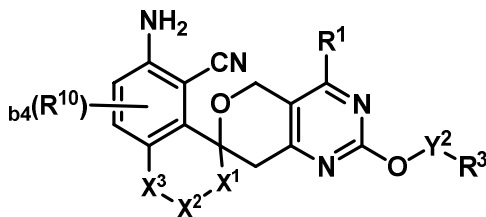


WHAT IS CLAIMED IS:

1. A compound of Formula (II-a):



Formula (II-a)

or a pharmaceutically acceptable salt thereof, wherein:

b4 is 0 or 1;

each **R¹⁰** is independently selected from the group consisting of: -Cl, -F, -CN, and C₁₋₃ alkyl optionally substituted with 1-3 **R^c**;

X¹ is selected from the group consisting of a bond, S(O)₀₋₂, CH₂, CHR^L, C(R^L)₂, and O;

X² and **X³** are independently selected from the group consisting of: CH₂, CHR^L, C(R^L)₂, O, and S(O)₀₋₂, provided that no more than one of **X¹**, **X²**, and **X³** is selected from the group consisting of: O and S(O)₀₋₂;

each **R^L** is independently selected from the group consisting of C₁₋₃ alkoxy, -F, CN, and C₁₋₃ alkyl optionally substituted with 1-3 **R^c**; or

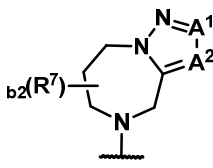
one pair of **R^L** on the same or different ring carbon atom(s) taken together with the ring atom(s) connecting them form a C₃₋₆ cycloalkyl ring;

R¹ is selected from the group consisting of:

(i) a 4-10 membered heterocyclyl optionally substituted with 1-4 **R⁷**;

(ii) an 8-12 membered bicyclic heterocyclyl, wherein the heterocyclyl comprises an endocyclic group selected from the group consisting of C(=O)NH and S(O)₂NH, and wherein the heterocyclyl is further optionally substituted with 1-3 **R⁷** at one or more ring carbon atoms;

and

(iii)  , wherein **b2** is 0, 1, 2, or 3; and **A¹** and **A²** are independently

selected from the group consisting of: N, CH, and CR^7 ;

each R^7 is independently selected from the group consisting of R^a and R^b ;

Y^2 is a bond or a straight-chain C_{1-6} alkylene optionally substituted with 1-6 R^Y ;

each R^Y is independently selected from the group consisting of: halo, cyano, -OH, oxo, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-6} alkyl, and C_{1-6} haloalkyl, or

one pair of R^Y on the same or different carbon atom(s) taken together with the atom(s) connecting them forms a C_{3-6} cycloalkyl ring or 4-6 membered heterocyclyl ring, each of which is optionally substituted with 1-3 independently selected C_{1-3} alkyl;

R^3 is selected from the group consisting of:

(a) 4-15 membered heterocyclyl optionally substituted with 1-6 substituents independently selected from the group consisting of: R^a and R^b ; and

(b) $-\text{NR}^d\text{R}^e$;

each R^a is independently selected from the group consisting of:

(a) halo;

(b) cyano;

(c) -OH;

(d) oxo;

(e) $-\text{C}_{1-6}$ alkoxy;

(f) $-\text{C}_{1-6}$ haloalkoxy;

(g) $-\text{NR}^d\text{R}^e$;

(h) $\text{C}(=\text{O})\text{C}_{1-6}$ alkyl;

(i) $\text{C}(=\text{O})\text{C}_{1-6}$ haloalkyl;

(j) $\text{C}(=\text{O})\text{OH}$;

(k) $\text{C}(=\text{O})\text{OC}_{1-6}$ alkyl;

(l) $\text{C}(=\text{O})\text{OC}_{1-6}$ haloalkyl;

(m) $\text{C}(=\text{O})\text{N}(\text{R}^f)_2$;

(n) $\text{S}(\text{O})_{0-2}(\text{C}_{1-6}$ alkyl);

(o) $\text{S}(\text{O})_{0-2}(\text{C}_{1-6}$ haloalkyl);

