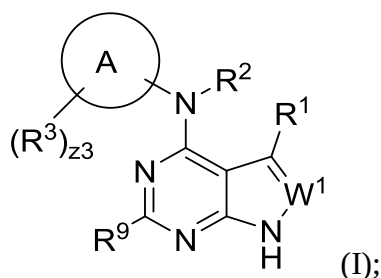


WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein

Ring A is aryl or heteroaryl;

W¹ is N or C(H);

R¹ is hydrogen, -L¹-L²-E, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R² is hydrogen, -CX²₃, -CHX²₂, -CH₂X², substituted or unsubstituted alkyl, or substituted or unsubstituted heteroalkyl;

R³ is independently halogen, -CX³₃, -CHX³₂, -CH₂X³, -OCX³₃, -OCH₂X³, -OCHX³₂, -CN, -SO_{n3}R^{3D}, -SO_{v3}NR^{3A}R^{3B}, -NHC(O)NR^{3A}R^{3B}, -N(O)_{m3}, -NR^{3A}R^{3B}, -C(O)R^{3C}, -C(O)-OR^{3C}, -C(O)NR^{3A}R^{3B}, -OR^{3D}, -NR^{3A}SO₂R^{3D}, -NR^{3A}C(O)R^{3C}, -NR^{3A}C(O)OR^{3C}, -NR^{3A}OR^{3C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

z3 is an integer from 0 to 4;

L¹ is a

bond, -S(O)₂-, -S(O)₂-Ph-, -NR⁶-, -O-, -S-, -C(O)-, -C(O)NR⁶-, -NR⁶C(O)-, -NR⁶C(O)NH-, -NHC(O)NR⁶-, -C(O)O-, -OC(O)-, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R⁶ is hydrogen, halogen, -CX⁶₃, -CHX⁶₂, -CH₂X⁶, -OCX⁶₃, -OCH₂X⁶, -OCHX⁶₂, -CN, -SO_{n6}R^{6D}, -SO_{v6}NR^{6A}R^{6B}, -NHC(O)NR^{6A}R^{6B}, -N(O)_{m6}, -NR^{6A}R^{6B}, -C(O)R^{6C}, -C(O)-OR^{6C}, -C(O)NR^{6A}R^{6B}, -OR^{6D}, -NR^{6A}SO₂R^{6D}, -NR^{6A}C(O)R^{6C}, -NR^{6A}C(O)OR^{6C}, -NR^{6A}OR^{6C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L^2 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^7-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^7-$, $-NR^7C(O)-$, $-NR^7C(O)NH-$, $-NHC(O)NR^7-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

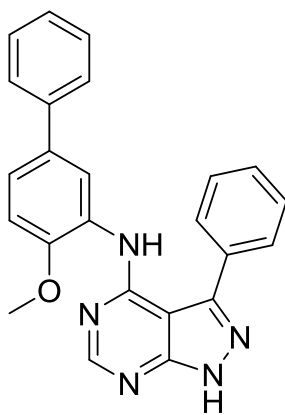
R^7 is hydrogen, halogen, $-CX^7_3$, $-CHX^7_2$, $-CH_2X^7$, $-OCX^7_3$, $-OCH_2X^7$, $-OCHX^7_2$, $-CN$, $-SO_{n7}R^{7D}$, $-SO_{v7}NR^{7A}R^{7B}$, $-NHC(O)NR^{7A}R^{7B}$, $-N(O)_{m7}$, $-NR^{7A}R^{7B}$, $-C(O)R^{7C}$, $-C(O)-OR^{7C}$, $-C(O)NR^{7A}R^{7B}$, $-OR^{7D}$, $-NR^{7A}SO_2R^{7D}$, $-NR^{7A}C(O)R^{7C}$, $-NR^{7A}C(O)OR^{7C}$, $-NR^{7A}OR^{7C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^9 is hydrogen, halogen, $-CX^9_3$, $-CHX^9_2$, $-CH_2X^9$, $-OCX^9_3$, $-OCH_2X^9$, $-OCHX^9_2$, $-CN$, $-SO_{n9}R^{9D}$, $-SO_{v9}NR^{9A}R^{9B}$, $-NHC(O)NR^{9A}R^{9B}$, $-N(O)_{m9}$, $-NR^{9A}R^{9B}$, $-C(O)R^{9C}$, $-C(O)-OR^{9C}$, $-C(O)NR^{9A}R^{9B}$, $-OR^{9D}$, $-NR^{9A}SO_2R^{9D}$, $-NR^{9A}C(O)R^{9C}$, $-NR^{9A}C(O)OR^{9C}$, $-NR^{9A}OR^{9C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

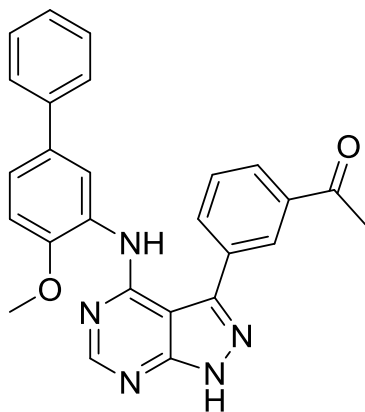
E is an electrophilic moiety;

each R^{3A} , R^{3B} , R^{3C} , R^{3D} , R^{6A} , R^{6B} , R^{6C} , R^{6D} , R^{7A} , R^{7B} , R^{7C} , R^{7D} , R^{9A} , R^{9B} , R^{9C} , and R^{9D} is independently hydrogen, $-CX_3$, $-CN$, $-COOH$, $-CONH_2$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{3A} and R^{3B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{6A} and R^{6B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7A} and R^{7B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{9A} and R^{9B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

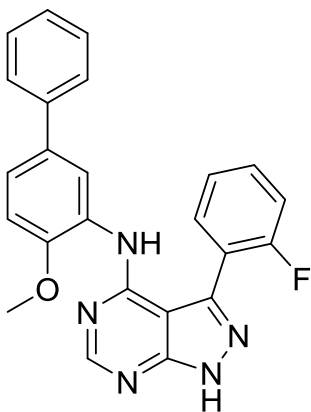
each X, X³, X⁶, X⁷, and X⁹ is independently -F, -Cl, -Br, or -I;
n3, n6, n7, and n9 are independently an integer from 0 to 4; and
m3, m6, m7, m9, v3, v6, v7, and v9, are independently an integer from 1 to 2;



wherein the compound is not

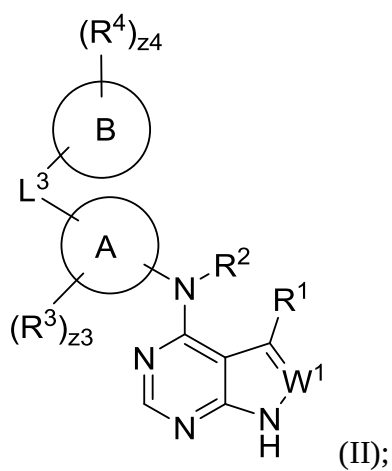


, or



.

2. A compound of claim 1, having the formula:



wherein

Ring B is cycloalkyl, heterocycloalkyl, aryl, or heteroaryl;

L^3 is a bond, $-S(O)_2-$, $-NR^8-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^8-$, $-NR^8C(O)-$, $-NR^8C(O)NH-$, $-NHC(O)NR^8-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene;

R^4 is independently halogen, $-CX^4_3$, $-CHX^4_2$, $-CH_2X^4$, $-OCX^4_3$, $-OCH_2X^4$, $-OCHX^4_2$, $-CN$, $-SO_{n4}R^{4D}$, $-SO_{v4}NR^{4A}R^{4B}$, $-NHC(O)NR^{4A}R^{4B}$, $-N(O)_{m4}$, $-NR^{4A}R^{4B}$, $-C(O)R^{4C}$, $-C(O)-OR^{4C}$, $-C(O)NR^{4A}R^{4B}$, $-OR^{4D}$, $-NR^{4A}SO_2R^{4D}$, $-NR^{4A}C(O)R^{4C}$, $-NR^{4A}C(O)OR^{4C}$, $-NR^{4A}OR^{4C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^8 is independently halogen, $-CX^8_3$, $-CHX^8_2$, $-CH_2X^8$, $-OCX^8_3$, $-OCH_2X^8$, $-OCHX^8_2$, $-CN$, $-SO_{n8}R^{8D}$, $-SO_{v8}NR^{8A}R^{8B}$, $-NHC(O)NR^{8A}R^{8B}$, $-N(O)_{m8}$, $-NR^{8A}R^{8B}$, $-C(O)R^{8C}$, $-C(O)-OR^{8C}$, $-C(O)NR^{8A}R^{8B}$, $-OR^{8D}$, $-NR^{8A}SO_2R^{8D}$, $-NR^{8A}C(O)R^{8C}$, $-NR^{8A}C(O)OR^{8C}$, $-NR^{8A}OR^{8C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$z4$ is an integer from 0 to 5;

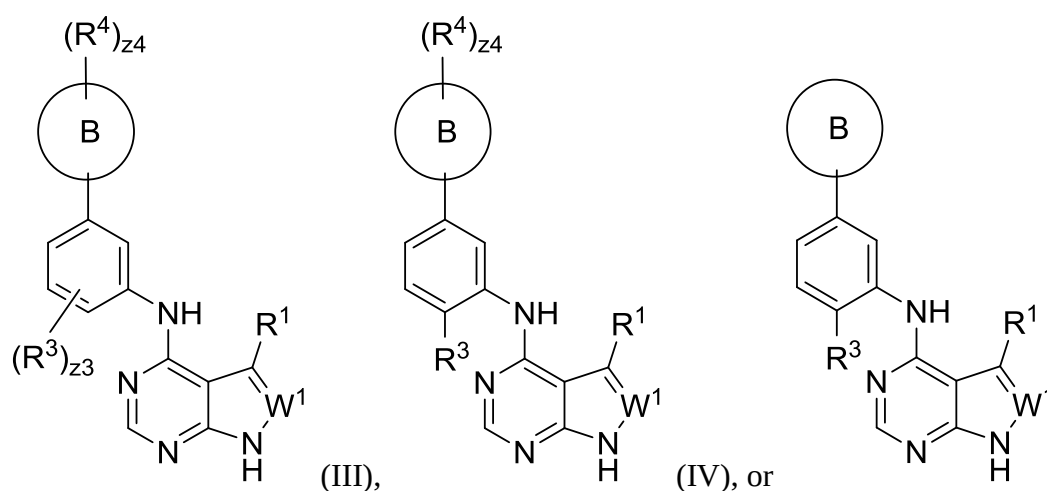
Each R^{4A} , R^{4B} , R^{4C} , R^{4D} , R^{8A} , R^{8B} , R^{8C} , and R^{8D} is independently hydrogen, $-CX_3$, $-CN$, $-COOH$, $-CONH_2$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{4A} and R^{4B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{8A} and R^{8B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

each X^4 and X^8 are independently $-F$, $-Cl$, $-Br$, or $-I$;

$n4$ and $n8$ are independently an integer from 0 to 4; and

$m4$, $m8$, $v4$, and $v8$, are independently an integer from 1 to 2.

