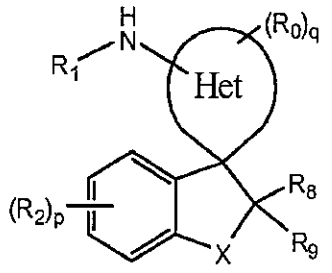
CLAIMS

What is claimed is:

1. A compound represented by the following Structural Formula:



;

or a pharmaceutically acceptable salt thereof, wherein:

ring Het is a 5 membered monocyclic heterocycle or a 6 membered monocyclic heterocycle;

X is -O-, $-C(R_aR_b)-C(R_3R_4)-$, $-C(R_3R_4)-C(R_aR_b)-$ or $-C(R_3R_4)-$;

R_a and R_b are each independently –H, -halogen, (C_1-C_4)alkyl, methoxy, fluoromethoxy, methoxy(C_1-C_4)alkyl and fluoro(C_1-C_4)alkyl;

each R_0 is independent selected from –H, =O, =S, $=NR_{15}$, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, -CN, $-NO_2$, halogen, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $-NR_{11}S(O)_iR_5$, $-C(=O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-NR_{11}(C=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=S)R_5$, $-C(=O)R_5$, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_3)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_3)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl or heteroaryl(C_1-C_6)alkyl, each of the (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_3)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_3)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl or heteroaryl(C_1-C_6)alkyl group represented by R_0 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of -halogen,

-CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_3)alkoxy(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_9)heterocycloalkyl, aryl, heteroaryl, $-NR_6R_7$, $-NR_{11}S(O)_iR_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $-OR_5$, $-C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-C(O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=O)OR_5$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$ and $-C(=S)R_5$, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on the groups represented by R_0 are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_1 is -H, -OH, -(C_1-C_4)alkoxy, (C_1-C_6)alkyl, aryl(C_1-C_6)alkyl, or heteroaryl(C_1-C_6)alkyl; wherein each alkyl, aryl and heteroaryl is optionally substituted with 1 to 5 substituents independently selected from halogen, -CN, -OH, (C_1-C_4)alkyl, halo(C_1-C_4)alkyl, (C_1-C_3)alkoxy and halo(C_1-C_3)alkoxy;

each R_2 is independently selected from a) -H, -halogen, -CN, $-NO_2$, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $C(=O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-NR_{11}(C=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=S)R_5$, and $-C(=O)R_5$,; and b) (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl(C_2-C_6)alkynyl, (C_4-C_8)cycloalkenyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl(C_2-C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl, and heteroaryl(C_2-C_6)alkynyl, wherein each of the (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl(C_2-C_6)alkynyl, (C_4-C_8)cycloalkenyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl(C_2-C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl,

and heteroaryl(C_2-C_6)alkynyl groups represented by R_2 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of -halogen, -CN, -NO_2, -OR_5, -SR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)R_5$, -$C(=S)OR_5$, -$OC(=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$C(=O)R_5$, -$C(=S)R_5$, -$OC(=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=O)OR_5$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=O)R_5$, -$C(=S)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_4$-$C_8$)cycloalkenyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_2$-$C_6$)alkenyl, halo($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on the groups represented by R_2 are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_3 and R_4 are each independently -H, -halogen, -CN, -NO_2, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)OR_5$, -$C(=S)OR_5$, -$O(C=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$NR_{11}(C=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=S)R_5$, -$C(=O)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_3$-$C_8$)cycloalkyl($C_1$-$C_6$)alkyl, ($C_3$-$C_8$)cycloalkyl($C_2$-$C_6$)alkynyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_3$-$C_9$)heterocycloalkyl($C_1$-$C_6$)alkyl, ($C_3$-$C_9$)heterocycloalkyl($C_2$-$C_6$)alkynyl, aryl, aryl($C_1$-$C_6$)alkyl, aryl($C_2$-$C_6$)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl or heteroaryl(C_1-C_6)alkynyl, wherein each (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl(C_2-C_6)alkynyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl(C_2-C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-

C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl or heteroaryl(C_1-C_6)alkynyl represented by R_3 and R_4 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of halogen, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $-C(=O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-NR_{11}(C=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=S)R_5$, $-C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_9)heterocycloalkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on the groups represented by R_3 and R_4 are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

or R_3 and R_4, together with the carbon to which they are attached, form ring A, which is a 3-14 membered monocyclic ring, 9-14 membered bicyclic ring or 9-14 membered polycyclic ring , wherein ring A optionally contains 1 to 3 heteroatoms independently selected from O, N, and S and when the heteroatom is nitrogen, the nitrogens is substituted with -H, (C_1-C_3)alkyl or halo(C_1-C_3)alkyl, and when the heteroatom is sulfur, the sulfurs is optionally mono or di-oxygenated; and ring A is optionally substituted with 1 to 4 substituents independently selected from the group consisting of -halogen, -CN, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $-C(=O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-NR_{11}(C=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=S)R_5$, $-C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylamino(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-

C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl(C_2-C_6)alkynyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl(C_2-C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl, and heteroaryl(C_2-C_6)alkynyl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on ring A are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_5 is -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl or heteroaryl(C_1-C_6)alkyl, each of the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, aryl and heteroaryl in the groups represented by R_5 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of halogen, =O, -$NR_6C(=NH)NR_6R_7$, -$C(=O)OR_c$, -OR_c, -SR_c, -$C(=O)NR_6R_7$, -$C(=O)R_c$, -$S(O)_iR_c$, -NO_2, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and $-NR_6R_7$;

R_c is –H, (C_1-C_3)alkyl, halo(C_1-C_3)alkyl or (C_1-C_3)alkoxy(C_1-C_3)alkyl;

R_6 and R_7 are each independently -H, (C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8) cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl, or heteroaryl(C_1-C_6)alkyl , all of which groups are optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_8 and R_9, together with the carbon to which they are attached, form ring A, which is a 3-14 membered monocyclic ring, 9-14 membered bicyclic ring or

9-14 membered polycyclic ring , wherein ring A optionally contains 1 to 3 heteroatoms independently selected from O, N, and S and when the heteroatom is nitrogen, the nitrogen is substituted with -H, (C_1-C_3)alkyl or halo(C_1-C_3)alkyl, and when the heteroatom is sulfur, the sulfur is optionally mono or di-oxygenated; and ring A is optionally substituted with 1 to 4 substituents independently selected from the group consisting of from halogen, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)OR_5$, -$C(=S)OR_5$, -$O(C=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$NR_{11}(C=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=S)R_5$, -$C(=O)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, halo($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkylsulfonylamino($C_1$-$C_6$)alkyl, hydroxy($C_1$-$C_6$)alkyl, cyano($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkylcarbonylamino($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkoxy, halo($C_1$-$C_3$)alkoxy, ($C_1$-$C_6$)alkoxy($C_1$-$C_3$)alkyl, ($C_3$-$C_8$)cycloalkyl, ($C_3$-$C_8$)cycloalkyl($C_1$-$C_6$)alkyl, ($C_3$-$C_8$)cycloalkyl($C_2$-$C_6$)alkynyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_3$-$C_9$)heterocycloalkyl($C_1$-$C_6$)alkyl, ($C_3$-$C_9$)heterocycloalkyl($C_2$-$C_6$)alkynyl, aryl, aryl($C_1$-$C_6$)alkyl, aryl($C_2$-$C_6$)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl, and heteroaryl(C_2-C_6)alkynyl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on ring A are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl; or

when R_3 and R_4, together with the carbon to which they are attached, form a ring A, R_8 and R_9 are each independently -H, -halogen, -CN, -NO_2, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$NR_{11}S(O)_iR_5$, -$C(=O)OR_5$, -$OC(=O)OR_5$, -$C(=S)OR_5$, -$O(C=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$NR_{11}(C=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=S)R_5$, and -$C(=O)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_3$-$C_8$)cycloalkyl($C_1$-$C_6$)alkyl, ($C_3$-$C_8$)cycloalkyl($C_2$-$C_6$)alkynyl,

$(C_3$-$C_9)$heterocycloalkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_1$-$C_6)$alkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_2$-$C_6)$alkynyl, aryl, aryl$(C_1$-$C_6)$alkyl, aryl$(C_2$-$C_6)$alkynyl, heteroaryl, heteroaryl$(C_1$-$C_6)$alkyl or heteroaryl$(C_1$-$C_6)$alkynyl, wherein each $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_8)$cycloalkyl$(C_1$-$C_6)$alkyl, $(C_3$-$C_8)$cycloalkyl$(C_2$-$C_6)$alkynyl, $(C_3$-$C_9)$heterocycloalkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_1$-$C_6)$alkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_2$-$C_6)$alkynyl, aryl, aryl$(C_1$-$C_6)$alkyl, aryl$(C_2$-$C_6)$alkynyl, heteroaryl, heteroaryl$(C_1$-$C_6)$alkyl or heteroaryl$(C_1$-$C_6)$alkynyl group represented by R_8 and R_9 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of -halogen, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$NR_{11}S(O)_iR_5$, -$C(=O)OR_5$, -$OC(=O)OR_5$, -$C(=S)OR_5$, -$O(C=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$NR_{11}(C=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=S)R_5$, -$C(=O)R_5$, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkylsulfonylaminoalkyl, hydroxy$(C_1$-$C_6)$alkyl, cyano$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkylcarbonylamino$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy, $(C_1$-$C_6)$alkoxy$(C_1$-$C_3)$alkyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_9)$heterocycloalkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on the groups represented by R_8 and R_9 are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy and $(C_1$-$C_3)$alkoxy$(C_1$-$C_6)$alkyl;

