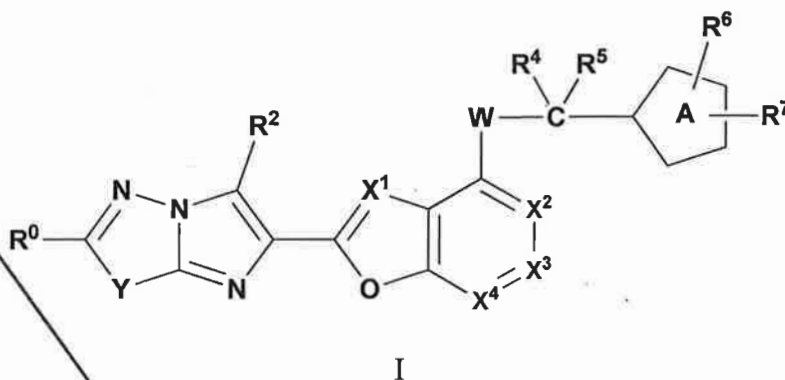


WHAT IS CLAIMED IS:

1. A compound of Formula I:



or a stereoisomer, tautomer, pharmaceutically acceptable salt, solvate thereof, wherein:

W is O or S;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

halo,

C₁-C₄ alkyl,

C₂-C₃ alkenyl,

C₂-C₃ alkynyl,

C₃-C₄ cycloalkyl,

C₁-C₄ alkoxy,

C₁-C₂ alkoxy-C₁-C₂ alkyl,

tetrahydrofuran-2-yl;

C₁-C₄ alkylthio,

C₁-C₄ alkylNH-,

(C₁-C₄ alkyl)₂N-,

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo-C₃-C₄ cycloalkyl,

halo-C₁-C₂ alkoxy, and

halo-C₁-C₂ alkylthio;

R^{1a} is independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₂-C₃ alkenyl,
C₂-C₃ alkynyl,
C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
C₁-C₄ alkylNH-,
(C₁-C₄ alkyl)₂N-,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl,
halo-C₁-C₂ alkoxy,
CN, and
OH;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy, and
cyano;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³ or N;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₂-C₄ alkenyl, C₂-C₄ alkynyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, OH, CN, OCF₃, OCHF₂, OCH₂F, C₁-C₂-alkoxy-C₁-C₂-alkoxy, halo-C₁-C₃-alkyl, which contains 1 to 5 halogens, benzyloxy substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano, and -(CH₂)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl, or R⁴ and R⁵ can be taken together with the carbon to which they are attached to form a C₃-C₇ cycloalkyl ring;

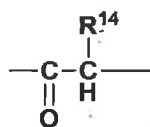


is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, OCF₃, OCHF₂, OH, CN, NO₂, NR¹¹R¹², COOH, C₁-C₄ alkoxycarbonyl, (C=O)NR¹¹R¹², C₁-C₄ alkylsulfonyl, S(=O)₂NR¹¹R¹², and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,
-O-,
-S-,



C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₁-C₄ alkyleneoxy,

C₁-C₄ alkyleneethio,

C₁-C₄ alkyleneoxy-C₁-C₄-alkylene,

C₁-C₄-alkyleneethio-C₁-C₄-alkylene,

-S-C₁-C₄-alkylene,

-O-C₁-C₄-alkylene,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, cyano-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or

6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹⁻⁴⁻ to

10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², NR¹¹R¹² and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,
C₁-C₄ alkyl,
halo-C₁-C₄-alkyl,
C₂-C₄ alkenyl,
C₂-C₄ alkynyl,

$-(CR^{14}R^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano,

$-(CHR^{13})_n^1$ - C_3 - C_6 -cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

$-(CHR^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

$-(CHR^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl,

C_1 - C_4 -alkylcarbonylamino- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkylaminophenyl,

hydroxy- C_1 - C_4 -alkyl,

cyano- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl,

C_1 - C_4 -alkylcarbonyl,

phenylcarbonyl;

C_1 - C_4 -alkoxycarbonylamino- C_1 - C_4 -alkylcarbonyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkylcarbonyl,

amino- C_1 - C_4 -alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , CHF_2 , OCF_3 , $OCHF_2$,

OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl, halo-C₁-C₄-alkyl, C₁-C₄-alkoxycarbonylamino, (C₆-C₁₀ arylcarbonylamino), (a 5- to 10-membered heteroarylcarbonylamino) and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, hydroxyl, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, halo-C₁-C₄-alkyl, which contains 1 to 5 halogens, C₁-C₄-alkoxy, and halo-C₁-C₄-alkoxy;

or R⁶ and R⁷ can be taken together with the carbons to which they attach to form a C₆-C₁₀ aryl ring;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, C₁-C₄ alkoxy, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2, 3, 4 or 5; and

p, at each occurrence, is selected from 0, 1 and 2.

wherein the term heteroaryl refers to stable monocyclic and polycyclic aromatic hydrocarbons that include at least one heteroatom ring member such as sulfur, oxygen, or nitrogen", and the term "heterocycle refers to stable 4- to 14-membered monocyclic, bicyclic or tricyclic heterocyclic ring which is saturated or partially unsaturated and which consists of carbon atoms and 1, 2, 3, or 4 heteroatoms independently selected from the group consisting of N, NH, O and S and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring, wherein the nitrogen and sulfur heteroatoms may optionally be oxidized (*i.e.*, N→O and S(O)_p, wherein p is 0, 1 or 2).

2. The compound as defined in Claim 1 wherein:

W is O or S;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

halo,

C₁-C₄ alkyl,

C₂-C₃ alkenyl,

C₂-C₃ alkynyl,

C₃-C₄ cycloalkyl,

C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R^{1a} is independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₂-C₃ alkenyl,
C₂-C₃ alkynyl,
C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl,
halo-C₁-C₂ alkoxy, and

OH;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl, and
C₁-C₄ alkoxy;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³ or N;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₂-C₄ alkenyl, C₂-C₄ alkynyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, OH, CN, OCF₃, C₁-C₂-alkoxy-C₁-C₂-alkoxy, halo-C₁-C₃-alkyl, which contains 1 to 5 halogens, benzyloxy substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano, and -(CH₂)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl, or R⁴ and R⁵ can be taken together with the carbon to which they are attached to form a C₃-C₇ cycloalkyl ring;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

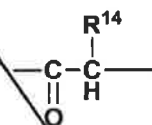
R⁶ is selected from the group consisting of H, halo, OCF₃, OCHF₂, OH, CN, NO₂, NR¹¹R¹², COOH, C₁-C₄ alkoxy-carbonyl, (C=O)NR¹¹R¹², C₁-C₄ alkylsulfonyl, and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₁-C₄ alkyleneoxy,

C₁-C₄ alkyleneethio,

C₁-C₄ alkyleneoxy-C₁-C₄-alkylene,

C₁-C₄-alkyleneethio-C₁-C₄-alkylene,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH,

C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or

6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹⁻⁴ to

10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,
C₁-C₄ alkyl,
halo-C₁-C₄-alkyl,
C₂-C₄ alkenyl,
C₂-C₄ alkynyl,

$-(\text{CR}^{14}\text{R}^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, OCHF_2 , di- C_1 - C_4 -alkylamino, and cyano,

$-(\text{CHR}^{13})_n^1$ - C_3 - C_6 -cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

$-(\text{CHR}^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

$-(\text{CHR}^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

hydroxy- C_1 - C_4 -alkyl,

cyano- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl,

C_1 - C_4 -alkylcarbonyl,

phenylcarbonyl;

C_1 - C_4 -alkoxycarbonylamino- C_1 - C_4 -alkylcarbonyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkylcarbonyl,

amino- C_1 - C_4 -alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , CHF_2 , OCF_3 , OCHF_2 , OCH_2F , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, and 0 to 2 additional heteroatoms selected from N, NR^{13} , O and $\text{S}(\text{O})_p$;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(CH_2)$ phenyl;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl, halo- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxycarbonylamino, (C_6 - C_{10} arylcarbonylamino), (a 5- to 10-membered heteroarylcarbonylamino) and $-(CH_2)_n^1$ phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, hydroxyl, oxo, C_1 - C_4 alkyl, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl, halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens, C_1 - C_4 -alkoxy, and halo- C_1 - C_4 -alkoxy;

R^{10} is selected from the group consisting of C_1 - C_4 alkyl, halo, C_1 - C_4 alkoxy, and halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n^1 , at each occurrence, is selected from 0, 1, 2, 3, 4 or 5; and

p , at each occurrence, is selected from 0, 1 and 2.

3. The compound as defined in Claim 1 wherein:

W is O or S;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo- C_3 - C_4 cycloalkyl,

halo- C_1 - C_2 alkoxy, and

halo-C₁-C₂ alkylthio;

R^{1a} is independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₂-C₃ alkenyl,
C₂-C₃ alkynyl,
C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl, and
halo-C₁-C₂ alkoxy;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo, and
C₁-C₄ alkyl;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X^2 , X^3 and X^4 are independently selected from CR^3 or N;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_2 - C_4 alkenyl, C_2 - C_4 alkynyl, C_1 - C_4 alkoxy, C_1 - C_4 alkylthio, halo, OH, CN, OCF_3 , C_1 - C_2 -alkoxy- C_1 - C_2 -alkoxy, halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens, and $-(CH_2)_n$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl, or R^4 and R^5 can be taken together with the carbon to which they are attached to form a C_3 - C_7 cycloalkyl ring;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

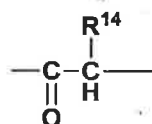
R^6 is selected from the group consisting of H, halo, OCF_3 , $OCHF_2$, OH, CN, NO_2 , $NR^{11}R^{12}$, $COOH$, C_1 - C_4 alkoxycarbonyl, $(C=O)NR^{11}R^{12}$ and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_1 - C_4 alkyleneoxy,

C_1 - C_4 alkylenethio,

C_2 - C_6 alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,

cyano-C₁-C₄-alkyl,

C₁-C₄-alkoxy-C₁-C₄-alkyl,
 C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,
 C₁-C₄-alkoxycarbonyl,
 C₁-C₄-alkylcarbonyl,
 phenylcarbonyl;
 C₁-C₄-alkoxycarbonylamino-C₁-C₄-alkylcarbonyl,
 di-C₁-C₄-alkylamino-C₁-C₄-alkylcarbonyl,
 amino-C₁-C₄-alkylcarbonyl,
 4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl, halo-C₁-C₄-alkyl, C₁-C₄-alkoxycarbonylamino, (C₆-C₁₀ arylcarbonylamino) and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, hydroxyl, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, halo-C₁-C₄-alkyl, which contains 1 to 5 halogens, and C₁-C₄-alkoxy;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2, 3 or 4; and

p, at each occurrence, is selected from 0, 1 and 2.

4. The compound as defined in Claim 1 wherein:

W is O;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

and

halo- C_3 - C_4 cycloalkyl;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

and

halo- C_3 - C_4 cycloalkyl;

R^8 and R^9 are independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C₁-C₄ alkoxy, and
halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo, and
C₁-C₄ alkyl;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, OH, CN, OCF₃, C₁-C₂-alkoxy-C₁-C₂-alkoxy, halo-C₁-C₃-alkyl, which contains 1 to 5 halogens, and -(CH₂)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, OCF₃, OCHF₂, OH, CN, NO₂, NR¹¹R¹², C₁-C₄ alkoxy carbonyl, (C=O)NR¹¹R¹² and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

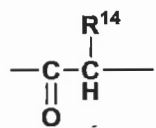
R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,





C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₁-C₄ alkyleneoxy,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH,

C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-

C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,
C₁-C₄ alkyl,
halo-C₁-C₄-alkyl,
C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

$-(\text{CHR}^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

hydroxy- C_1 - C_4 -alkyl,

cyano- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl,

C_1 - C_4 -alkylcarbonyl,

phenylcarbonyl;

C_1 - C_4 -alkoxycarbonylamino- C_1 - C_4 -alkylcarbonyl, and

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkylcarbonyl,

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , CHF_2 , OCF_3 , OCHF_2 , OCH_2F , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, and 0 to 2 additional heteroatoms selected from N, NR^{13} , O and $\text{S}(\text{O})_p$;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(\text{CH}_2)_n^1$ phenyl;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl, halo- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxycarbonylamino and $-(\text{CH}_2)_n^1$ phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, OCHF_2 , di- C_1 - C_4 -alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, hydroxyl, oxo, C_1 - C_4 alkyl, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl and halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens;

R^{10} is selected from the group consisting of C_1 - C_4 alkyl, halo, and halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n^1 , at each occurrence, is selected from 0, 1, 2 or 3; and
 p , at each occurrence, is selected from 0, 1 and 2:

5. The compound as defined in Claim 1 wherein:

W is O;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio, and

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio, and

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^8 and R^9 are independently selected from the group consisting of:

H,

halo,

C₁-C₄ alkyl, and
halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo, and
C₁-C₄ alkyl;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, OH, CN, OCF₃, halo-C₁-C₃-alkyl, which contains 1 to 5 halogens, and -(CH₂)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, OCF₃, OCHF₂, OH, NR¹¹R¹², C₁-C₄ alkoxy carbonyl, (C=O)NR¹¹R¹² and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

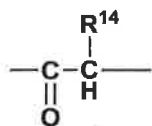
R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,





C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl,

C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃; and

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,
cyano-C₁-C₄-alkyl,
C₁-C₄-alkoxy-C₁-C₄-alkyl,
C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,
C₁-C₄-alkoxycarbonyl,
C₁-C₄-alkylcarbonyl, and
phenylcarbonyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl, halo-C₁-C₄-alkyl and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl and halo-C₁-C₄-alkyl, which contains 1 to 5 halogens;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2 or 3; and

p, at each occurrence, is selected from 0, 1 and 2.

6. The compound as defined in Claim 1 wherein:

W is O;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R^1 is independently selected from the group consisting of:

halo,
 C_1 - C_4 alkyl,
 C_2 - C_3 alkenyl,
 C_1 - C_4 alkoxy,
 C_1 - C_4 alkylthio, and
halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,
halo,
 C_1 - C_4 alkyl,
 C_2 - C_3 alkenyl,
 C_1 - C_4 alkoxy,
 C_1 - C_4 alkylthio, and
halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^8 and R^9 are independently selected from the group consisting of:

H,
halo,
 C_1 - C_4 alkyl, and
halo- C_1 - C_2 alkyl;

provided that at least one of R^{1a} , R^8 and R^9 is other than H;

R^2 is selected from the group consisting of:

H,
halo, and
 C_1 - C_4 alkyl;

X^1 is selected from the group consisting of CH or CR^{10} ;

X^2 , X^3 and X^4 are independently selected from CR^3 ;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkylthio, halo, OH, halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens, and $-(CH_2)_n^1$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl;



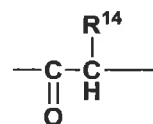
is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R^6 is selected from the group consisting of H, halo, OH, $NR^{11}R^{12}$, C_1 - C_4 alkoxycarbonyl, $(C=O)NR^{11}R^{12}$ and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_2 - C_6 alkenylene, and

B is selected from the group consisting of:

C_6 - C_{10} aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, cyano, nitro, $NR^{11}R^{12}$, OH, C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, hydroxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} , $(C=O)NR^{11}R^{12}$, $SO_2NR^{11}R^{12}$, $N(R^{13})(C=O)NR^{11}R^{12}$, $N(R^{13})(C=O)OR^{14}$,

$N(R^{13})(C=O)R^{14}$, $NR^{13}S(O)R^{14}$, $NR^{13}SO_2R^{14}$, $O(C=O)NR^{11}R^{12}$, $O(C=O)OR^{14}$, $O(C=O)R^{14}$, $(C=O)OR^{14}$, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, cyano, nitro, $NR^{11}R^{12}$, OH, C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, hydroxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} , $(C=O)NR^{11}R^{12}$, $SO_2NR^{11}R^{12}$, $N(R^{13})(C=O)NR^{11}R^{12}$, $N(R^{13})(C=O)OR^{14}$, $N(R^{13})(C=O)R^{14}$, $NR^{13}S(O)R^{14}$, $NR^{13}SO_2R^{14}$, $O(C=O)NR^{11}R^{12}$, $O(C=O)OR^{14}$, $O(C=O)R^{14}$, $(C=O)OR^{14}$, 5-6-membered heteroaryl, and (CH_2) phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, $-(CHR^{13})_n^{1-5}$ - or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , and CF_2CH_3 ; $NR^{13}S(O)R^{14}$, $NR^{13}SO_2R^{14}$, $-(CHR^{13})_n^{1-4}$ - to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , and CF_2CH_3 ; OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl, $NR^{11}R^{12}$, cyano, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl, C_3 - C_6 cycloalkyl- C_1 - C_4 -alkylcarbonyl, C_6 - C_{10} arylcarbonyl, C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} , $(C=O)NR^{11}R^{12}$, $SO_2NR^{11}R^{12}$, $N(R^{13})(C=O)NR^{11}R^{12}$, $N(R^{13})(C=O)OR^{14}$, $N(R^{13})(C=O)R^{14}$, $O(C=O)NR^{11}R^{12}$, $O(C=O)OR^{14}$, $O(C=O)R^{14}$, $(C=O)OR^{14}$, and C_6 - C_{10} aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, C_1 - C_4 -alkoxycarbonyl, $(C=O)NR^{11}R^{12}$, CF_3 , OCF_3 , and CF_2CH_3 ; and

C_3 - C_6 cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, C_6 - C_{10} aryl, $COOH$, oxo, C_1 - C_4 -alkoxycarbonyl, $(C=O)NR^{11}R^{12}$, and C_1 - C_4 alkyl;

R^{11} and R^{12} are independently, at each occurrence, selected from the group consisting of:

H,

C_1 - C_4 alkyl,

halo- C_1 - C_4 -alkyl,

C_2 - C_4 alkenyl,

$-(CR^{14}R^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano,

$-(CHR^{13})_n^1$ - C_3 - C_6 -cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

$-(CHR^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

$-(CHR^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

hydroxy- C_1 - C_4 -alkyl,

cyano- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl- C_1 - C_4 -alkyl, and

C_1 - C_4 -alkoxycarbonyl;

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , CHF_2 , OCF_3 , $OCHF_2$, OCH_2F , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, and 0 to 2 additional heteroatoms selected from N, NR^{13} , O and $S(O)_p$;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(CH_2)$ phenyl;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(CH_2)_n$ phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, C_1 - C_4 alkyl, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl and halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens;

R^{10} is selected from the group consisting of C_1 - C_4 alkyl, halo, and halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n^1 , at each occurrence, is selected from 0, 1, 2 or 3; and

p , at each occurrence, is selected from 0, 1 and 2.

7. The compound as defined in Claim 1 wherein:

W is O;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio, and

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
C₁-C₄ alkyl, and
halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H, and
halo;

X¹ is selected from the group consisting of CH or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, halo-C₁-C₃-alkyl, which contains 1 to 5 halogens, and -(CH₂)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, NR¹¹R¹², C₁-C₄ alkoxycarbonyl, (C=O)NR¹¹R¹² and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,
-O-,



C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴ and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹²,

$\text{SO}_2\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{OR}^{14}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{R}^{14}$,
 $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$, $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, and $\text{C}_6\text{-C}_{10}$ aryl
 substituted by 0 to 3 groups independently selected from the group consisting of
 halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, $\text{C}_1\text{-C}_4$ -alkoxycarbonyl,
 $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, CF_3 , OCF_3 , and CF_2CH_3 ; and

$\text{C}_3\text{-C}_6$ cycloalkyl which may contain unsaturation, substituted by 0 to 3
 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or
 6-membered heteroaryl, OH, oxo, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, $\text{C}_6\text{-C}_{10}$ aryl, COOH , oxo,
 $\text{C}_1\text{-C}_4$ -alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, and $\text{C}_1\text{-C}_4$ alkyl;

R^{11} and R^{12} are independently, at each occurrence, selected from the group
 consisting of:

H,
 $\text{C}_1\text{-C}_4$ alkyl,
 halo- $\text{C}_1\text{-C}_4$ -alkyl,
 $\text{C}_2\text{-C}_4$ alkenyl,
 $-(\text{CR}^{14}\text{R}^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected
 from the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, CF_3 ,
 OCF_3 , 5- or 6-membered heteroaryl, OH, OCHF_2 , di- $\text{C}_1\text{-C}_4$ -alkylamino, and
 cyano,
 $-(\text{CHR}^{13})_n^1$ - $\text{C}_3\text{-C}_6$ -cycloalkyl substituted by 0 to 3 groups independently
 selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered
 heteroaryl, OH, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,
 $-(\text{CHR}^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups
 independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or
 6-membered heteroaryl, OH, oxo, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,
 $-(\text{CHR}^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups
 independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or
 6-membered heteroaryl, OH, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,
 di- $\text{C}_1\text{-C}_4$ -alkylamino- $\text{C}_1\text{-C}_4$ -alkyl,
 di- $\text{C}_1\text{-C}_4$ -alkoxy- $\text{C}_1\text{-C}_4$ -alkyl,
 hydroxy- $\text{C}_1\text{-C}_4$ -alkyl,

cyano-C₁-C₄-alkyl, and
C₁-C₄-alkoxy-C₁-C₄-alkyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H and C₁-C₆ alkyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl and halo-C₁-C₄-alkyl, which contains 1 to 5 halogens;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2 or 3; and

p, at each occurrence, is selected from 0, 1 and 2.

8. The compound as defined in Claim 1 wherein:

W is O;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

C₁-C₄ alkyl,

C₁-C₄ alkoxy,

C₁-C₄ alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
C₁-C₄ alkylthio, and
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^8 and R^9 are independently selected from the group consisting of:

H,
C₁-C₄ alkyl, and
halo-C₁-C₂-alkyl;

provided that at least one of R^{1a} , R^8 and R^9 is other than H;

R^2 is H;

X^1 is selected from the group consisting of CH;

X^2 , X^3 and X^4 are independently selected from CR³;

R^3 is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, halo, halo-C₁-C₃-alkyl, which contains 1 to 5 halogens, and $-(CH_2)_n$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano;

R^4 and R^5 are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R^6 is selected from the group consisting of H, halo, NR¹¹R¹², C₁-C₄ alkoxycarbonyl, (C=O)NR¹¹R¹² and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,



, and

C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH;

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to

10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-

C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃; and

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,
C₁-C₄ alkyl,
halo-C₁-C₄-alkyl,
C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl, and

cyano-C₁-C₄-alkyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H and C₁-C₆ alkyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl and halo-C₁-C₄-alkyl, which contains 1 to 5 halogens;

n¹, at each occurrence, is selected from 0, 1, 2 or 3; and

p, at each occurrence, is selected from 0, 1 and 2.

9. The compound as defined in Claim 1 wherein:

W is O;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

C₁-C₄ alkoxy,

C₁-C₄ alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,

C₁-C₄ alkyl,

C₁-C₄ alkoxy,
 C₁-C₄ alkylthio, and
 halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
 C₁-C₄ alkyl, and
 halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is H;

X¹ is selected from the group consisting of CH;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, halo and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, NR¹¹R¹², C₁-C₄ alkoxycarbonyl and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,



, and

C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH;

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of

halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃; and

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

hydroxy-C₁-C₄-alkyl, and

cyano-C₁-C₄-alkyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy;

R^{13} is independently, at each occurrence, selected from the group consisting of H and C_1 - C_6 alkyl;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(CH_2)_n$ phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, C_1 - C_4 alkyl and halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens; and

n^1 , at each occurrence, is selected from 0, 1 or 2.

10. The compound as defined in Claim 1 wherein:

W is O or S;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_2 alkoxy- C_1 - C_2 alkyl,

tetrahydrofuran-2-yl;

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo- C_3 - C_4 cycloalkyl,

halo- C_1 - C_2 alkoxy, and

halo- C_1 - C_2 alkylthio;

R^{1a} is independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₂-C₃ alkenyl,
C₂-C₃ alkynyl,
C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl, and
halo-C₁-C₂ alkoxy;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo,
C₁-C₃ alkyl, and
C₁-C₂ alkoxy;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X^2 , X^3 and X^4 are independently selected from CR^3 or N;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_2 - C_4 alkenyl, C_2 - C_4 alkynyl, C_1 - C_4 alkoxy, C_1 - C_4 alkylthio, halo, OH, CN, OCF_3 , C_1 - C_2 -alkoxy- C_1 - C_2 -alkoxy, halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens, benzyloxy substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano, and $-(CH_2)_n$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl, or R^4 and R^5 can be taken together with the carbon to which they are attached to form a C_3 - C_7 cycloalkyl ring;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

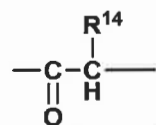
R^6 is selected from the group consisting of H, halo, OCF_3 , $OCHF_2$, OH, CN, NO_2 , $NR^{11}R^{12}$, $COOH$, C_1 - C_4 alkoxy carbonyl, $(C=O)NR^{11}R^{12}$, C_1 - C_4 alkylsulfonyl, and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_1 - C_4 alkyleneoxy,

C₁-C₄ alkylenethio,
 C₁-C₄ alkyleneoxy-C₁-C₄-alkylene,
 C₁-C₄-alkylenethio-C₁-C₄-alkylene,
 C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹⁻⁵⁻ or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹⁻⁴⁻ to

10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹²,

$\text{SO}_2\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{OR}^{14}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{R}^{14}$, $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$, $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, and $\text{C}_6\text{-C}_{10}$ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, $\text{C}_1\text{-C}_4$ -alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, CF_3 , OCF_3 , and CF_2CH_3 ;

$\text{C}_3\text{-C}_6$ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, $\text{C}_6\text{-C}_{10}$ aryl, COOH , oxo, $\text{C}_1\text{-C}_4$ -alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, and $\text{C}_1\text{-C}_4$ alkyl; and

$\text{C}_5\text{-C}_{11}$ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, $\text{C}_6\text{-C}_{10}$ aryl, and $\text{C}_1\text{-C}_4$ alkyl;

R^{11} and R^{12} are independently, at each occurrence, selected from the group consisting of:

H,
 $\text{C}_1\text{-C}_4$ alkyl,
halo- $\text{C}_1\text{-C}_4$ -alkyl,
 $\text{C}_2\text{-C}_4$ alkenyl,
 $\text{C}_2\text{-C}_4$ alkynyl,

$-(\text{CR}^{14}\text{R}^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, OCHF_2 , di- $\text{C}_1\text{-C}_4$ -alkylamino, and cyano,

$-(\text{CHR}^{13})_n^1$ - $\text{C}_3\text{-C}_6$ -cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,

$-(\text{CHR}^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,

$-(\text{CHR}^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

hydroxy- C_1 - C_4 -alkyl,

cyano- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl,

C_1 - C_4 -alkylcarbonyl,

phenylcarbonyl,

C_1 - C_4 -alkoxycarbonylamino- C_1 - C_4 -alkylcarbonyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkylcarbonyl,

amino- C_1 - C_4 -alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , CHF_2 , OCF_3 , OCHF_2 , OCH_2F , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, and 0 to 2 additional heteroatoms selected from N, NR^{13} , O and $\text{S}(\text{O})_p$;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(\text{CH}_2)\text{phenyl}$;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl, halo- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxycarbonylamino, (C_6 - C_{10} arylcarbonylamino), (a 5- to 10-membered heteroarylcarbonylamino) and $-(\text{CH}_2)_n^1\text{phenyl}$ substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, OCHF_2 , di- C_1 - C_4 -alkylamino, and cyano;

R^7 is selected from the group consisting of H, halo, hydroxyl, oxo, C_1 - C_4 alkyl, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl, halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens, C_1 - C_4 -alkoxy, and halo- C_1 - C_4 -alkoxy;

R^{10} is selected from the group consisting of C_1 - C_4 alkyl, halo, C_1 - C_4 alkoxy, and halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n^1 , at each occurrence, is selected from 0, 1, 2, 3, 4 or 5; and

p , at each occurrence, is selected from 0, 1 and 2.

11. The compound as defined in Claim 1 wherein:

W is O or S;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo- C_3 - C_4 cycloalkyl,

halo- C_1 - C_2 alkoxy, and

halo- C_1 - C_2 alkylthio;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl, and
halo-C₁-C₂ alkoxy;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
fluoro,
chloro, and
CH₃;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³ or N;

R³ is selected from the group consisting of H, C₁-C₃ alkyl, C₂-C₃ alkenyl, C₂-C₃ alkynyl, C₁-C₃ alkoxy, C₁-C₃ alkylthio, halo, OH, CN, OCF₃, and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₃ alkyl, or R⁴ and R⁵ can be taken together with the carbon to which they are attached to form a cyclopropyl ring;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

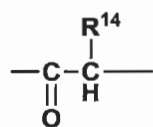
R^6 is selected from the group consisting of H, halo, OCF_3 , $OCHF_2$, OH, CN, NO_2 , $NR^{11}R^{12}$, $COOH$, C_1 - C_4 alkoxy, $(C=O)NR^{11}R^{12}$ and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_1 - C_4 alkyleneoxy,

C_1 - C_4 alkylenethio,

C_2 - C_6 alkenylene, and

B is selected from the group consisting of:

C_6 - C_{10} aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, cyano, nitro, $NR^{11}R^{12}$, OH,

C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, hydroxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} , $(C=O)NR^{11}R^{12}$, $SO_2NR^{11}R^{12}$, $N(R^{13})(C=O)NR^{11}R^{12}$, $N(R^{13})(C=O)OR^{14}$, $N(R^{13})(C=O)R^{14}$, $NR^{13}S(O)R^{14}$, $NR^{13}SO_2R^{14}$, $O(C=O)NR^{11}R^{12}$, $O(C=O)OR^{14}$, $O(C=O)R^{14}$, $(C=O)OR^{14}$, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, cyano, nitro, $NR^{11}R^{12}$, OH, C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, hydroxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} ,

(C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴,
N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴,
O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,

cyano-C₁-C₄-alkyl,

C₁-C₄-alkoxy-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl,

C₁-C₄-alkylcarbonyl,

phenylcarbonyl;

C₁-C₄-alkoxycarbonylamino-C₁-C₄-alkylcarbonyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkylcarbonyl,

amino-C₁-C₄-alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups

independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl, halo-C₁-C₄-alkyl, C₁-C₄-alkoxycarbonylamino, (C₆-C₁₀ arylcarbonylamino) and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

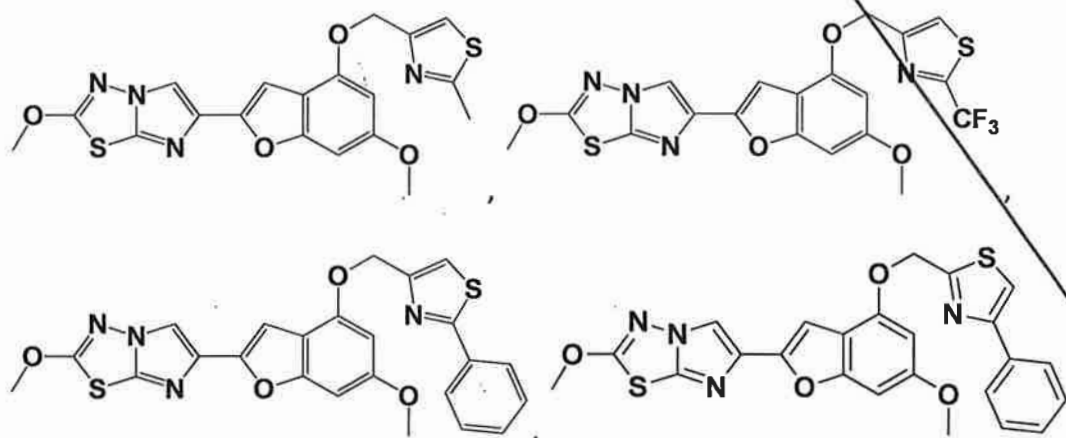
R⁷ is selected from the group consisting of H, halo, hydroxyl, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, halo-C₁-C₄-alkyl, which contains 1 to 5 halogens, and C₁-C₄-alkoxy;

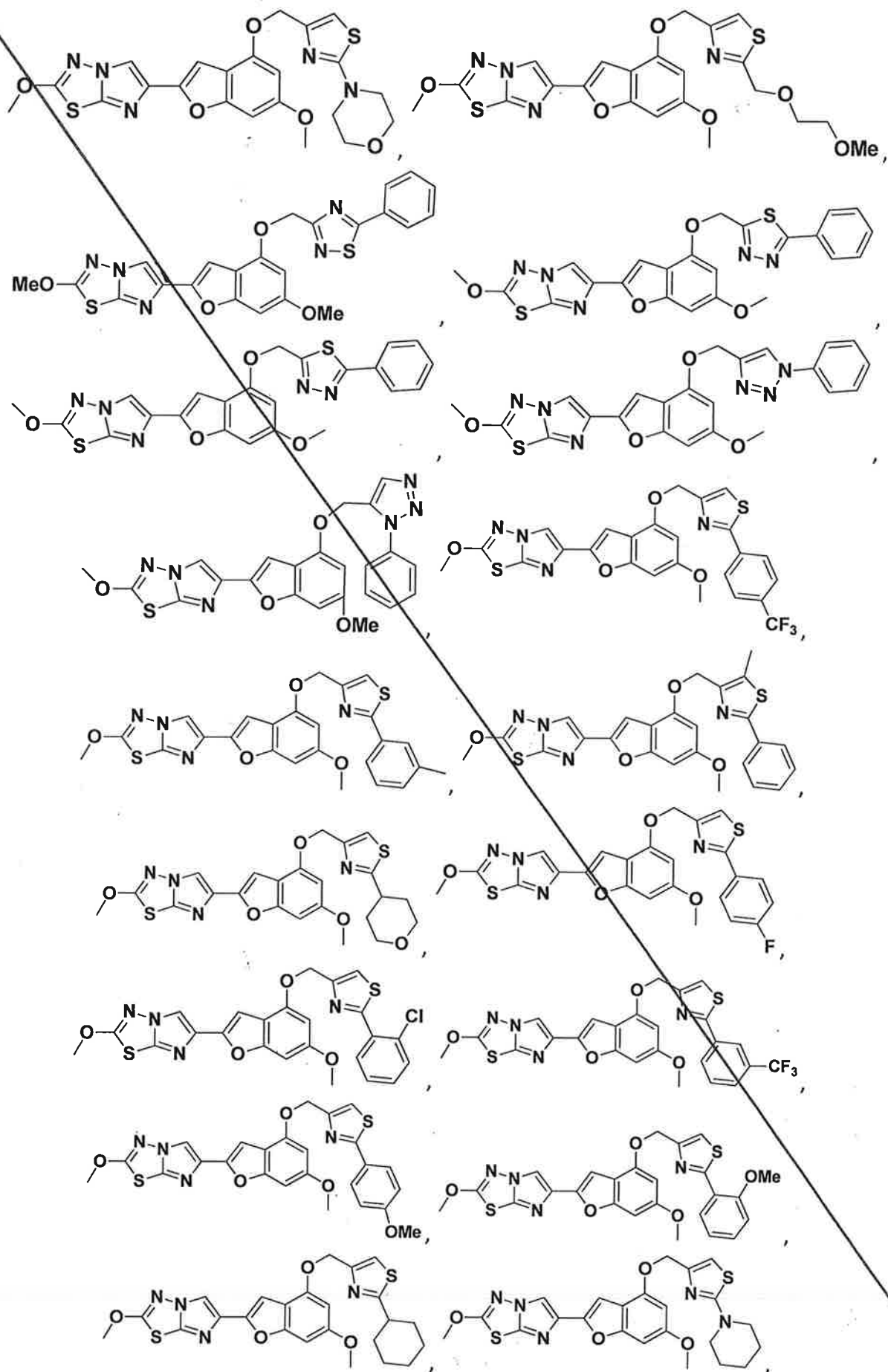
R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

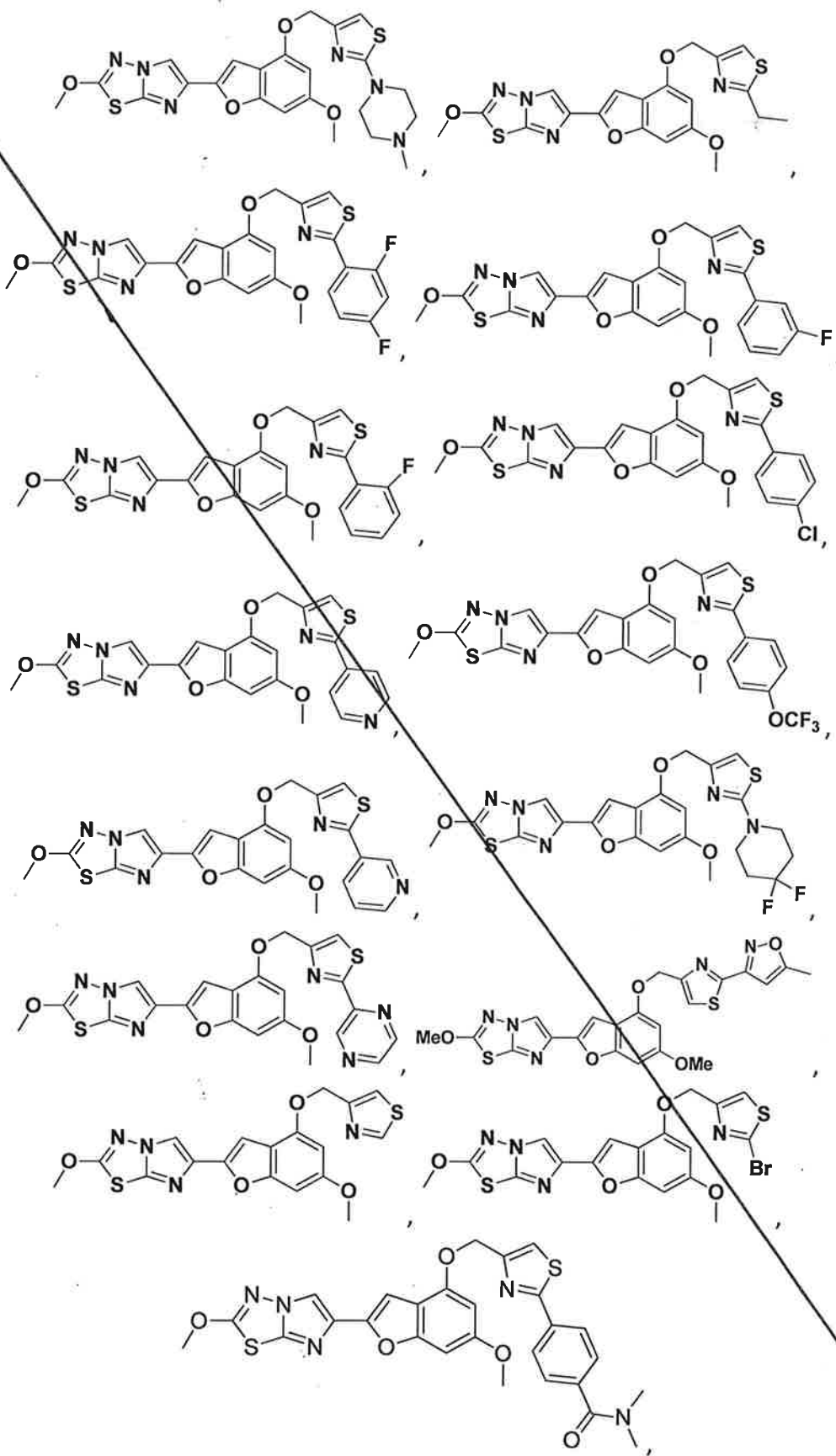
n¹, at each occurrence, is selected from 0, 1, 2, 3 or 4; and

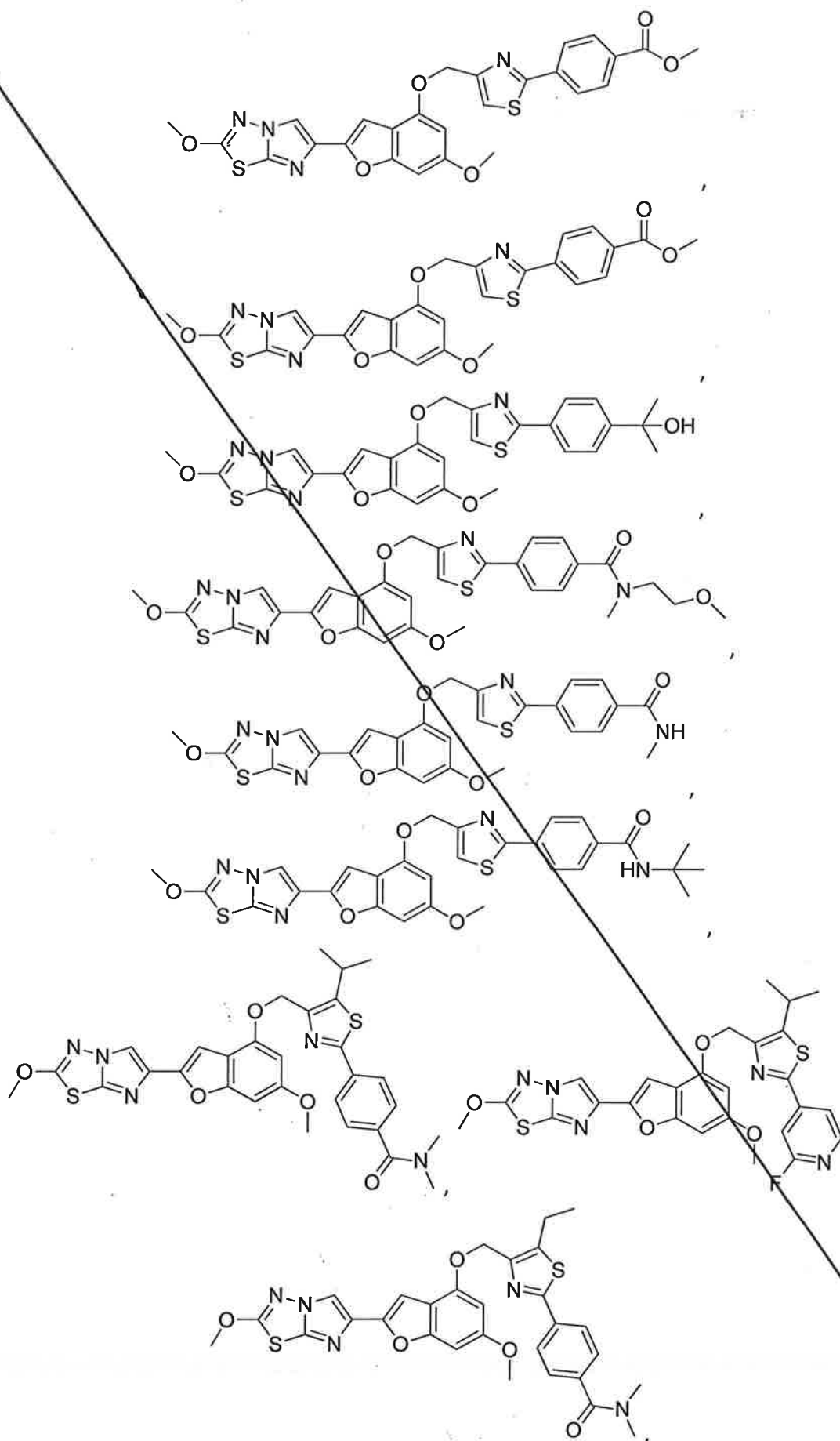
p, at each occurrence, is selected from 0, 1 and 2.