(p) $\text{S}(\text{O})_{1-2}\text{N}(\text{R}^f)_2$; and

(q) C_{1-6} alkyl, C_{2-6} alkenyl, or C_{2-6} alkynyl, each optionally substituted with 1-6 R^c ;

each **R^b** is independently selected from the group consisting of: **-(L^b)_b-R^{b1}** and **-R^{b1}**,
wherein:

b is 1, 2, or 3;

each **-L^b** is independently selected from the group consisting of: **-O-**, **-N(H)-**, **-N(C₁₋₃ alkyl)-**, **-S(O)₀₋₂-**, **C(=O)**, and **C₁₋₃ alkylene**; and

each **R^{b1}** is independently selected from the group consisting of: **C₃₋₁₀ cycloalkyl**, **4-10 membered heterocyclyl**, **C₆₋₁₀ aryl**, and **5-10 membered heteroaryl**, each of which is optionally substituted with 1-3 **R^g**;

each **R^c** is independently selected from the group consisting of: halo, cyano, **-OH**, **-C₁₋₆ alkoxy**, **-C₁₋₆ haloalkoxy**, **-NR^dR^e**, **C(=O)C₁₋₆ alkyl**, **C(=O)C₁₋₆ haloalkyl**, **C(=O)OC₁₋₆ alkyl**, **C(=O)OC₁₋₆ haloalkyl**, **C(=O)OH**, **C(=O)N(R^f)₂**, **S(O)₀₋₂(C₁₋₆ alkyl)**, **S(O)₀₋₂(C₁₋₆ haloalkyl)**, and **S(O)₁₋₂N(R^f)₂**;

each **R^d** and **R^e** is independently selected from the group consisting of: **H**, **C(=O)C₁₋₆ alkyl**, **C(=O)C₁₋₆ haloalkyl**, **C(=O)OC₁₋₆ alkyl**, **C(=O)OC₁₋₆ haloalkyl**, **C(=O)N(R^f)₂**, **S(O)₁₋₂(C₁₋₆ alkyl)**, **S(O)₁₋₂(C₁₋₆ haloalkyl)**, **S(O)₁₋₂N(R^f)₂**, and **C₁₋₆ alkyl** optionally substituted with 1-3 **R^h**;

each **R^f** is independently selected from the group consisting of: **H** and **C₁₋₆ alkyl** optionally substituted with 1-3 **R^h**;

each **R^g** is independently selected from the group consisting of: **R^h**, **C₁₋₃ alkyl**, **C₁₋₃ haloalkyl**, **C₃₋₅ cycloalkyl**, and **4-5 membered heterocyclyl**; and

each **R^h** is independently selected from the group consisting of: halo, cyano, **-OH**, **-C₁₋₆ alkoxy**, **-C₁₋₆ haloalkoxy**, **-NH₂**, **-N(H)(C₁₋₃ alkyl)**, and **-N(C₁₋₃ alkyl)₂**.

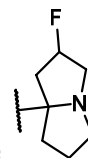
2. The compound of claim 1, wherein **X¹** is **CH₂**; and **X²** and **X³** are both **CH₂**.

3. The compound of claim 1, wherein **X¹** is **CH₂**; **X²** is **CH₂**; and **X³** is **CHR^L**.

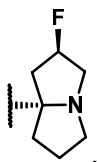
4. The compound of claim 1 or 3, wherein each **R^L** is independently selected from the group consisting of: **CH₃**, **CF₃**, **CHF₂**, and **CH₂F**.

5. The compound of any one of claims 1-4, wherein $\mathbf{Y}^2$ is $-\text{CH}_2-$; and $\mathbf{R}^3$ is a 4-10 membered heterocyclyl having one ring nitrogen atom and 0-1 additional ring heteroatom selected from the group consisting of oxygen and nitrogen, wherein the heterocyclyl is optionally substituted with 1-6 $\mathbf{R}^a$.

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6. The compound of claim any one of claims 1-5, wherein $\mathbf{R}^3$ is



7. The compound of any one of claims 1-6, wherein $\mathbf{R}^1$ is a 4-10 membered heterocyclyl optionally substituted with 1-4 $\mathbf{R}^7$.

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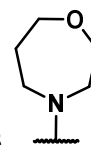
8. The compound of any one of claims 1-7, wherein each $\mathbf{R}^7$ is independently selected from the group consisting of: $-\text{OH}$; $-\text{CN}$; $-\text{F}$; and C_{1-3} alkyl optionally substituted with 1-3 $\mathbf{R}^c$, wherein

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each $\mathbf{R}^c$ is independently selected from the group consisting of: $-\text{F}$, $-\text{OH}$, and $-\text{CN}$.

9. The compound of any one of claims 1-6, wherein $\mathbf{R}^1$ is a 7-10 membered heterocyclyl having one ring nitrogen atom, one ring oxygen atom, and no additional ring heteroatoms, wherein the 7-10 membered heterocyclyl is optionally substituted with 1-4 $\mathbf{R}^7$.