R_{11} is –H or $(C_1$-$C_6)$alkyl, wherein $(C_1$-$C_6)$alkyl is optionally substituted with 1 to 5 substituents independently selected from halogen, CN, $(C_1$-$C_6)$alkoxy, $(C_2$-$C_6)$alkynyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_9)$heterocycloalkyl, aryl and heteroaryl, wherein the $(C_1$-$C_6)$alkoxy, $(C_2$-$C_6)$alkynyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_9)$heterocycloalkyl, aryl and heteroaryl groups are each optionally substituted with 1 to 3 substitutes independently selected from the group consisting of halogen, -CN, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy and $(C_1$-$C_3)$alkoxy$(C_1$-$C_6)$alkyl;

R_{12} and R_{13} are each independently -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, amino(C_1-C_6)alkyl, (C_1-C_3)alkylamino(C_1-C_6)alkyl, di(C_1-C_3)alkylamino(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl or heteroaryl(C_1-C_6)alkyl, wherein the (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl and heteroaryl(C_1-C_6)alkyl group is optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

or R_{12} and R_{13}, together with the nitrogen to which they are attached, form a 3-8 membered ring optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$NR_{11}S(O)_iR_5$, -C(=O)OR_5, -OC(=O)OR_5, -C(=S)OR_5, -O(C=S)R_5, -C(=O)NR_6R_7, -NR_{11}C(=O)R_5, -C(=S)NR_6R_7, -NR_{11}C(=S)R_5, -NR_{11}(C=O)OR_5, -O(C=O)NR_6R_7, -NR_{11}(C=S)OR_5, -O(C=S)NR_6R_7, -NR_{11}(C=O)NR_6R_7, -NR_{11}(C=S)NR_6R_7, -C(=S)R_5, -C(=O)R_5, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_6)alkoxy(C_1-C_3)alkyl, wherein the 3-8 membered ring optionally contains 1 to 3 additional heteroatoms, which are independently selected from O, N and S, wherein when the additional heteroatom is nitrogen, the nitrogen is substituted with -H, (C_1-C_3)alkyl or halo(C_1-C_3)alkyl, and when the additional heteroatom is sulfur, the sulfur is optionally mono or di-oxygenated;

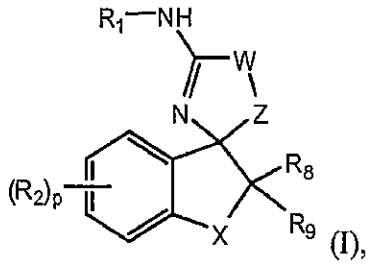
R_{15} is -H or (C_1-C_6)alkyl optionally substituted with 1 to 5 –F.

i is 0, 1 or 2;

p is 1, 2 3 or 4; and

q is 1, 2 or 3.

2. The compound of Claim 1, wherein the compound is represented by the following Structural Formula:



(I),

or a pharmaceutically acceptable salt thereof, wherein:

X is -O-, $-CH_2-C(R_3R_4)-$, or $-C(R_3R_4)-$;

W is $-N(R_{14})-$, -S-, -O-;

Z is -C(=O)-, -C(=S)-, $-C(=NR_{15})-$, -O-, $-C(=O)C(R_{16}R_{17})-$, $-C(=S)C(R_{16}R_{17})-$, $-C(=NR_{15})C(R_{16}R_{17})-$, $-N(R_{18})-$, $-(CR_{16}R_{17})_m-$ or $-O-(CR_{16}R_{17})-$, provided when W is –S- or –O-, Z is not –O-;

R_1 is -H, (C_1-C_6)alkyl, aryl(C_1-C_6)alkyl, or heteroaryl(C_1-C_6)alkyl;

each R_2 is independently selected from a) -H, -halogen, -CN, $-NO_2$, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-C(=O)OR_5$, $-C(=O)NR_{12}R_{13}$, and $-C(=O)R_5$; and b) (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, heteroaryl, phenoxy, and benzyloxy, each optionally substituted with 1 to 3 substituents selected from the group consisting of -F, -Cl, -Br, -CN, $-OR_5$, $-SR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(=O)_iR_5$, $-C(=O)OR_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-C(=O)R_5$, (C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl;

R_3 and R_4 are each idependently -H, -halogen, -CN, $-NO_2$, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-C(=O)OR_5$, $-C(=O)NR_{12}R_{13}$, $-C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, or heteroaryl, wherein each (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, or heteroaryl is optionally substituted with 1 to 3 substituents independently

selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl;

or R_3 and R_4, together with the carbon to which they are attached, form ring A, which is a 3-14 membered monocyclic ring, 9-14 membered bicyclic ring or 9-14 membered polycyclic ring , wherein ring A is optionally substituted with 1 to 4 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl;

R_5 is -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_7) cycloheteroalkyl, aryl, heteroaryl or benzyl, each of which is optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_6 and R_7 are each independently -H, (C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8) cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, each optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_8 and R_9, together with the carbon to which they are attached, form ring A, which is a 3-14 membered monocyclic ring, 9-14 membered bicyclic ring or 9-14 membered polycyclic ring , wherein ring A is optionally substituted with 1 to 4 substituents independently selected from the group consisting of -F, -Cl,

-Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl; or

when R_3 and R_4, together with the carbon to which they are attached, form a ring A, R_8 and R_9 are each independently -H, -halogen, -CN, -NO_2, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, or heteroaryl, wherein each (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, or heteroaryl is optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl;

R_{11} is -H, (C_1-C_6)alkyl or halo(C_1-C_6)alkyl;

R_{12} and R_{13} are each independently -H, (C_1-C_6)alkyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, amino(C_1-C_6)alkyl, (C_1-C_3)alkylamino(C_1-C_6)alkyl, or di(C_1-C_3)alkylamino(C_1-C_6)alkyl;

or R_{12} and R_{13}, together with the nitrogen to which they are attached, form a 3-8 membered ring optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_6)alkoxy(C_1-C_3)alkyl, wherein the 3-8 membered

ring optionally contains 1 to 3 additional heteroatoms, which are independently selected from O, N and S, wherein when the additional heteroatom is nitrogen, the nitrogens is substituted with -H, $(C_1$-$C_3)$alkyl or halo$(C_1$-$C_3)$alkyl, and when the additional heteroatom is sulfur, the sulfurs is optionally mono or di-oxygenated;

R_{14} is -H, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_3$-$C_8)$cycloalkyl, cycloheteroalkyl$(C_1$-$C_3)$alkyl, $(C_3$-$C_8)$cycloalkyl$(C_1$-$C_3)$alkyl, aryl$(C_1$-$C_6)$alkyl, heteroaryl$(C_1$-$C_6)$alkyl, each optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl and $(C_1$-$C_3)$alkoxy;

R_{15} is -H or $(C_1$-$C_6)$alkyl;

R_{16} and R_{17} are each independently -H or $(C_1$-$C_3)$alkyl;

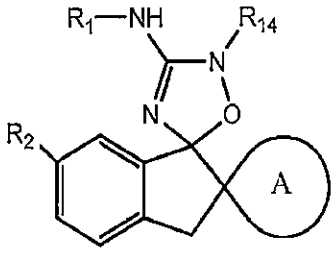
R_{18} is -H or $(C_1$-$C_3)$alkyl;

i is 0, 1 or 2;

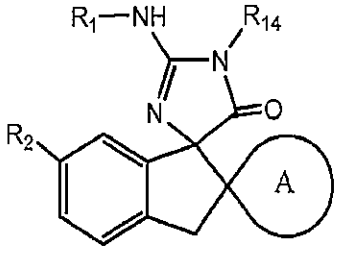
p is 1 or 2; and

m is 1 or 2.