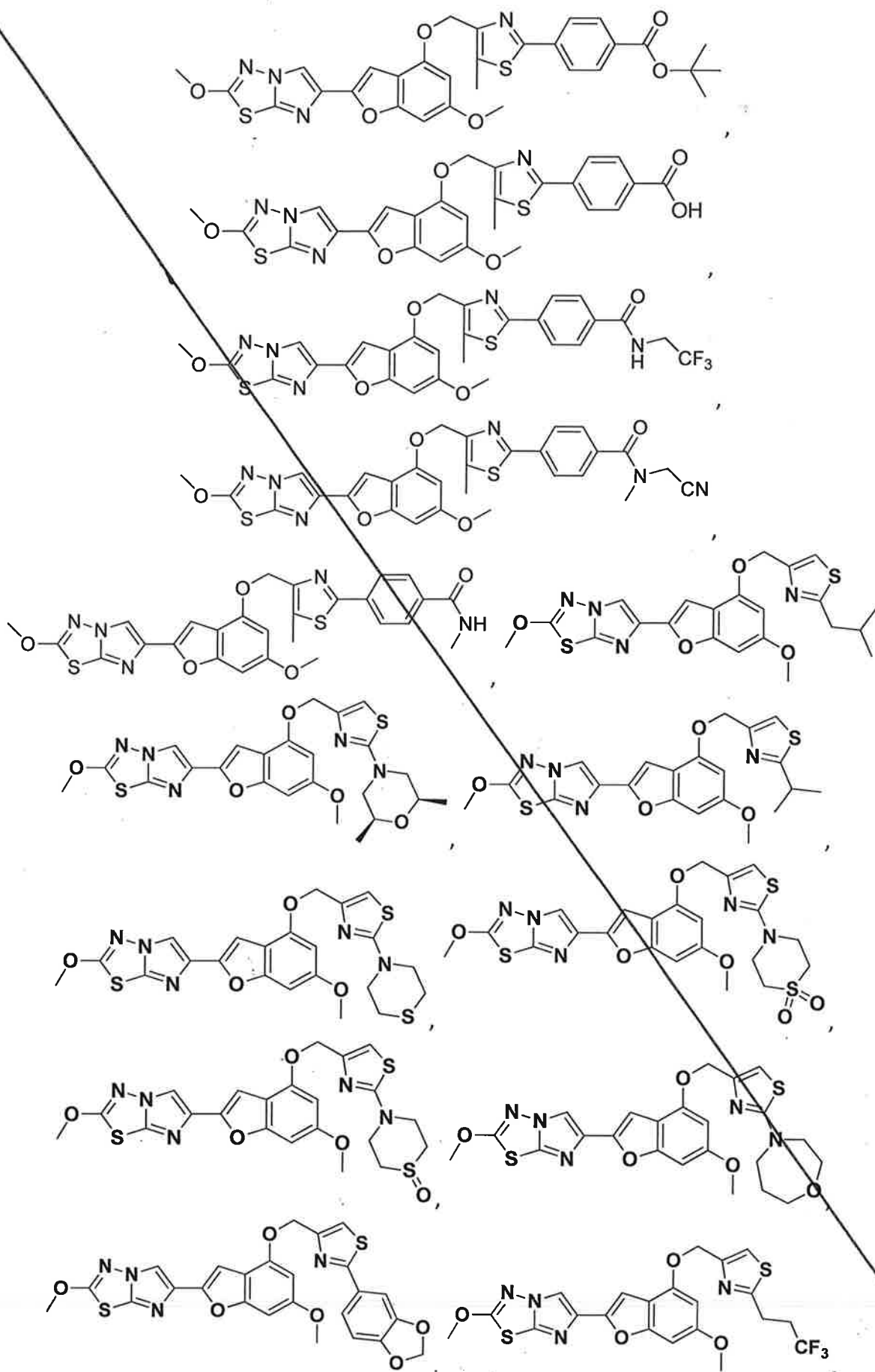
12. The compound as defined in Claim 1, wherein the compound is selected from one of the following compounds:

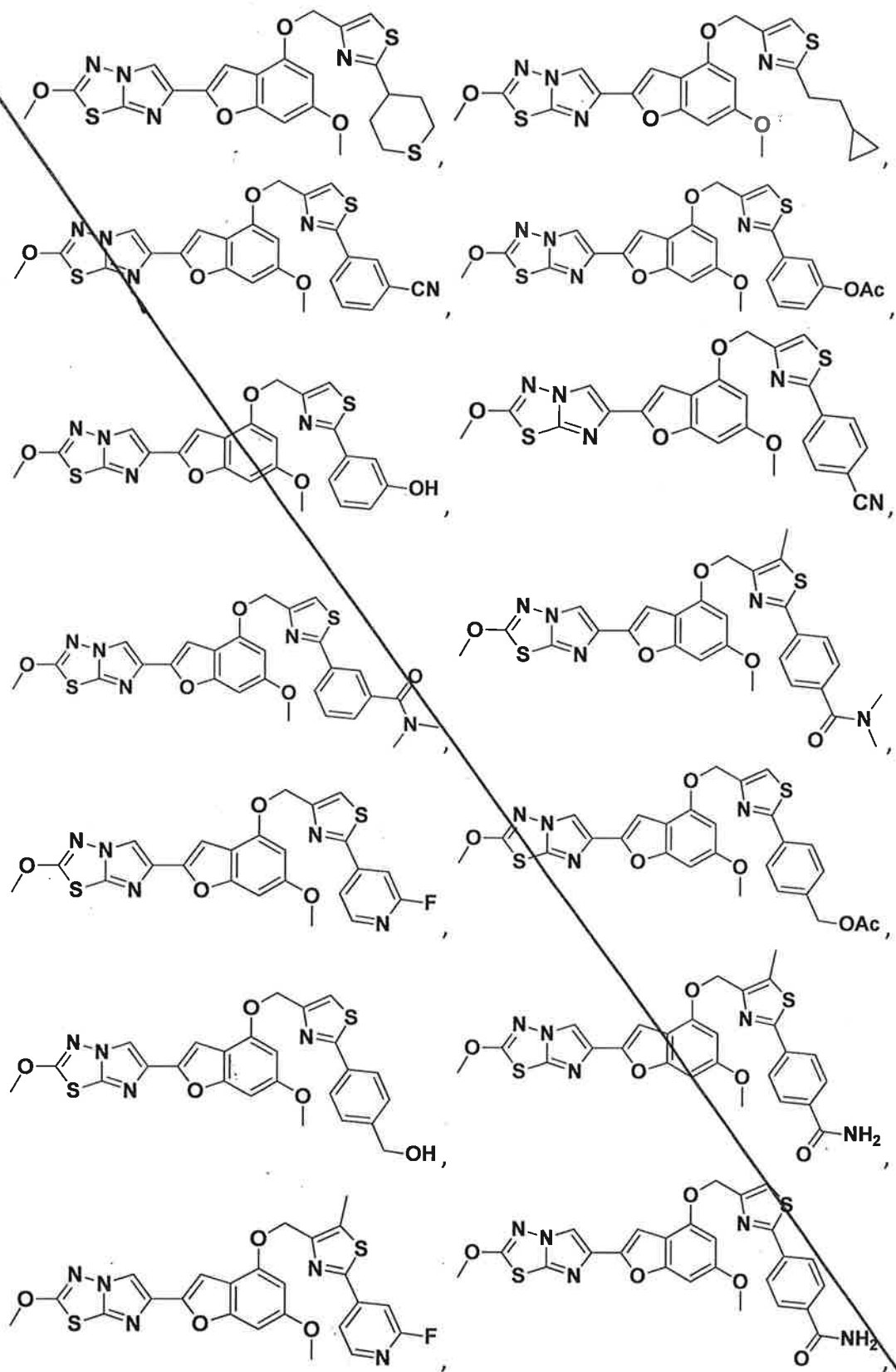


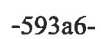


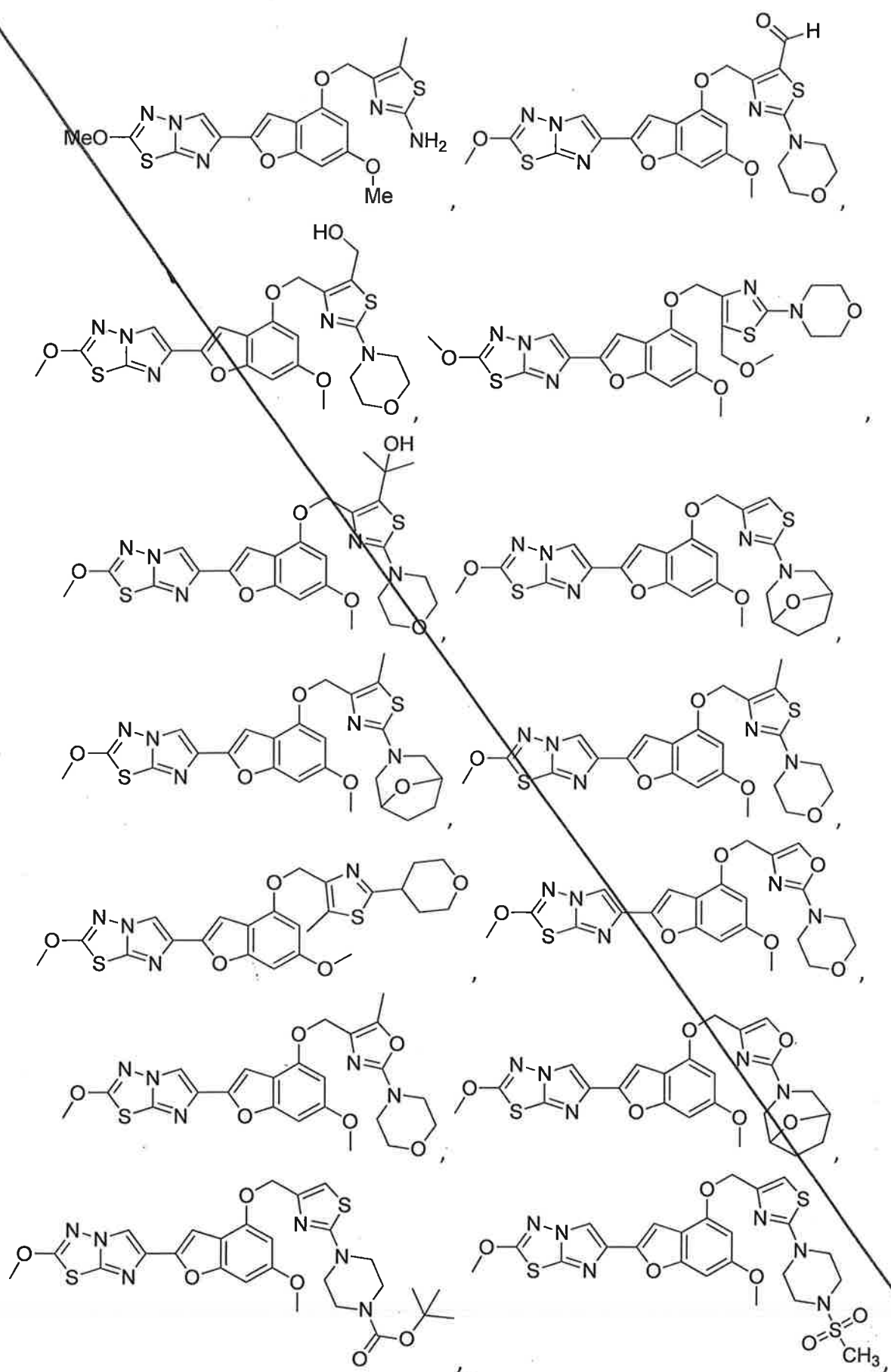


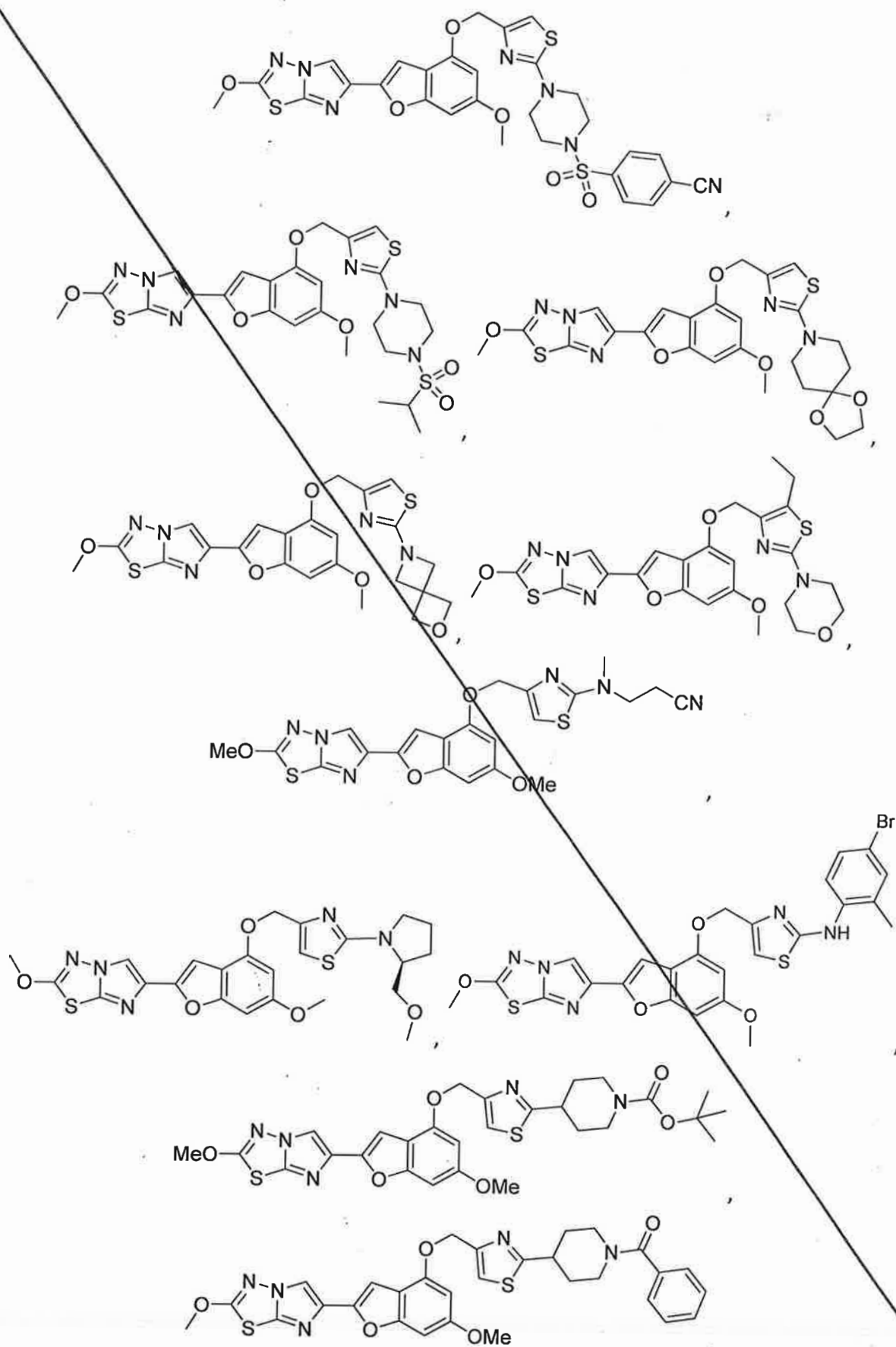


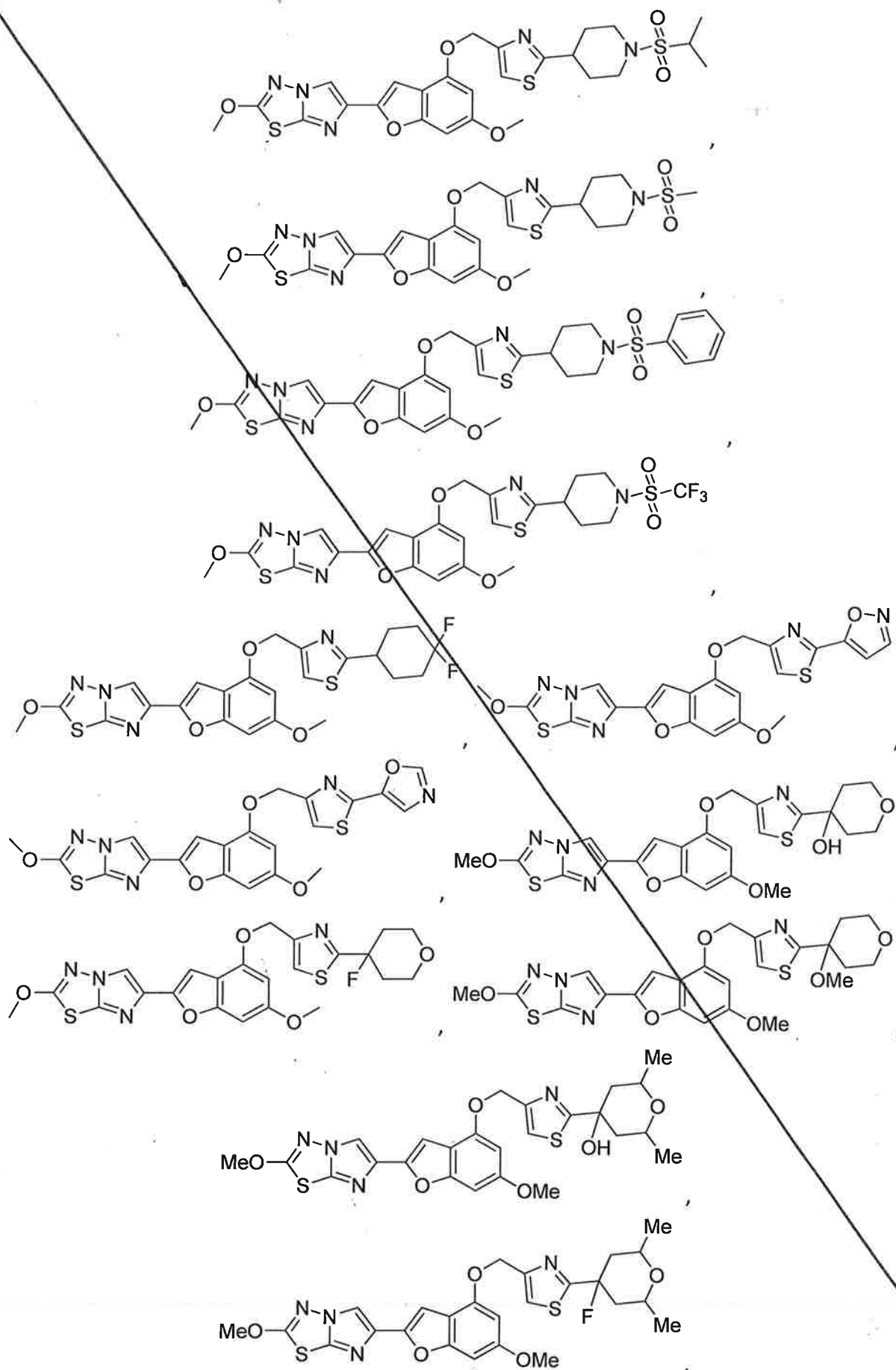


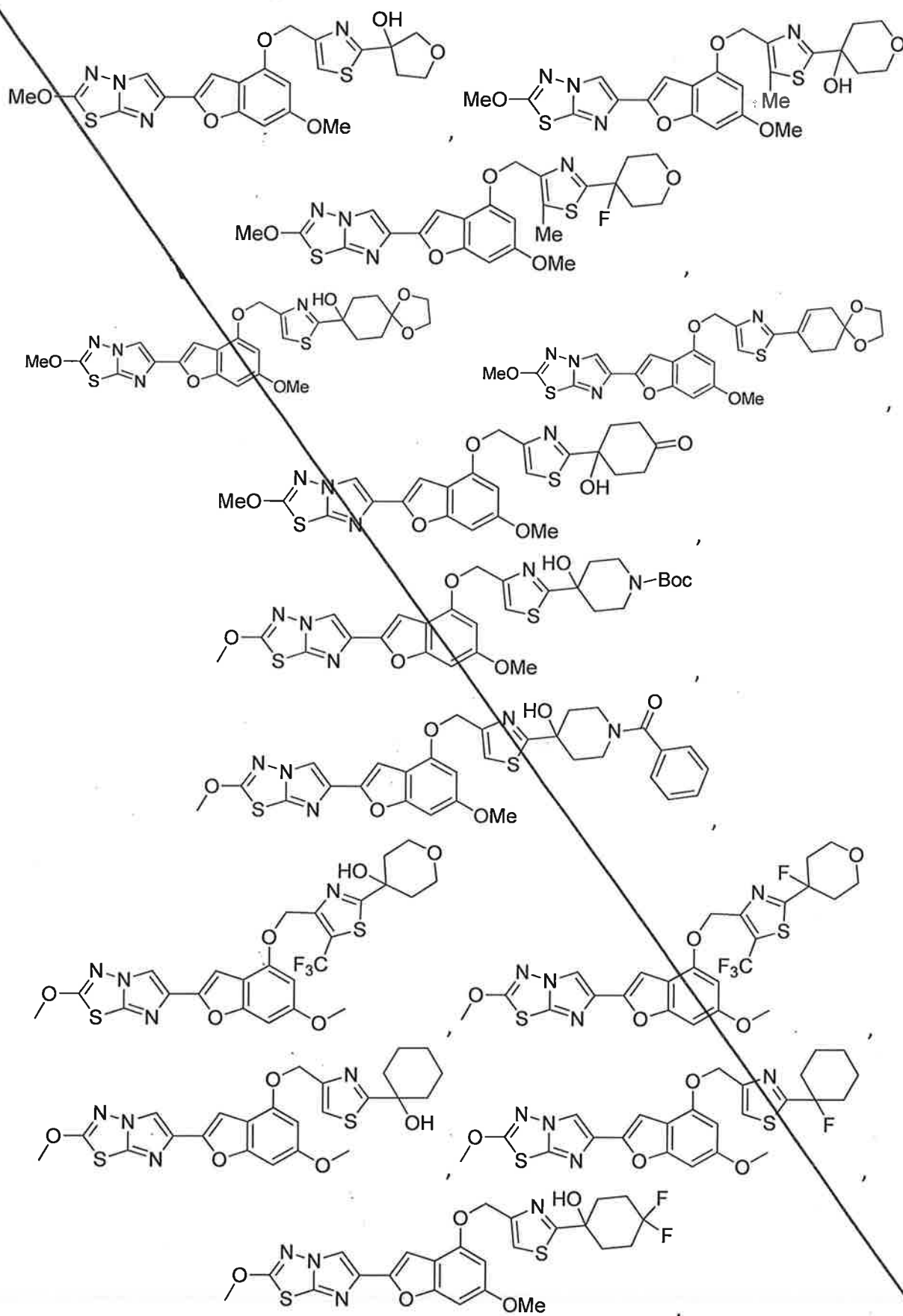


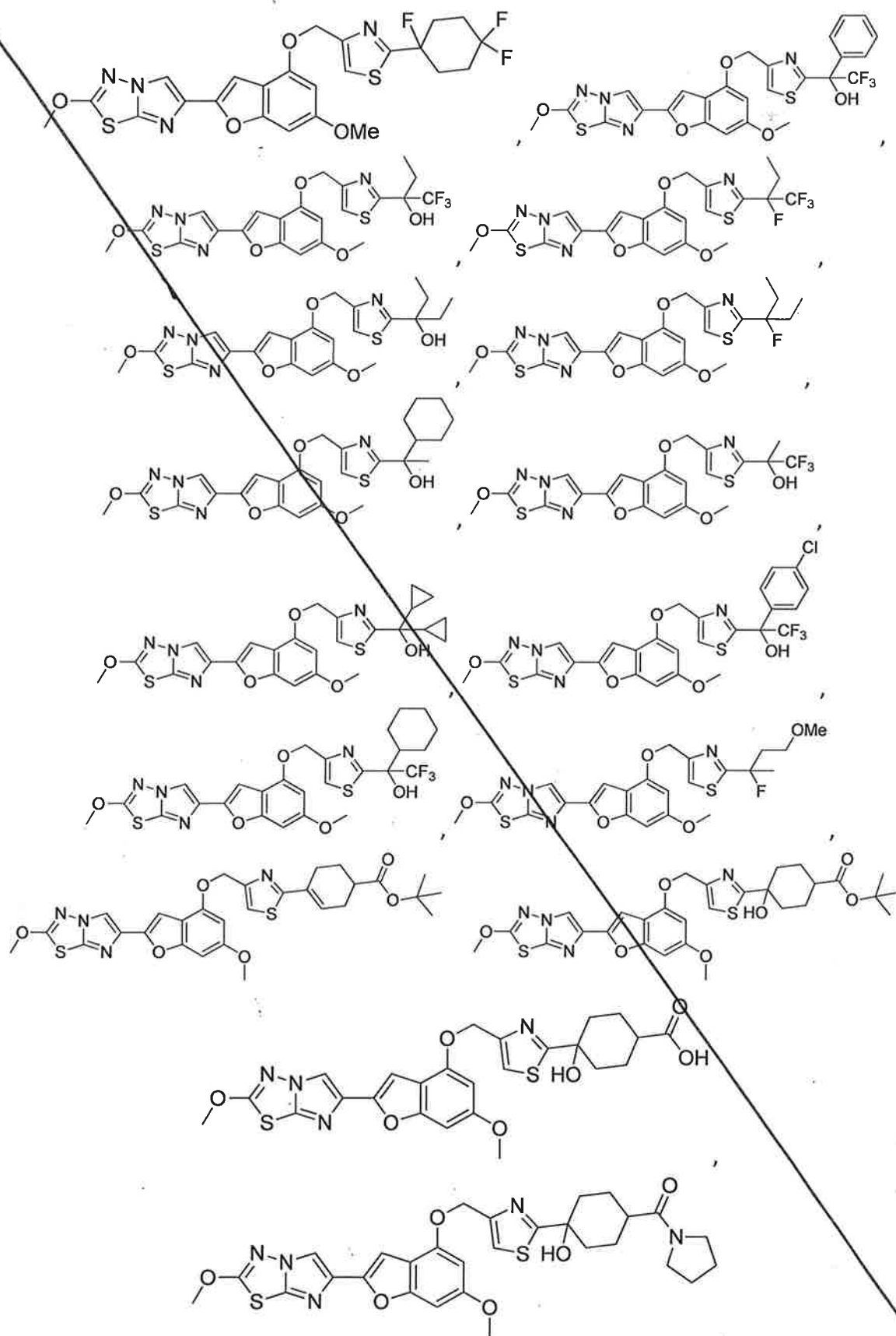


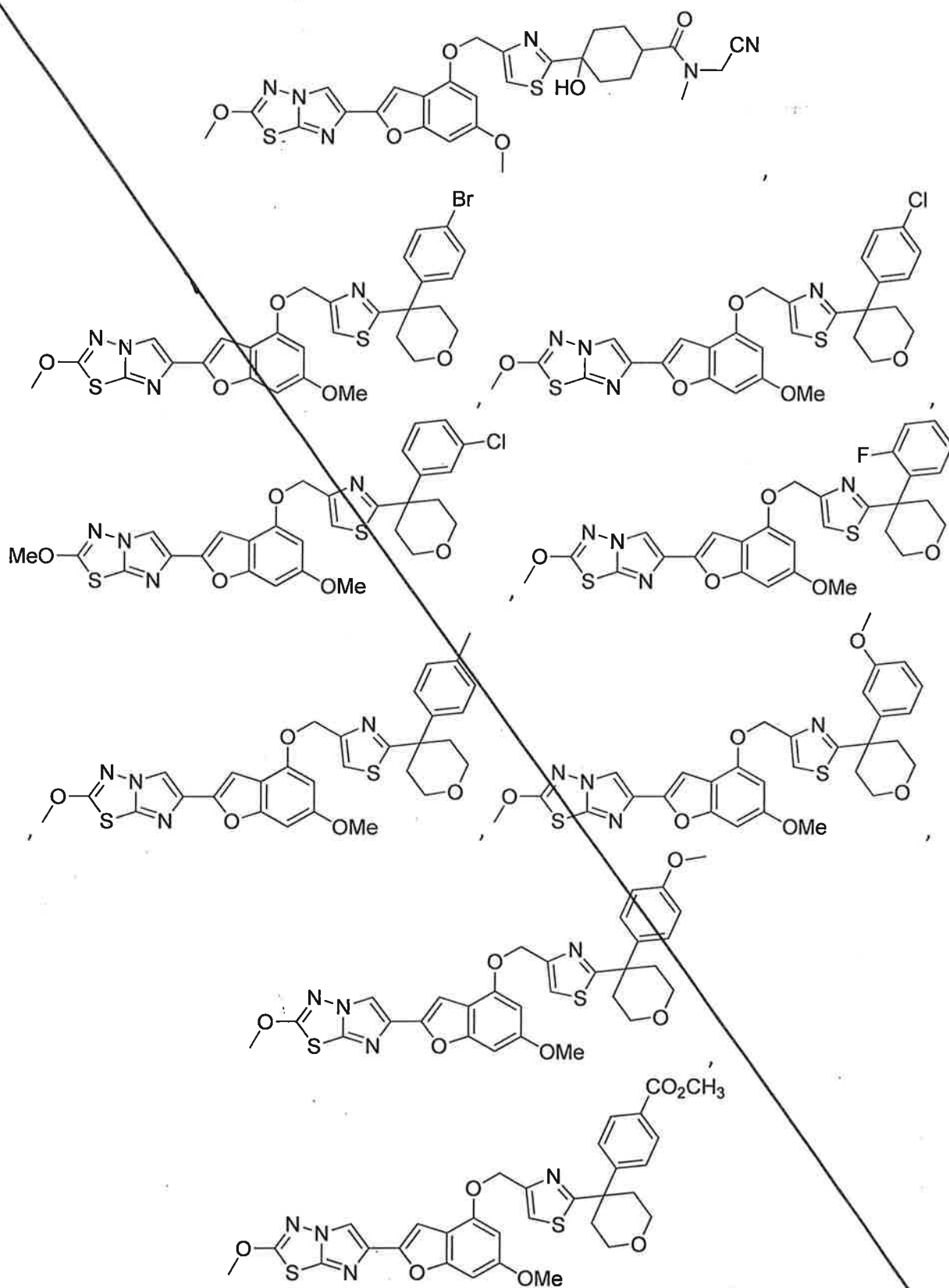


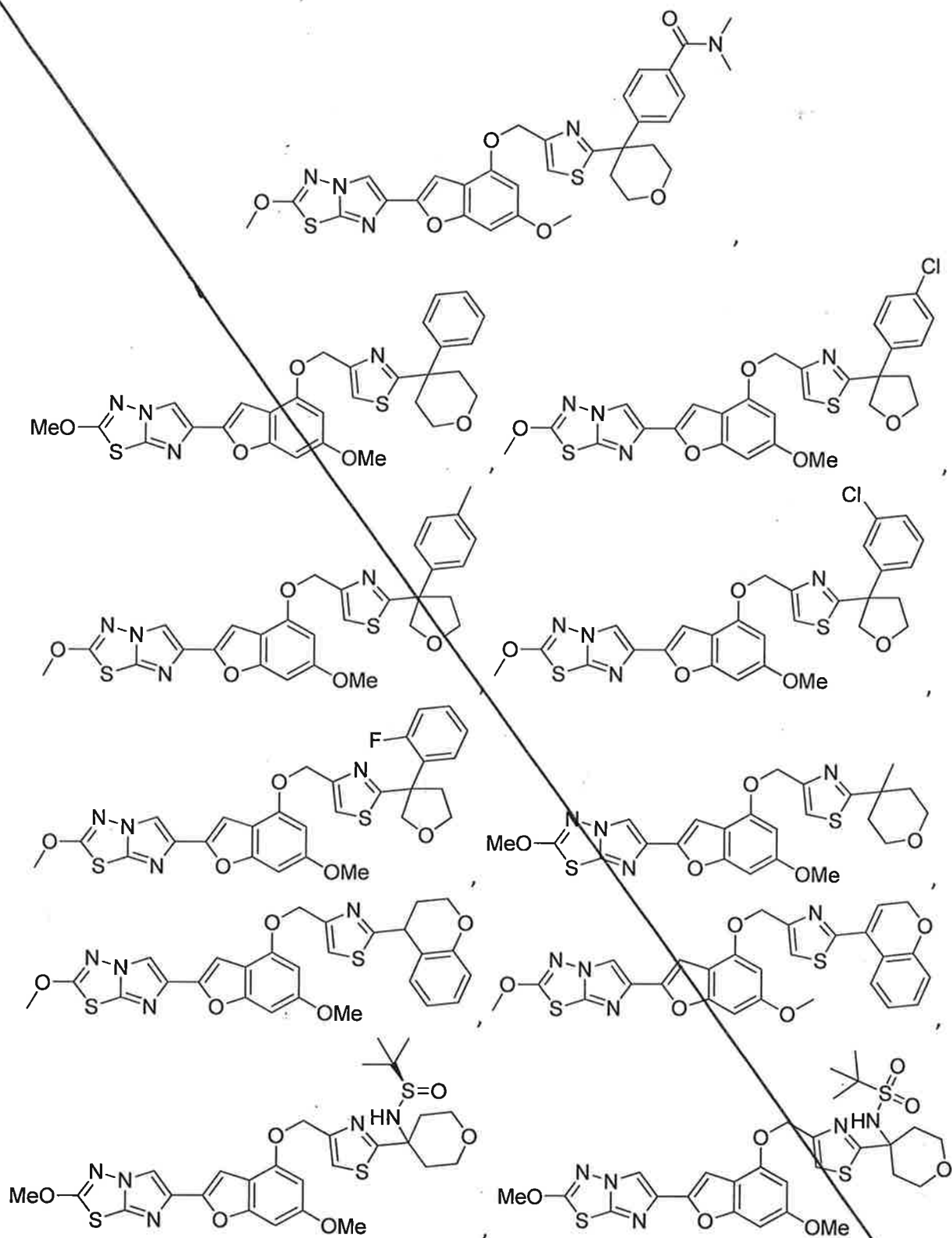


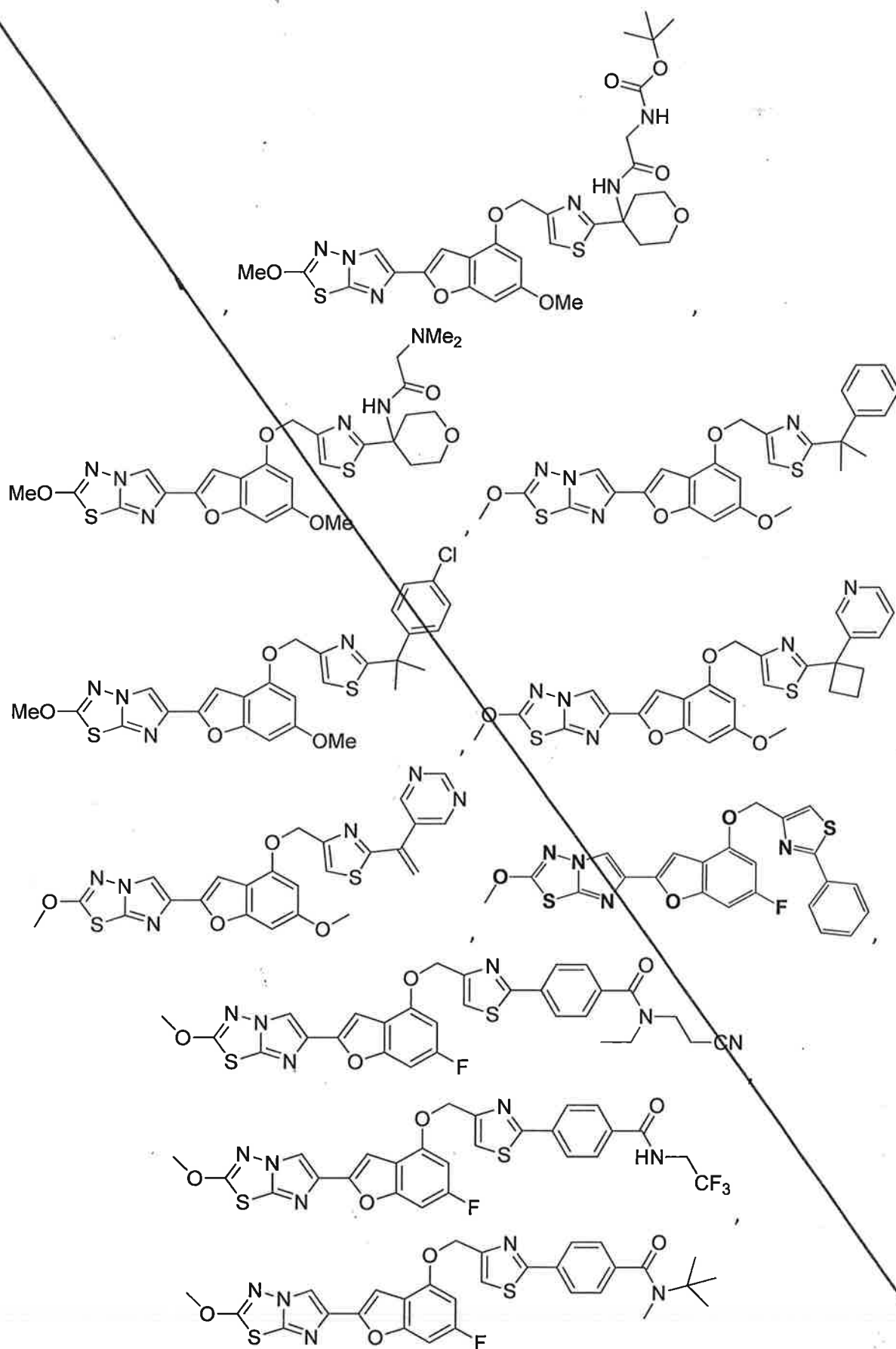


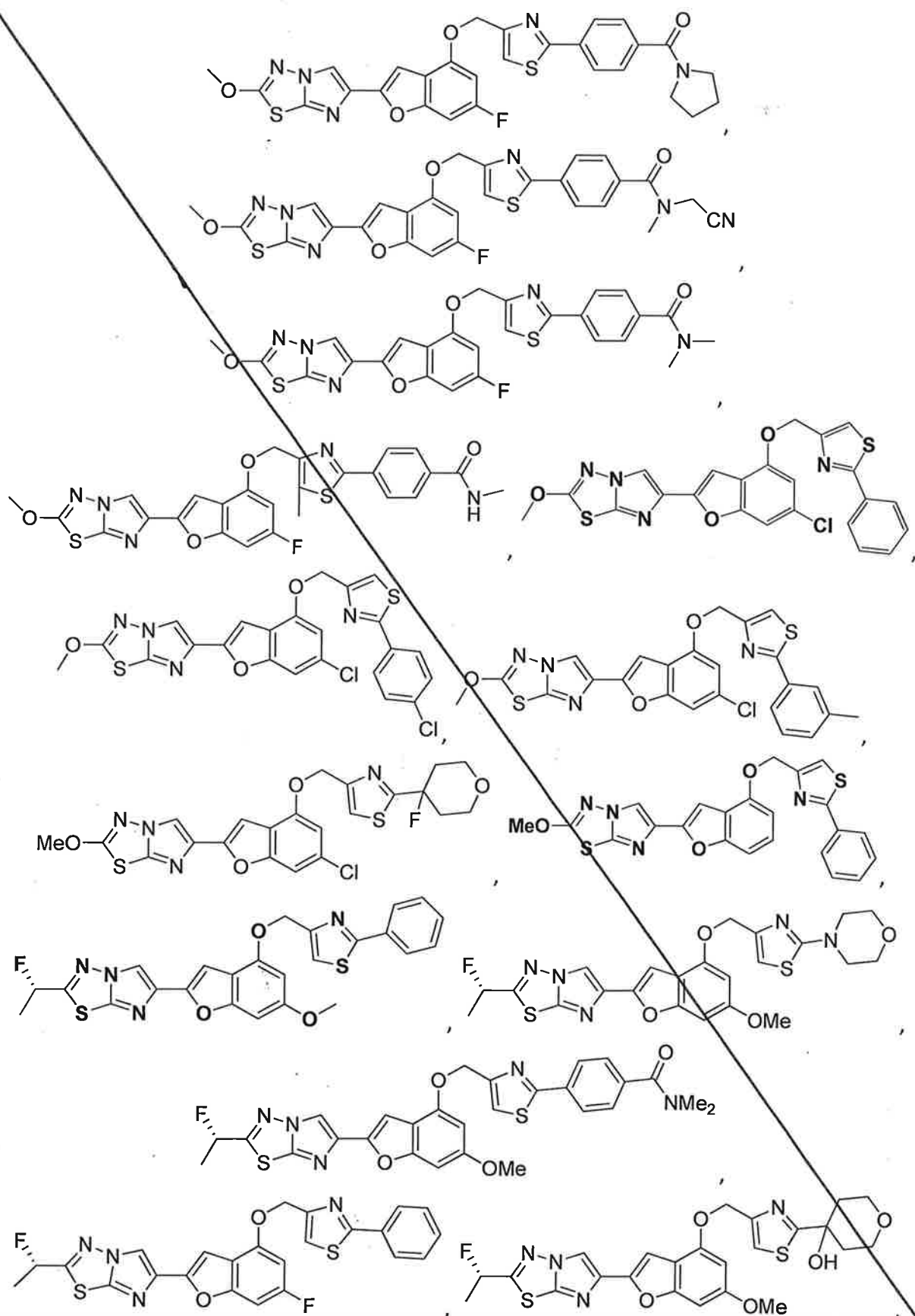


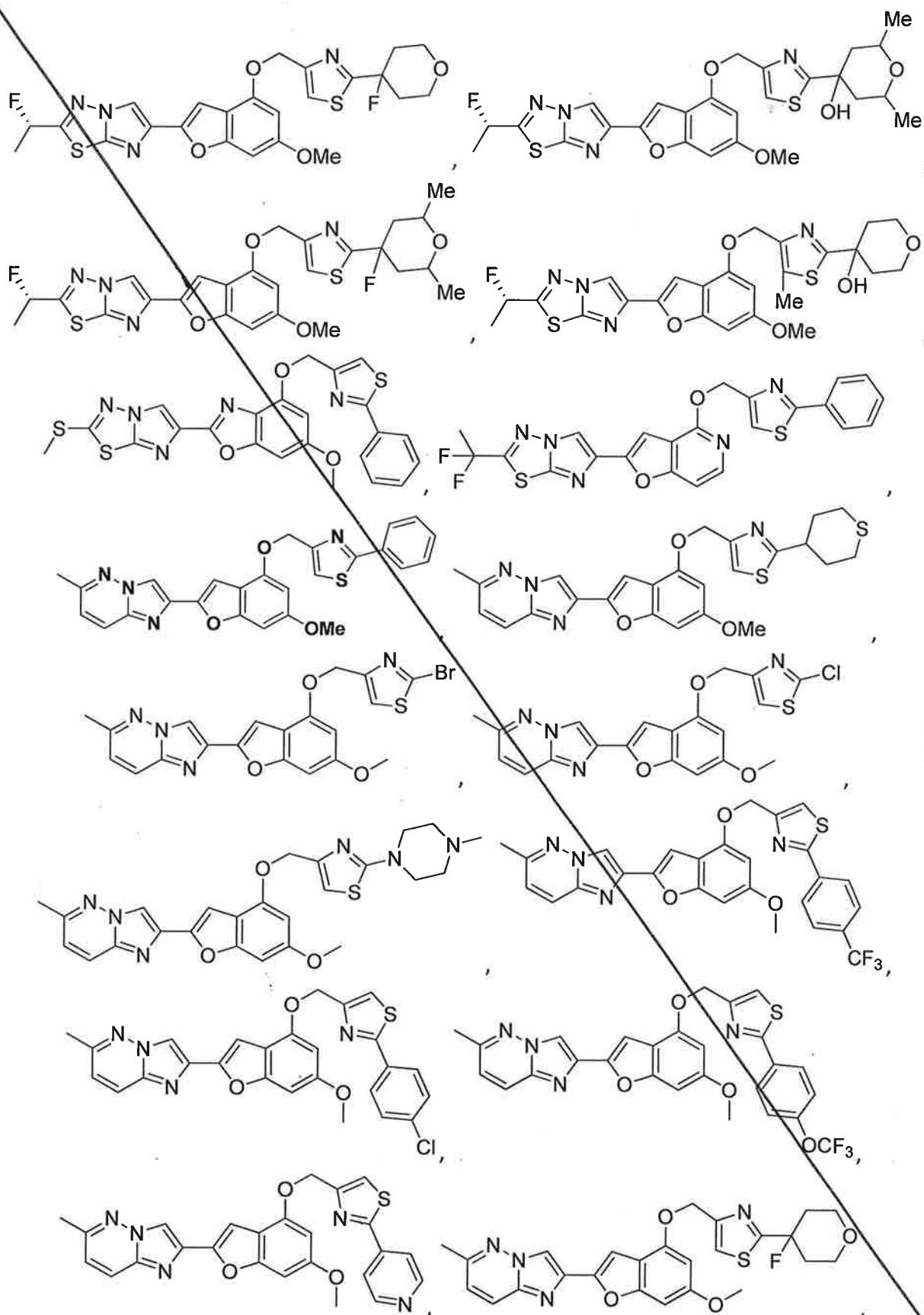


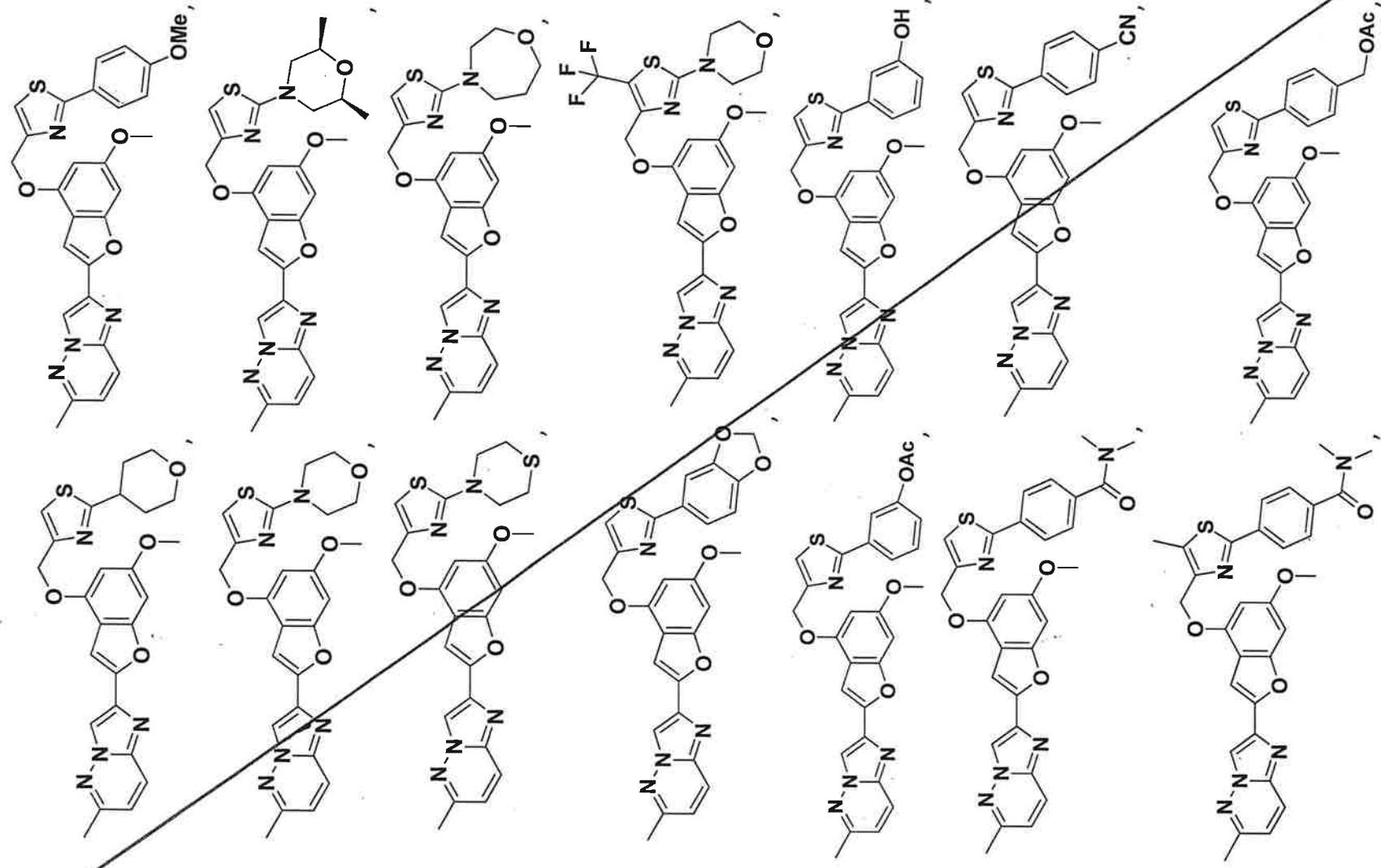


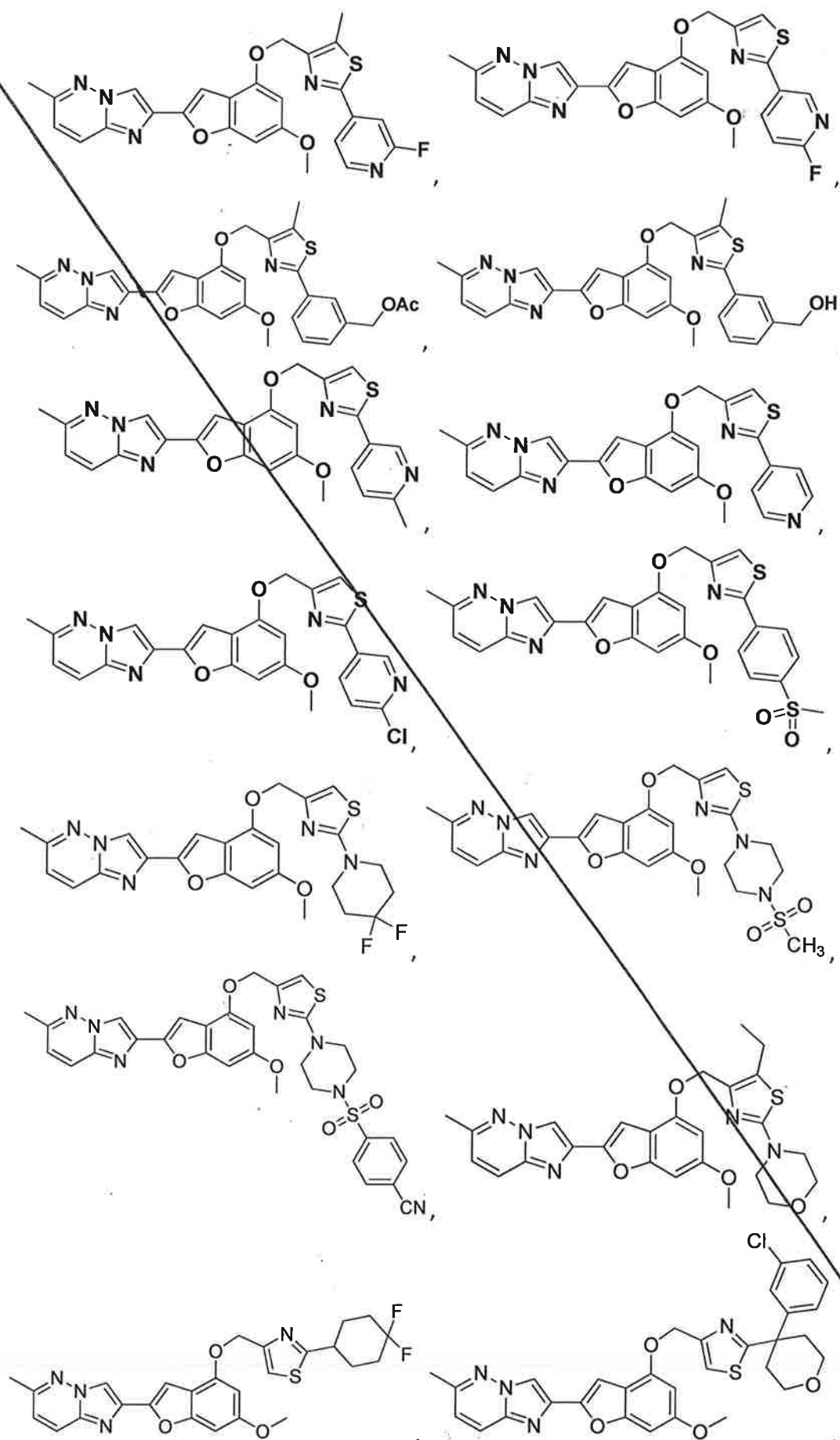


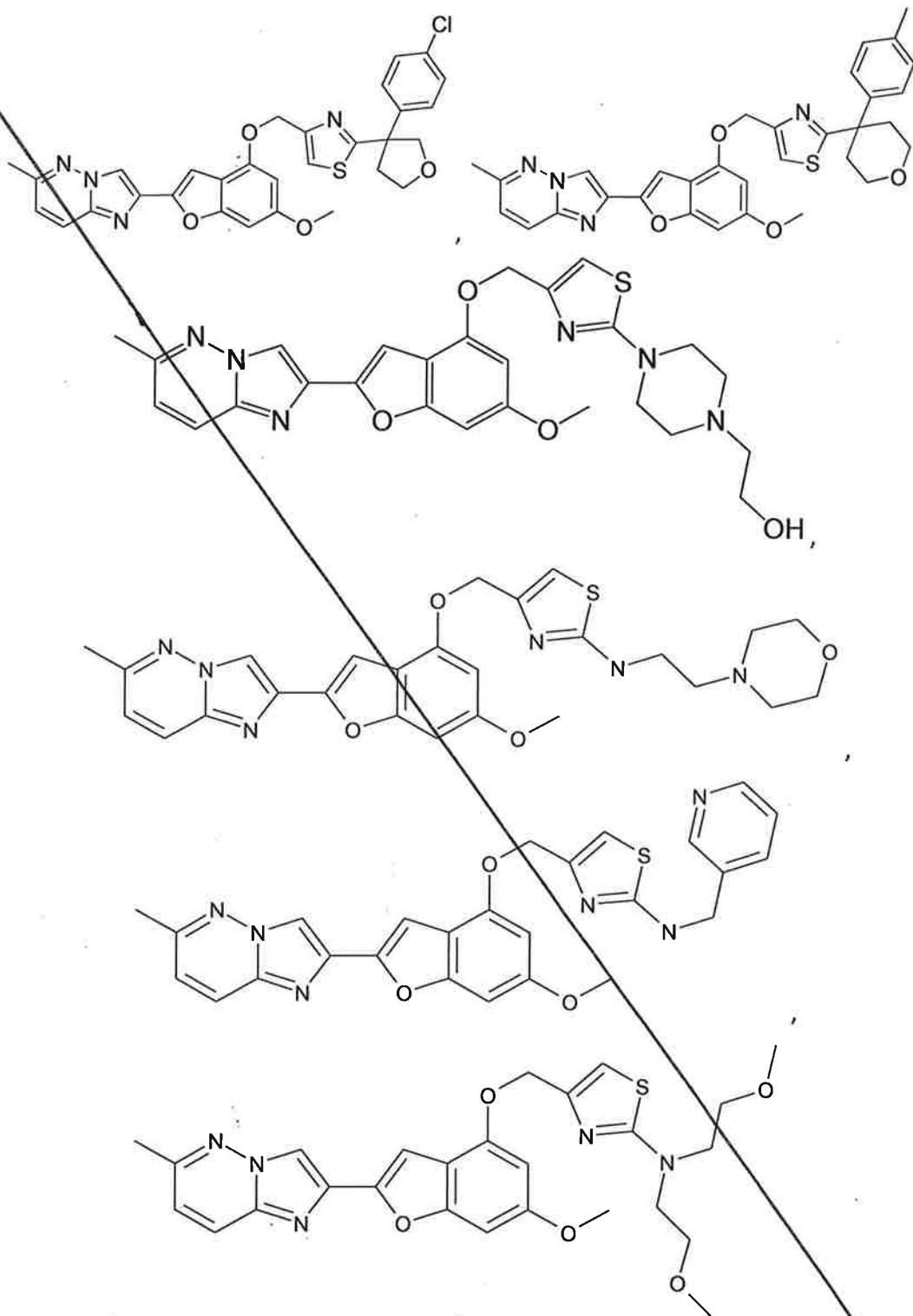


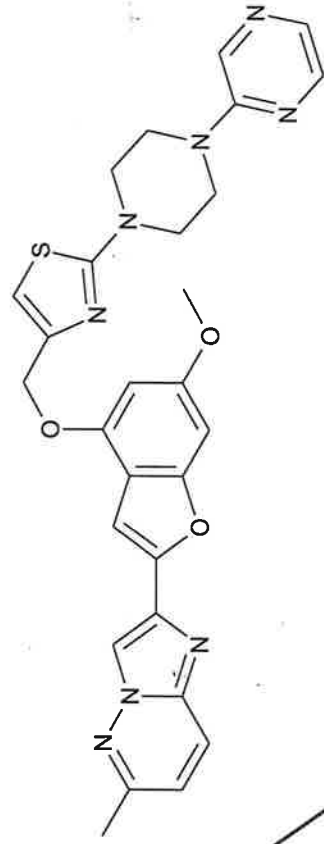
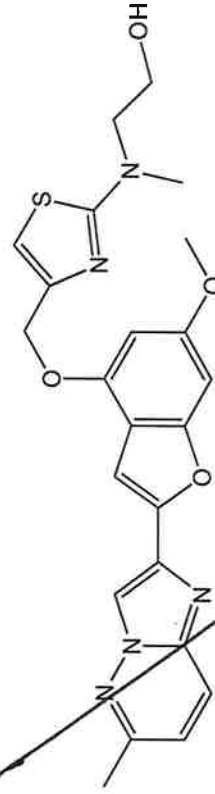
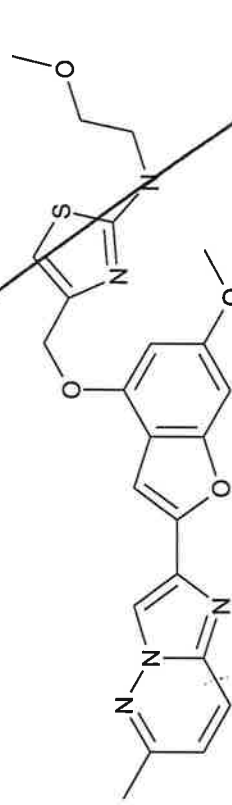
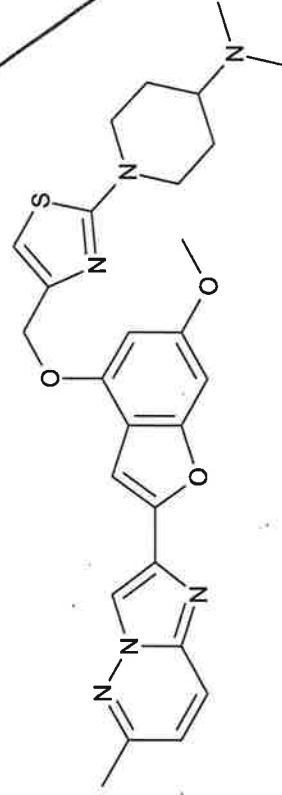




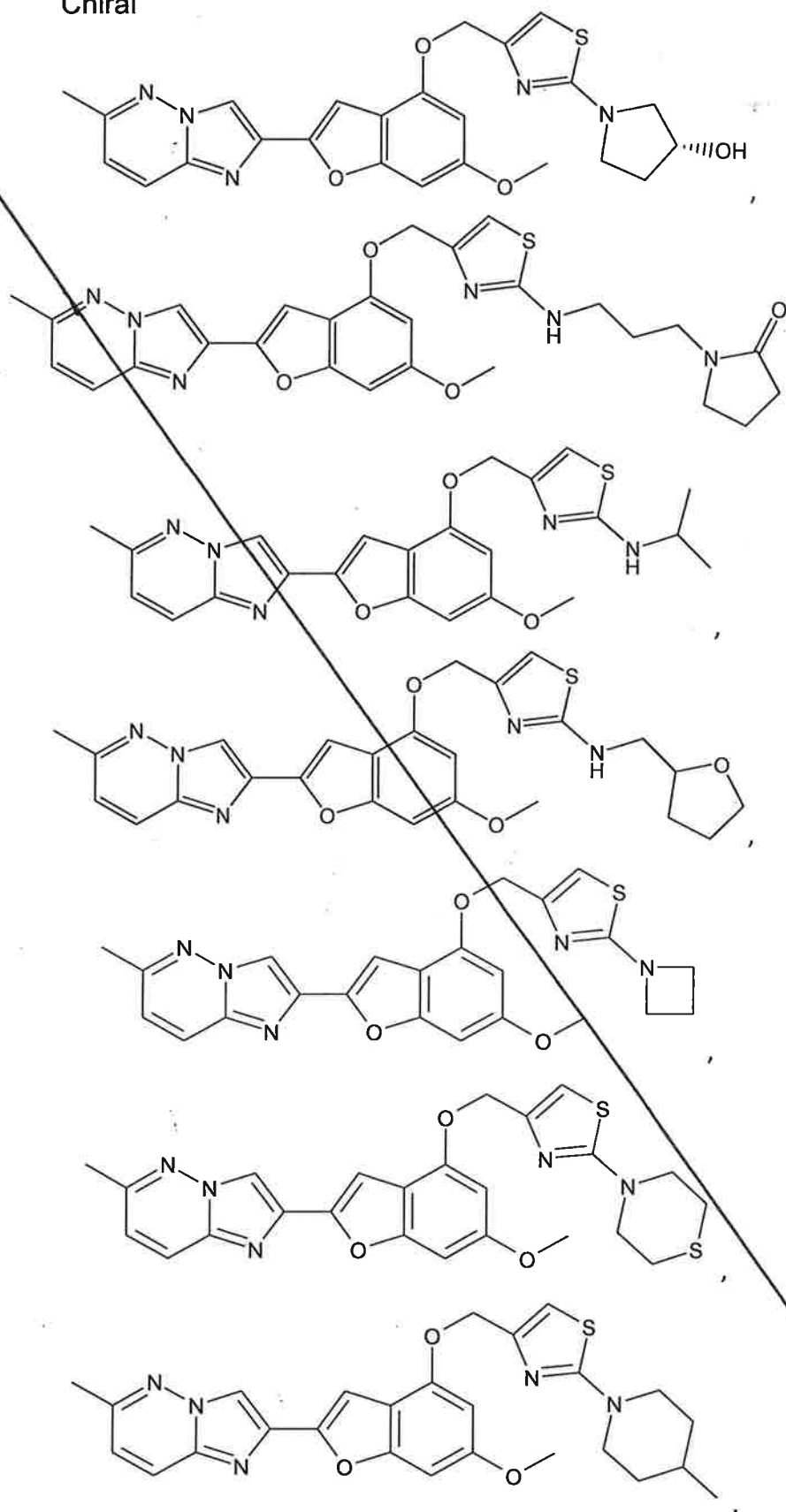


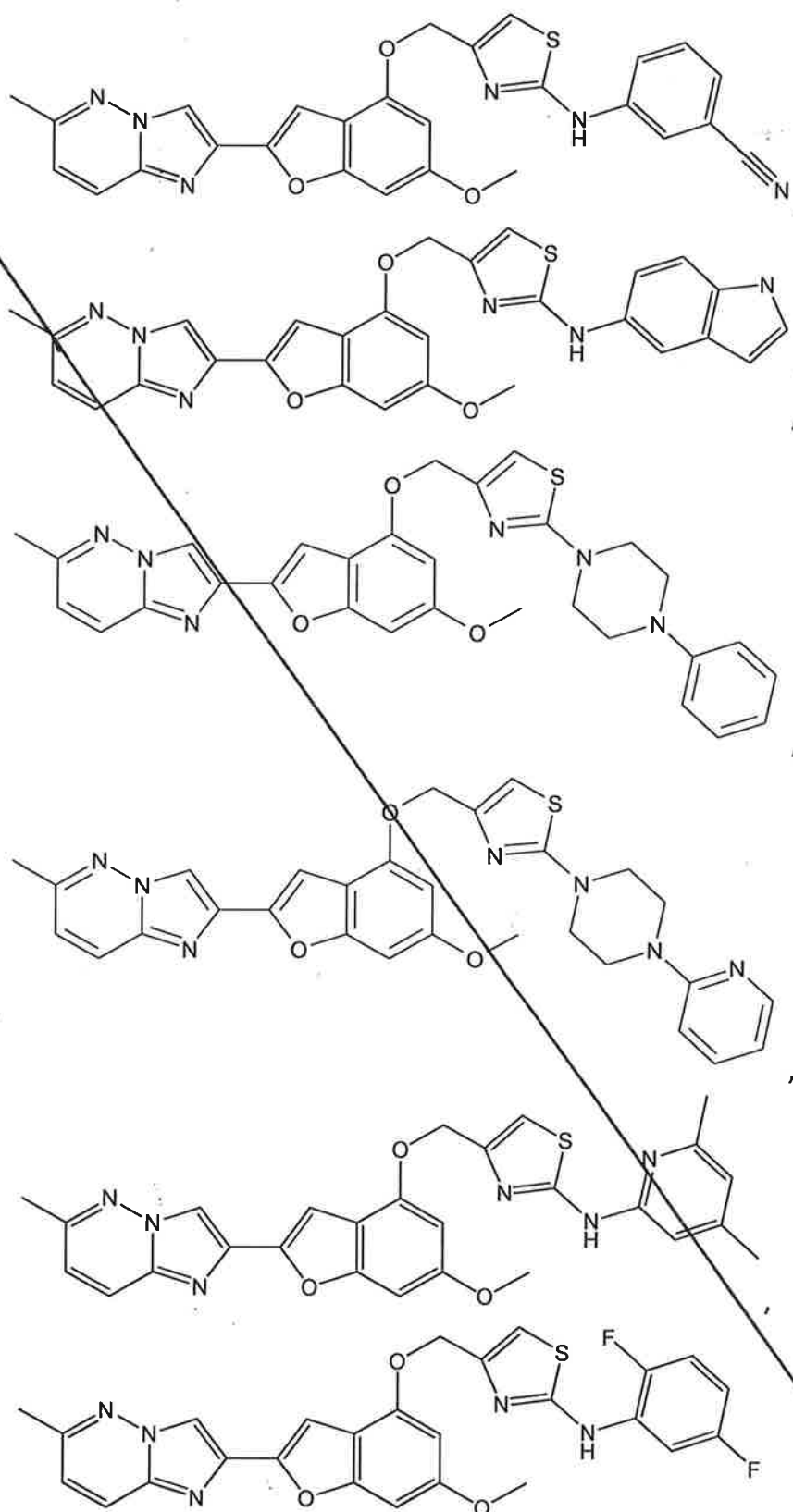


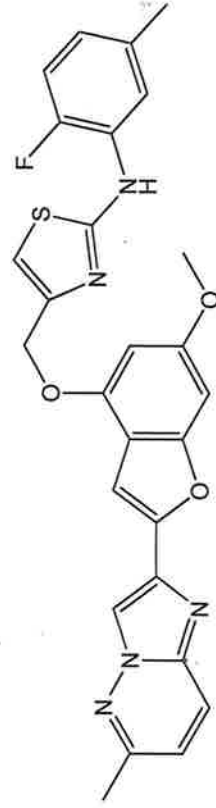
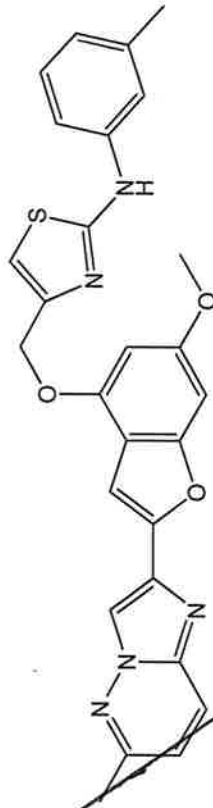
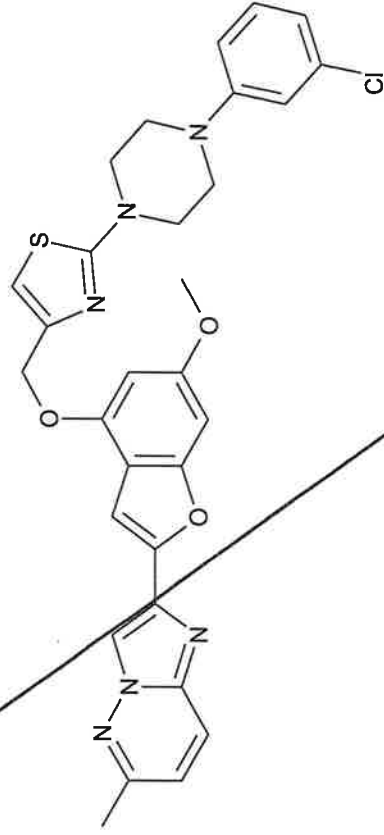
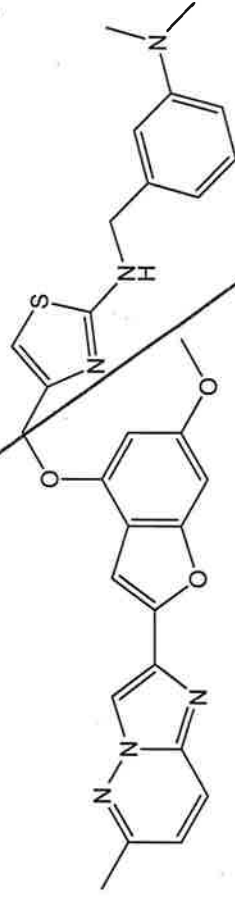
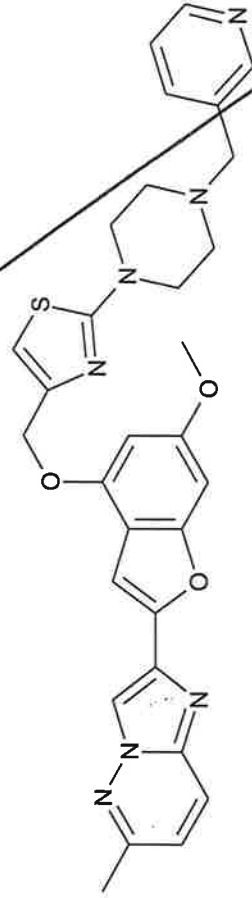
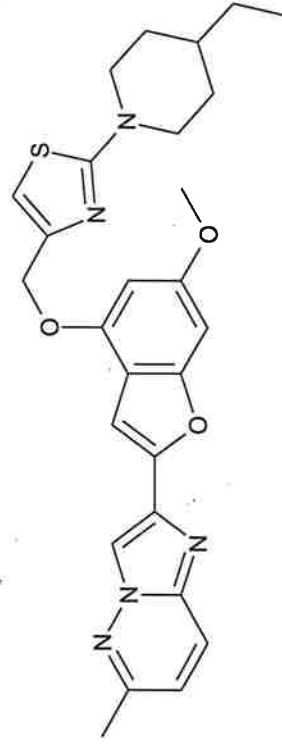


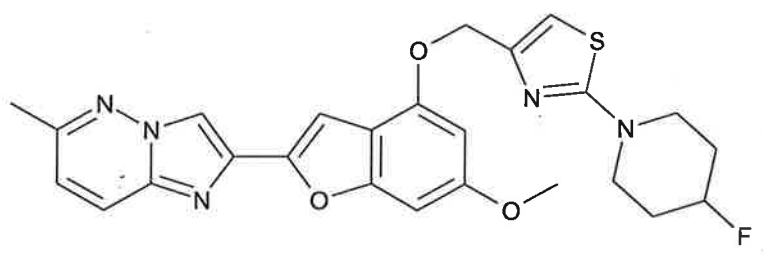
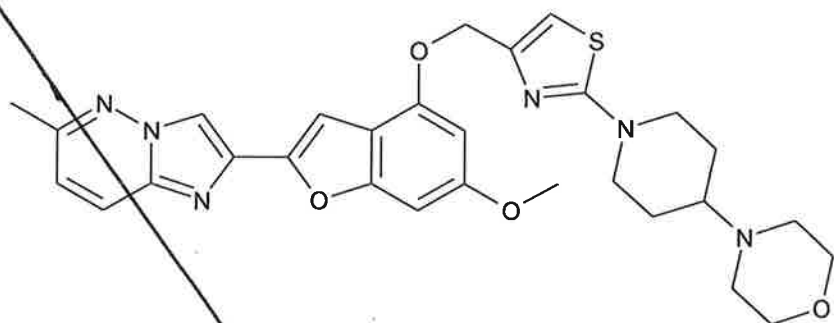


Chiral

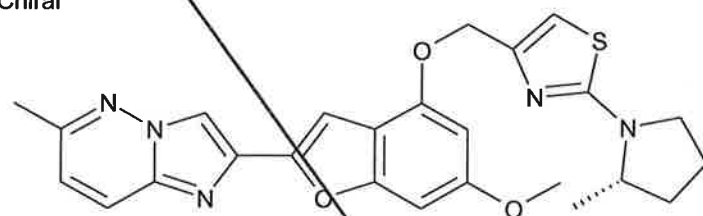




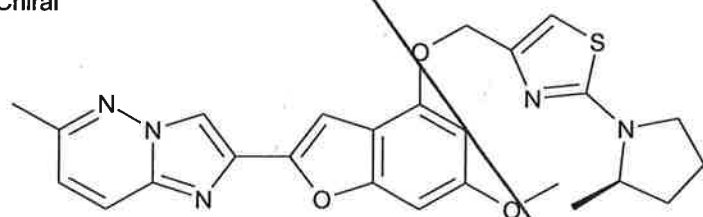
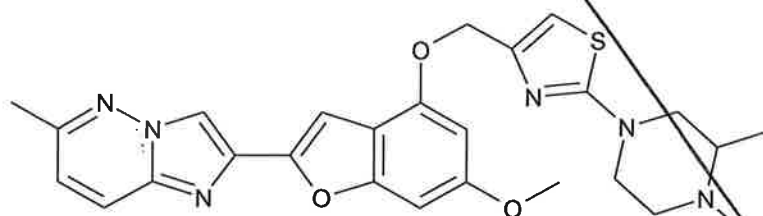
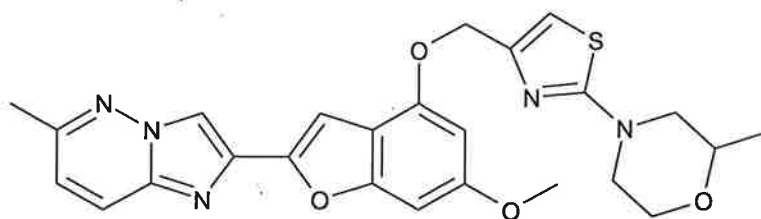


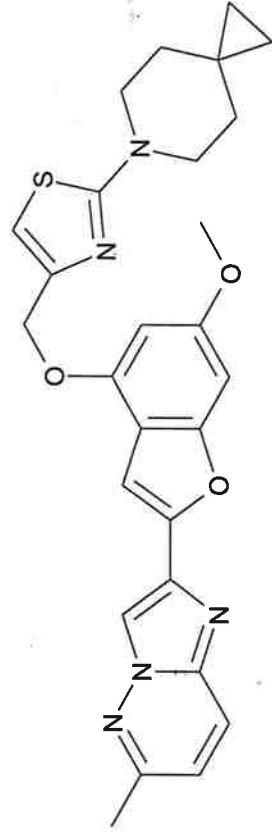
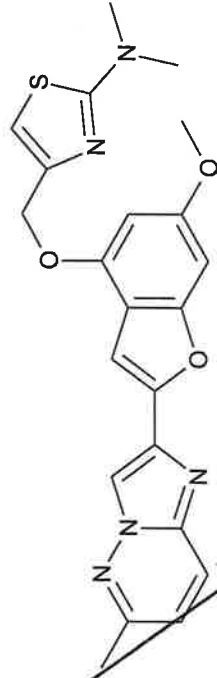
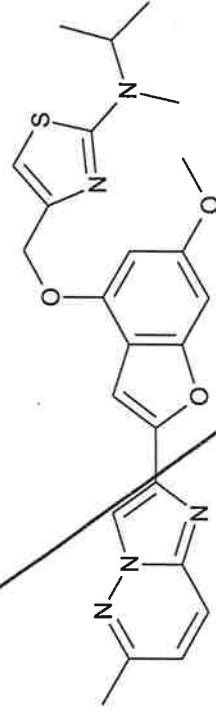
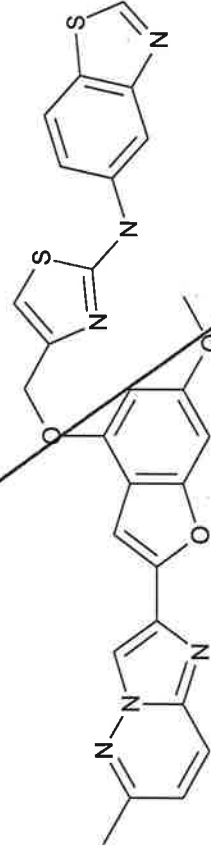
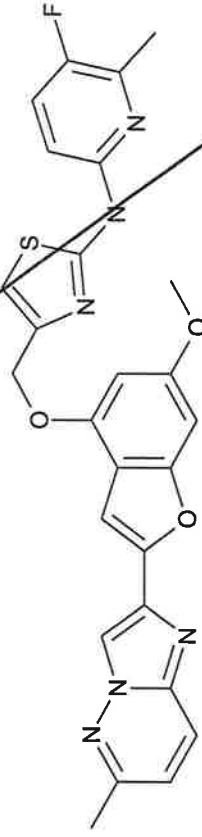
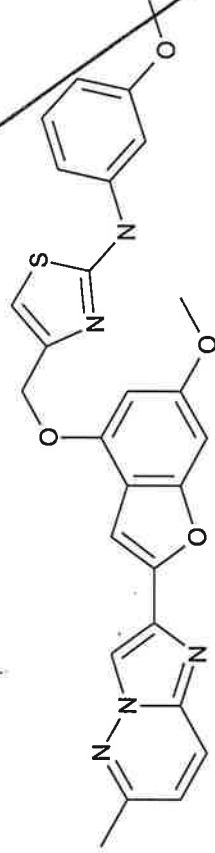


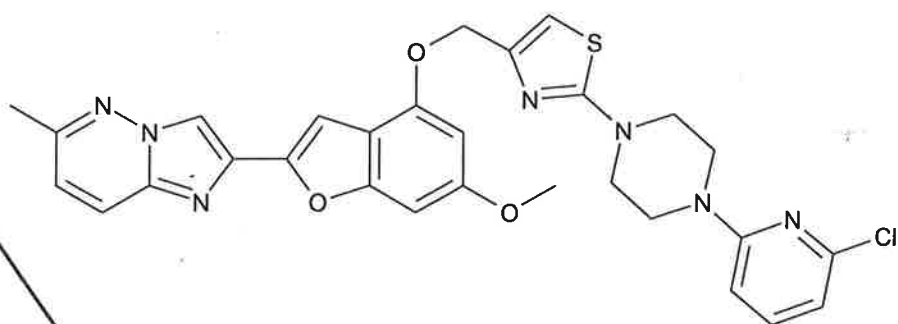
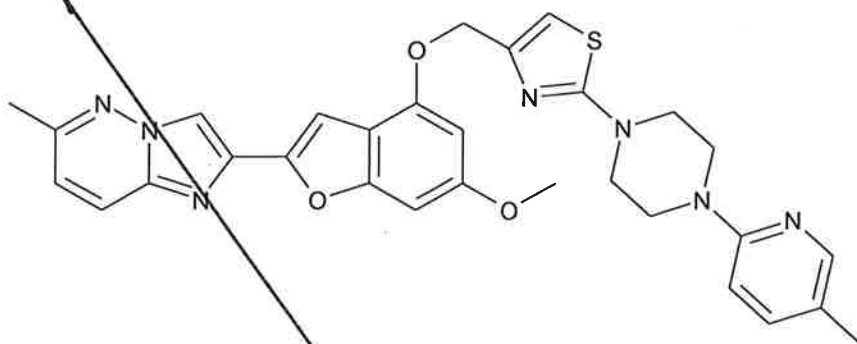
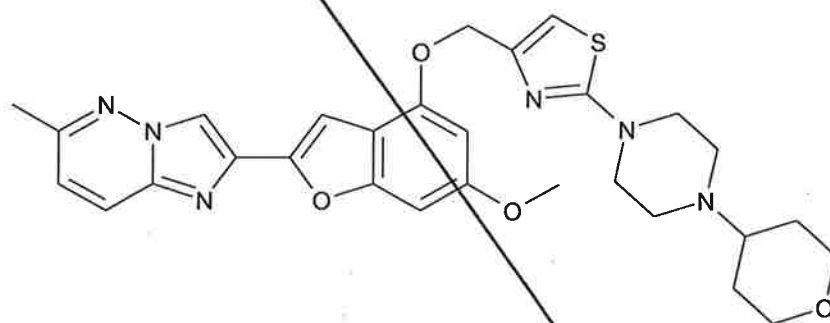
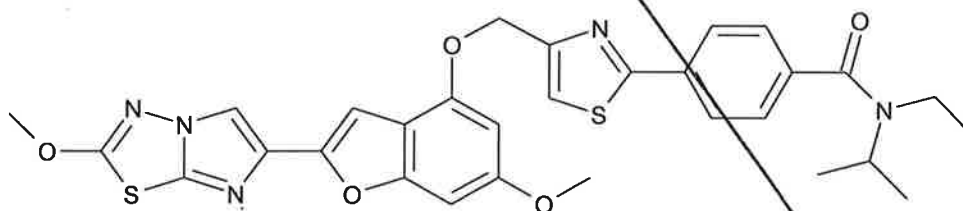
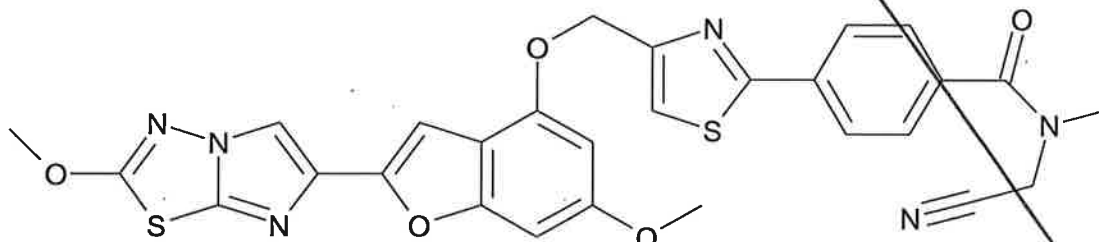
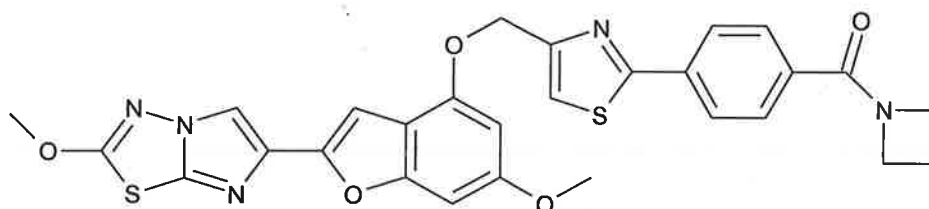
Chiral

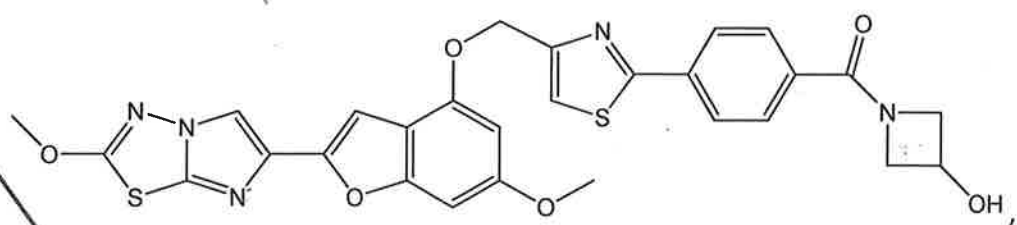
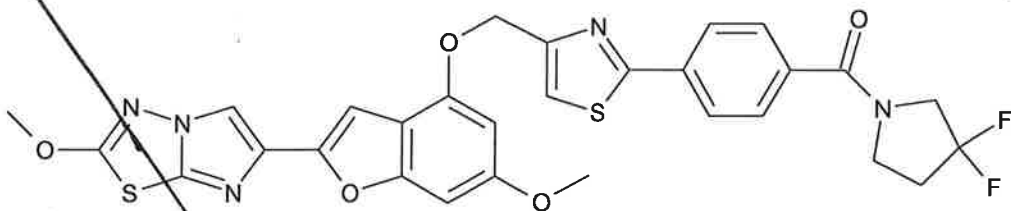
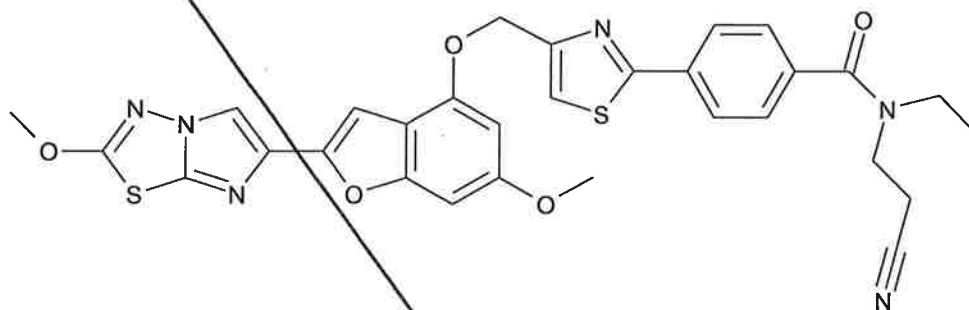
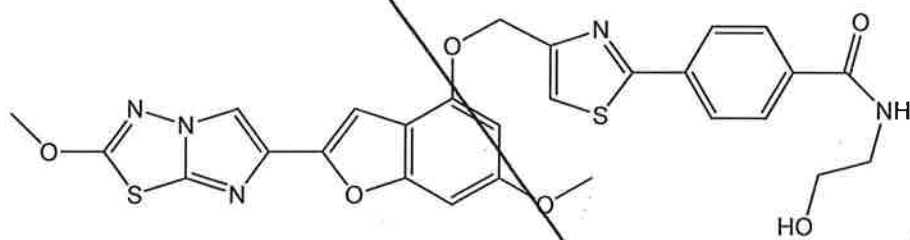
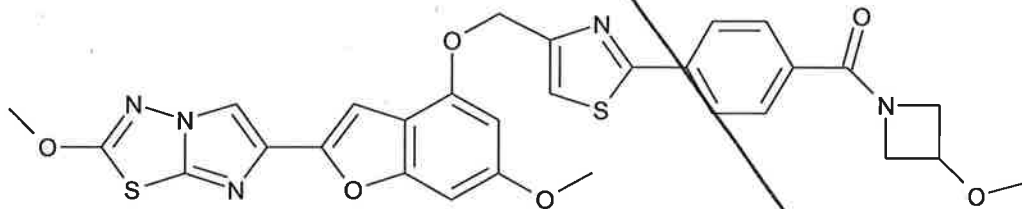
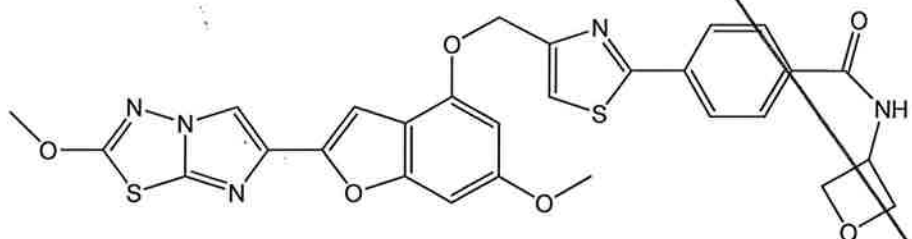
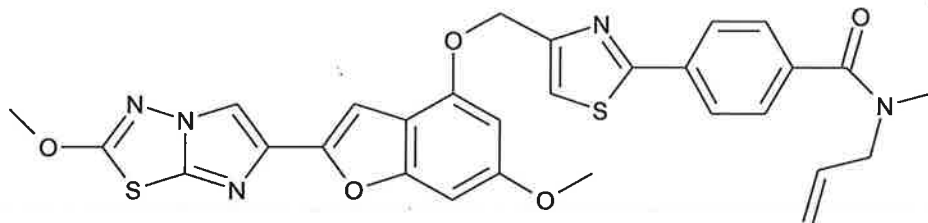


