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(71) Applicant: **GENENTECH, INC.** [US/US]; 1 DNA Way, South San Francisco, California 94080 (US).

(72) Inventors; and
(71) Applicants : **CRAWFORD, James John** [GB/US]; c/o Genentech, Inc., 1 DNA Way, South San Francisco, California 94080 (US). **ORTWINE, Daniel Fred** [US/US]; c/o Genentech, Inc., 1 DNA Way, South San Francisco, California 94080 (US). **WEI, BinQing** [CN/US]; c/o Genentech, Inc., 1 DNA Way, South San Francisco, California 94080 (US). **YOUNG, Wendy B.** [US/US]; c/o Genentech, Inc., 1 DNA Way, South San Francisco, California 94080 (US).

(74) Agents: **ANDRUS, Alex** et al.; GENENTECH, INC., 1 DNA Way, MS 49, South San Francisco, California 94080 (US).

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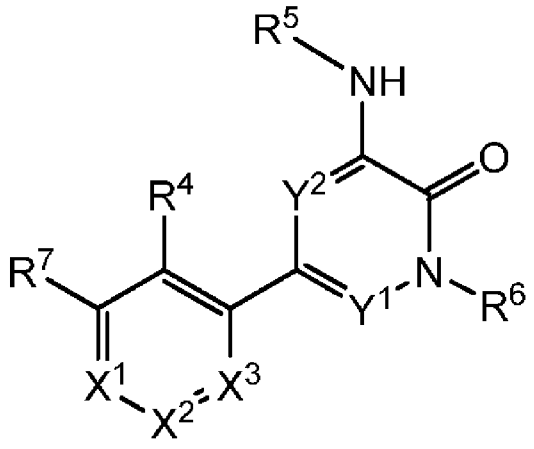
(54) **Title**: HETEROARYL PYRIDONE AND AZA-PYRIDONE COMPOUNDS AS INHIBITORS OF BTK ACTIVITY



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(57) **Abstract**: Heteroaryl pyridone and aza-pyridone compounds of Formula I are provided, where one or two of X^1, X^2, and X^3 are N, and including stereoisomers, tautomers, and pharmaceutically acceptable salts thereof, useful for inhibiting Btk kinase, and for treating immune disorders such as inflammation mediated by Btk kinase. Methods of using compounds of Formula I for *in vitro, in situ,* and *in vivo* diagnosis, and treatment of such disorders in mammalian cells, or associated pathological conditions, are disclosed.

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