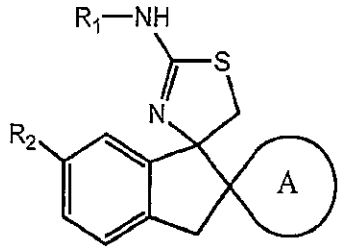
3. The compound of Claim 1 or Claim 2, wherein the compound is represented by any one of the following Structural Formulas:



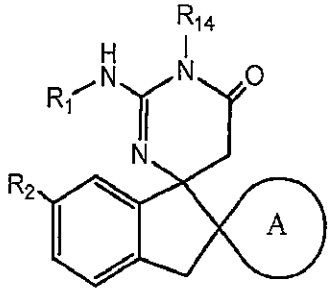
(Va),



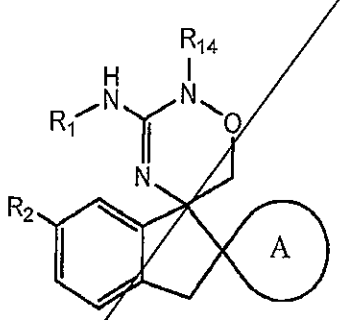
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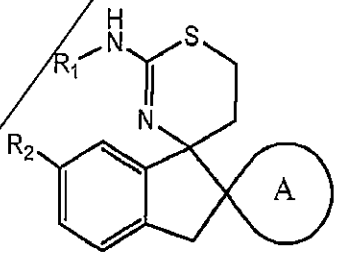
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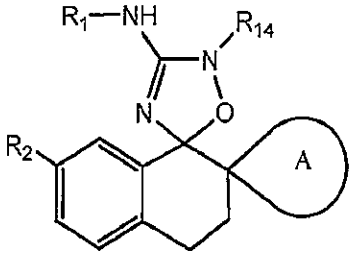
(VIIIa),



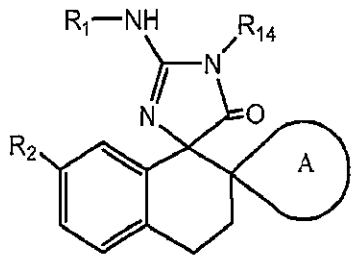
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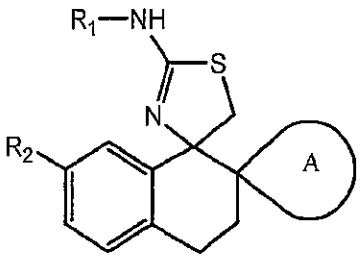
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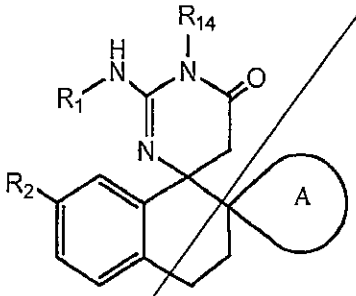
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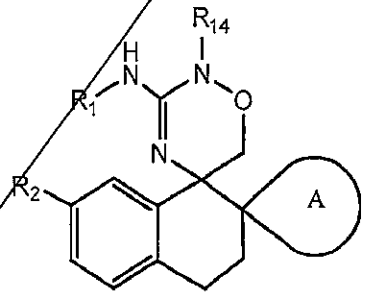
(XIIa),



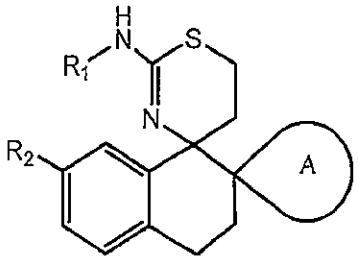
(XIIIa),



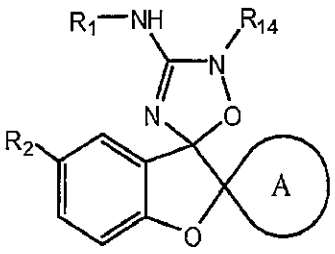
(XIVa),



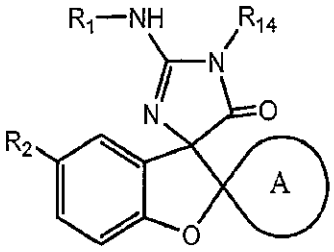
(XVa),



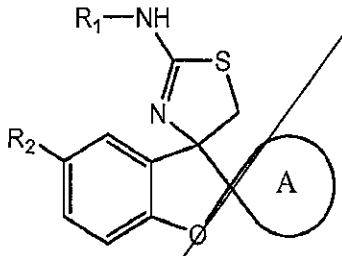
(XVIa),



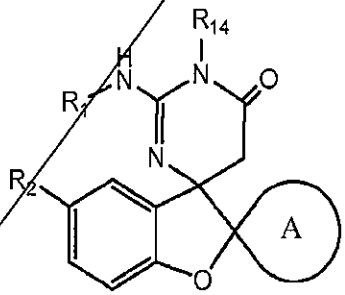
(XVIIa),



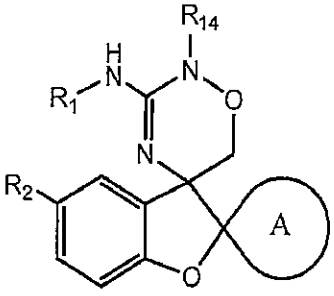
(XVIIIa)



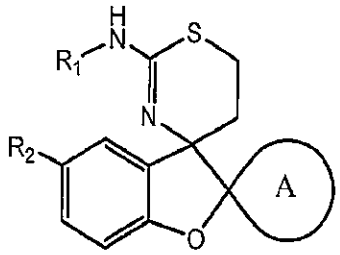
(XIXa),



(XXa),



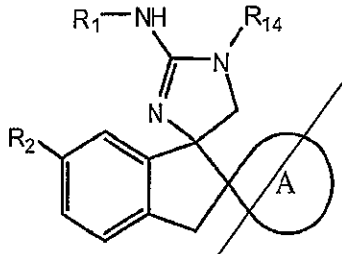
(XXIa), or



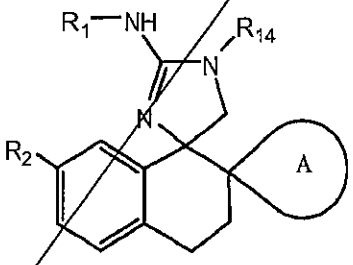
(XXIIa),

or a pharmaceutically acceptable salt thereof.

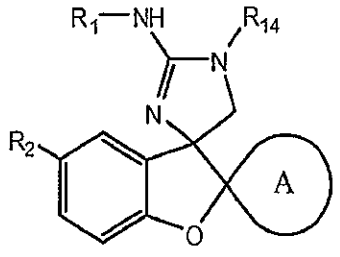
4. The compound of Claim 1 or Claim 2, wherein the compound is represented by any one of the following Structural Formulas:



(XXIIIa),



(XXIVa), or



(XXVa),

or a pharmaceutically acceptable salt thereof.

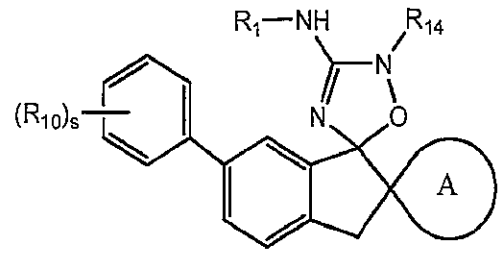
5. The compound of any one of Claims 1-4, wherein ring A is a 5-7 membered monocyclic ring or a 9-14 membered bicyclic or tricyclic fused ring optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(=O)_iR_5$,

-C(=O)OR_5, -C(=O)$NR_{12}R_{13}$, -NR_{11}C(=O)R_5, -C(=S)$NR_{12}R_{13}$, -C(=O)R_5, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein ring A contains 0 to 2 heteroatoms, which are independently selected from O, N and S.

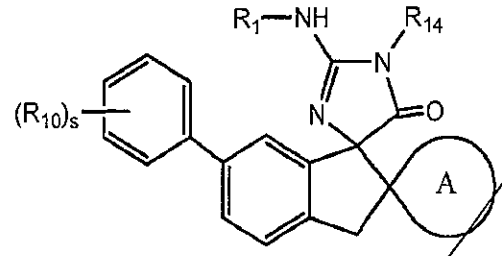
6. The compound of Claim 5, wherein ring A is selected from the group consisting of tetrahydrofuran, tetrahydropyran, cyclopentane, cyclohexane, cyclohexene, cycloheptane, oxepane, 1,3-dioxane, piperidine, 6,7,8,9-tetrahydro-5H-benzo[7]annulene, 2,3-dihydro-1H-indene, tetrahydronaphthalene, decahydronaphthalene, 5,6,7,8-tetrahydroquinoline, 5,6,7,8-tetrahydroisoquinoline, 2,3,4,5-tetrahydrobenzo[b]oxepine, and 2,3-dihydro-1H-phenalene, each of which is optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and phenyl, wherein the phenyl is optionally substituted with F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy.

7. The compound of any one of Claims 1-6, wherein R_2 is a pyridinyl, thiophenyl, pyrrolyl or pyrimidinyl, each optionally substituted with 1 to 3 substitucnts independently selected from the group consiting of halogen, -CN, (C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_6)alkoxy(C_1-C_3)alkyl.

