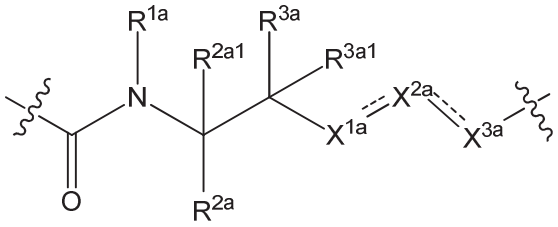
CLAIMS

1. A compound of Formula (I), or a pharmaceutically acceptable salt thereof, having the structure:

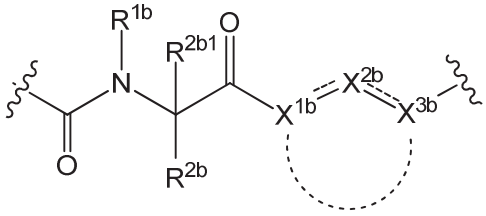


(I)

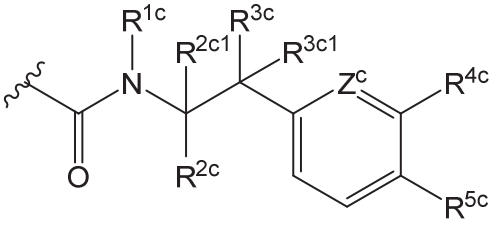
wherein: L is selected from the group consisting of:



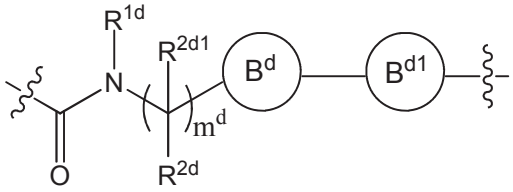
(Ia),



(Ib),



(Ic) and



(Id);

A is selected from the group consisting of an optionally substituted cycloalkyl, an optionally substituted cycloalkenyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-2} alkyl), an optionally substituted heteroaryl and an optionally substituted 5-18 membered heterocyclyl;

Y is selected from the group consisting of an optionally substituted cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl and an optionally substituted heterocyclyl;

R^{1a}, R^{1b}, R^{1c} and R^{1d} are each independently hydrogen or an unsubstituted C_{1-4} alkyl;

R^{2a} and R^{2a1} are each independently selected from the group consisting of hydrogen, an unsubstituted C_{1-4} alkyl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted heterocyclyl(C_{1-6} alkyl), an alkoxyalkyl, an aminoalkyl, a hydroxyalkyl and hydroxy; or

R^{2a1} is hydrogen, and R^{1a} and R^{2a} together with the atoms to which they are attached form an optionally substituted 5 membered heterocyclyl or an optionally substituted 6 membered heterocyclyl,

R^{2b} and R^{2b1} are each independently selected from the group consisting of hydrogen, an optionally substituted C_{1-4} alkyl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted heterocyclyl(C_{1-6} alkyl), an alkoxyalkyl, an aminoalkyl, a hydroxyalkyl and hydroxy; or

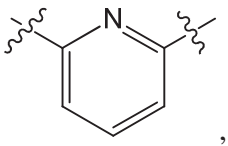
R^{2b1} is hydrogen, and R^{1b} and R^{2b} together with the atoms to which they are attached form an optionally substituted 5 membered heterocyclyl or an optionally substituted 6 membered heterocyclyl;

R^{2c} and R^{2c1} are each independently selected from the group consisting of hydrogen, an unsubstituted C_{1-4} alkyl, an optionally substituted aryl(C_{1-6} alkyl), an alkoxyalkyl, an aminoalkyl, a hydroxyalkyl and hydroxy;

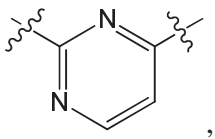
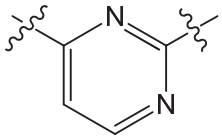
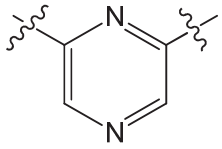
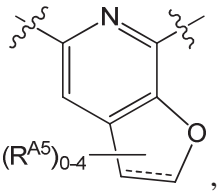
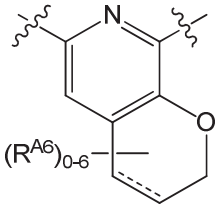
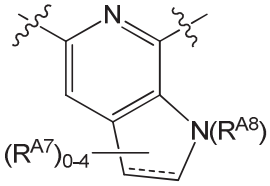
R^{2d} and R^{2d1} are each independently selected from the group consisting of hydrogen, an optionally substituted C_{1-4} alkyl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted heterocyclyl(C_{1-6} alkyl), an alkoxyalkyl, an aminoalkyl, a hydroxyalkyl and hydroxy;

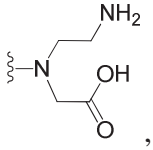
-------- between X^{1a} and X^{2a} represents a single or double bond between X^{1a} and X^{2a}; ---------- between X^{2a} and X^{3a} represents a single or double bond between X^{2a} and X^{3a}; provided that ---------- between X^{1a} and X^{2a} and -------- between X^{2a} and X^{3a} cannot be both double bonds and at least one of -------- is a double bond;

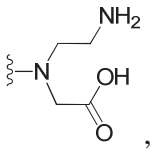
when -------- between X^{1a} and X^{2a} represents a double bond and -------- between X^{2a} and X^{3a} is a single bond, then X^{1a} is N or CR^{4a1}, X^{2a} is N or CR^{5a} and X^{3a} is NR^{6a1}, C(=O) or $CR^{6a2}R^{6a3}$; and when -------- between X^{1a} and X^{2a} represents a single bond and -------- between X^{2a} and X^{3a} is a double bond, then X^{1a} is NR^{4a} or $CR^{4a2}R^{4a3}$, X^{2a} is N or CR^{5a} and X^{3a} is N or CR^{6a}; or

X^{1a}, X^{2a} and X^{3a} are each independently C or N and form a ring or ring system selected from the group consisting of an optionally substituted 

, an optionally

substituted , an optionally substituted , an optionally substituted , an optionally substituted , an optionally substituted , and an optionally substituted ; wherein each ----- is independently absent or a bond; each R^{A5}, each R^{A6}, and each R^{A7} are independently an unsubstituted C_{1-6} alkyl, halogen, hydroxy, amino, mono-substituted amino, di-substituted amino or –NH-S(=O)C_{1-4} alkyl; and R^{A8} is hydrogen or an unsubstituted C_{1-6} alkyl;

R^{3a} is selected from the group consisting of hydroxy, halogen, amino, an optionally substituted C_{2-4} alkenyl, an optionally substituted C_{2-4} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{1-4} alkoxy, -O-carboxy, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, CHF_2, CF_3 and ,

R^{3a1} is selected from the group consisting of hydrogen, hydroxy, halogen, amino, an optionally substituted C_{1-4} alkyl, an optionally substituted C_{2-4} alkenyl, an optionally substituted C_{2-4} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{1-4} alkoxy, -O-carboxy, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, CHF_2, CF_3 and , provided that R^{3a} and R^{3a1} cannot be both hydrogen; or

R^{3a} and R^{3a1} together form =N-OR^a; or R^{3a} and R^{3a1} together with the atom to which they are attached form an optionally substituted 3 membered ring, an optionally substituted 4 membered ring, or an optionally substituted 5 membered ring;

R^{4a}, R^{4a1}, R^{4a2} and R^{4a3} are each independently hydrogen or an unsubstituted C_{1-4} alkyl;

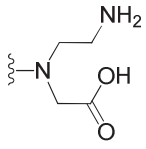
R^{5a} is hydrogen or an unsubstituted C_{1-4} alkyl;

R^{6a} and R^{6a1} are each independently hydrogen, an optionally substituted C_{1-4} alkyl or an optionally substituted alkoxyalkyl;

R^{6a2} and R^{6a3} are each independently hydrogen or an unsubstituted C_{1-4} alkyl;

X^{1b}, X^{2b} and X^{3b} are each independently C, N, O or C(=O), and form a bi-cyclic ring selected from an optionally substituted 9-membered bi-cyclic heteroaryl, an optionally substituted 10-membered bi-cyclic heteroaryl, and an optionally substituted 10-membered bi-cyclic heterocyclyl by joining X^{1b} and X^{3b} together, wherein -------- between X^{1b} and X^{2b} represents a single or double bond between X^{1b} and X^{2b}; -------- between X^{2b} and X^{3b} represents a single or double bond between X^{2b} and X^{3b}; and provided that at least one of X^{1b}, X^{2b} and X^{3b} comprises a nitrogen atom and both -------- cannot be double bonds; with the proviso that the valencies of X^{1b}, X^{2b} and X^{3b} are each independently satisfied with a substituent selected from hydrogen and an optionally substituted C_{1-4} alkyl; and X^{1b}, X^{2b} and X^{3b} are uncharged;

R^{3c} and R^{3c1} are each independently selected from the group consisting of hydrogen, halogen, amino, an optionally substituted C_{2-4} alkenyl, an optionally substituted C_{2-4} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{1-4} alkoxy, -O-carboxy, an



optionally substituted heterocyclyl, CHF_2, CF_3 and , provided that R^{3c} and R^{3c1} cannot be both hydrogen; or R^{3c} and R^{3c1} together form =N-OR^c; or R^{3c} and R^{3c1} together with the atom to which they are attached form an optionally substituted 3 membered ring, an optionally substituted 4 membered ring, an optionally substituted 5 membered ring or an optionally substituted 6 membered ring;

R^a and R^c are each independently hydrogen or an unsubstituted C_{1-4} alkyl;

R^{4c} and R^{5c} are taken together to form an unsubstituted aryl, an unsubstituted heteroaryl or a substituted heterocyclyl;

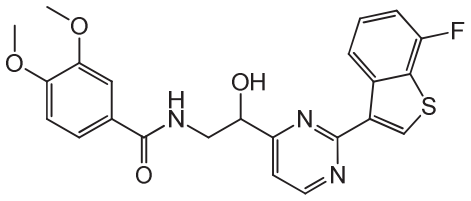
Z^c is N or CH;

m^d is 0; and

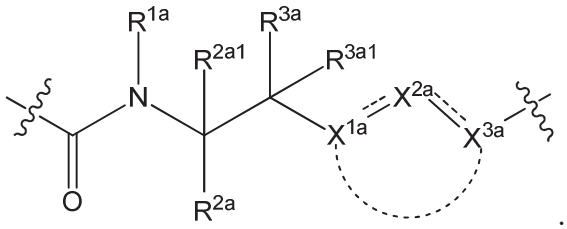
ring B^d is an optionally substituted C_5 cycloalkyl;

ring B^{d1} is an optionally substituted pyridinyl; and

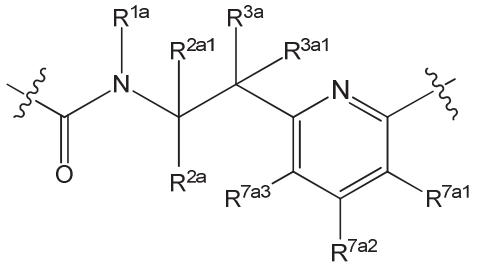
provided that when L is Formula (Ic), then Y is absent; and

provided that the compound is not .

2. The compound of Claim 1, wherein L is Formula (Ia).

3. The compound of Claim 1, wherein L of Formula (Ia) is represented by Formula (Ia1): .

4. The compound of Claim 1, wherein L of Formula (Ia) is represented by Formula (Ia2):

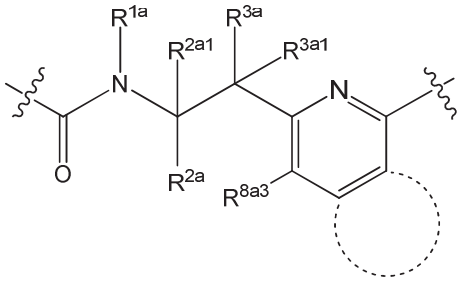


wherein R^{7a1}, R^{7a2} and R^{7a3} are each independently selected from the group consisting of hydrogen, halogen, hydroxy, an optionally substituted C_{1-8} alkyl, an optionally substituted C_{2-8} alkenyl, an optionally substituted C_{2-8} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted hydroxyalkyl, an optionally substituted C_{1-8} alkoxy, an optionally substituted alkoxyalkyl, amino, mono-substituted amino, di-substituted amino, halo(C_{1-8} alkyl), haloalkyl, an optionally substituted O-amido and an optionally substituted C-carboxy.

5. The compound of Claim 4, wherein R^{7a1} is a C_{1-4} alkoxy, and R^{7a2} and R^{7a3} are both hydrogen.

6. The compound of Claim 4, wherein R^{7a1} is a hydrogen, R^{7a2} is an optionally substituted heterocyclyl, and R^{7a3} is hydrogen.

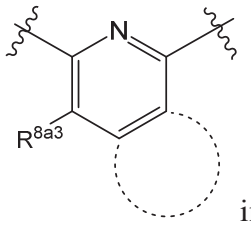
7. The compound of Claim 1, wherein L of Formula (Ia) is represented by Formula (Ia3):

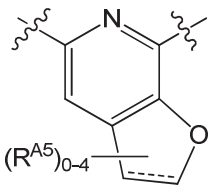


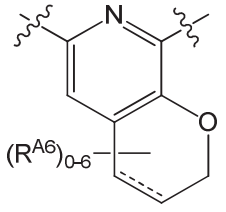
wherein the dashed semi-circle along with the two carbon atoms to which it is connected form an optionally substituted cycloalkyl, an optionally substituted aryl, an optionally substituted heteroaryl or an optionally substituted heterocyclyl; and R^{8a3} is selected from the group consisting of hydrogen, halogen, hydroxy, an optionally substituted C_{1-8} alkyl, an optionally substituted C_{2-8} alkenyl, an optionally substituted C_{2-8} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted hydroxyalkyl, an optionally substituted C_{1-8} alkoxy, an optionally substituted alkoxyalkyl, amino, mono-substituted amino, di-substituted amino, halo(C_{1-8} alkyl), haloalkyl and an optionally substituted C-carboxy.

8. The compound of Claim 7, wherein the dashed semi-circle along with the two carbon atoms to which it is connected form an optionally substituted 5-membered cycloalkyl or an optionally substituted 6-membered cycloalkyl.

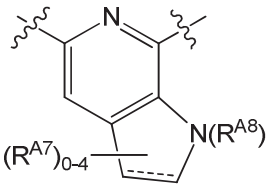
9. The compound of Claim 7, wherein the dashed semi-circle along with the two carbon atoms to which it is connected form an optionally substituted aryl.



10. The compound of Claim 7, wherein in Formula (Ia3) is an optionally substituted 

, an optionally substituted 

or an

optionally substituted  ; wherein each ------ is independently absent or a bond; each R^{A5}, each R^{A6}, and each R^{A7} are independently halogen, an unsubstituted C_{1-6} alkyl, hydroxy, amino, an optionally substituted mono-substituted amino, an optionally substituted di-substituted amino, $-(CH_2)_{1-4}OH$, $-(CH_2)_{1-4}NH_2$ or N-sulfinamido, or two R^{A5}, two R^{A6} or two R^{A7} are taken together to form an optionally substituted 5- membered ring to an optionally substituted 6-membered ring; and R^{A8} is hydrogen or an unsubstituted C_{1-6} alkyl.

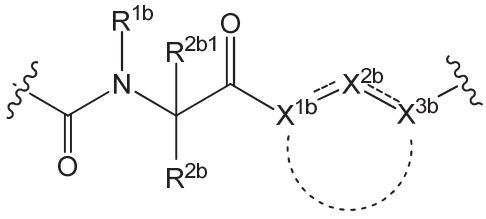
11. The compound of any one of Claims 2-10, wherein R^{1a} is hydrogen.

12. The compound of any one of Claims 2-11, wherein R^{3a1} is selected from the group consisting of amino, an unsubstituted C_{1-4} alkyl, an unsubstituted C_{2-4} alkenyl, an unsubstituted C_{2-4} alkynyl, an unsubstituted C_{3-6} cycloalkyl, an unsubstituted C_{1-4} alkoxy, hydroxy, halogen and an unsubstituted heteroaryl.

13. The compound of any one of Claims 2-11, wherein R^{3a1} is hydroxy.

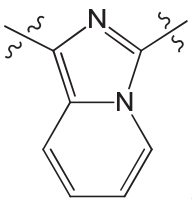
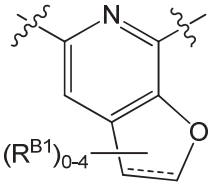
14. The compound of any one of Claims 2-11, wherein R^{3a} and R^{3a1} together with the atom to which they are attached form an optionally substituted 3 to 5 membered ring.

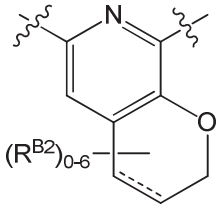
15. The compound of Claim 1, wherein L is Formula (Ib):

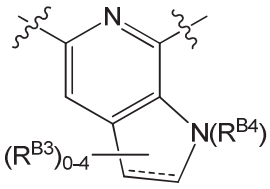

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16. The compound of Claim 15, wherein the bi-cyclic ring is an optionally substituted 9-membered bi-cyclic heteroaryl or an optionally substituted 10-membered bi-cyclic heteroaryl.

17. The compound of Claim 15, wherein the bi-cyclic ring is an optionally substituted 10-membered bi-cyclic heterocyclyl.

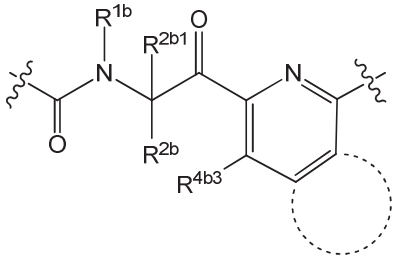
18. The compound of Claim 15, wherein the bi-cyclic ring is an optionally substituted  , an optionally substituted  , an optionally substituted



and an optionally substituted 

; wherein each ----- is independently absent or a bond; each R^{B1}, each R^{B2} and each R^{B3} are independently an unsubstituted C_{1-6} alkyl, halogen, hydroxy, amino, mono-substituted amino, di-substituted amino or –NH-S(=O)C_{1-4} alkyl; and R^{B4} is hydrogen or an unsubstituted C_{1-6} alkyl.

19. The compound of Claim 1, wherein L of Formula (Ib) is represented by Formula (Ib1):

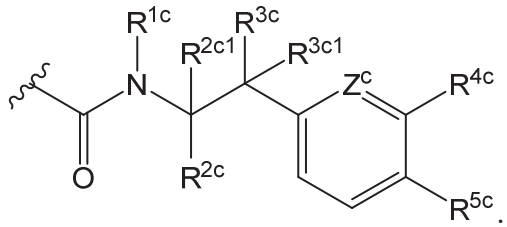


wherein: the dashed semi-circle along with the two carbon atoms to which it is connected form an optionally substituted cycloalkenyl an optionally substituted aryl, an optionally substituted heteroaryl or an optionally substituted heterocyclyl; and R^{4b3} is selected from the group consisting of hydrogen, halogen, hydroxy, an optionally substituted C_{1-8} alkyl, an optionally substituted C_{2-8} alkenyl, an optionally substituted C_{2-8} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted hydroxyalkyl, an optionally substituted C_{1-8} alkoxy, an optionally substituted alkoxyalkyl, amino, mono-substituted amino, di-substituted amino, halo(C_{1-8} alkyl), haloalkyl and an optionally substituted C-carboxy.

20. The compound of Claim 19, wherein the dashed semi-circle along with the two carbon atoms to which it is connected form an optionally substituted 5-membered cycloalkenyl or an optionally substituted 6-membered cycloalkenyl.

21. The compound of Claim 19, wherein the dashed semi-circle along with the two carbon atoms to which it is connected form an optionally substituted aryl.

22. The compound of Claim 1, wherein L is Formula (Ic):



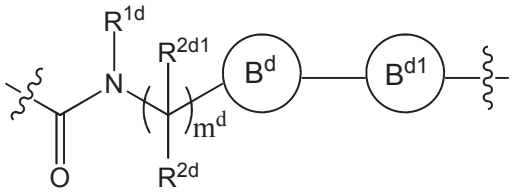
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23. The compound of Claim 22, wherein R^{3c} is hydrogen, and R^{3c1} is selected from the group consisting of amino, an unsubstituted C_{2-4} alkenyl, an unsubstituted C_{2-4} alkynyl, an unsubstituted C_{3-6} cycloalkyl, an unsubstituted C_{1-4} alkoxy, and halogen.

24. The compound of Claim 22, wherein R^{3c} and R^{3c1} together form $N=OR^{c}$.

25. The compound of Claim 22, wherein R^{3c} and R^{3c1} together with the atom to which they are attached form an optionally substituted 3 to 6 membered ring.

26. The compound of Claim 1, wherein L is Formula (Id):



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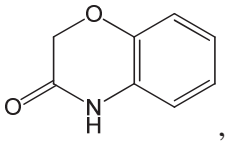
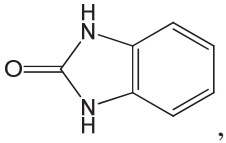
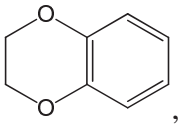
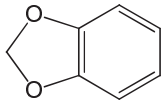
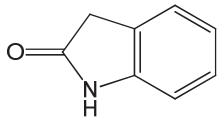
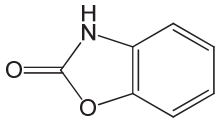
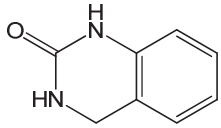
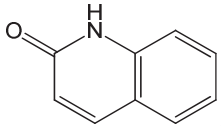
27. The compound of any one of Claims 1-26, wherein A is an optionally substituted aryl.

28. The compound of Claim 27, wherein A is an optionally substituted phenyl.

29. The compound of any one of Claims 1-26, wherein A is an optionally substituted heteroaryl.

30. The compound of Claim 29, wherein the optionally substituted heteroaryl is selected from the group consisting of: an optionally substituted imidazole, an optionally substituted thiazole, an optionally substituted furan, an optionally substituted thiophene, an optionally substituted pyrrole, an optionally substituted pyridine, an optionally substituted pyrimidine, an optionally substituted pyrazine, an optionally substituted quinolone, an optionally substituted imidazole, an optionally substituted oxazole, an optionally substituted isoxazole, an optionally substituted benzoimidazole, an optionally substituted benzooxazole, an optionally substituted benzothiazole and an optionally substituted imidazo[1,2-a]pyrimidine.

31. The compound of any one of Claims 1-26, wherein A is an optionally substituted 5-18 membered heterocyclyl.

32. The compound of Claim 31, wherein the optionally substituted 5-18 membered heterocyclyl is selected from the group consisting of: an optionally substituted , an optionally substituted , an optionally substituted , an optionally substituted , an optionally substituted , an optionally substituted , optionally substituted  and an optionally substituted .

33. The compound of any one of Claims 1-21 or 26-32, wherein Y is an optionally substituted aryl.

34. The compound of any one of Claims 1-21 or 26-32, wherein Y is an optionally substituted mono-cyclic heteroaryl.

35. The compound of any one of Claims 1-21 or 26-32, wherein Y is an optionally substituted bi-cyclic heteroaryl.

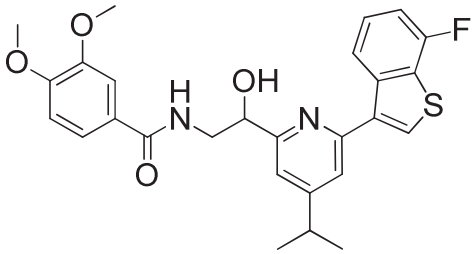
36. The compound of any one of Claims 1-21 or 26-32, wherein Y is an optionally substituted heterocyclyl.

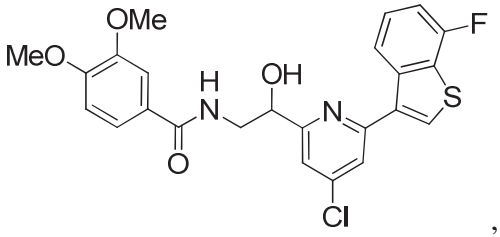
37. The compound of any one of Claims 1-21 or 26-32, wherein Y is an optionally substituted cycloalkenyl.

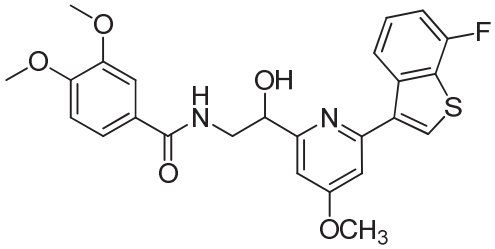
38. The compound of any one of Claims 1-21 or 26-32, wherein Y is an optionally substituted benzothiophene.

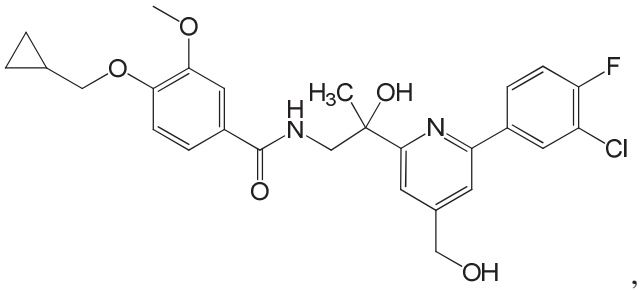
39. The compound of any one of Claims 1-21, or 26-32, wherein Y is an optionally substituted benzofuran or an optionally substituted indole.

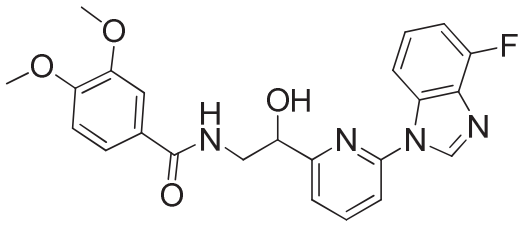
40. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of:

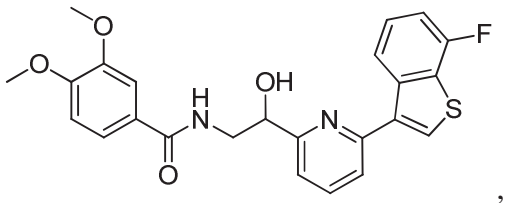

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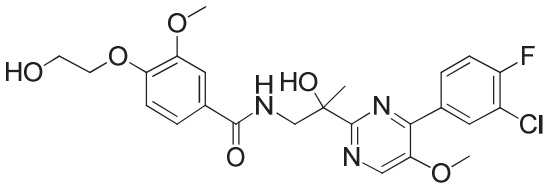

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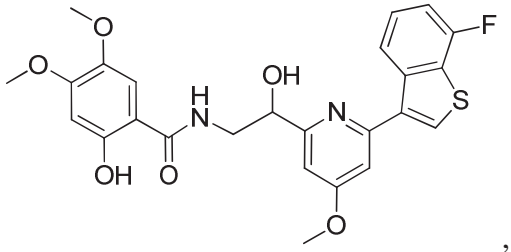

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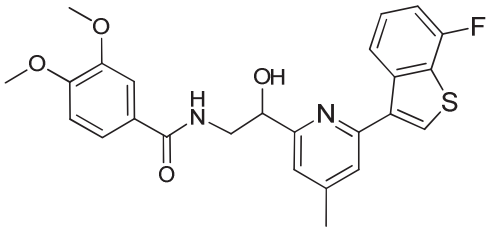

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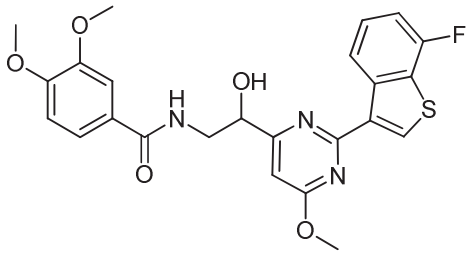

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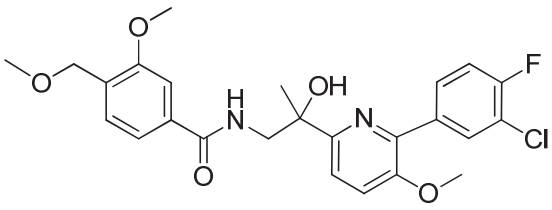

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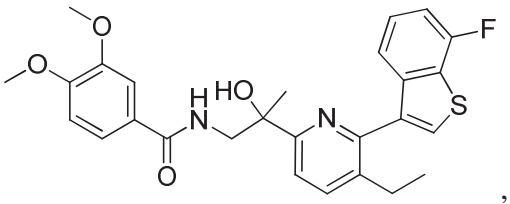
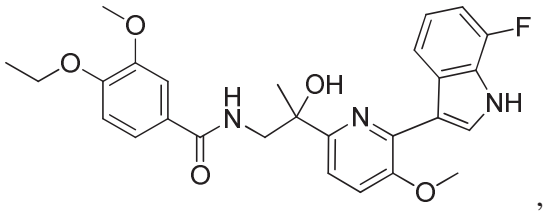
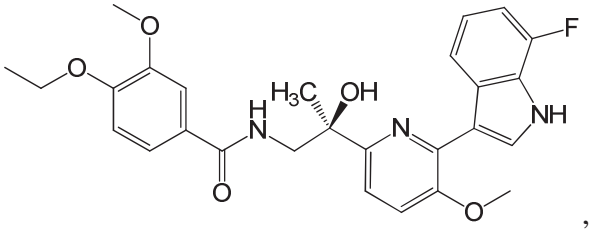
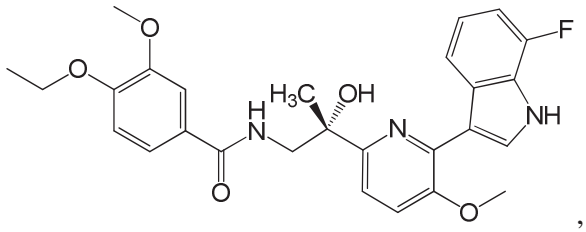
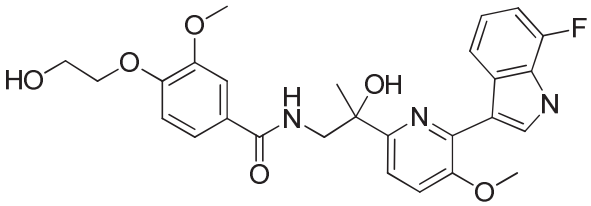
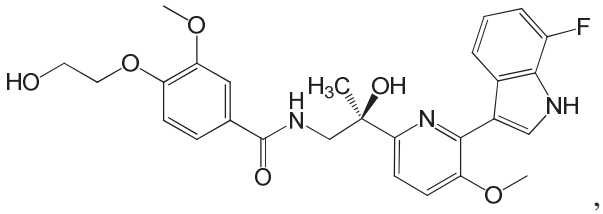
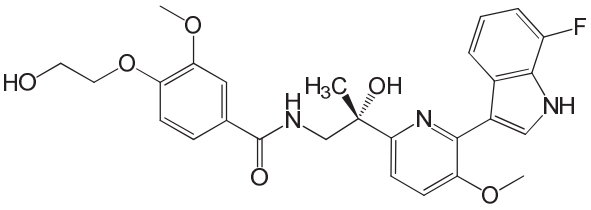
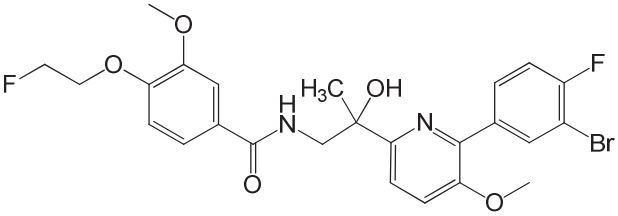
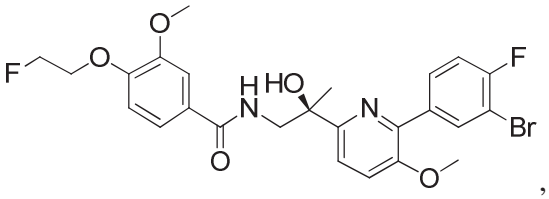
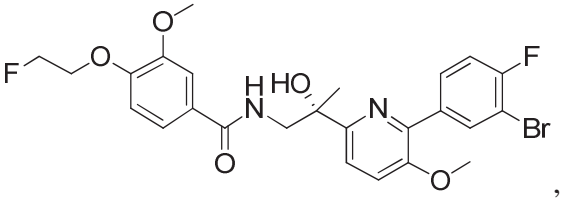
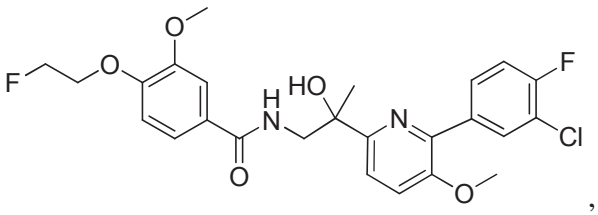
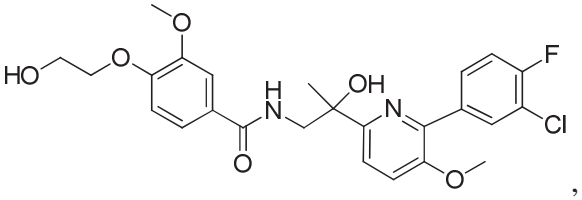
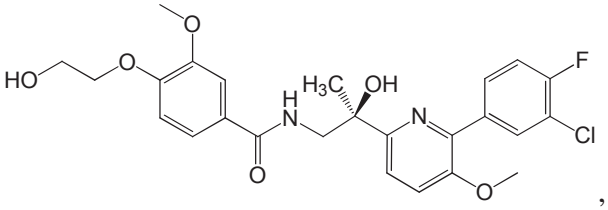

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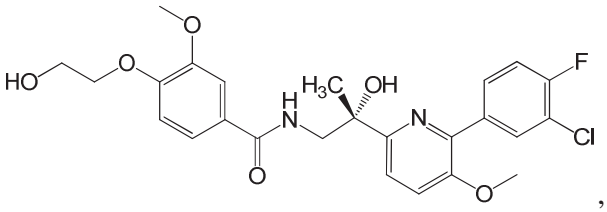
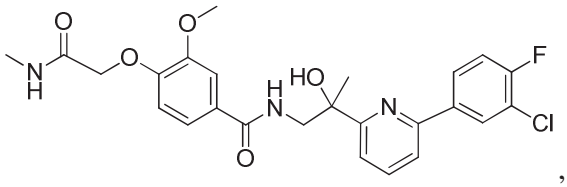
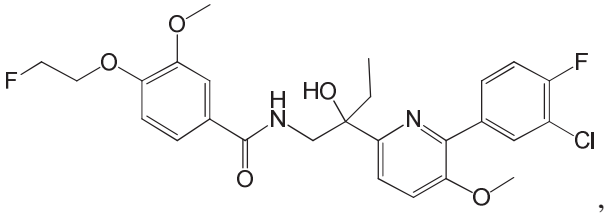
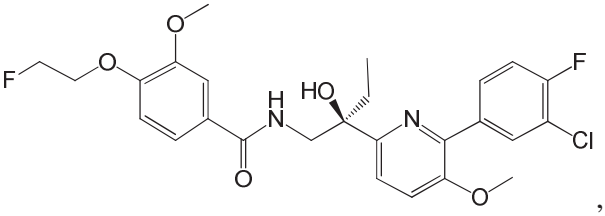
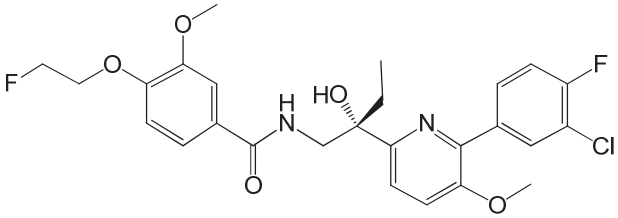
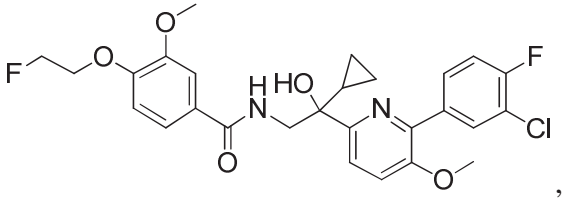
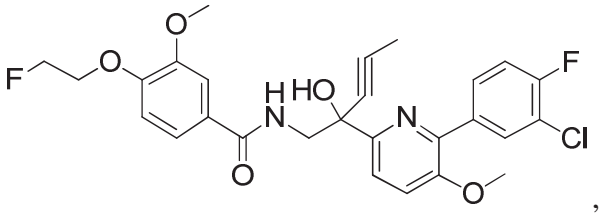
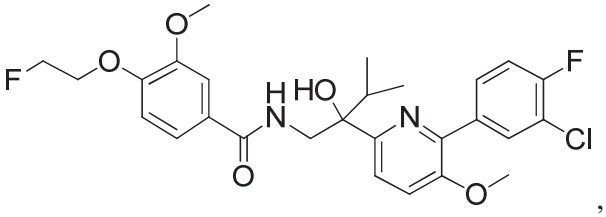
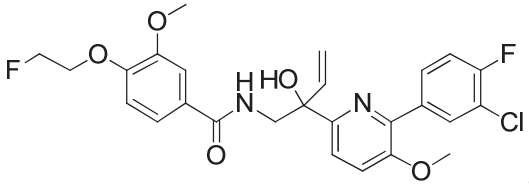
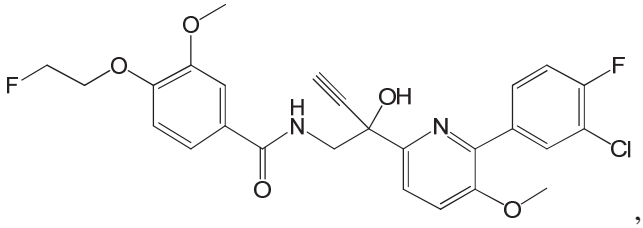
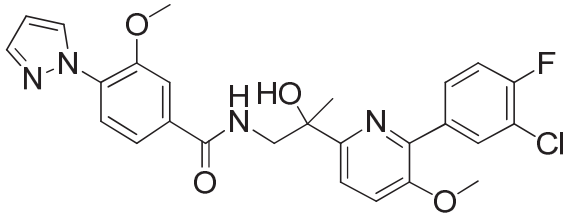
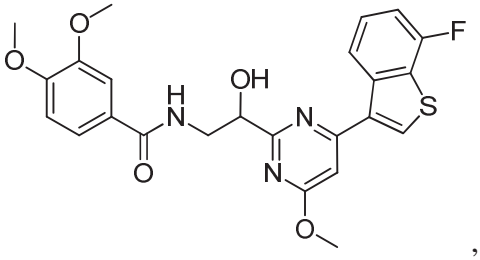
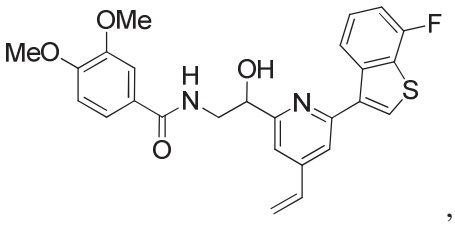
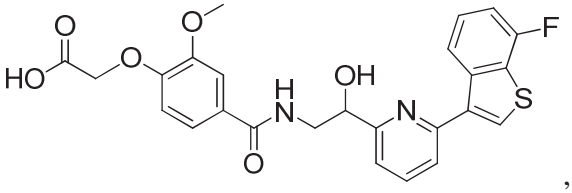