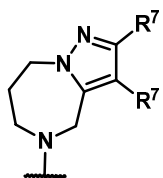
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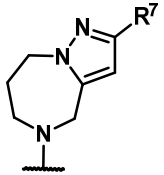


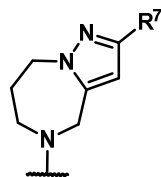
10. The compound of any one of claims 1-6 or 9, wherein $\mathbf{R}^1$ is optionally substituted with 1-4 $\mathbf{R}^7$ at one or more ring carbon atoms; optionally

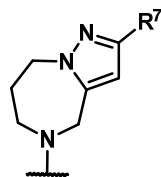
wherein each $\mathbf{R}^7$ is independently selected from the group consisting of: $-\text{OH}$; $-\text{CN}$; $-\text{F}$; and C_{1-3} alkyl optionally substituted with 1-3 $\mathbf{R}^c$, wherein each $\mathbf{R}^c$ is independently selected from the group consisting of: $-\text{F}$, $-\text{OH}$, and $-\text{CN}$.

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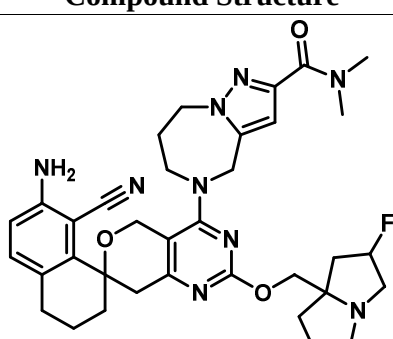
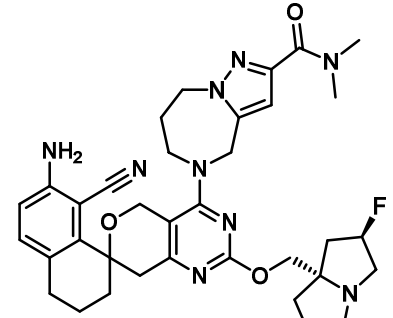
11. The compound of any one of claims 1-6, wherein R^1 is  or

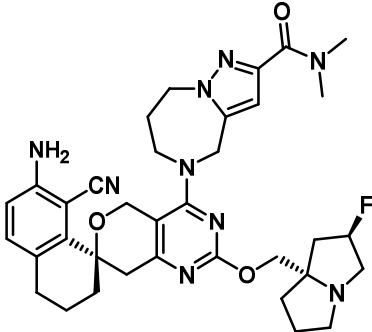
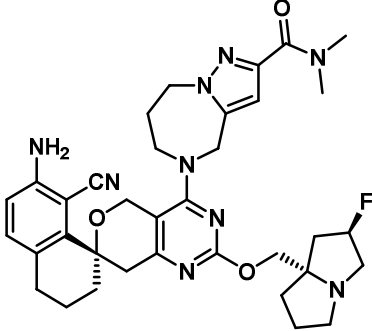
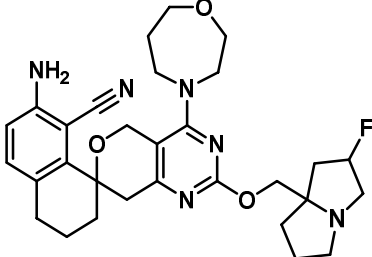
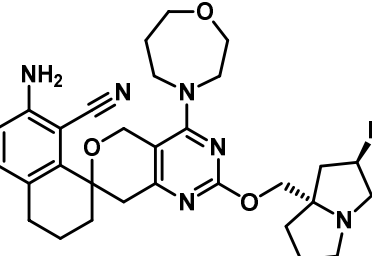
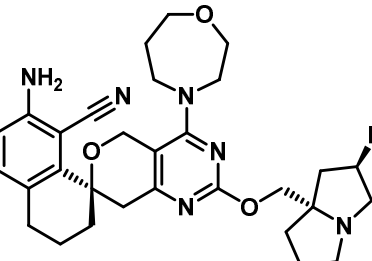