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

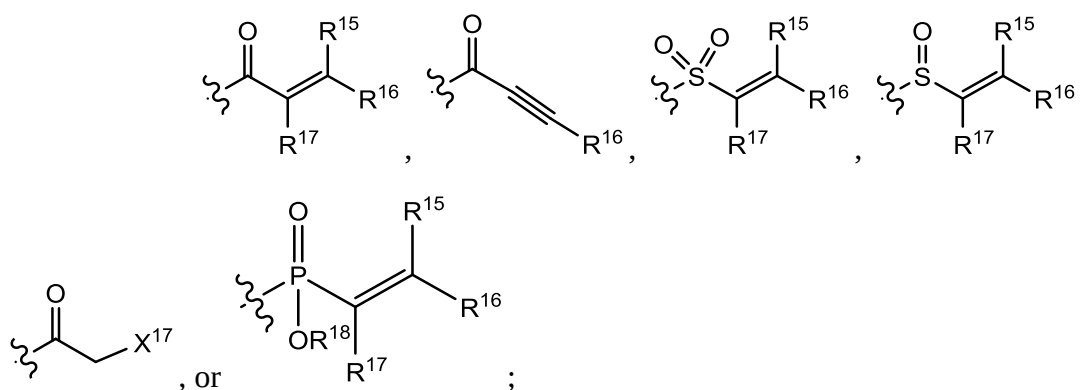


4. The compound of claim 2, wherein Ring B is substituted or unsubstituted aryl or heteroaryl.

5. The compound of claim 1, wherein R^1 is substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.

6. The compound of claim 1, wherein R^1 is $-L^1-L^2-E$.

7. The compound of claim 1, wherein E is a covalent cysteine modifier moiety comprising:



wherein

R^{15} is independently hydrogen, halogen, CX^{15}_3 , $-CHX^{15}_2$, $-CH_2X^{15}$, $-CN$, $-SO_{n15}R^{15D}$, $-SO_{v15}NR^{15A}R^{15B}$, $-NHN R^{15A}R^{15B}$, $-ONR^{15A}R^{15B}$, $-NHC(=O)NHN R^{15A}R^{15B}$, $-NHC(O)NR^{15A}R^{15B}$, $-N(O)_{m15}$, $-NR^{15A}R^{15B}$, $-C(O)R^{15C}$, $-C(O)-OR^{15C}$, $-C(O)NR^{15A}R^{15B}$, $-OR^{15D}$, $-NR^{15A}SO_2R^{15D}$, $-NR^{15A}C(O)R^{15C}$, $-NR^{15A}C(O)OR^{15C}$, $-NR^{15A}OR^{15C}$, $-OCX^{15}_3$, $-OCHX^{15}_2$, substituted or unsubstituted alkyl,

substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

R^{16} is independently hydrogen, halogen, CX^{16}_3 , $-CHX^{16}_2$, $-CH_2X^{16}$, $-CN$, $-SO_{n16}R^{16D}$, $-SO_{v16}NR^{16A}R^{16B}$, $-NHN R^{16A}R^{16B}$, $-ONR^{16A}R^{16B}$, $-NHC=(O)NHN R^{16A}R^{16B}$, $-NHC(O)NR^{16A}R^{16B}$, $-N(O)_{m16}$, $-NR^{16A}R^{16B}$, $-C(O)R^{16C}$, $-C(O)-OR^{16C}$, $-C(O)NR^{16A}R^{16B}$, $-OR^{16D}$, $-NR^{16A}SO_2R^{16D}$, $-NR^{16A}C(O)R^{16C}$, $-NR^{16A}C(O)OR^{16C}$, $-NR^{16A}OR^{16C}$, $-OCX^{16}_3$, $-OCHX^{16}_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

R^{17} is independently hydrogen, halogen, CX^{17}_3 , $-CHX^{17}_2$, $-CH_2X^{17}$, $-CN$, $-SO_{n17}R^{17D}$, $-SO_{v17}NR^{17A}R^{17B}$, $-NHN R^{17A}R^{17B}$, $-ONR^{17A}R^{17B}$, $-NHC=(O)NHN R^{17A}R^{17B}$, $-NHC(O)NR^{17A}R^{17B}$, $-N(O)_{m17}$, $-NR^{17A}R^{17B}$, $-C(O)R^{17C}$, $-C(O)-OR^{17C}$, $-C(O)NR^{17A}R^{17B}$, $-OR^{17D}$, $-NR^{17A}SO_2R^{17D}$, $-NR^{17A}C(O)R^{17C}$, $-NR^{17A}C(O)OR^{17C}$, $-NR^{17A}OR^{17C}$, $-OCX^{17}_3$, $-OCHX^{17}_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

R^{18} is independently hydrogen, $-CX^{18}_3$, $-CHX^{18}_2$, $-CH_2X^{18}$, $-C(O)R^{18C}$, $-C(O)OR^{18C}$, $-C(O)NR^{18A}R^{18B}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

R^{15A} , R^{15B} , R^{15C} , R^{15D} , R^{16A} , R^{16B} , R^{16C} , R^{16D} , R^{17A} , R^{17B} , R^{17C} , R^{17D} , R^{18A} , R^{18B} , R^{18C} , R^{18D} , are independently hydrogen, $-CX_3$, $-CN$, $-COOH$, $-CONH_2$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{15A} and R^{15B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{16A} and R^{16B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{17A} and R^{17B}

substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{18A} and R^{18B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

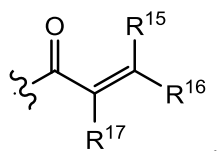
each X , X^{15} , X^{16} , X^{17} and X^{18} is independently $-F$, $-Cl$, $-Br$, or $-I$;

n_{15} , n_{16} , n_{17} , v_{15} , v_{16} , and v_{17} , are independently an integer from 0 to 4;