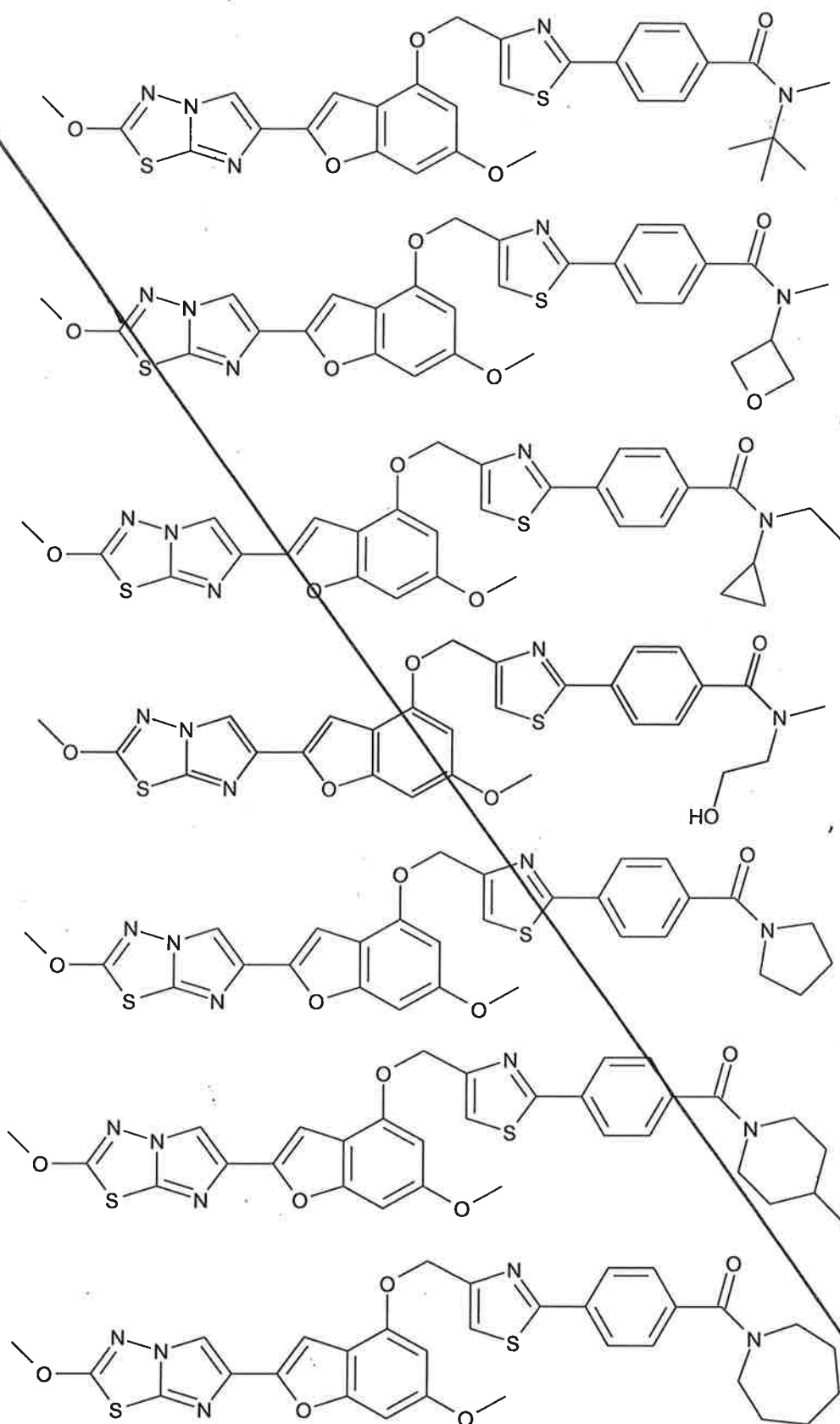
Chiral

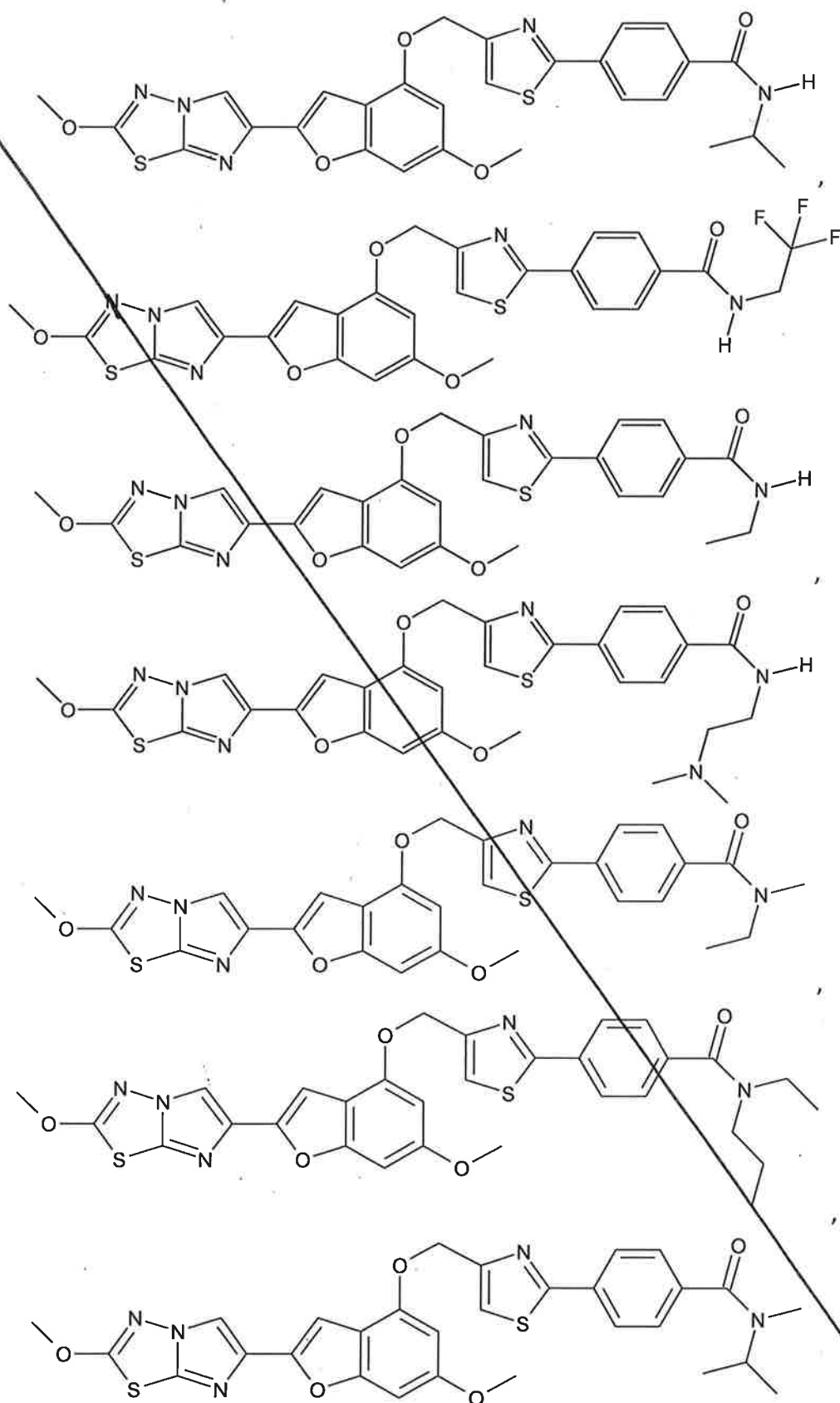


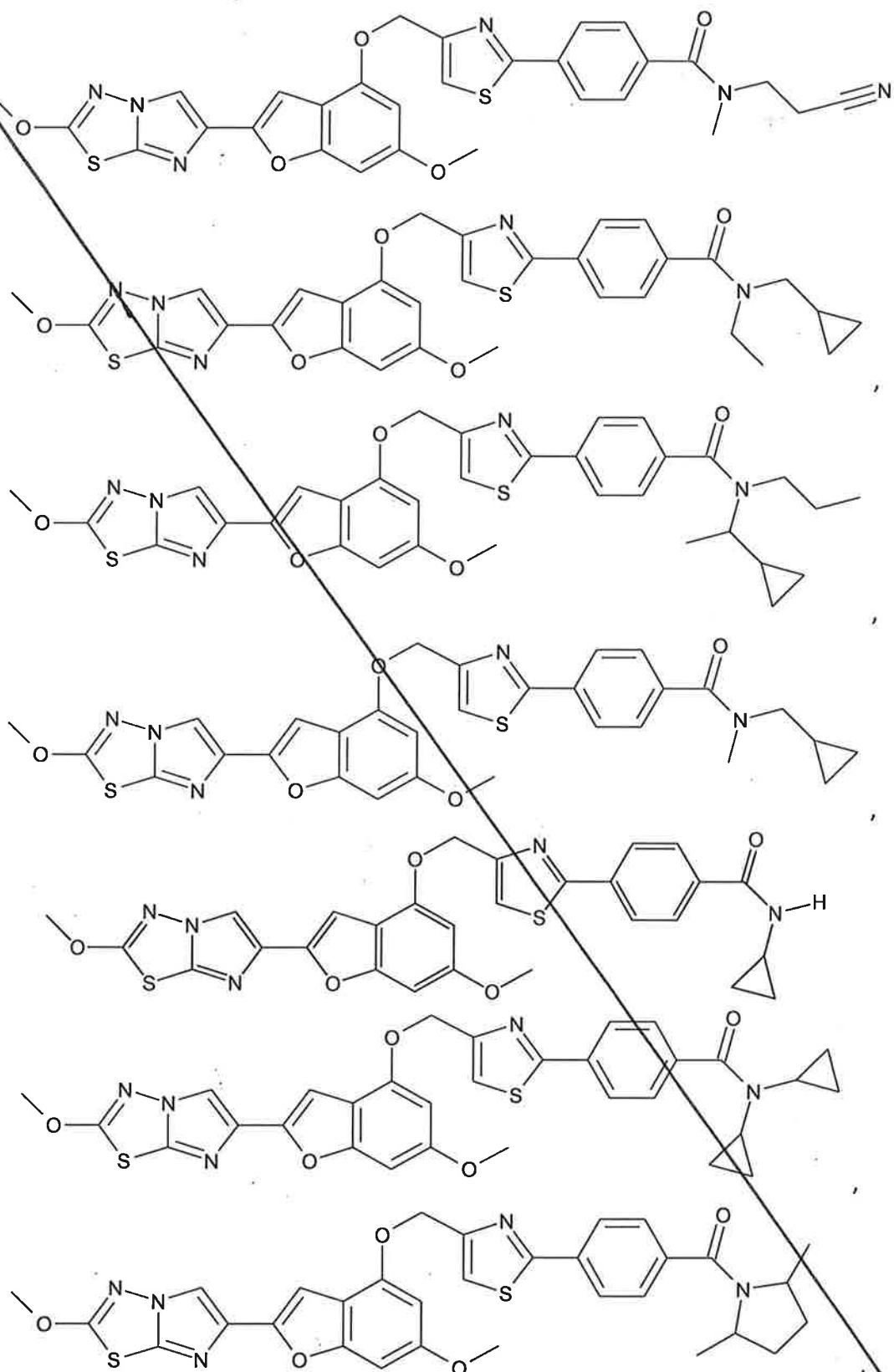




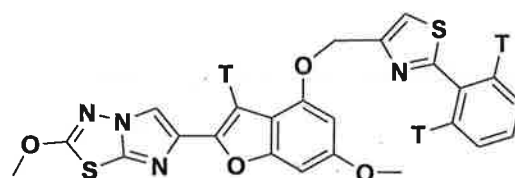








and



13. A pharmaceutical composition, which comprises a pharmaceutically acceptable carrier and a compound as defined in Claim 1, or stereoisomers, tautomers, pharmaceutically acceptable salts, or solvates thereof, alone or in combination with another therapeutic agent.

14. Use of a therapeutically effective amount of a compound as defined in Claim 1, or stereoisomers, tautomers, pharmaceutically acceptable salts, or solvates thereof in the manufacture of a medicament for the treatment of a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder, wherein the thromboembolic disorder is selected

from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

15. Use of a therapeutically effective amount of a PAR4 antagonist, as defined in Claim 1, in the manufacture of a medicament for inhibiting or preventing platelet aggregation.

16. The compound as defined in Claim 1 wherein:

Y is S or -CH=CH-;

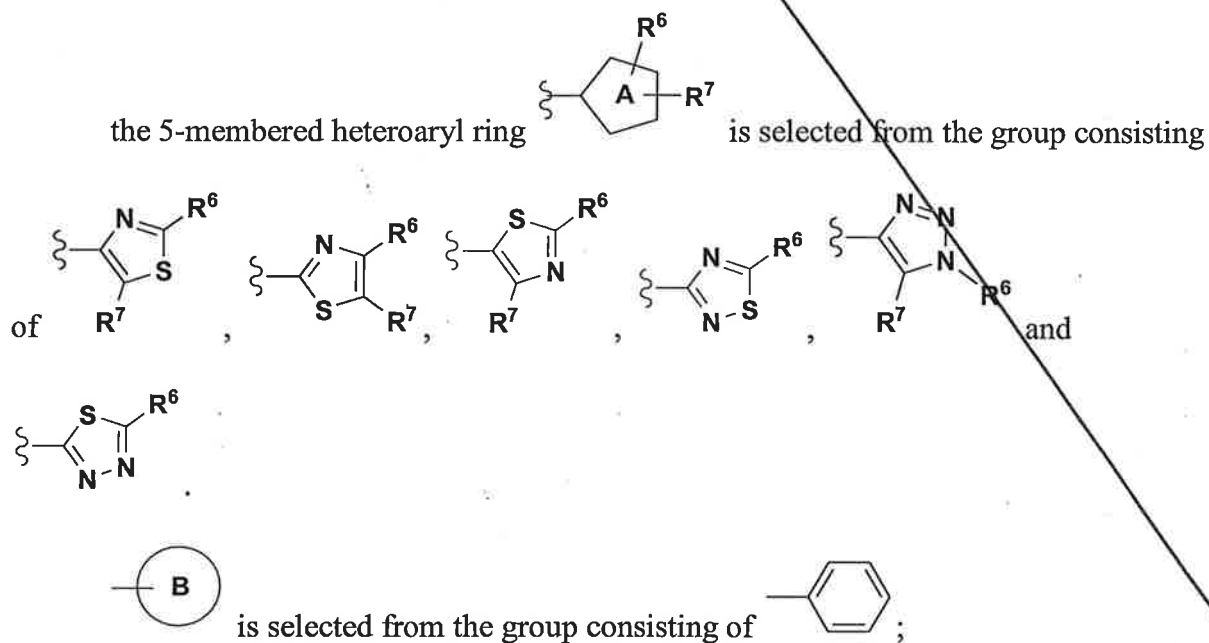
R¹ and R^{1a} are selected from the group consisting of:

CH₃,
SCH₃,
OCH₃,
CHF(CH₃),
CF₂(CH₃), and
CF₃;

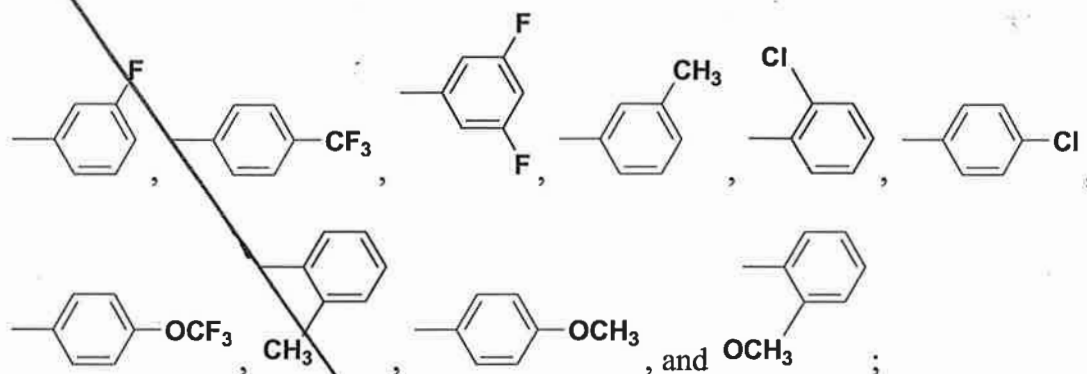
X¹ is CH or N;

X² and X⁴ are each CH; and

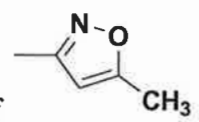
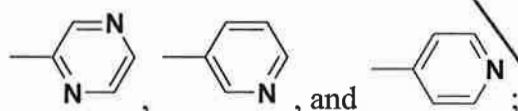
X³ is CR³ where R³ is OCH₃, F or Cl;



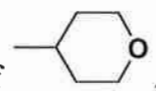
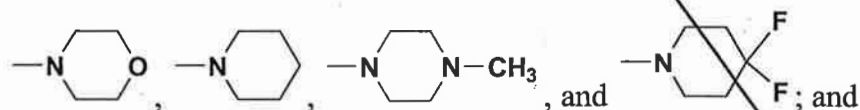
substituted phenyl, which is selected from the group consisting of



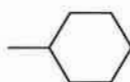
heteroaryl, which is selected from the group consisting of



heterocyclyl, which is selected from the group consisting of



cycloalkyl, which is

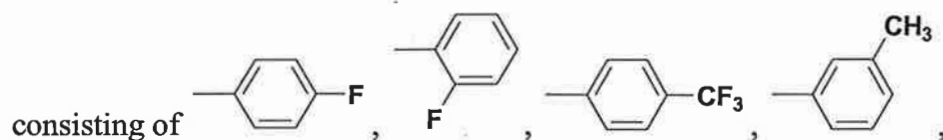


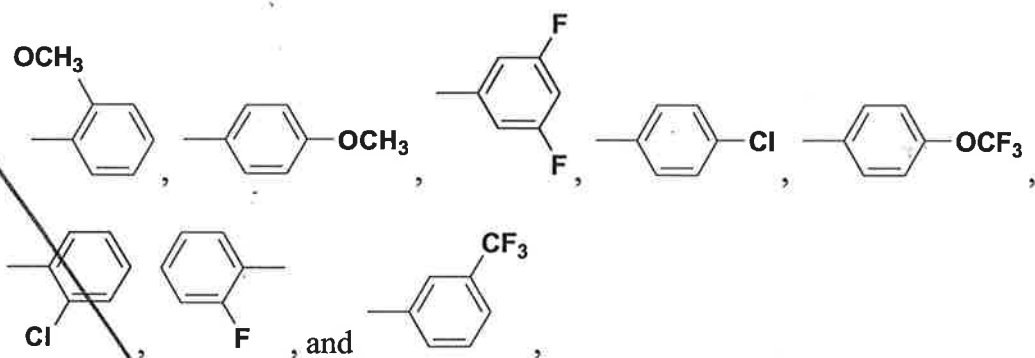
R^7 is selected from H or C_1 - C_4 alkyl.

17. The compound as defined in Claim 1 wherein:

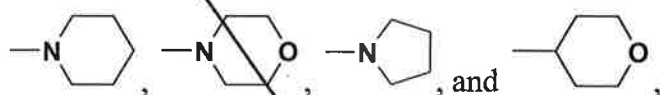
R^6 is selected from the group consisting of:

a) phenyl or substituted phenyl, which is selected from the group

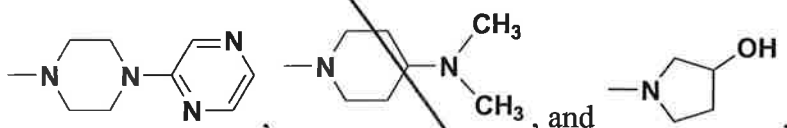




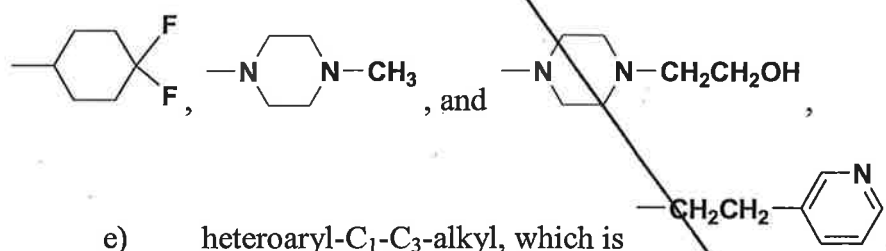
b) heterocyclyl, which is selected from the group consisting of



c) substituted heterocyclyl, which is selected from the group consisting of

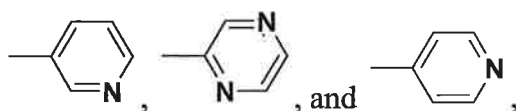


d) cycloalkyl, which is selected from the group consisting of

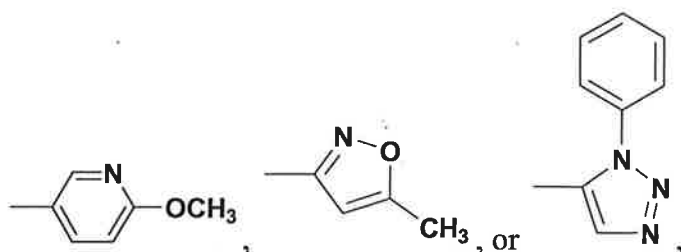


e) heteroaryl- C_1 - C_3 -alkyl, which is

f) heteroaryl, which is selected from the group consisting of



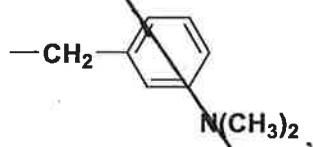
g) substituted heteroaryl, which is selected from the group consisting of



h) haloalkyl, which is $-CF_3$,

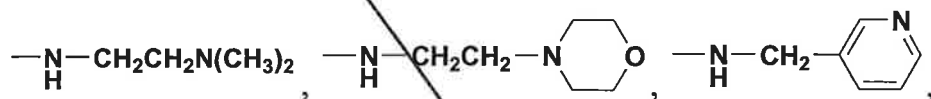
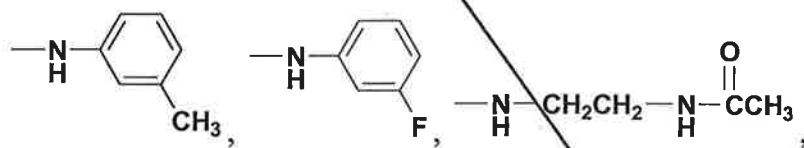
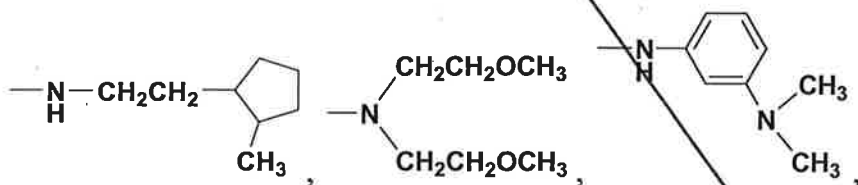
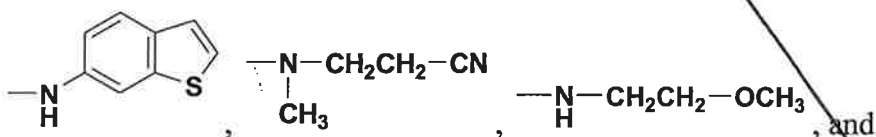
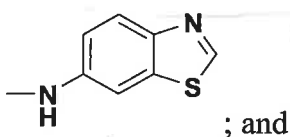
- i) halo, which is Br,
- j) alkoxyalkoxyalkyl, which is $-\text{CH}_2\text{OCH}_2\text{CH}_2\text{OCH}_3$,
- k) alkyl which is selected from $-\text{CH}_2\text{CH}_3$ or CH_3 ,

- l) aryl- C_1 - C_3 -alkyl, which is selected from $-\text{CH}_2$ - or



- m) H,

- n) $-\text{NR}^{11}\text{R}^{12}$, which is selected from the group consisting of



R^7 is selected from the group consisting of H and C_1 - C_4 alkyl.

18. The compound as defined in Claim 1 wherein:

Y is S;

R^1 is selected from the group consisting of:

CH_3 ,
 SCH_3 ,
 OCH_3 ,
 $CHF(CH_3)$,
 $CF_2(CH_3)$, and
 CF_3 ;

R^{1a} is selected from the group consisting of:

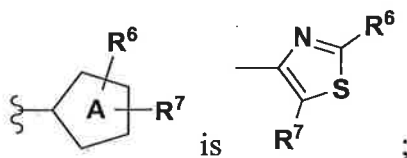
Cl ,
 CH_3 , and
 OCH_3 ;

X^1 is CH or N ;

X^2 and X^4 are each CH ; and

X^3 is CR^3 where R^3 is OCH_3 , F or Cl ;

R^4 and R^5 are H ;



R^6 is selected from the group consisting of:

a) phenyl substituted by 0 to 3 groups independently selected from the group consisting of chloro, $-CF_3$, cyano, $-OCH_3$, $-OCF_3$, $-SO_2CH_3$ and $(C=O)N(CH_3)_2$;

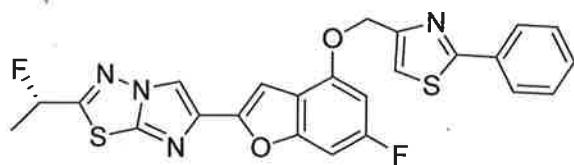
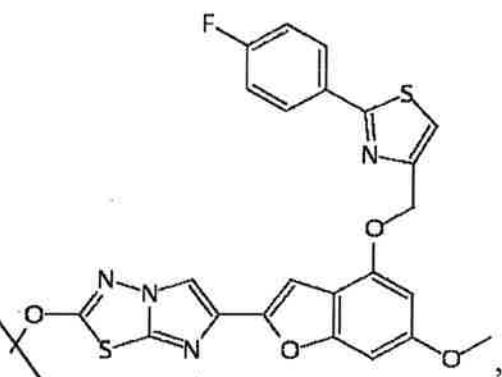
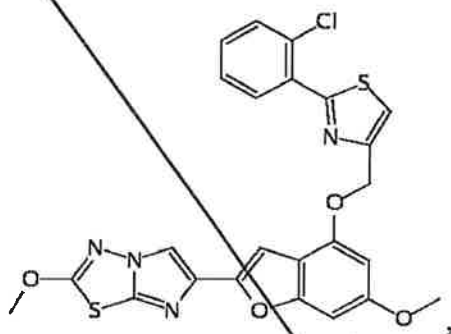
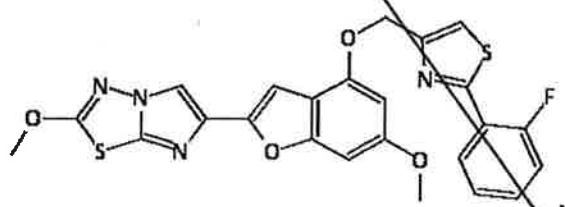
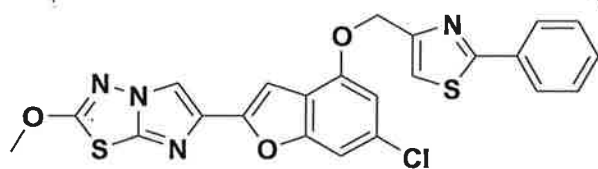
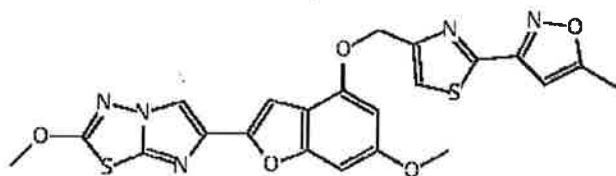
b) pyridinyl or pyrimidinyl substituted by 0 to 3 groups independently selected from the group consisting of fluoro, chloro, $-CH_3$ and $-OCH_3$; and

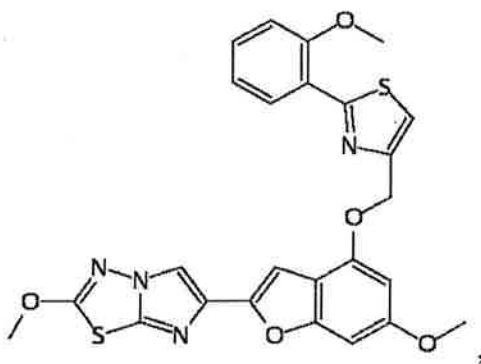
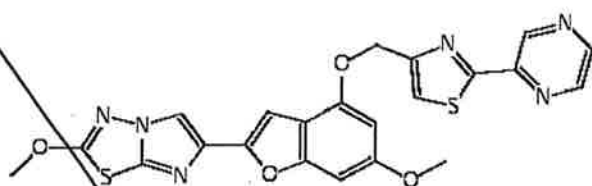
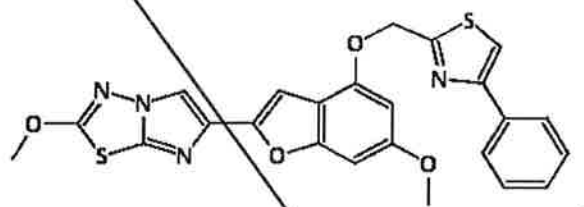
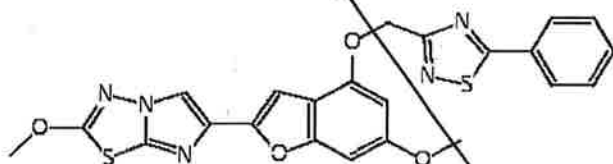
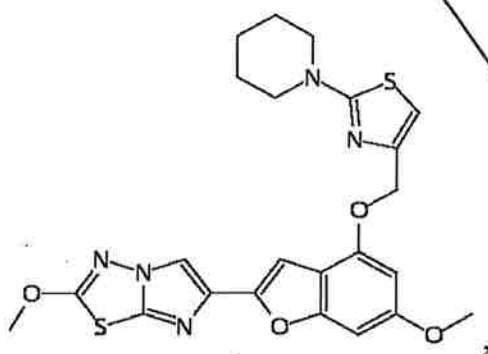
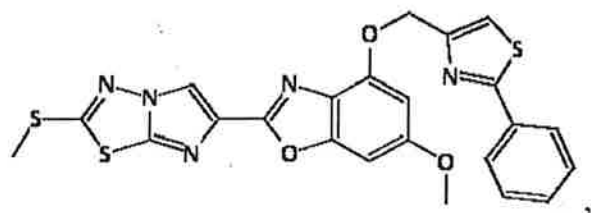
c) piperidinyl, morpholinyl or thiomorpholinyl substituted by 0 to 3 groups independently selected from the group consisting of fluoro, OH , $-CH_3$ and $-NH_2$;

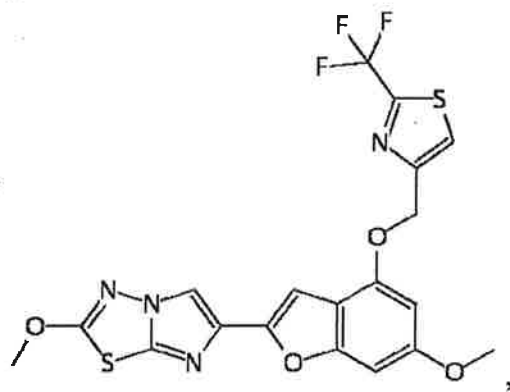
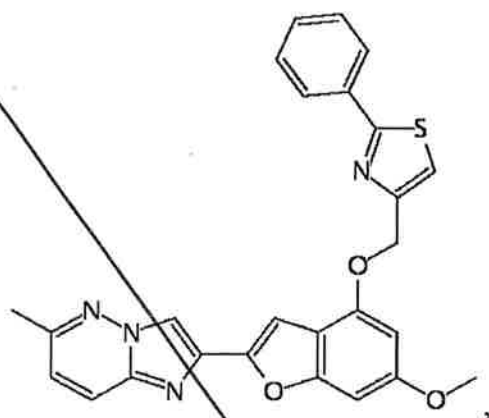
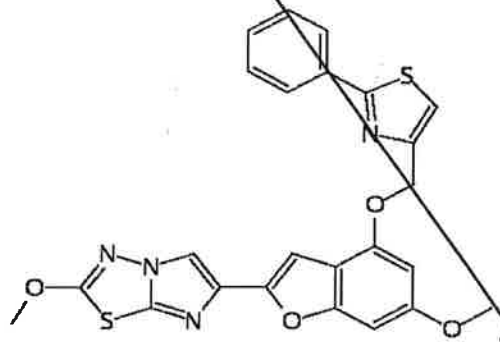
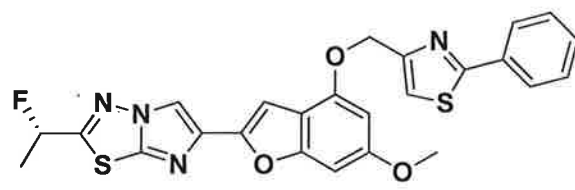
R^7 is selected from the group consisting of H and $-CH_3$; and

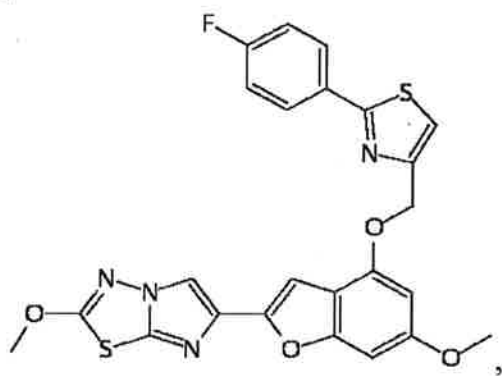
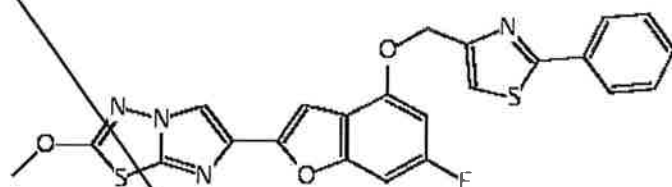
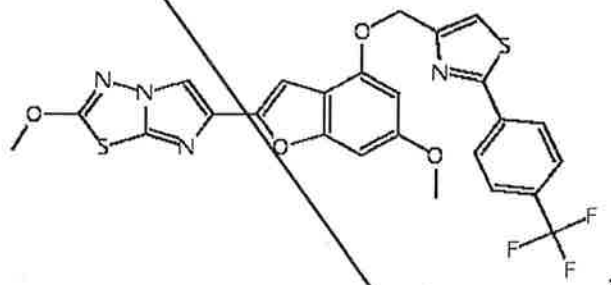
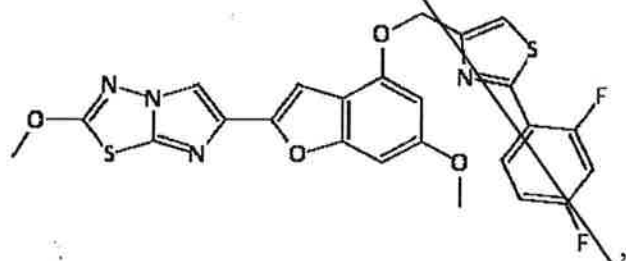
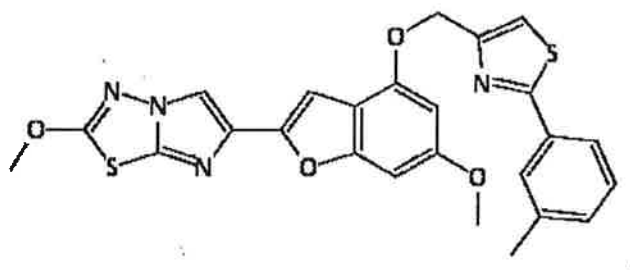
R^8 and R^9 are each H .

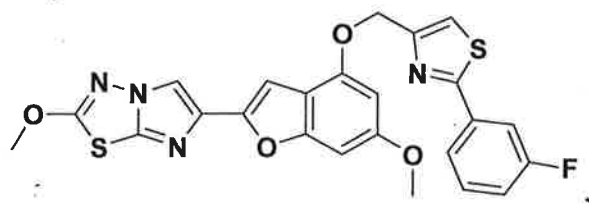
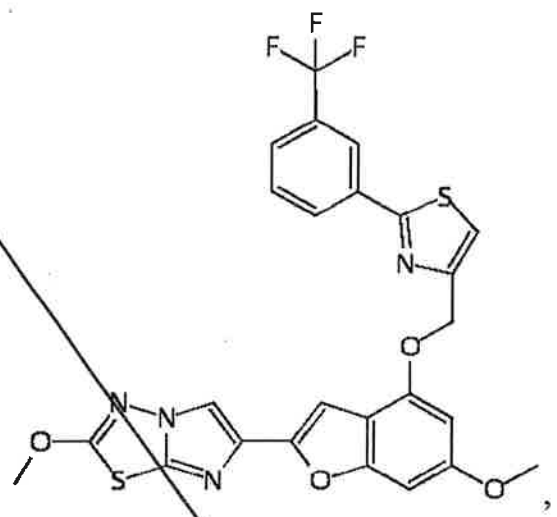
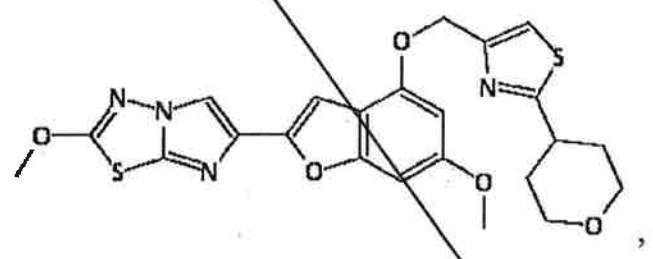
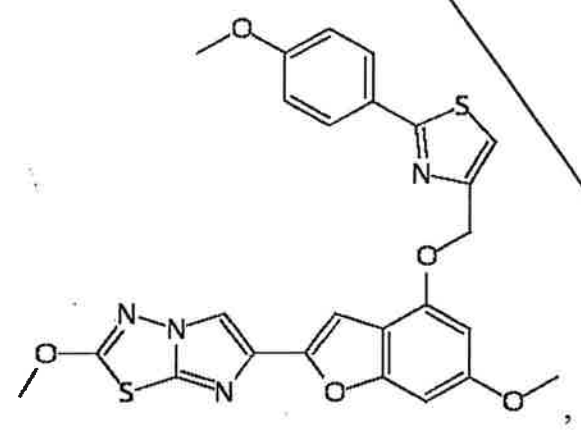
19. A compound of claim 1, wherein the compound is selected from

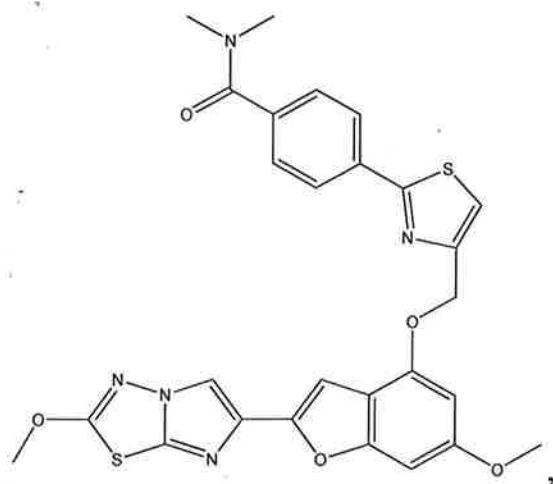
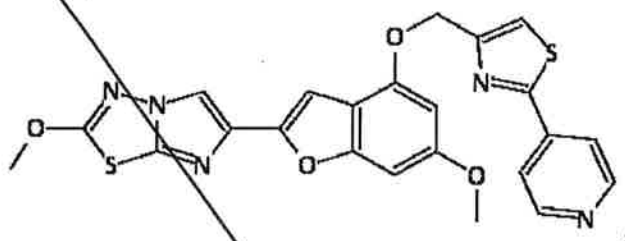
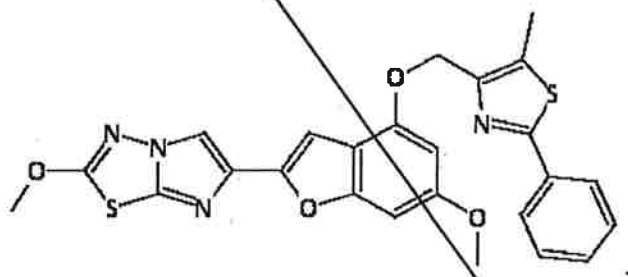
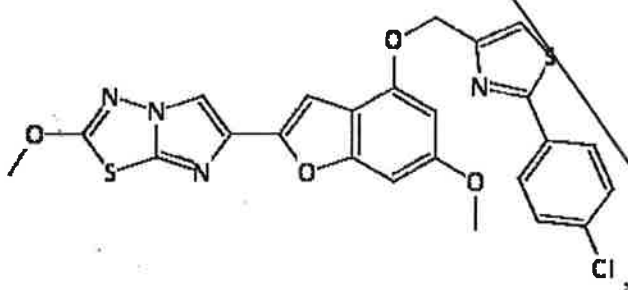


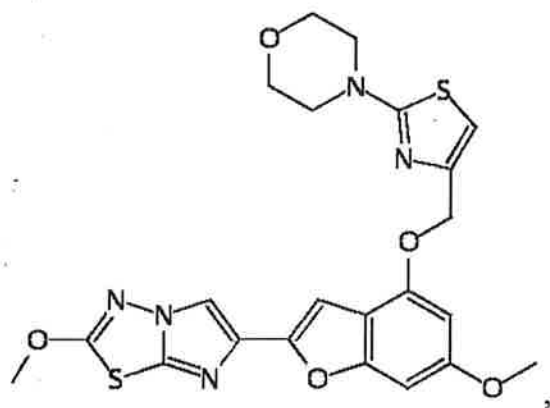
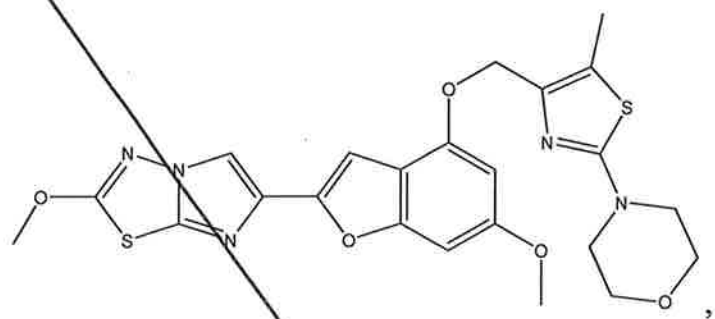
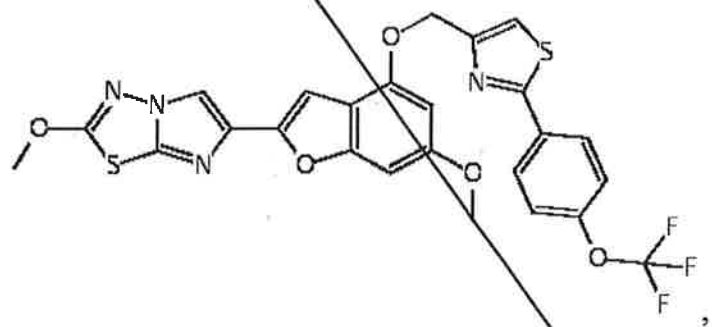
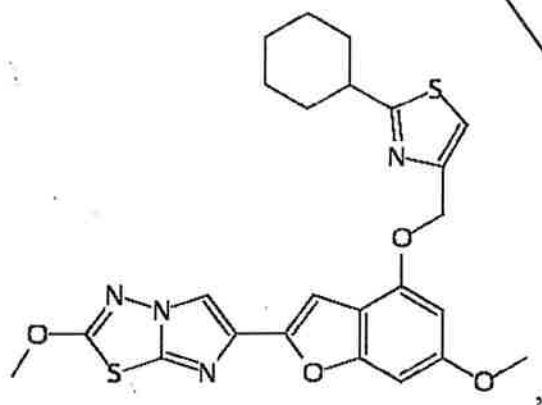


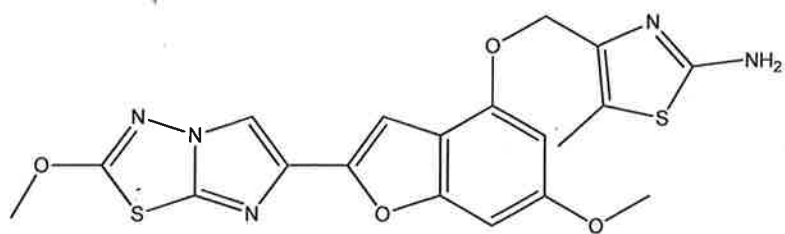
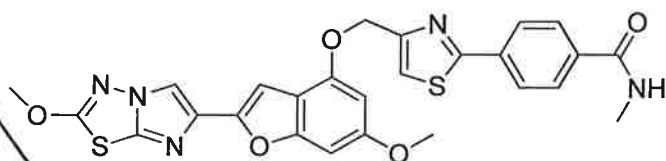
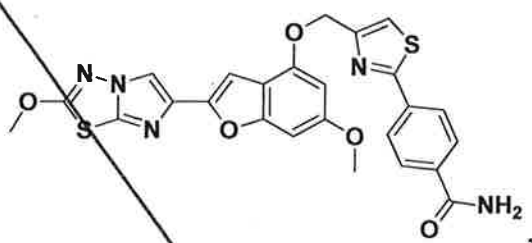
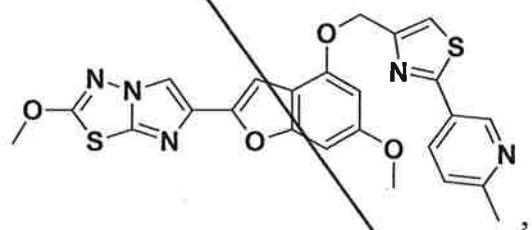
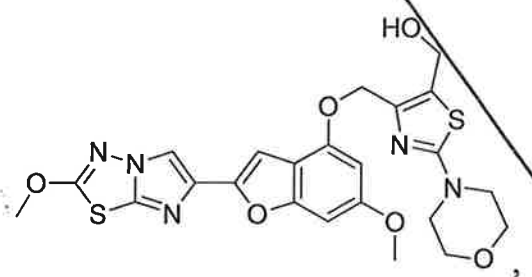
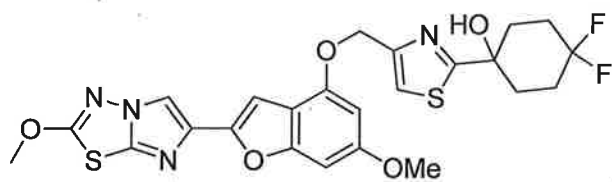
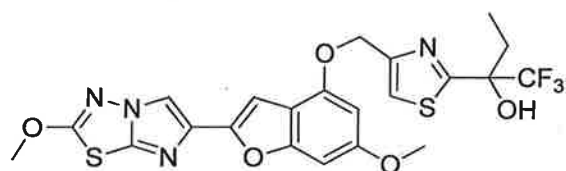


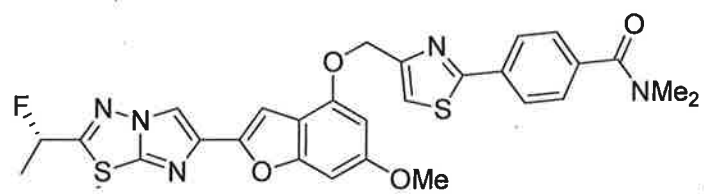
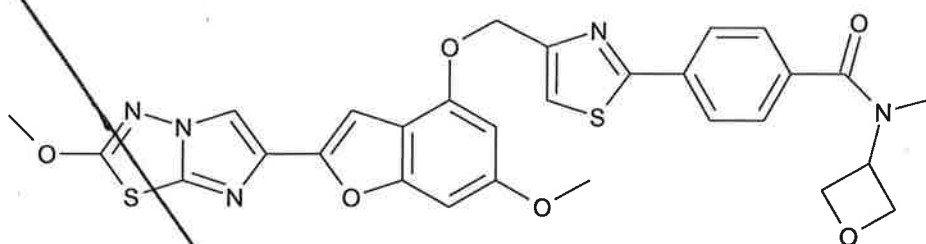
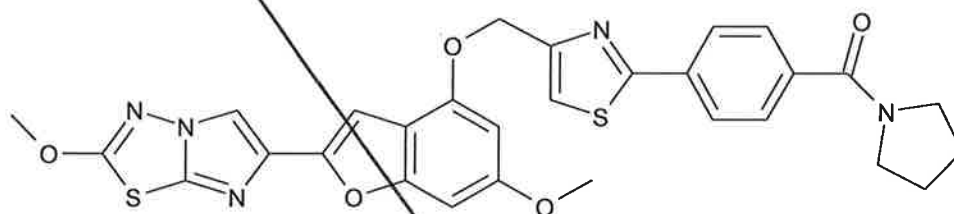
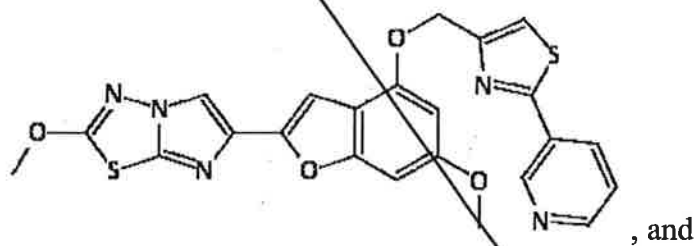
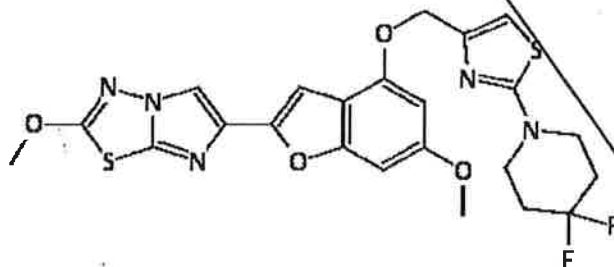






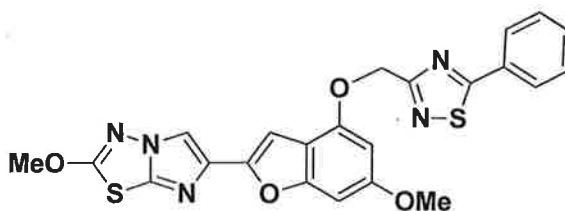






or pharmaceutically acceptable salt thereof.