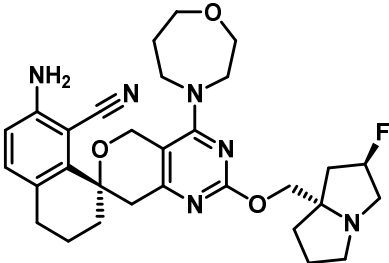
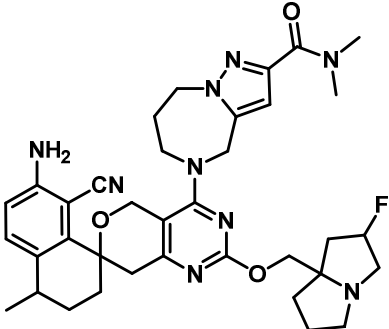
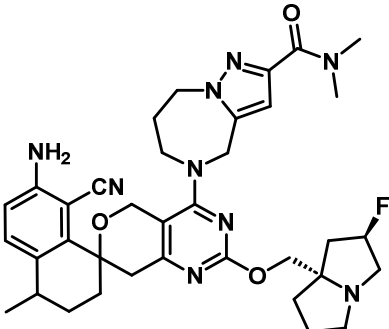
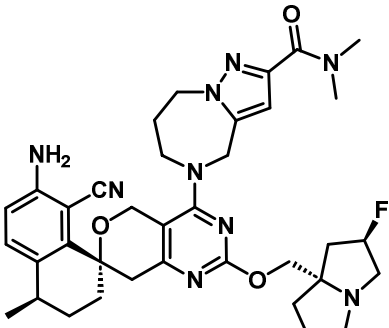
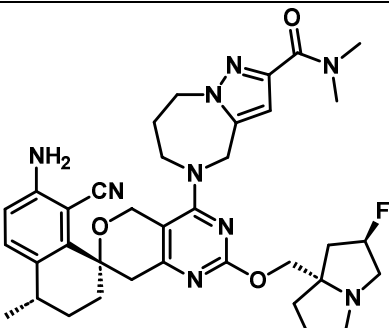
12. The compound of claim 11, wherein R^1 is ; and R^7 is selected from the group consisting of: $C(=O)N(R^f)_2$, $C(O)N(C_{1-3} \text{ alkyl})R^{b1}$, $-C(O)N(H)R^{b1}$, R^{b1} , and $C(O)R^{b1}$; optionally

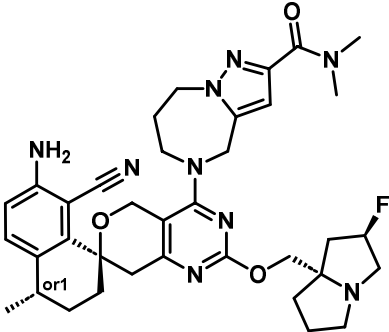
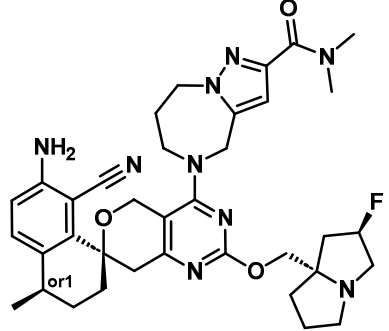
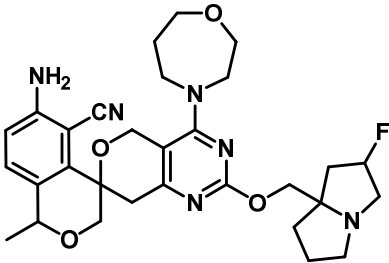
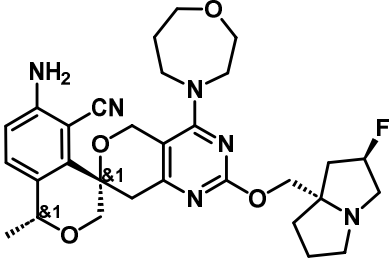
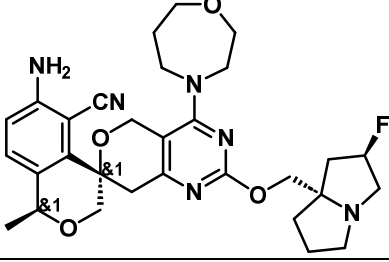
wherein R^7 is $C(=O)N(R^f)_2$, wherein each R^f is independently H or C_{1-3} alkyl optionally substituted with 1-3 R^h .