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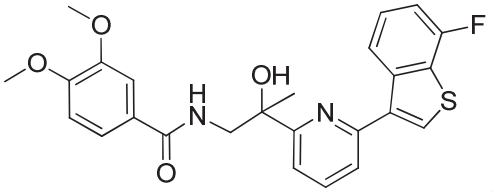
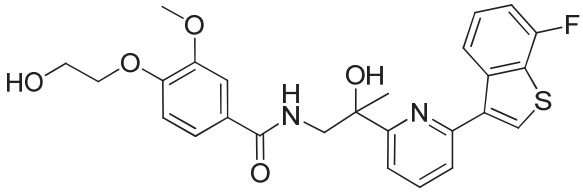
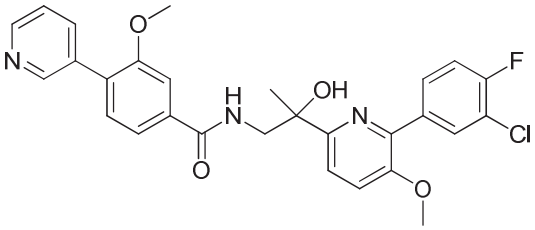
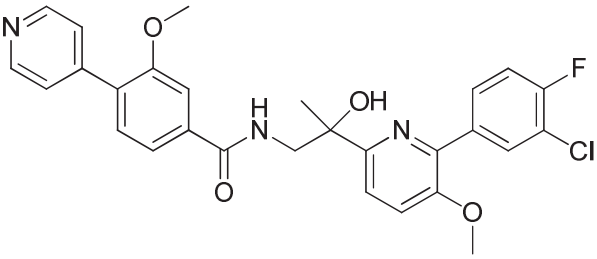
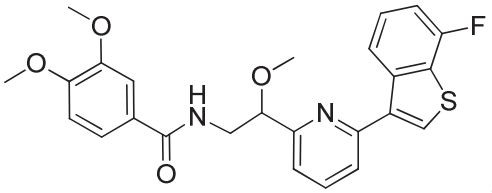
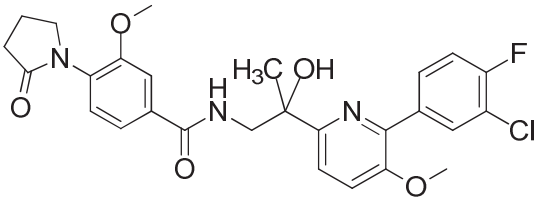
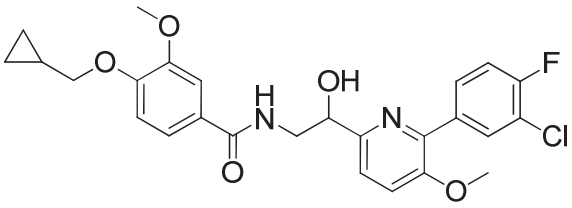
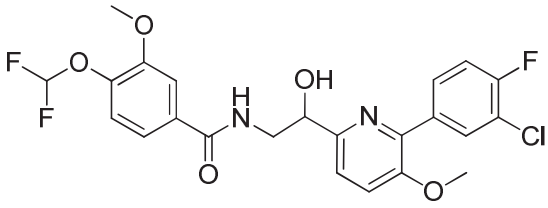
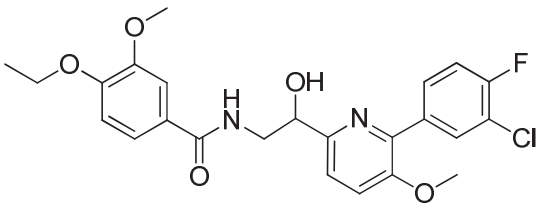
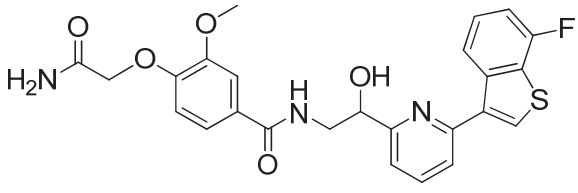
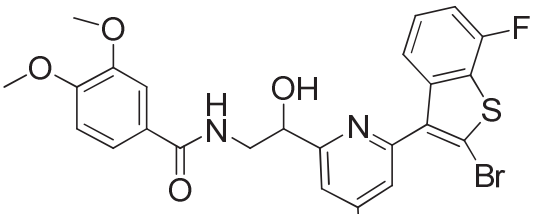
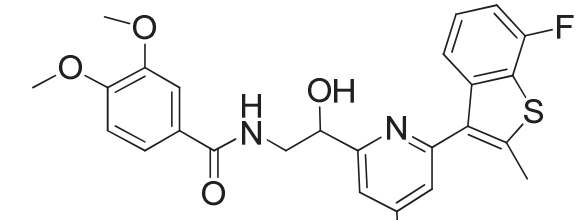

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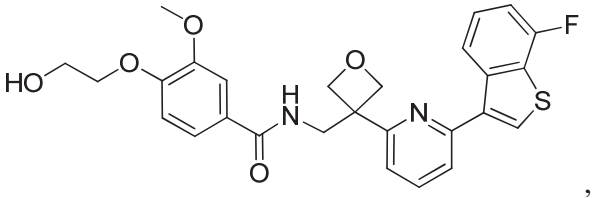
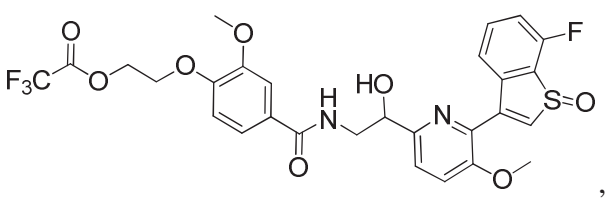
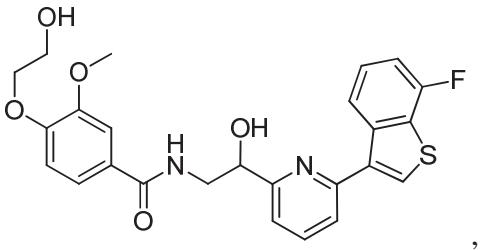

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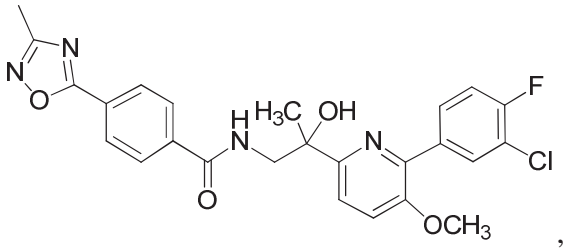
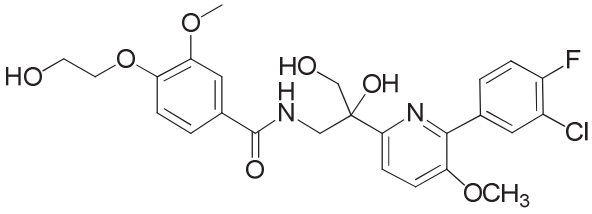
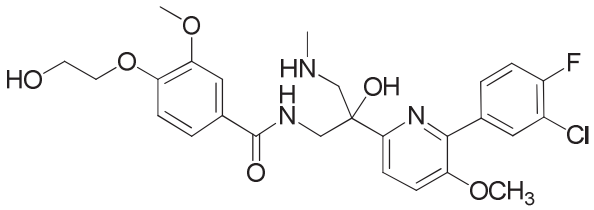
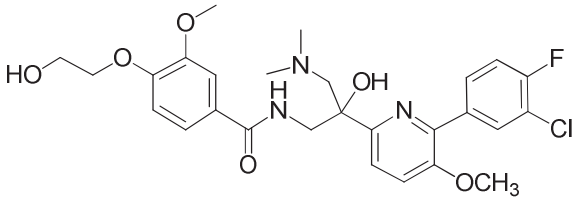
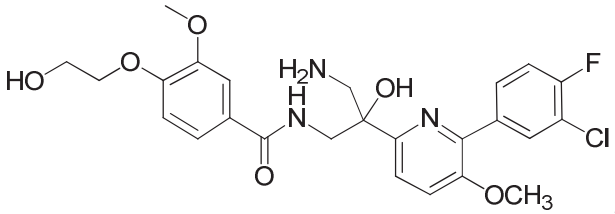
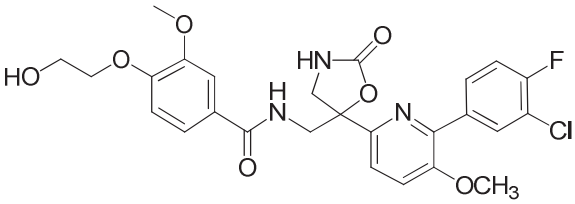
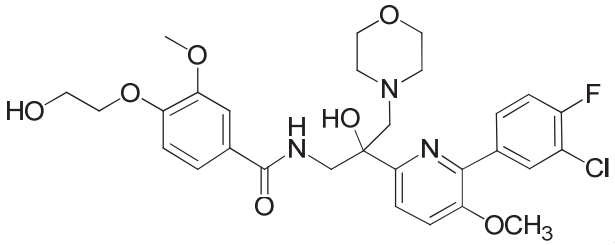
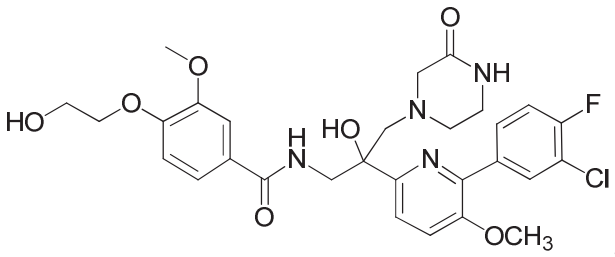
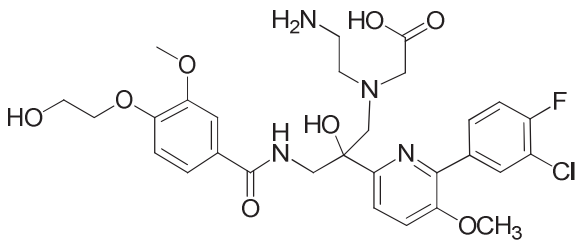
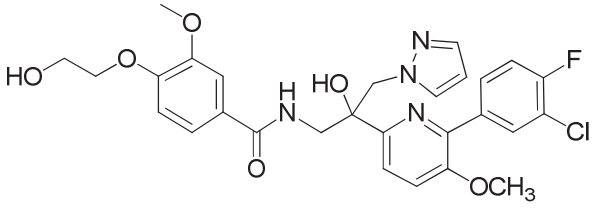
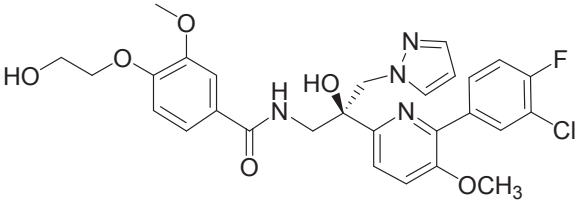

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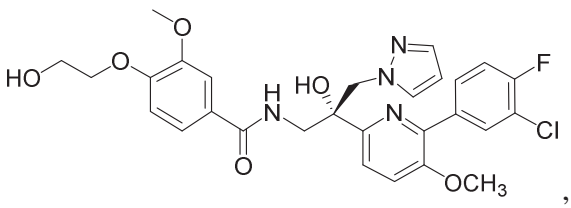
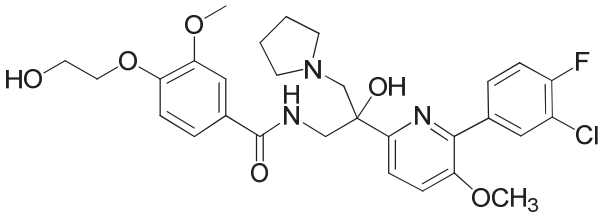
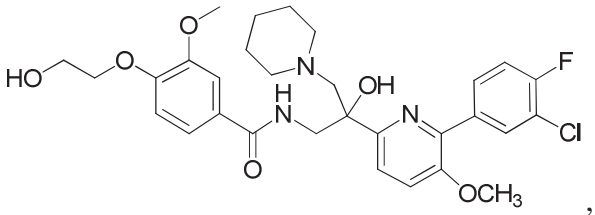
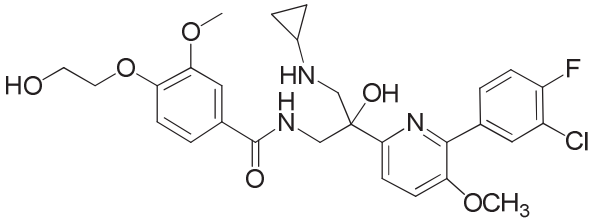
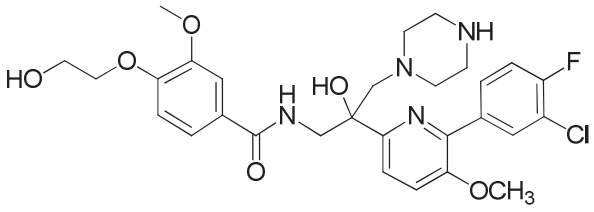
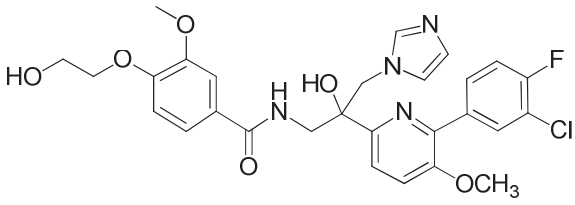
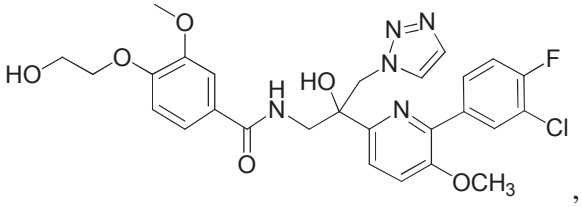
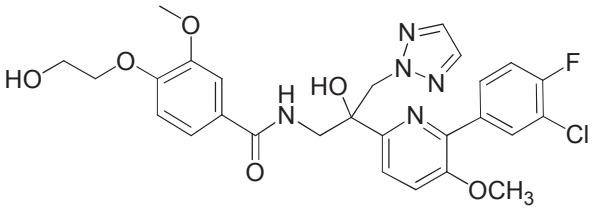
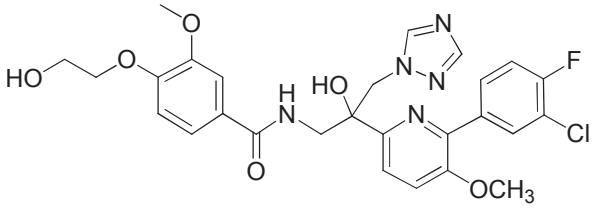
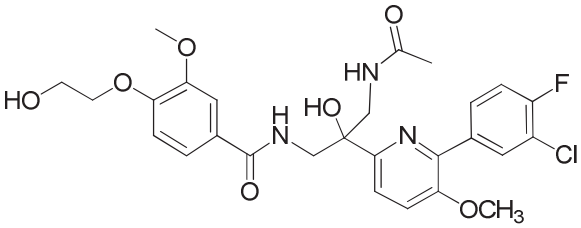
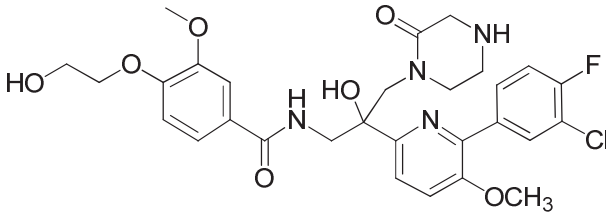

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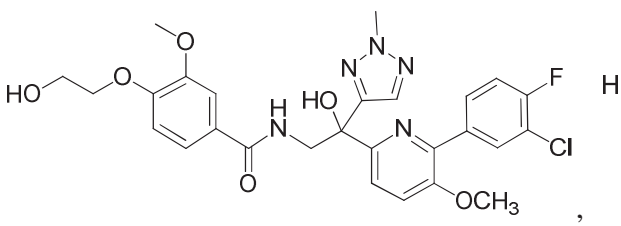
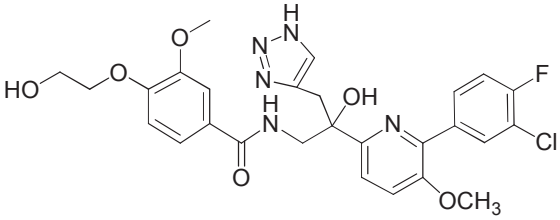
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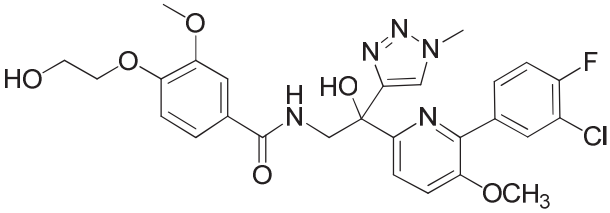
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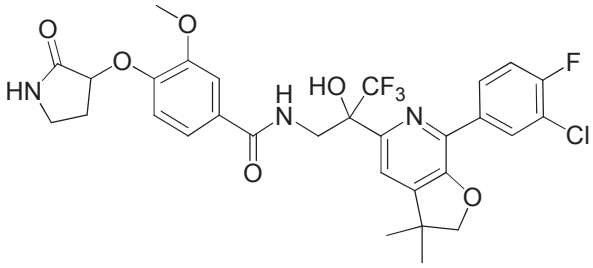
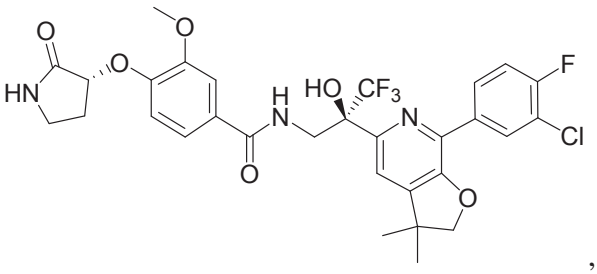
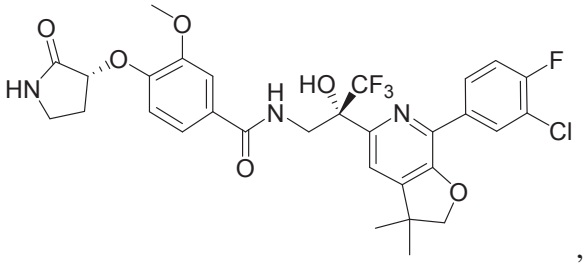
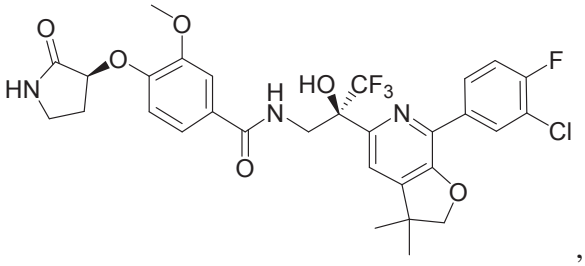
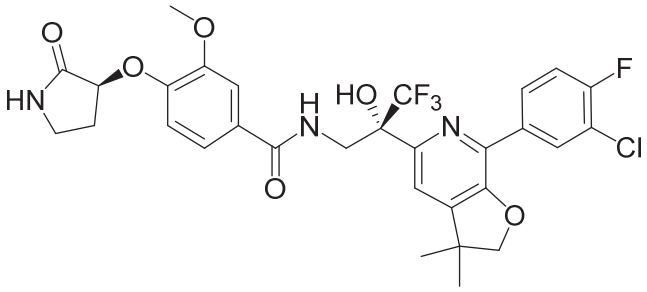
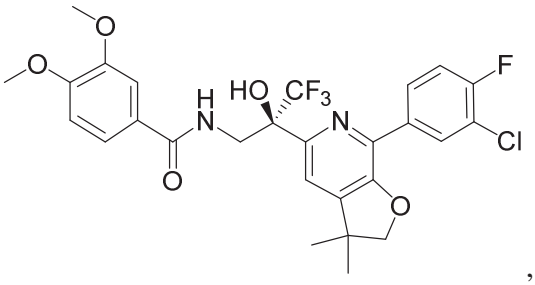
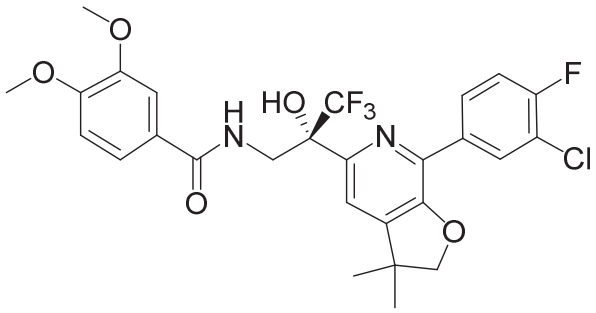
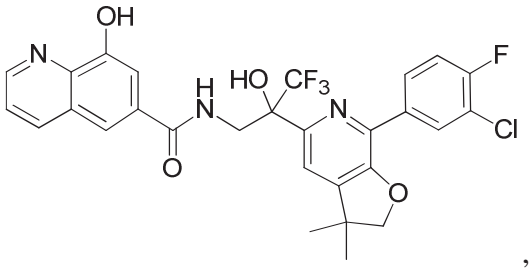
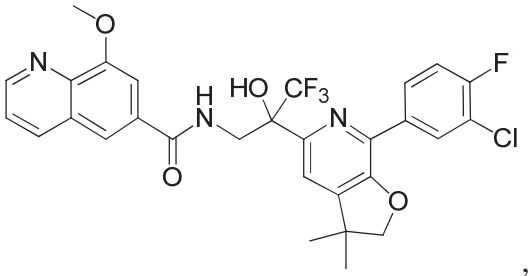
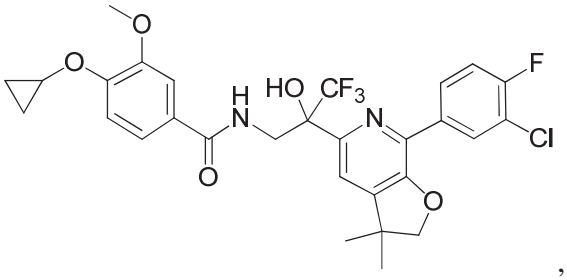

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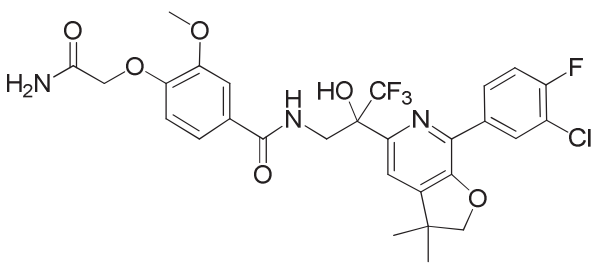
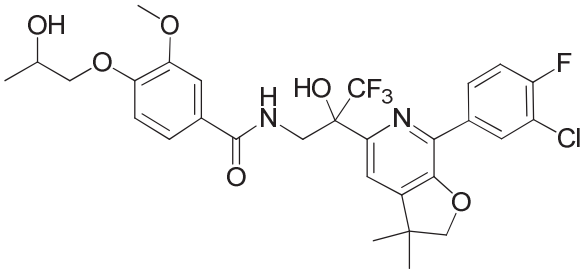
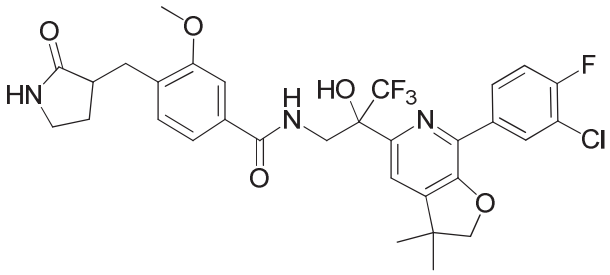
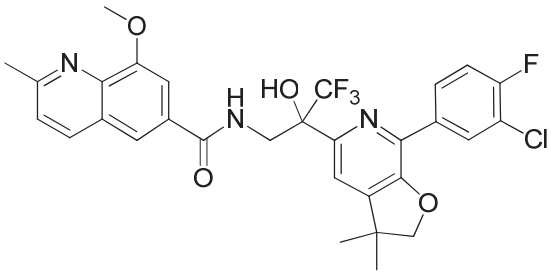
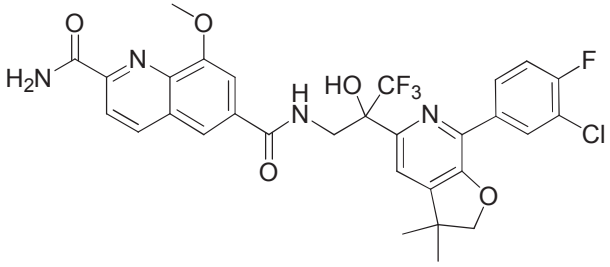
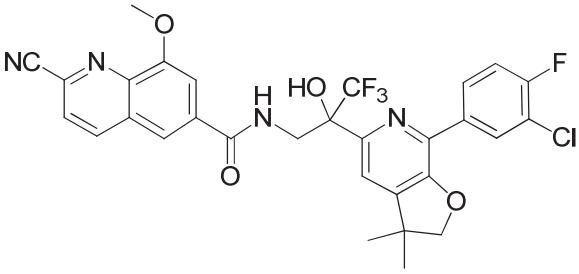
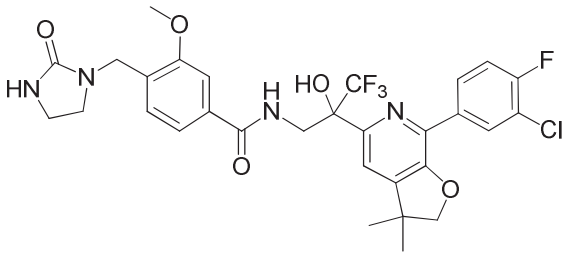
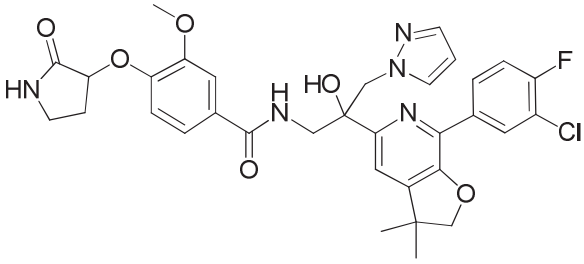
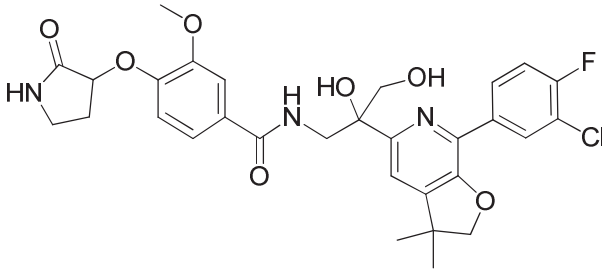
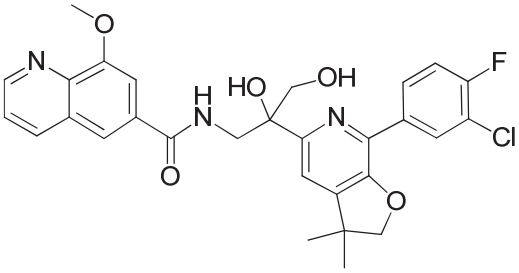
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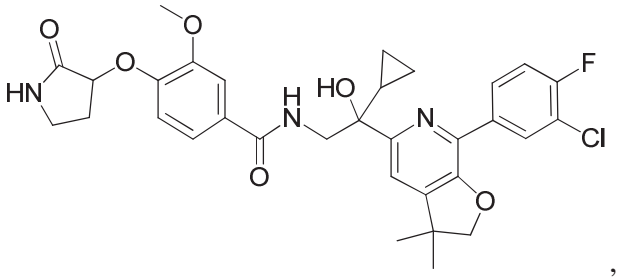
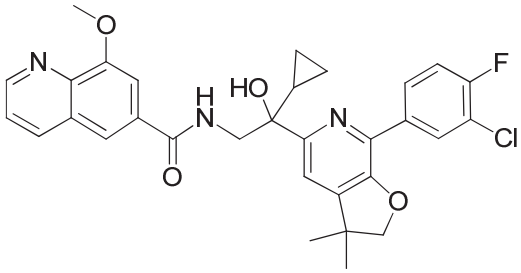
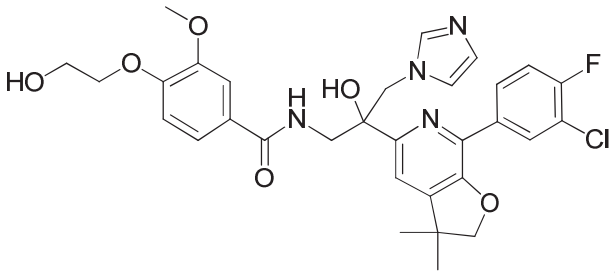
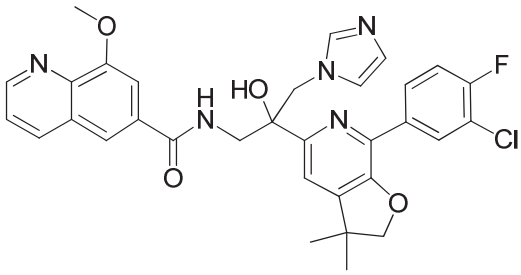
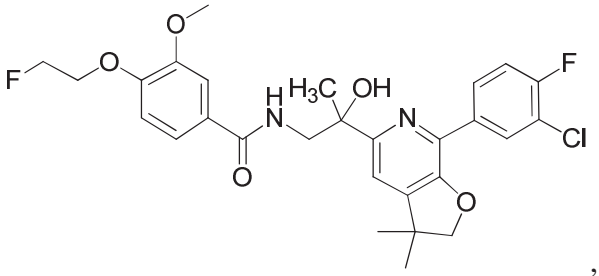
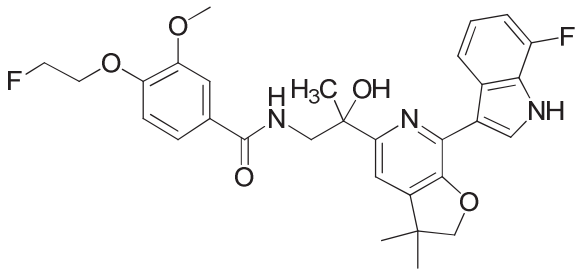
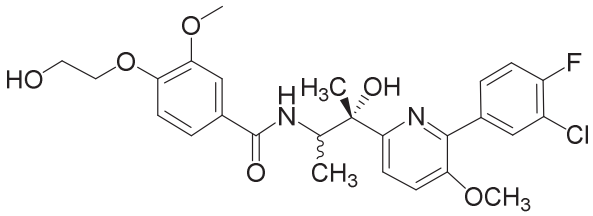
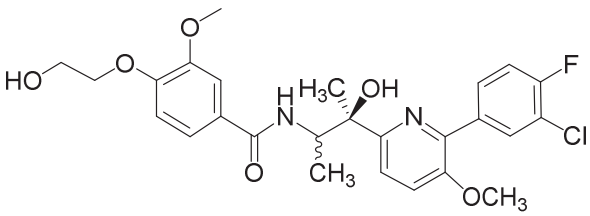
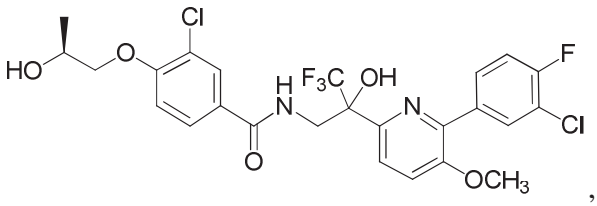
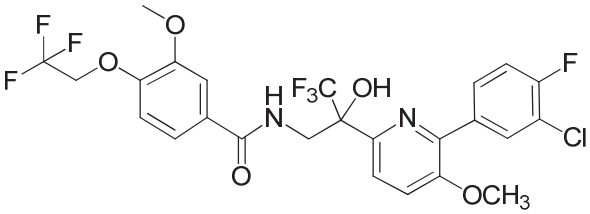
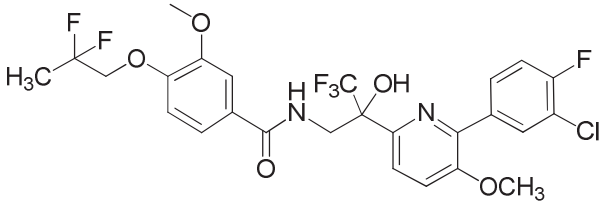
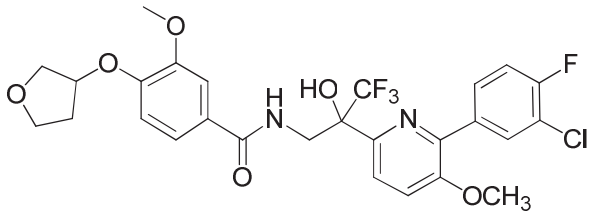
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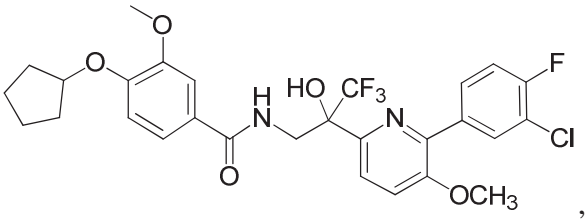
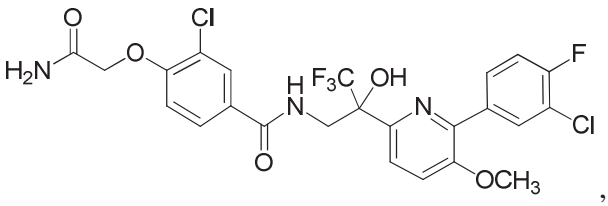
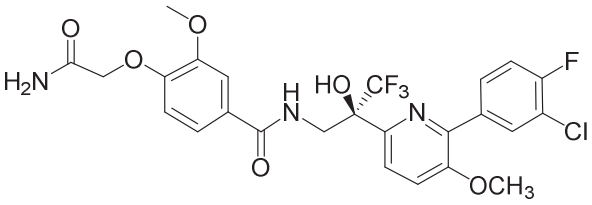
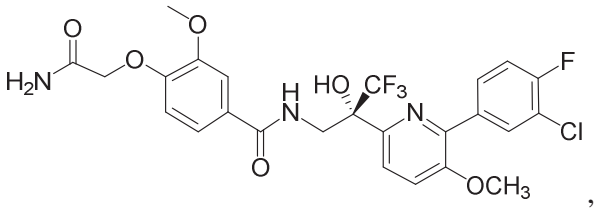
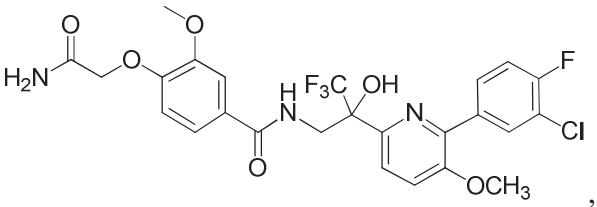
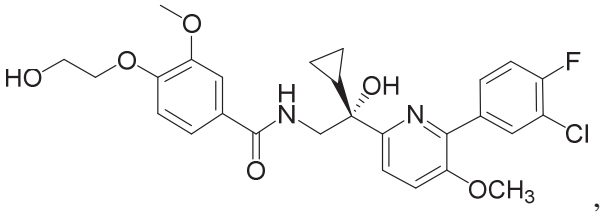
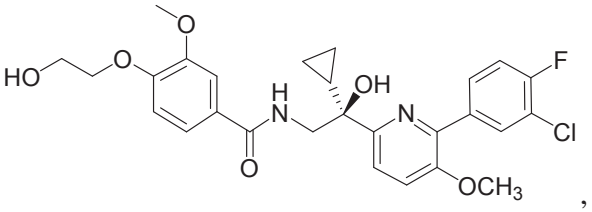
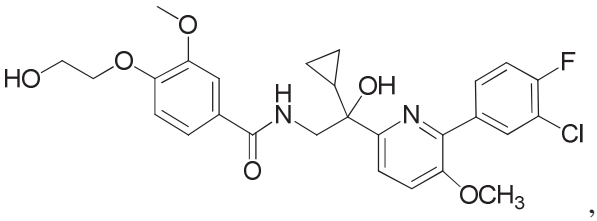
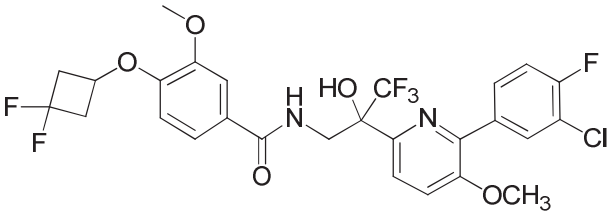
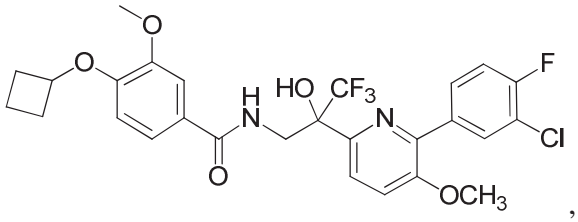
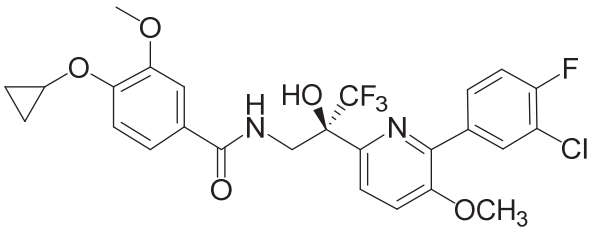
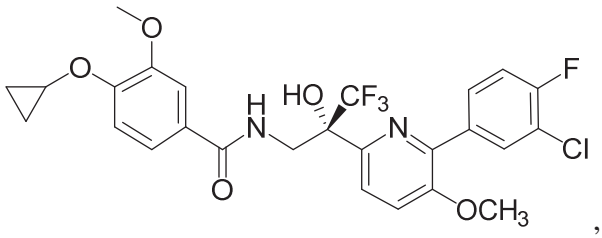
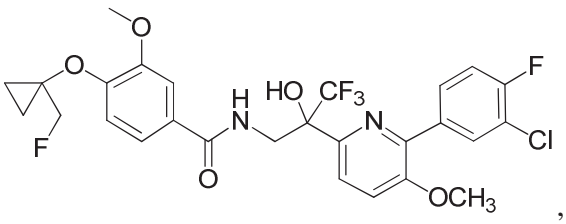
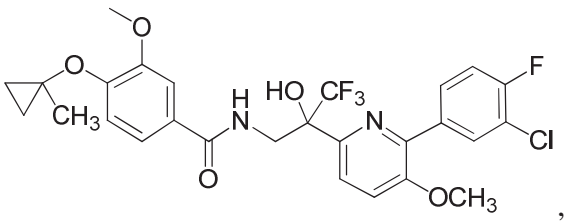
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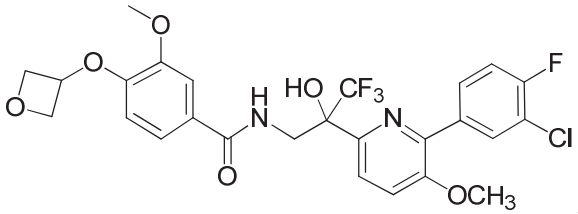
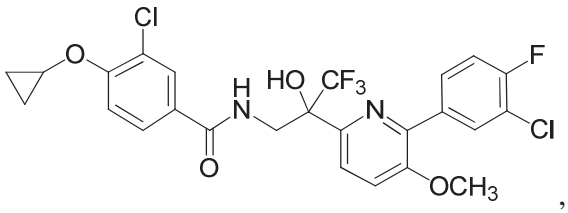
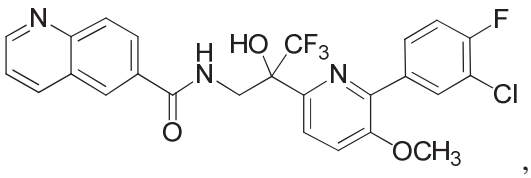
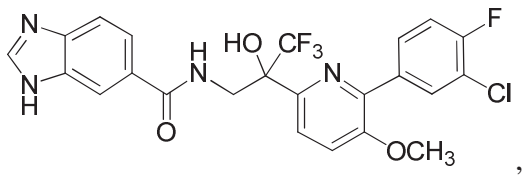
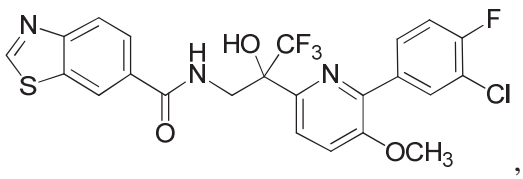
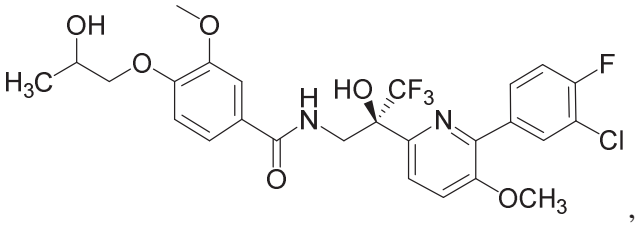
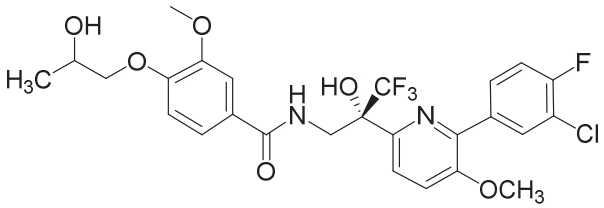
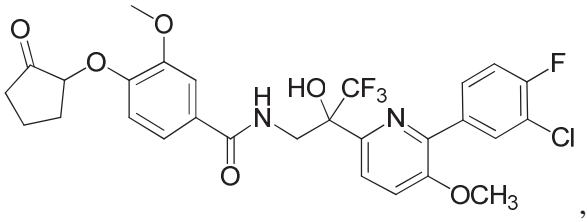
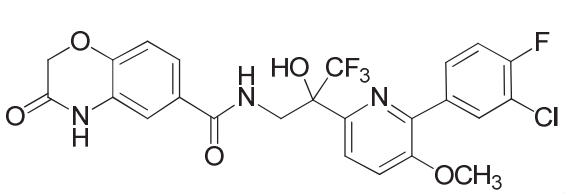
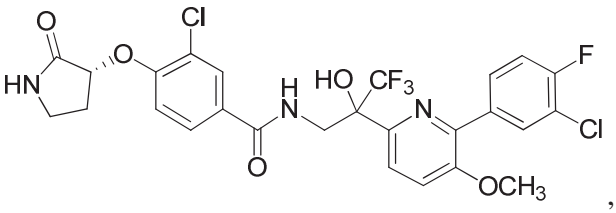
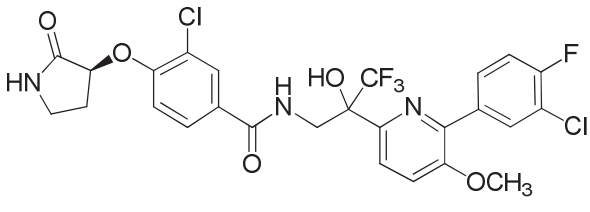
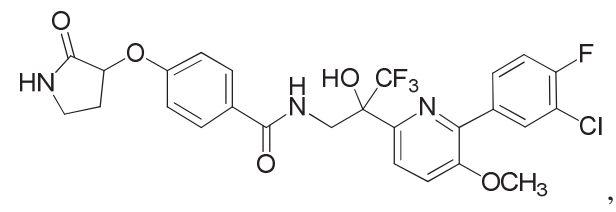
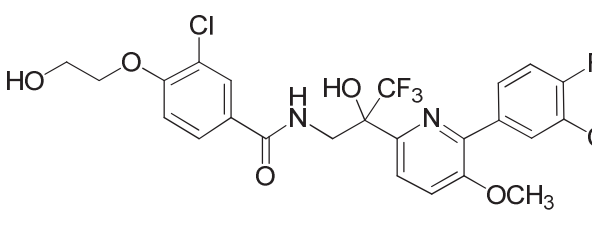
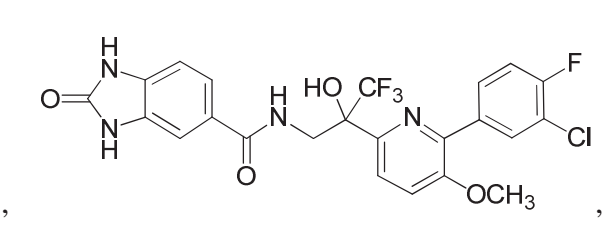
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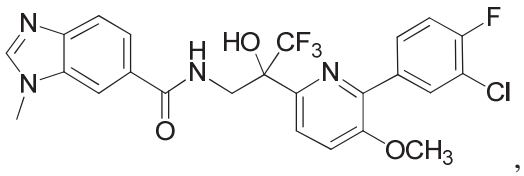
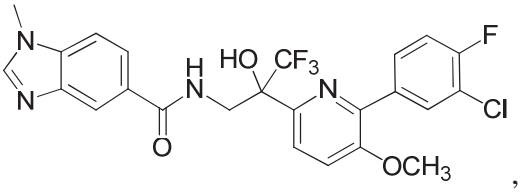
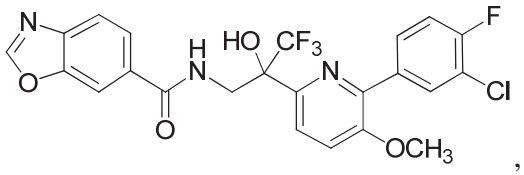
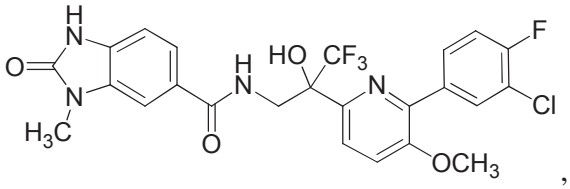
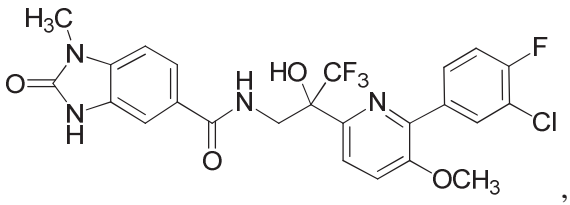
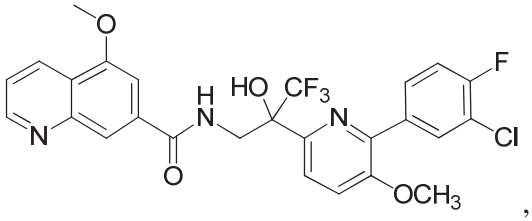
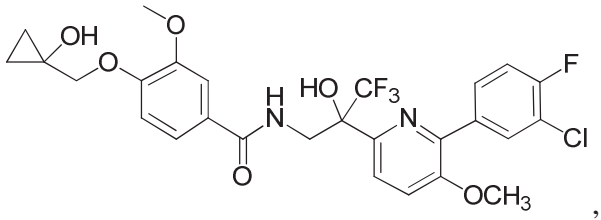
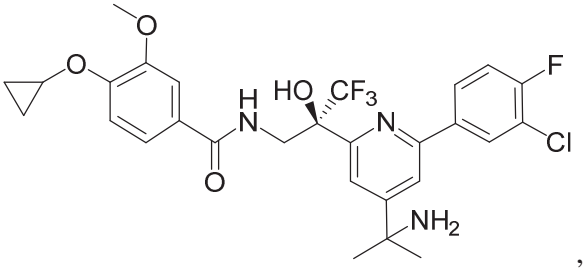
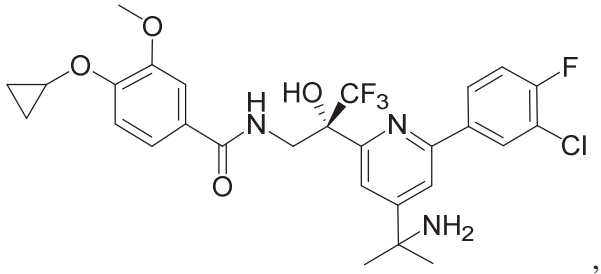
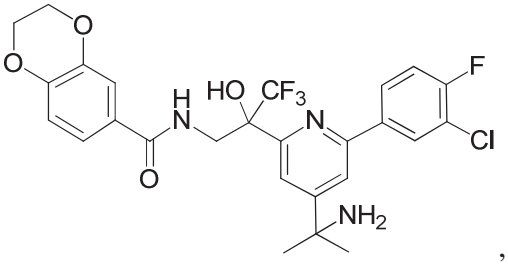
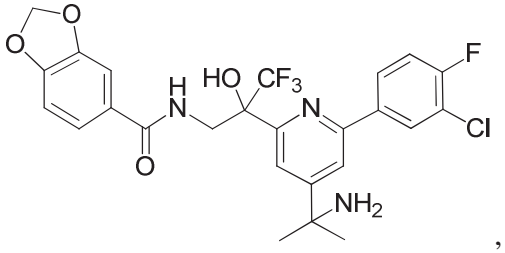
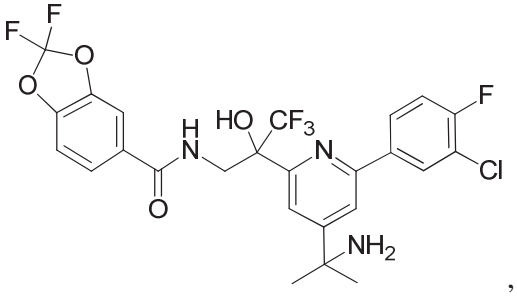