20. A compound of Claim 19 of the Formula

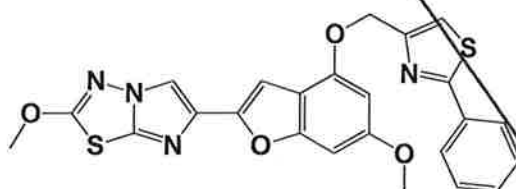


or pharmaceutically acceptable salt thereof.

21. The use of a therapeutically effective amount of a compound as defined in Claim 20, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

22. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 20, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

23. A compound of Claim 19 of the Formula:



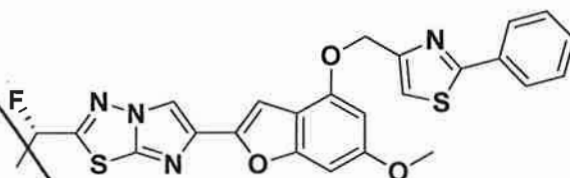
or pharmaceutically acceptable salt thereof.

24. The use of a therapeutically effective amount of a compound as defined in Claim 23, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous

cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

25. The use of a therapeutically effective amount of a compound as defined in Claim 23, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

26. A compound of Claim 19 of the Formula:

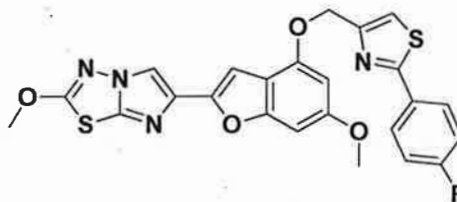


or pharmaceutically acceptable salt thereof.

27. The use of a therapeutically effective amount of a compound as defined in Claim 26, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

28. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 26, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

29. A compound of Claim 19 of the Formula:

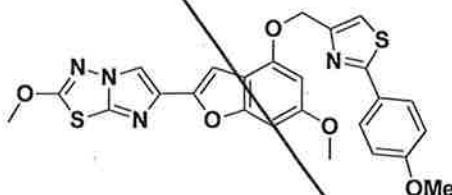


or pharmaceutically acceptable salt thereof.

30. The use of a therapeutically effective amount of a compound as defined in Claim 29, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

31. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 29, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

32. A compound of Claim 19 of the Formula:

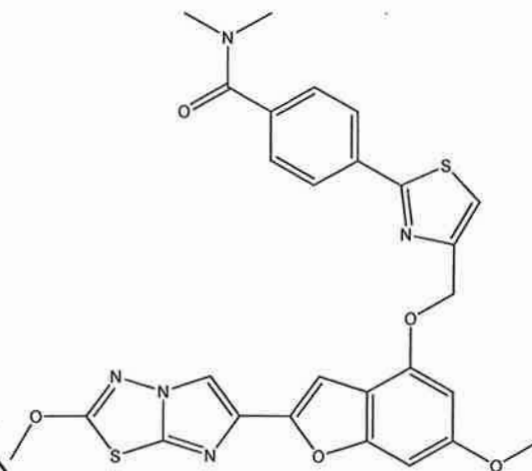


or pharmaceutically acceptable salt thereof.

33. The use of a therapeutically effective amount of a compound as defined in Claim 32, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

34. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 32, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

35. A compound of Claim 19 of the Formula:

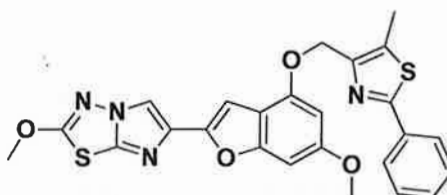


or pharmaceutically acceptable salt thereof.

36. The use of a therapeutically effective amount of a compound as defined in Claim 35, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

37. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 35, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

38. A compound of claim 19 having the formula

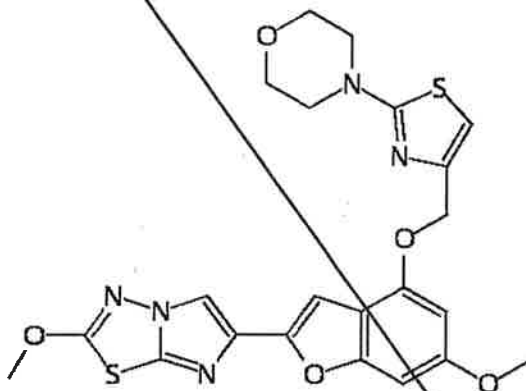


or pharmaceutically acceptable salt thereof.

39. The use of a therapeutically effective amount of a compound as defined in Claim 38, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

40. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 38, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

41. A compound of Claim 19 of the Formula:

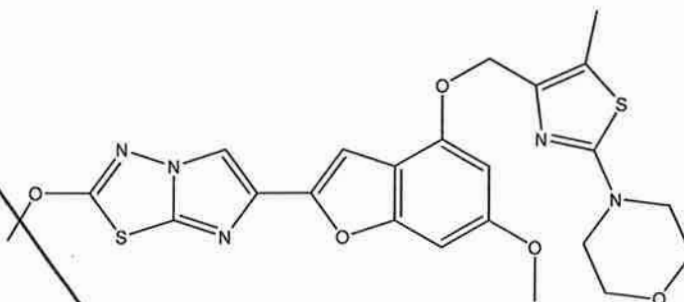


or pharmaceutically acceptable salt thereof.

42. The use of a therapeutically effective amount of a compound as defined in Claim 41, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

43. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 41, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

44. A compound of Claim 19 of the Formula

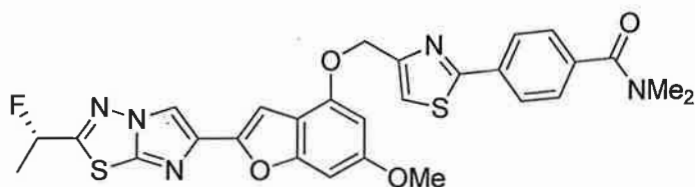


or pharmaceutically acceptable salt thereof.

45. The use of a therapeutically effective amount of a compound as defined in Claim 44, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

46. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 44, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

47. A compound of Claim 19 of the Formula:

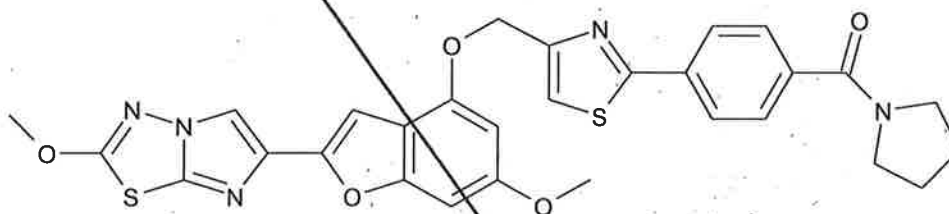


or pharmaceutically acceptable salt thereof.

48. The use of a therapeutically effective amount of a compound as defined in Claim 47, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

49. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 47, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

50. A compound of Claim 19 of the Formula:

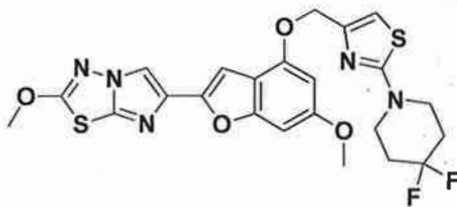


or pharmaceutically acceptable salt thereof.

51. The use of a therapeutically effective amount of a compound as defined in Claim 50, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

52. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 50, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

53. A compound of Claim 19 of the Formula:



or pharmaceutically acceptable salt thereof.

54. The use of a therapeutically effective amount of a compound as defined in Claim 53, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

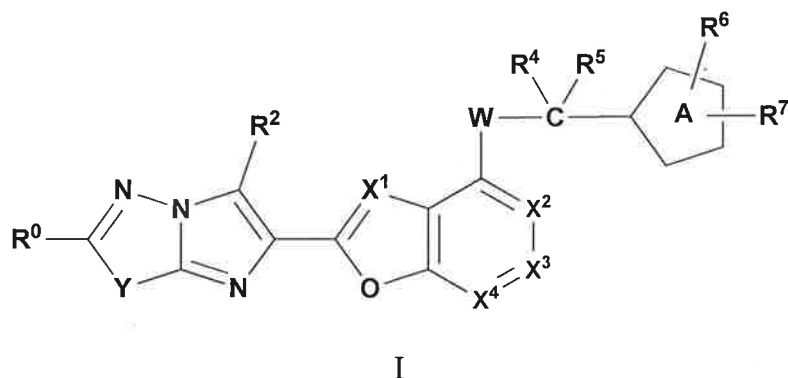
55. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 53, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

56. The use of a therapeutically effective amount of a compound as defined in Claim 19, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

57. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 19, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

WHAT IS CLAIMED IS:

1. A compound of Formula I:



or a stereoisomer, tautomer, pharmaceutically acceptable salt, solvate thereof, wherein:

W is O or S;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

halo,

C₁-C₄ alkyl,

C₂-C₃ alkenyl,

C₂-C₃ alkynyl,

C₃-C₄ cycloalkyl,

C₁-C₄ alkoxy,

C₁-C₂ alkoxy-C₁-C₂ alkyl,

tetrahydrofuran-2-yl;

C₁-C₄ alkylthio,

C₁-C₄ alkylNH-,

(C₁-C₄ alkyl)₂N-,

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo-C₃-C₄ cycloalkyl,

halo-C₁-C₂ alkoxy, and

halo-C₁-C₂ alkylthio;

R^{1a} is independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₂-C₃ alkenyl,
C₂-C₃ alkynyl,
C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
C₁-C₄ alkylNH-,
(C₁-C₄ alkyl)₂N-,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl,
halo-C₁-C₂ alkoxy,
CN, and
OH;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy, and
cyano;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³ or N;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₂-C₄ alkenyl, C₂-C₄ alkynyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, OH, CN, OCF₃, OCHF₂, OCH₂F, C₁-C₂-alkoxy-C₁-C₂-alkoxy, and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

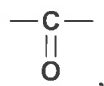
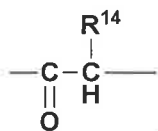
R⁶ is selected from the group consisting of H, halo, OCF₃, OCHF₂, OH, CN, NO₂, NR¹¹R¹², COOH, C₁-C₄ alkoxy carbonyl, (C=O)NR¹¹R¹², C₁-C₄ alkylsulfonyl, S(=O)₂NR¹¹R¹², and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₁-C₄ alkyleneoxy,
 C₁-C₄ alkyleneethio,
 C₁-C₄ alkyleneoxy-C₁-C₄-alkylene,
 C₁-C₄-alkyleneethio-C₁-C₄-alkylene,
 -S-C₁-C₄-alkylene,
 -O-C₁-C₄-alkylene,
 C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, cyano-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or

6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹⁻⁴⁻ to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², NR¹¹R¹² and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,
C₁-C₄ alkyl,
halo-C₁-C₄-alkyl,
C₂-C₄ alkenyl,
C₂-C₄ alkynyl,

$-(CR^{14}R^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

$-(CHR^{13})_n^1$ -C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

$-(CHR^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

$-(CHR^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

C₁-C₄-alkylcarbonylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

di-C₁-C₄-alkylaminophenyl,

hydroxy-C₁-C₄-alkyl,

cyano-C₁-C₄-alkyl,

C₁-C₄-alkoxy-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl,

C₁-C₄-alkylcarbonyl,

phenylcarbonyl;

C₁-C₄-alkoxycarbonylamino-C₁-C₄-alkylcarbonyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkylcarbonyl,

amino-C₁-C₄-alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂,

OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl, halo-C₁-C₄-alkyl, C₁-C₄-alkoxycarbonylamino, (C₆-C₁₀ arylcarbonylamino), (a 5- to 10-membered heteroarylcarbonylamino) and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, hydroxyl, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, halo-C₁-C₄-alkyl, which contains 1 to 5 halogens, C₁-C₄-alkoxy, and halo-C₁-C₄-alkoxy;

or R⁶ and R⁷ can be taken together with the carbons to which they attach to form a C₆-C₁₀ aryl ring;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, C₁-C₄ alkoxy, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2, 3, 4 or 5; and

p, at each occurrence, is selected from 0, 1 and 2,

wherein the term heteroaryl refers to stable monocyclic and polycyclic aromatic hydrocarbons that include at least one heteroatom ring member such as sulfur, oxygen, or nitrogen", and the term "heterocycle refers to stable 4- to 14-membered monocyclic, bicyclic or tricyclic heterocyclic ring which is saturated or partially unsaturated and which consists of carbon atoms and 1, 2, 3, or 4 heteroatoms independently selected from the group consisting of N, NH, O and S and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring, wherein the nitrogen and sulfur heteroatoms may optionally be oxidized (i.e., N→O and S(O)_p, wherein p is 0, 1 or 2).

2. The compound as defined in Claim 1 wherein:

W is O or S;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

halo,

C₁-C₄ alkyl,

C₂-C₃ alkenyl,

C₂-C₃ alkynyl,

C₃-C₄ cycloalkyl,

C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R^{1a} is independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₂-C₃ alkenyl,
C₂-C₃ alkynyl,
C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl,
halo-C₁-C₂ alkoxy, and

OH;

provided that at least one of R^{1a} , R^8 and R^9 is other than H;

R^2 is selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl, and

C_1 - C_4 alkoxy;

X^1 is selected from the group consisting of CH, N or CR^{10} ;

X^2 , X^3 and X^4 are independently selected from CR^3 or N;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_2 - C_4 alkenyl, C_2 - C_4 alkynyl, C_1 - C_4 alkoxy, C_1 - C_4 alkylthio, halo, OH, CN, OCF_3 , C_1 - C_2 -alkoxy- C_1 - C_2 -alkoxy, and halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

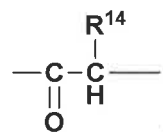
R^6 is selected from the group consisting of H, halo, OCF_3 , $OCHF_2$, OH, CN, NO_2 , $NR^{11}R^{12}$, $COOH$, C_1 - C_4 alkoxy carbonyl, $(C=O)NR^{11}R^{12}$, C_1 - C_4 alkylsulfonyl, and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₁-C₄ alkyleneoxy,

C₁-C₄ alkyleneethio,

C₁-C₄ alkyleneoxy-C₁-C₄-alkylene,

C₁-C₄-alkyleneethio-C₁-C₄-alkylene,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or

6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹⁻⁴⁻ to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,
C₁-C₄ alkyl,
halo-C₁-C₄-alkyl,
C₂-C₄ alkenyl,
C₂-C₄ alkynyl,

$-(CR^{14}R^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

$-(CHR^{13})_n^1$ -C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

$-(CHR^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

$-(CHR^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,

cyano-C₁-C₄-alkyl,

C₁-C₄-alkoxy-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl,

C₁-C₄-alkylcarbonyl,

phenylcarbonyl;

C₁-C₄-alkoxycarbonylamino-C₁-C₄-alkylcarbonyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkylcarbonyl,

amino-C₁-C₄-alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(CH_2)$ phenyl;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl, halo- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxycarbonylamino, (C_6 - C_{10} arylcarbonylamino), (a 5- to 10-membered heteroarylcarbonylamino) and $-(CH_2)_n^1$ phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, hydroxyl, oxo, C_1 - C_4 alkyl, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl, halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens, C_1 - C_4 -alkoxy, and halo- C_1 - C_4 -alkoxy;

R^{10} is selected from the group consisting of C_1 - C_4 alkyl, halo, C_1 - C_4 alkoxy, and halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n^1 , at each occurrence, is selected from 0, 1, 2, 3, 4 or 5; and

p, at each occurrence, is selected from 0, 1 and 2.

3. The compound as defined in Claim 1 wherein:

W is O or S;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo- C_3 - C_4 cycloalkyl,

halo- C_1 - C_2 alkoxy, and

halo-C₁-C₂ alkylthio;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C₁-C₄ alkyl,

C₂-C₃ alkenyl,

C₂-C₃ alkynyl,

C₃-C₄ cycloalkyl,

C₁-C₄ alkoxy,

C₁-C₄ alkylthio,

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo-C₃-C₄ cycloalkyl,

halo-C₁-C₂ alkoxy, and

halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,

halo,

C₁-C₄ alkyl,

C₁-C₄ alkoxy,

halo-C₁-C₂ alkyl, and

halo-C₁-C₂ alkoxy;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,

halo, and

C₁-C₄ alkyl;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X^2 , X^3 and X^4 are independently selected from CR^3 or N;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_2 - C_4 alkenyl, C_2 - C_4 alkynyl, C_1 - C_4 alkoxy, C_1 - C_4 alkylthio, halo, OH, CN, OCF_3 , C_1 - C_2 -alkoxy- C_1 - C_2 -alkoxy, and halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

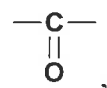
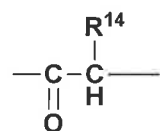
R^6 is selected from the group consisting of H, halo, OCF_3 , $OCHF_2$, OH, CN, NO_2 , $NR^{11}R^{12}$, $COOH$, C_1 - C_4 alkoxycarbonyl, $(C=O)NR^{11}R^{12}$ and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_1 - C_4 alkyleneoxy,

C_1 - C_4 alkyleneethio,

C_2 - C_6 alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,

cyano-C₁-C₄-alkyl,

C₁-C₄-alkoxy-C₁-C₄-alkyl,
 C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,
 C₁-C₄-alkoxycarbonyl,
 C₁-C₄-alkylcarbonyl,
 phenylcarbonyl;
 C₁-C₄-alkoxycarbonylamino-C₁-C₄-alkylcarbonyl,
 di-C₁-C₄-alkylamino-C₁-C₄-alkylcarbonyl,
 amino-C₁-C₄-alkylcarbonyl,
 4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl, halo-C₁-C₄-alkyl, C₁-C₄-alkoxycarbonylamino, (C₆-C₁₀ arylcarbonylamino) and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, hydroxyl, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, halo-C₁-C₄-alkyl, which contains 1 to 5 halogens, and C₁-C₄-alkoxy;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2, 3 or 4; and

p, at each occurrence, is selected from 0, 1 and 2.

4. The compound as defined in Claim 1 wherein:

W is O;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl, and

halo- C_3 - C_4 cycloalkyl;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl, and

halo- C_3 - C_4 cycloalkyl;

R^8 and R^9 are independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C₁-C₄ alkoxy, and
halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo, and
C₁-C₄ alkyl;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, OH, CN, OCF₃, C₁-C₂-alkoxy-C₁-C₂-alkoxy, and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, OCF₃, OCHF₂, OH, CN, NO₂, NR¹¹R¹², C₁-C₄ alkoxy-carbonyl, (C=O)NR¹¹R¹² and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

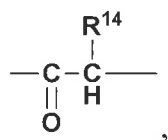
R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,





C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₁-C₄ alkyleneoxy,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-

C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

$-(\text{CHR}^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

hydroxy- C_1 - C_4 -alkyl,

cyano- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl,

C_1 - C_4 -alkylcarbonyl,

phenylcarbonyl;

C_1 - C_4 -alkoxycarbonylamino- C_1 - C_4 -alkylcarbonyl, and

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkylcarbonyl,

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , CHF_2 , OCF_3 , OCHF_2 , OCH_2F , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, and 0 to 2 additional heteroatoms selected from N, NR^{13} , O and $\text{S}(\text{O})_p$;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(\text{CH}_2)\text{phenyl}$;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl, halo- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxycarbonylamino and $-(\text{CH}_2)_n^1\text{phenyl}$ substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, OCHF_2 , di- C_1 - C_4 -alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, hydroxyl, oxo, C_1 - C_4 alkyl, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl and halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens;

R^{10} is selected from the group consisting of C_1 - C_4 alkyl, halo, and halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n^1 , at each occurrence, is selected from 0, 1, 2 or 3; and
 p , at each occurrence, is selected from 0, 1 and 2.

5. The compound as defined in Claim 1 wherein:

W is O;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio, and

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio, and

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^8 and R^9 are independently selected from the group consisting of:

H,

halo,

C₁-C₄ alkyl, and
halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo, and
C₁-C₄ alkyl;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, OH, CN, OCF₃, and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, OCF₃, OCHF₂, OH, NR¹¹R¹², C₁-C₄ alkoxy, (C=O)NR¹¹R¹² and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

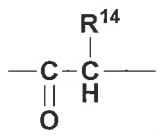
R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,





C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl,

C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃; and

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,
cyano-C₁-C₄-alkyl,
C₁-C₄-alkoxy-C₁-C₄-alkyl,
C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,
C₁-C₄-alkoxycarbonyl,
C₁-C₄-alkylcarbonyl, and
phenylcarbonyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl, halo-C₁-C₄-alkyl and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl and halo-C₁-C₄-alkyl, which contains 1 to 5 halogens;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2 or 3; and

p, at each occurrence, is selected from 0, 1 and 2.

6. The compound as defined in Claim 1 wherein:

W is O;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R^1 is independently selected from the group consisting of:

- halo,
- C_1 - C_4 alkyl,
- C_2 - C_3 alkenyl,
- C_1 - C_4 alkoxy,
- C_1 - C_4 alkylthio, and
- halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

- H,
- halo,
- C_1 - C_4 alkyl,
- C_2 - C_3 alkenyl,
- C_1 - C_4 alkoxy,
- C_1 - C_4 alkylthio, and
- halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^8 and R^9 are independently selected from the group consisting of:

- H,
- halo,
- C_1 - C_4 alkyl, and
- halo- C_1 - C_2 alkyl;

provided that at least one of R^{1a} , R^8 and R^9 is other than H;

R^2 is selected from the group consisting of:

- H,
- halo, and
- C_1 - C_4 alkyl;

X^1 is selected from the group consisting of CH or CR^{10} ;

X^2 , X^3 and X^4 are independently selected from CR^3 ;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkylthio, halo, OH, and halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl;



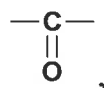
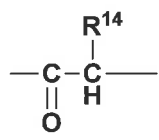
is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R^6 is selected from the group consisting of H, halo, OH, $NR^{11}R^{12}$, C_1 - C_4 alkoxycarbonyl, $(C=O)NR^{11}R^{12}$ and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_2 - C_6 alkenylene, and

B is selected from the group consisting of:

C_6 - C_{10} aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, cyano, nitro, $NR^{11}R^{12}$, OH, C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, hydroxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} , $(C=O)NR^{11}R^{12}$, $SO_2NR^{11}R^{12}$, $N(R^{13})(C=O)NR^{11}R^{12}$, $N(R^{13})(C=O)OR^{14}$, $N(R^{13})(C=O)R^{14}$, $NR^{13}S(O)R^{14}$,

$\text{NR}^{13}\text{SO}_2\text{R}^{14}$, $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$, $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, halo- $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, halo- $\text{C}_1\text{-C}_4$ alkyl, $\text{C}_3\text{-C}_6$ cycloalkyl, cyano, nitro, $\text{NR}^{11}\text{R}^{12}$, OH, $\text{C}_1\text{-C}_4$ -alkylcarbonyloxy- $\text{C}_1\text{-C}_4$ -alkyl, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, COOR^{14} , SO_2R^{14} , $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{SO}_2\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{OR}^{14}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{R}^{14}$, $\text{NR}^{13}\text{S}(\text{O})\text{R}^{14}$, $\text{NR}^{13}\text{SO}_2\text{R}^{14}$, $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$, $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, 5-6-membered heteroaryl, and $(\text{CH}_2)\text{phenyl}$,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, $-(\text{CHR}^{13})_n$ ¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, CF_3 , OCF_3 , and CF_2CH_3 ; $\text{NR}^{13}\text{S}(\text{O})\text{R}^{14}$, $\text{NR}^{13}\text{SO}_2\text{R}^{14}$, $-(\text{CHR}^{13})_n$ ¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, CF_3 , OCF_3 , and CF_2CH_3 ; OH, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, $\text{C}_1\text{-C}_4$ alkoxy, halo- $\text{C}_1\text{-C}_4$ alkoxy, di- $\text{C}_1\text{-C}_4$ -alkylamino- $\text{C}_1\text{-C}_4$ -alkyl, $\text{NR}_{11}\text{R}_{12}$, cyano, $\text{C}_1\text{-C}_4$ alkyl, halo- $\text{C}_1\text{-C}_4$ alkyl, $\text{C}_3\text{-C}_6$ cycloalkyl, $\text{C}_1\text{-C}_4$ -alkoxy- $\text{C}_1\text{-C}_4$ -alkyl, $\text{C}_3\text{-C}_6$ cycloalkyl- $\text{C}_1\text{-C}_4$ -alkylcarbonyl, $\text{C}_6\text{-C}_{10}$ arylcarbonyl, $\text{C}_1\text{-C}_4$ -alkylcarbonyloxy- $\text{C}_1\text{-C}_4$ -alkyl, COOR^{14} , SO_2R^{14} , $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{SO}_2\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{OR}^{14}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{R}^{14}$, $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$, $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, and $\text{C}_6\text{-C}_{10}$ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, $\text{C}_1\text{-C}_4$ -alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, CF_3 , OCF_3 , and CF_2CH_3 ; and

$\text{C}_3\text{-C}_6$ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, $\text{C}_6\text{-C}_{10}$ aryl, COOH , oxo, $\text{C}_1\text{-C}_4$ -alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, and $\text{C}_1\text{-C}_4$ alkyl;

R^{11} and R^{12} are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,

cyano-C₁-C₄-alkyl,

C₁-C₄-alkoxy-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl, and

C₁-C₄-alkoxycarbonyl;

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl and halo-C₁-C₄-alkyl, which contains 1 to 5 halogens;

R^{10} is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n^1 , at each occurrence, is selected from 0, 1, 2 or 3; and

p , at each occurrence, is selected from 0, 1 and 2.

7. The compound as defined in Claim 1 wherein:

W is O;

R^0 is R^1 or R^{1a} ;

Y is S or -CR⁸=CR⁹-;

R^1 is independently selected from the group consisting of:

halo,

C₁-C₄ alkyl,

C₁-C₄ alkoxy,

C₁-C₄ alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C₁-C₄ alkyl,

C₁-C₄ alkoxy,

C₁-C₄ alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R⁸ and R⁹ are independently selected from the group consisting of:

H,

C₁-C₄ alkyl, and

halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H, and

halo;

X¹ is selected from the group consisting of CH or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ alkylthio, halo, and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, NR¹¹R¹², C₁-C₄ alkoxycarbonyl, (C=O)NR¹¹R¹² and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,



C₁-C₄ alkenylene substituted by 0 to 4 groups independently selected from halo or OH,

C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹²,

$\text{SO}_2\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{OR}^{14}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{R}^{14}$,
 $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$, $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, and $\text{C}_6\text{-C}_{10}$ aryl substituted
 by 0 to 3 groups independently selected from the group consisting of halo, $\text{C}_1\text{-C}_4$
 alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, $\text{C}_1\text{-C}_4$ -alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, CF_3 , OCF_3 ,
 and CF_2CH_3 ; and

$\text{C}_3\text{-C}_6$ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups
 independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or
 6-membered heteroaryl, OH, oxo, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, $\text{C}_6\text{-C}_{10}$ aryl, COOH , oxo,
 $\text{C}_1\text{-C}_4$ -alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, and $\text{C}_1\text{-C}_4$ alkyl;

R^{11} and R^{12} are independently, at each occurrence, selected from the group consisting
 of:

H,

$\text{C}_1\text{-C}_4$ alkyl,

halo- $\text{C}_1\text{-C}_4$ -alkyl,

$\text{C}_2\text{-C}_4$ alkenyl,

$-(\text{CR}^{14}\text{R}^{14})_n^1$ -phenyl substituted by 0 to 3 groups independently selected from
 the group consisting of halo, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or
 6-membered heteroaryl, OH, OCHF_2 , di- $\text{C}_1\text{-C}_4$ -alkylamino, and cyano,

$-(\text{CHR}^{13})_n^1$ - $\text{C}_3\text{-C}_6$ -cycloalkyl substituted by 0 to 3 groups independently
 selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl,
 OH, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,

$-(\text{CHR}^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups
 independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or
 6-membered heteroaryl, OH, oxo, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,

$-(\text{CHR}^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups
 independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or
 6-membered heteroaryl, OH, hydroxy- $\text{C}_1\text{-C}_4$ -alkyl, and $\text{C}_1\text{-C}_4$ alkyl,

di- $\text{C}_1\text{-C}_4$ -alkylamino- $\text{C}_1\text{-C}_4$ -alkyl,

di- $\text{C}_1\text{-C}_4$ -alkoxy- $\text{C}_1\text{-C}_4$ -alkyl,

hydroxy- $\text{C}_1\text{-C}_4$ -alkyl,

cyano-C₁-C₄-alkyl, and

C₁-C₄-alkoxy-C₁-C₄-alkyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H and C₁-C₆ alkyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl and halo-C₁-C₄-alkyl, which contains 1 to 5 halogens;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2 or 3; and

p, at each occurrence, is selected from 0, 1 and 2.

8. The compound as defined in Claim 1 wherein:

W is O;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

C₁-C₄ alkyl,

C₁-C₄ alkoxy,

C₁-C₄ alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,

C_1 - C_4 alkyl,

C_1 - C_4 alkoxy,

C_1 - C_4 alkylthio, and

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^8 and R^9 are independently selected from the group consisting of:

H,

C_1 - C_4 alkyl, and

halo- C_1 - C_2 alkyl;

provided that at least one of R^{1a} , R^8 and R^9 is other than H;

R^2 is H;

X^1 is selected from the group consisting of CH;

X^2 , X^3 and X^4 are independently selected from CR^3 ;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, halo, and halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl;



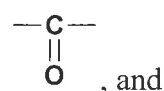
is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R^6 is selected from the group consisting of H, halo, $NR^{11}R^{12}$, C_1 - C_4 alkoxy-carbonyl, $(C=O)NR^{11}R^{12}$ and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,



C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo or OH;

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-

C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃; and

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl, and

cyano-C₁-C₄-alkyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy, and 0 to 2 additional heteroatoms selected from N, NR¹³, O and S(O)_p;

R¹³ is independently, at each occurrence, selected from the group consisting of H and C₁-C₆ alkyl;

R¹⁴ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)_n¹phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl and halo-C₁-C₄-alkyl, which contains 1 to 5 halogens;

n¹, at each occurrence, is selected from 0, 1, 2 or 3; and

p, at each occurrence, is selected from 0, 1 and 2.

9. The compound as defined in Claim 1 wherein:

W is O;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

C₁-C₄ alkoxy,

C₁-C₄ alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R^{1a} is independently selected from the group consisting of:

H,

C₁-C₄ alkyl,

C₁-C₄ alkoxy,

C₁-C₄ alkylthio, and

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

R⁸ and R⁹ are independently selected from the group consisting of:

H,

C₁-C₄ alkyl, and

halo-C₁-C₂ alkyl;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is H;

X¹ is selected from the group consisting of CH;

X², X³ and X⁴ are independently selected from CR³;

R³ is selected from the group consisting of H, C₁-C₄ alkyl, C₁-C₄ alkoxy, halo and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₆ alkyl;



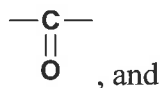
is a 5-membered heteroaryl ring containing at least one O, N or S atom;

R⁶ is selected from the group consisting of H, halo, NR¹¹R¹², C₁-C₄ alkoxy-carbonyl and C₁-C₅ alkyl substituted by 0 to 7 groups independently selected from halo, CF₃, OCF₃, OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, C₁-C₄ alkoxy-C₁-C₄ alkoxy, di-C₁-C₄-alkylaminophenyl-C₁-C₄-alkyl, (di-C₁-C₄-alkoxy-C₁-C₄-alkyl)-C₁-C₄-alkyl, di-C₁-C₄-alkylamino, C₃-C₆-cycloalkyl, and C₁-C₄ alkylthio, or

R⁶ is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,



, and

C₁-C₄ alkylene substituted by 0 to 4 groups independently selected from halo

or OH;

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of

halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃; and

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of

halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

hydroxy-C₁-C₄-alkyl, and

cyano-C₁-C₄-alkyl;

alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, CHF₂, OCF₃, OCHF₂, OCH₂F, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkyl and C₁-C₄ alkoxy;

R^{13} is independently, at each occurrence, selected from the group consisting of H and C_1 - C_6 alkyl;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(CH_2)_n$ phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, $OCHF_2$, di- C_1 - C_4 -alkylamino, and cyano,

R^7 is selected from the group consisting of H, halo, C_1 - C_4 alkyl and halo- C_1 - C_4 -alkyl, which contains 1 to 5 halogens; and

n^1 , at each occurrence, is selected from 0, 1 or 2.

10. The compound as defined in Claim 1 wherein:

W is O or S;

R^0 is R^1 or R^{1a} ;

Y is S or $-CR^8=CR^9-$;

R^1 is independently selected from the group consisting of:

halo,

C_1 - C_4 alkyl,

C_2 - C_3 alkenyl,

C_2 - C_3 alkynyl,

C_3 - C_4 cycloalkyl,

C_1 - C_4 alkoxy,

C_1 - C_2 alkoxy- C_1 - C_2 alkyl,

tetrahydrofuran-2-yl;

C_1 - C_4 alkylthio,

halo- C_1 - C_2 -alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo- C_3 - C_4 cycloalkyl,

halo- C_1 - C_2 alkoxy, and

halo- C_1 - C_2 alkylthio;

R^{1a} is independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₂-C₃ alkenyl,
C₂-C₃ alkynyl,
C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₂ alkoxy-C₁-C₂ alkyl,
tetrahydrofuran-2-yl;
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl, and
halo-C₁-C₂ alkoxy;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
halo,
C₁-C₃ alkyl, and
C₁-C₂ alkoxy;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X^2 , X^3 and X^4 are independently selected from CR^3 or N;

R^3 is selected from the group consisting of H, C_1 - C_4 alkyl, C_2 - C_4 alkenyl, C_2 - C_4 alkynyl, C_1 - C_4 alkoxy, C_1 - C_4 alkylthio, halo, OH, CN, OCF_3 , C_1 - C_2 -alkoxy- C_1 - C_2 -alkoxy, and halo- C_1 - C_3 -alkyl, which contains 1 to 5 halogens;

R^4 and R^5 are independently selected from H and C_1 - C_6 alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

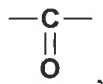
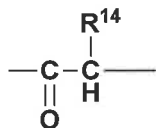
R^6 is selected from the group consisting of H, halo, OCF_3 , $OCHF_2$, OH, CN, NO_2 , $NR^{11}R^{12}$, $COOH$, C_1 - C_4 alkoxycarbonyl, $(C=O)NR^{11}R^{12}$, C_1 - C_4 alkylsulfonyl, and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_1 - C_4 alkyleneoxy,

C₁-C₄ alkylenethio,
 C₁-C₄ alkyleneoxy-C₁-C₄-alkylene,
 C₁-C₄-alkylenethio-C₁-C₄-alkylene,
 C₂-C₆ alkenylene, and

B is selected from the group consisting of:

C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, cyano, nitro, NR¹¹R¹², OH, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, hydroxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹², SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, 5-6-membered heteroaryl, and (CH₂)phenyl,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, -(CHR¹³)_n¹-5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; NR¹³S(O)R¹⁴, NR¹³SO₂R¹⁴, -(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, NR₁₁R₁₂, cyano, C₁-C₄ alkyl, halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR¹⁴, SO₂R¹⁴, (C=O)NR¹¹R¹²,

SO₂NR¹¹R¹², N(R¹³)(C=O)NR¹¹R¹², N(R¹³)(C=O)OR¹⁴, N(R¹³)(C=O)R¹⁴, O(C=O)NR¹¹R¹², O(C=O)OR¹⁴, O(C=O)R¹⁴, (C=O)OR¹⁴, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, (C=O)NR¹¹R¹², and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R¹¹ and R¹² are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

C₂-C₄ alkynyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

$-(\text{CHR}^{13})_n^1$ -5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, hydroxy- C_1 - C_4 -alkyl, and C_1 - C_4 alkyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkyl,

di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

hydroxy- C_1 - C_4 -alkyl,

cyano- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl- C_1 - C_4 -alkyl,

C_1 - C_4 -alkoxycarbonyl,

C_1 - C_4 -alkylcarbonyl,

phenylcarbonyl;

C_1 - C_4 -alkoxycarbonylamino- C_1 - C_4 -alkylcarbonyl,

di- C_1 - C_4 -alkylamino- C_1 - C_4 -alkylcarbonyl,

amino- C_1 - C_4 -alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

alternatively, R^{11} and R^{12} , when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups independently selected from the group consisting of halo, CF_3 , CHF_2 , OCF_3 , OCHF_2 , OCH_2F , 5- or 6-membered heteroaryl, OH, oxo, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, and 0 to 2 additional heteroatoms selected from N, NR^{13} , O and $\text{S}(\text{O})_p$;

R^{13} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl and $-(\text{CH}_2)\text{phenyl}$;

R^{14} is independently, at each occurrence, selected from the group consisting of H, C_1 - C_6 alkyl, halo- C_1 - C_4 -alkyl, C_1 - C_4 -alkoxycarbonylamino, (C_6 - C_{10} arylcarbonylamino), (a 5- to 10-membered heteroarylcarbonylamino) and $-(\text{CH}_2)_n^1\text{phenyl}$ substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, C_1 - C_4 alkyl, cyclopropyl, CF_3 , OCF_3 , 5- or 6-membered heteroaryl, OH, OCHF_2 , di- C_1 - C_4 -alkylamino, and cyano,

R⁷ is selected from the group consisting of H, halo, hydroxyl, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, halo-C₁-C₄-alkyl, which contains 1 to 5 halogens, C₁-C₄-alkoxy, and halo-C₁-C₄-alkoxy;

R¹⁰ is selected from the group consisting of C₁-C₄ alkyl, halo, C₁-C₄ alkoxy, and halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl;

n¹, at each occurrence, is selected from 0, 1, 2, 3, 4 or 5; and

p, at each occurrence, is selected from 0, 1 and 2.