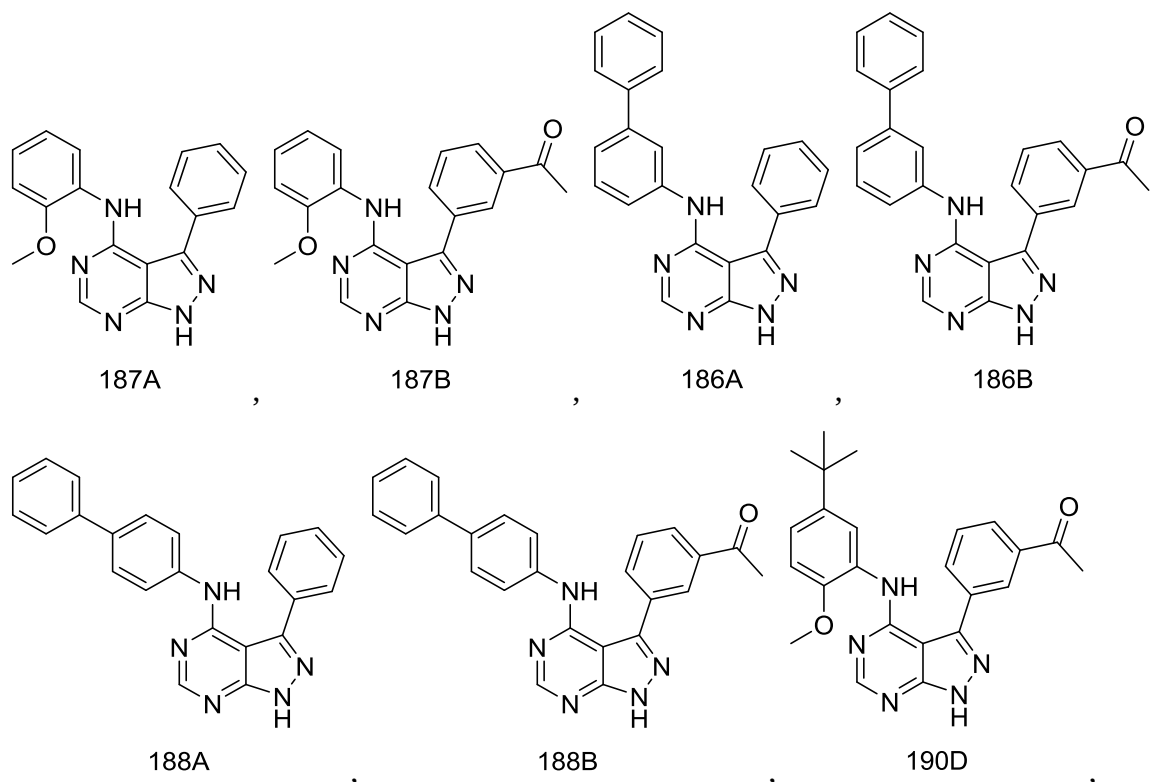
and

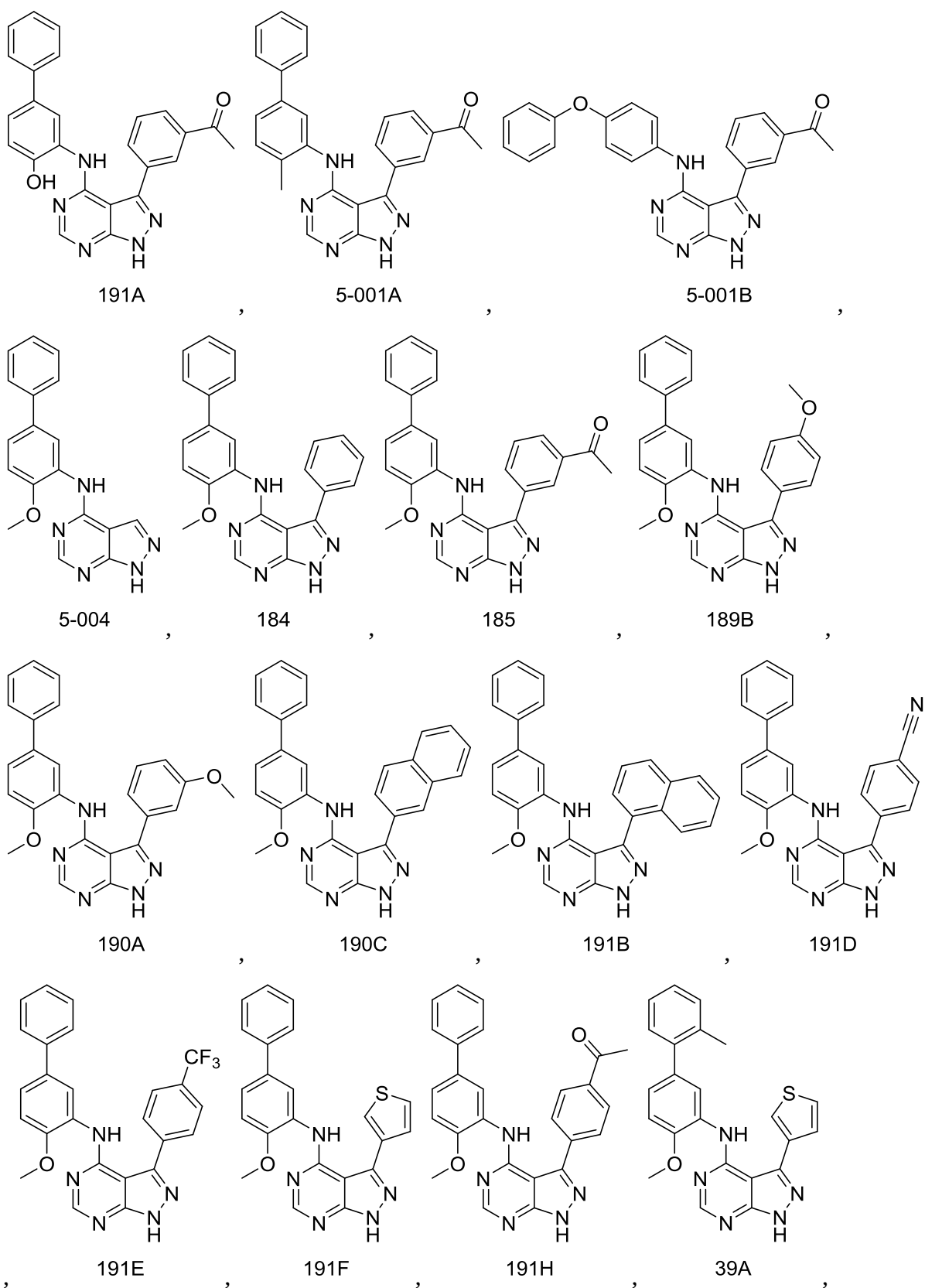
m_{15} , m_{16} , and m_{17} are independently an integer from 1 to 2.

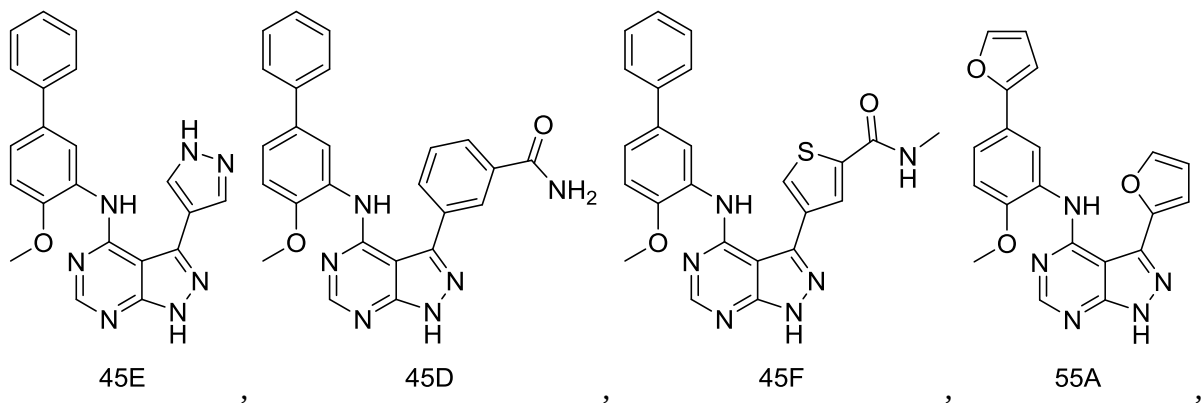
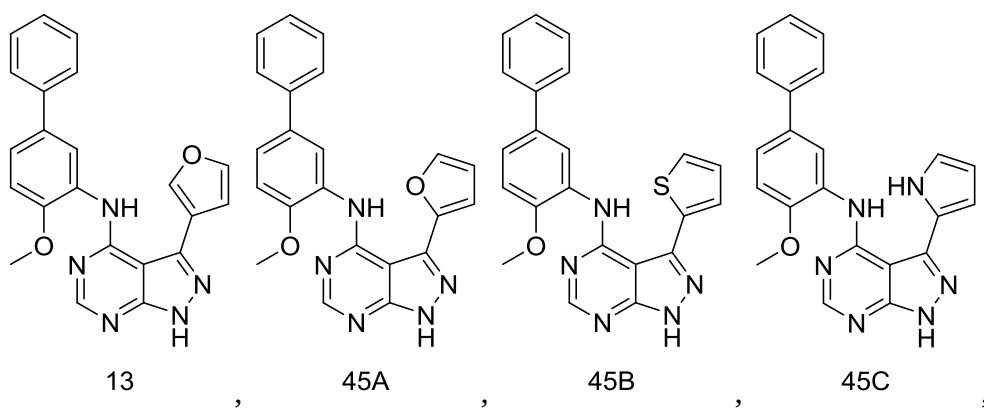
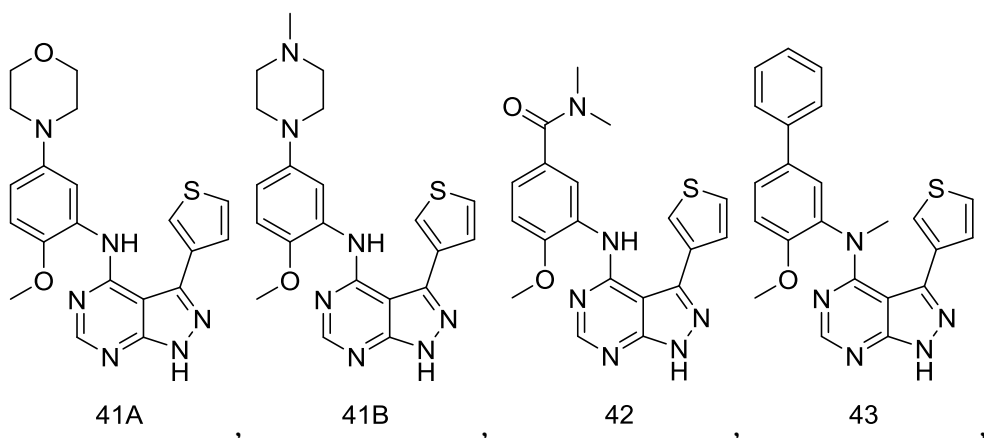
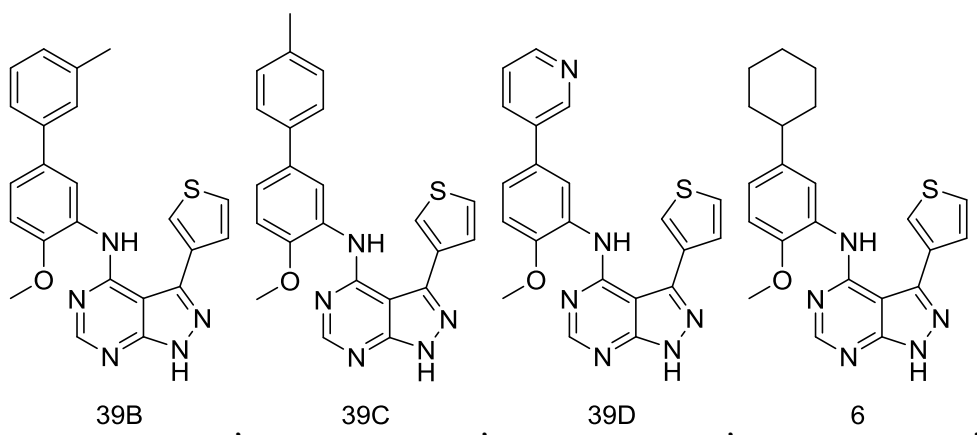
8. The compound of claim 7, wherein E is:

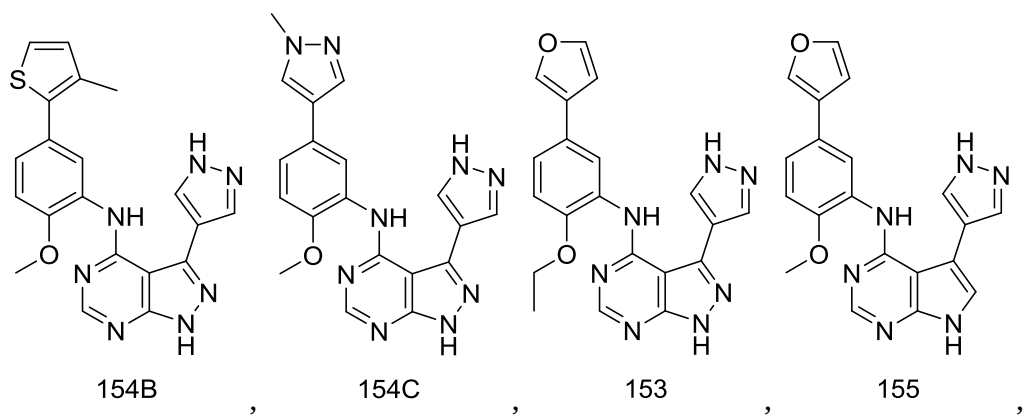
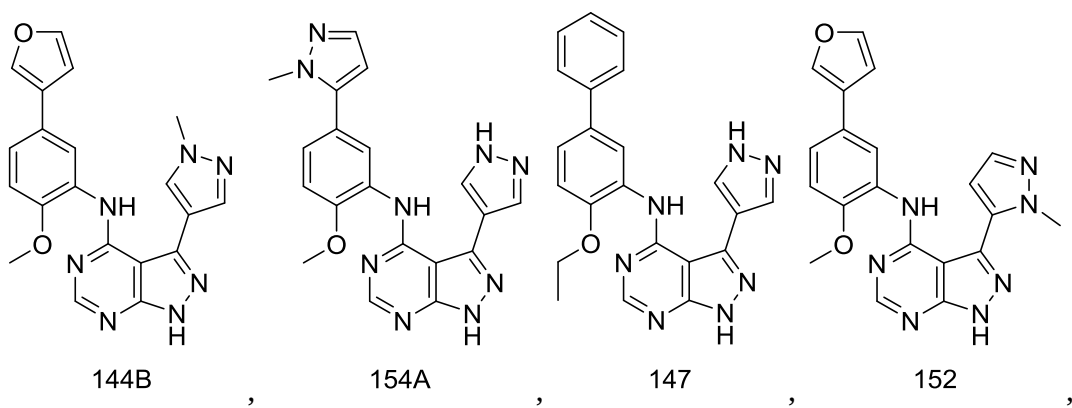
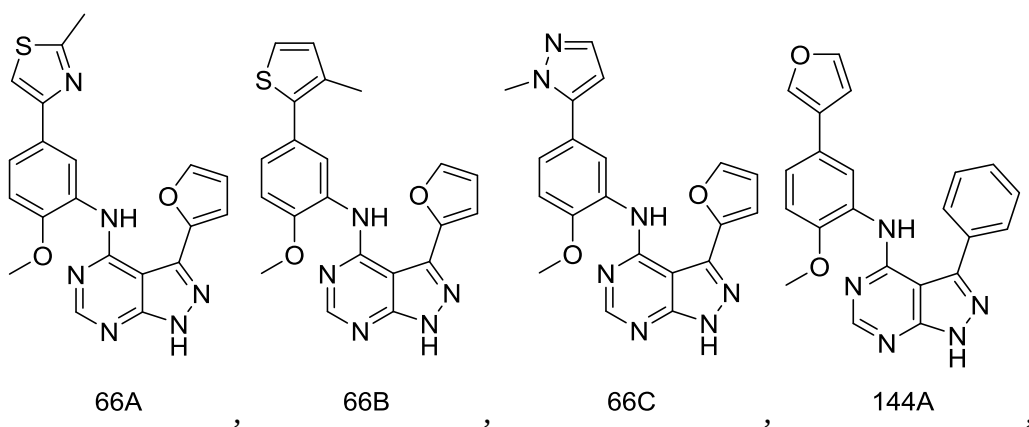
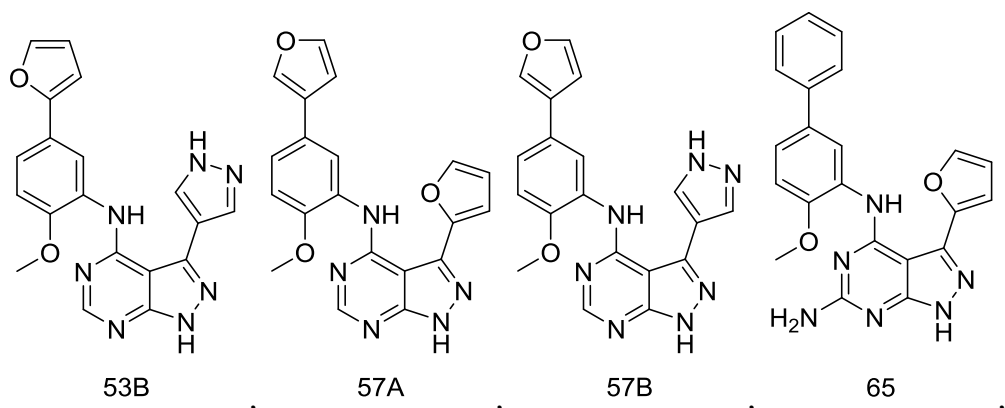


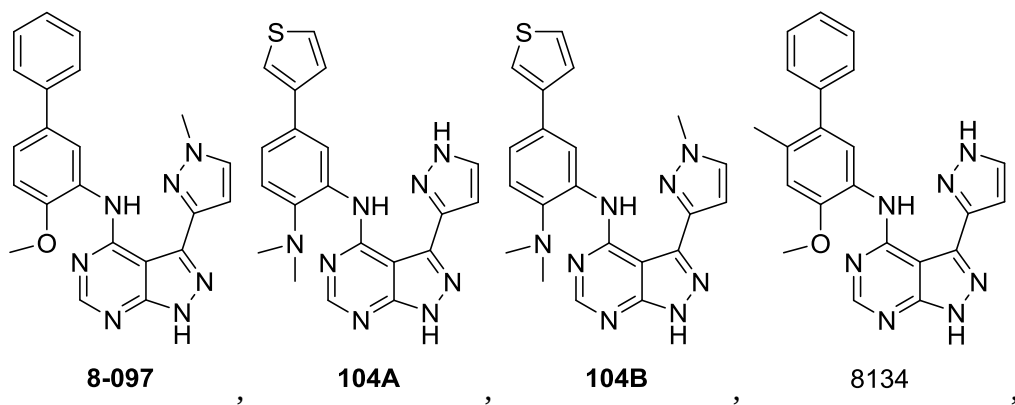
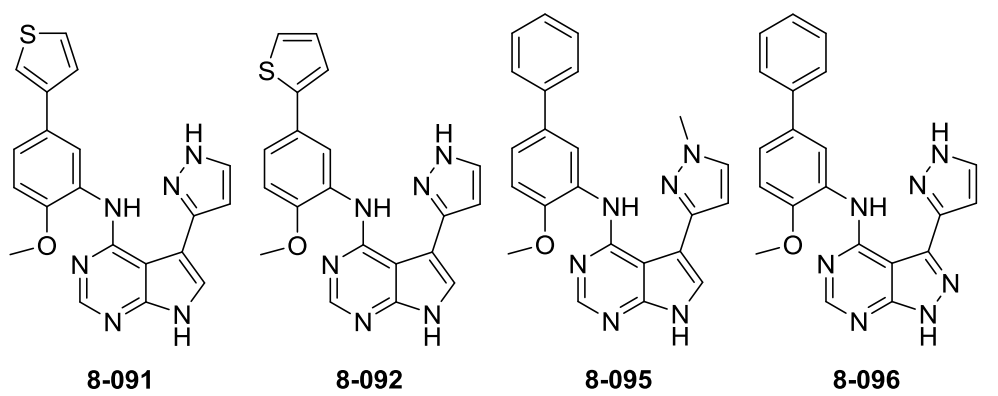
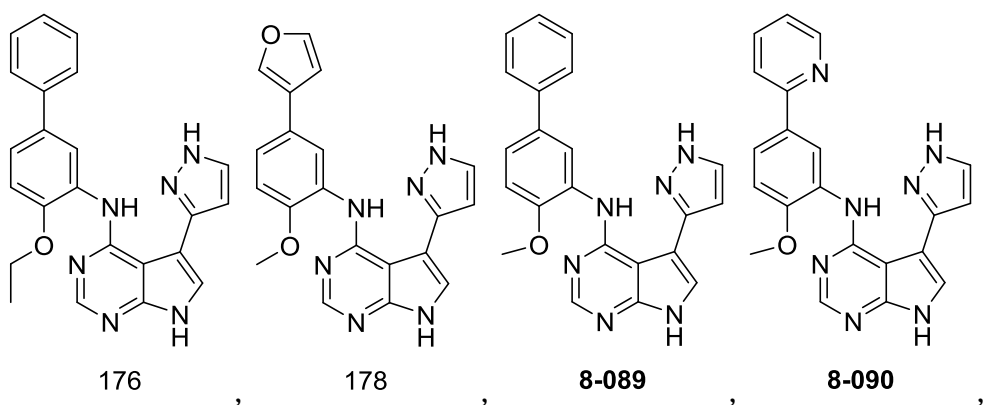
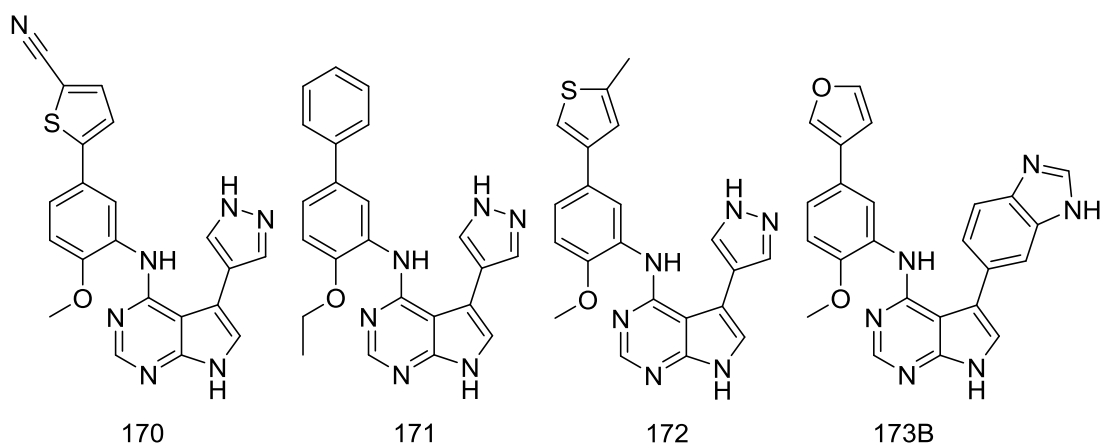
9. The compound of claim 1, wherein the compound has the formula:

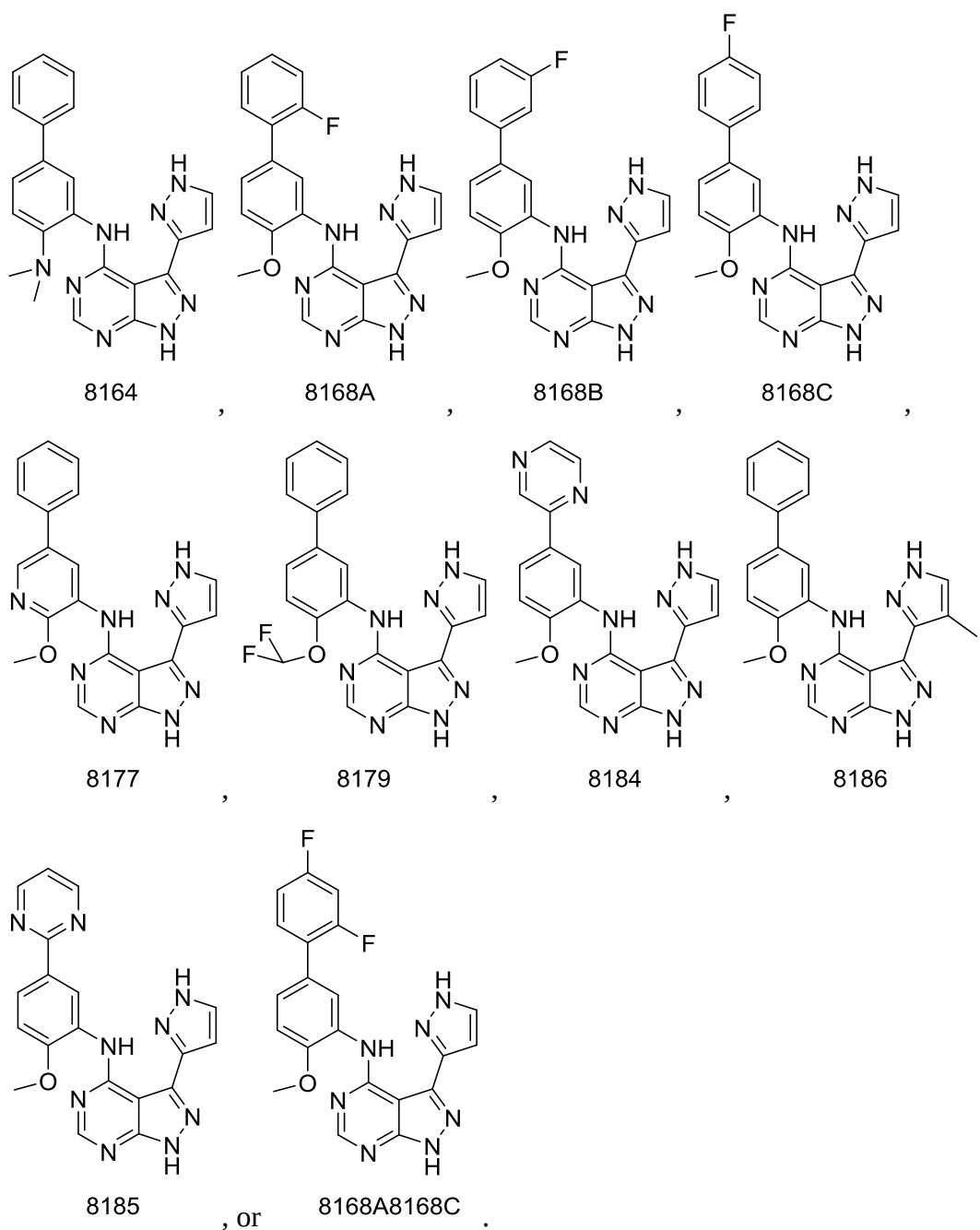








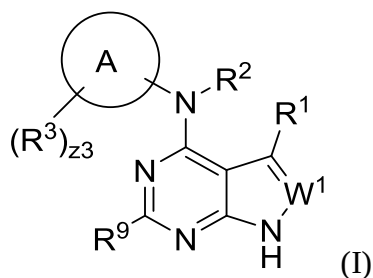




10. A pharmaceutical composition comprising a compound of claim 1 or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

11. The pharmaceutical composition of claim 10, further comprising an anti-cancer agent.

12. A compound, or a pharmaceutically acceptable salt thereof, having the formula:



wherein

Ring A is aryl or heteroaryl;

W¹ is N or C(H);

R¹ is hydrogen, -L¹-L²-E, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R² is hydrogen, -CX²₃, -CHX²₂, -CH₂X², substituted or unsubstituted alkyl, or substituted or unsubstituted heteroalkyl;

R³ is independently halogen, -CX³₃, -CHX³₂, -CH₂X³, -OCX⁴₃, -OCH₂X³, -OCHX³₂, -CN, -SO_{n3}R^{3D}, -SO_{v3}NR^{3A}R^{3B}, -NHC(O)NR^{3A}R^{3B}, -N(O)_{m3}, -NR^{3A}R^{3B}, -C(O)R^{3C}, -C(O)-OR^{3C}, -C(O)NR^{3A}R^{3B}, -OR^{3D}, -NR^{3A}SO₂R^{3D}, -NR^{3A}C(O)R^{3C}, -NR^{3A}C(O)OR^{3C}, -NR^{3A}OR^{3C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

z3 is an integer from 0 to 4;

L¹ is a

bond, -S(O)₂-, -S(O)₂-Ph-, -NR⁶-, -O-, -S-, -C(O)-, -C(O)NR⁶-, -NR⁶C(O)-, -NR⁶C(O)NH-, -NHC(O)NR⁶-, -C(O)O-, -OC(O)-, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R⁶ is hydrogen, halogen, -CX⁶₃, -CHX⁶₂, -CH₂X⁶, -OCX⁶₃, -OCH₂X⁶, -OCHX⁶₂, -CN, -SO_{n6}R^{6D}, -SO_{v6}NR^{6A}R^{6B}, -NHC(O)NR^{6A}R^{6B}, -N(O)_{m6}, -NR^{6A}R^{6B}, -C(O)R^{6C}, -C(O)-OR^{6C}, -C(O)NR^{6A}R^{6B}, -OR^{6D}, -NR^{6A}SO₂R^{6D}, -NR^{6A}C(O)R^{6C}, -NR^{6A}C(O)OR^{6C}, -NR^{6A}OR^{6C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L^2 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^7-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^7-$, $-NR^7C(O)-$, $-NR^7C(O)NH-$, $-NHC(O)NR^7-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^7 is hydrogen, halogen, $-CX^7_3$, $-CHX^7_2$, $-CH_2X^7$, $-OCX^7_3$, $-OCH_2X^7$, $-OCHX^7_2$, $-CN$, $-SO_{n7}R^{7D}$, $-SO_{v7}NR^{7A}R^{7B}$, $-NHC(O)NR^{7A}R^{7B}$, $-N(O)_{m7}$, $-NR^{7A}R^{7B}$, $-C(O)R^{7C}$, $-C(O)-OR^{7C}$, $-C(O)NR^{7A}R^{7B}$, $-OR^{7D}$, $-NR^{7A}SO_2R^{7D}$, $-NR^{7A}C(O)R^{7C}$, $-NR^{7A}C(O)OR^{7C}$, $-NR^{7A}OR^{7C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

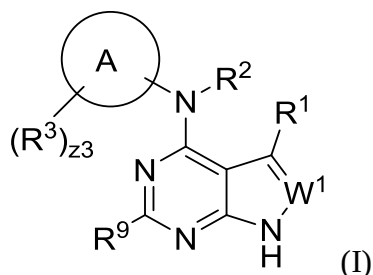
R^9 is hydrogen, halogen, $-CX^9_3$, $-CHX^9_2$, $-CH_2X^9$, $-OCX^9_3$, $-OCH_2X^9$, $-OCHX^9_2$, $-CN$, $-SO_{n9}R^{9D}$, $-SO_{v9}NR^{9A}R^{9B}$, $-NHC(O)NR^{9A}R^{9B}$, $-N(O)_{m9}$, $-NR^{9A}R^{9B}$, $-C(O)R^{9C}$, $-C(O)-OR^{9C}$, $-C(O)NR^{9A}R^{9B}$, $-OR^{9D}$, $-NR^{9A}SO_2R^{9D}$, $-NR^{9A}C(O)R^{9C}$, $-NR^{9A}C(O)OR^{9C}$, $-NR^{9A}OR^{9C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

E is an electrophilic moiety;

each R^{3A} , R^{3B} , R^{3C} , R^{3D} , R^{6A} , R^{6B} , R^{6C} , R^{6D} , R^{7A} , R^{7B} , R^{7C} , R^{7D} , R^{9A} , R^{9B} , R^{9C} , and R^{9D} is independently hydrogen, $-CX_3$, $-CN$, $-COOH$, $-CONH_2$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{3A} and R^{3B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{6A} and R^{6B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7A} and R^{7B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{9A} and R^{9B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

each X , X^3 , X^6 , X^7 , and X^9 is independently $-F$, $-Cl$, $-Br$, or $-I$;
 n_3 , n_6 , n_7 , and n_9 are independently an integer from 0 to 4; and
 m_3 , m_6 , m_7 , m_9 , v_3 , v_6 , v_7 , and v_9 , are independently an integer from 1 to 2;
for use in the treatment of cancer, a disease associated with HER2 activity, or
a disease associated with EGFR activity.