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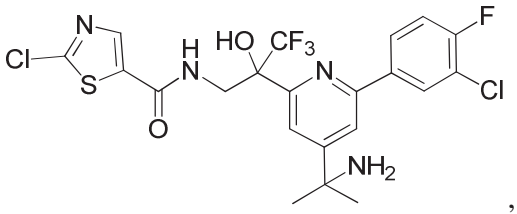
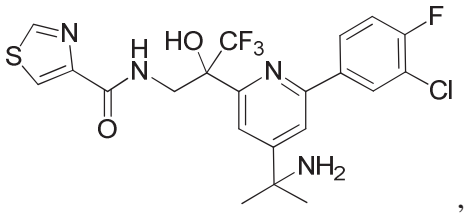
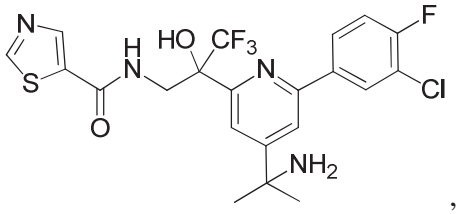
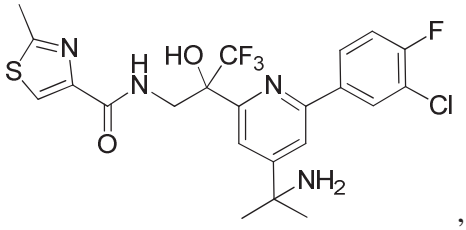
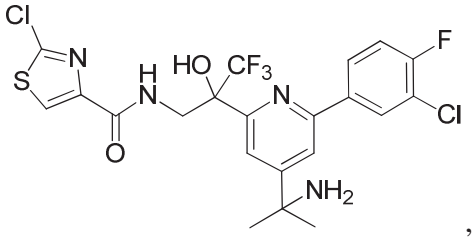
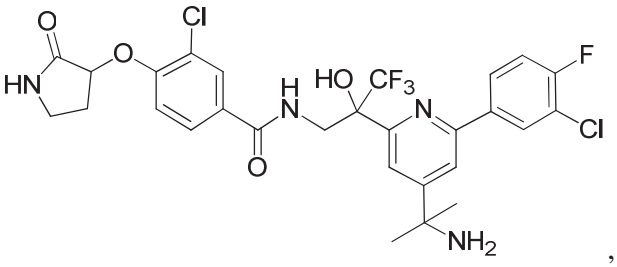
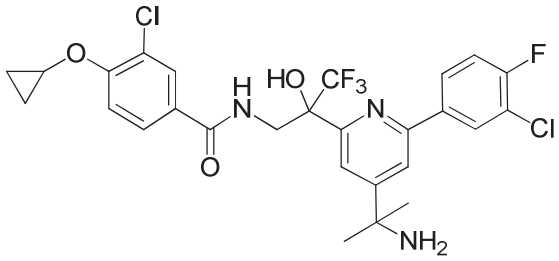
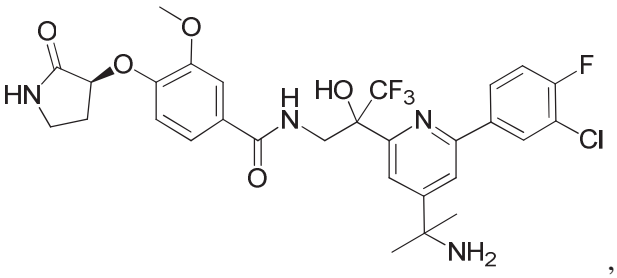
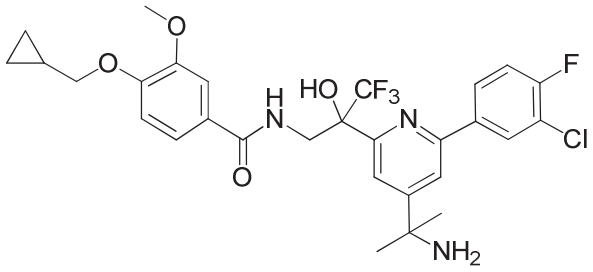
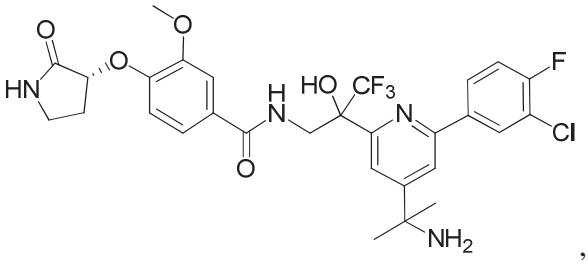
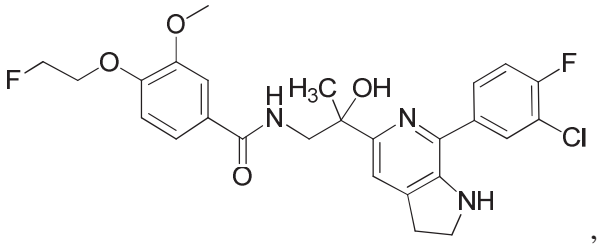
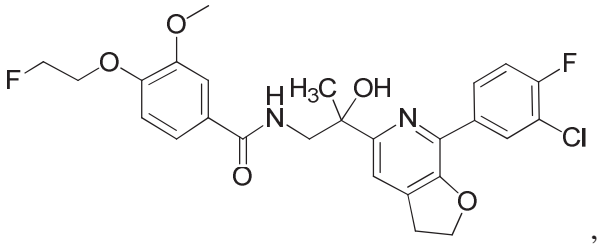
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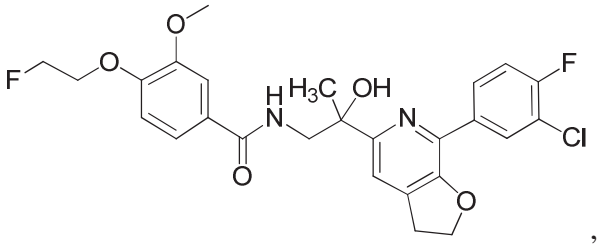
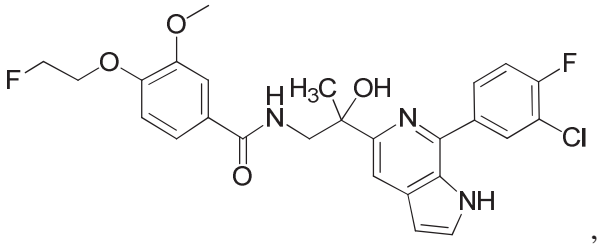
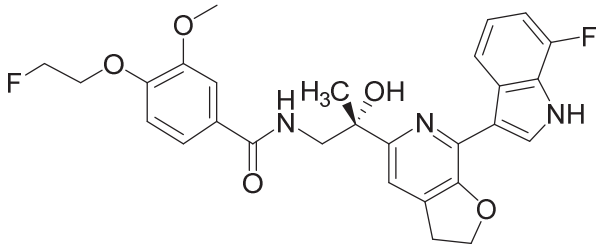
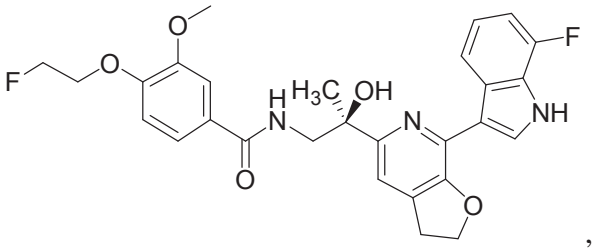
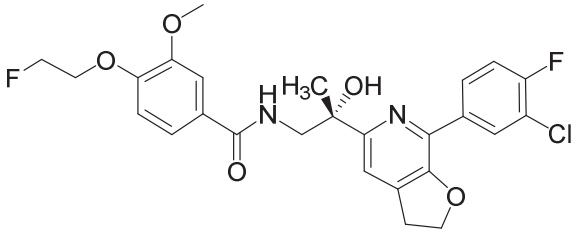
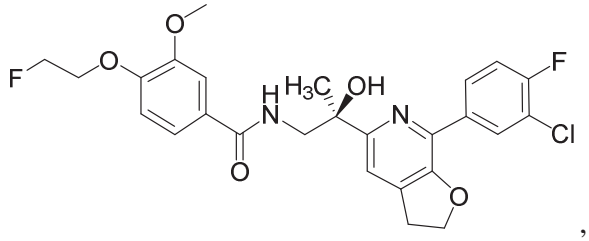
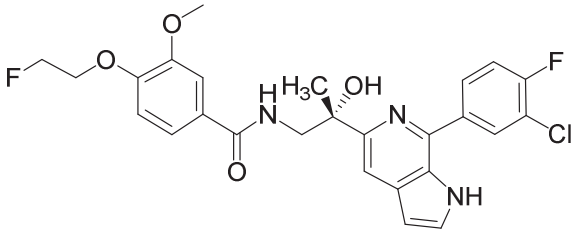
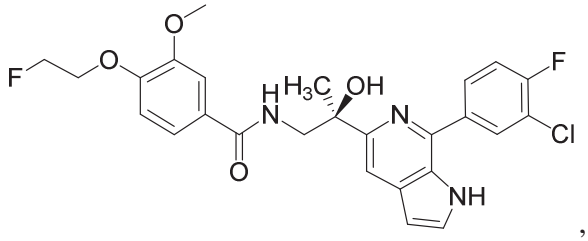
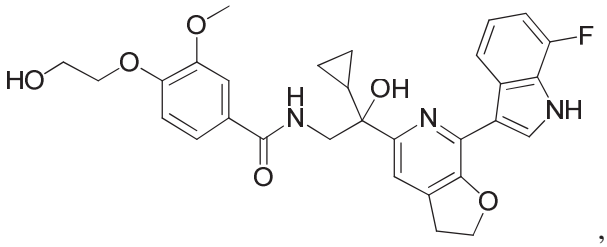
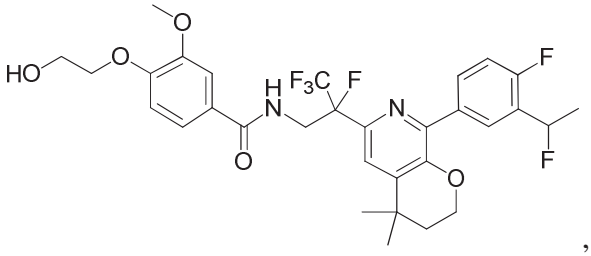
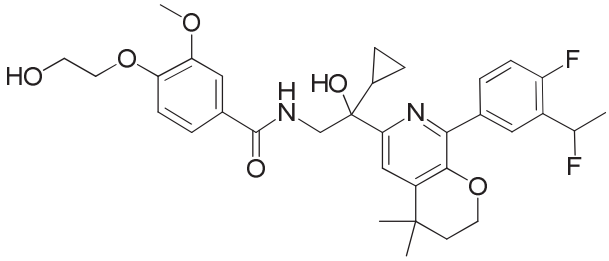
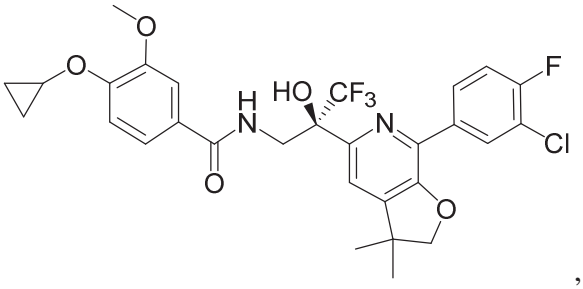
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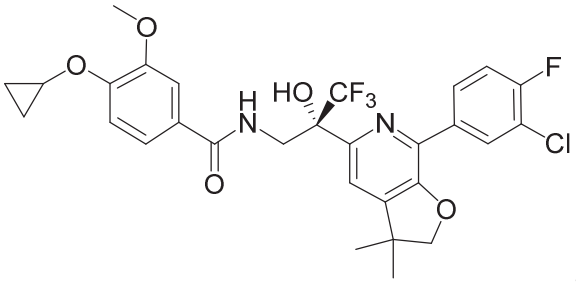
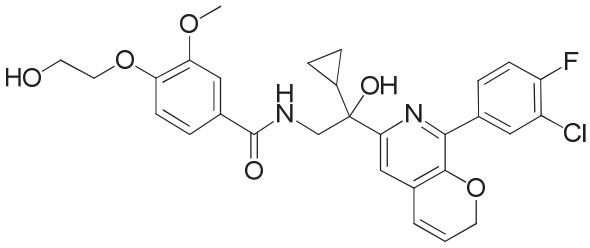
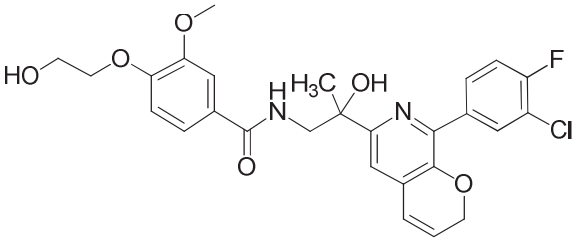
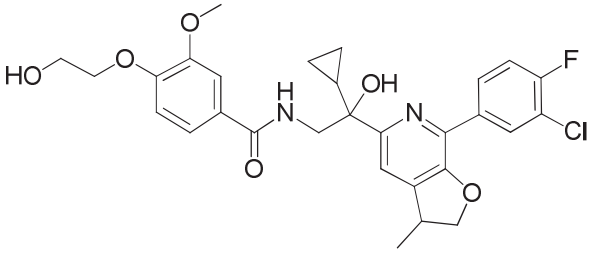
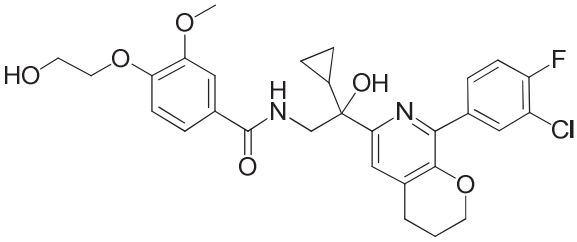
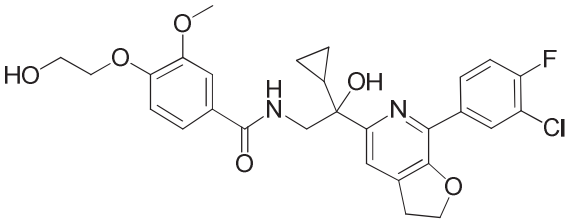
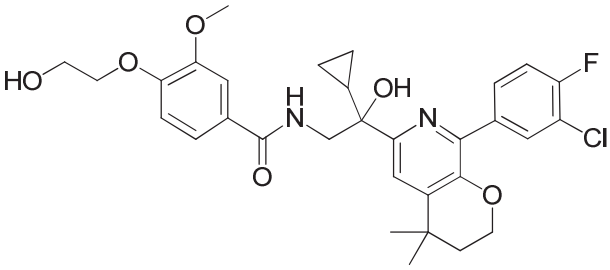
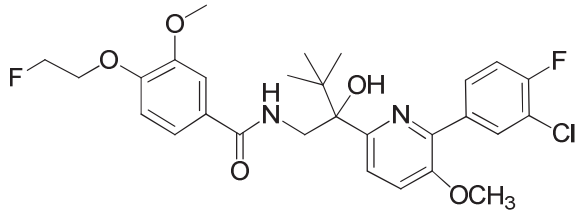
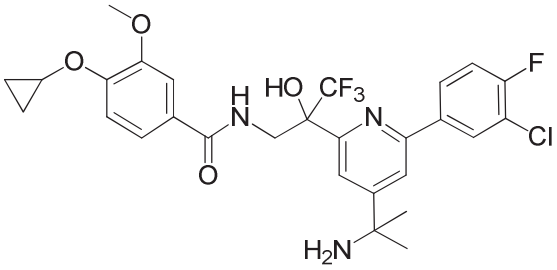
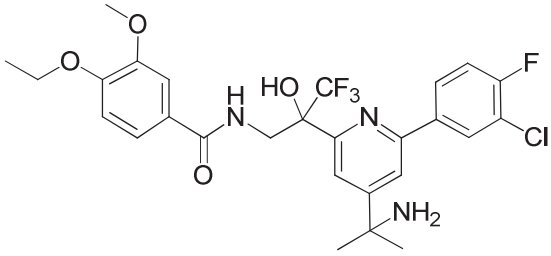

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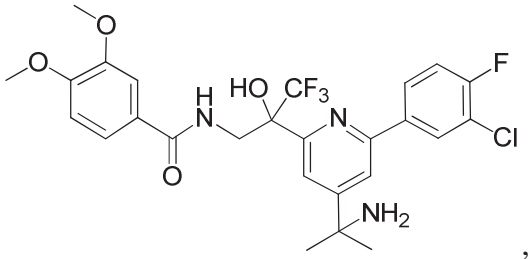
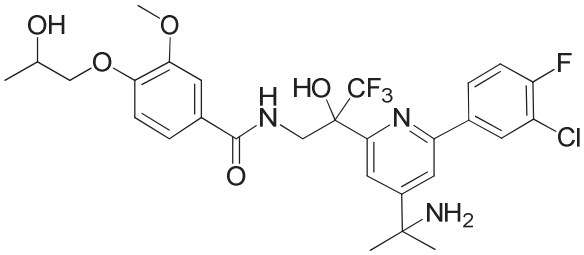
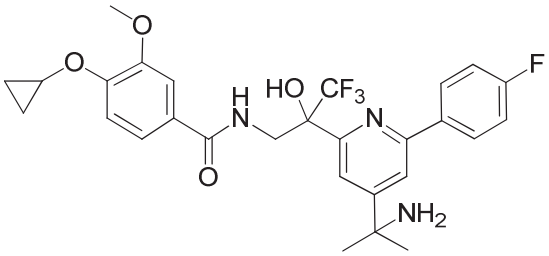
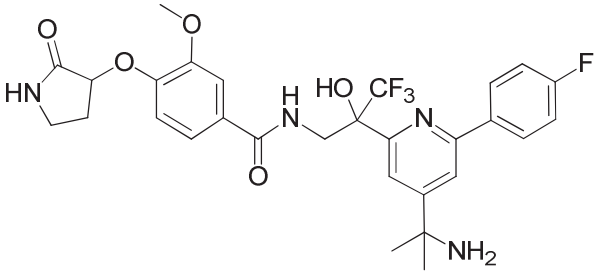
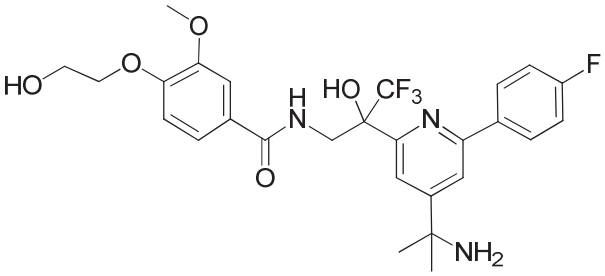
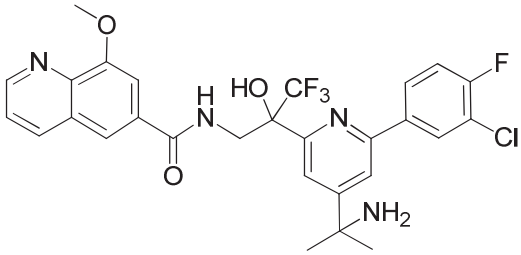
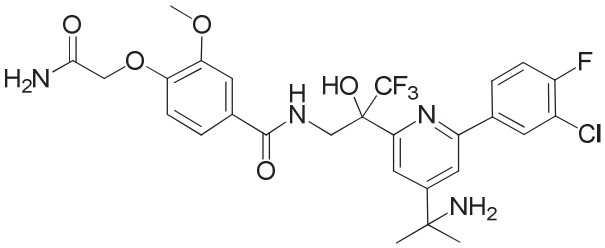
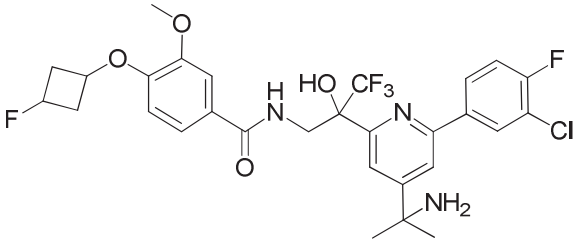
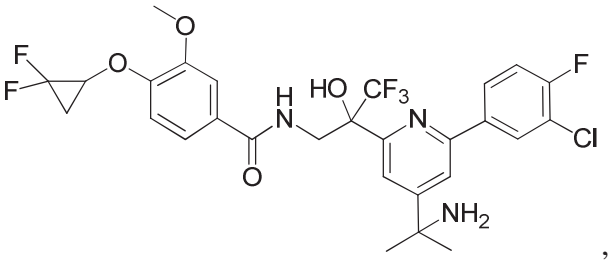
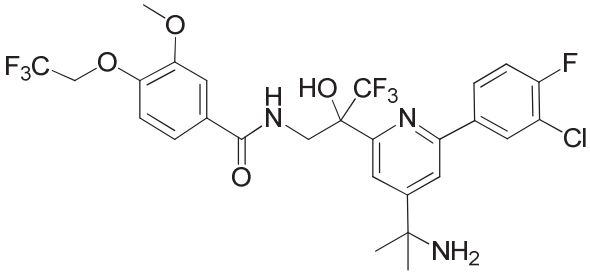
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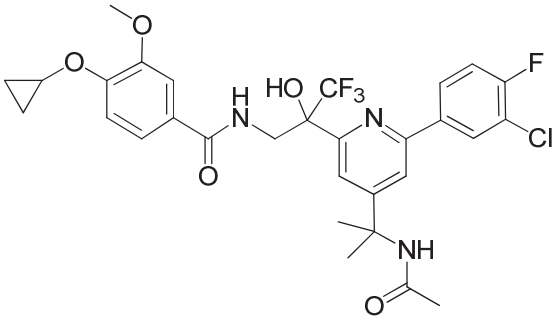
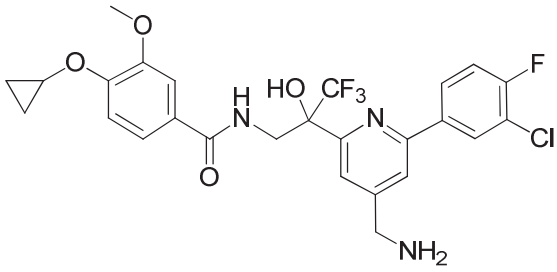
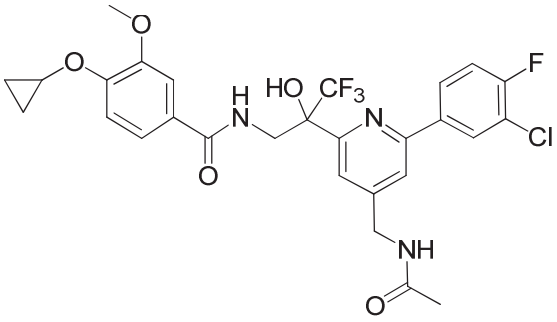
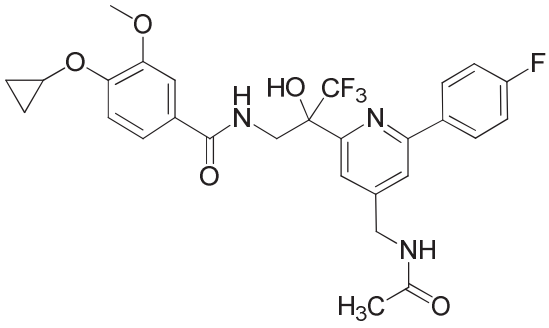
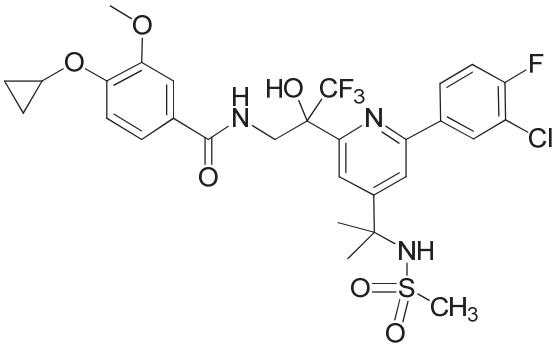
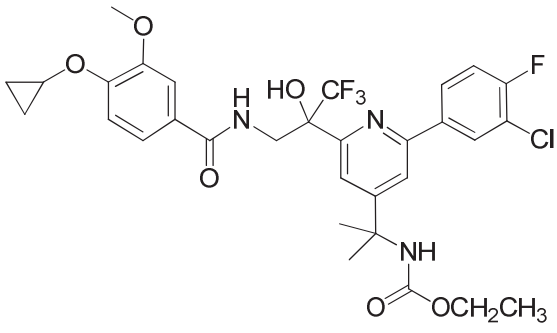
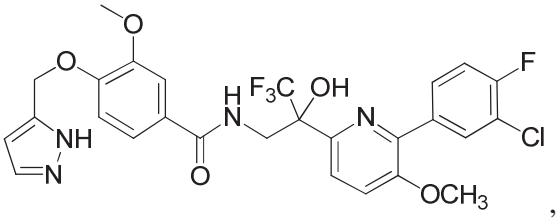
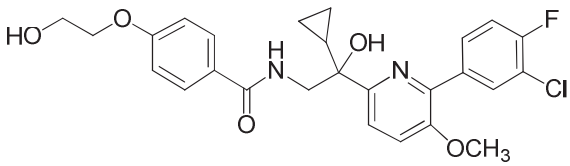
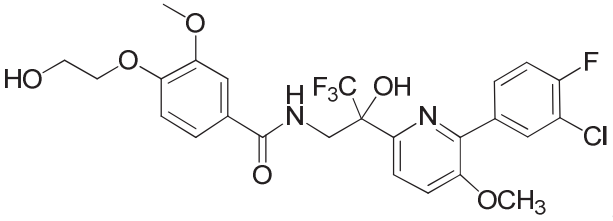
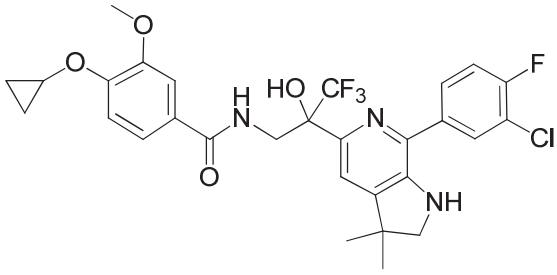
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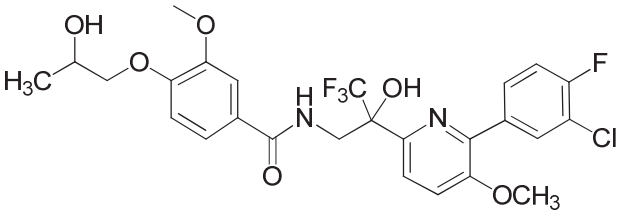
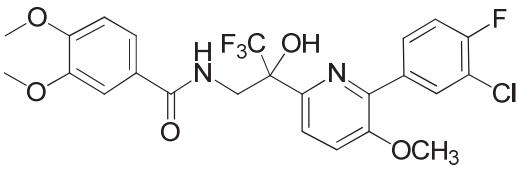
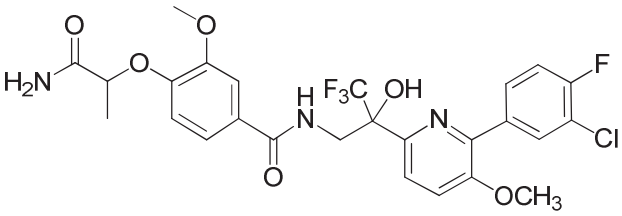