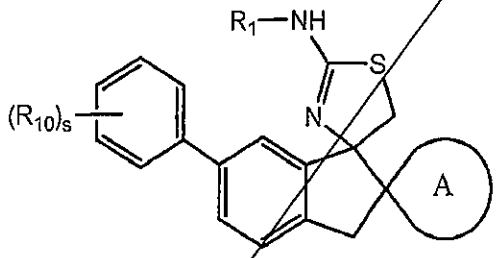
8. The compound of any one of Claims 1-6, wherein the compound is represented by the following Structural Formula:



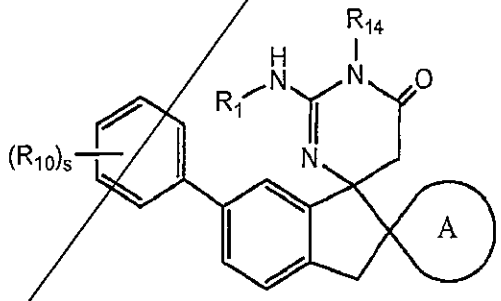
(Vb),



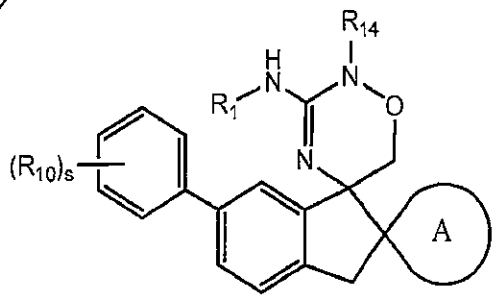
(VIb)



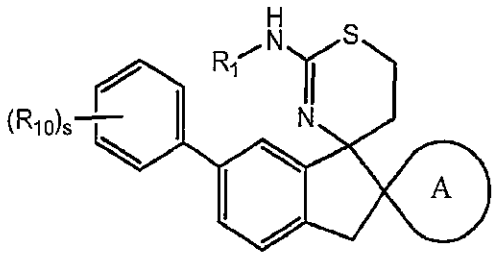
(VIIb),

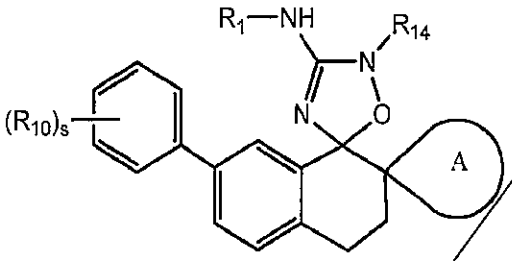


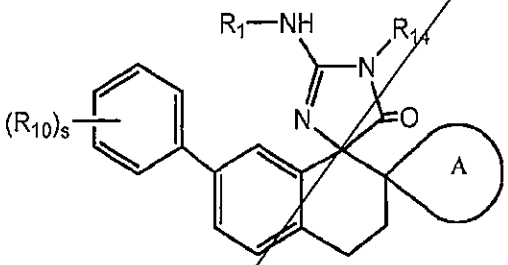
(VIIIb),

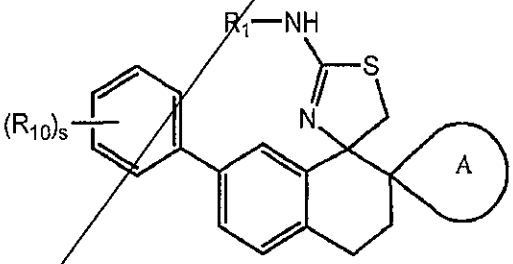


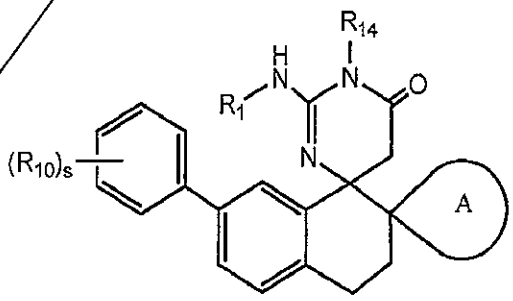
(IXb),

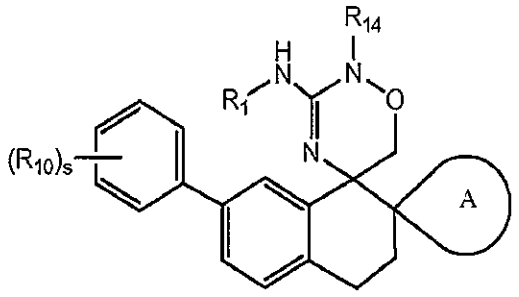

(Xb),


(XIb),

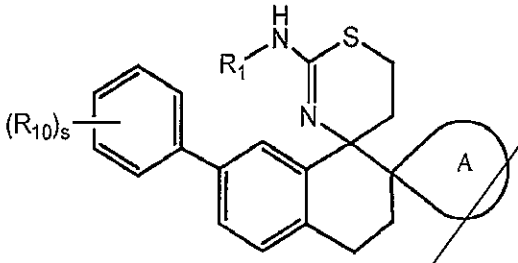

(XIIb),


(XIIIb),

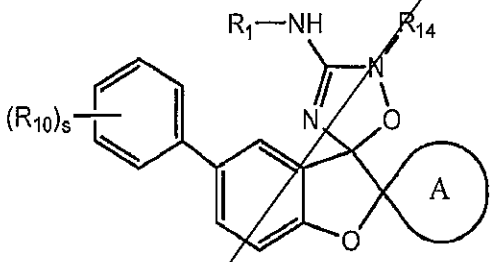

(XIVb),



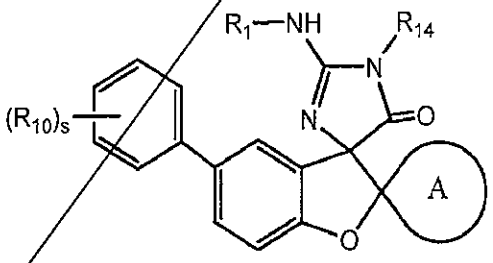
(XVb),



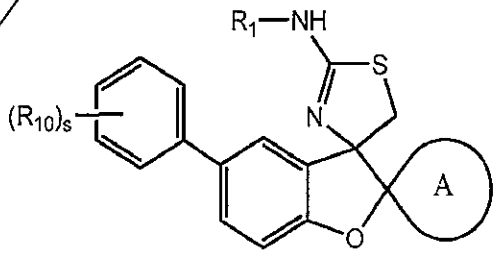
(XVIa),



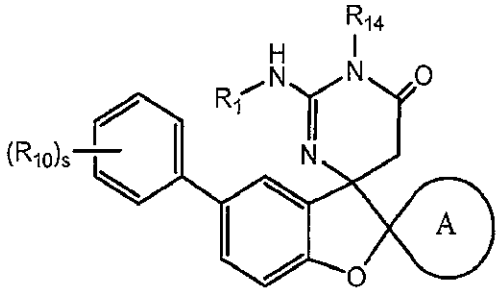
(XVIIb),



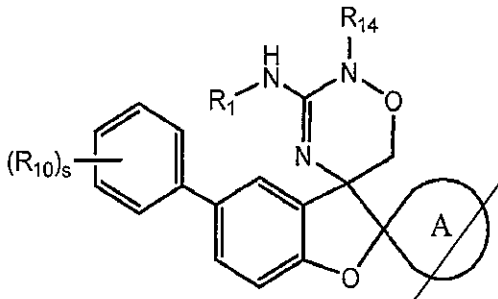
(XVIIIb)



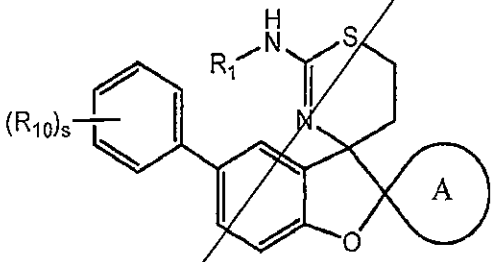
(XIXb),



(XXb),



(XXIb), or



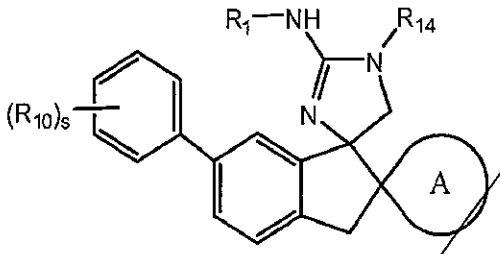
(XXIIb),

or a pharmaceutically acceptable salt thereof, wherein R_{10} is independently selected from the group consisting of -halogen, -CN, -NO_2, -OR_5, -SR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)R_5$, -$C(=S)OR_5$, -$OC(=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$C(=O)R_5$, -$C(=S)R_5$, -$OC(=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=O)OR_5$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=O)R_5$, -$C(=S)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_4$-$C_8$)cycloalkenyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_2$-$C_6$)alkenyl, halo($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the groups represented by R_{10} are each optionally substituted with 1 to 3 substituents independently selected from

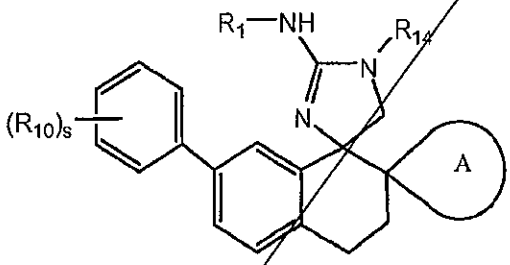
halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

and s is 0, 1, 2 or 3.