11. The compound as defined in Claim 1 wherein:

W is O or S;

R⁰ is R¹ or R^{1a};

Y is S or -CR⁸=CR⁹-;

R¹ is independently selected from the group consisting of:

halo,

C₁-C₄ alkyl,

C₂-C₃ alkenyl,

C₂-C₃ alkynyl,

C₃-C₄ cycloalkyl,

C₁-C₄ alkoxy,

C₁-C₄ alkylthio,

halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,

halo-C₃-C₄ cycloalkyl,

halo-C₁-C₂ alkoxy, and

halo-C₁-C₂ alkylthio;

R^{1a} is independently selected from the group consisting of:

H,

halo,

C₁-C₄ alkyl,

C₂-C₃ alkenyl,

C₂-C₃ alkynyl,

C₃-C₄ cycloalkyl,
C₁-C₄ alkoxy,
C₁-C₄ alkylthio,
halo-C₁-C₂-alkyl, which contains 1 to 5 halogens, where halo is F or Cl,
halo-C₃-C₄ cycloalkyl,
halo-C₁-C₂ alkoxy, and
halo-C₁-C₂ alkylthio;

R⁸ and R⁹ are independently selected from the group consisting of:

H,
halo,
C₁-C₄ alkyl,
C₁-C₄ alkoxy,
halo-C₁-C₂ alkyl, and
halo-C₁-C₂ alkoxy;

provided that at least one of R^{1a}, R⁸ and R⁹ is other than H;

R² is selected from the group consisting of:

H,
fluoro,
chloro, and
CH₃;

X¹ is selected from the group consisting of CH, N or CR¹⁰;

X², X³ and X⁴ are independently selected from CR³ or N;

R³ is selected from the group consisting of H, C₁-C₃ alkyl, C₂-C₃ alkenyl, C₂-C₃ alkynyl, C₁-C₃ alkoxy, C₁-C₃ alkylthio, halo, OH, CN, OCF₃, and halo-C₁-C₃-alkyl, which contains 1 to 5 halogens;

R⁴ and R⁵ are independently selected from H and C₁-C₃ alkyl;



is a 5-membered heteroaryl ring containing at least one O, N or S atom;

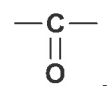
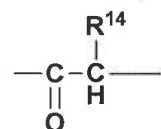
R^6 is selected from the group consisting of H, halo, OCF_3 , $OCHF_2$, OH, CN, NO_2 , $NR^{11}R^{12}$, $COOH$, C_1 - C_4 alkoxy, $(C=O)NR^{11}R^{12}$ and C_1 - C_5 alkyl substituted by 0 to 7 groups independently selected from halo, CF_3 , OCF_3 , OH, hydroxy- C_1 - C_4 -alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkoxy- C_1 - C_4 alkoxy, di- C_1 - C_4 -alkylaminophenyl- C_1 - C_4 -alkyl, (di- C_1 - C_4 -alkoxy- C_1 - C_4 -alkyl)- C_1 - C_4 -alkyl, di- C_1 - C_4 -alkylamino, C_3 - C_6 -cycloalkyl, and C_1 - C_4 alkylthio, or

R^6 is B-D-, where D is a linker, which is selected from:

a single bond,

-O-,

-S-,



C_1 - C_4 alkylene substituted by 0 to 4 groups independently selected from halo or OH,

C_1 - C_4 alkyleneoxy,

C_1 - C_4 alkylenethio,

C_2 - C_6 alkenylene, and

B is selected from the group consisting of:

C_6 - C_{10} aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, cyano, nitro, $NR^{11}R^{12}$, OH, C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, hydroxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} , $(C=O)NR^{11}R^{12}$, $SO_2NR^{11}R^{12}$, $N(R^{13})(C=O)NR^{11}R^{12}$, $N(R^{13})(C=O)OR^{14}$, $N(R^{13})(C=O)R^{14}$, $NR^{13}S(O)R^{14}$, $NR^{13}SO_2R^{14}$, $O(C=O)NR^{11}R^{12}$, $O(C=O)OR^{14}$, $O(C=O)R^{14}$, $(C=O)OR^{14}$, and 5-6-membered heteroaryl,

5- to 10-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C_1 - C_4 alkoxy, halo- C_1 - C_4 alkoxy, C_1 - C_4 alkyl, halo- C_1 - C_4 alkyl, C_3 - C_6 cycloalkyl, cyano, nitro, $NR^{11}R^{12}$, OH, C_1 - C_4 -alkylcarbonyloxy- C_1 - C_4 -alkyl, hydroxy- C_1 - C_4 -alkyl, $COOR^{14}$, SO_2R^{14} ,

$(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{SO}_2\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{OR}^{14}$,
 $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{R}^{14}$, $\text{NR}^{13}\text{S}(\text{O})\text{R}^{14}$, $\text{NR}^{13}\text{SO}_2\text{R}^{14}$, $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$,
 $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, 5-6-membered heteroaryl, and $(\text{CH}_2)\text{phenyl}$,

4- to 10-membered heterocyclyl containing carbon atoms and 1 to 2 additional heteroatoms selected from N, O, and S, and substituted by 0 to 3 groups independently selected from the group consisting of halo, oxo, $-(\text{CHR}^{13})_n^1$ -5- or 6-membered heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; $\text{NR}^{13}\text{S}(\text{O})\text{R}^{14}$, $\text{NR}^{13}\text{SO}_2\text{R}^{14}$, $-(\text{CHR}^{13})_n^1$ -4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, and CF₂CH₃; OH, hydroxy-C₁-C₄-alkyl, C₁-C₄ alkoxy, halo-C₁-C₄ alkoxy, di-C₁-C₄-alkylamino-C₁-C₄-alkyl, $\text{NR}_{11}\text{R}_{12}$, cyano, C₁-C₄ alkyl; halo-C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, C₃-C₆ cycloalkyl-C₁-C₄-alkylcarbonyl, C₆-C₁₀ arylcarbonyl, C₁-C₄-alkylcarbonyloxy-C₁-C₄-alkyl, COOR^{14} , SO_2R^{14} , $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{SO}_2\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{OR}^{14}$, $\text{N}(\text{R}^{13})(\text{C}=\text{O})\text{R}^{14}$, $\text{O}(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, $\text{O}(\text{C}=\text{O})\text{OR}^{14}$, $\text{O}(\text{C}=\text{O})\text{R}^{14}$, $(\text{C}=\text{O})\text{OR}^{14}$, and C₆-C₁₀ aryl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, C₁-C₄-alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, CF₃, OCF₃, and CF₂CH₃;

C₃-C₆ cycloalkyl which may contain unsaturation, substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, COOH, oxo, C₁-C₄-alkoxycarbonyl, $(\text{C}=\text{O})\text{NR}^{11}\text{R}^{12}$, and C₁-C₄ alkyl; and

C₅-C₁₁ spirocycloalkyl which may contain unsaturation and optionally containing 1 to 3 heteroatoms selected from O, N or S and substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, C₆-C₁₀ aryl, and C₁-C₄ alkyl;

R^{11} and R^{12} are independently, at each occurrence, selected from the group consisting of:

H,

C₁-C₄ alkyl,

halo-C₁-C₄-alkyl,

C₂-C₄ alkenyl,

-(CR¹⁴R¹⁴)_n¹-phenyl substituted by 0 to 3 groups independently selected from the group consisting of halo, C₁-C₄ alkoxy, C₁-C₄ alkyl, cyclopropyl, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, OCHF₂, di-C₁-C₄-alkylamino, and cyano,

-(CHR¹³)_n¹-C₃-C₆-cycloalkyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-4- to 10-membered-heterocyclyl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, oxo, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

-(CHR¹³)_n¹-5- to 10-membered-heteroaryl substituted by 0 to 3 groups independently selected from the group consisting of halo, CF₃, OCF₃, 5- or 6-membered heteroaryl, OH, hydroxy-C₁-C₄-alkyl, and C₁-C₄ alkyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkyl,

di-C₁-C₄-alkoxy-C₁-C₄-alkyl,

hydroxy-C₁-C₄-alkyl,

cyano-C₁-C₄-alkyl,

C₁-C₄-alkoxy-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl-C₁-C₄-alkyl,

C₁-C₄-alkoxycarbonyl,

C₁-C₄-alkylcarbonyl,

phenylcarbonyl;

C₁-C₄-alkoxycarbonylamino-C₁-C₄-alkylcarbonyl,

di-C₁-C₄-alkylamino-C₁-C₄-alkylcarbonyl,

amino-C₁-C₄-alkylcarbonyl,

4- to 10-membered-heterocyclyl-carbonyl, and

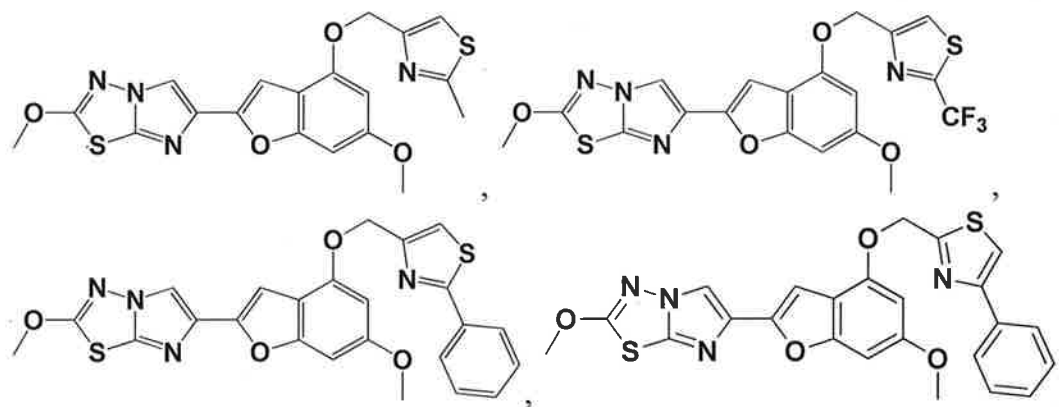
alternatively, R¹¹ and R¹², when attached to the same nitrogen, combine to form a 4- to 8-membered heterocyclic ring containing carbon atoms substituted by 0 to 3 groups

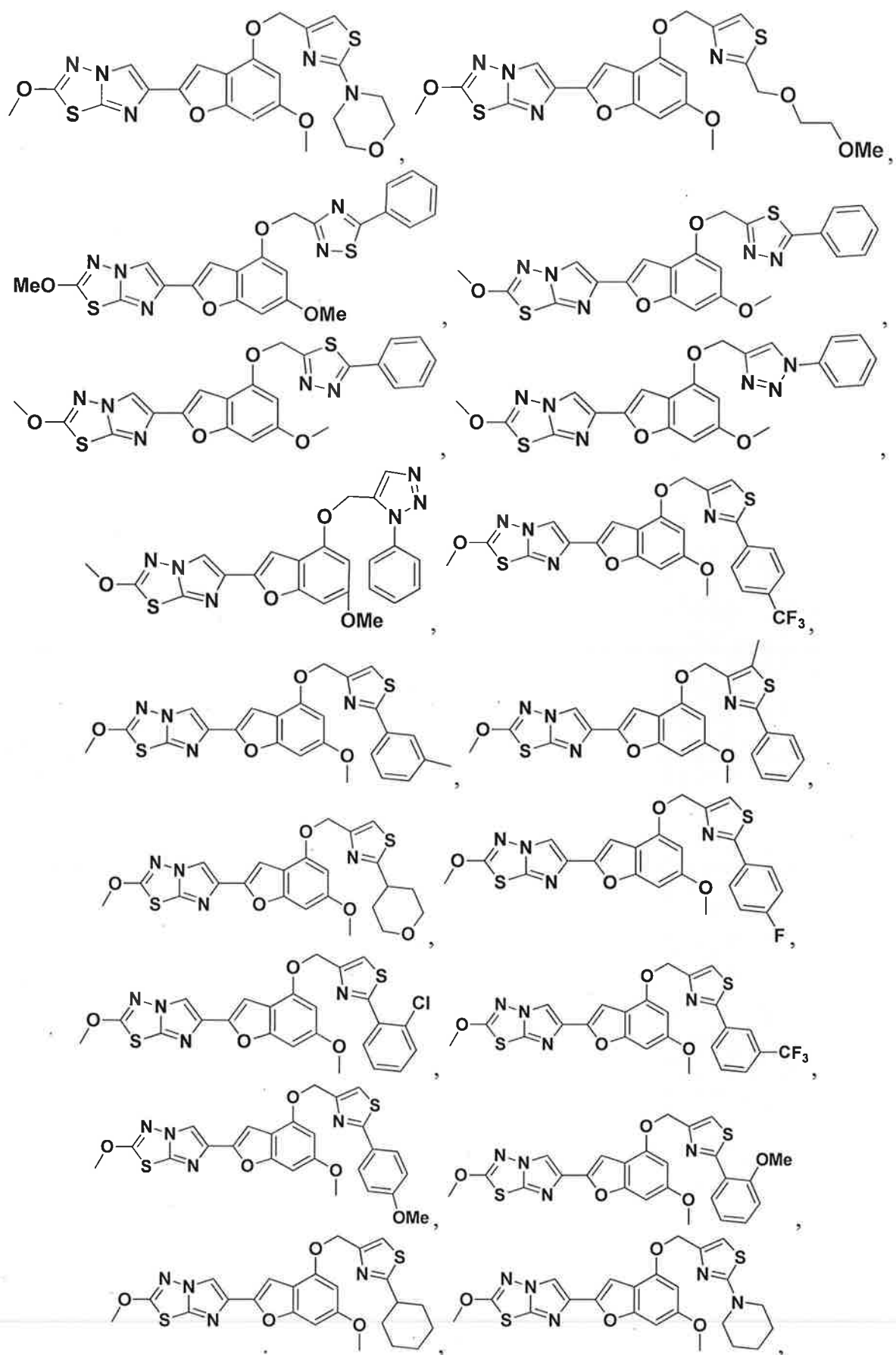
R¹³ is independently, at each occurrence, selected from the group consisting of H, C₁-C₆ alkyl and -(CH₂)phenyl;

R⁷ is selected from the group consisting of H, halo, hydroxyl, oxo, C₁-C₄ alkyl, hydroxy-C₁-C₄-alkyl, C₁-C₄-alkoxy-C₁-C₄-alkyl, halo-C₁-C₄-alkyl, which contains 1 to 5 halogens, and C₁-C₄-alkoxy;

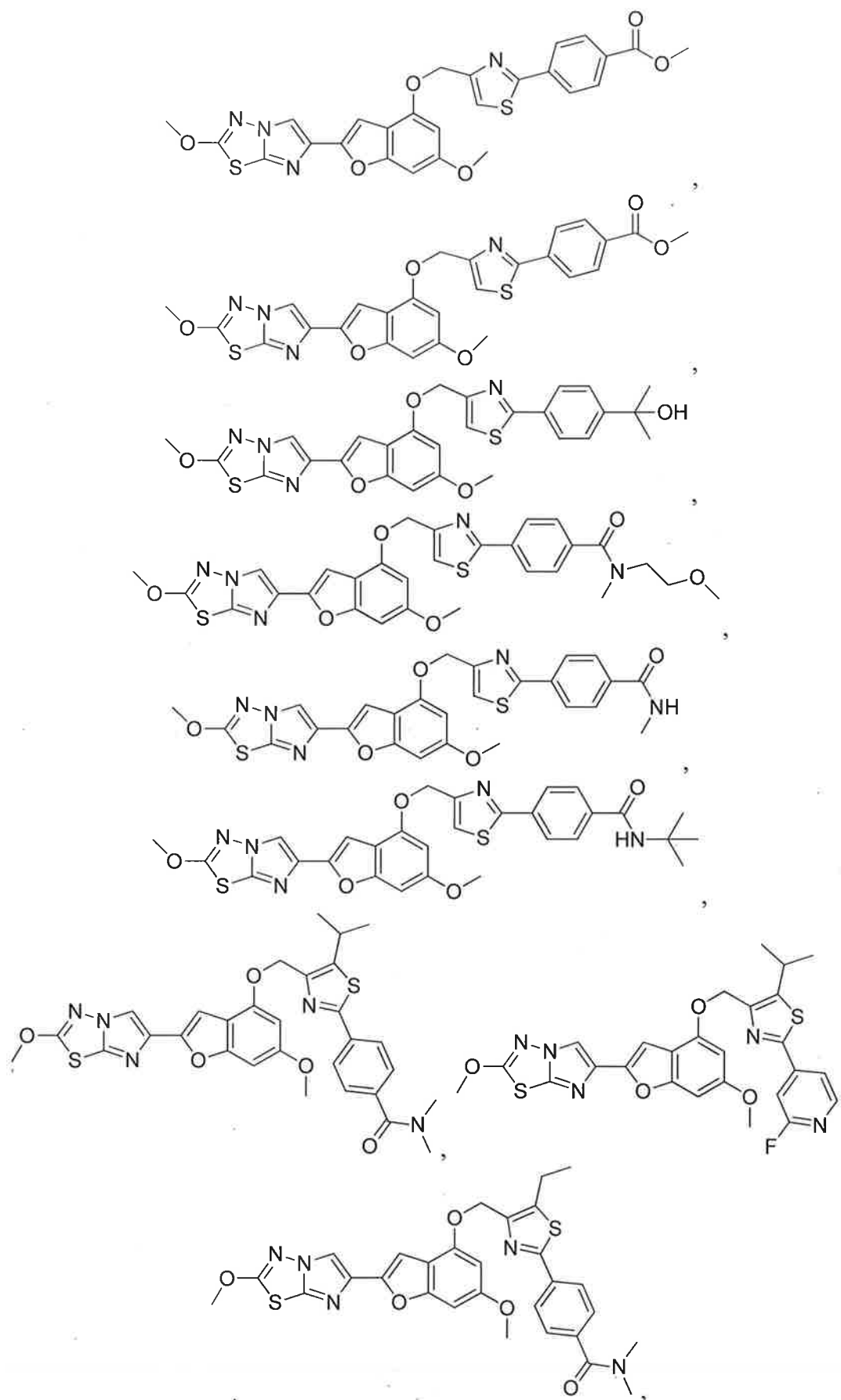
n^1 , at each occurrence, is selected from 0, 1, 2, 3 or 4; and

12. The compound as defined in Claim 1, wherein the compound is selected from one of the following compounds:

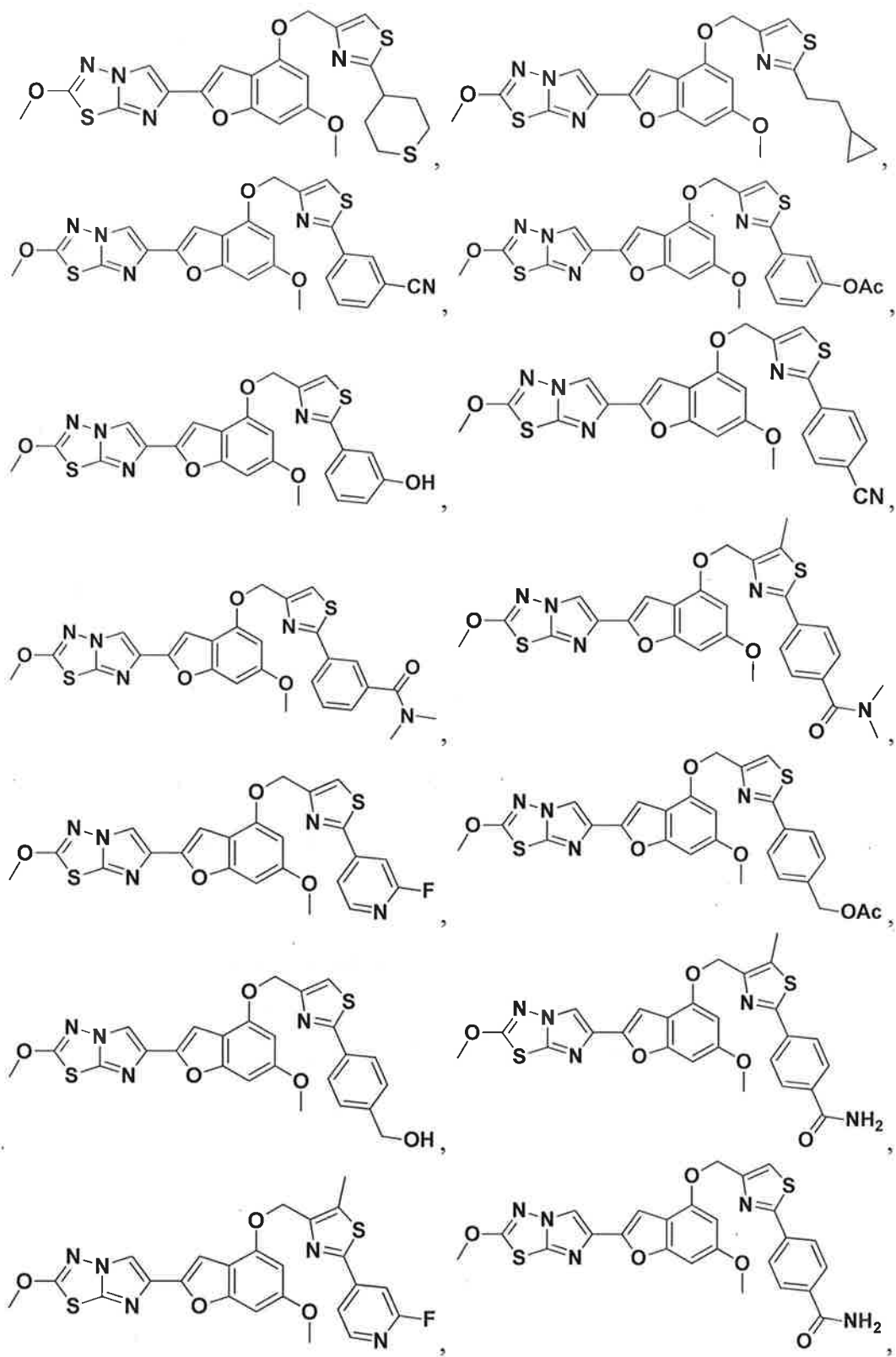




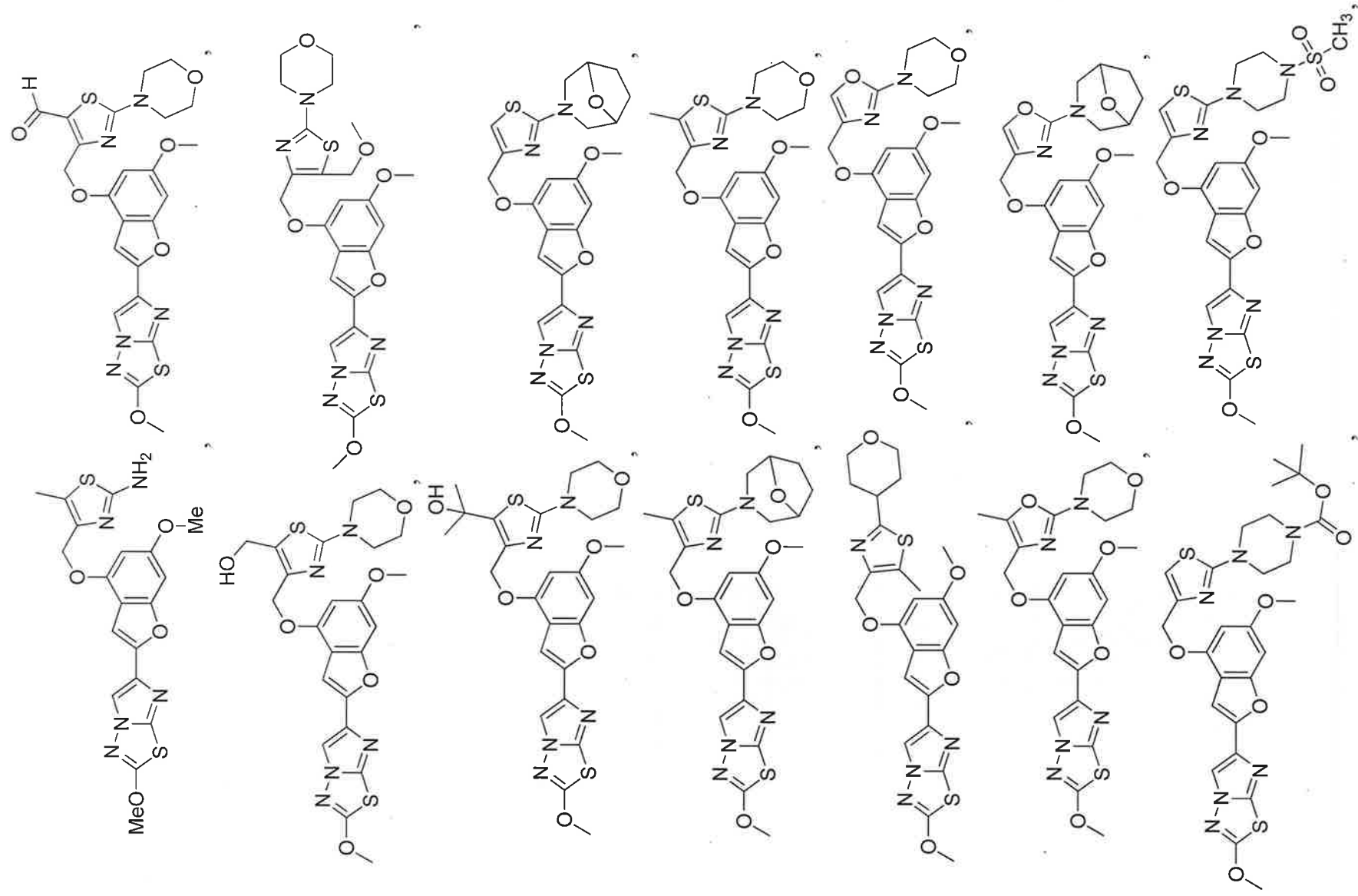


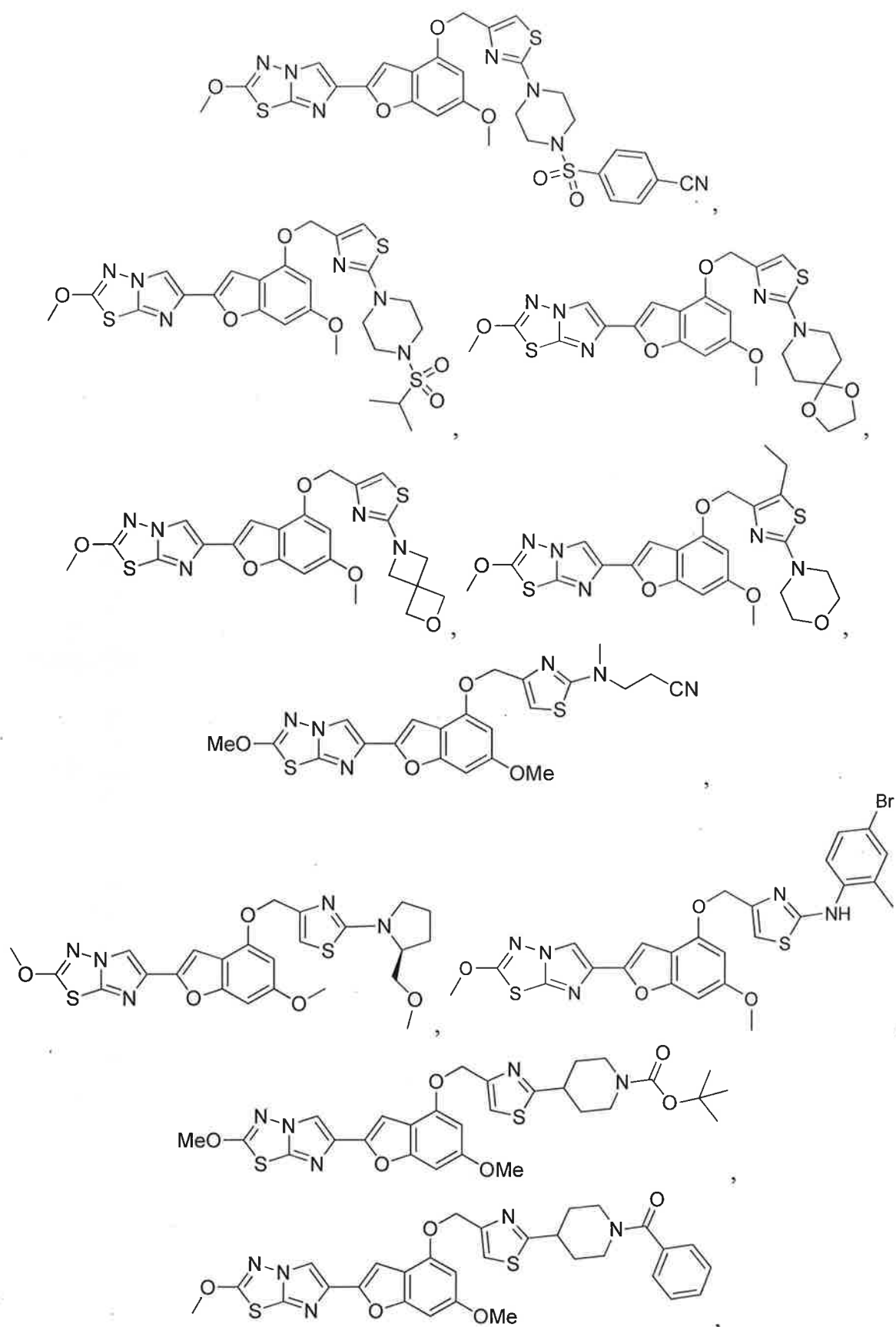


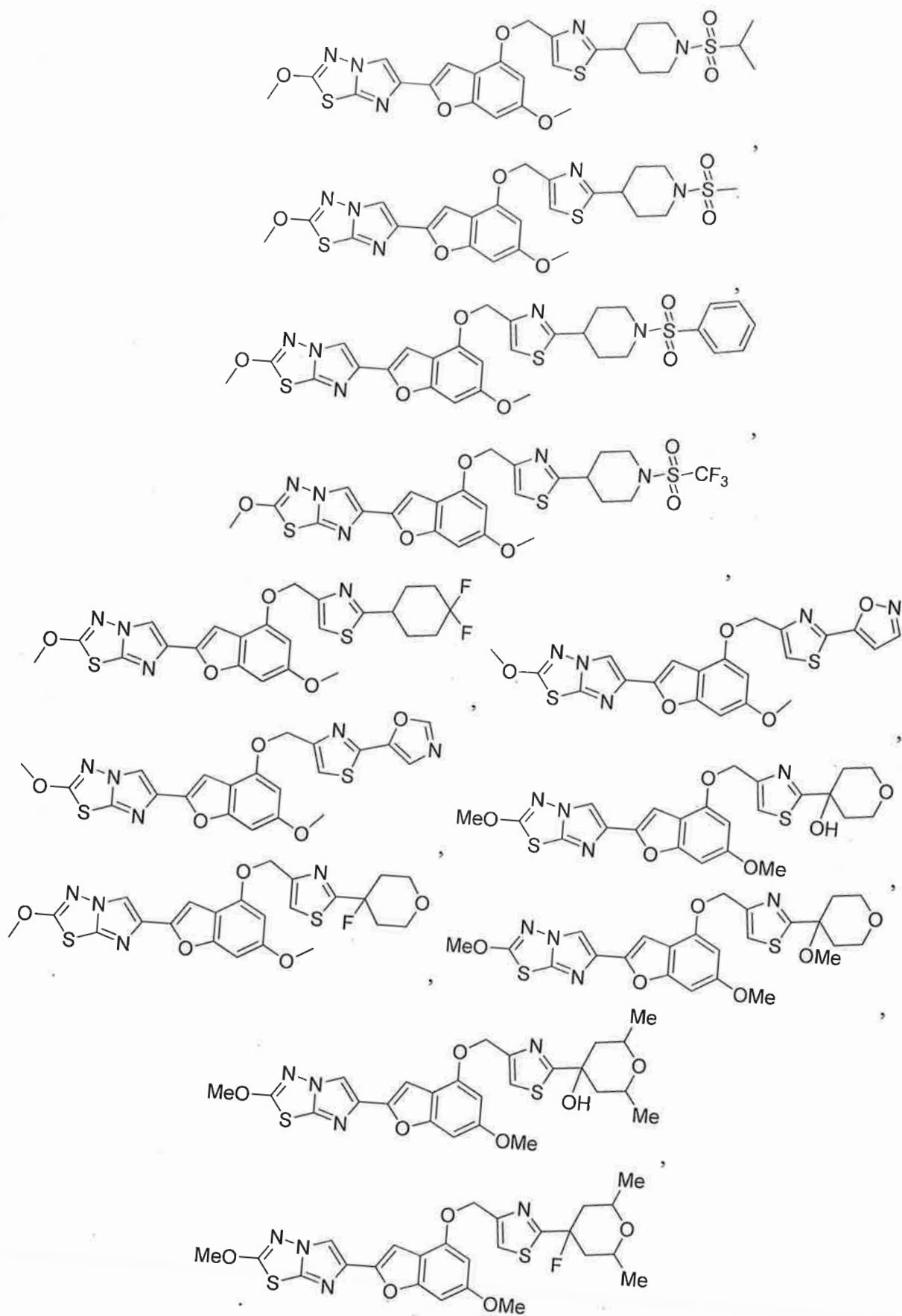


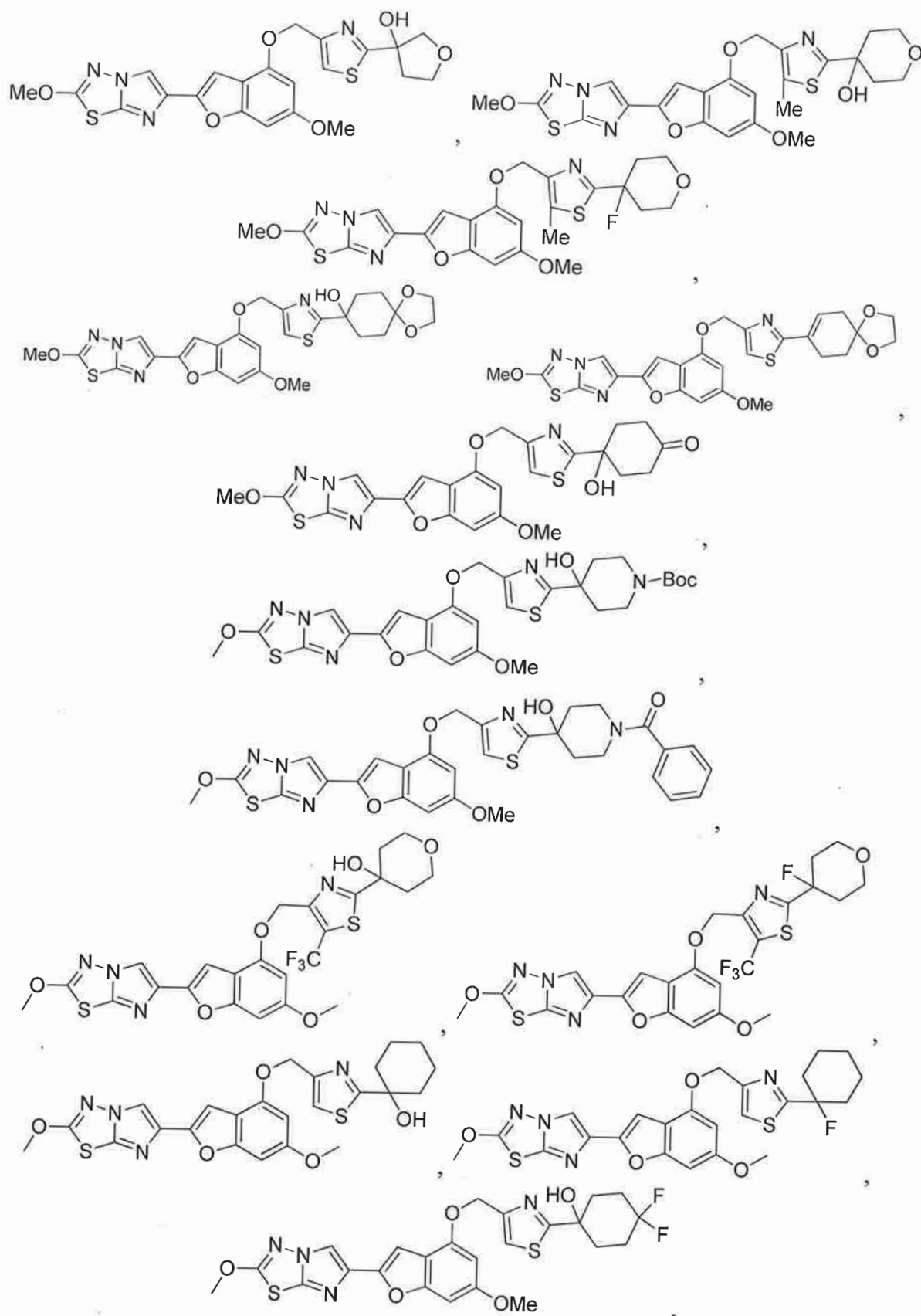


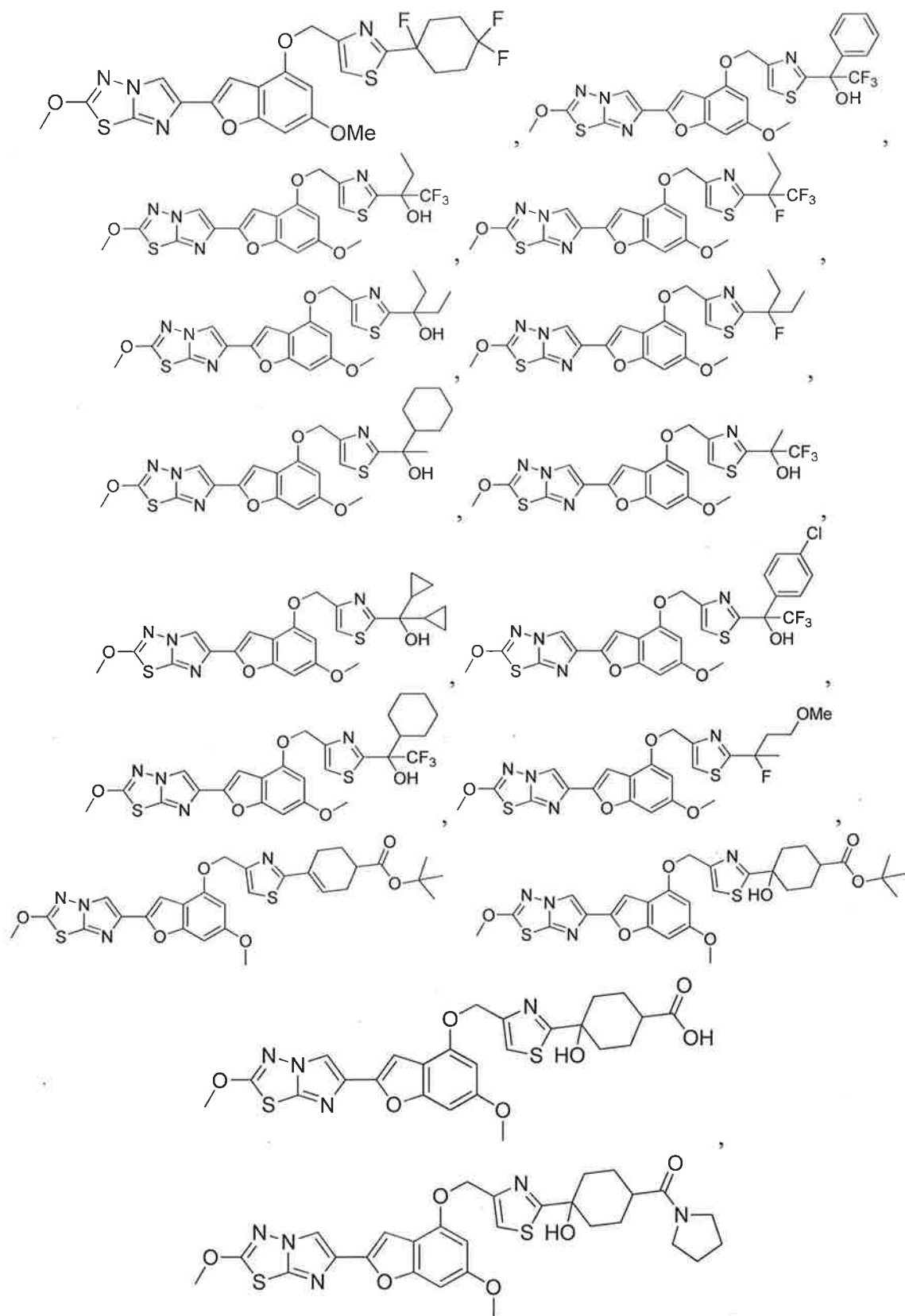


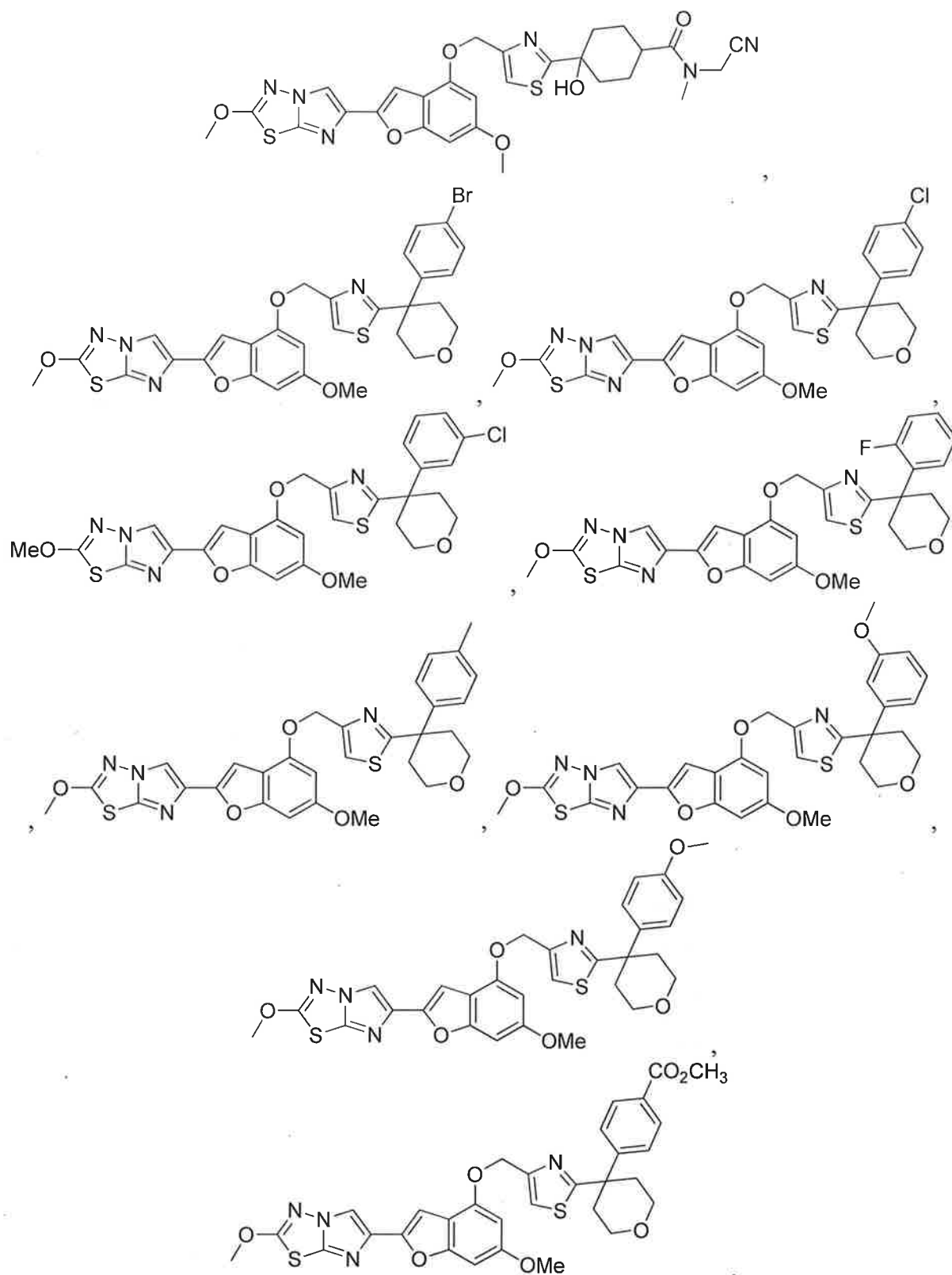


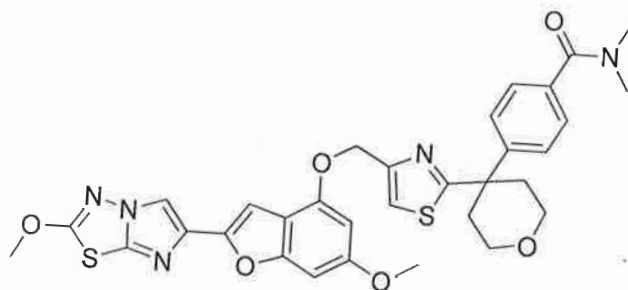
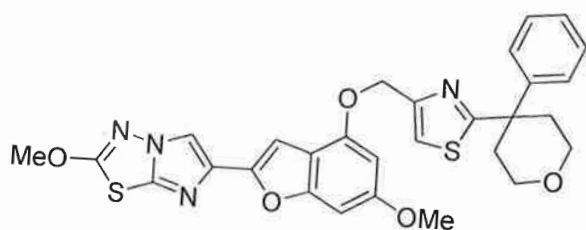
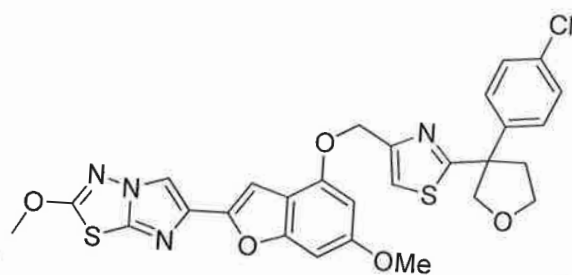
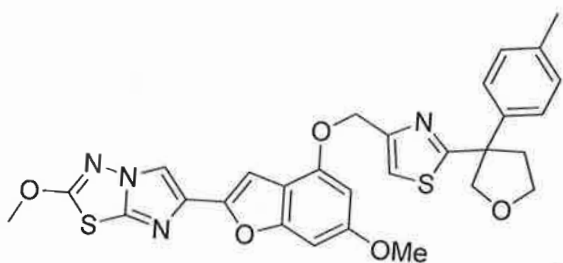
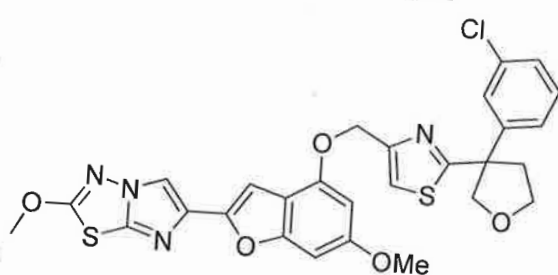
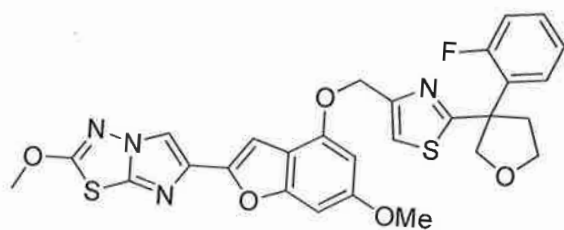
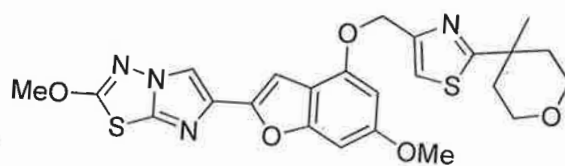
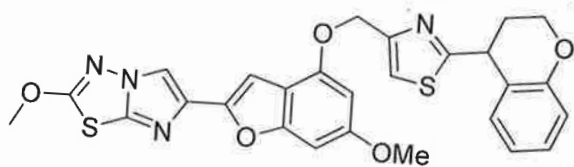
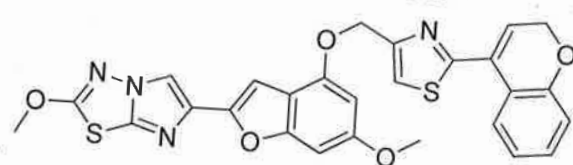
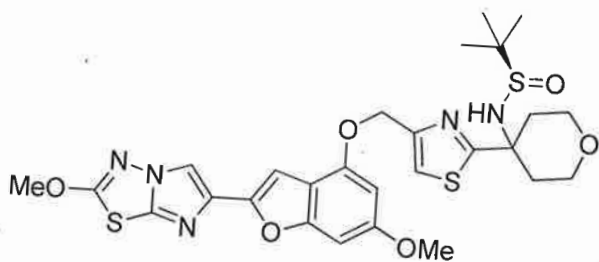
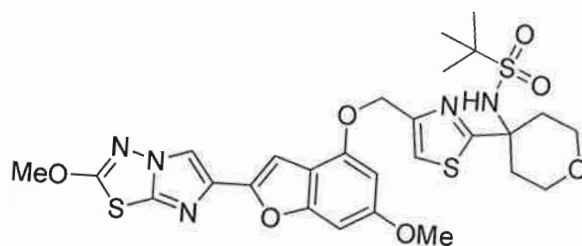


