methyl-3-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)benzyl)-1-(1-methylcyclopropyl)methanamine,

1-(4-Fluoro-3-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-2-(trifluoromethyl)phenyl)-N-methylmethanamine,

5-(2-Fluoro-4-(pyrrolidin-2-yl)-6-(trifluoromethyl)phenyl)-3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridine,

1-(4-(3-(1-Cyclopropyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-3-fluoro-5-methylphenyl)-N-methylethanamine,
 3-(1-Ethyl-1H-pyrazol-4-yl)-5-(2-fluoro-6-methyl-4-(piperidin-2-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine,
 3-(1-Cyclopropyl-1H-pyrazol-4-yl)-5-(2-fluoro-6-methyl-4-(piperidin-2-yl)phenyl)-1H-pyrazolo[3,4-c]pyridine,
 3-(3-Fluoro-5-methyl-4-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenyl)morpholine,
 1-(3-(Difluoromethyl)-5-fluoro-4-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)phenyl)-N-methylmethanamine,
 N-(4-Fluoro-2-methyl-3-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)benzyl)ethanamine,
 N-(3-(3-(1-Methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-2-(trifluoromethyl)benzyl)ethanamine,
 6-Fluoro-N-methyl-5-(3-(6-(4-methylpiperazin-1-yl)pyridin-3-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-1-amine, and
 6-Fluoro-5-(3-(4-(4-methylpiperazin-1-yl)phenyl)-1H-pyrazolo[3,4-c]pyridin-5-yl)-1,2,3,4-tetrahydronaphthalen-1-amine,

or a pharmaceutically acceptable salt thereof.

36. The compound of claim 1, wherein the compound is 5-(3-(Azetidin-1-ylmethyl)-6-fluoro-2-methylphenyl)-3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridine, or a pharmaceutically acceptable salt thereof.

37. The compound of claim 1, wherein the compound is N-(4-Fluoro-2-methyl-3-(3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridin-5-yl)benzyl)propan-2-amine, or a pharmaceutically acceptable salt thereof.

38. The compound of claim 1, wherein the compound is 5-(4-(Azetidin-1-ylmethyl)-2-fluoro-6-methylphenyl)-3-(1-methyl-1H-pyrazol-4-yl)-1H-pyrazolo[3,4-c]pyridine, or a pharmaceutically acceptable salt thereof.

39. The compound of claim 1, wherein the compound is *N*-(3-Fluoro-5-methyl-4-(3-(1-methyl-1*H*-pyrazol-4-yl)-1*H*-pyrazolo[3,4-*c*]pyridin-5-yl)benzyl)propan-2-amine, or a pharmaceutically acceptable salt thereof.

59.40. A pharmaceutical composition comprising a compound of any one of claims 1-5839, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier or excipient.

60.41. A method of inhibiting HPK1 activity *in vitro*, said method comprising administering to a patient contacting a compound of any one of claims 1-5839, or a pharmaceutically acceptable salt thereof with HPK1.

61.42. ~~A method of treating~~ Use of a compound of any one of claims 1-39, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of a disease or disorder associated with inhibition of HPK1 interaction, ~~said method comprising administering to a patient in need thereof a therapeutically effective amount of a compound of any one of claims 1-5839, or a pharmaceutically acceptable salt thereof.~~

~~62.43. A method for treating~~ Use of a compound of any one of claims 1-39, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of a cancer in a patient, said method comprising administering to the patient a therapeutically effective amount of the compound of any one of claims 1-5839, or a pharmaceutically acceptable salt thereof, wherein the cancer is associated with HPK1 activity and/or associated with inhibition of HPK1 interaction.

~~63.44. The method~~ use of claim 6243, wherein the cancer is selected from breast cancer, colorectal cancer, lung cancer, ovarian cancer, and pancreatic cancer.