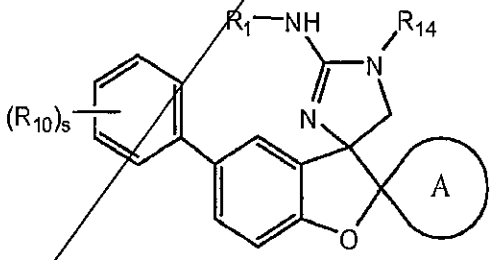
9. The compound of any one of Claims 1-6, wherein the compound is represented by the following Structural Formula:



(XXIIIb),



(XXIVb), or



(XXVb),

or a pharmaceutically acceptable salt thereof, wherein R_{10} is independently selected from the group consisting of --halogen, -CN, -NO_2, -OR_5, -SR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)R_5$, -$C(=S)OR_5$, -$OC(=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$C(=O)R_5$, -$C(=S)R_5$, -$OC(=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=O)OR_5$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=O)R_5$, -$C(=S)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_4$-$C_8$)cycloalkenyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_2$-$C_6$)alkenyl,

halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the groups represented by R_{10} are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

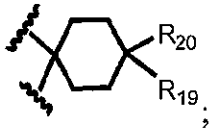
and s is 0, 1, 2 or 3.

10. The compound of any one of Claims 8 and 9, wherein R_{10} is independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, (C_1-C_6)alkoxy, halo(C_1-C_6)alkyl and halo(C_1-C_6)alkoxy.

11. The compound of Claim 10, wherein R_{10} is independently selected from the group consisting of -F, -Cl, -Br, -CN, -Me, -Et, -OMe, -CF_3, -OCF_3.

12. The compound of any one of the proceeding Claims, wherein R_1 is -H and R_{14}, when present, is -Me.

13. The compound of any one of Claims 1, 3, 4 and 7-12, wherein ring A is represented by the following structural formula:



wherein:

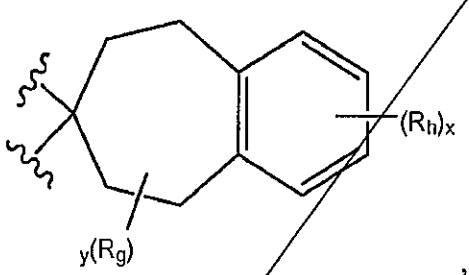
R_{19} and R_{20} are each independently selected from -H, halogen, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl and heteroaryl(C_1-C_6)alkyl, wherein each of the (C_1-C_6)alkyl, (C_2-C_6)alkenyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl and heteroaryl(C_1-C_6)alkyl groups represented by R_{19} and R_{20} is optionally substituted with 1 to 5 substituents independently selected from the group consisting of halogen, -CN,

-OH, -$NR_{11}SO_2(C_1$-$C_3)$alkyl, -$NR_{11}C(=O)$-$(C_1$-$C_3)$alkyl, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy and $(C_1$-$C_3)$alkoxy$(C_1$-$C_6)$alkyl.

14. The compound of Claim 13, wherein:

R_{20} is –H and R_{19} is –OH, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy or $(C_1$-$C_3)$alkoxy$(C_1$-$C_3)$alkoxy.

15. The compound of any one of Claims 1, 3, 4 and 7-12, wherein ring A is represented by the following structural formula:



,

wherein:

R_g and R_h, for each occurrence, are independently –H, -halogen, -CN, -NO_2, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$C(=O)R_5$, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_9)$heterocycloalkyl, aryl, heteroaryl, each $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_9)$heterocycloalkyl, aryl and heteroaryl represented by R_b is optionally substituted with 1 to 3 substituents selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -SR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, $(C_1$-$C_6)$alkyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_9)$heterocycloalkyl, $(C_2$-$C_6)$alkenyl, halo$(C_1$-$C_6)$alkyl, , hydroxy$(C_1$-$C_6)$alkyl, cyano$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy,$(C_1$-$C_6)$alkoxy$(C_1$-$C_3)$alkyl, aryl and heteroaryl;

x is an integer from 1 to 4; and

y is an integer from 1 to 6.

16. The compound of Claim 15, wherein R_g is –H and R_h is –H.

17. The compound of any one of Claims 1-6 and 12-16, wherein:

R_1 is –H or –C(=O)(C_1-C_3)alkyl;

R_2 is –H, halogen, -CN, -OR_5, -C(=O)$NR_{12}R_{13}$, -C(=O)OR_5, -C(O)R_5, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_6)cycloalkyl, (C_3-C_6)cycloalkyl(C_1-C_3)alkyl, (C_4-C_6)cycloalkenyl, phenyl, phenyl(C_1-C_3)alkyl, heteroaryl, heteroaryl(C_1-C_3)alkyl, (C_5-C_6)heterocycloalkyl, (C_5-C_6)heterocycloalky(C_1-C_3)alkyl, wherein the heteroaryl is selected from pyridyl, pyridazinyl, pyridinonyl, pyridazinonyl, thiazolyl, oxazolyl, oxadiazolyl, pyrazinyl, pyrimidyl, indolyl, quinolyl, quinoxalinyl, triazole and thiophenyl, the heterocycloalkyl is selected from oxetanyl, tretrahydrafuran, tetrapyran, piperidine, pyrrolidinyl and pyrrolidinonyl, and each of (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_6)cycloalkyl, (C_3-C_6)cycloalkyl(C_1-C_3)alkyl, (C_4-C_6)cycloalkenyl, phenyl, phenyl(C_1-C_3)alkyl, heteroaryl, heteroaryl(C_1-C_3)alkyl, (C_5-C_6)heterocycloalkyl and (C_5-C_6)heterocycloalky(C_1-C_3)alkyl groups represented by R_2 is optionally substituted with 1 to 5 substituents independently selected from halogen, -CN, (C_1-C_3)alkyl, halo(C_1-C_3)alkyl, (C_2-C_6)alkynyl, -NR_6R_7, -S(O)$_i$$R_5$, -C(O)$R_5$, -OH, ($C_3$-$C_6$)cycloalkyl, ($C_1$-$C_3$)alkoxy and halo($C_1$-$C_3$)alkoxy, and

R_{14}, when present, is –H, -OR_5, -NR_6R_7, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_3-C_6)cycloalkyl(C_1-C_3)alkyl, (C_3-C_5)heterocycloalkyl, (C_3-C_5)heterocycloalkyl(C_1-C_3)alkyl, heteroaryl, phenyl, phenyl(C_1-C_3)alkyl and heteroaryl(C_1-C_3)alkyl, wherein the heteroaryl is selected from pyridyl, pyridazinyl, pyridinonyl, pyridazinonyl, thiazolyl, oxazolyl, oxadiazolyl, pyrazinyl, pyrimidyl, indolyl, quinolyl, quinoxalinyl and thiophenyl and triazolyl, the (C_3-C_5)heterocycloalkyl is selected from oxetanyl, tetrahydrofuran, tetrahydropyran, piperidinyl and pyrrolidinyl, and each of the (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_3-C_6)cycloalkyl(C_1-C_3)alkyl, (C_3-C_5)heterocycloalkyl, (C_3-C_5)heterocycloalkyl(C_1-C_3)alkyl, heteroaryl, phenyl, phenyl(C_1-C_3)alkyl and heteroaryl(C_1-C_3)alkyl groups represented by R_{14} is optionally substituted with 1

to 3 substituents independently selected from halogen, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}SO_2R_5$, -OH, $-COOR_5$, $-C(=O)R_5$, $-C(=O)NR_{12}R_{13}$ and thiazolyl.

18. The compound of any one of Claims 1-17, wherein:

R_5 is selected from the group consisting of –H, $(C_1$-$C_3)$alkyl, halo$(C_1$-$C_3)$alkyl, $(C_1$-$C_3)$alkoxy$(C_1$-$C_3)$alkyl, $(C_3$-$C_6)$cycloalkyl, $(C_3$-$C_6)$cycloalkyl$(C_1$-$C_3)$alkyl, phenyl and phenyl$(C_1$-$C_3)$alkyl, wherein the phenyl group in the groups represented by R_5 is optionally substituted with 1 to 3 substituents independently selected from -F, -Cl, -Br, -CN, =O, $-NR_6R_7$, $(C_1$-$C_3)$alkyl, halo$(C_1$-$C_3)$alkyl and $(C_1$-$C_3)$alkoxy$(C_1$-$C_3)$alkyl;

R_6 is –H or $(C_1$-$C_3)$alkyl;

R_7 is –H, $(C_1$-$C_3)$alkyl, halo$(C_1$-$C_3)$alkyl, $(C_3$-$C_6)$cycloalkyl, $(C_3$-$C_6)$cycloalkyl$(C_1$-$C_3)$alkyl or $(C_1$-$C_3)$alkoxy$(C_1$-$C_3)$alkyl;

R_{11} is –H or $(C_1$-$C_3)$alkyl;

R_{12} is –H or $(C_1$-$C_3)$alkyl; and

R_{13} is –H, $(C_1$-$C_3)$alkyl, halo$(C_1$-$C_3)$alkyl, $(C_3$-$C_6)$cycloalkyl$(C_1$-$C_3)$alkyl or $(C_1$-$C_3)$alkoxy$(C_1$-$C_3)$alkyl, or R_{12} and R_{13} together with the nitrogen atom to which they are attached forms a pyrrolidine or piperidine ring.

19. A pharmaceutical composition comprising a pharmaceutically acceptable carrier or diluent and a compound of any one of Claims 1-18 or a pharmaceutically acceptable salt thereof.

20. A method of inhibiting BACE activity in a subject in need of such treatment comprising administering to the subject an effective amount of a compound of any one of Claims 1-18 or a pharmaceutically acceptable salt thereof.