13. Use of a compound, or a pharmaceutically acceptable salt thereof, having the formula:



wherein

Ring A is aryl or heteroaryl;

W^1 is N or C(H);

R^1 is hydrogen, $-L^1-L^2-E$, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 is hydrogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, substituted or unsubstituted alkyl, or substituted or unsubstituted heteroalkyl;

R^3 is independently halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-OCX^4_3$, $-OCH_2X^3$, $-OCHX^3_2$, $-CN$, $-SO_{n_3}R^{3D}$, $-SO_{v_3}NR^{3A}R^{3B}$, $-NHC(O)NR^{3A}R^{3B}$, $-N(O)_{m_3}$, $-NR^{3A}R^{3B}$, $-C(O)R^{3C}$, $-C(O)-OR^{3C}$, $-C(O)NR^{3A}R^{3B}$, $-OR^{3D}$, $-NR^{3A}SO_2R^{3D}$, $-NR^{3A}C(O)R^{3C}$, $-NR^{3A}C(O)OR^{3C}$, $-NR^{3A}OR^{3C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

z_3 is an integer from 0 to 4;

L^1 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^6-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^6-$, $-NR^6C(O)-$, $-NR^6C(O)NH-$, $-NHC(O)NR^6-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or

unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^6 is hydrogen, halogen, $-CX^6_3$, $-CHX^6_2$, $-CH_2X^6$, $-OCX^6_3$, $-OCH_2X^6$, $-OCHX^6_2$, $-CN$, $-SO_{n6}R^{6D}$, $-SO_{v6}NR^{6A}R^{6B}$, $-NHC(O)NR^{6A}R^{6B}$, $-N(O)_{m6}$, $-NR^{6A}R^{6B}$, $-C(O)R^{6C}$, $-C(O)-OR^{6C}$, $-C(O)NR^{6A}R^{6B}$, $-OR^{6D}$, $-NR^{6A}SO_2R^{6D}$, $-NR^{6A}C(O)R^{6C}$, $-NR^{6A}C(O)OR^{6C}$, $-NR^{6A}OR^{6C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L^2 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^7-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^7-$, $-NR^7C(O)-$, $-NR^7C(O)NH-$, $-NHC(O)NR^7-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^7 is hydrogen, halogen, $-CX^7_3$, $-CHX^7_2$, $-CH_2X^7$, $-OCX^7_3$, $-OCH_2X^7$, $-OCHX^7_2$, $-CN$, $-SO_{n7}R^{7D}$, $-SO_{v7}NR^{7A}R^{7B}$, $-NHC(O)NR^{7A}R^{7B}$, $-N(O)_{m7}$, $-NR^{7A}R^{7B}$, $-C(O)R^{7C}$, $-C(O)-OR^{7C}$, $-C(O)NR^{7A}R^{7B}$, $-OR^{7D}$, $-NR^{7A}SO_2R^{7D}$, $-NR^{7A}C(O)R^{7C}$, $-NR^{7A}C(O)OR^{7C}$, $-NR^{7A}OR^{7C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^9 is hydrogen, halogen, $-CX^9_3$, $-CHX^9_2$, $-CH_2X^9$, $-OCX^9_3$, $-OCH_2X^9$, $-OCHX^9_2$, $-CN$, $-SO_{n9}R^{9D}$, $-SO_{v9}NR^{9A}R^{9B}$, $-NHC(O)NR^{9A}R^{9B}$, $-N(O)_{m9}$, $-NR^{9A}R^{9B}$, $-C(O)R^{9C}$, $-C(O)-OR^{9C}$, $-C(O)NR^{9A}R^{9B}$, $-OR^{9D}$, $-NR^{9A}SO_2R^{9D}$, $-NR^{9A}C(O)R^{9C}$, $-NR^{9A}C(O)OR^{9C}$, $-NR^{9A}OR^{9C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

E is an electrophilic moiety;

each R^{3A} , R^{3B} , R^{3C} , R^{3D} , R^{6A} , R^{6B} , R^{6C} , R^{6D} , R^{7A} , R^{7B} , R^{7C} , R^{7D} , R^{9A} , R^{9B} , R^{9C} , and R^{9D} is independently hydrogen, $-CX_3$, $-CN$, $-COOH$, $-CONH_2$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{3A} and R^{3B} substituents bonded

to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{6A} and R^{6B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7A} and R^{7B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{9A} and R^{9B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

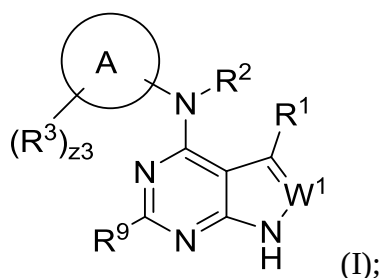
each X , X^3 , X^6 , X^7 , and X^9 is independently $-F$, $-Cl$, $-Br$, or $-I$;

n_3 , n_6 , n_7 , and n_9 are independently an integer from 0 to 4; and

m_3 , m_6 , m_7 , m_9 , v_3 , v_6 , v_7 , and v_9 , are independently an integer from 1 to 2;

in the manufacture of a medicament for the treatment of cancer, a disease associated with HER2 activity, or a disease associated with EGFR activity.

14. A compound, or a pharmaceutically acceptable salt thereof, having the formula:



wherein;

Ring A is aryl or heteroaryl;

W^1 is N or C(H);

R^1 is hydrogen, $-L^1-L^2-E$, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 is hydrogen, $-CX^2_3$, $-CHX^2_2$, $-CH_2X^2$, substituted or unsubstituted alkyl, or substituted or unsubstituted heteroalkyl;

R^3 is independently halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-OCX^4_3$, $-OCH_2X^3$, $-OCHX^3_2$, $-CN$, $-SO_{n3}R^{3D}$, $-SO_{v3}NR^{3A}R^{3B}$, $-NHC(O)NR^{3A}R^{3B}$, $-N(O)_{m3}$, $-NR^{3A}R^{3B}$, $-C(O)R^{3C}$, $-C(O)-OR^{3C}$, $-C(O)NR^{3A}R^{3B}$, $-OR^{3D}$, $-NR^{3A}SO_2R^{3D}$, $-NR^{3A}C(O)R^{3C}$, $-NR^{3A}C(O)OR^{3C}$, $-NR^{3A}OR^{3C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted

or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$z3$ is an integer from 0 to 4;

L^1 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^6-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^6-$, $-NR^6C(O)-$, $-NR^6C(O)NH-$, $-NHC(O)NR^6-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^6 is hydrogen, halogen, $-CX^6_3$, $-CHX^6_2$, $-CH_2X^6$, $-OCX^6_3$, $-OCH_2X^6$, $-OCHX^6_2$, $-CN$, $-SO_{n6}R^{6D}$, $-SO_{v6}NR^{6A}R^{6B}$, $-NHC(O)NR^{6A}R^{6B}$, $-N(O)_{m6}$, $-NR^{6A}R^{6B}$, $-C(O)R^{6C}$, $-C(O)-OR^{6C}$, $-C(O)NR^{6A}R^{6B}$, $-OR^{6D}$, $-NR^{6A}SO_2R^{6D}$, $-NR^{6A}C(O)R^{6C}$, $-NR^{6A}C(O)OR^{6C}$, $-NR^{6A}OR^{6C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L^2 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^7-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^7-$, $-NR^7C(O)-$, $-NR^7C(O)NH-$, $-NHC(O)NR^7-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^7 is hydrogen, halogen, $-CX^7_3$, $-CHX^7_2$, $-CH_2X^7$, $-OCX^7_3$, $-OCH_2X^7$, $-OCHX^7_2$, $-CN$, $-SO_{n7}R^{7D}$, $-SO_{v7}NR^{7A}R^{7B}$, $-NHC(O)NR^{7A}R^{7B}$, $-N(O)_{m7}$, $-NR^{7A}R^{7B}$, $-C(O)R^{7C}$, $-C(O)-OR^{7C}$, $-C(O)NR^{7A}R^{7B}$, $-OR^{7D}$, $-NR^{7A}SO_2R^{7D}$, $-NR^{7A}C(O)R^{7C}$, $-NR^{7A}C(O)OR^{7C}$, $-NR^{7A}OR^{7C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^9 is hydrogen, halogen, $-CX^9_3$, $-CHX^9_2$, $-CH_2X^9$, $-OCX^9_3$, $-OCH_2X^9$, $-OCHX^9_2$, $-CN$, $-SO_{n9}R^{9D}$, $-SO_{v9}NR^{9A}R^{9B}$, $-NHC(O)NR^{9A}R^{9B}$, $-N(O)_{m9}$, $-NR^{9A}R^{9B}$, $-C(O)R^{9C}$, $-C(O)-OR^{9C}$, $-C(O)NR^{9A}R^{9B}$, $-OR^{9D}$, $-NR^{9A}SO_2R^{9D}$, $-NR^{9A}C(O)R^{9C}$, $-NR^{9A}C(O)OR^{9C}$, $-NR^{9A}OR^{9C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

E is an electrophilic moiety;

each R^{3A} , R^{3B} , R^{3C} , R^{3D} , R^{6A} , R^{6B} , R^{6C} , R^{6D} , R^{7A} , R^{7B} , R^{7C} , R^{7D} , R^{9A} , R^{9B} , R^{9C} , and R^{9D} is independently hydrogen, $-CX_3$, $-CN$, $-COOH$, $-CONH_2$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{3A} and R^{3B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{6A} and R^{6B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7A} and R^{7B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{9A} and R^{9B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

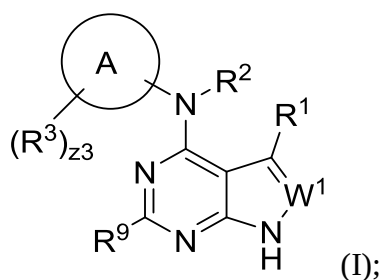
each X, X^3 , X^6 , X^7 , and X^9 is independently $-F$, $-Cl$, $-Br$, or $-I$;

n_3 , n_6 , n_7 , and n_9 are independently an integer from 0 to 4; and

m_3 , m_6 , m_7 , m_9 , v_3 , v_6 , v_7 , and v_9 , are independently an integer from 1 to 2;

for use in inhibiting HER2 activity or EGFR activity.