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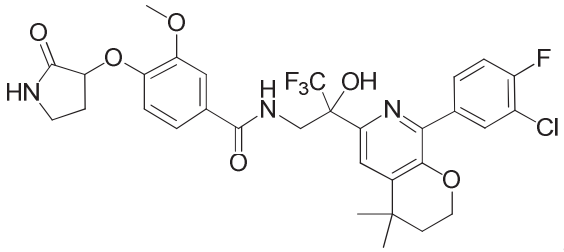
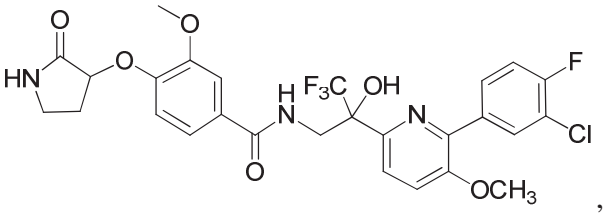
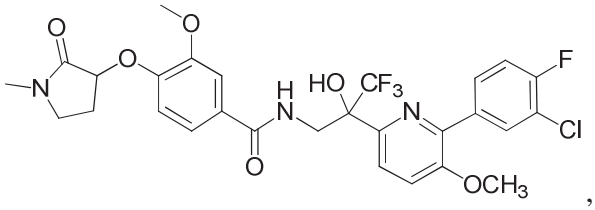
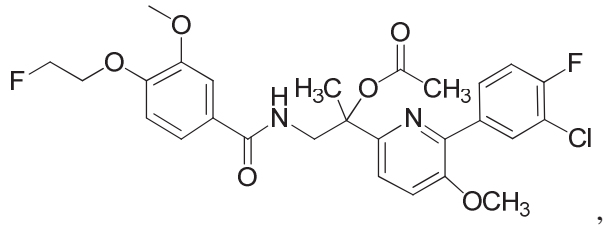
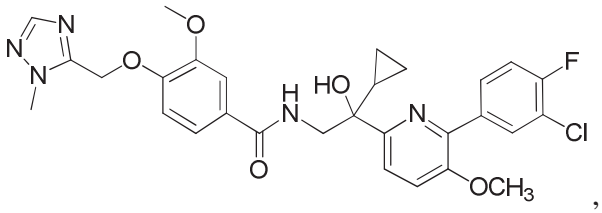
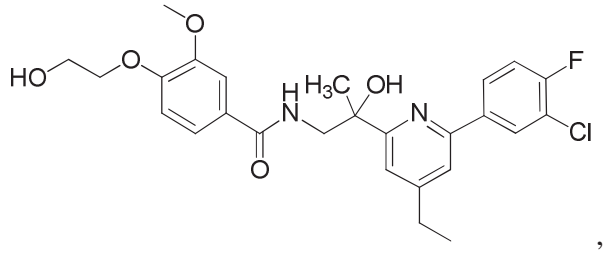
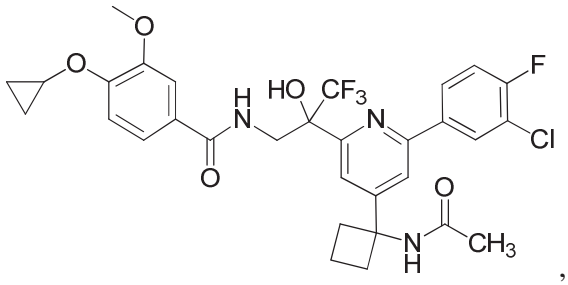
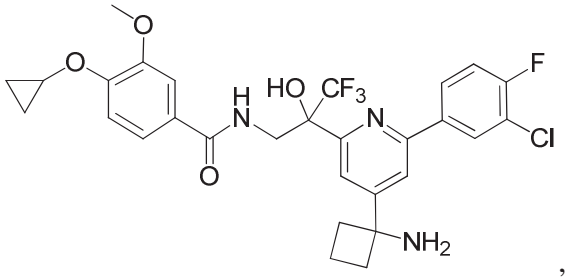
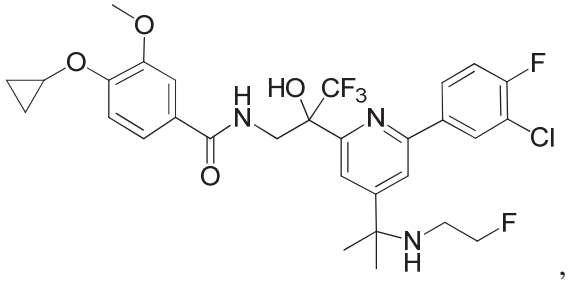
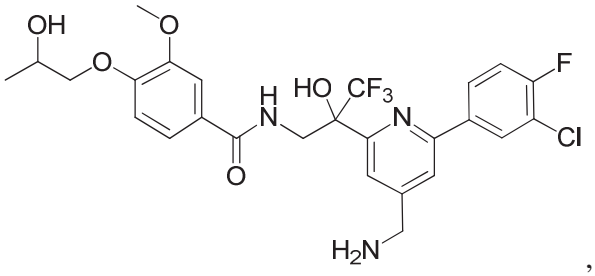
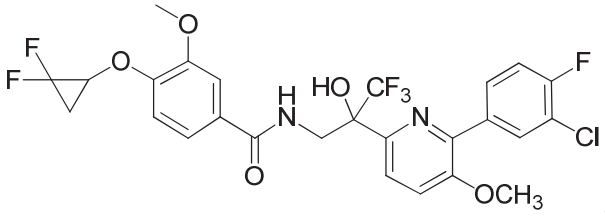
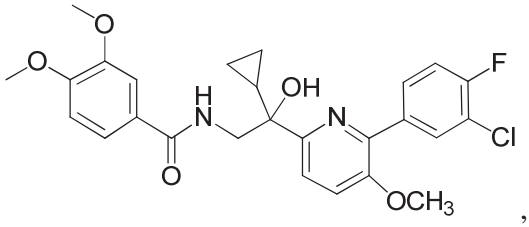

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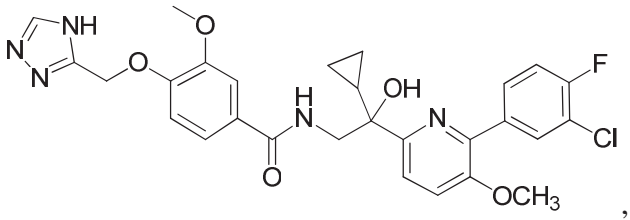
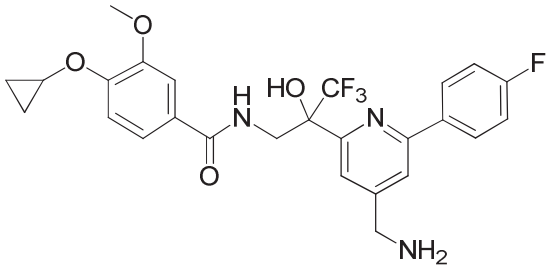
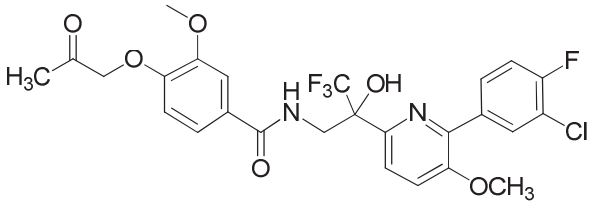
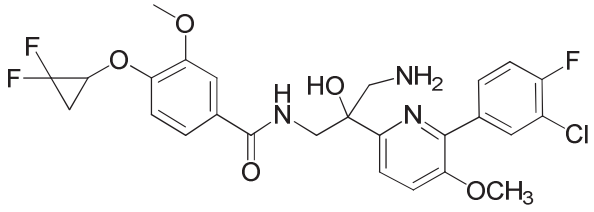
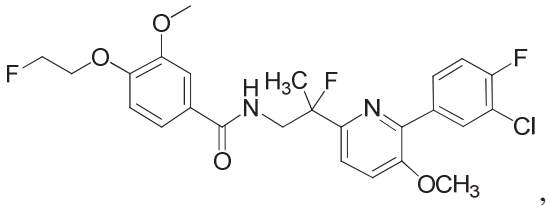
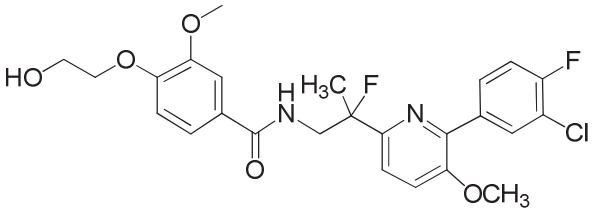
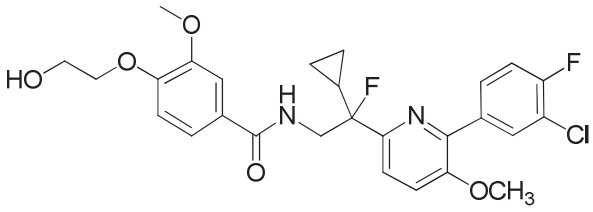
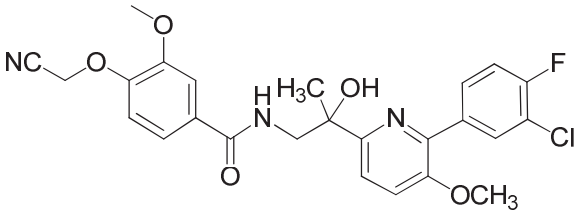
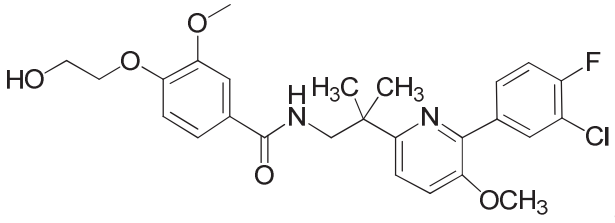
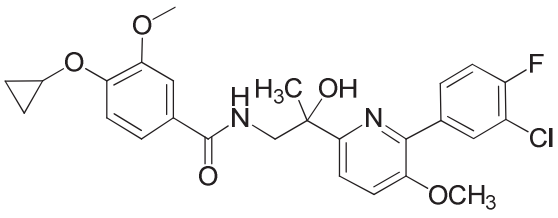
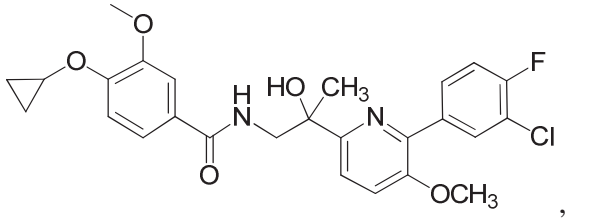
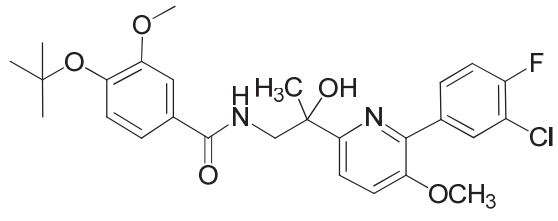

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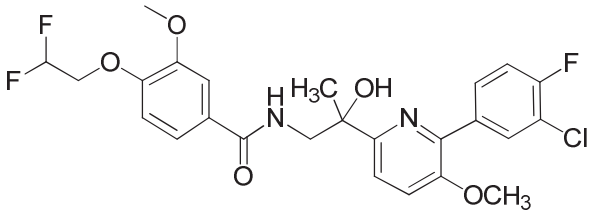
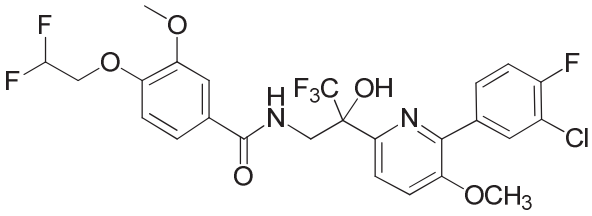
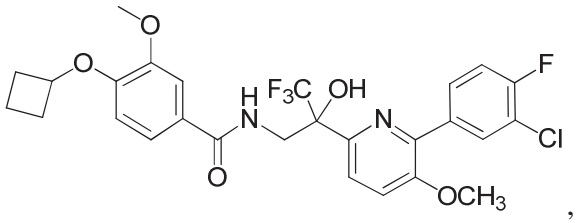
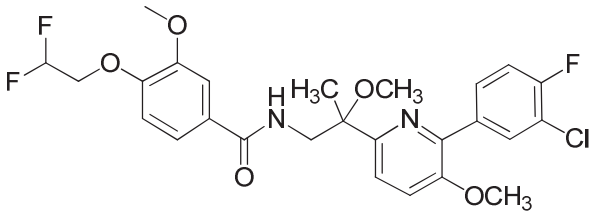
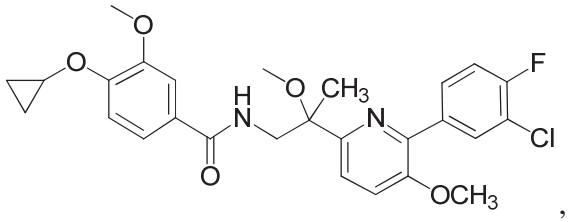
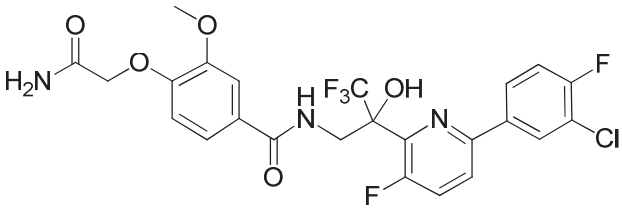
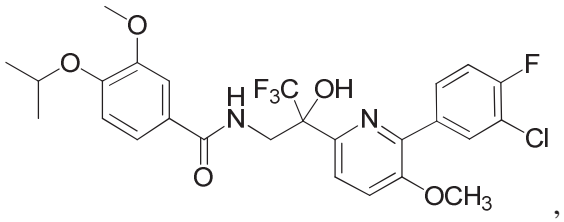
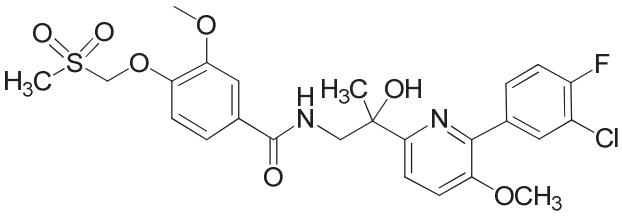
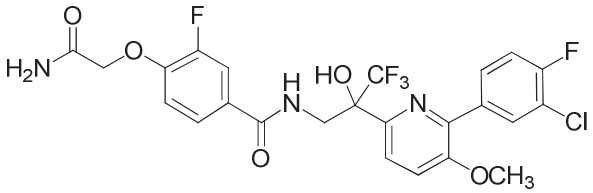
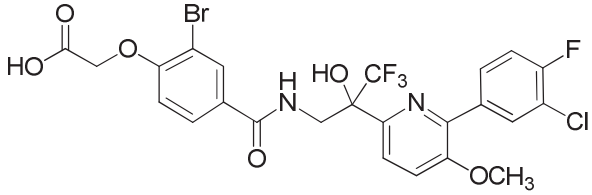
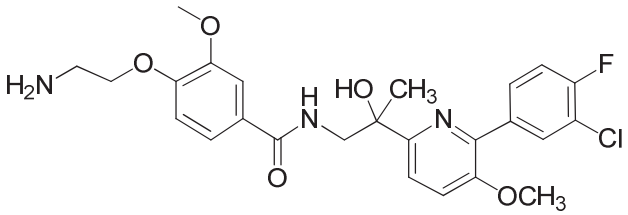
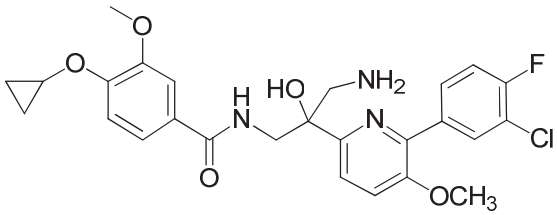
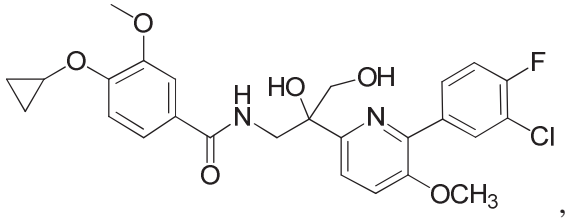
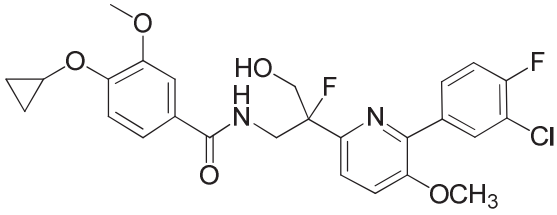

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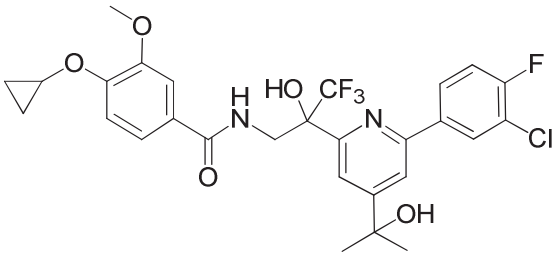
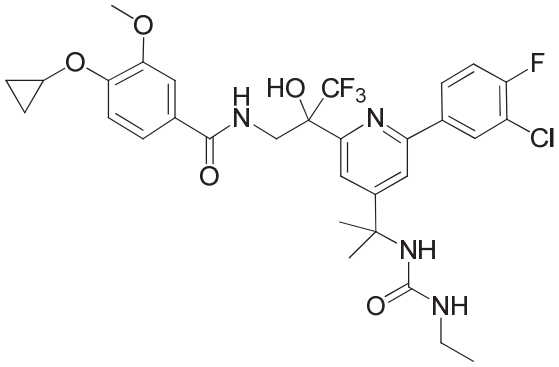
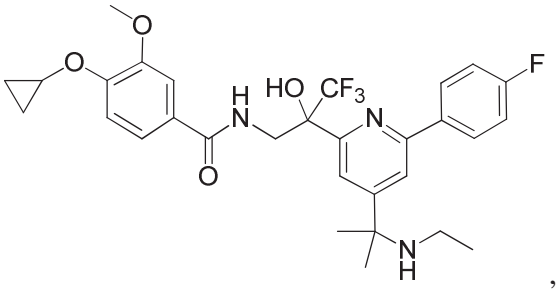
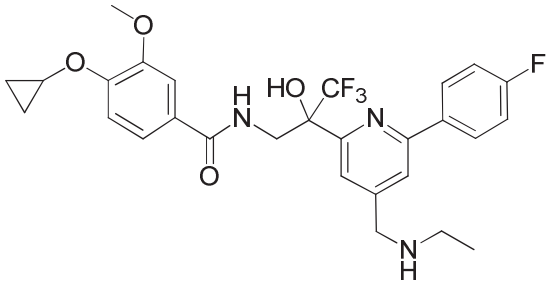
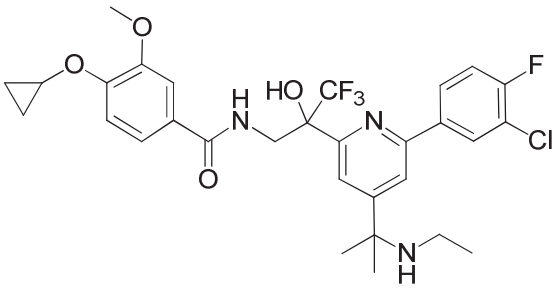
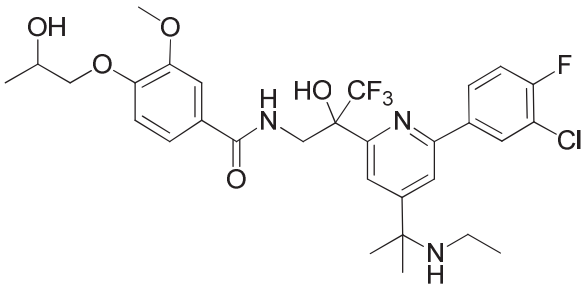
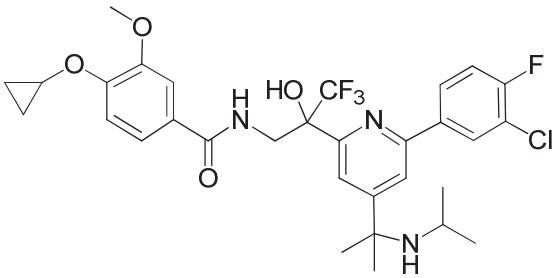
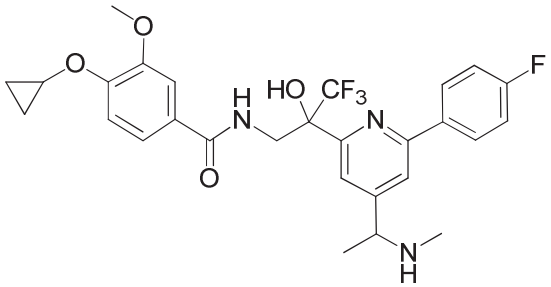
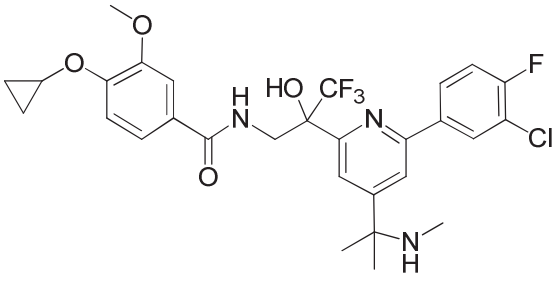
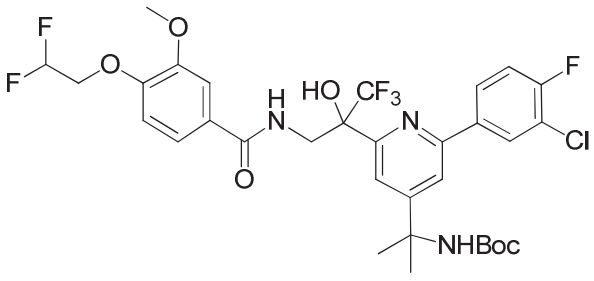

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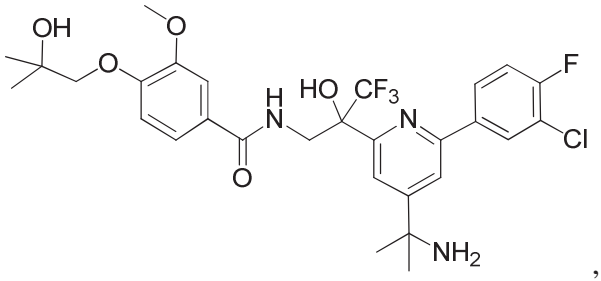
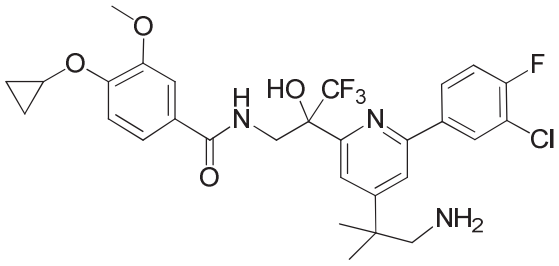
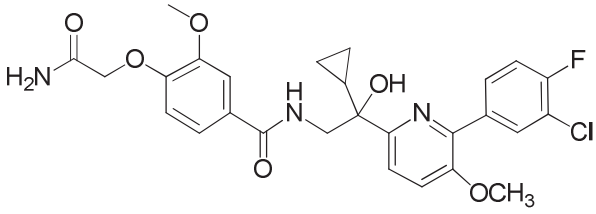
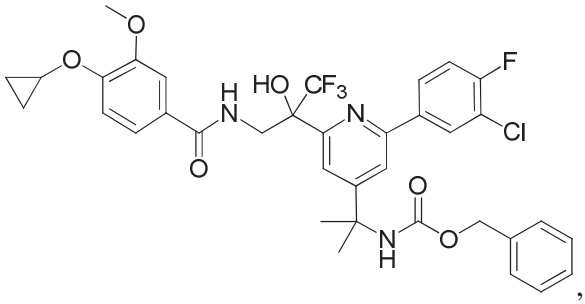
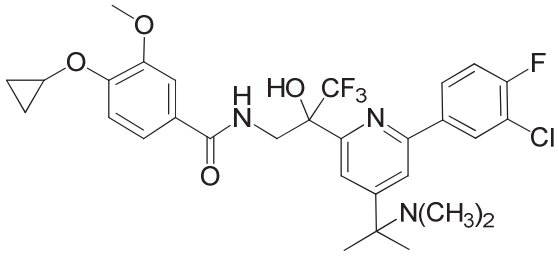
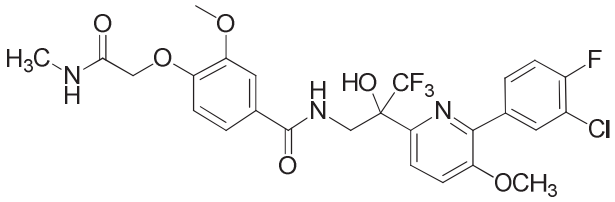
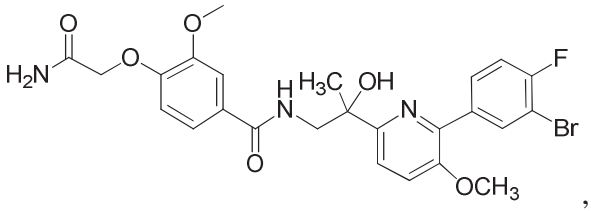
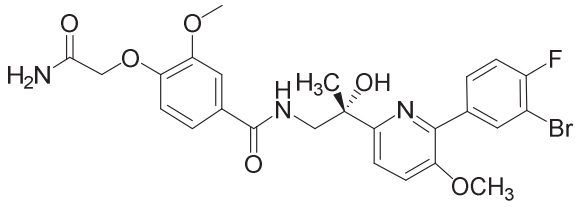
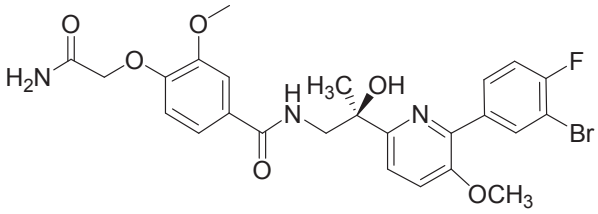
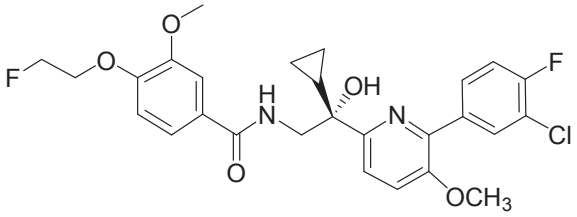
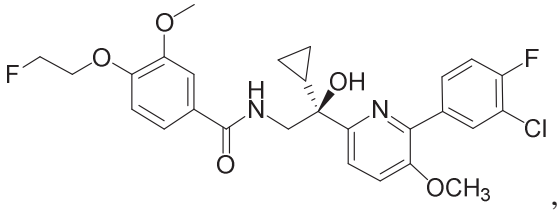
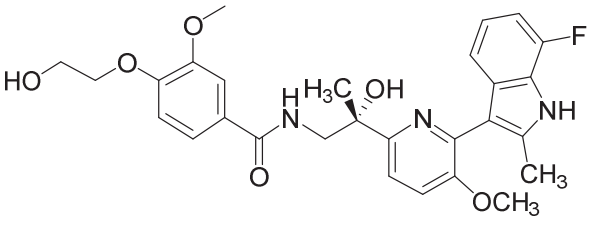
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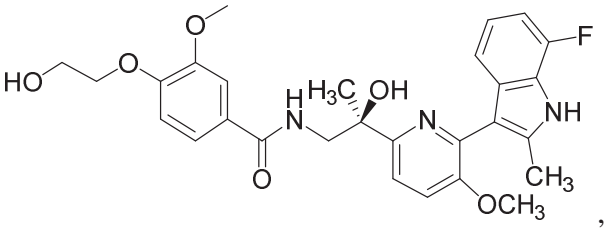
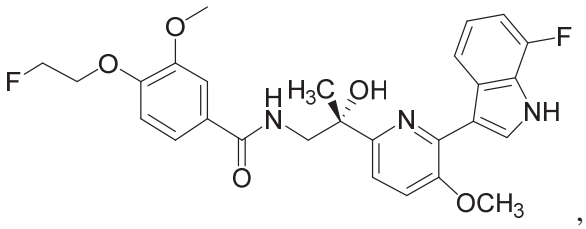
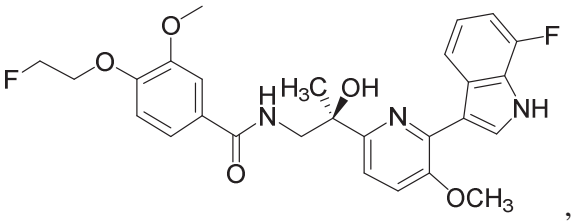
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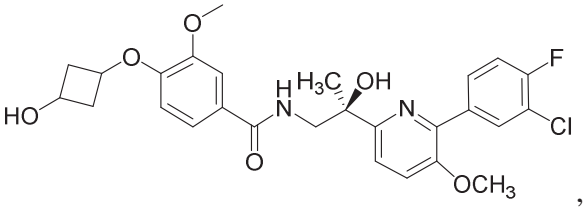
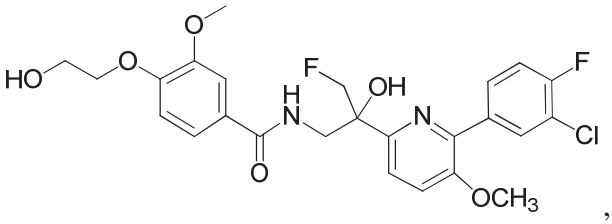
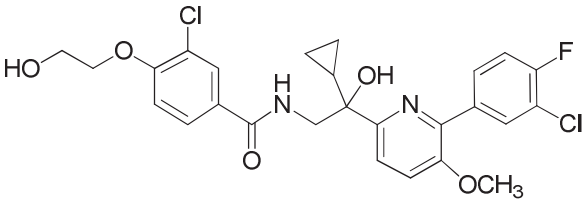
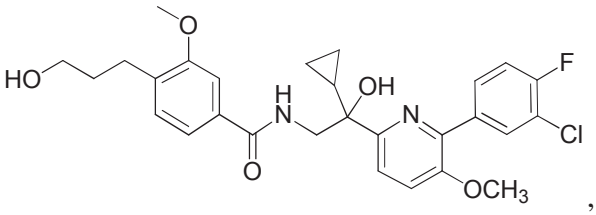
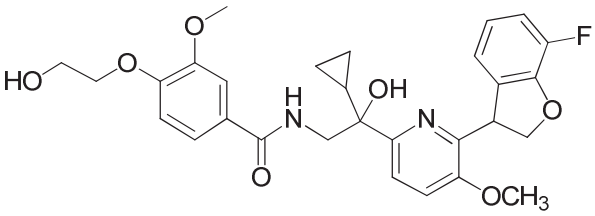
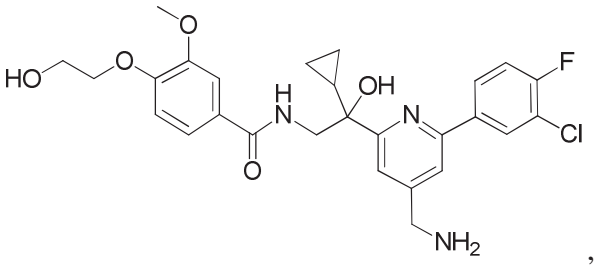
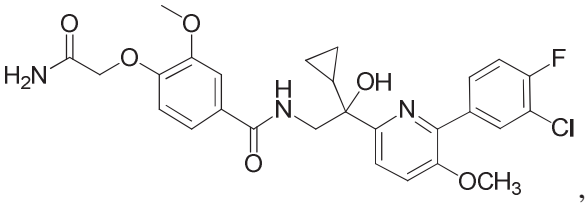
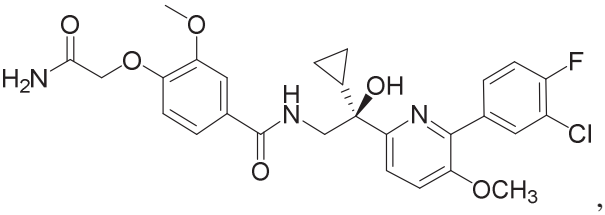
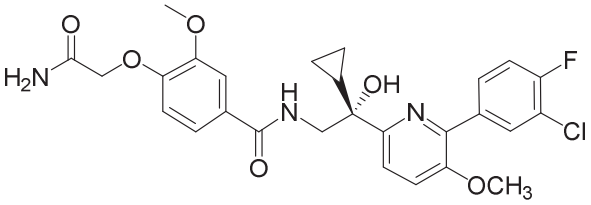
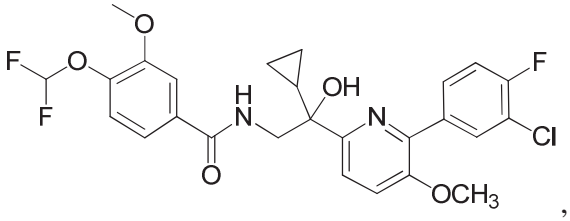
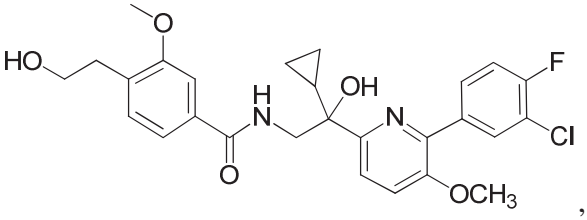
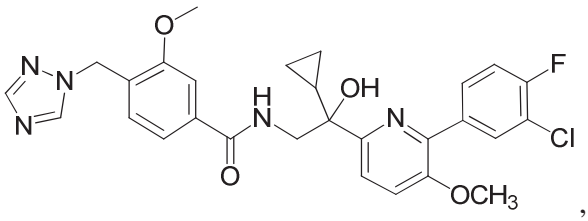
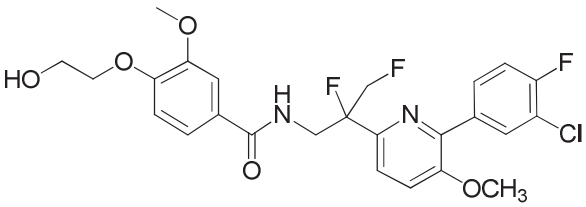
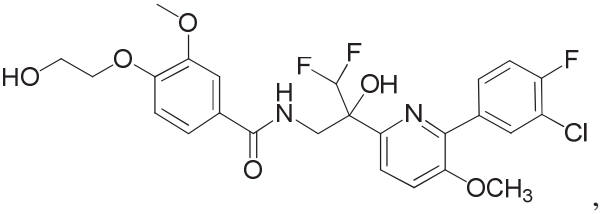
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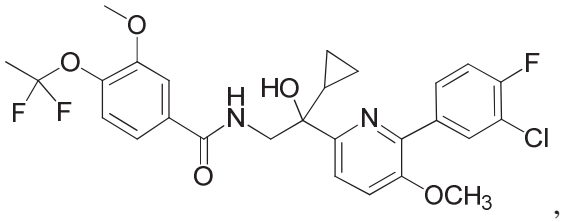
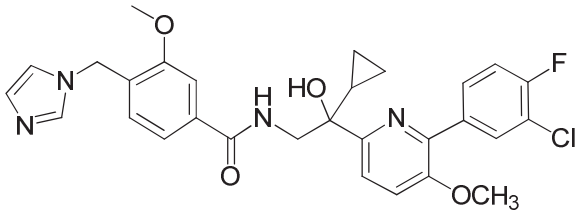
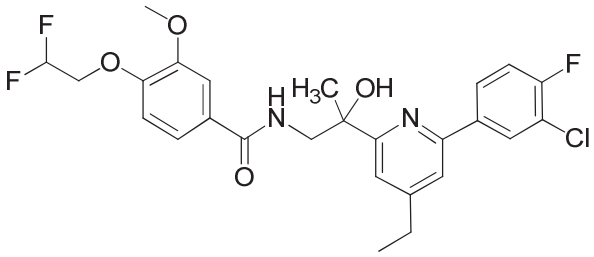
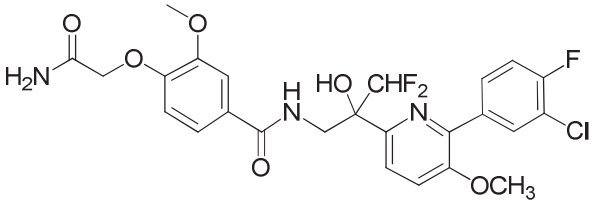
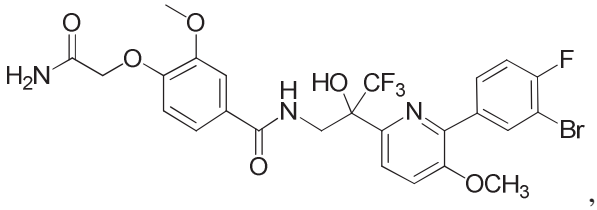
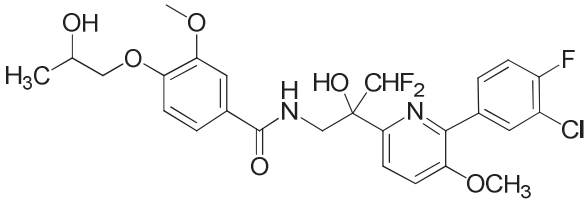
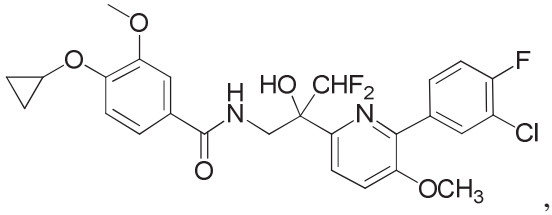
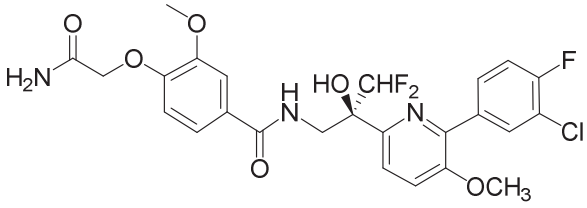
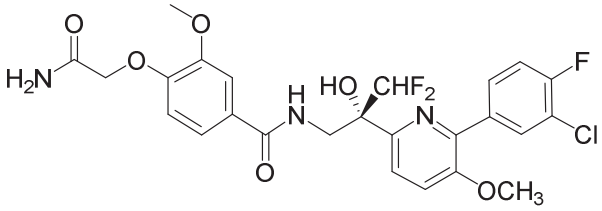
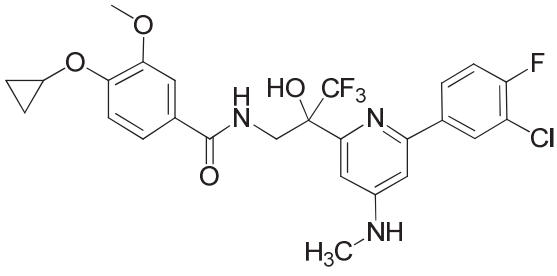
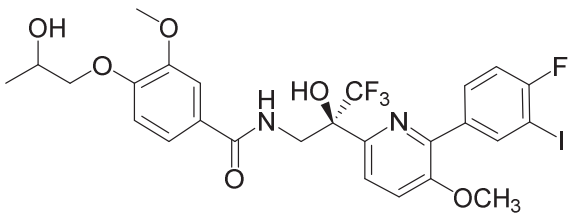
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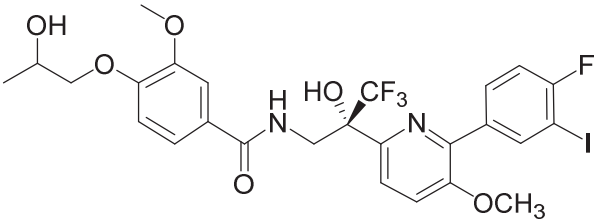