21. A method of treating a BACE mediated disorder in a subject comprising administering to the subject an effective amount of a compound of any one of Claims 1-18 or a pharmaceutically acceptable salt thereof.

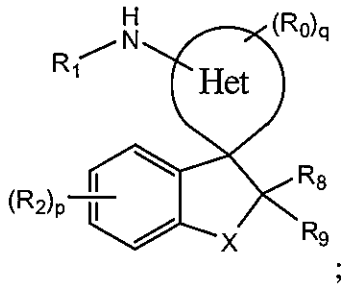
22. The method of Claim 21, wherein the disorder is selected from the group consisting of Alzheimer's disease, cognitive impairment, Down's Syndrome, HCHWA-D, cognitive decline, senile dementia, cerebral amyloid angiopathy, degenerative dementia, other neurodegenerative disorders, and glaucoma.

23. The method of Claim 22, wherein the disorder is Alzheimer's disease.

24. The method of Claim 22, wherein the disorder is glaucoma.

CLAIMS

1. A compound represented by the following Structural Formula:



;

or a pharmaceutically acceptable salt thereof, wherein:

ring Het is a 5 membered monocyclic heterocycle;

X is $-C(R_3R_4)-$;

each R_0 is independently selected from –H, =O, =S, $=NR_{15}$, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, -CN, $-NO_2$, halogen, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $-NR_{11}S(O)_iR_5$, $-C(=O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-NR_{11}(C=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=S)R_5$, $-C(=O)R_5$, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_3)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_3)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl or heteroaryl(C_1-C_6)alkyl, each of the (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_3)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_3)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl or heteroaryl(C_1-C_6)alkyl group represented by R_0 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of -halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_3)alkoxy(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_9)heterocycloalkyl, aryl, heteroaryl, $-NR_6R_7$, $-NR_{11}S(O)_iR_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-S(O)_iR_5-$, $-S(O)_iNR_{12}R_{13}$, $-OR_5$, $-C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-C(O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=O)OR_5$,

$-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$ and $-C(=S)R_5$, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on the groups represented by R_0 are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_1 is -H, -OH, -(C_1-C_4)alkoxy, (C_1-C_6)alkyl, aryl(C_1-C_6)alkyl, or heteroaryl(C_1-C_6)alkyl; wherein each alkyl, aryl and heteroaryl is optionally substituted with 1 to 5 substituents independently selected from halogen, -CN, -OH, (C_1-C_4)alkyl, halo(C_1-C_4)alkyl, (C_1-C_3)alkoxy and halo(C_1-C_3)alkoxy;

each R_2 is independently selected from a) -H, -halogen, -CN, $-NO_2$, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $C(=O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-NR_{11}(C=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=S)R_5$, and $-C(=O)R_5$,; and b) (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl(C_2-C_6)alkynyl, (C_4-C_8)cycloalkenyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl(C_2-C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl, and heteroaryl(C_2-C_6)alkynyl, wherein each of the (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl(C_2-C_6)alkynyl, (C_4-C_8)cycloalkenyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl(C_2-C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl, and heteroaryl(C_2-C_6)alkynyl groups represented by R_2 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of -halogen, -CN, $-NO_2$, $-OR_5$, $-SR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(=O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $-C(=O)OR_5$, $-OC(=O)R_5$, $-C(=S)OR_5$, $-OC(=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-C(=O)R_5$, $-C(=S)R_5$, $-OC(=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=O)OR_5$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=O)R_5$, $-C(=S)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_4-C_8)cycloalkenyl, (C_3-C_9)heterocycloalkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, $(C_1-$

C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on the groups represented by R_2 are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_3 and R_4 are each independently -H, -halogen, -CN, -NO_2, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)OR_5$, -$C(=S)OR_5$, -$O(C=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$NR_{11}(C=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=S)R_5$, -$C(=O)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_3$-$C_8$)cycloalkyl($C_1$-$C_6$)alkyl, ($C_3$-$C_8$)cycloalkyl($C_2$-$C_6$)alkynyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_3$-$C_9$)heterocycloalkyl($C_1$-$C_6$)alkyl, ($C_3$-$C_9$)heterocycloalkyl($C_2$-$C_6$)alkynyl, aryl, aryl($C_1$-$C_6$)alkyl, aryl($C_2$-$C_6$)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl or heteroaryl(C_1-C_6)alkynyl, wherein each (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl(C_2-C_6)alkynyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl(C_2-C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl or heteroaryl(C_1-C_6)alkynyl represented by R_3 and R_4 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of halogen, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)OR_5$, -$C(=S)OR_5$, -$O(C=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$NR_{11}(C=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=S)R_5$, -$C(=O)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, halo($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_9)heterocycloalkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on the groups represented by R_3 and R_4 are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_5 is -H, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, $(C_1$-$C_3)$alkoxy$(C_1$-$C_6)$alkyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_8)$cycloalkyl$(C_1$-$C_6)$alkyl, $(C_3$-$C_9)$heterocycloalkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_1$-$C_6)$alkyl, aryl, aryl$(C_1$-$C_6)$alkyl, heteroaryl or heteroaryl$(C_1$-$C_6)$alkyl, each of the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, aryl and heteroaryl in the groups represented by R_5 is optionally substituted with 1 to 5 substituents independently selected from the group consisting of halogen, =O, $-NR_6C(=NH)NR_6R_7$, $-C(=O)OR_c$, $-OR_c$, $-SR_c$, $-C(=O)NR_6R_7$, $-C(=O)R_c$, $-S(O)_iR_c$, $-NO_2$, -CN, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy and $-NR_6R_7$;

R_c is –H, $(C_1$-$C_3)$alkyl, halo$(C_1$-$C_3)$alkyl or $(C_1$-$C_3)$alkoxy$(C_1$-$C_3)$alkyl;

R_6 and R_7 are each independently -H, $(C_1$-$C_6)$alkyl, hydroxy$(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_3$-$C_8)$ cycloalkyl, $(C_3$-$C_8)$cycloalkyl$(C_1$-$C_6)$alkyl, $(C_3$-$C_9)$heterocycloalkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_1$-$C_6)$alkyl, aryl, aryl$(C_1$-$C_6)$alkyl, heteroaryl, or heteroaryl$(C_1$-$C_6)$alkyl , all of which groups are optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, $(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy and $(C_1$-$C_3)$alkoxy$(C_1$-$C_6)$alkyl;

R_8 and R_9, together with the carbon to which they are attached, form ring A, which is a 3-14 membered monocyclic ring, wherein ring A optionally contains 1 to 3 heteroatoms independently selected from O, N, and S and when the heteroatom is nitrogen, the nitrogen is substituted with -H, $(C_1$-$C_3)$alkyl or halo$(C_1$-$C_3)$alkyl, and when the heteroatom is sulfur, the sulfur is optionally mono or di-oxygenated; and ring A is optionally substituted with 1 to 4 substituents independently selected from the group consisting of from halogen, -CN, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(O)_iR_5$, $-S(O)_iNR_{12}R_{13}$, $-C(=O)OR_5$, $-OC(=O)OR_5$, $-C(=S)OR_5$, $-O(C=S)R_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-NR_{11}C(=S)R_5$, $-NR_{11}(C=O)OR_5$, $-O(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)OR_5$, $-O(C=S)NR_{12}R_{13}$, $-NR_{11}(C=O)NR_{12}R_{13}$, $-NR_{11}(C=S)NR_{12}R_{13}$, $-C(=S)R_5$, $-C(=O)R_5$, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, halo$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkylsulfonylamino$(C_1$-$C_6)$alkyl, hydroxy$(C_1$-$C_6)$alkyl, cyano$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkylcarbonylamino$(C_1$-$C_6)$alkyl, $(C_1$-$C_3)$alkoxy, halo$(C_1$-$C_3)$alkoxy, $(C_1$-$C_6)$alkoxy$(C_1$-$C_3)$alkyl, $(C_3$-$C_8)$cycloalkyl, $(C_3$-$C_8)$cycloalkyl$(C_1$-$C_6)$alkyl, $(C_3$-$C_8)$cycloalkyl$(C_2$-$C_6)$alkynyl, $(C_3$-$C_9)$heterocycloalkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_1$-$C_6)$alkyl, $(C_3$-$C_9)$heterocycloalkyl$(C_2$-