15. Use of a compound, or a pharmaceutically acceptable salt thereof, having the formula:



wherein;

Ring A is aryl or heteroaryl;

W^1 is N or C(H);

R^1 is hydrogen, $-L^1-L^2-E$, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 is hydrogen, $-CX_3$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, or substituted or unsubstituted heteroalkyl;

R^3 is independently halogen, $-CX^3_3$, $-CHX^3_2$, $-CH_2X^3$, $-OCX^4_3$, $-OCH_2X^3$, $-OCHX^3_2$, $-CN$, $-SO_{n3}R^{3D}$, $-SO_{v3}NR^{3A}R^{3B}$, $-NHC(O)NR^{3A}R^{3B}$, $-N(O)_{m3}$, $-NR^{3A}R^{3B}$, $-C(O)R^{3C}$, $-C(O)-OR^{3C}$, $-C(O)NR^{3A}R^{3B}$, $-OR^{3D}$, $-NR^{3A}SO_2R^{3D}$, $-NR^{3A}C(O)R^{3C}$, $-NR^{3A}C(O)OR^{3C}$, $-NR^{3A}OR^{3C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$z3$ is an integer from 0 to 4;

L^1 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^6-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^6-$, $-NR^6C(O)-$, $-NR^6C(O)NH-$, $-NHC(O)NR^6-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^6 is hydrogen, halogen, $-CX^6_3$, $-CHX^6_2$, $-CH_2X^6$, $-OCX^6_3$, $-OCH_2X^6$, $-OCHX^6_2$, $-CN$, $-SO_{n6}R^{6D}$, $-SO_{v6}NR^{6A}R^{6B}$, $-NHC(O)NR^{6A}R^{6B}$, $-N(O)_{m6}$, $-NR^{6A}R^{6B}$, $-C(O)R^{6C}$, $-C(O)-OR^{6C}$, $-C(O)NR^{6A}R^{6B}$, $-OR^{6D}$, $-NR^{6A}SO_2R^{6D}$, $-NR^{6A}C(O)R^{6C}$, $-NR^{6A}C(O)OR^{6C}$, $-NR^{6A}OR^{6C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L^2 is a

bond, $-S(O)_2-$, $-S(O)_2-Ph-$, $-NR^7-$, $-O-$, $-S-$, $-C(O)-$, $-C(O)NR^7-$, $-NR^7C(O)-$, $-NR^7C(O)NH-$, $-NHC(O)NR^7-$, $-C(O)O-$, $-OC(O)-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^7 is hydrogen, halogen, $-CX^7_3$, $-CHX^7_2$, $-CH_2X^7$, $-OCX^7_3$, $-OCH_2X^7$, $-OCHX^7_2$, $-CN$, $-SO_{n7}R^{7D}$, $-SO_{v7}NR^{7A}R^{7B}$, $-NHC(O)NR^{7A}R^{7B}$, $-N(O)_{m7}$, $-NR^{7A}R^{7B}$, $-C(O)R^{7C}$, $-C(O)-OR^{7C}$, $-C(O)NR^{7A}R^{7B}$, $-OR^{7D}$, $-NR^{7A}SO_2R^{7D}$, $-NR^{7A}C(O)R^{7C}$, $-NR^{7A}C(O)OR^{7C}$, $-NR^{7A}OR^{7C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^9 is hydrogen, halogen, $-CX^9_3$, $-CHX^9_2$, $-CH_2X^9$, $-OCX^9_3$, $-OCH_2X^9$, $-OCHX^9_2$, $-CN$, $-SO_{n9}R^{9D}$, $-SO_{v9}NR^{9A}R^{9B}$,

-NHC(O)NR^{9A}R^{9B}, -N(O)_{m9}, -NR^{9A}R^{9B}, -C(O)R^{9C}, -C(O)-OR^{9C}, -C(O)NR^{9A}R^{9B}, -OR^{9D}, -NR^{9A}SO₂R^{9D}, -NR^{9A}C(O)R^{9C}, -NR^{9A}C(O)OR^{9C}, -NR^{9A}OR^{9C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

E is an electrophilic moiety;

each R^{3A}, R^{3B}, R^{3C}, R^{3D}, R^{6A}, R^{6B}, R^{6C}, R^{6D}, R^{7A}, R^{7B}, R^{7C}, R^{7D}, R^{9A}, R^{9B}, R^{9C}, and R^{9D} is independently hydrogen, -CX₃, -CN, -COOH, -CONH₂, -CHX₂, -CH₂X, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{3A} and R^{3B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{6A} and R^{6B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7A} and R^{7B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{9A} and R^{9B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

each X, X³, X⁶, X⁷, and X⁹ is independently -F, -Cl, -Br, or -I;

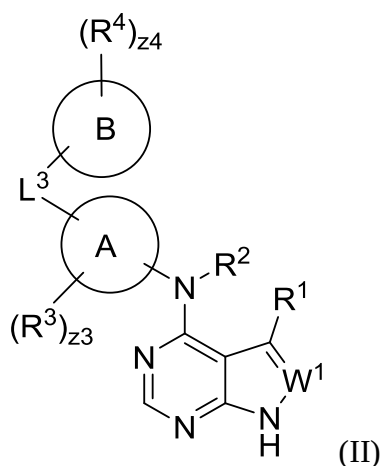
n₃, n₆, n₇, and n₉ are independently an integer from 0 to 4; and

m₃, m₆, m₇, m₉, v₃, v₆, v₇, and v₉, are independently an integer from 1 to 2;

in the manufacture of a medicament for inhibiting HER2 activity or EGFR activity;

wherein the medicament is to be contacted with HER2 or EGFR.

16. The use of claim 13, wherein the compound has the formula:



wherein

Ring B is cycloalkyl, heterocycloalkyl, aryl, or heteroaryl;

L³ is a

bond, -S(O)₂-, -NR⁸-, -O-, -S-, -C(O)-, -C(O)NR⁸-, -NR⁸C(O)-, -NR⁸C(O)NH-,
-NHC(O)NR⁸-, -C(O)O-, -OC(O)-, substituted or unsubstituted alkylene, or substituted or
unsubstituted heteroalkylene;

R⁴ is independently halogen, -CX⁴₃, -CHX⁴₂, -CH₂X⁴, -OCX⁴₃, -
OCH₂X⁴, -OCHX⁴₂, -CN, -SO_{n4}R^{4D}, -SO_{v4}NR^{4A}R^{4B}, -NHC(O)NR^{4A}R^{4B}, -N(O)_{m4}, -NR^{4A}R^{4B},
-C(O)R^{4C}, -C(O)-OR^{4C}, -C(O)NR^{4A}R^{4B}, -OR^{4D}, -NR^{4A}SO₂R^{4D}, -NR^{4A}C(O)R^{4C}, -NR^{4A}C(O)O
R^{4C}, -NR^{4A}OR^{4C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,
substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R⁸ is independently halogen, -CX⁸₃, -CHX⁸₂, -CH₂X⁸, -OCX⁸₃, -
OCH₂X⁸, -OCHX⁸₂, -CN, -SO_{n8}R^{8D}, -SO_{v8}NR^{8A}R^{8B}, -NHC(O)NR^{8A}R^{8B}, -N(O)_{m8}, -NR^{8A}R^{8B},
-C(O)R^{8C}, -C(O)-OR^{8C}, -C(O)NR^{8A}R^{8B}, -OR^{8D}, -NR^{8A}SO₂R^{8D}, -NR^{8A}C(O)R^{8C}, -NR^{8A}C(O)O
R^{8C}, -NR^{8A}OR^{8C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,
substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

z₄ is an integer from 0 to 5;

Each R^{4A}, R^{4B}, R^{4C}, R^{4D}, R^{8A}, R^{8B}, R^{8C}, and R^{8D} is independently
hydrogen, -CX₃, -CN, -COOH, -CONH₂, -CHX₂, -CH₂X, substituted or unsubstituted alkyl,
substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or
unsubstituted heteroaryl; R^{4A} and R^{4B} substituents bonded to the same nitrogen atom may

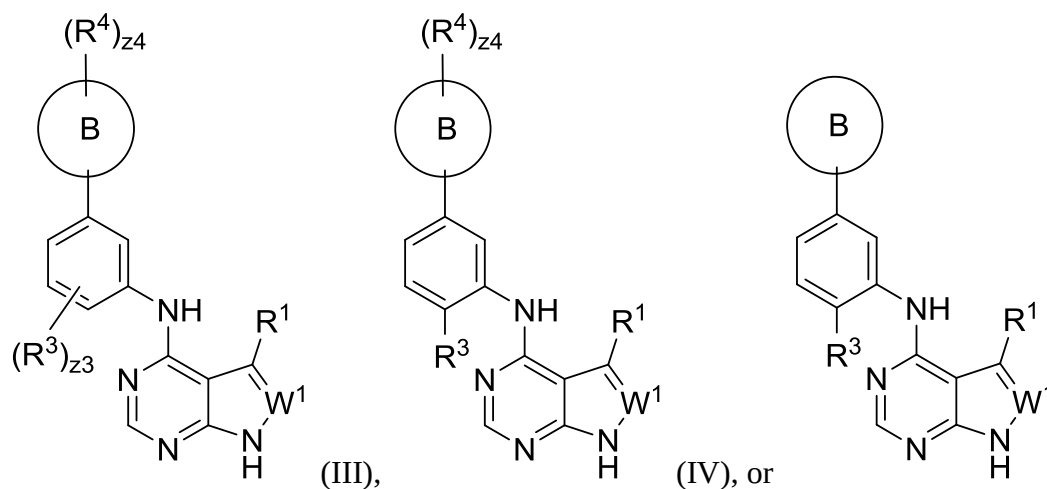
optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{8A} and R^{8B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl

each X^4 and X^8 are independently -F, -Cl, -Br, or -I;

n_4 and n_8 are independently an integer from 0 to 4; and

m_4 , m_8 , v_4 , and v_8 , are independently an integer from 1 to 2.