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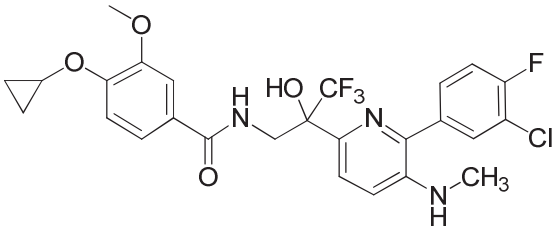
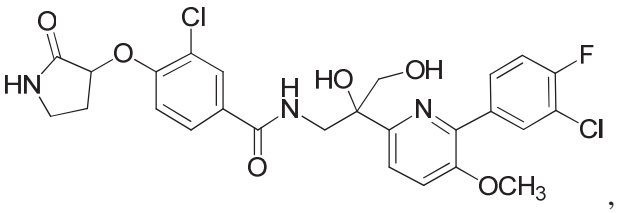
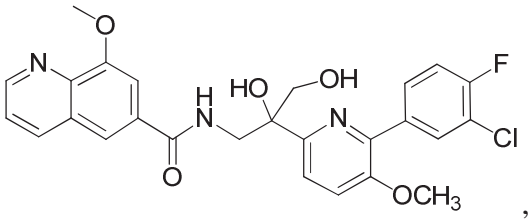
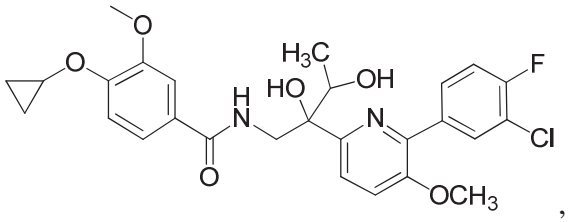
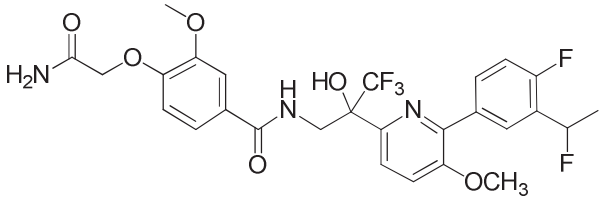
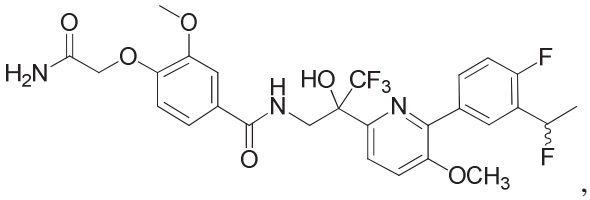
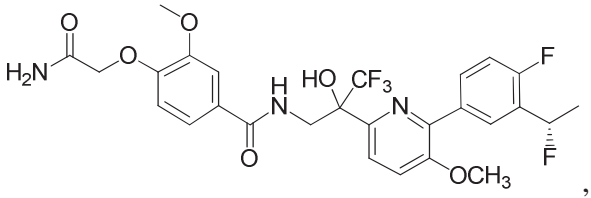
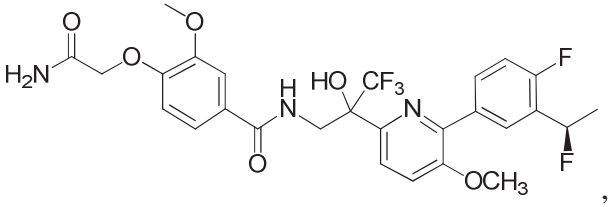
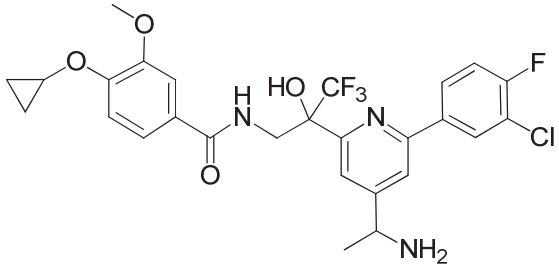
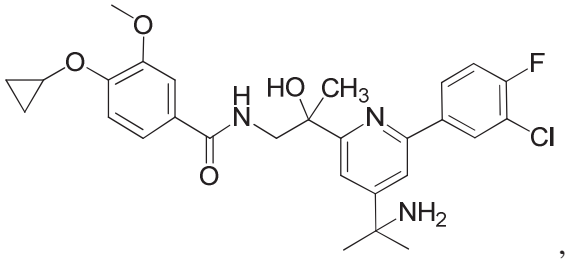
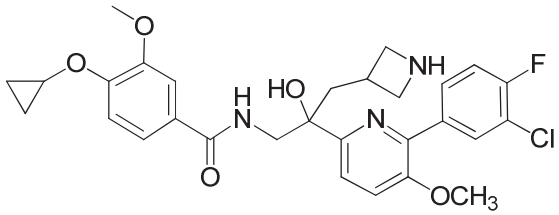
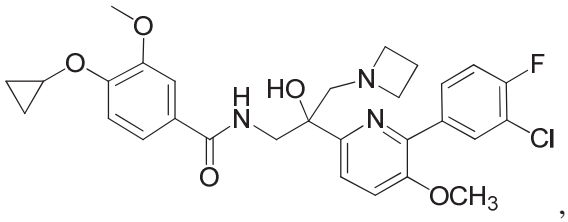

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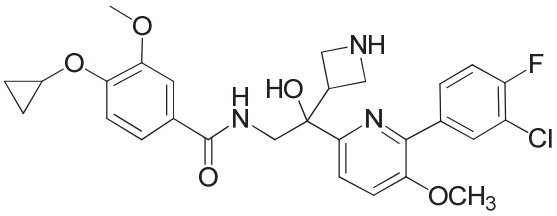
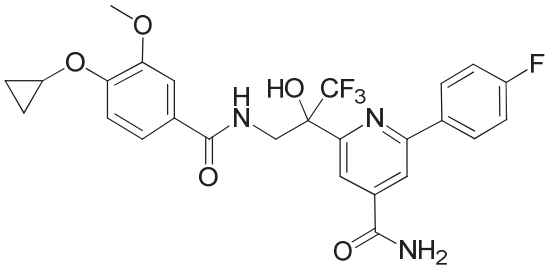
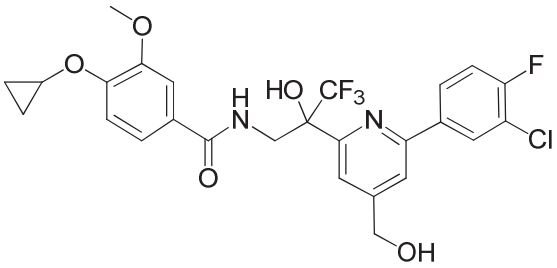
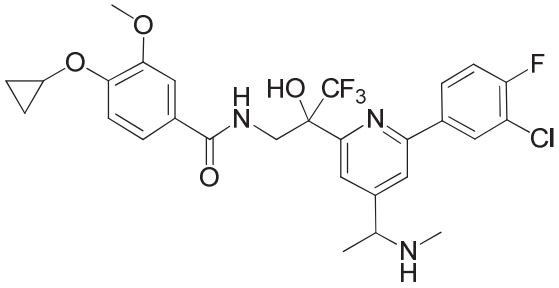
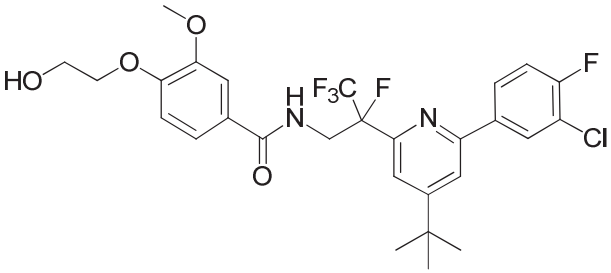
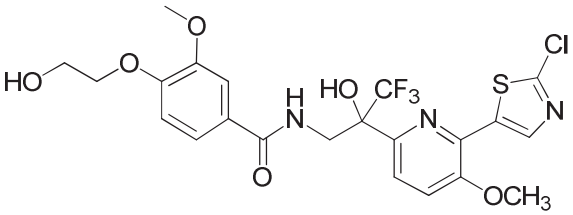
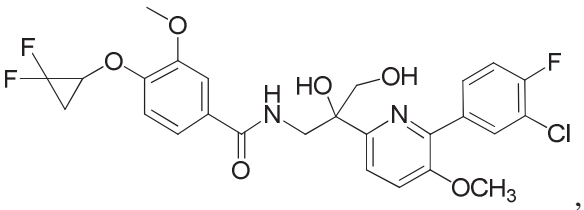
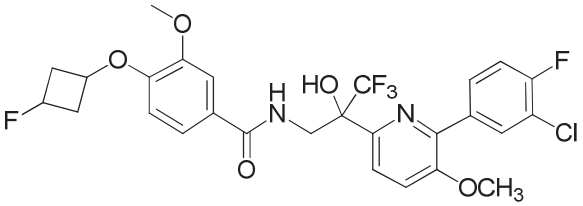
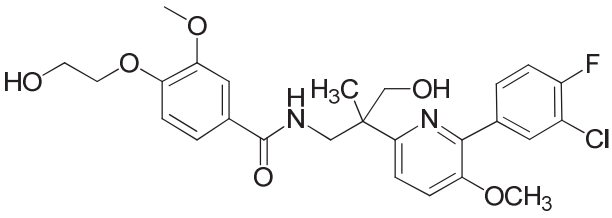
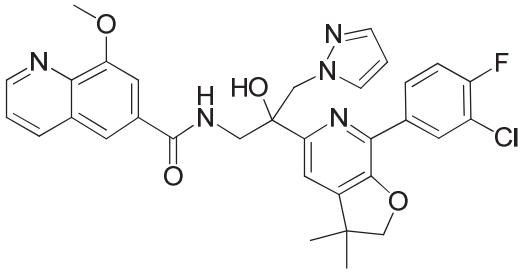
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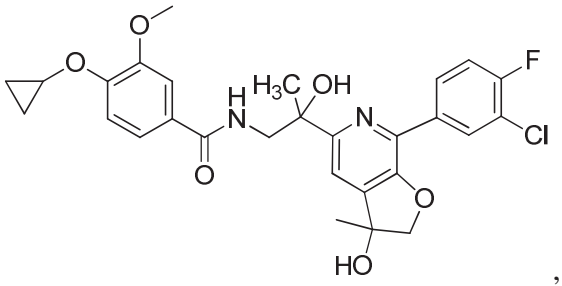
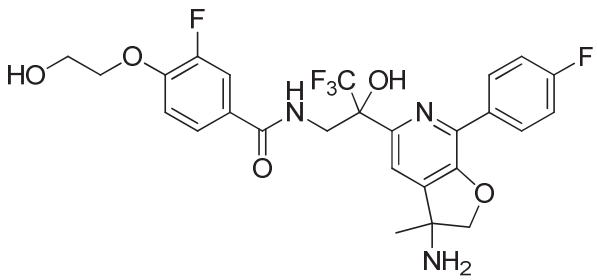
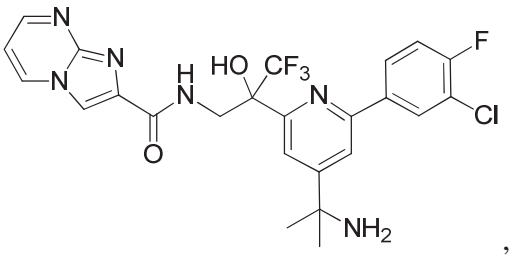
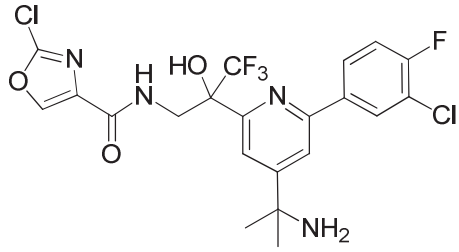
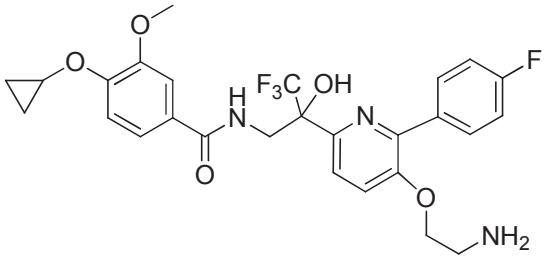
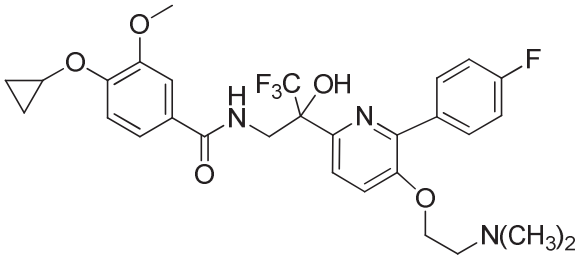
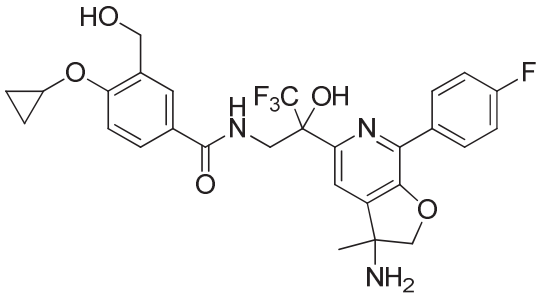
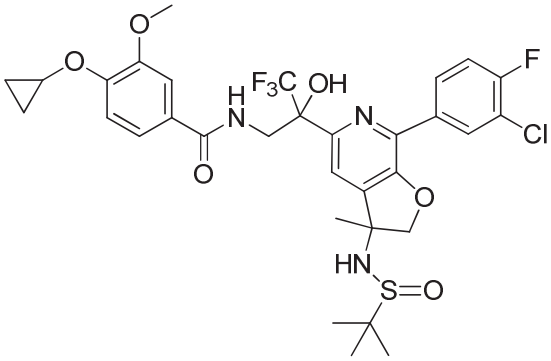
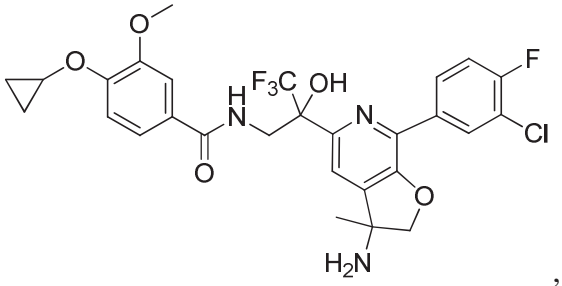
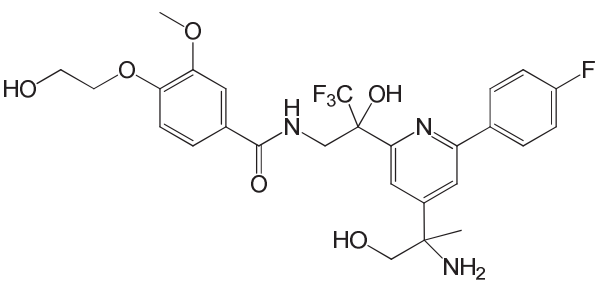
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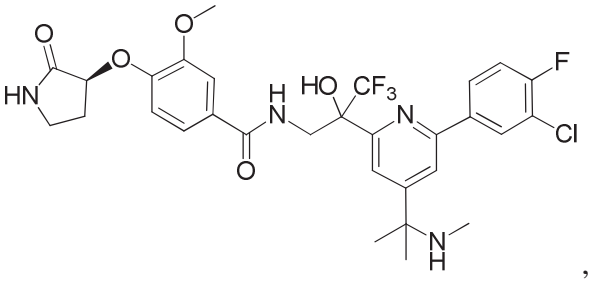
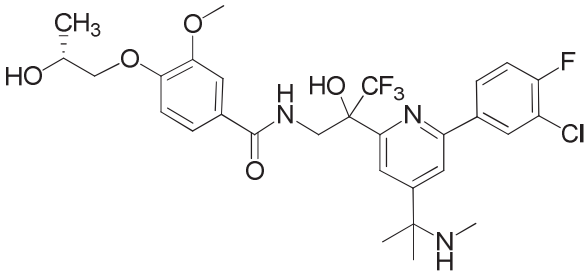
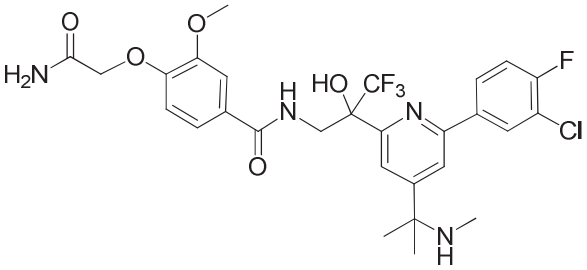
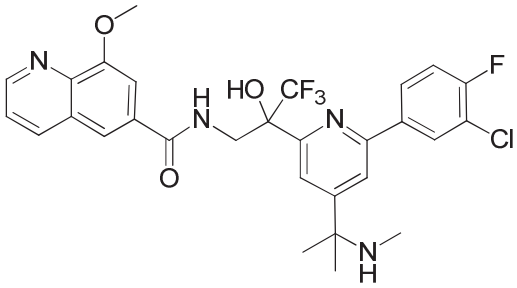
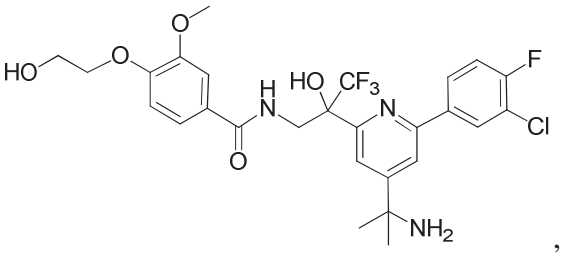
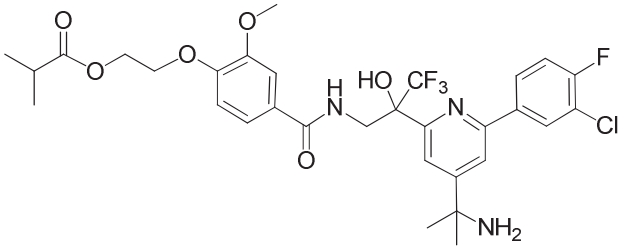
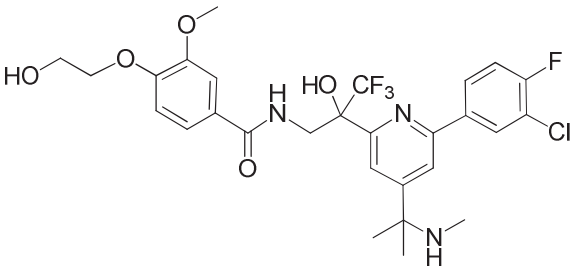
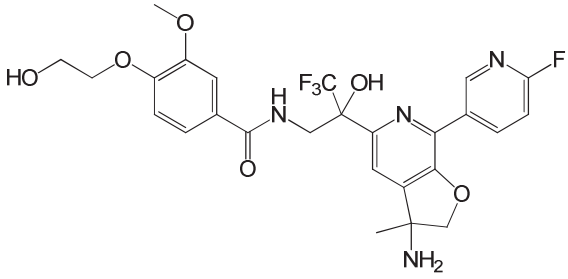
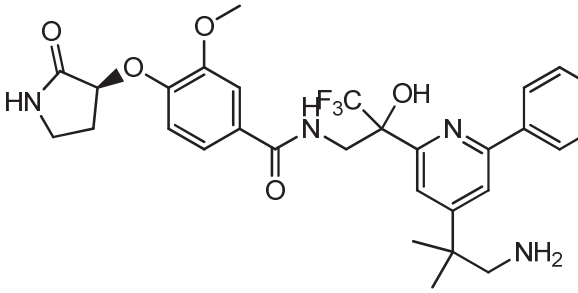

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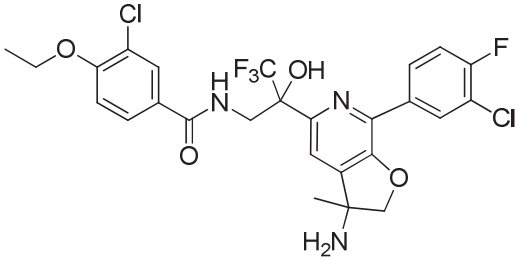
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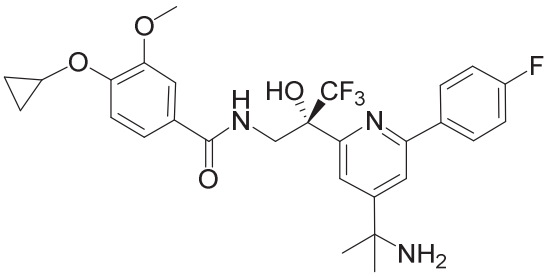
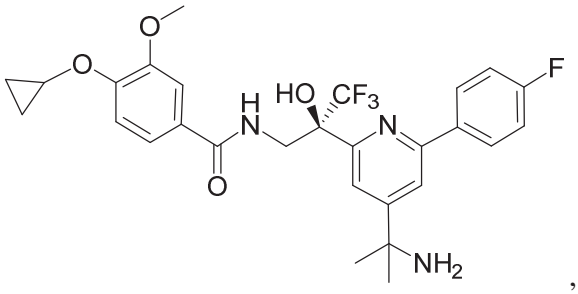
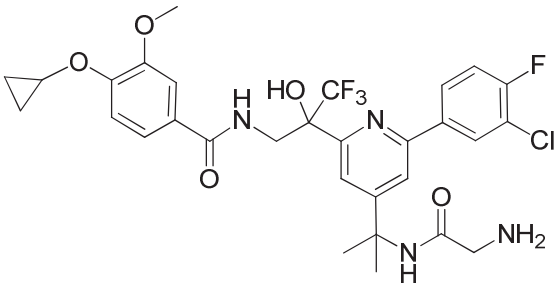
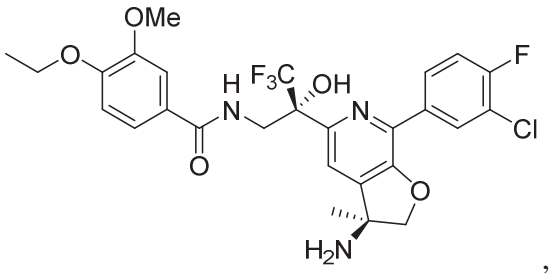
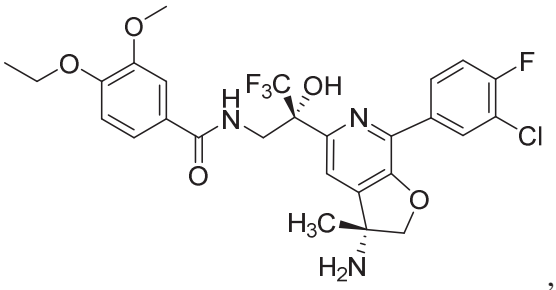
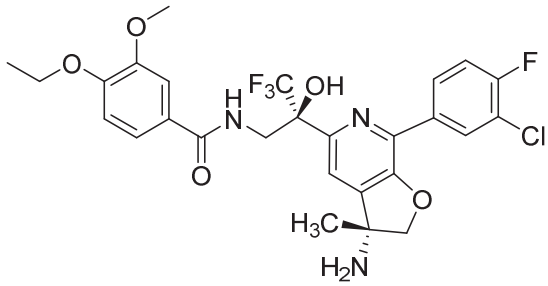
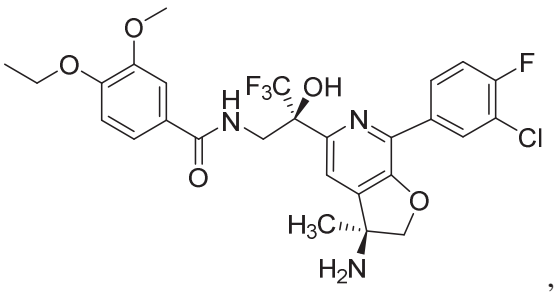
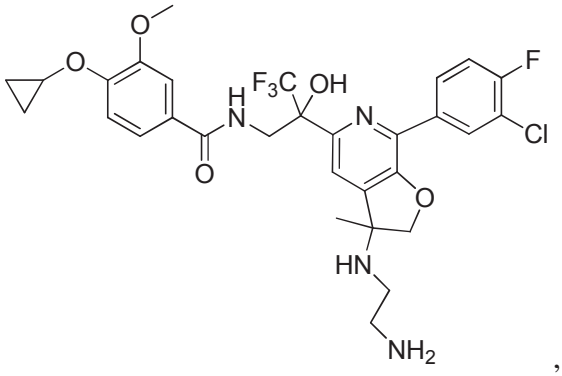
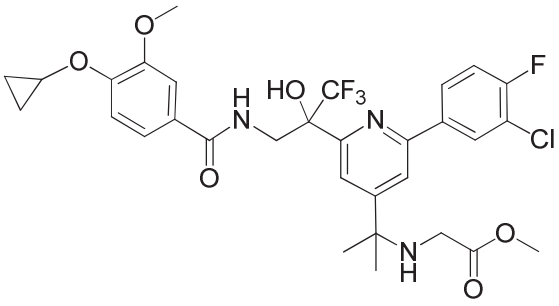
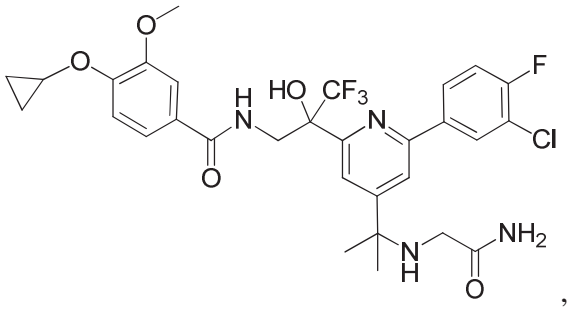

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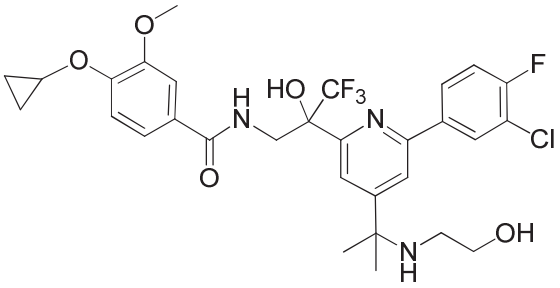
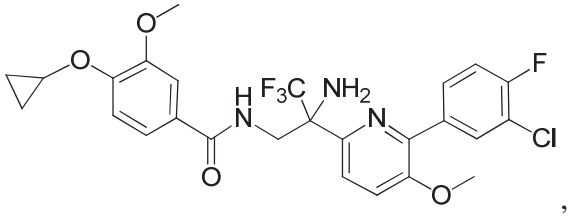
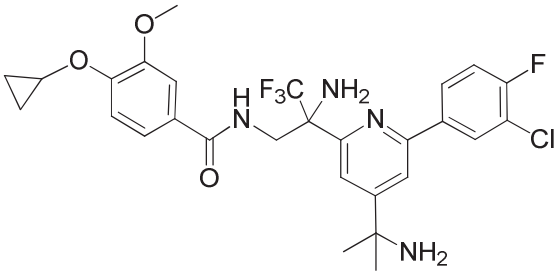
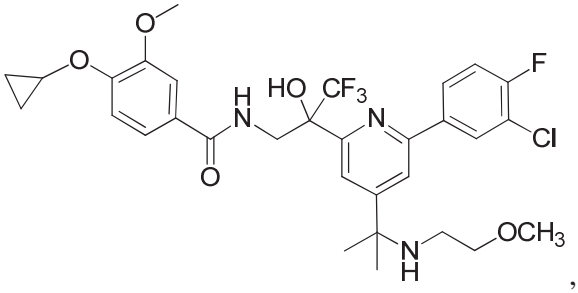
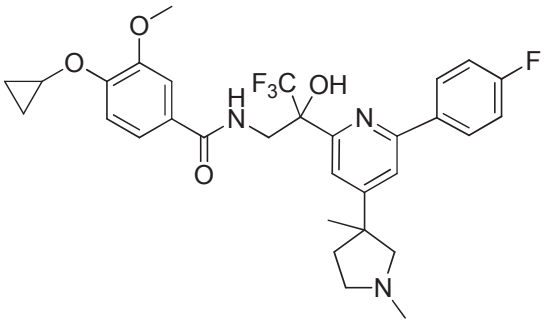
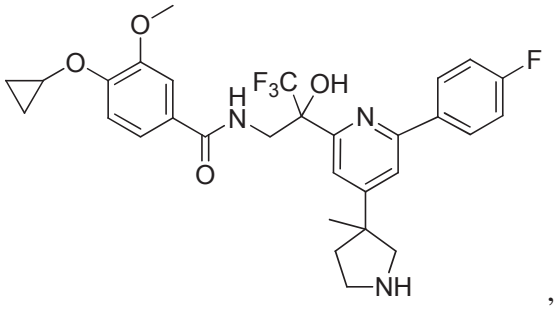
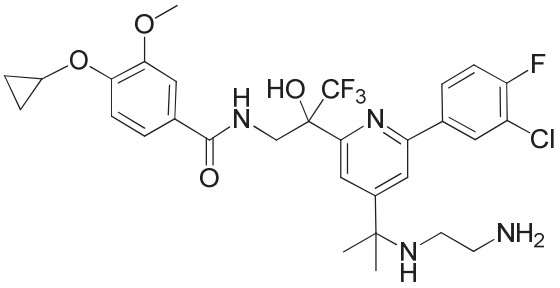
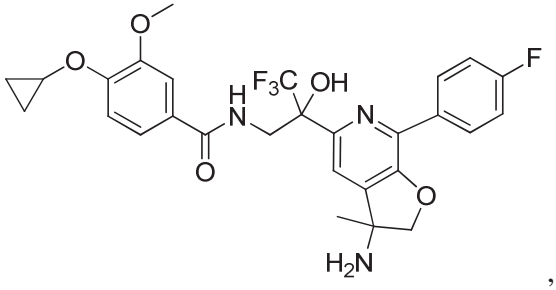
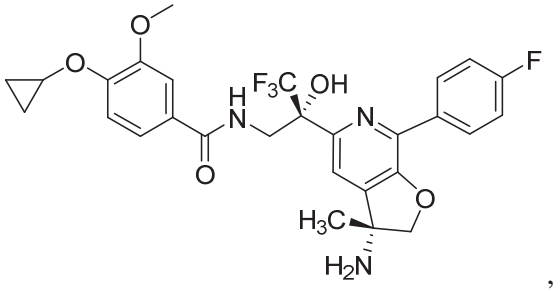
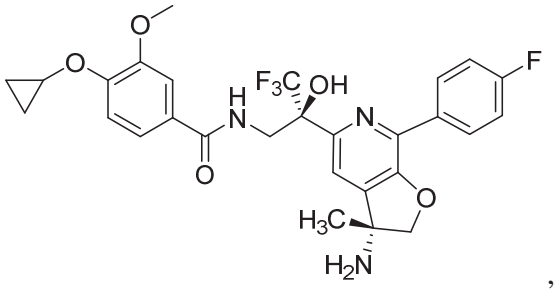