C_6)alkynyl, aryl, aryl(C_1-C_6)alkyl, aryl(C_2-C_6)alkynyl, heteroaryl, heteroaryl(C_1-C_6)alkyl, and heteroaryl(C_2-C_6)alkynyl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the substituents on ring A are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_{11} is –H or (C_1-C_6)alkyl, wherein (C_1-C_6)alkyl is optionally substituted with 1 to 5 substituents independently selected from halogen, CN, (C_1-C_6)alkoxy, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_9)heterocycloalkyl, aryl and heteroaryl, wherein the (C_1-C_6)alkoxy, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, (C_3-C_9)heterocycloalkyl, aryl and heteroaryl groups are each optionally substituted with 1 to 3 substitutes independently selected from the group consisting of halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_{12} and R_{13} are each independently -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, amino(C_1-C_6)alkyl, (C_1-C_3)alkylamino(C_1-C_6)alkyl, di(C_1-C_3)alkylamino(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl or heteroaryl(C_1-C_6)alkyl, wherein the (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_9)heterocycloalkyl, (C_3-C_9)heterocycloalkyl(C_1-C_6)alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl and heteroaryl(C_1-C_6)alkyl group is optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

or R_{12} and R_{13}, together with the nitrogen to which they are attached, form a 3-8 membered ring optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$NR_{11}S(O)_iR_5$, -C(=O)OR_5, -OC(=O)OR_5, -C(=S)OR_5, -O(C=S)R_5, -C(=O)NR_6R_7, -NR_{11}C(=O)R_5, -C(=S)NR_6R_7, -NR_{11}C(=S)R_5, -NR_{11}(C=O)OR_5, -O(C=O)NR_6R_7, -NR_{11}(C=S)OR_5, -O(C=S)NR_6R_7, -NR_{11}(C=O)NR_6R_7, -NR_{11}(C=S)NR_6R_7, -C(=S)R_5, -C(=O)R_5, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy

and (C_1-C_6)alkoxy(C_1-C_3)alkyl, wherein the 3-8 membered ring optionally contains 1 to 3 additional heteroatoms, which are independently selected from O, N and S, wherein when the additional heteroatom is nitrogen, the nitrogen is substituted with -H, (C_1-C_3)alkyl or halo(C_1-C_3)alkyl, and when the additional heteroatom is sulfur, the sulfur is optionally mono or di-oxygenated;

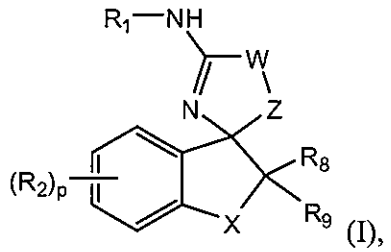
R_{15} is -H or (C_1-C_6)alkyl optionally substituted with 1 to 5 –F.

i is 0, 1 or 2;

p is 1, 2 3 or 4; and

q is 1, 2 or 3.

2. The compound of Claim 1, wherein the compound is represented by the following Structural Formula:



(I),

or a pharmaceutically acceptable salt thereof, wherein:

X is -C(R_3R_4)-;

W is -N(R_{14})-, -S-, -O-;

Z is -C(=O)-, -C(=S)-, -C(=NR_{15})-, -O-, -N(R_{18})-, or -($CR_{16}R_{17}$)$_m$-, provided when W is –S- or –O-, Z is not –O-;

R_1 is -H, (C_1-C_6)alkyl, aryl(C_1-C_6)alkyl, or heteroaryl(C_1-C_6)alkyl;

each R_2 is independently selected from a) -H, -halogen, -CN, -NO_2, -OR_5, -NR_6R_7, -S(O)$_i$$R_5$, -C(=O)$OR_5$, -C(=O)$NR_{12}R_{13}$, and -C(=O)$R_5$; and b) ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkenyl, ($C_2$-

C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, heteroaryl, phenoxy, and benzyloxy, each optionally substituted with 1 to 3 substituents selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -SR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl;

R_3 and R_4 are each independently -H, -halogen, -CN, -NO_2, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, or heteroaryl, wherein each (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_8)cycloalkyl, aryl, or heteroaryl is optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl;

R_5 is -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, (C_3-C_7) cycloheteroalkyl, aryl, heteroaryl or benzyl, each of which is optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_6 and R_7 are each independently -H, (C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8) cycloalkyl, (C_3-C_8)cycloalkyl(C_1-C_6)alkyl, each optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

R_8 and R_9, together with the carbon to which they are attached, form ring A, which is a 3-14 membered monocyclic ring, wherein ring A is optionally substituted with 1 to 4 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-

C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl;

R_{11} is -H, (C_1-C_6)alkyl, wherein (C_1-C_6)alkyl optionally substituted with 1 to 5 independently selected halogen atoms;

R_{12} and R_{13} are each independently -H, (C_1-C_6)alkyl, (C_1-C_3)alkoxy(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, amino(C_1-C_6)alkyl, (C_1-C_3)alkylamino(C_1-C_6)alkyl, or di(C_1-C_3)alkylamino(C_1-C_6)alkyl;

or R_{12} and R_{13}, together with the nitrogen to which they are attached, form a 3-8 membered ring optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_6R_7$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_6R_7$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_6)alkoxy(C_1-C_3)alkyl, wherein the 3-8 membered ring optionally contains 1 to 3 additional heteroatoms, which are independently selected from O, N and S, wherein when the additional heteroatom is nitrogen, the nitrogens is substituted with -H, (C_1-C_3)alkyl or halo(C_1-C_3)alkyl, and when the additional heteroatom is sulfur, the sulfur is optionally mono or di-oxygenated;

R_{14} is -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_9)cycloheteroalkyl(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl(C_1-C_3)alkyl, aryl(C_1-C_6)alkyl, heteroaryl(C_1-C_6)alkyl, each optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl and (C_1-C_3)alkoxy;

R_{15} is -H or (C_1-C_6)alkyl;

R_{16} and R_{17} are each independently -H or (C_1-C_3)alkyl;

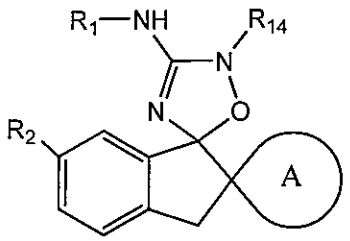
R_{18} is -H or (C_1-C_3)alkyl;

i is 0, 1 or 2;

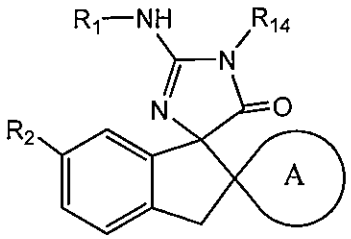
p is 1 or 2; and

m is 1.

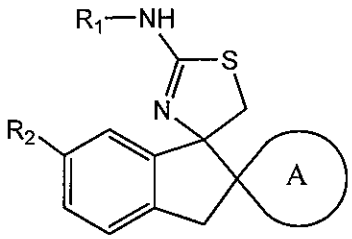
3. The compound of Claim 1, wherein the compound is represented by any one of the following Structural Formulas:



(Va),



(VIa), or

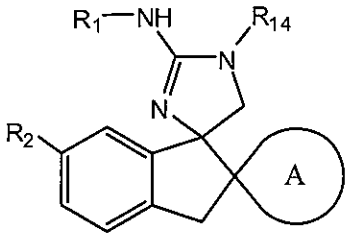


(VIIa), wherein

R_{14} is -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_9)cycloheteroalkyl(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl(C_1-C_3)alkyl, aryl(C_1-C_6)alkyl, heteroaryl(C_1-C_6)alkyl, each optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl and (C_1-C_3)alkoxy,

or a pharmaceutically acceptable salt thereof.

4. The compound of Claim 1, wherein the compound is represented by the following Structural Formula:



(XXIIIa), wherein

R_{14} is -H, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, (C_3-C_9)cycloheteroalkyl(C_1-C_3)alkyl, (C_3-C_8)cycloalkyl(C_1-C_3)alkyl, aryl(C_1-C_6)alkyl, heteroaryl(C_1-C_6)alkyl, each optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl and (C_1-C_3)alkoxy,

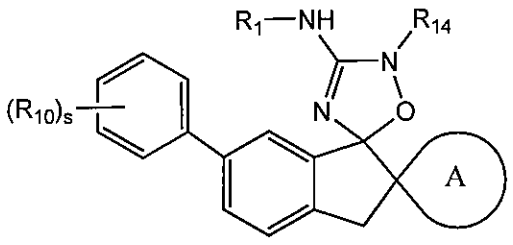
or a pharmaceutically acceptable salt thereof.

5. The compound of Claim 3, wherein ring A is a 5-7 membered monocyclic ring optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, -OR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$C(=O)OR_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy, (C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein ring A contains 0 to 2 heteroatoms, which are independently selected from O, N and S.

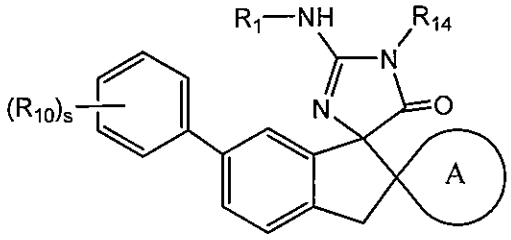
6. The compound of Claim 5, wherein ring A is selected from the group consisting of tetrahydrofuran, tetrahydropyran, cyclopentane, cyclohexane, cyclohexene, cycloheptane, oxepane, 1,3-dioxane, and piperidine, each of which is optionally substituted with 1 to 3 substituents independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, hydroxy(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and phenyl.

7. The compound of Claim 6, wherein R_2 is a pyridinyl, thiophenyl, pyrrolyl or pyrimidinyl, each optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, (C_1-C_6)alkyl, (C_3-C_8)cycloalkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_6)alkoxy(C_1-C_3)alkyl.