17. The use of claim 13, wherein the compound has the formula:



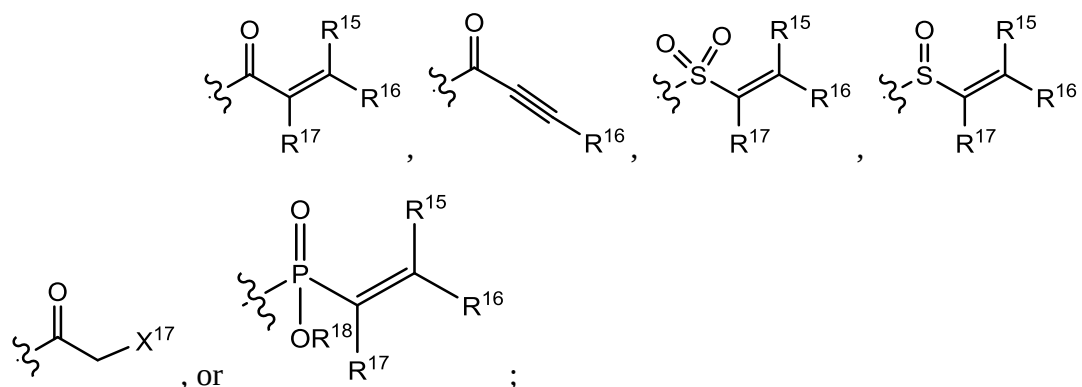
(V).

18. The use of claim 16, wherein Ring B is substituted or unsubstituted aryl or heteroaryl.

19. The use of claim 13, wherein R¹ is substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.

20. The use of claim 13, wherein R¹ is -L¹-L²-E.

21. The use of claim 13, wherein E is:



R¹⁵ is independently hydrogen, halogen, CX¹⁵₃, -CHX¹⁵₂, -CH₂X¹⁵, -CN, -SO_{n15}R^{15D}, -SO_{v15}NR^{15A}R^{15B}, -NHN^{15A}R^{15B}, -ONR^{15A}R^{15B}, -NHC(=O)NHN^{15A}R^{15B}, -NHC(O)NR^{15A}R^{15B}, -N(O)_{m15}, -NR^{15A}R^{15B}, -C(O)R^{15C}, -C(O)-OR^{15C}, -C(O)NR^{15A}R^{15B}, -OR^{15D}, -NR^{15A}SO₂R^{15D}, -NR^{15A}C(O)R^{15C}, -NR^{15A}C(O)OR^{15C}, -NR^{15A}OR^{15C}, -OCX¹⁵₃, -OCHX¹⁵₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

R¹⁶ is independently hydrogen, halogen, CX¹⁶₃, -CHX¹⁶₂, -CH₂X¹⁶, -CN, -SO_{n16}R^{16D}, -SO_{v16}NR^{16A}R^{16B}, -NHN^{16A}R^{16B}, -ONR^{16A}R^{16B}, -NHC(=O)NHN^{16A}R^{16B}, -NHC(O)NR^{16A}R^{16B}, -N(O)_{m16}, -NR^{16A}R^{16B}, -C(O)R^{16C}, -C(O)-OR^{16C}, -C(O)NR^{16A}R^{16B}, -OR^{16D}, -NR^{16A}SO₂R^{16D}, -NR^{16A}C(O)R^{16C}, -NR^{16A}C(O)OR^{16C}, -NR^{16A}OR^{16C}, -OCX¹⁶₃, -OCHX¹⁶₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

R¹⁷ is independently hydrogen, halogen, CX¹⁷₃, -CHX¹⁷₂, -CH₂X¹⁷, -CN, -SO_{n17}R^{17D}, -SO_{v17}NR^{17A}R^{17B}, -NHN^{17A}R^{17B}, -ONR^{17A}R^{17B}, -NHC(=O)NHN^{17A}R^{17B}, -NHC(O)NR^{17A}R^{17B}, -N(O)_{m17}, -NR^{17A}R^{17B}, -C(O)R^{17C}, -C(O)-OR^{17C}, -C(O)NR^{17A}R^{17B}, -OR^{17D},

-NR^{17A}SO₂R^{17D}, -NR^{17A}C(O)R^{17C}, -NR^{17A}C(O)OR^{17C}, -NR^{17A}OR^{17C}, -OCX¹⁷₃, -OCHX¹⁷₂, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

R¹⁸ is independently hydrogen, -CX¹⁸₃, -CHX¹⁸₂, -CH₂X¹⁸, -C(O)R^{18C}, -C(O)OR^{18C}, -C(O)NR^{18A}R^{18B}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl;

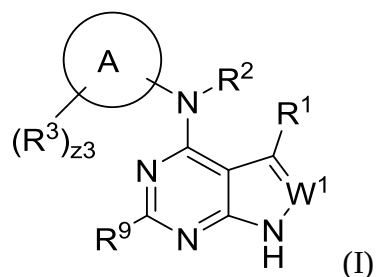
R^{15A}, R^{15B}, R^{15C}, R^{15D}, R^{16A}, R^{16B}, R^{16C}, R^{16D}, R^{17A}, R^{17B}, R^{17C}, R^{17D}, R^{18A}, R^{18B}, R^{18C}, R^{18D}, are independently hydrogen, -CX₃, -CN, -COOH, -CONH₂, -CHX₂, -CH₂X, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{15A} and R^{15B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{16A} and R^{16B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{17A} and R^{17B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{18A} and R^{18B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

each X, X¹⁵, X¹⁶, X¹⁷ and X¹⁸ is independently -F, -Cl, -Br, or -I;

n15, n16, n17, v15, v16, and v17, are independently an integer from 0 to 4; and

m15, m16, and m17 are independently an integer from 1 to 2.

22. An EGFR protein or a HER2 protein covalently bonded to a compound having the formula:



wherein

Ring A is aryl or heteroaryl;

W¹ is N or C(H)

R¹ is -L¹-L²-E;

R² is hydrogen, -CX²₃, -CHX²₂, -CH₂X², substituted or unsubstituted alkyl, or substituted or unsubstituted heteroalkyl;

R³ is independently halogen, -CX³₃, -CHX³₂, -CH₂X³, -OCX⁴₃, -OCH₂X³, -OCHX³₂, -CN, -SO_{n3}R^{3D}, -SO_{v3}NR^{3A}R^{3B}, -NHC(O)NR^{3A}R^{3B}, -N(O)_{m3}, -NR^{3A}R^{3B}, -C(O)R^{3C}, -C(O)-OR^{3C}, -C(O)NR^{3A}R^{3B}, -OR^{3D}, -NR^{3A}SO₂R^{3D}, -NR^{3A}C(O)R^{3C}, -NR^{3A}C(O)OR^{3C}, -NR^{3A}OR^{3C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

z3 is an integer from 0 to 4;

L¹ is a

bond, -S(O)₂-, -S(O)₂-Ph-, -NR⁶-, -O-, -S-, -C(O)-, -C(O)NR⁶-, -NR⁶C(O)-, -NR⁶C(O)NH-, -NH C(O)NR⁶-, -C(O)O-, -OC(O)-, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R⁶ is hydrogen, halogen, -CX⁶₃, -CHX⁶₂, -CH₂X⁶, -OCX⁶₃, -OCH₂X⁶, -OCHX⁶₂, -CN, -SO_{n6}R^{6D}, -SO_{v6}NR^{6A}R^{6B}, -NHC(O)NR^{6A}R^{6B}, -N(O)_{m6}, -NR^{6A}R^{6B}, -C(O)R^{6C}, -C(O)-OR^{6C}, -C(O)NR^{6A}R^{6B}, -OR^{6D}, -NR^{6A}SO₂R^{6D}, -NR^{6A}C(O)R^{6C}, -NR^{6A}C(O)OR^{6C}, -NR^{6A}OR^{6C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L² is a

bond, -S(O)₂-, -S(O)₂-Ph-, -NR⁷-, -O-, -S-, -C(O)-, -C(O)NR⁷-, -NR⁷C(O)-, -NR⁷C(O)NH-, -NH C(O)NR⁷-, -C(O)O-, -OC(O)-, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R⁷ is hydrogen, halogen, -CX⁷₃, -CHX⁷₂, -CH₂X⁷, -OCX⁷₃, -OCH₂X⁷, -OCHX⁷₂, -CN, -SO_{n7}R^{7D}, -SO_{v7}NR^{7A}R^{7B}, -NHC(O)NR^{7A}R^{7B}, -N(O)_{m7}, -NR^{7A}R^{7B}, -C(O)R^{7C}, -C(O)-OR^{7C}, -C(O)NR^{7A}R^{7B}, -OR^{7D}, -NR^{7A}SO₂R^{7D}, -NR^{7A}C(O)R^{7C}, -NR^{7A}C(O)OR^{7C}, -NR^{7A}OR^{7C}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted

or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^9 is hydrogen, halogen, $-CX^9_3$, $-CHX^9_2$, $-CH_2X^9$, $-OCX^9_3$, $-OCH_2X^9$, $-OCHX^9_2$, $-CN$, $-SO_{n9}R^{9D}$, $-SO_{v9}NR^{9A}R^{9B}$, $-NHC(O)NR^{9A}R^{9B}$, $-N(O)_{m9}$, $-NR^{9A}R^{9B}$, $-C(O)R^{9C}$, $-C(O)-OR^{9C}$, $-C(O)NR^{9A}R^{9B}$, $-OR^{9D}$, $-NR^{9A}SO_2R^{9D}$, $-NR^{9A}C(O)R^{9C}$, $-NR^{9A}C(O)OR^{9C}$, $-NR^{9A}OR^{9C}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

E is an electrophilic moiety;

each R^{3A} , R^{3B} , R^{3C} , R^{3D} , R^{6A} , R^{6B} , R^{6C} , R^{6D} , R^{7A} , R^{7B} , R^{7C} , R^{7D} , R^{9A} , R^{9B} , R^{9C} , and R^{9D} is independently hydrogen, $-CX_3$, $-CN$, $-COOH$, $-CONH_2$, $-CHX_2$, $-CH_2X$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{3A} and R^{3B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{6A} and R^{6B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7A} and R^{7B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{9A} and R^{9B} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

each X, X^3 , X^6 , X^7 , and X^9 is independently $-F$, $-Cl$, $-Br$, or $-I$;

n_3 , n_6 , n_7 , and n_9 are independently an integer from 0 to 4; and

m_3 , m_6 , m_7 , m_9 , v_3 , v_6 , v_7 , and v_9 , are independently an integer from 1 to 2.