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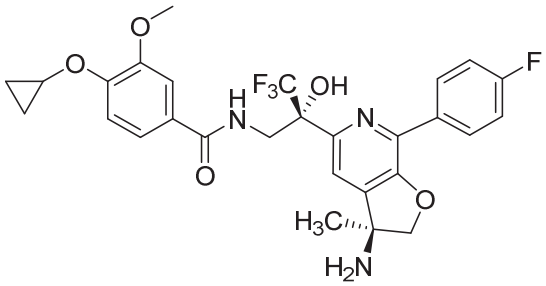
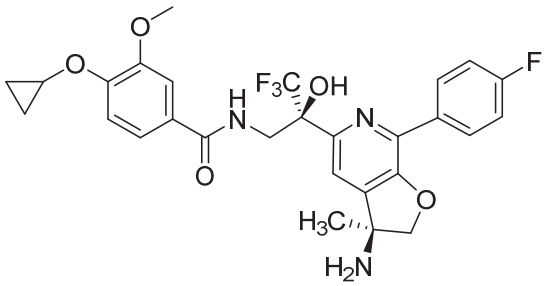
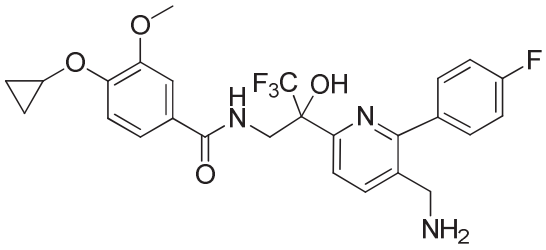
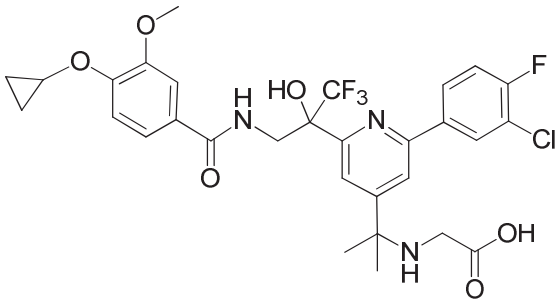
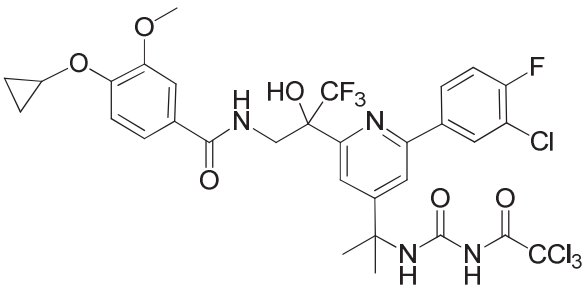
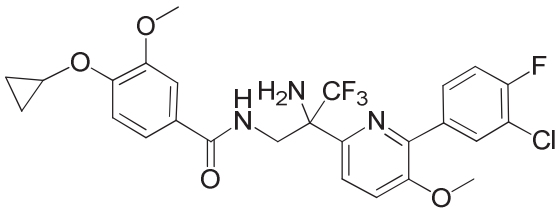
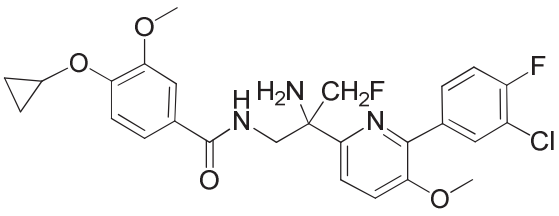
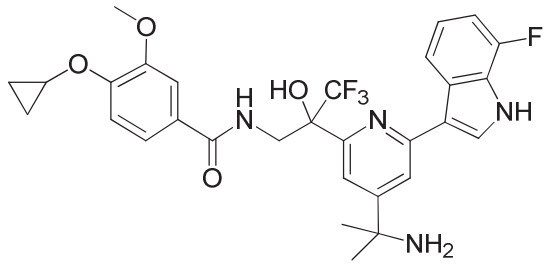
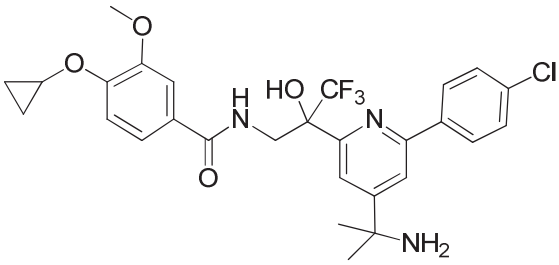
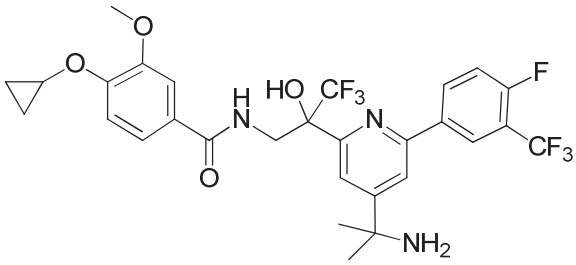
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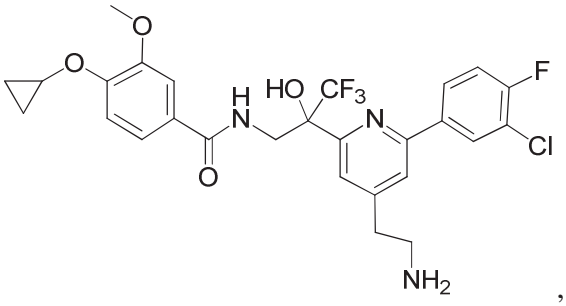
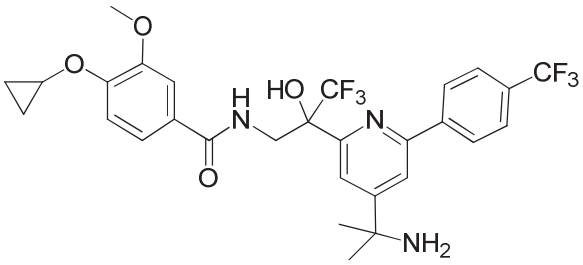
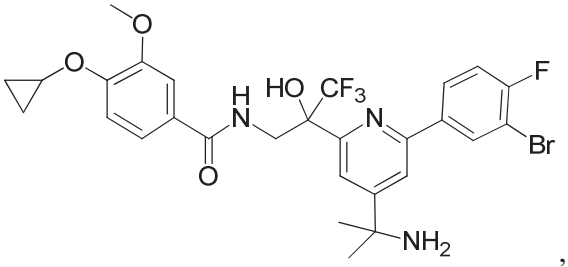
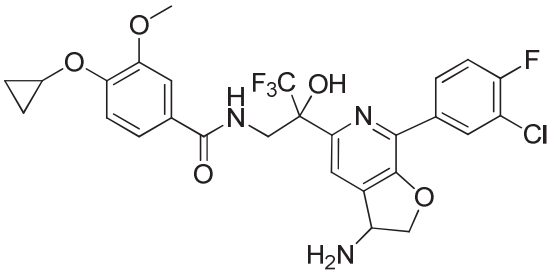
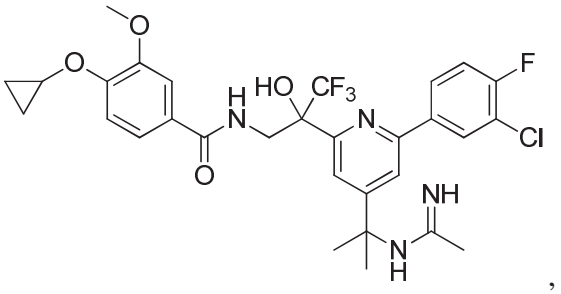
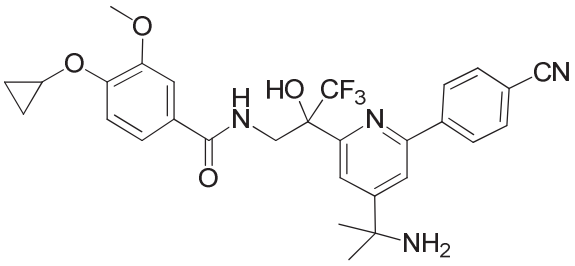
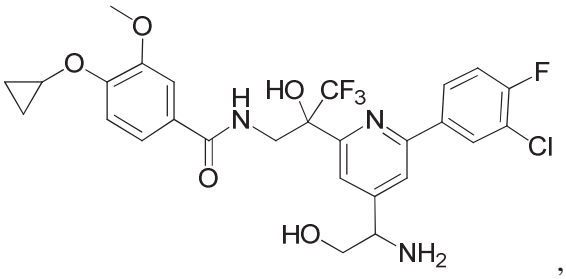
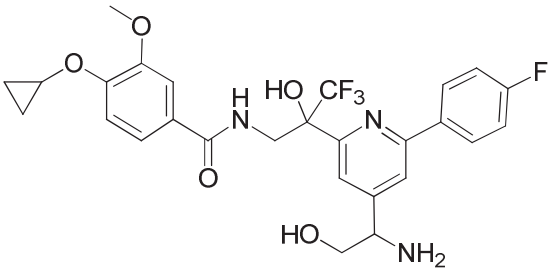
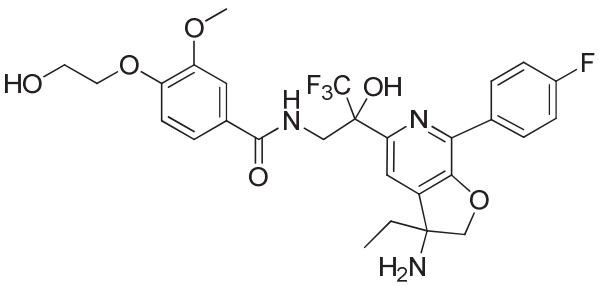
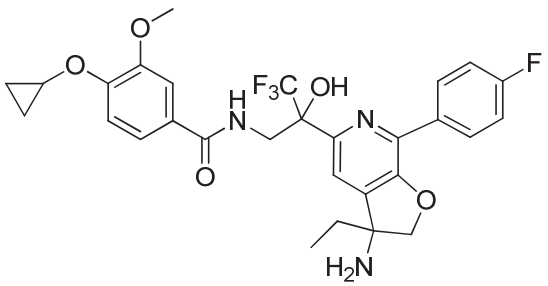
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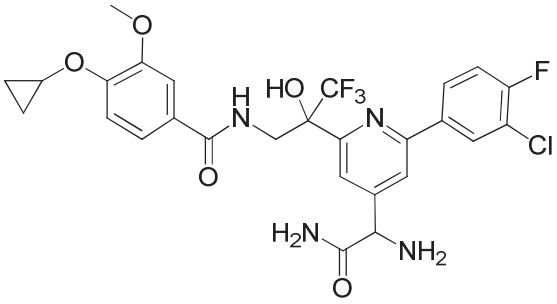
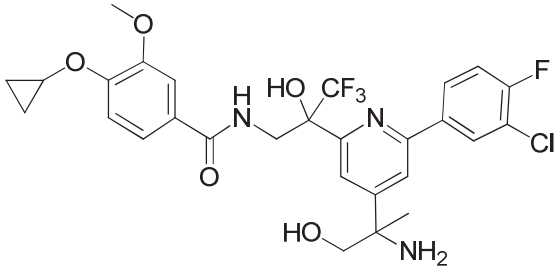
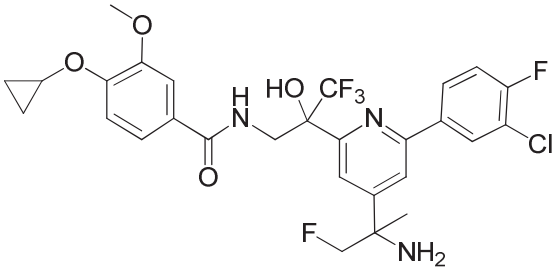
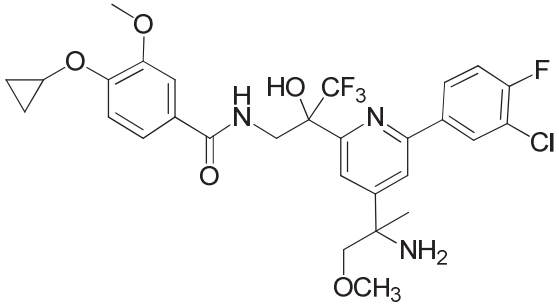
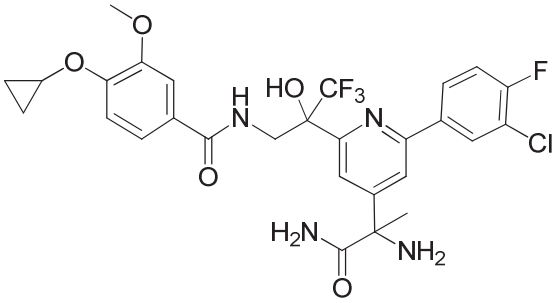
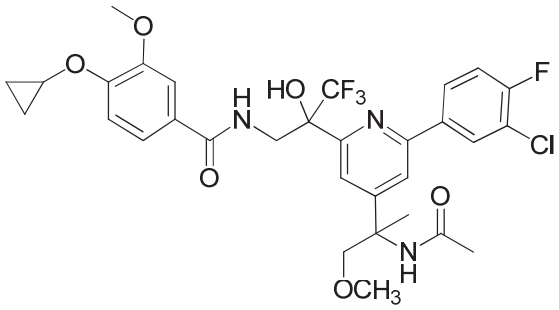
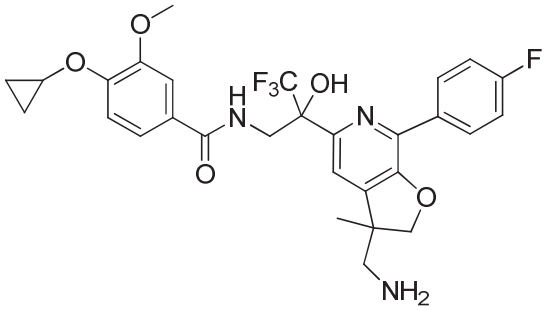
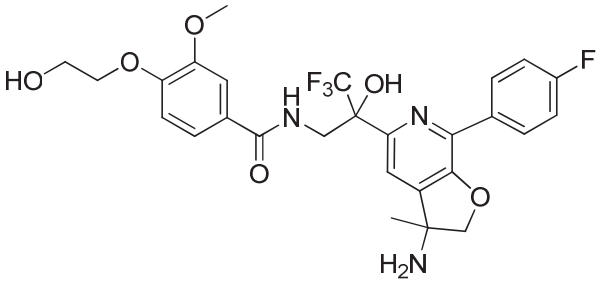
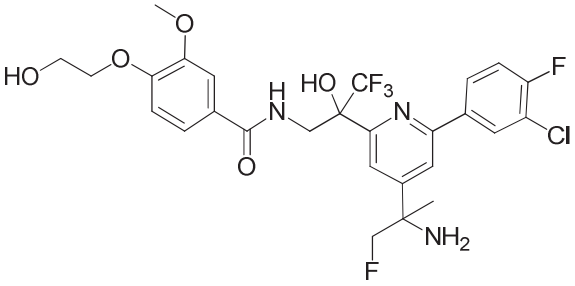
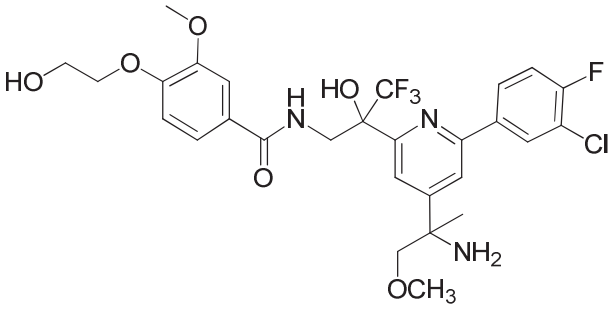
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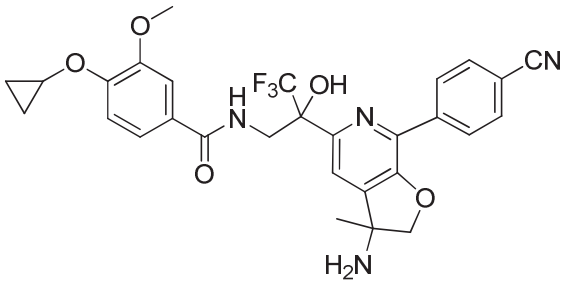
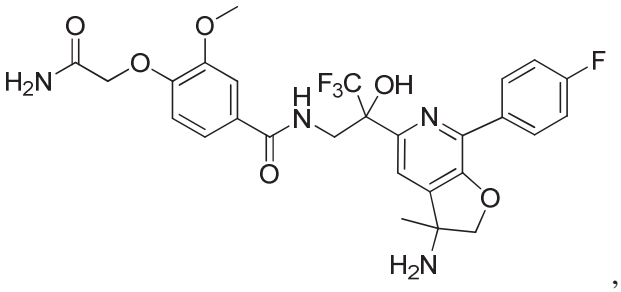
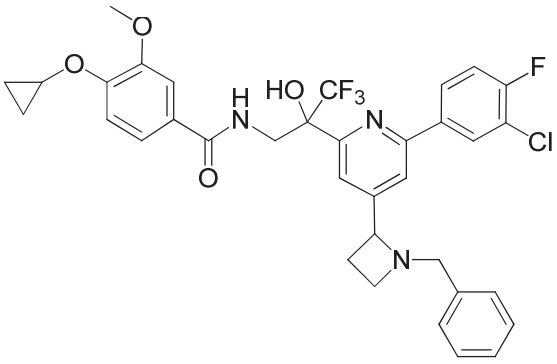
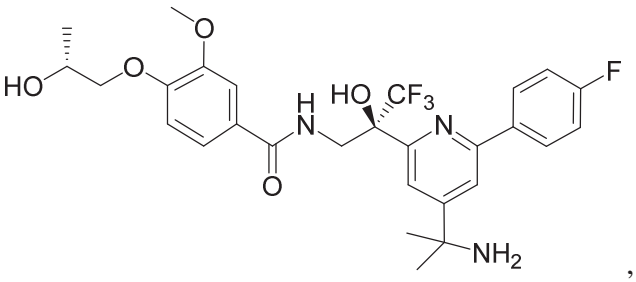
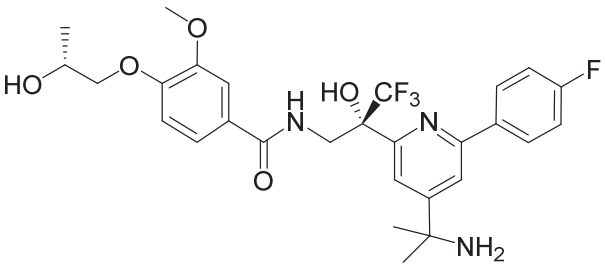
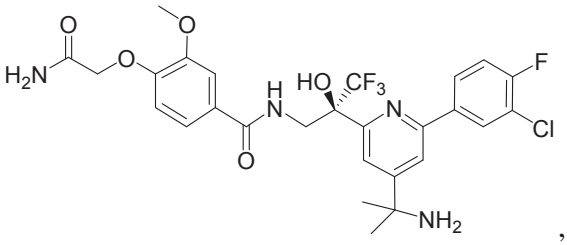
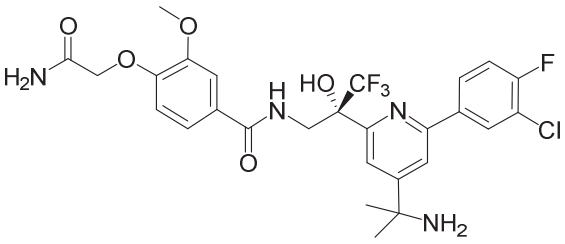
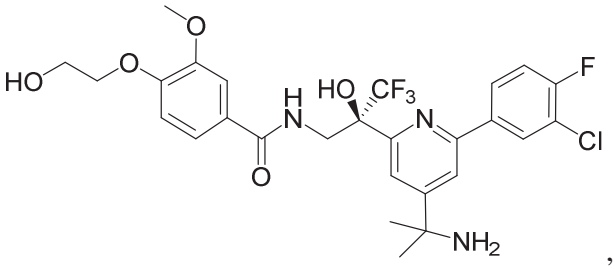
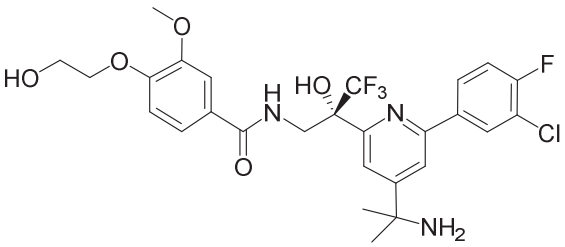
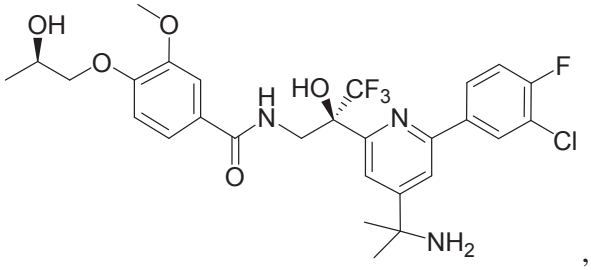

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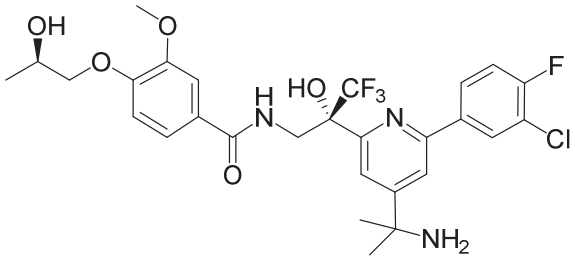
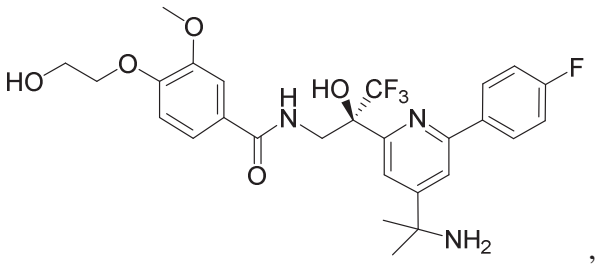
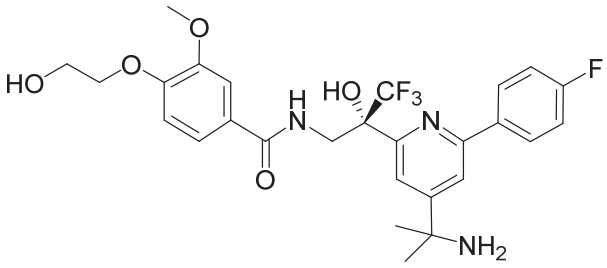
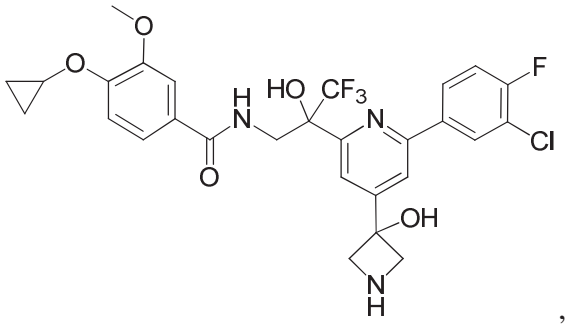
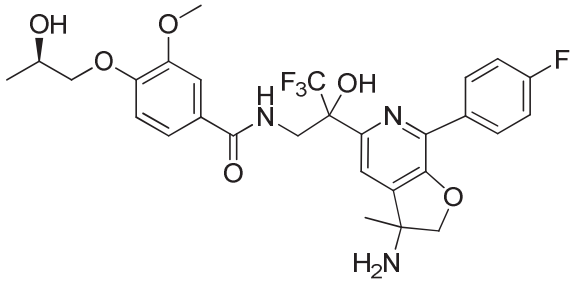
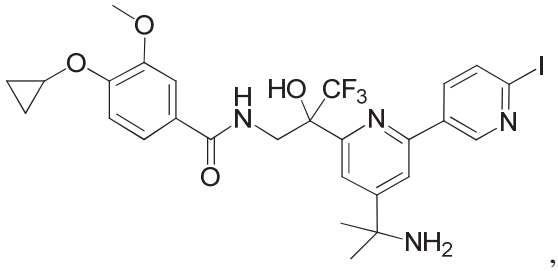
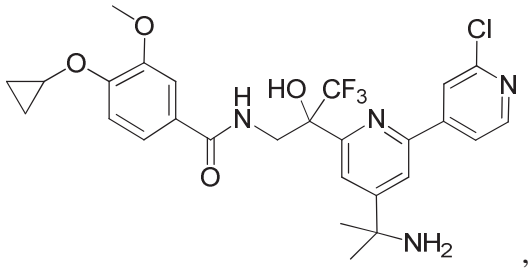
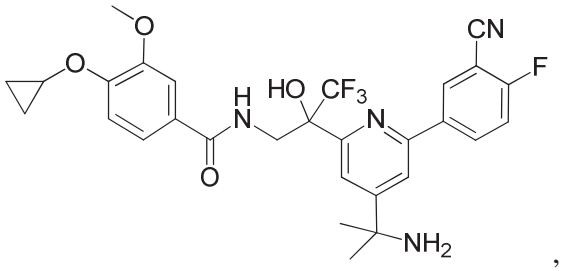
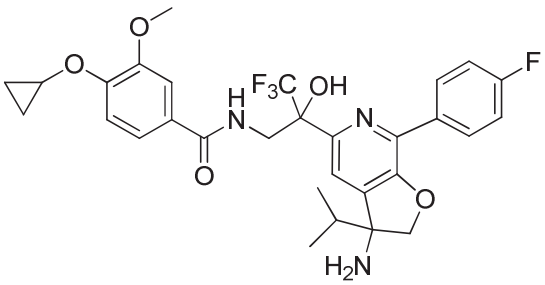
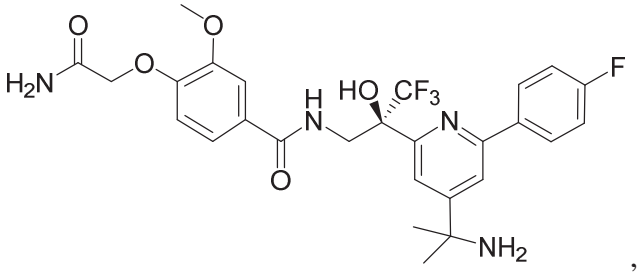

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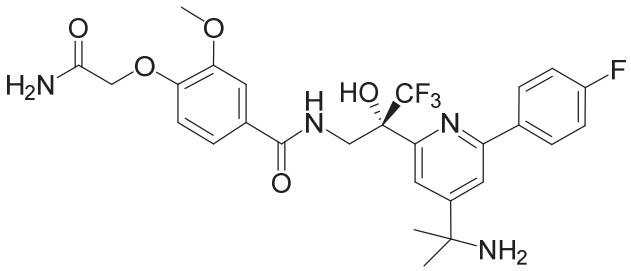
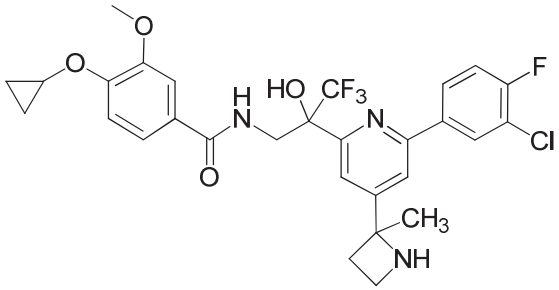
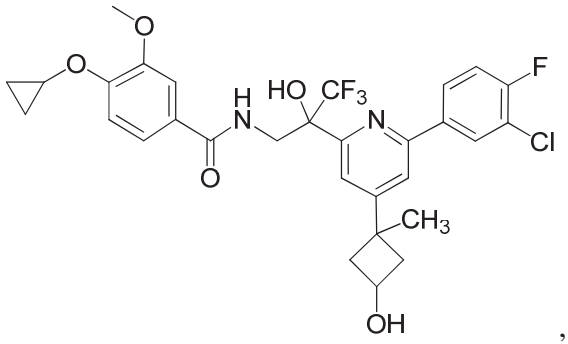
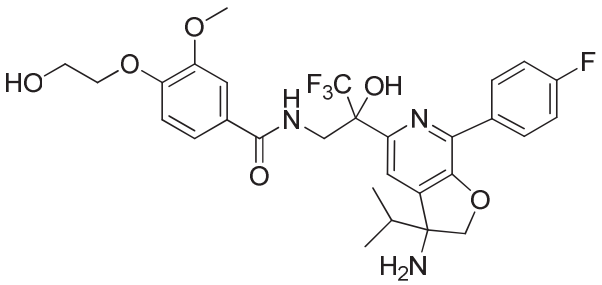
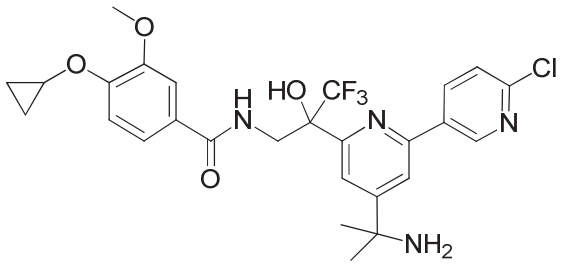
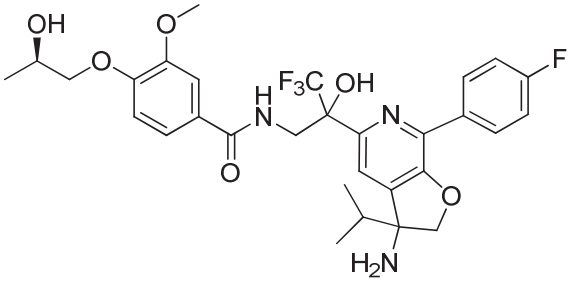
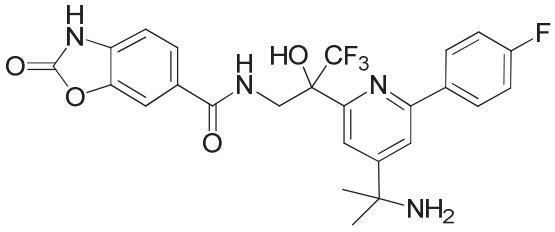
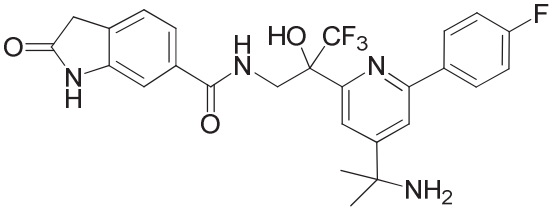
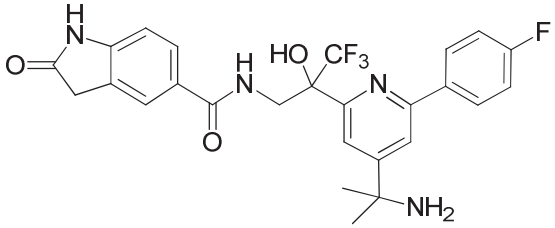
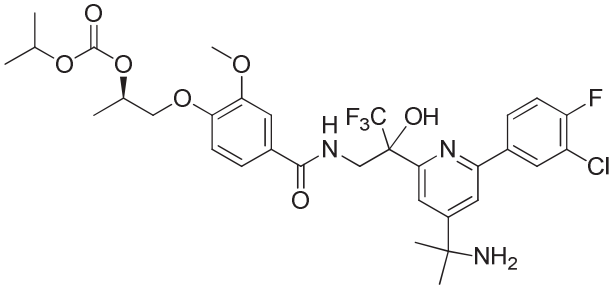

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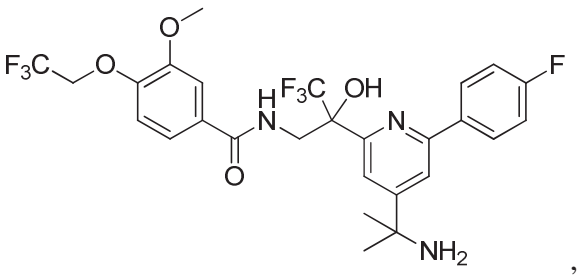
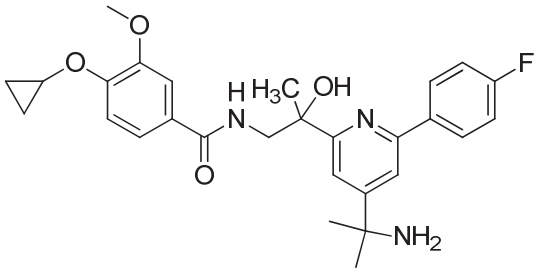
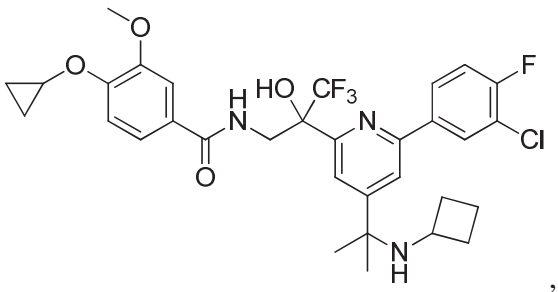
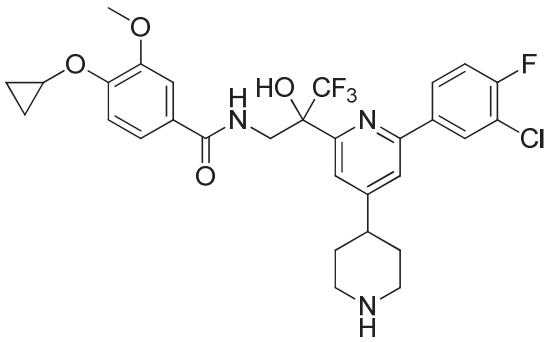
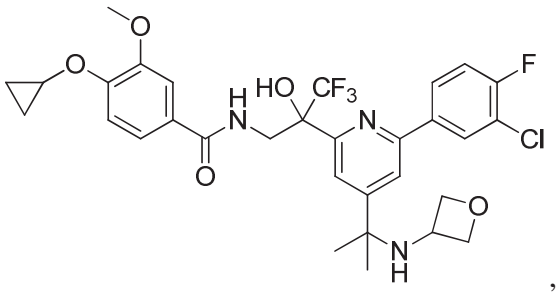
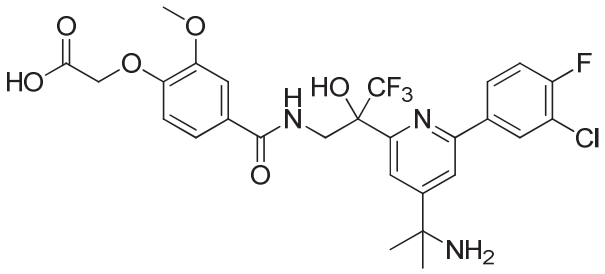
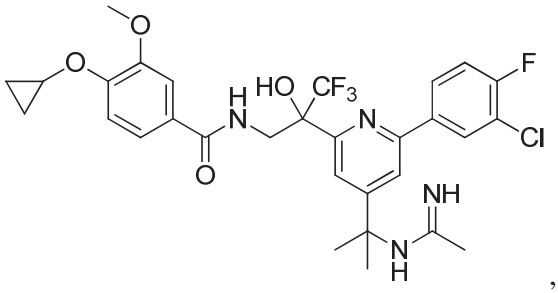
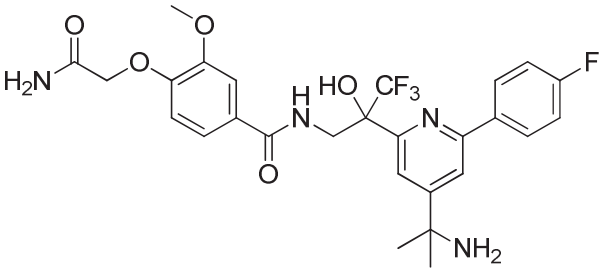
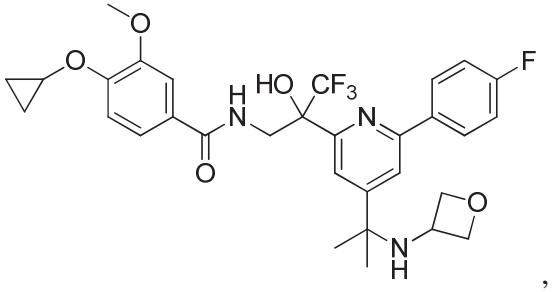
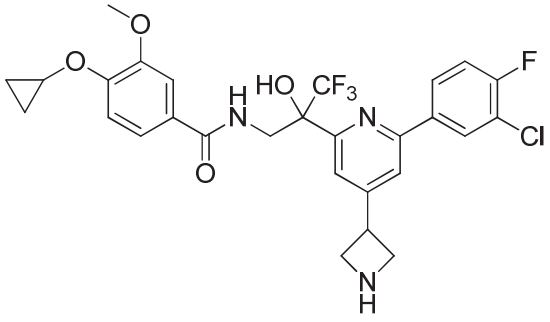