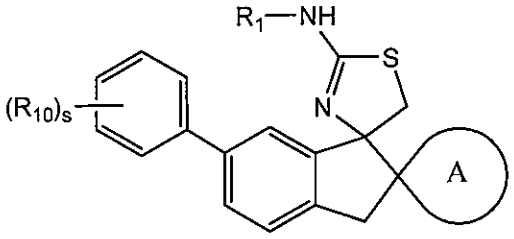
8. The compound of Claim 3, wherein the compound is represented by the following Structural Formula:



(Vb),



(VIb), and



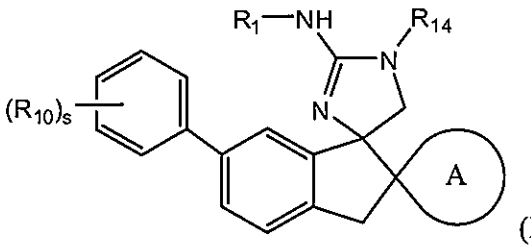
(VIIb),

or a pharmaceutically acceptable salt thereof, wherein R_{10} is independently selected from the group consisting of -halogen, -CN, -NO_2, -OR_5, -SR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)R_5$, -$C(=S)OR_5$, -$OC(=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$C(=O)R_5$, -$C(=S)R_5$, -$OC(=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=O)OR_5$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=O)R_5$, -$C(=S)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_4$-$C_8$)cycloalkenyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_2$-$C_6$)alkenyl, halo($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the groups represented by R_{10} are each optionally substituted with 1 to 3 substituents

independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

and s is 0, 1, 2 or 3.

9. The compound of Claim 4, wherein the compound is represented by the following Structural Formula:



(XXIIIb),

or a pharmaceutically acceptable salt thereof, wherein R_{10} is independently selected from the group consisting of --halogen, -CN, -NO_2, -OR_5, -SR_5, -NR_6R_7, -$S(O)_iR_5$, -$NR_{11}S(=O)_iR_5$, -$S(O)_iNR_{12}R_{13}$, -$C(=O)OR_5$, -$OC(=O)R_5$, -$C(=S)OR_5$, -$OC(=S)R_5$, -$C(=O)NR_{12}R_{13}$, -$NR_{11}C(=O)R_5$, -$C(=S)NR_{12}R_{13}$, -$NR_{11}C(=S)R_5$, -$C(=O)R_5$, -$C(=S)R_5$, -$OC(=O)OR_5$, -$O(C=O)NR_{12}R_{13}$, -$NR_{11}(C=O)OR_5$, -$NR_{11}(C=S)OR_5$, -$O(C=S)NR_{12}R_{13}$, -$NR_{11}(C=O)NR_{12}R_{13}$, -$NR_{11}(C=S)NR_{12}R_{13}$, -$C(=O)R_5$, -$C(=S)R_5$, ($C_1$-$C_6$)alkyl, ($C_2$-$C_6$)alkynyl, ($C_3$-$C_8$)cycloalkyl, ($C_4$-$C_8$)cycloalkenyl, ($C_3$-$C_9$)heterocycloalkyl, ($C_2$-$C_6$)alkenyl, halo($C_1$-$C_6$)alkyl, ($C_1$-$C_3$)alkylsulfonylaminoalkyl, hydroxy(C_1-C_6)alkyl, cyano(C_1-C_6)alkyl, (C_1-C_3)alkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy ,(C_1-C_6)alkoxy(C_1-C_3)alkyl, aryl and heteroaryl, wherein the cycloalkyl, heterocycloalkyl, aryl and heteroaryl groups in the groups represented by R_{10} are each optionally substituted with 1 to 3 substituents independently selected from halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl;

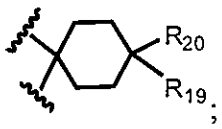
and s is 0, 1, 2 or 3.

10. The compound Claim 8, wherein R_{10} is independently selected from the group consisting of -F, -Cl, -Br, -CN, (C_1-C_6)alkyl, (C_1-C_6)alkoxy, halo(C_1-C_6)alkyl and halo(C_1-C_6)alkoxy.

11. The compound of Claim 10, wherein R_{10} is independently selected from the group consisting of -F, -Cl, -Br, -CN, -Me, -Et, -OMe, $-CF_3$, $-OCF_3$.

12. The compound of Claim 10, wherein R_1 is -H and R_{14}, when present, is -Me.

13. The compound Claim 12, wherein ring A is represented by the following structural formula:



wherein:

R_{19} and R_{20} are each independently selected from -H, halogen, -CN, $-OR_5$, $-NR_6R_7$, $-S(O)_iR_5$, $-NR_{11}S(=O)_iR_5$, $-C(=O)OR_5$, $-C(=O)NR_{12}R_{13}$, $-NR_{11}C(=O)R_5$, $-C(=S)NR_{12}R_{13}$, $-C(=O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl and heteroaryl(C_1-C_6)alkyl, wherein each of the aryl, and heteroaryl groups represented by R_{19} and R_{20} is optionally substituted with 1 to 3 substituents independently selected from the group consisting of halogen, -CN, (C_1-C_6)alkyl, halo(C_1-C_6)alkyl, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy and (C_1-C_3)alkoxy(C_1-C_6)alkyl.

14. The compound of Claim 13, wherein:

R_{20} is –H and R_{19} is –OH, (C_1-C_3)alkoxy, halo(C_1-C_3)alkoxy or (C_1-C_3)alkoxy(C_1-C_3)alkoxy.

15. The compound of Claim 1, wherein:

R_1 is –H; and

R_2 is –H, halogen, -CN, $-OR_5$, $-C(=O)NR_{12}R_{13}$, $-C(=O)OR_5$, $-C(O)R_5$, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_3-C_6)cycloalkyl, (C_3-C_6)cycloalkyl(C_1-C_3)alkyl, (C_4-C_6)cycloalkenyl, phenyl, phenyl(C_1-C_3)alkyl, heteroaryl, heteroaryl(C_1-C_3)alkyl, (C_5-C_6)heterocycloalkyl, (C_5-C_6)heterocycloalky(C_1-C_3)alkyl, wherein the heteroaryl is selected from pyridyl, pyridazinyl, pyridinonyl, pyridazinonyl, thiazolyl, oxazolyl, oxadiazolyl, pyrazinyl,

pyrimidyl, indolyl, quinolyl, quinoxalinyl, triazole and thiophenyl, the heterocycloalkyl is selected from oxetanyl, tretrahydrafuran, tetrapyran, piperidine, pyrrolidinyl and pyrrolidinonyl, and each of $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_6)$cycloalkyl, $(C_3\text{-}C_6)$cycloalkyl$(C_1\text{-}C_3)$alkyl, $(C_4\text{-}C_6)$cycloalkenyl, phenyl, phenyl$(C_1\text{-}C_3)$alkyl, heteroaryl, heteroaryl$(C_1\text{-}C_3)$alkyl, $(C_5\text{-}C_6)$heterocycloalkyl and $(C_5\text{-}C_6)$heterocycloalky$(C_1\text{-}C_3)$alkyl groups represented by R_2 is optionally substituted with 1 to 5 substituents independently selected from halogen, -CN, $(C_1\text{-}C_3)$alkyl, halo$(C_1\text{-}C_3)$alkyl, $(C_2\text{-}C_6)$alkynyl, $-NR_6R_7$, $-S(O)_iR_5$, $-C(O)R_5$, -OH, $(C_3\text{-}C_6)$cycloalkyl, $(C_1\text{-}C_3)$alkoxy and halo$(C_1\text{-}C_3)$alkoxy.

16. The compound of Claim 15, wherein:

R_5 is selected from the group consisting of –H, $(C_1\text{-}C_3)$alkyl, halo$(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy$(C_1\text{-}C_3)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, $(C_3\text{-}C_6)$cycloalkyl$(C_1\text{-}C_3)$alkyl, phenyl and phenyl$(C_1\text{-}C_3)$alkyl, wherein the phenyl group in the groups represented by R_5 is optionally substituted with 1 to 3 substituents independently selected from -F, -Cl, -Br, -CN, =O, $-NR_6R_7$, $(C_1\text{-}C_3)$alkyl, halo$(C_1\text{-}C_3)$alkyl and $(C_1\text{-}C_3)$alkoxy$(C_1\text{-}C_3)$alkyl;

R_6 is –H or $(C_1\text{-}C_3)$alkyl;

R_7 is –H, $(C_1\text{-}C_3)$alkyl, halo$(C_1\text{-}C_3)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, $(C_3\text{-}C_6)$cycloalkyl$(C_1\text{-}C_3)$alkyl or $(C_1\text{-}C_3)$alkoxy$(C_1\text{-}C_3)$alkyl;

R_{11} is –H or $(C_1\text{-}C_3)$alkyl;

R_{12} is –H or $(C_1\text{-}C_3)$alkyl; and

R_{13} is –H, $(C_1\text{-}C_3)$alkyl, halo$(C_1\text{-}C_3)$alkyl, $(C_3\text{-}C_6)$cycloalkyl$(C_1\text{-}C_3)$alkyl or $(C_1\text{-}C_3)$alkoxy$(C_1\text{-}C_3)$alkyl, or R_{12} and R_{13} together with the nitrogen atom to which they are attached forms a pyrrolidine or piperidine ring.

17. A pharmaceutical composition comprising a pharmaceutically acceptable carrier or diluent and a compound of Claim 1 or a pharmaceutically acceptable salt thereof.