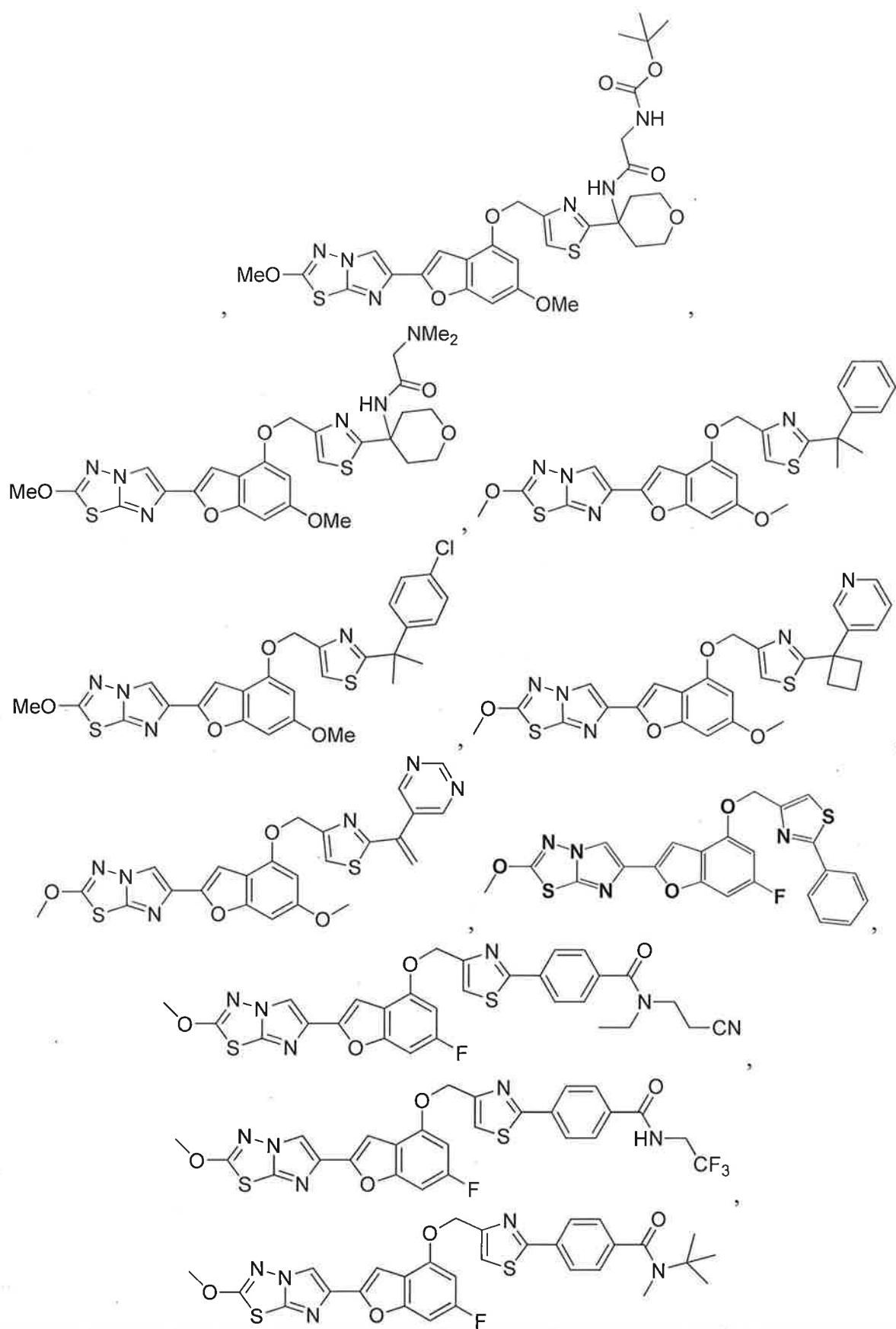


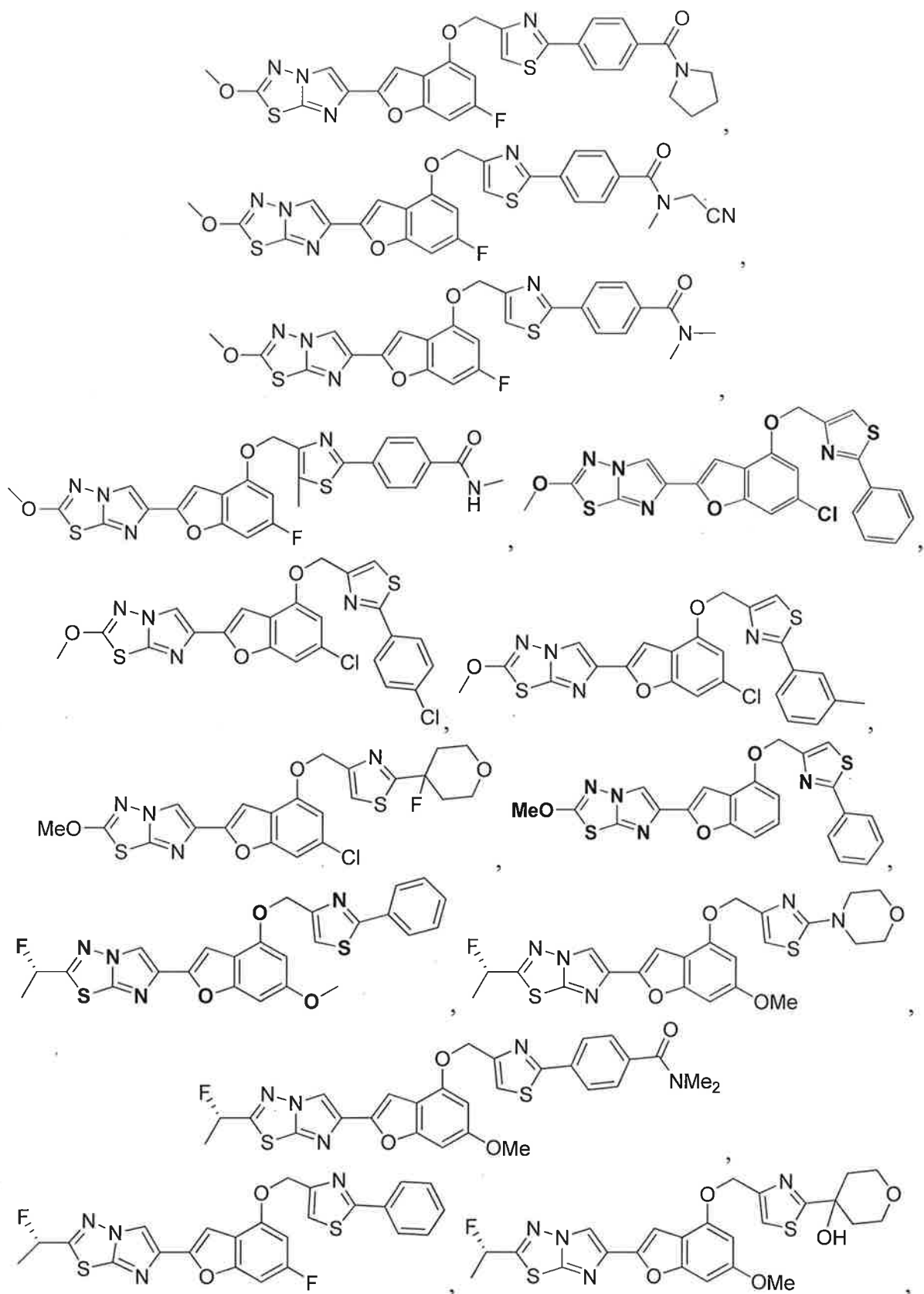


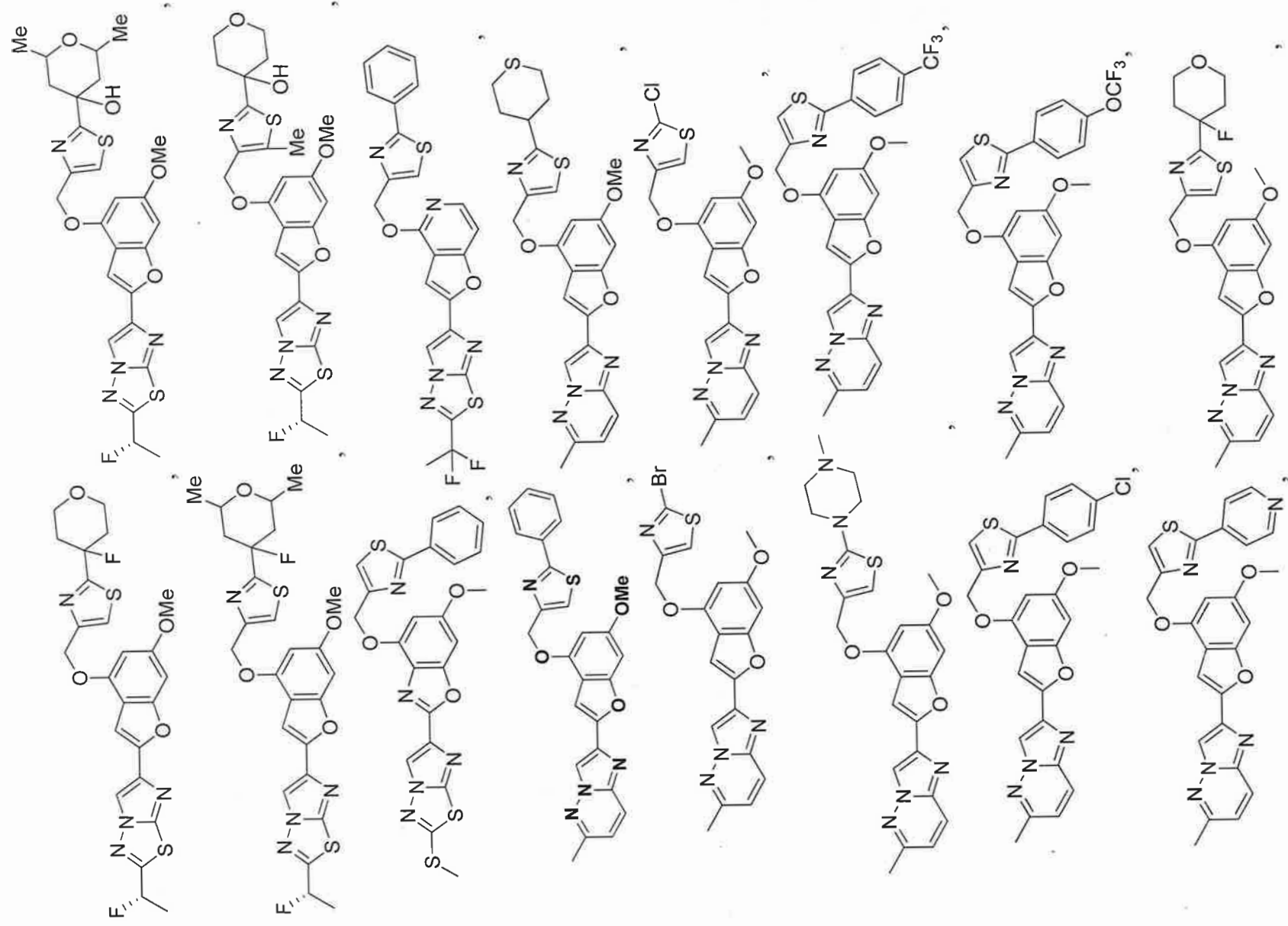


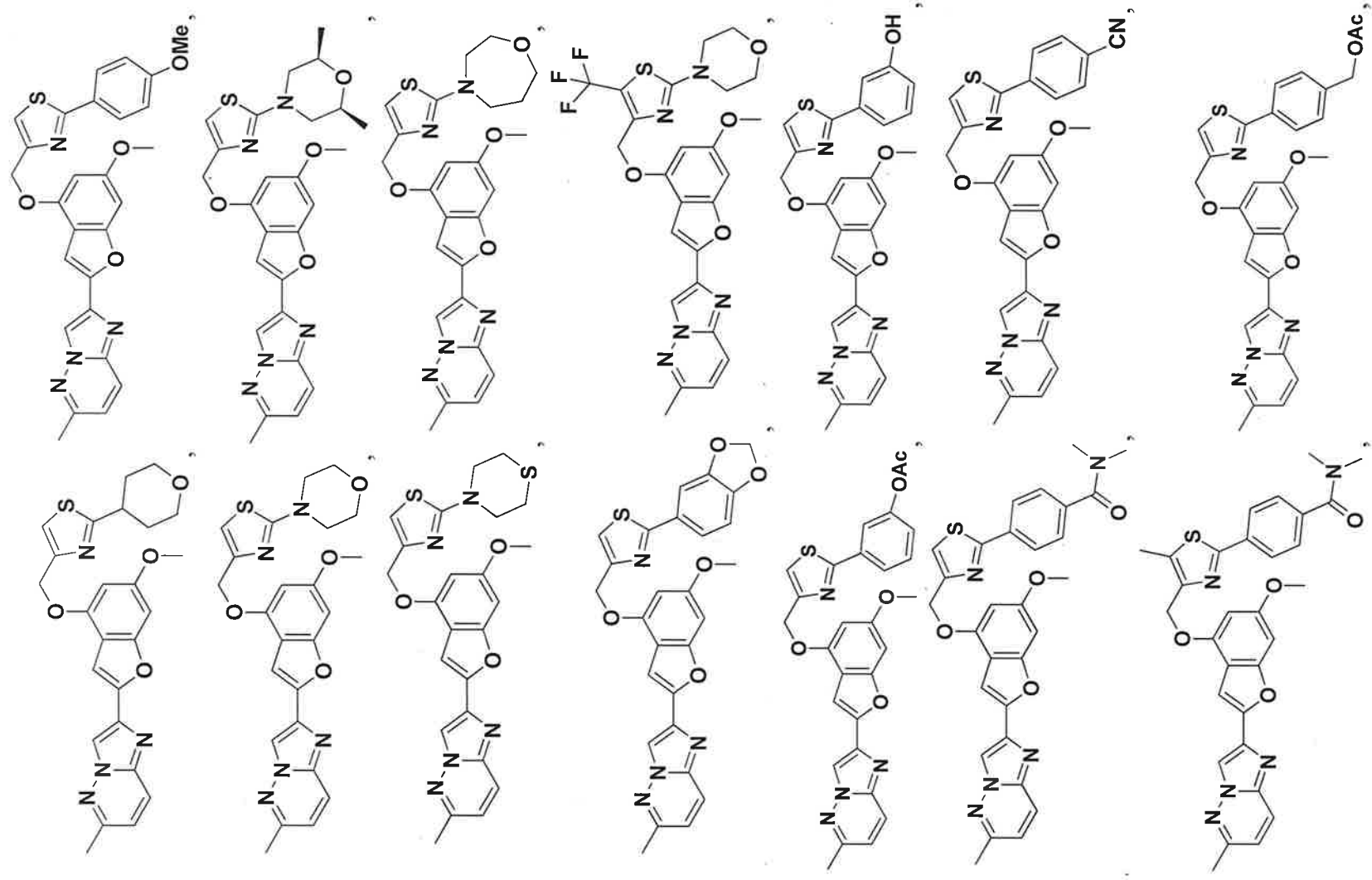


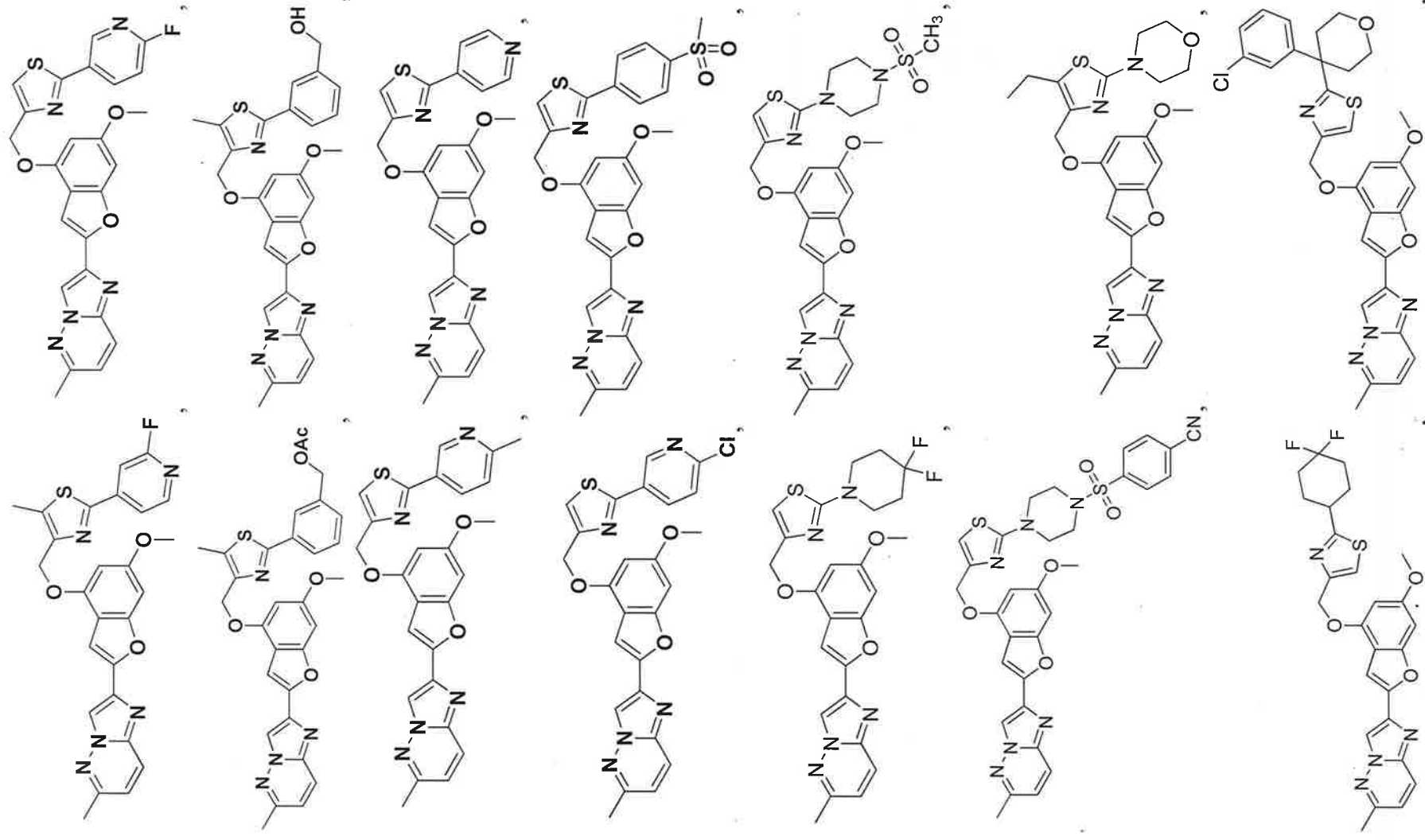


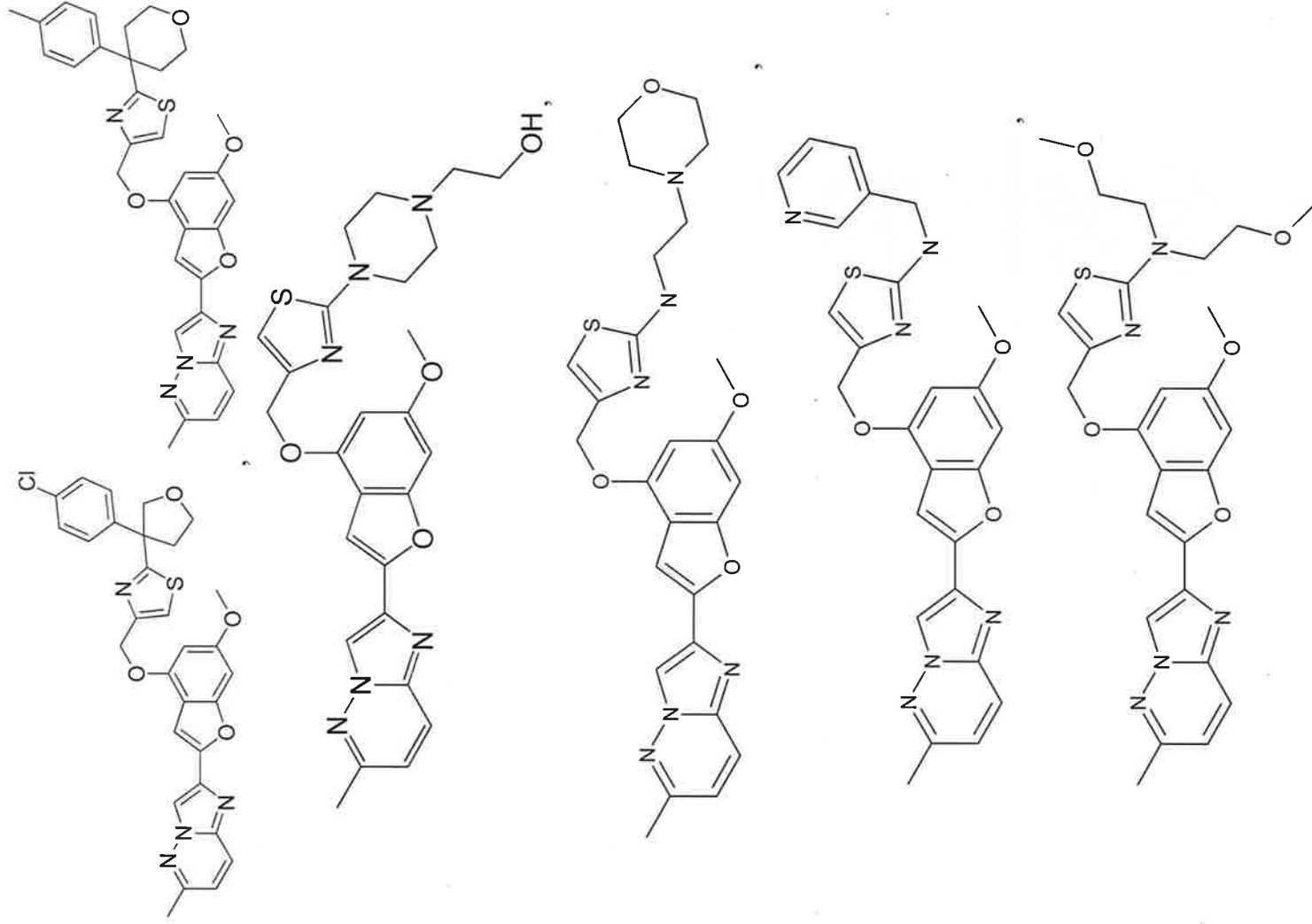


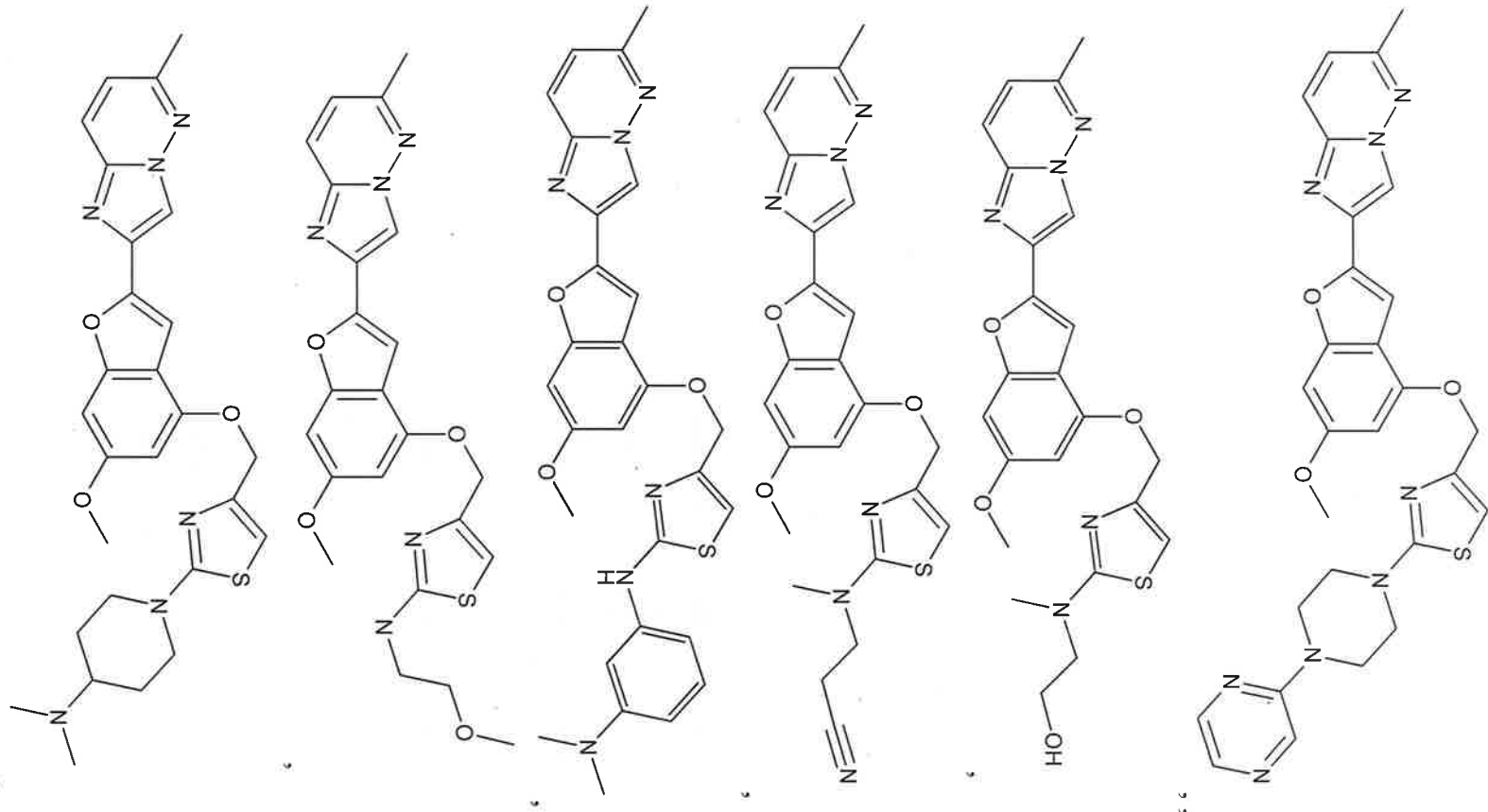




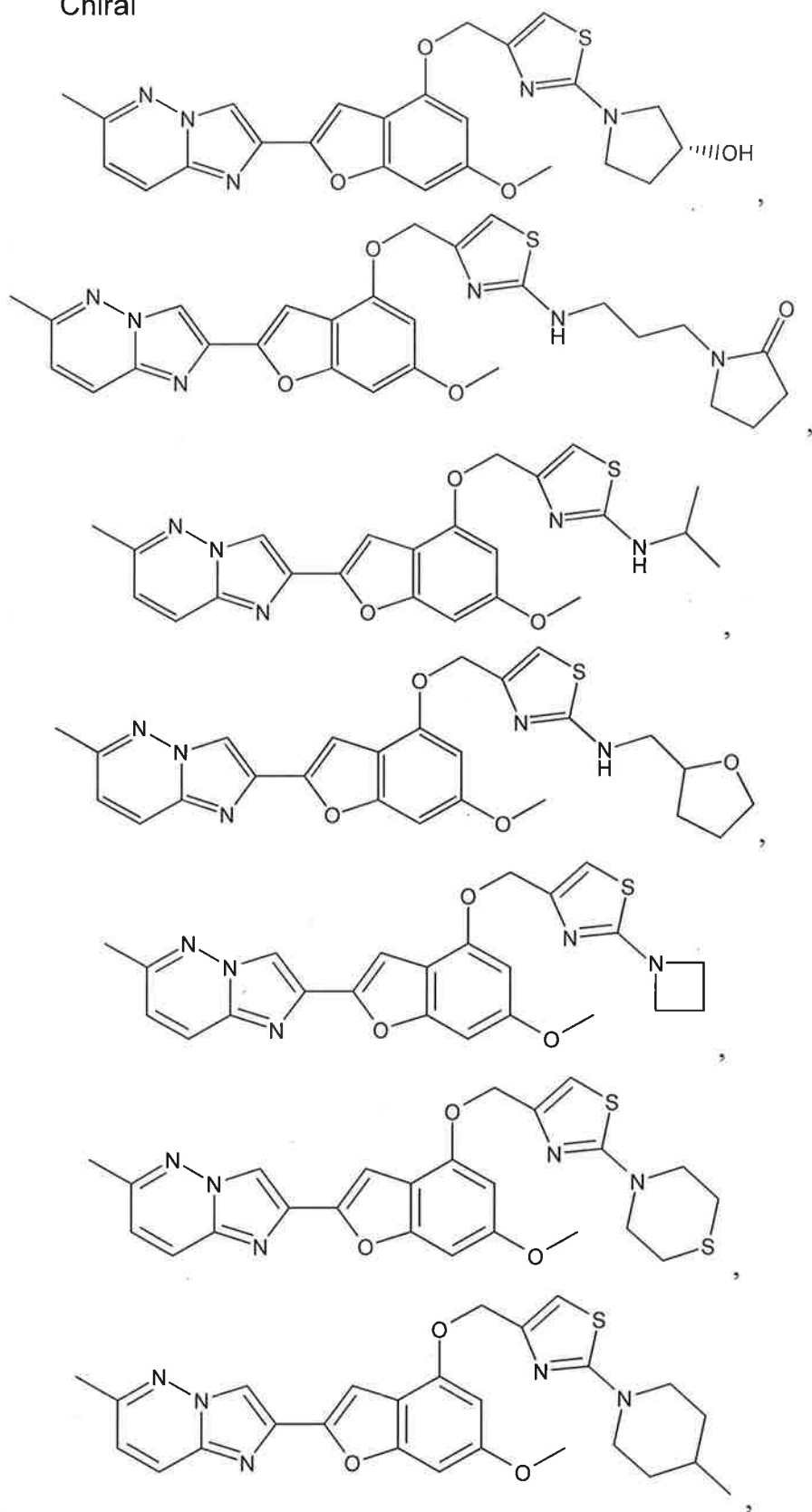


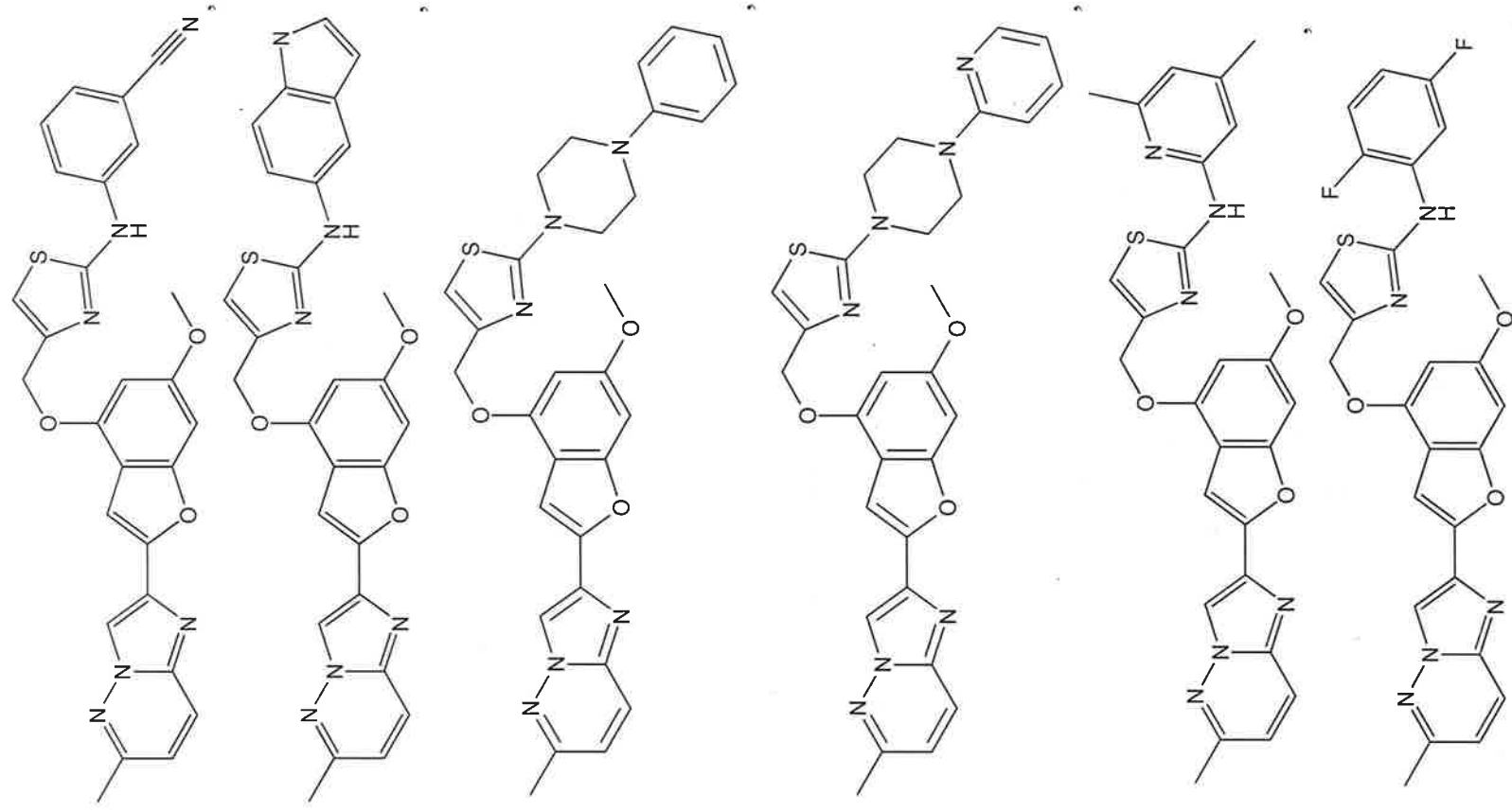


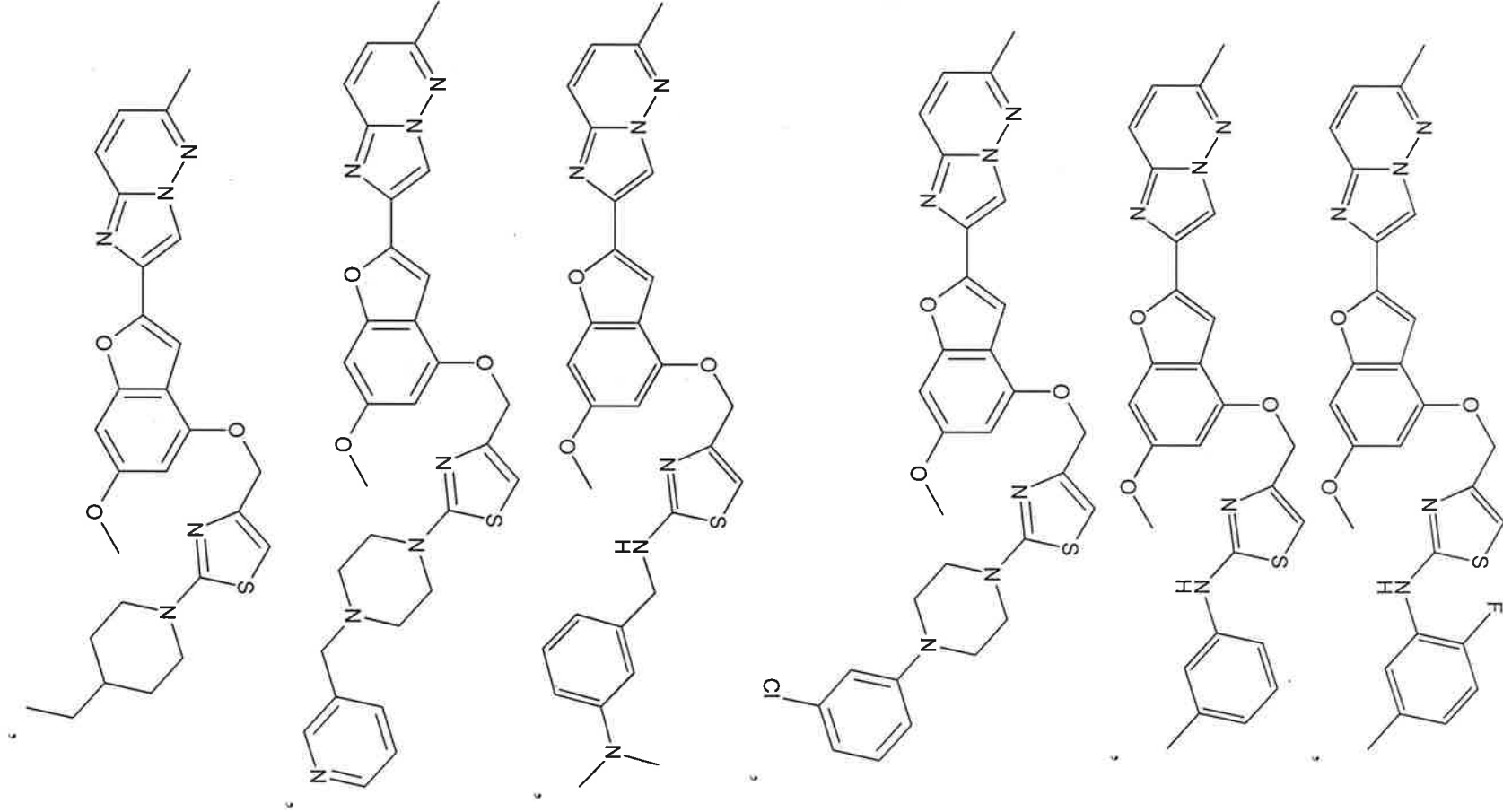


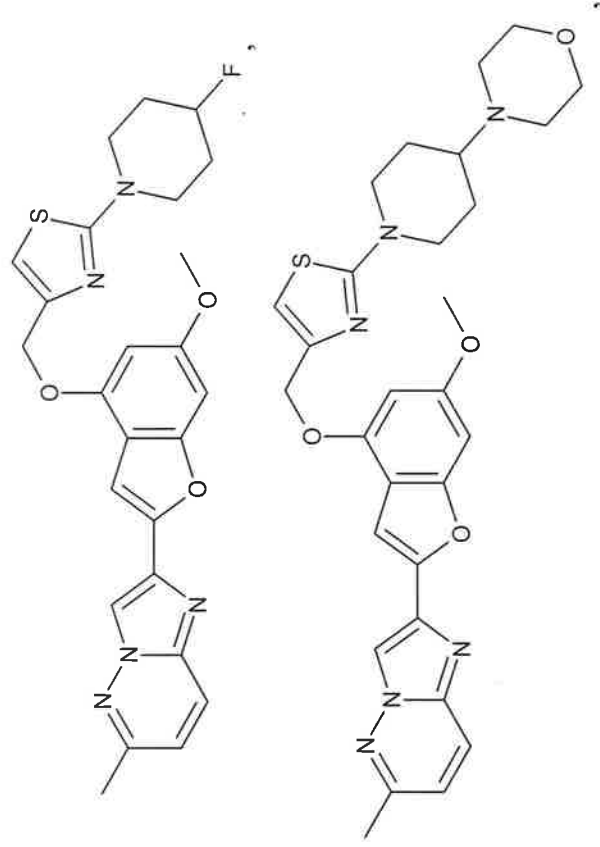


Chiral

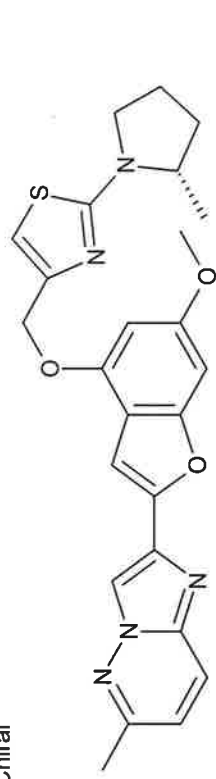




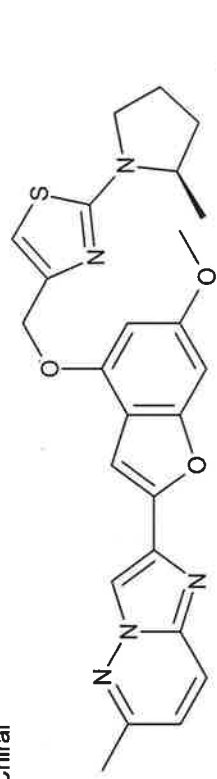
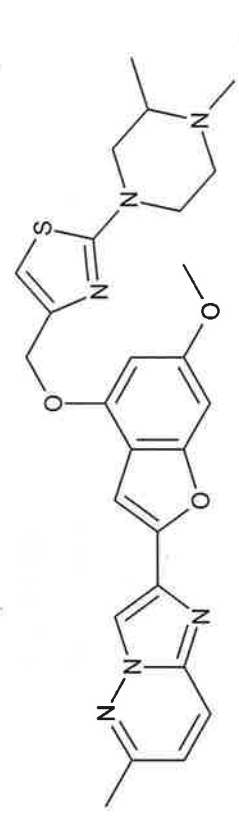
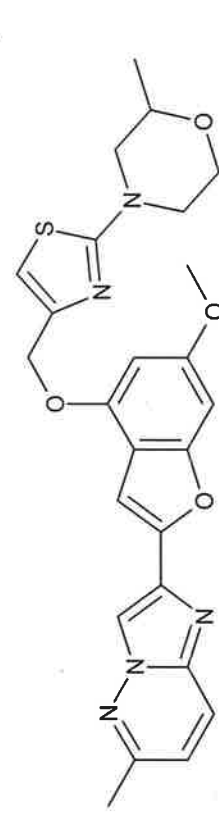