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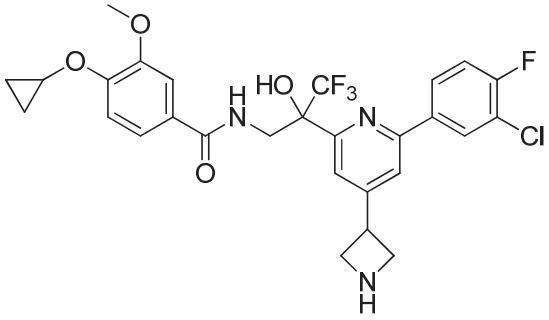
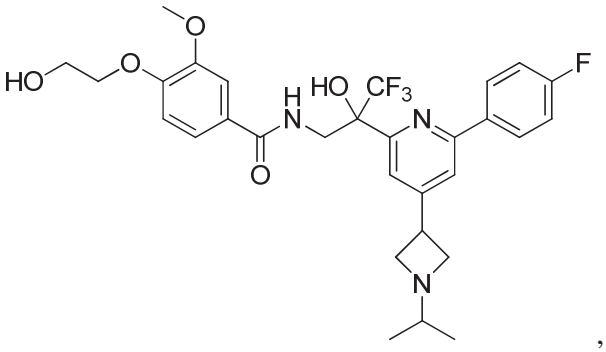
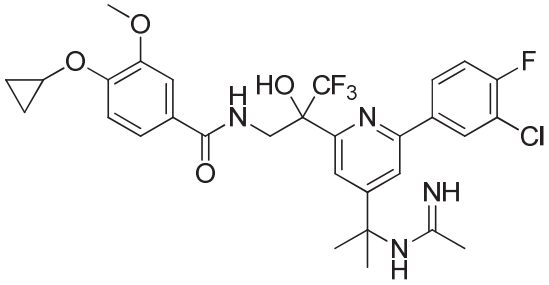
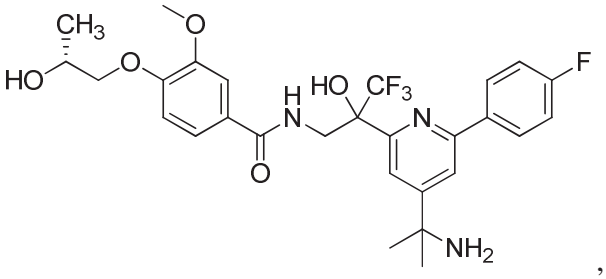
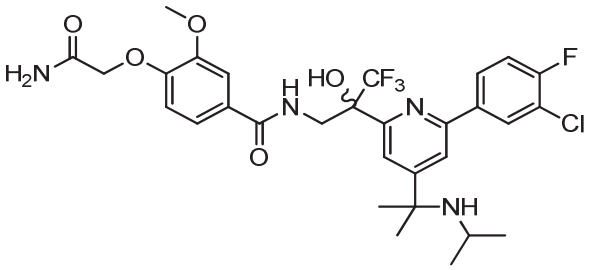
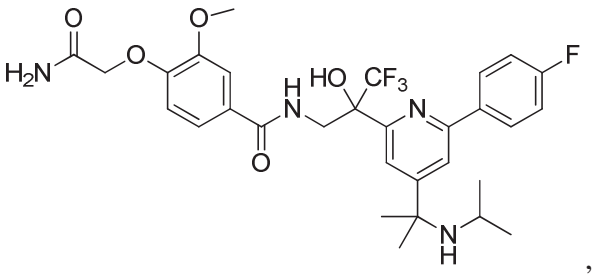
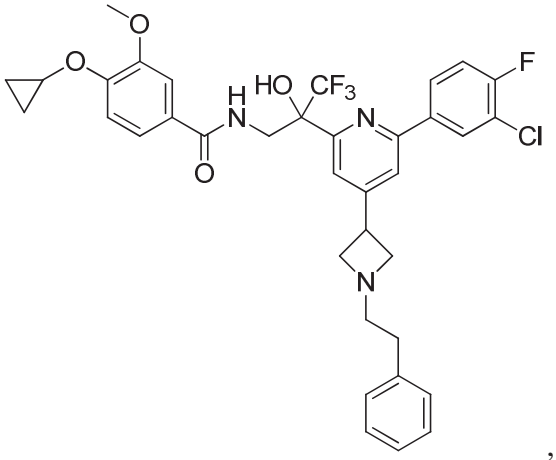
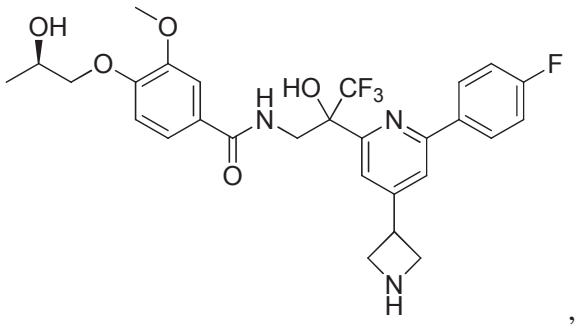
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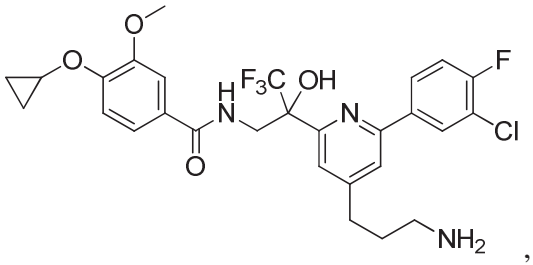
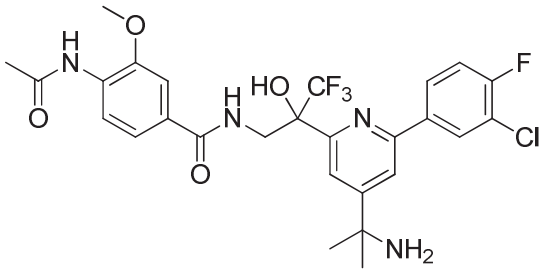
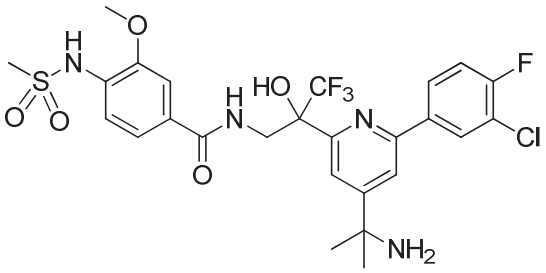
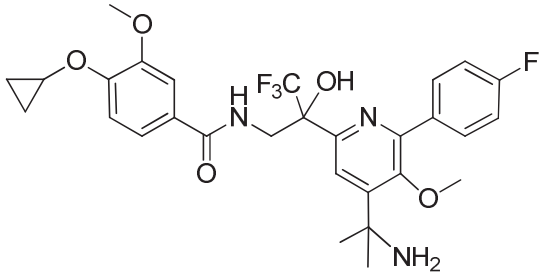
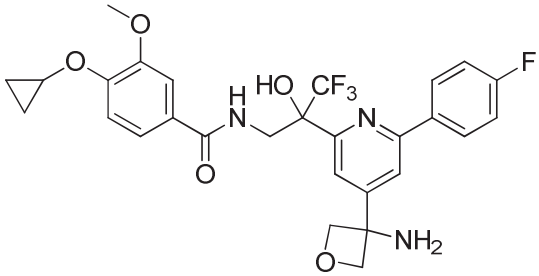
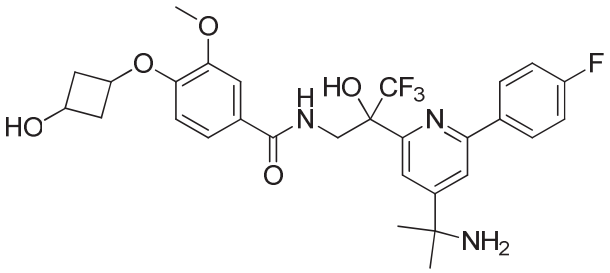
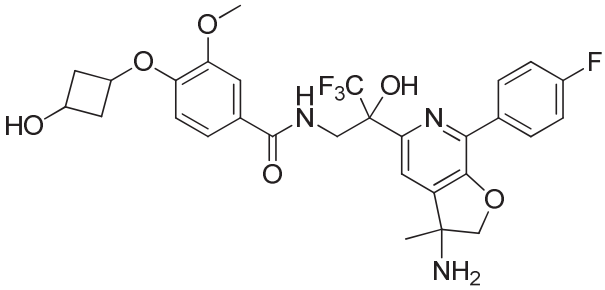
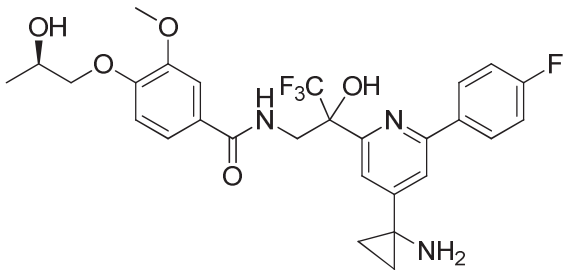
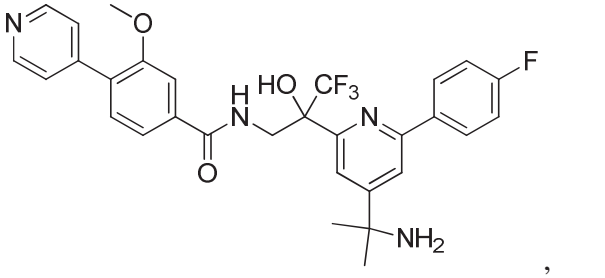
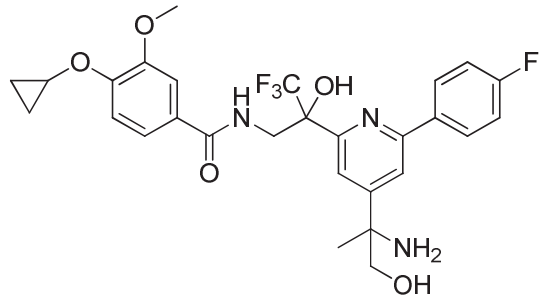
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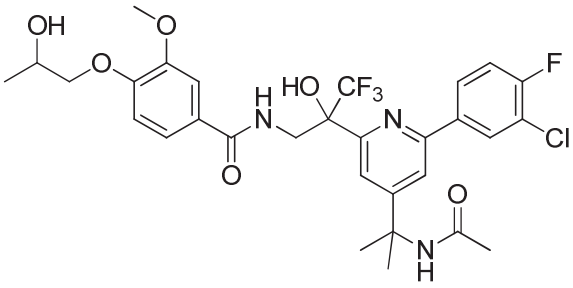
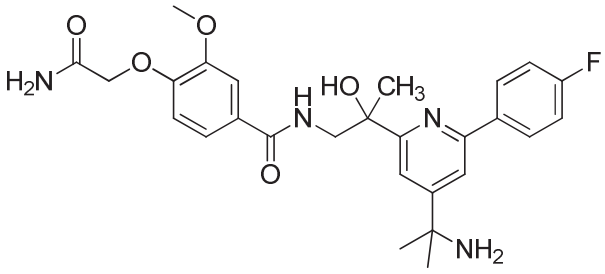
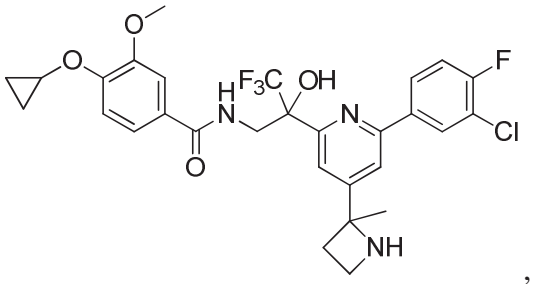
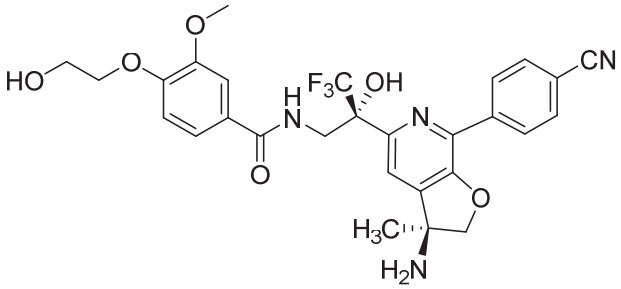
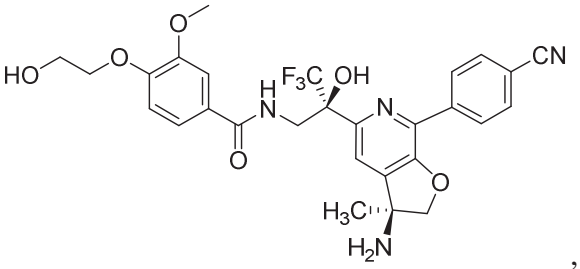
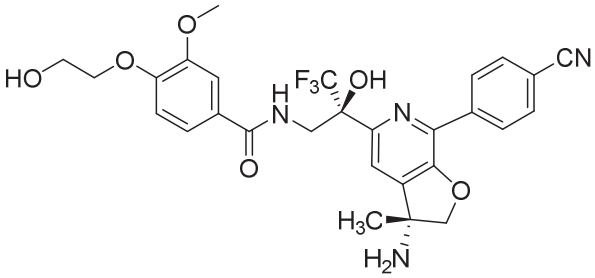
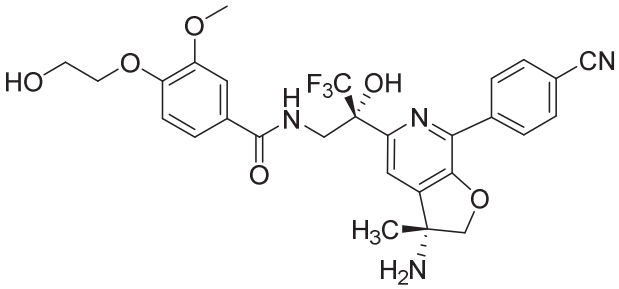
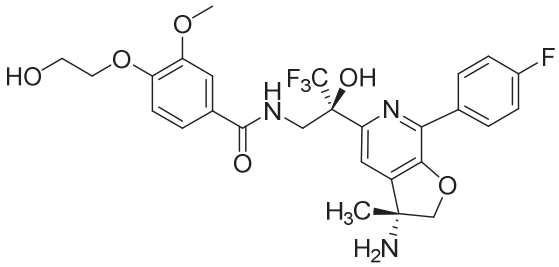
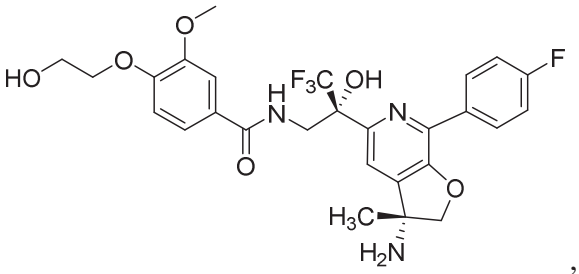
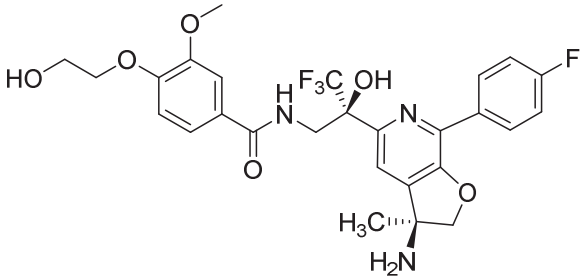

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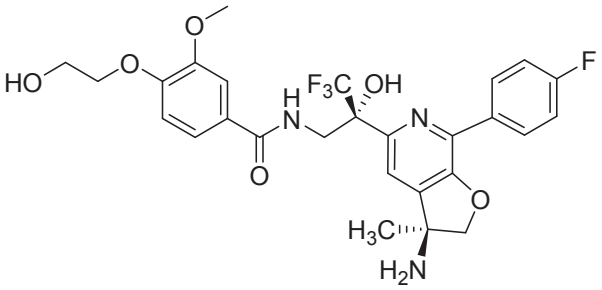
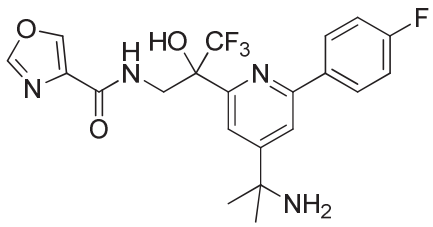
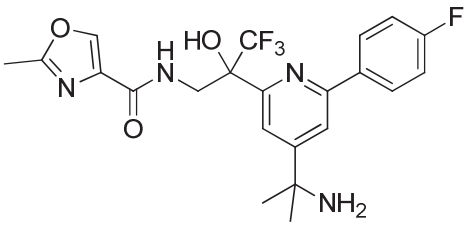
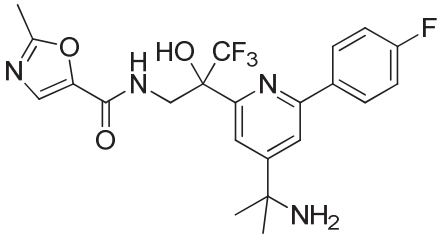
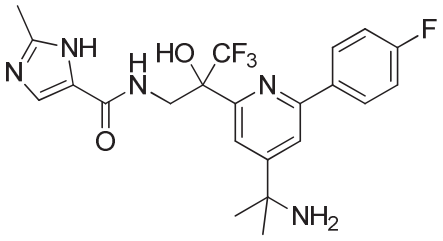
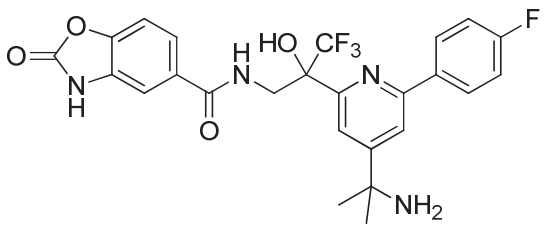
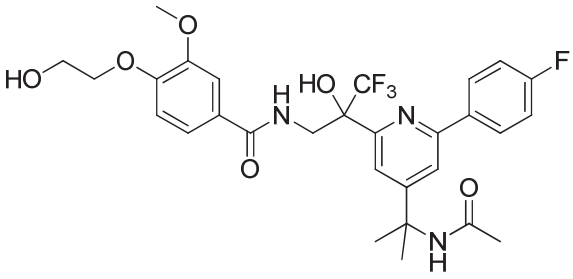
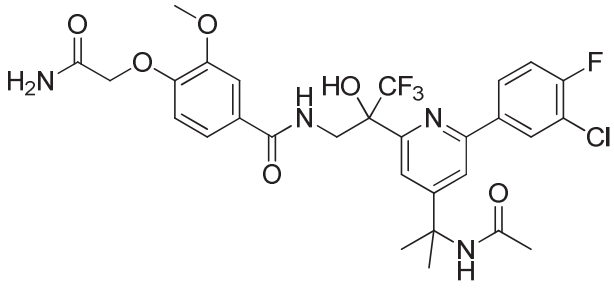
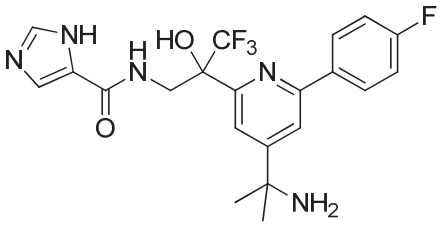
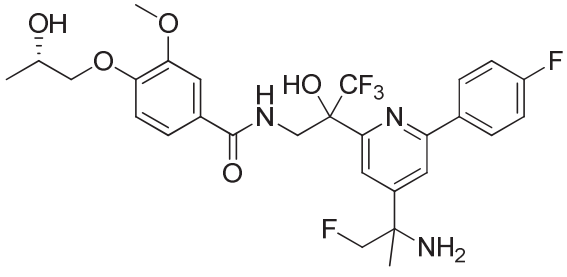

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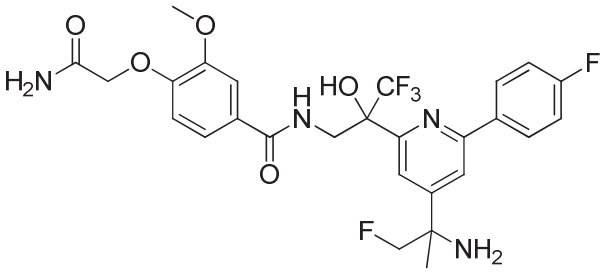
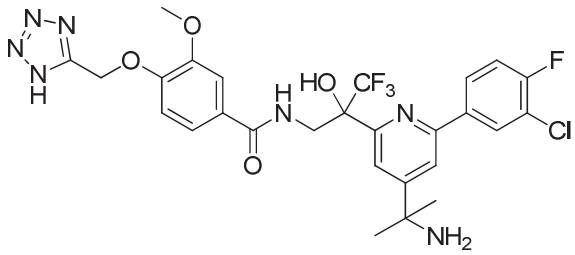
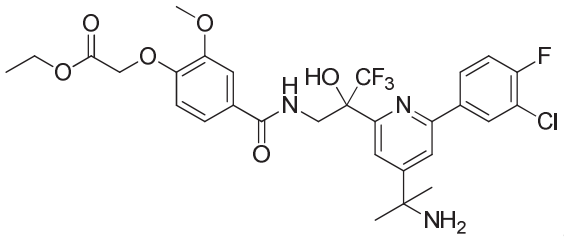
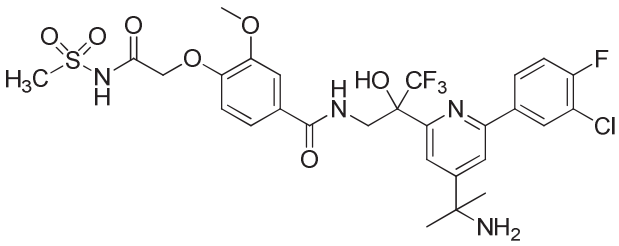
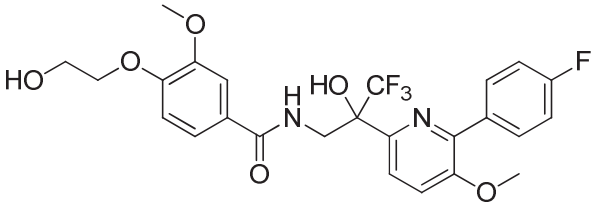
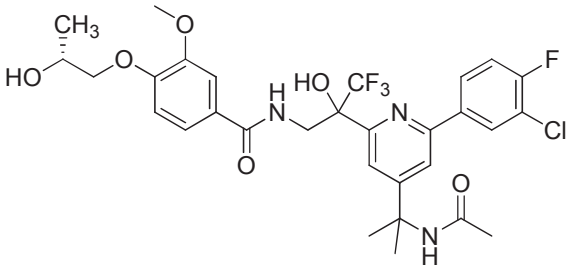
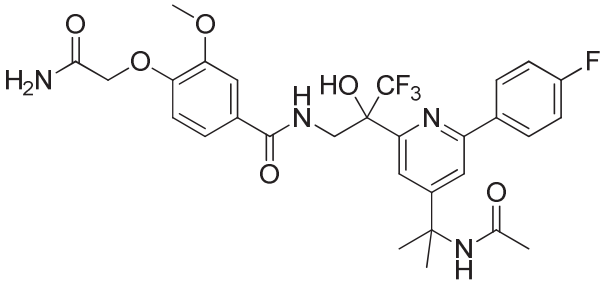
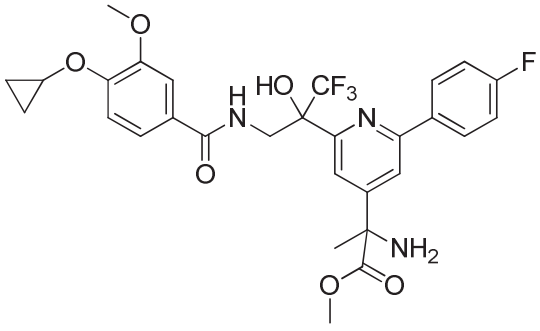
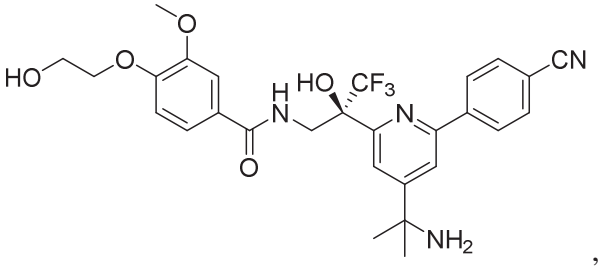
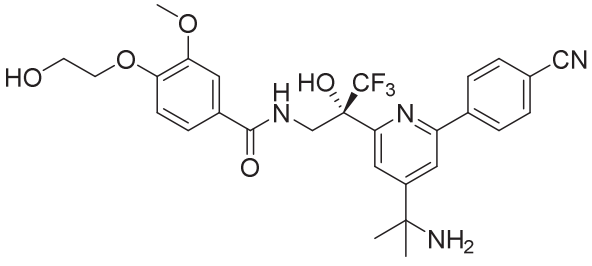

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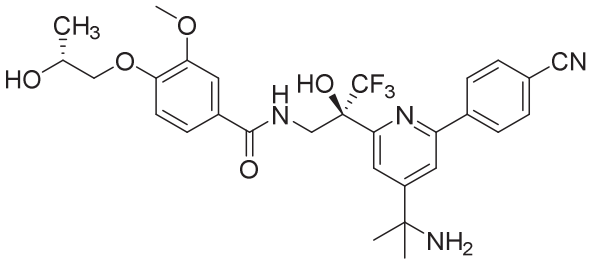
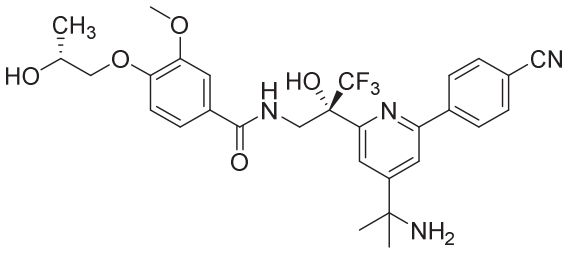
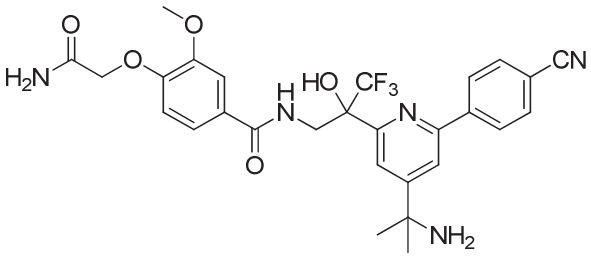
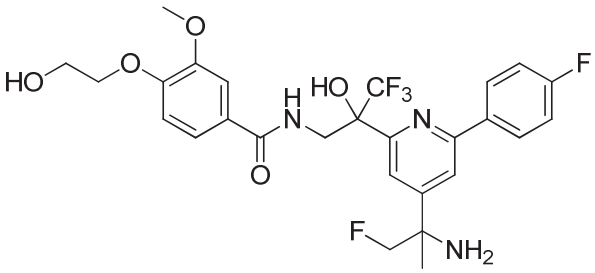
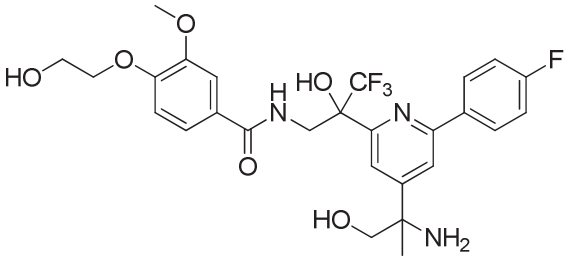
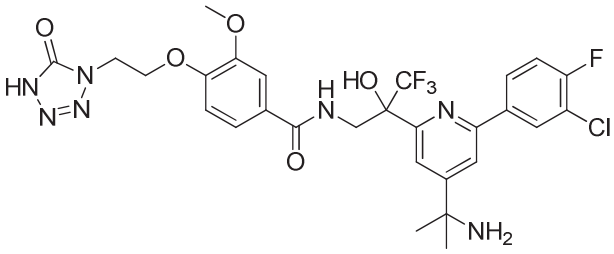
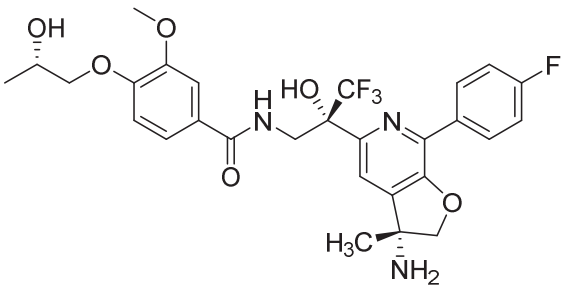
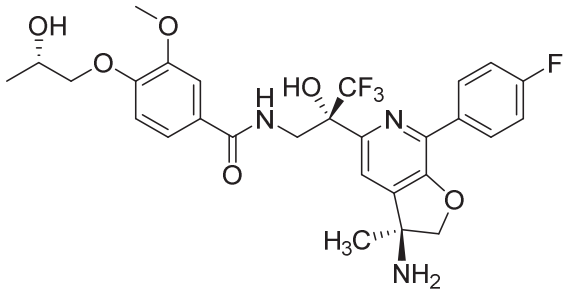
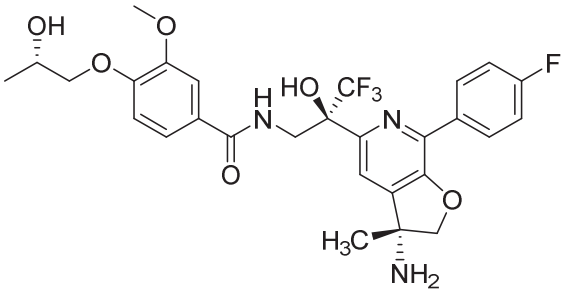
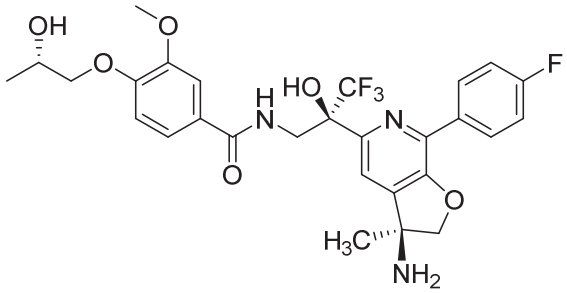

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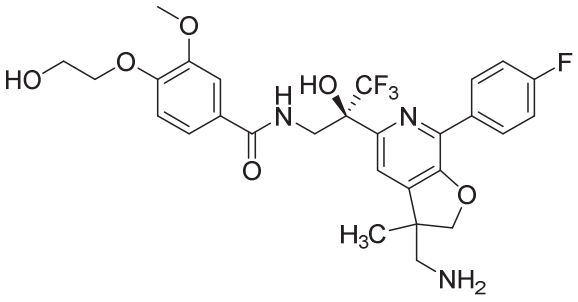
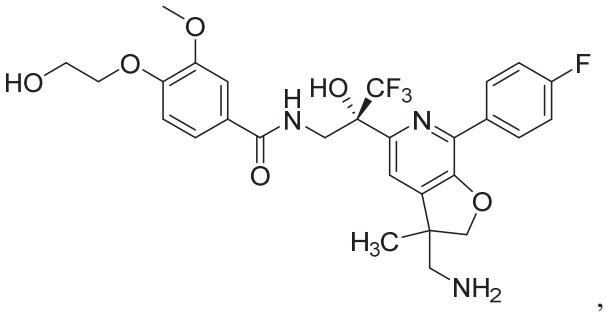
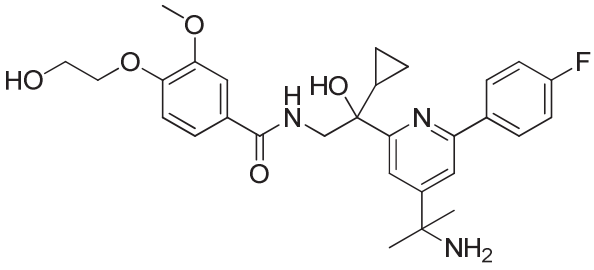
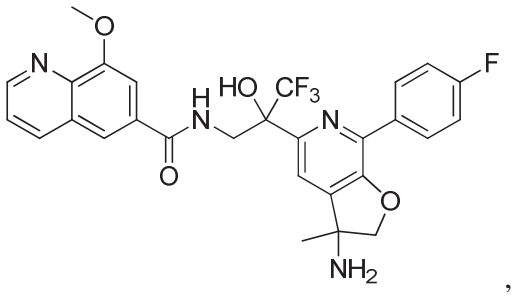
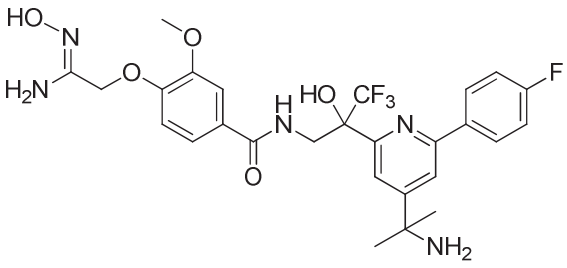
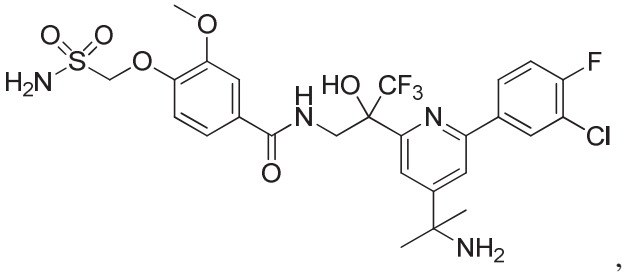
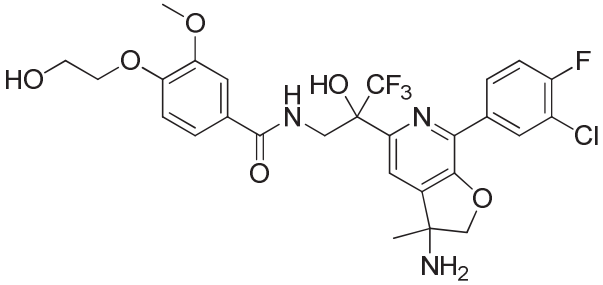
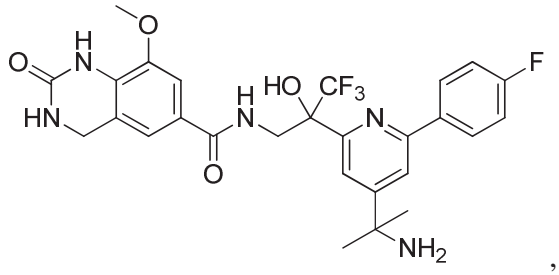
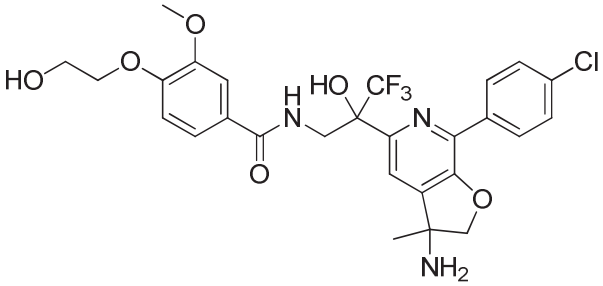
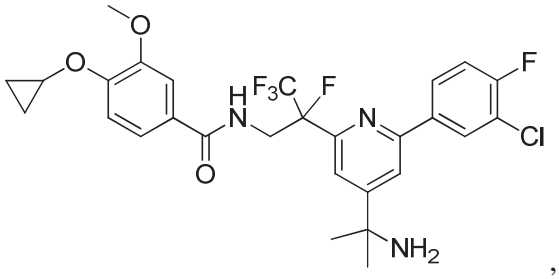

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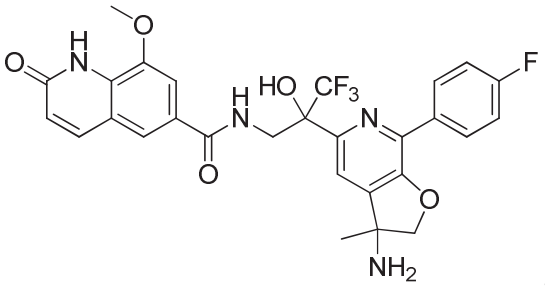
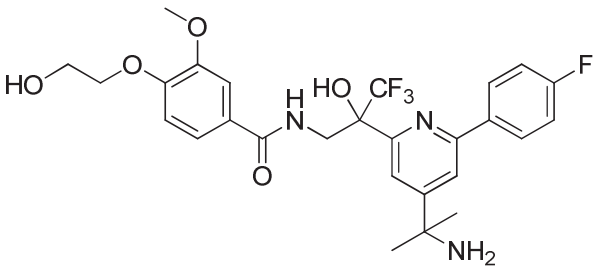
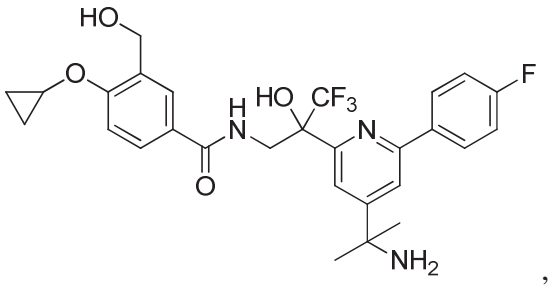
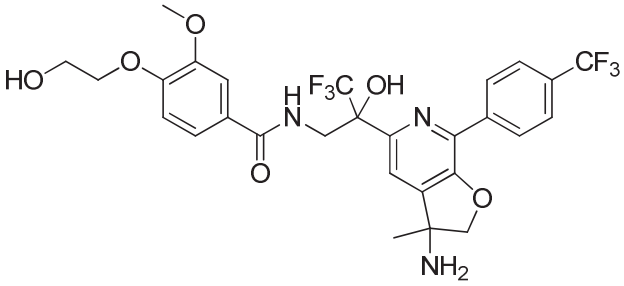
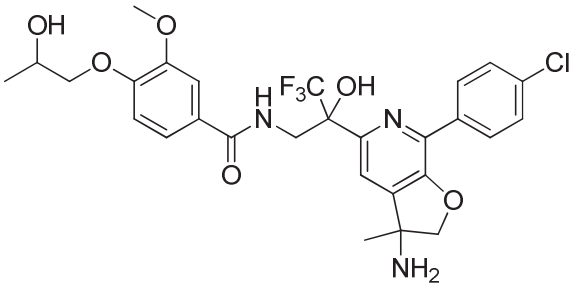
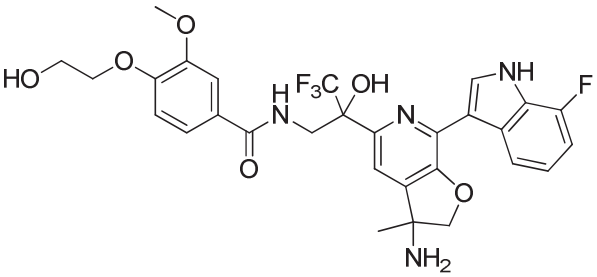
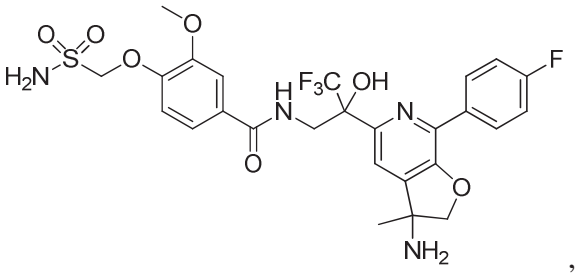
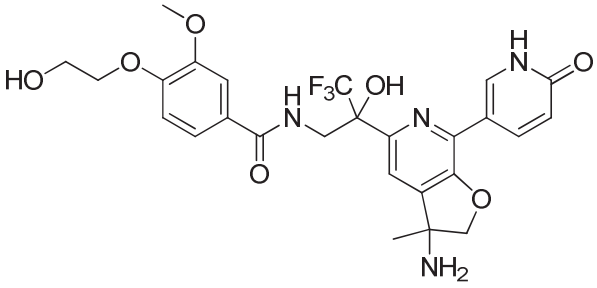
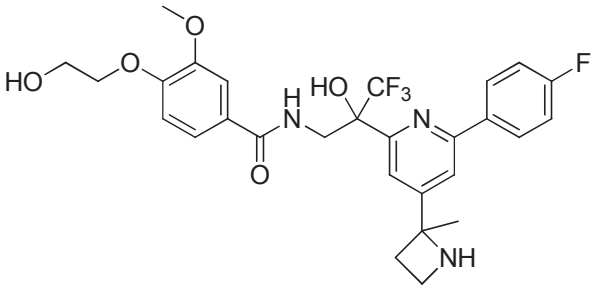
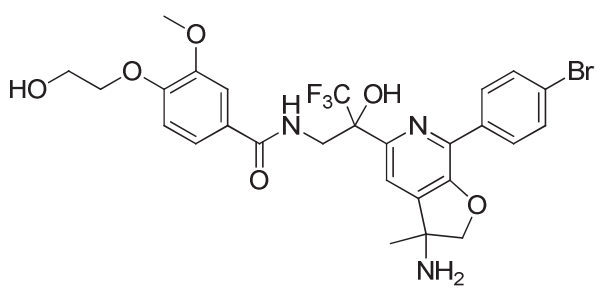