13. The compound of claim 1, wherein the compound is selected from the group consisting of:

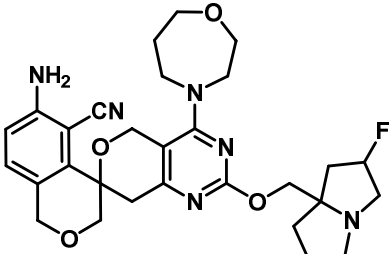
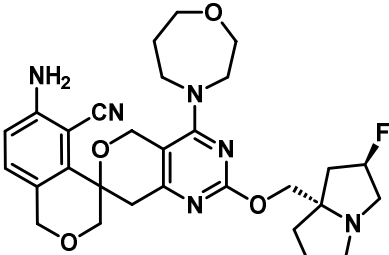
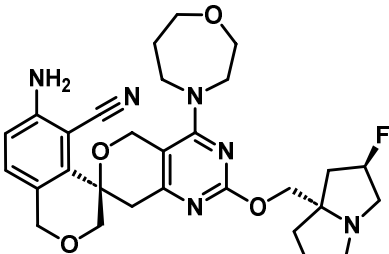
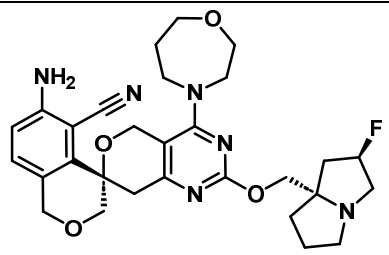
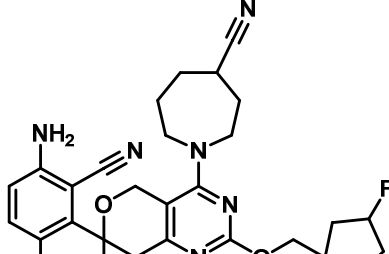
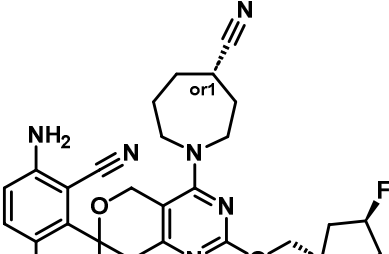
No.	Compound Structure
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158a	

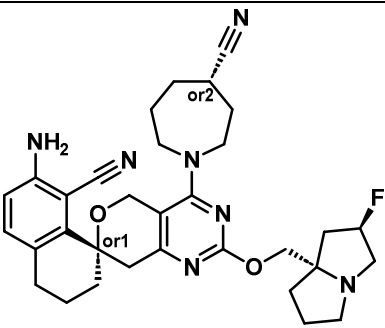
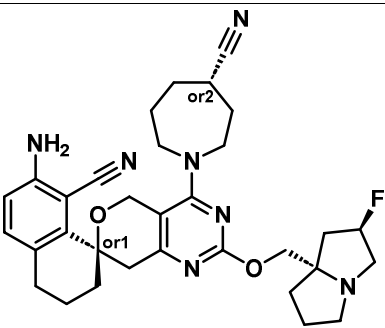
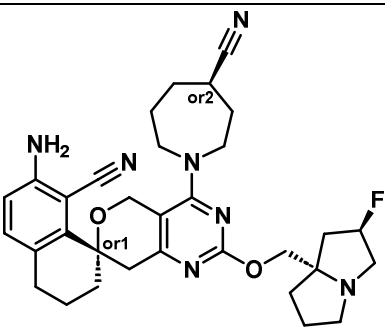
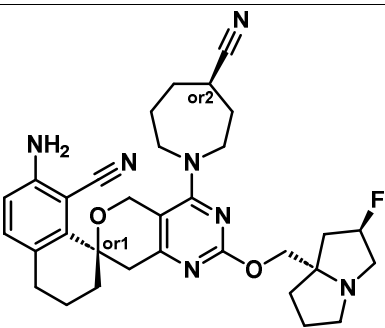
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158c	
161	
161a	
161b	

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176a	
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176d	
176e	
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178a	
178b	

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179e	
179f	

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180a	
180b	
180c	
192	
192a	

192b	
192c	
192d	
192e	

or a pharmaceutically acceptable salt thereof.

14. A pharmaceutical composition comprising a compound of any one of claims 1-13, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

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15. A compound of any one of claims 1-13, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of claim 14, for use in therapy.

16. Use of a compound of any one of claims 1-13, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of claim 14, in the manufacture of a medicament for the treatment of a KRas-associated cancer.

5 **17.** The use of claim 16, wherein the KRas-associated cancer is a mutant KRas-associated cancer; optionally

 wherein the mutant KRas-associated cancer is a KRas G12A-associated cancer, a KRas G12C-associated cancer, a KRas G12D-associated cancer, a KRas G12R-associated cancer, a KRas G12S-associated cancer, or a KRas G12V-associated cancer; optionally

10 wherein the mutant KRas-associated cancer is a KRas G12D-associated cancer or a KRas G12V-associated cancer; optionally

 wherein the mutant KRas-associated cancer is a KRas G12D-associated cancer; optionally wherein the mutant KRas-associated cancer is a KRas G12R-associated cancer; or

 optionally wherein the mutant KRas-associated cancer is a KRas G12V-associated
15 cancer.