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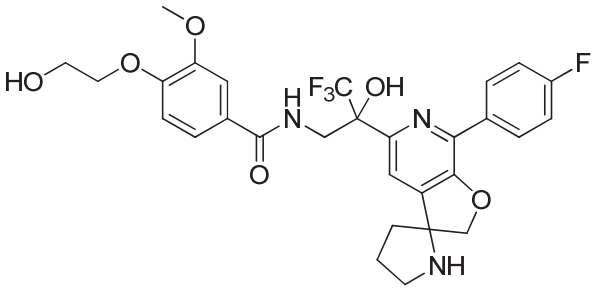
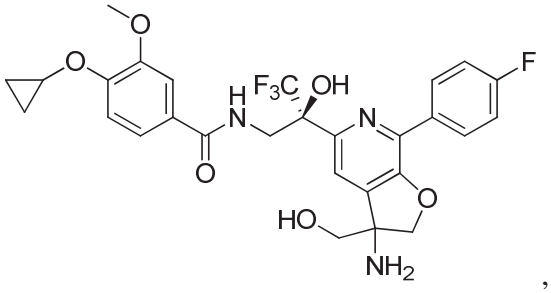
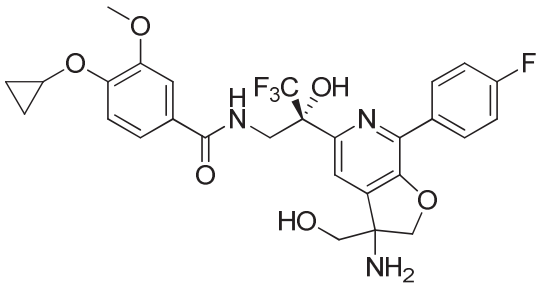
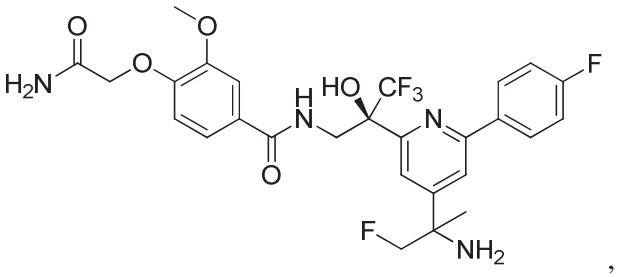
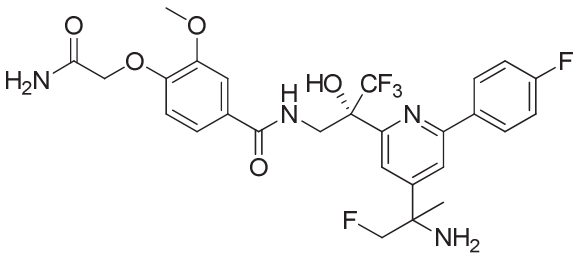
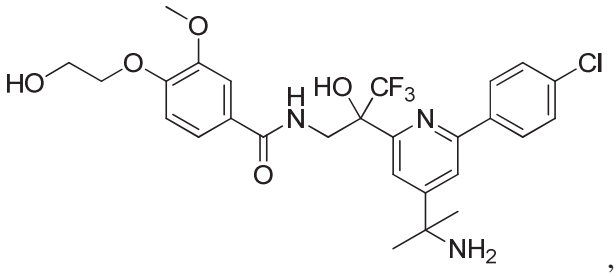
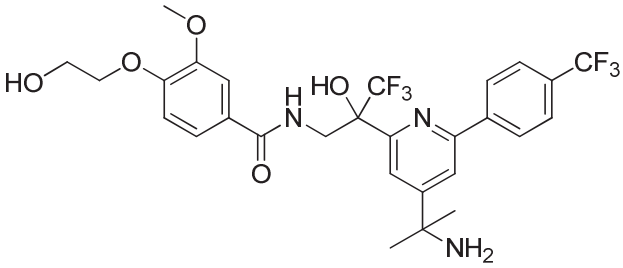
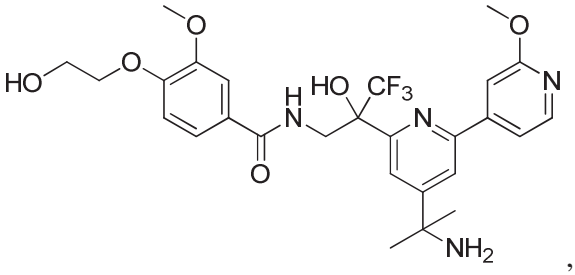
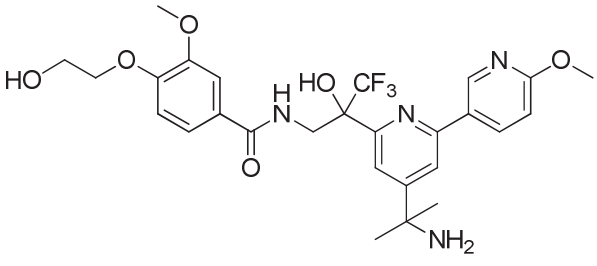
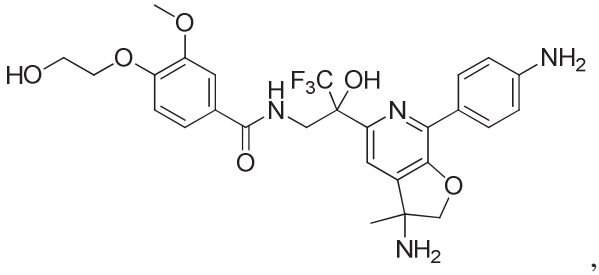

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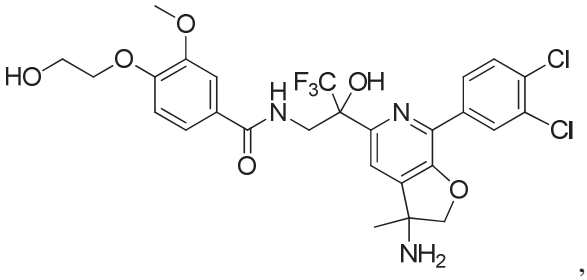
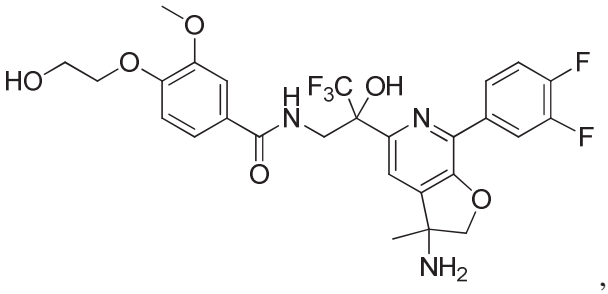
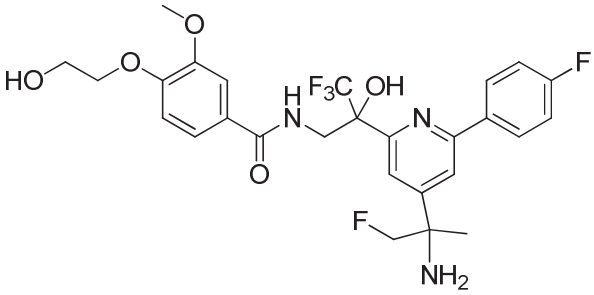
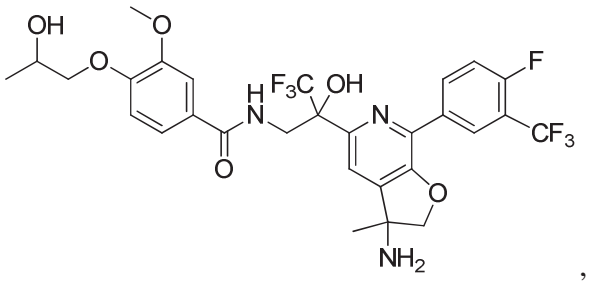
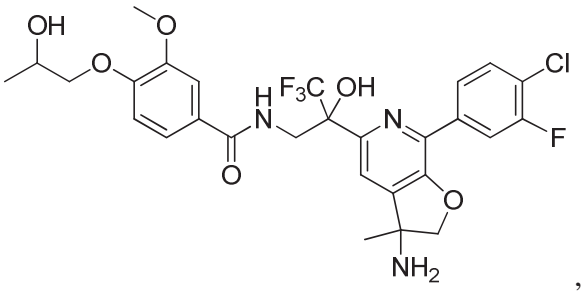
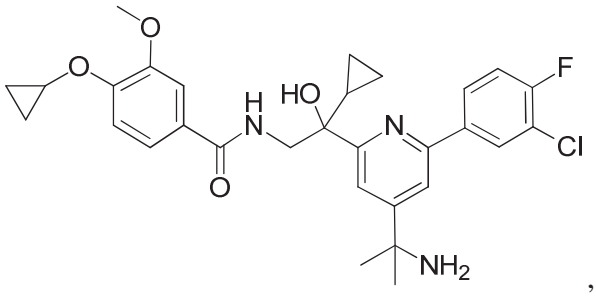
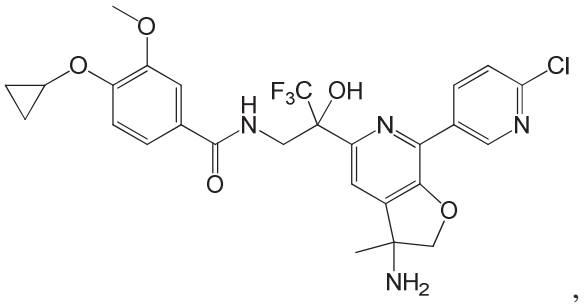
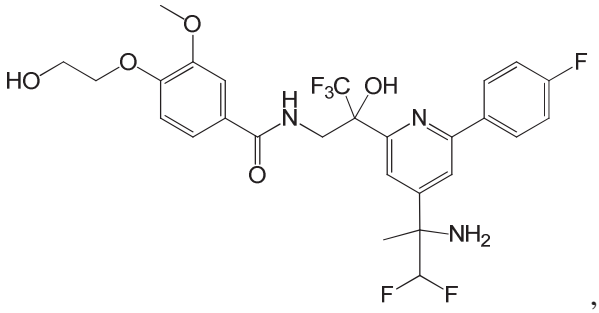
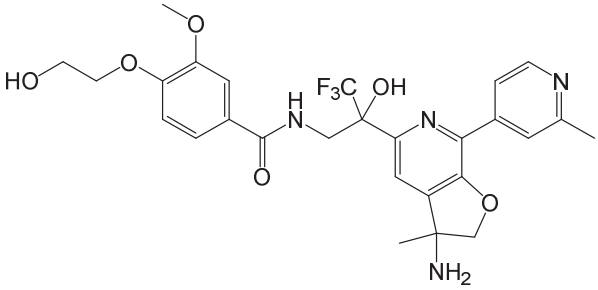
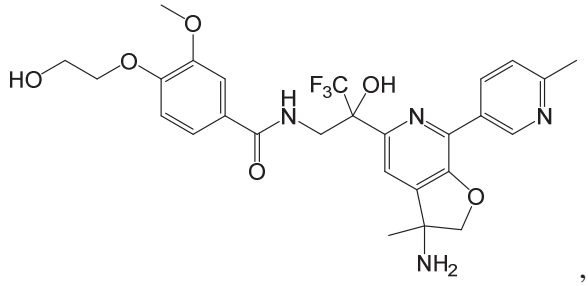

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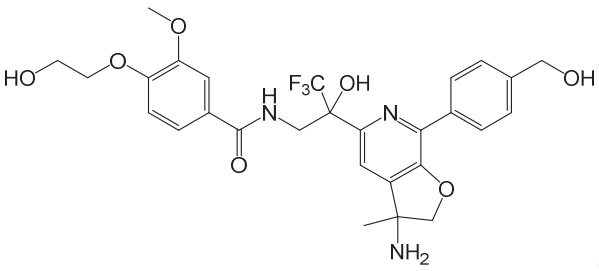
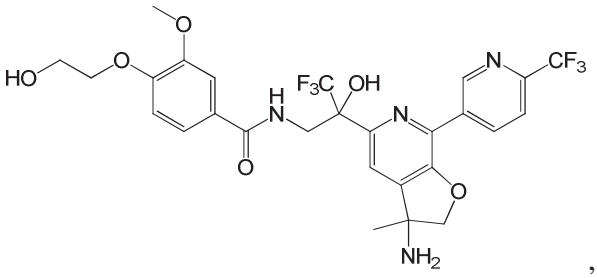
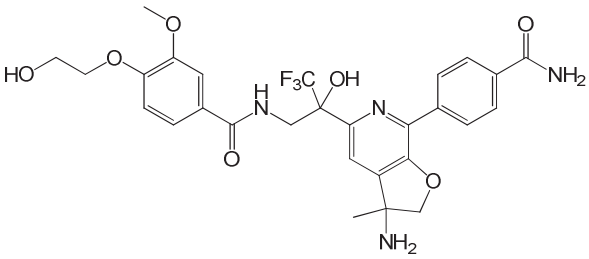
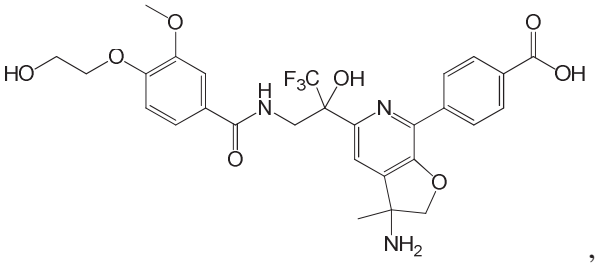
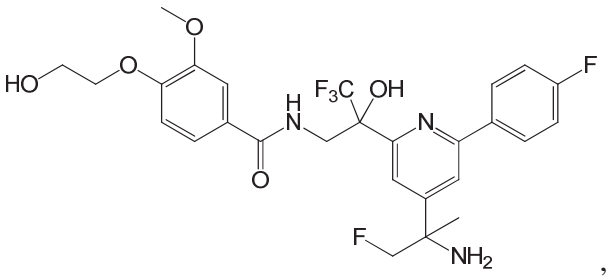
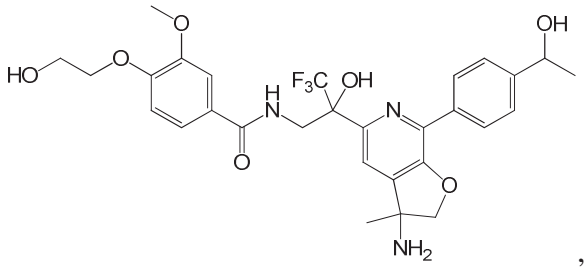
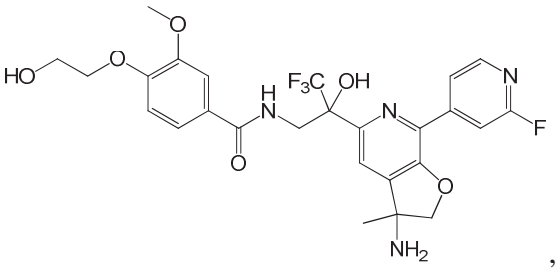
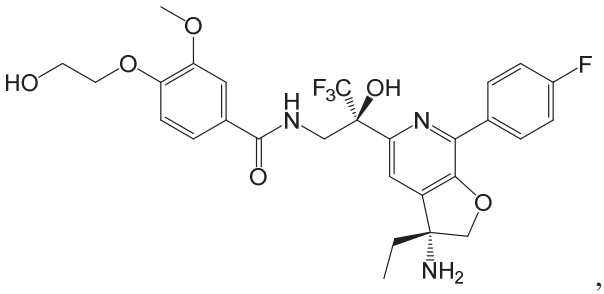
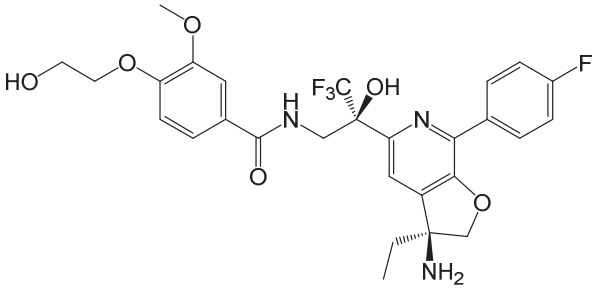
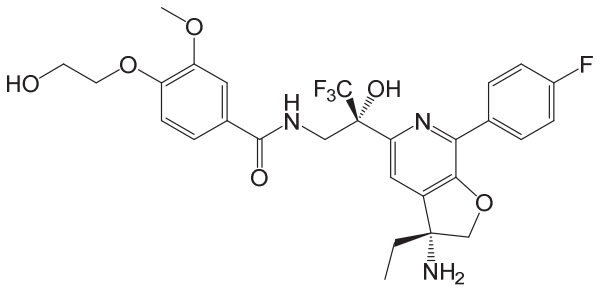

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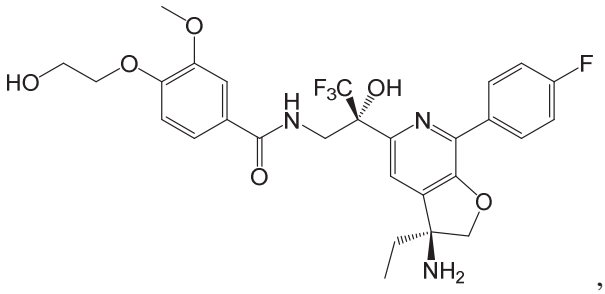
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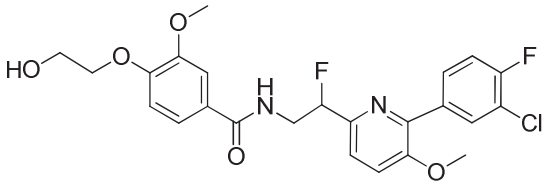

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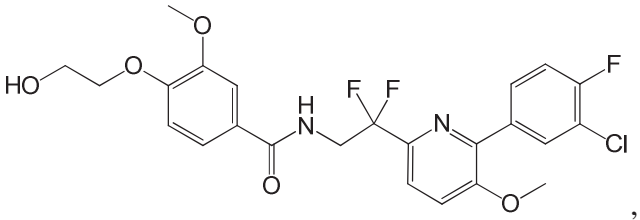


and , or a pharmaceutically acceptable salt of the foregoing.

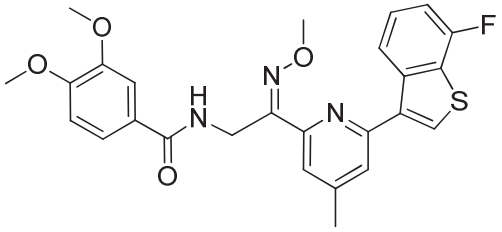
41. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of:



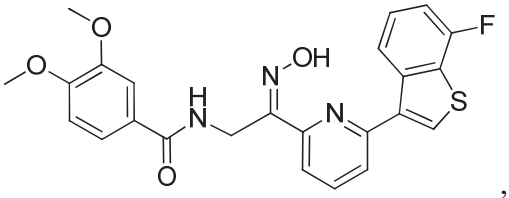
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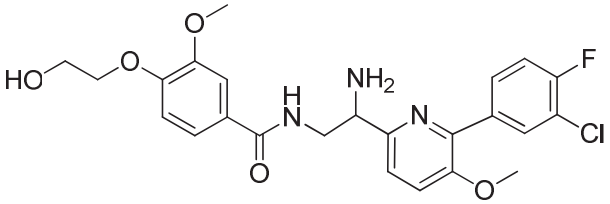
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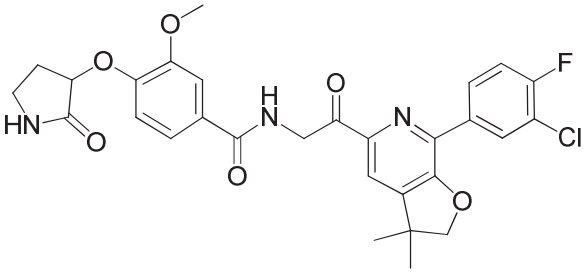
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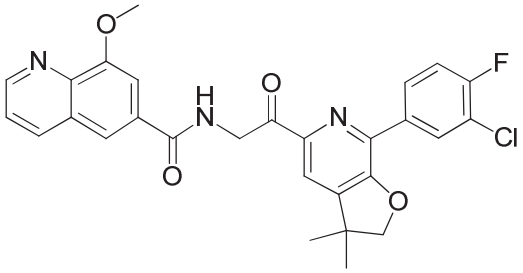
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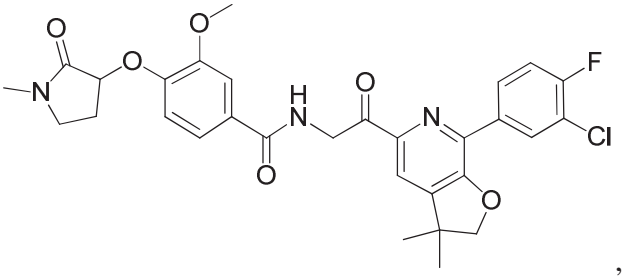
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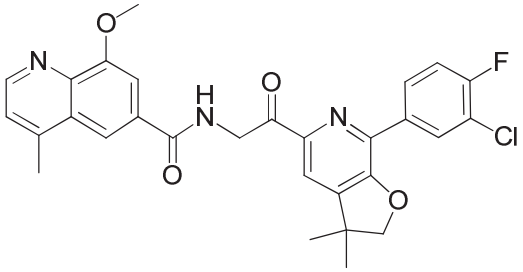
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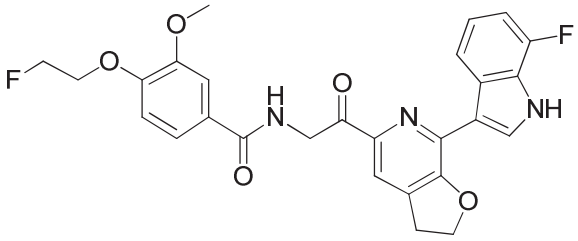
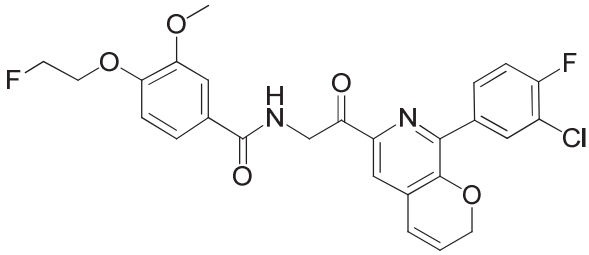
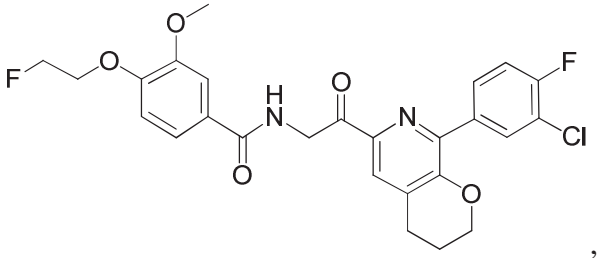
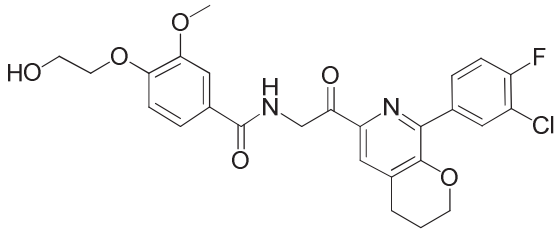
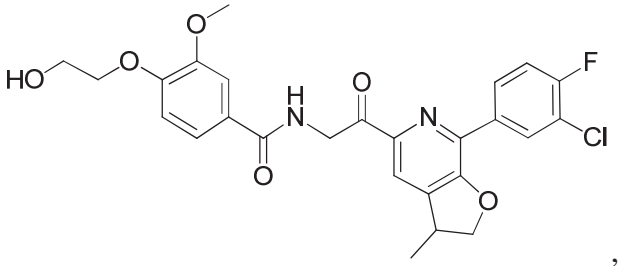
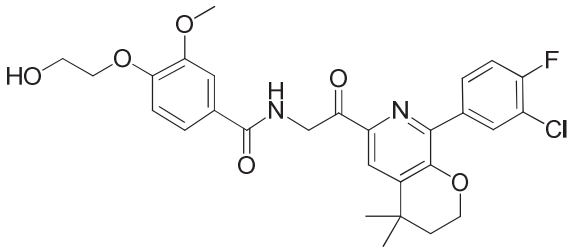
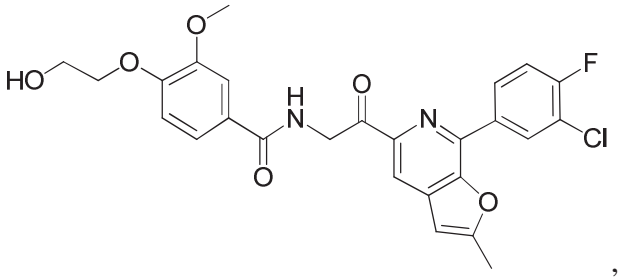
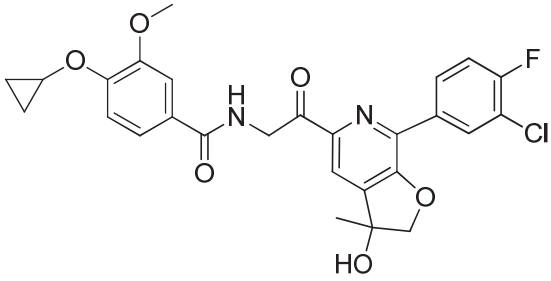
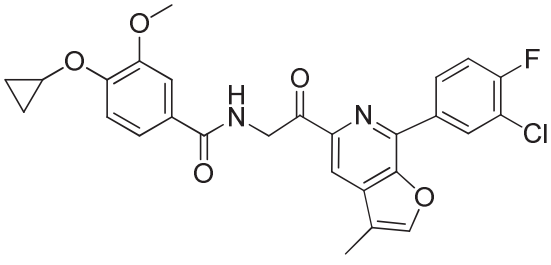
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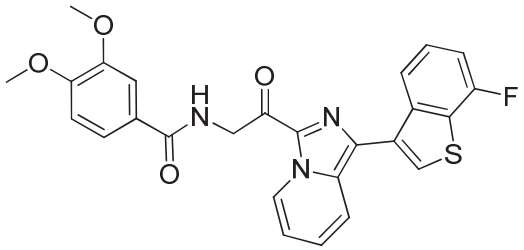
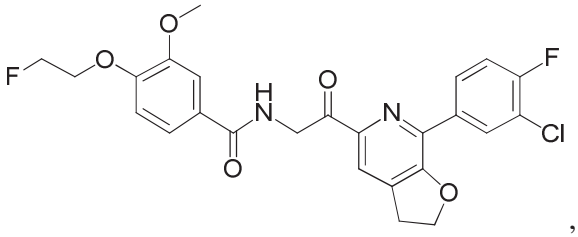
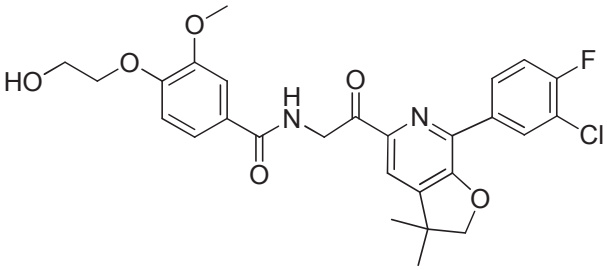
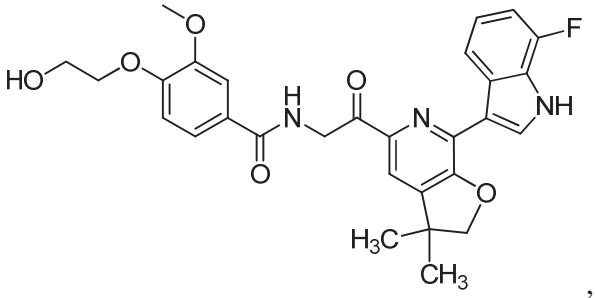


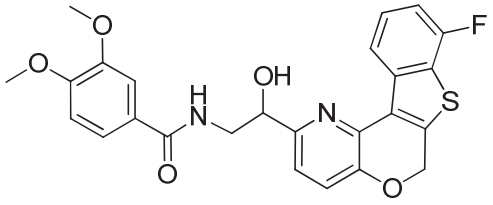
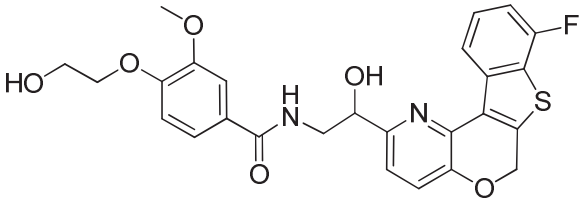
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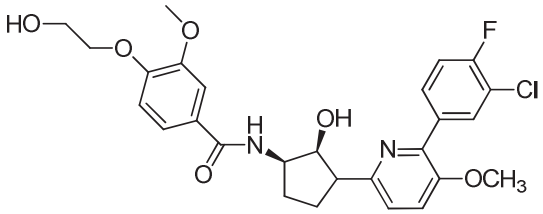
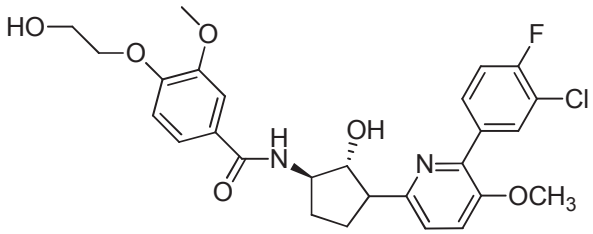


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and , or a pharmaceutically acceptable salt of the foregoing.

42. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of: , , ,  and , or a pharmaceutically acceptable salt of the foregoing.

43. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of:  and , or a pharmaceutically acceptable salt of the foregoing.

44. The compound of Claim 1, wherein the compound of Formula (I) is selected from the group consisting of:  and , or a pharmaceutically acceptable salt of the foregoing.

45. A pharmaceutical composition comprising an effective amount of a compound of any one of Claims 1-44, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient, or combination thereof.

46. Use of an effective amount of a compound of any one of Claims 1-44, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 45 in the preparation of a medicament for ameliorating or treating a paramyxovirus infection.

47. Use of an effective amount of a compound of any one of Claims 1-44, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 45 in the preparation of a medicament for inhibiting replication of a paramyxovirus.

48. Use of an effective amount of a compound of any one of Claims 1-44, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 45 in the preparation of a medicament for contacting in vitro a cell infected with a paramyxovirus.

49. The use of any one of Claims 46-48, wherein the paramyxovirus is a human respiratory syncytial virus.

50. Use of an effective amount of a compound of any one of Claims 1-44, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 45 in the preparation of a medicament for ameliorating or treating a paramyxovirus infection in combination with one or more agents.

51. The use of Claim 50, wherein the paramyxovirus is a human respiratory syncytial virus; and wherein the one or more agents is selected from the group consisting of an anti-RSV

antibody, a fusion protein inhibitor, an N-protein inhibitor, a RSV polymerase inhibitor, an IMPDH inhibitor, an interferon and an other compound that inhibits the RSV virus, or a pharmaceutically acceptable salt of any of the foregoing.

52. The use of Claim 51, wherein the one or more agents is selected from the group consist of RSV-IGIV, palivizumab, motavizumab, 1-cyclopropyl-3-[[1-(4-hydroxybutyl)benzimidazol-2-yl]methyl]imidazo[4,5-c]pyridin-2-one (BMS-433771), 4,4"-bis-{4,6-bis-[3-(bis-carbamoylmethyl-sulfamoyl)-phenylamino]-(1,3,5)triazin-2-ylamino}-biphenyl-2,2"-disulfonic-acid (RFI-641), 4,4'-Bis[4,6-di[3-aminophenyl-N,N-bis(2-carbamoylethyl)-sulfonilimino]-1,3,5-triazine-2-ylamino]-biphenyl-2,2'-disulfonic acid, disodium salt (CL387626), 2-[[2-[[1-(2-aminoethyl)-4-piperidinyl]amino]-4-methyl-1H-benzimidazol-1-yl]-6-methyl-3-pyridinol (JNJ-2408068), 2-[[6-[[[2-(3-Hydroxypropyl)-5-methylphenyl]amino]methyl]-2-[[3-(morpholin-4-yl)propyl]amino]benzimidazol-1-yl]methyl]-6-methylpyridin-3-ol (TMC-353121), 5,5′-bis[1-(((5-amino-1H-tetrazolyl)imino)methyl)]2,2′,4″-methylidynetrisphenol (VP-14637, MDT-637), N-(2-hydroxyethyl)-4-methoxy-N-methyl-3-(6-methyl-[1,2,4]triazolo[3,4-a]phthalazin-3-yl)benzenesulfonamide (P13), 2-((2-((1-(2-aminoethyl)piperidin-4-yl)amino)-4-methyl-1H-benzo[d]imidazol-1-yl)methyl)-6-methylpyridin-3-ol (R170591), 1,4-bis(3-methylpyridin-4-yl)-1,4-diazepane (C15), (R)-9b-(4-chlorophenyl)-1-(4-fluorobenzoyl)-2,3-dihydro-1H-imidazo[1',2':1,2]pyrrolo[3,4-c]pyridin-5(9bH)-one (BTA9981), [2,2-bis(docosyloxy-oxymethyl)propyl-5-acetaoamido-3,5-dideoxy-4,7,8,9-tetra-O-(sodium-oxysulfonyl)-D-glycero-D-galacto-2-nonulopyranosid]onate (MBX-300), BTA-C286, N-(2-((S)-2-(5-((S)-3-aminopyrrolidin-1-yl)-6-methylpyrazolo[1,5-a]pyrimidin-2-yl)piperidine-1-carbonyl)-4-chlorophenyl)methanesulfonamide (GS-5806), an anti-RSV nanobody, a peptide fusion inhibitor, a peptide having the sequence FDASISQVNEKINQSLAFIRKSDELLHNVNAGKST (T-118), (S)-1-(2-fluorophenyl)-3-(2-oxo-5-phenyl-2,3-dihydro-1H-benzo[e][1,4]diazepin-3-yl)urea (RSV-604), STP-92, iKT-041, 6-{4-[(biphenyl-2-ylcarbonyl) amino]benzoyl}-N-cyclopropyl-5,6-dihydro-4H-thieno[3,2-d][1]benzazepine-2-carboxamide (YM-53403). N-cyclopropyl-5-(4-(2-(pyrrolidin-1-yl)benzamido)benzoyl)-5,6,7,10-tetrahydrobenzo[b]cyclopenta[d]azepine-9-carboxamide. 6-(4-(2-(2-oxa-7-azaspiro[3.5]nonan-7-yl)nicotinamido)benzoyl)-N-cyclopropyl-5,6-dihydro-4H-benzo[b]thieno[2,3-d]azepine-2-carboxamide, 4-amino-8-(3-{[2-(3,4-dimethoxyphenyl)ethyl]amino}propyl)-6,6-dimethyl-2-(4-methyl-3-nitrophenyl)-1H-

imidazo[4,5-h]-isoquinoline-7,9(6H,8H)-dione, AZ27, ribavirin, 5-ethynyl-1-beta-D-ribofuranosylimidazole-4-carboxamide (EICAR), 4-hydroxy-3-beta-D-ribofuranosylpyrazole-5-carboxamide (pyrazofurin), 1-((2R,3R,4S,5R)-3,4-dihydroxy-5-(hydroxymethyl)tetrahydrofuran-2-yl)-1H-1,2,4-triazole-3-carboximidamide (Taribavirin, viramidine), 1,3,4-thiadiazol-2-ylcyanamide (LY253963), tetrahydrofuran-3-yl-3-(3-(3-methoxy-4-(oxazol-5-yl)phenyl)ureido)benzylcarbamate (VX-497), (4E)-6-(4-Hydroxy-6-methoxy-7-methyl-3-oxo-1,3-dihydro-2-benzofuran-5-yl)-4-methylhex-4-enoic acid (Mycophenolic acid), 2-morpholin-4-ylethyl-(E)-6-(4-hydroxy-6-methoxy-7-methyl-3-oxo-1H-2-benzofuran-5-yl)-4-methylhex-4-enoate (Mycophenolate Mofetil), a Type 1 interferon, a Type 2 interferon, a Type 3 interferon, a double stranded RNA oligonucleotide, 5-methyl-N-[4-(trifluoromethyl) phenyl]-isoxazole-4-carboxamide (leflumomide), N-(2-chloro-4-methylphenyl)-2-((1-(4-methoxyphenyl)-1H-benzo[d]imidazol-2-yl)thio)propanamide (JMN3-003), an intratracheal formulation of recombinant human CC10 (CG-100), high titer, human immunoglobulin (RI-001), a non-neutralizing mAb against the G protein (mAb 131-2G), ALN-RSV01, ALN-RSV02, Medi-559, Medi-534 and Medi-557, or a pharmaceutically acceptable salt of any of the foregoing.