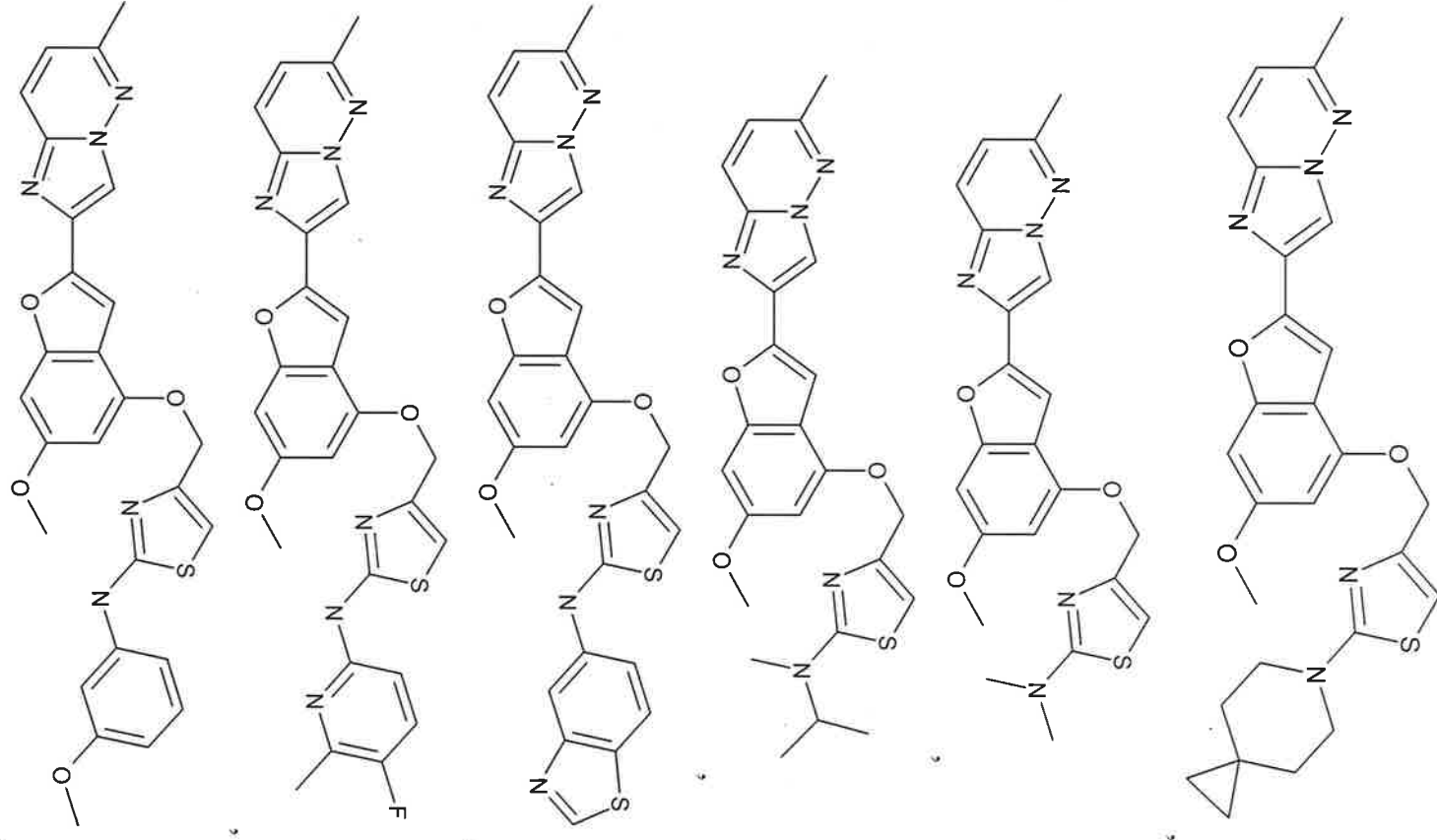


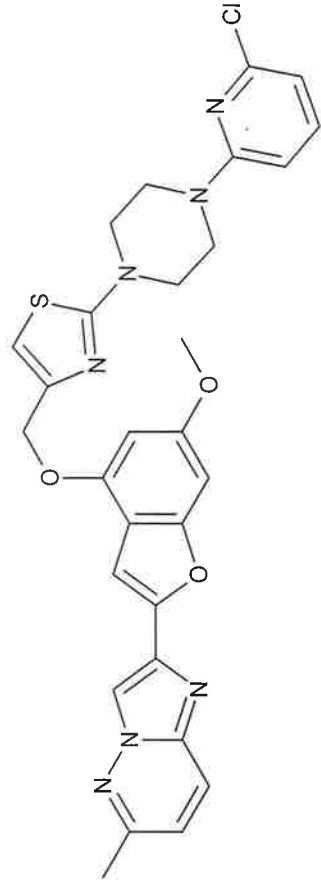
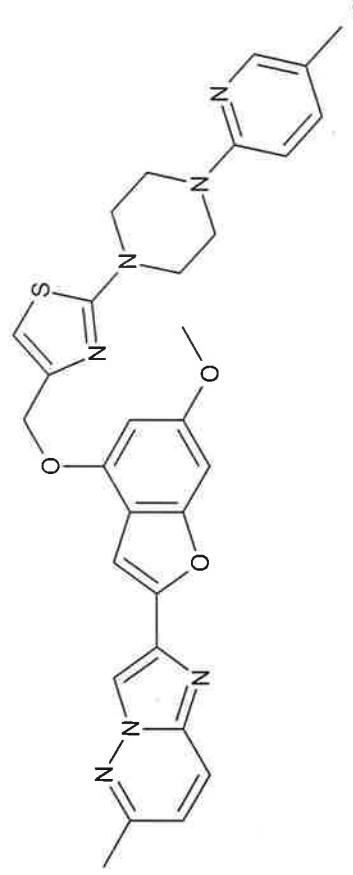
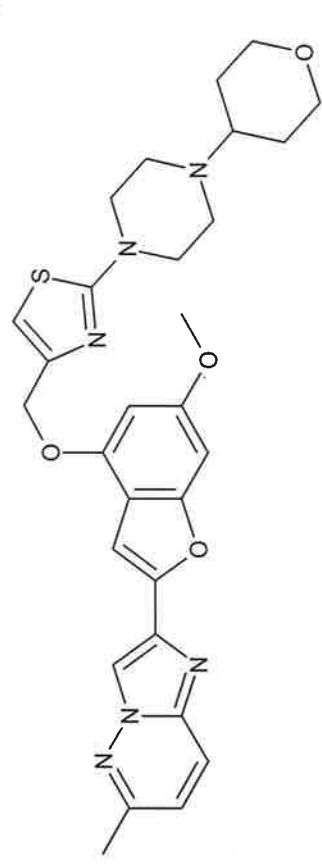
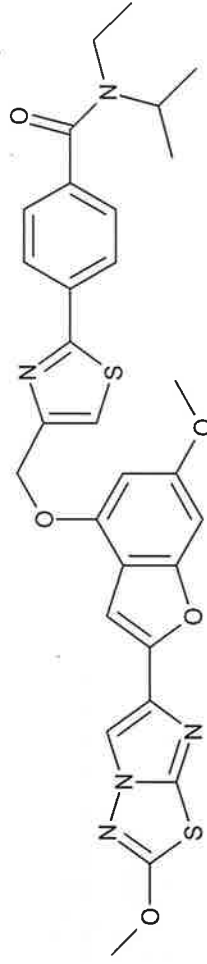
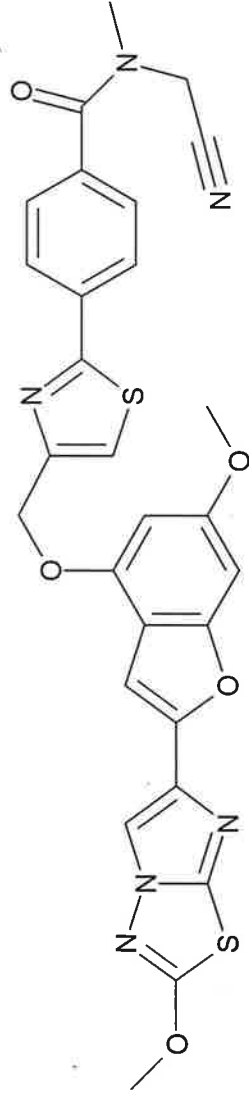
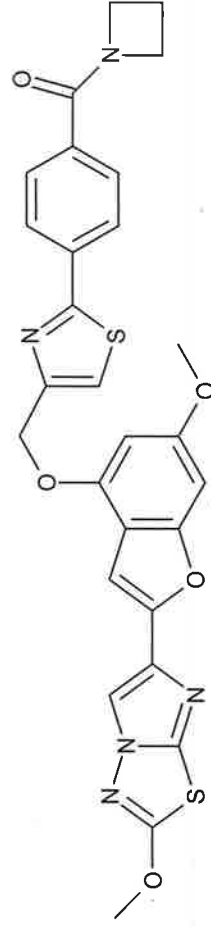
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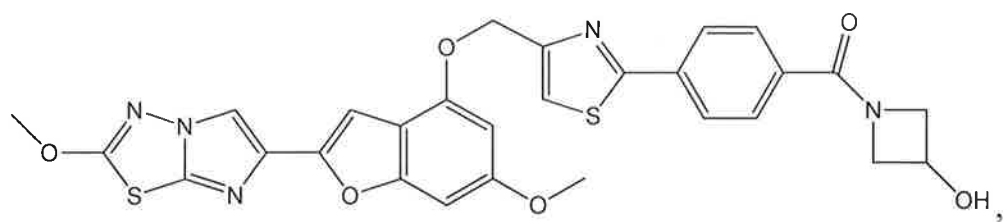
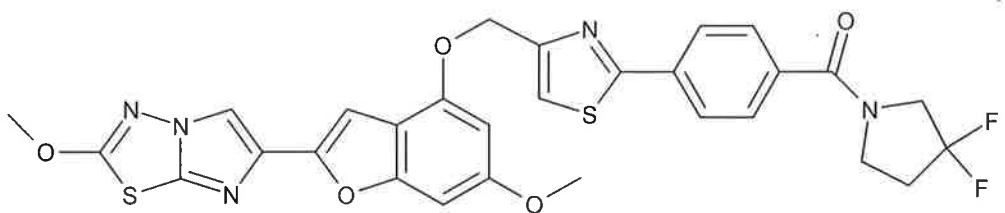
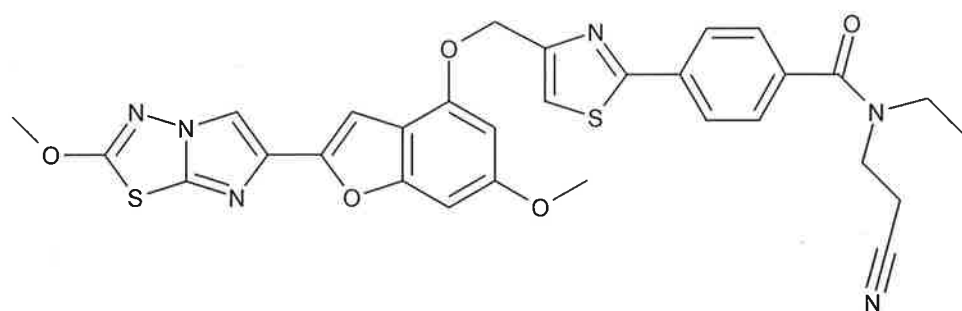
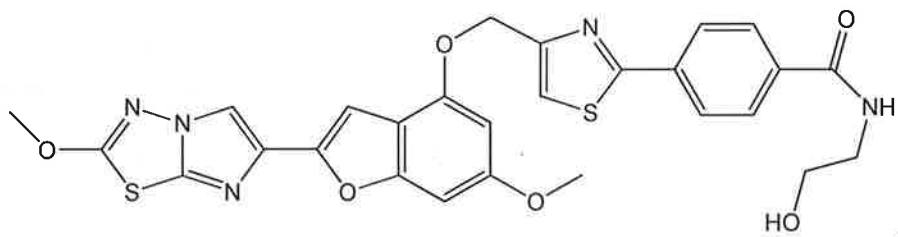
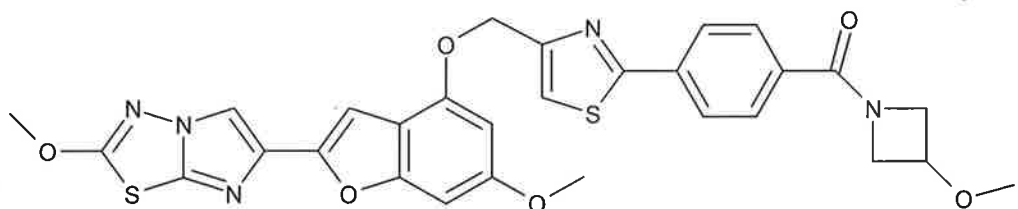
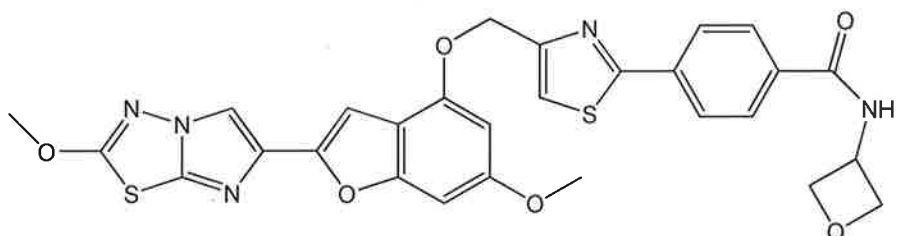
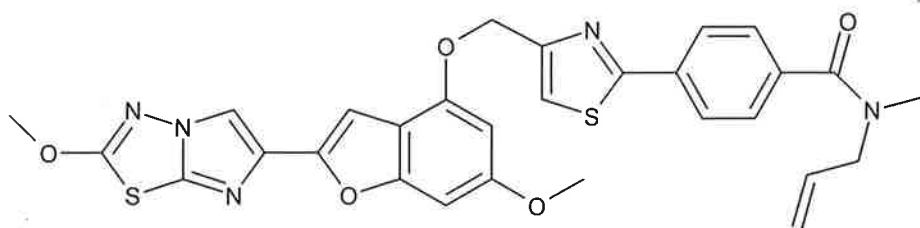


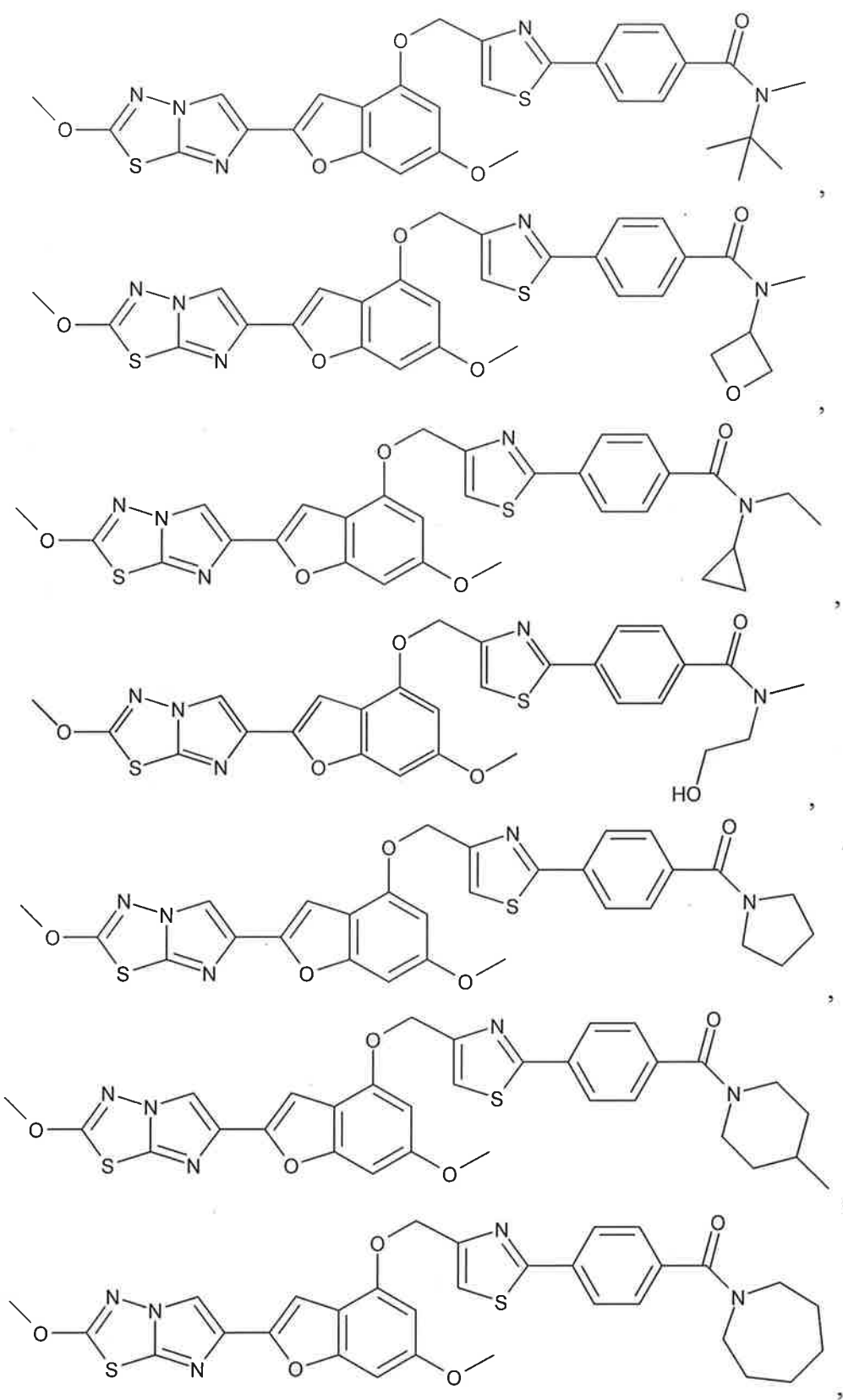
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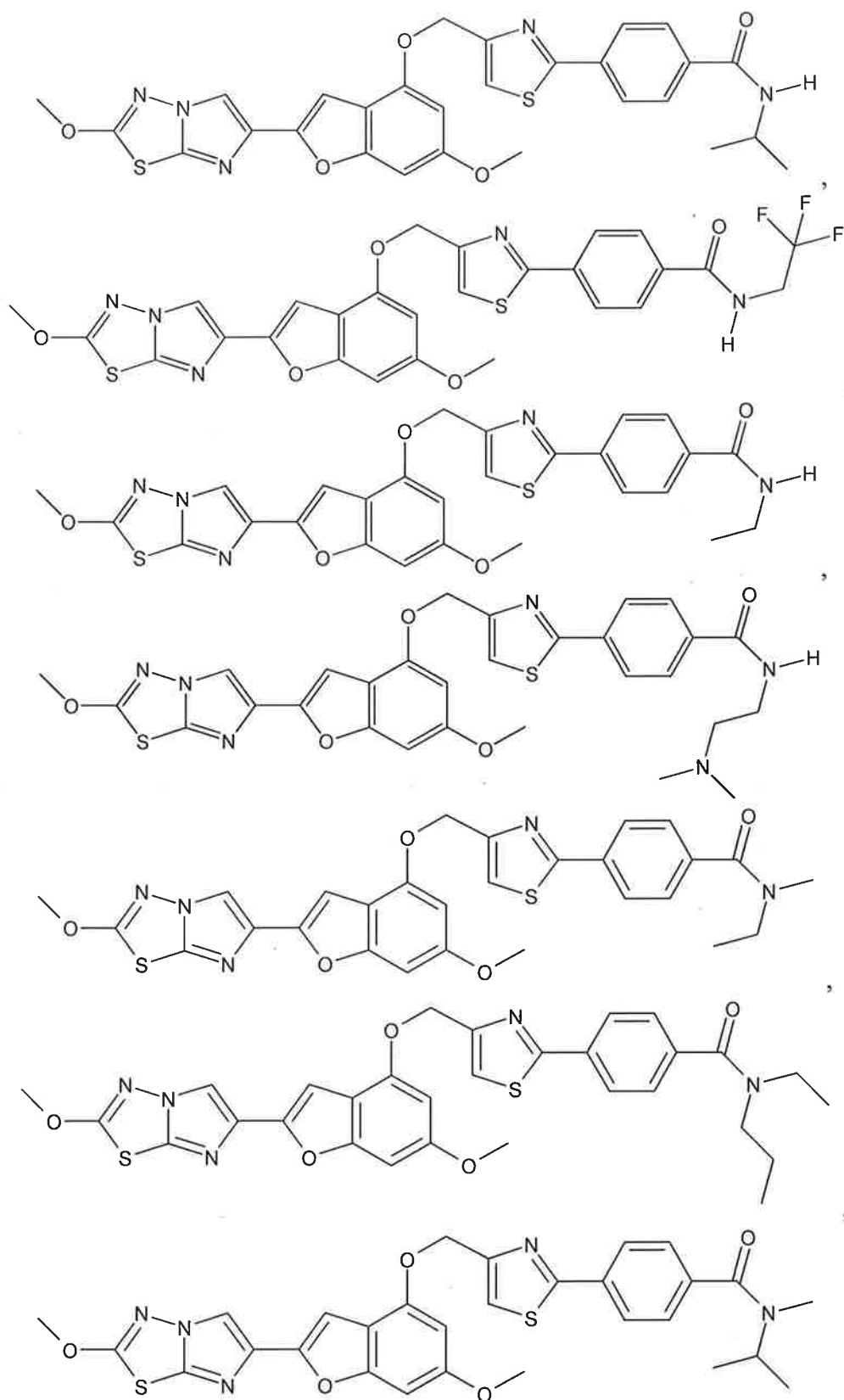


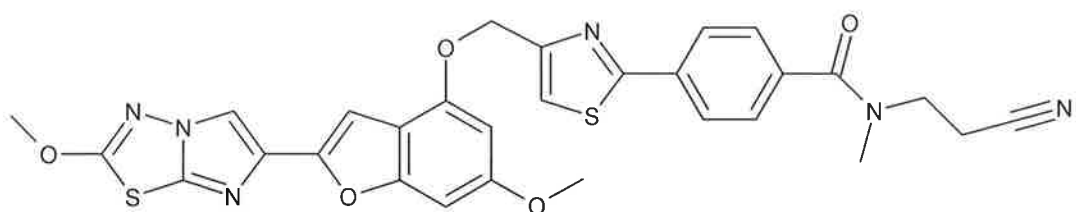
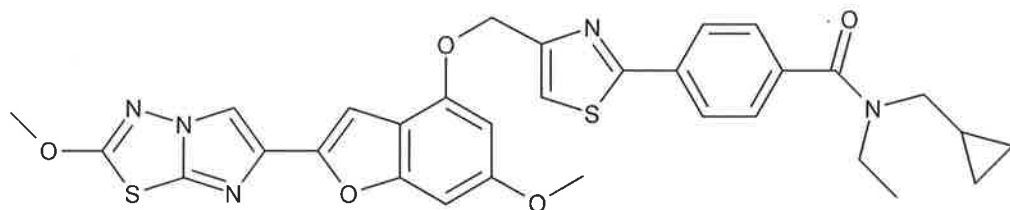
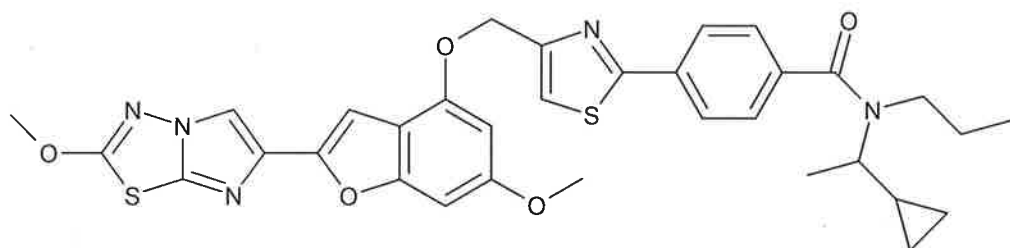
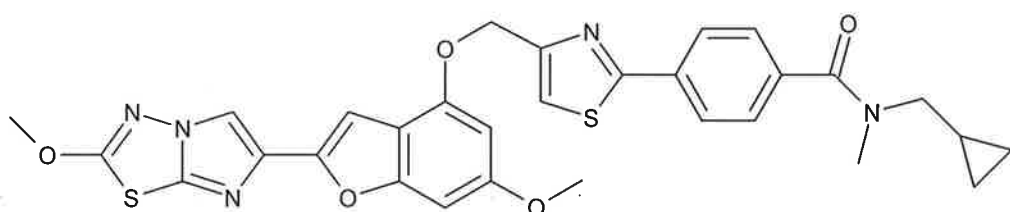
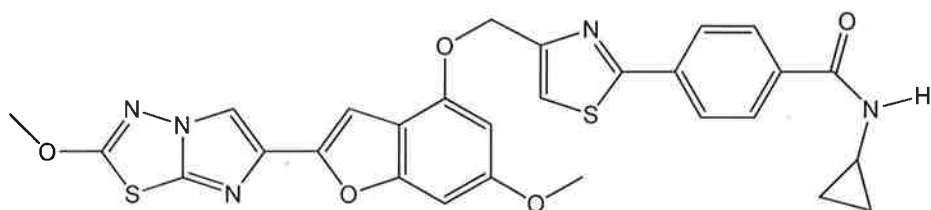
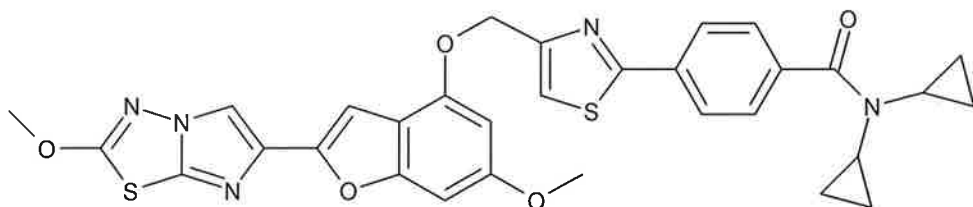
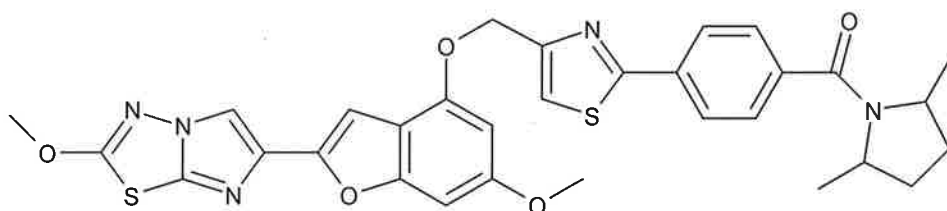




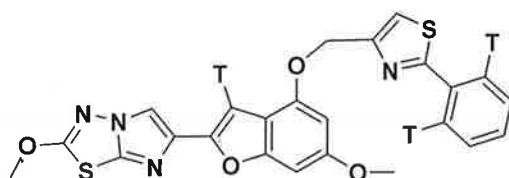








and



13. A pharmaceutical composition, which comprises a pharmaceutically acceptable carrier and a compound as defined in Claim 1, or stereoisomers, tautomers, pharmaceutically acceptable salts, or solvates thereof, alone or in combination with another therapeutic agent.

14. Use of a therapeutically effective amount of a compound as defined in Claim 1, or stereoisomers, tautomers, pharmaceutically acceptable salts, or solvates thereof in the manufacture of a medicament for the treatment of a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder, wherein the thromboembolic disorder is selected

from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

15. Use of a therapeutically effective amount of a PAR4 antagonist, as defined in Claim 1, in the manufacture of a medicament for inhibiting or preventing platelet aggregation.

16. The compound as defined in Claim 1 wherein:

Y is S or -CH=CH-;

R¹ and R^{1a} are selected from the group consisting of:

CH₃,

SCH₃,

OCH₃,

CHF(CH₃),

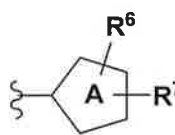
CF₂(CH₃), and

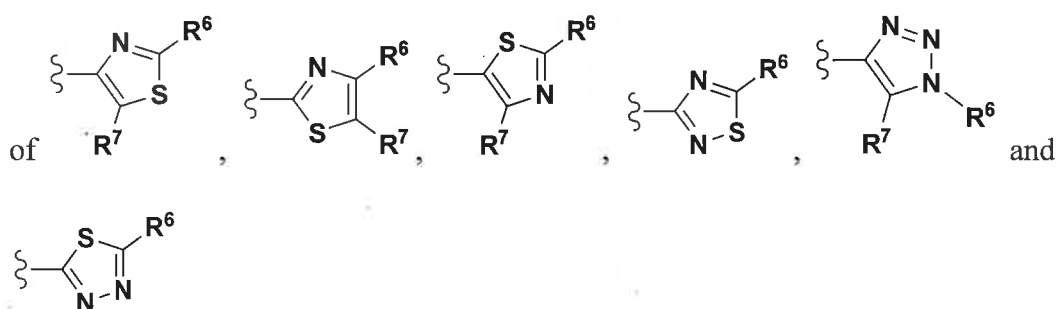
CF₃;

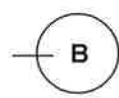
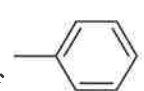
X¹ is CH or N;

X² and X⁴ are each CH; and

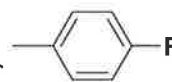
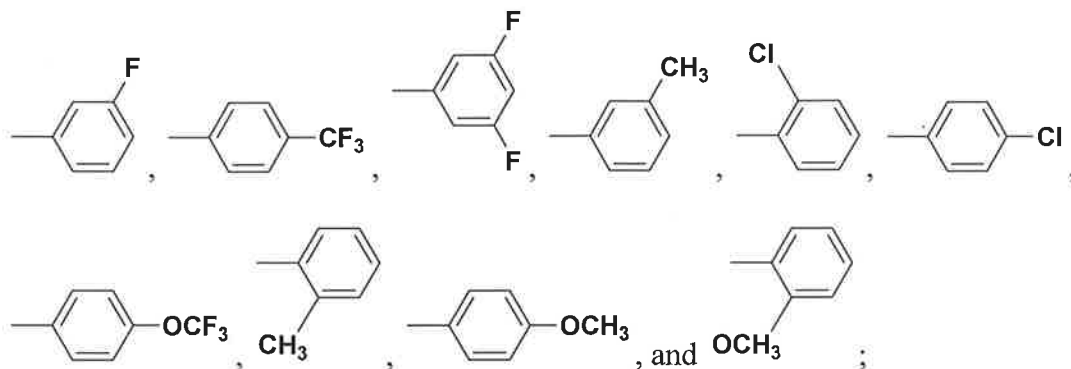
X³ is CR³ where R³ is OCH₃, F or Cl;

the 5-membered heteroaryl ring  is selected from the group consisting

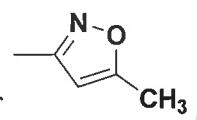
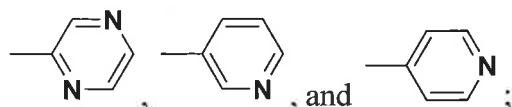


 is selected from the group consisting of ;

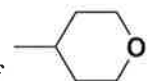
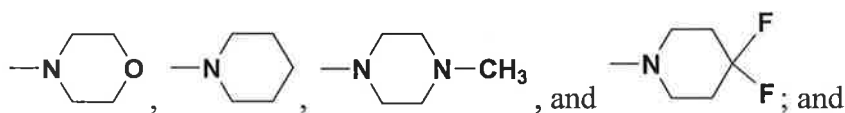
substituted phenyl, which is selected from the group consisting of



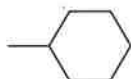
heteroaryl, which is selected from the group consisting of



heterocyclyl, which is selected from the group consisting of



cycloalkyl, which is

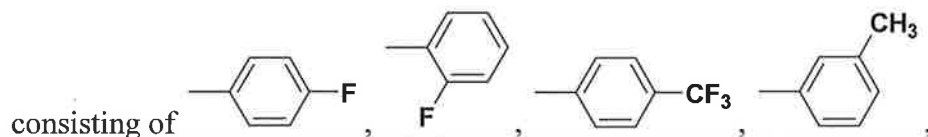


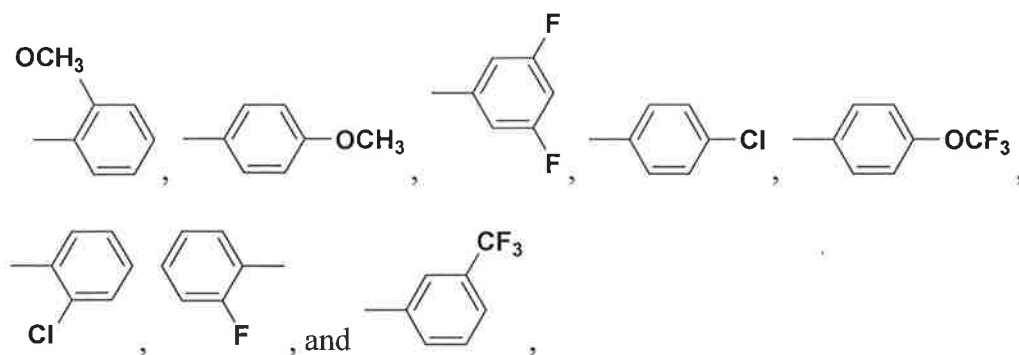
R^7 is selected from H or C_1 - C_4 alkyl.

17. The compound as defined in Claim 1 wherein:

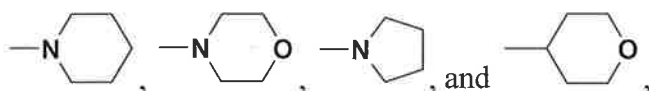
R^6 is selected from the group consisting of:

a) phenyl or substituted phenyl, which is selected from the group

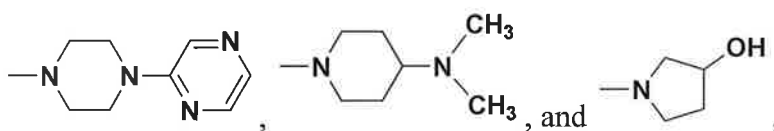




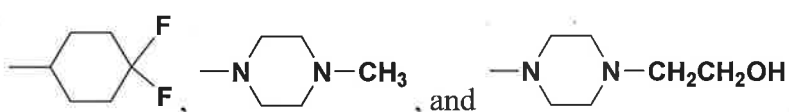
b) heterocyclyl, which is selected from the group consisting of



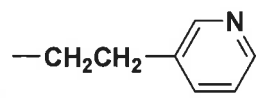
c) substituted heterocyclyl, which is selected from the group consisting of



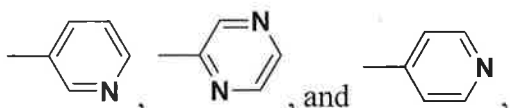
d) cycloalkyl, which is selected from the group consisting of



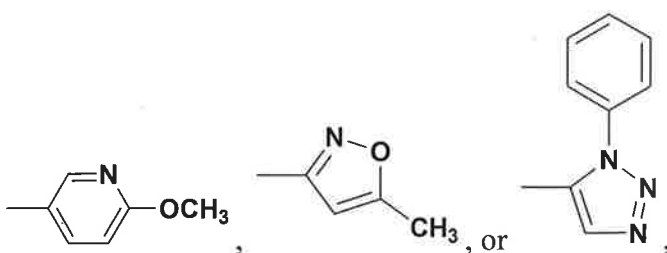
e) heteroaryl- C_1 - C_3 -alkyl, which is



f) heteroaryl, which is selected from the group consisting of



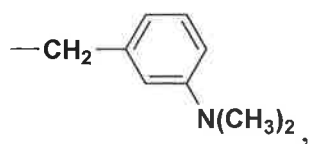
g) substituted heteroaryl, which is selected from the group consisting of



h) haloalkyl, which is $-CF_3$,

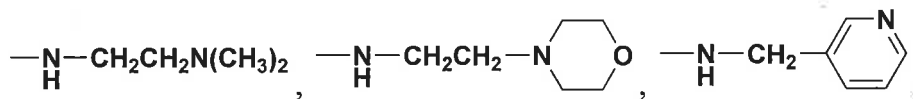
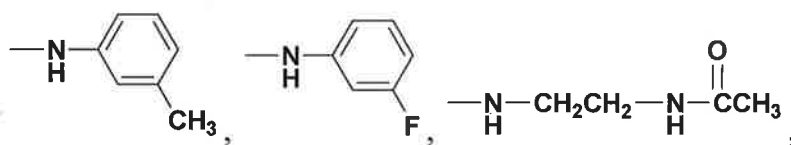
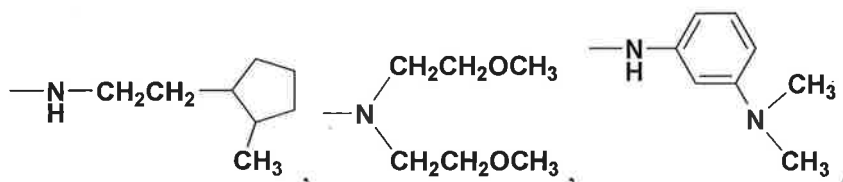
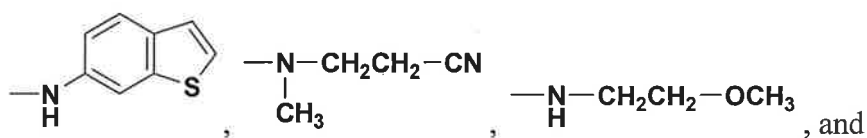
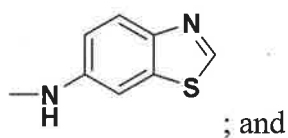
- i) halo, which is Br,
- j) alkoxyalkoxyalkyl, which is $-\text{CH}_2\text{OCH}_2\text{CH}_2\text{OCH}_3$,
- k) alkyl which is selected from $-\text{CH}_2\text{CH}_3$ or CH_3 ,

- l) aryl- C_1 - C_3 -alkyl, which is selected from $-\text{CH}_2$ - or



- m) H,

- n) $-\text{NR}^{11}\text{R}^{12}$, which is selected from the group consisting of



R^7 is selected from the group consisting of H and C_1 - C_4 alkyl.

18. The compound as defined in Claim 1 wherein:

Y is S;

R¹ is selected from the group consisting of:

CH₃,
SCH₃,
OCH₃,
CHF(CH₃),
CF₂(CH₃), and
CF₃;

R^{1a} is selected from the group consisting of:

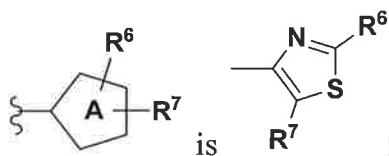
Cl,
CH₃, and
OCH₃;

X¹ is CH or N;

X² and X⁴ are each CH; and

X³ is CR³ where R³ is OCH₃, F or Cl;

R⁴ and R⁵ are H;



R⁶ is selected from the group consisting of:

a) phenyl substituted by 0 to 3 groups independently selected from the group consisting of chloro, -CF₃, cyano, -OCH₃, -OCF₃, -SO₂CH₃ and (C=O)N(CH₃)₂;

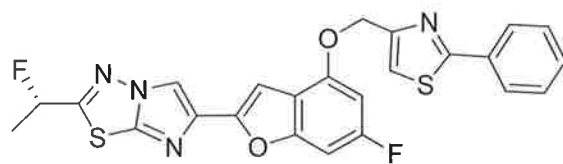
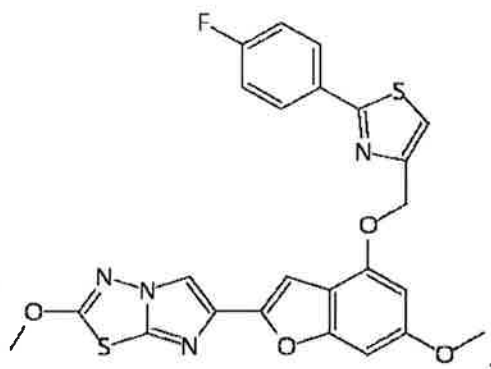
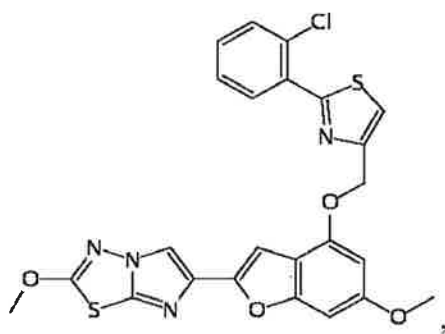
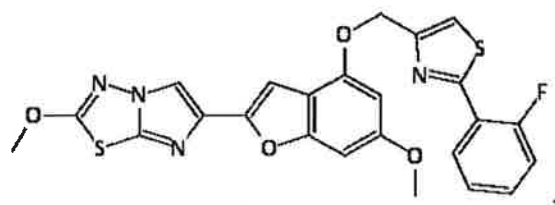
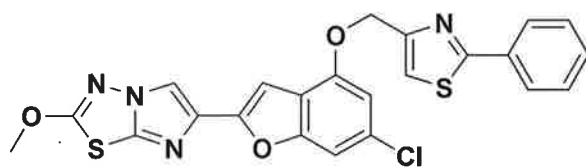
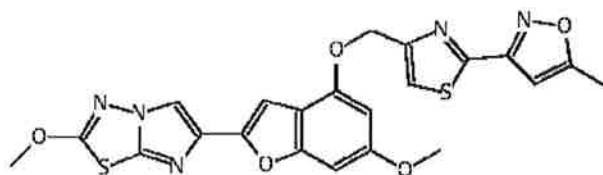
b) pyridinyl or pyrimidinyl substituted by 0 to 3 groups independently selected from the group consisting of fluoro, chloro, -CH₃ and -OCH₃; and

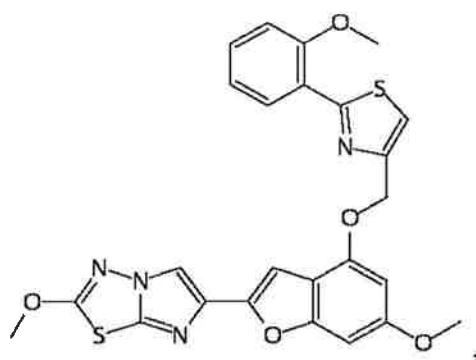
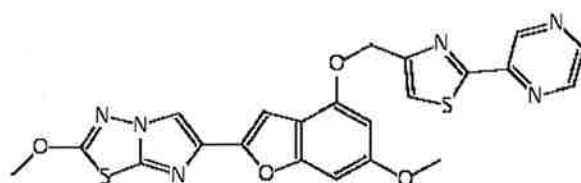
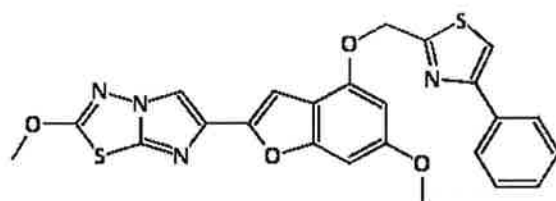
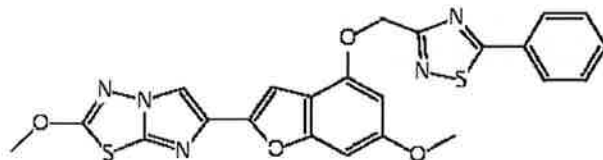
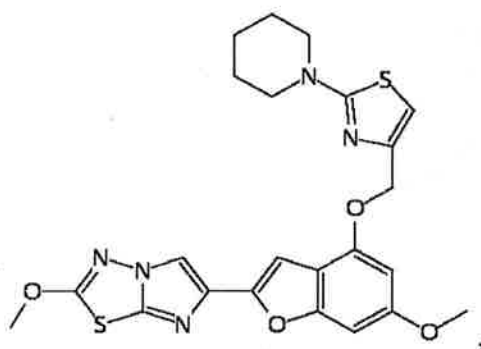
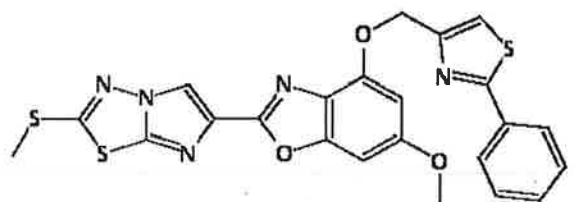
c) piperidinyl, morpholinyl or thiomorpholinyl substituted by 0 to 3 groups independently selected from the group consisting of fluoro, OH, -CH₃ and -NH₂;

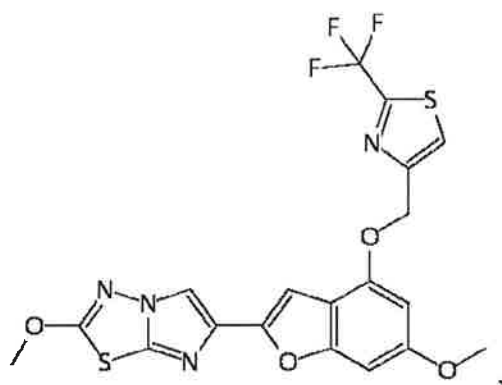
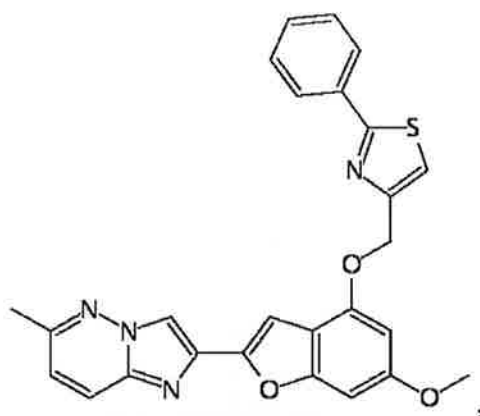
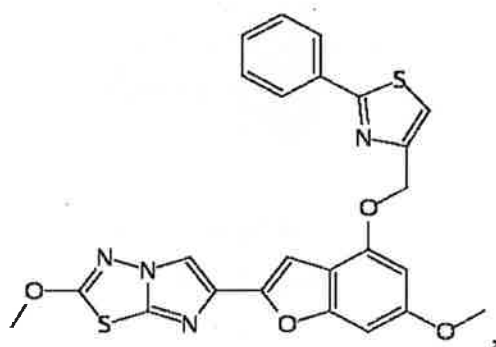
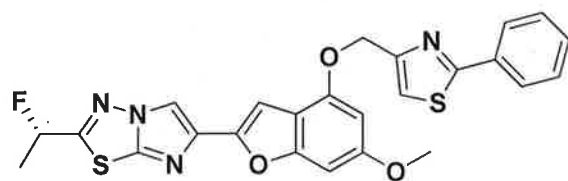
R⁷ is selected from the group consisting of H and -CH₃; and

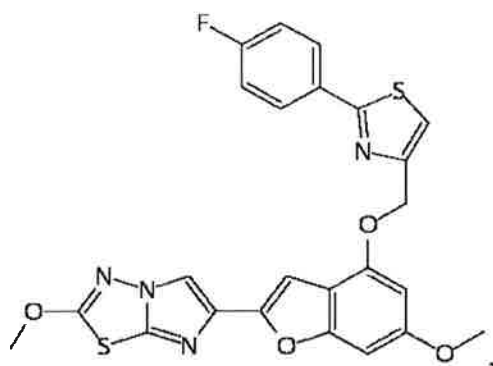
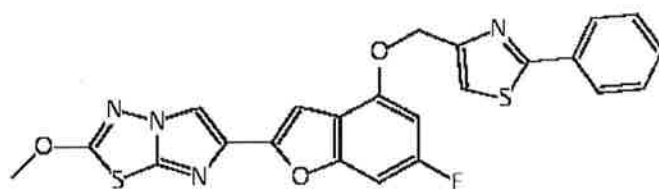
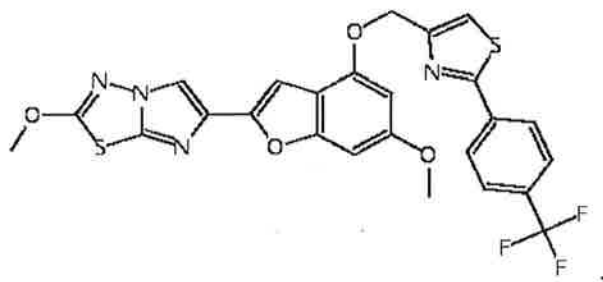
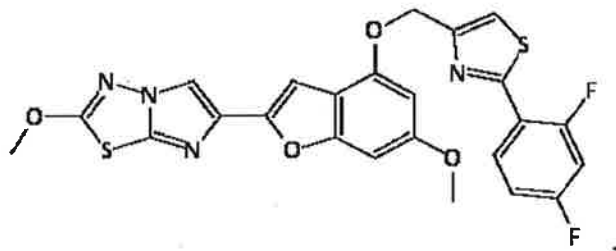
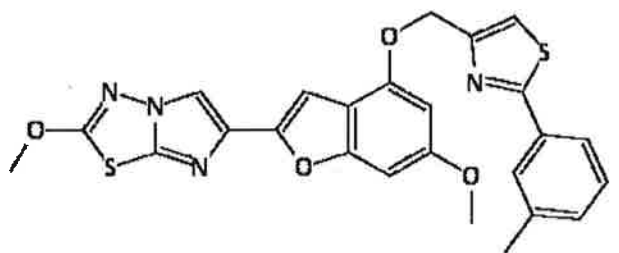
R⁸ and R⁹ are each H.

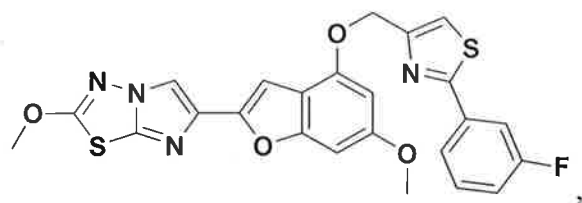
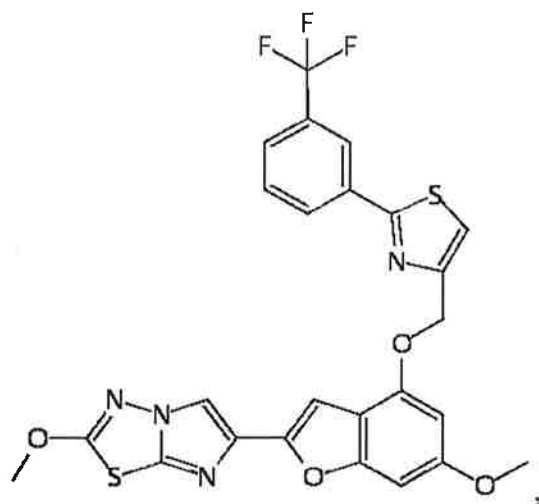
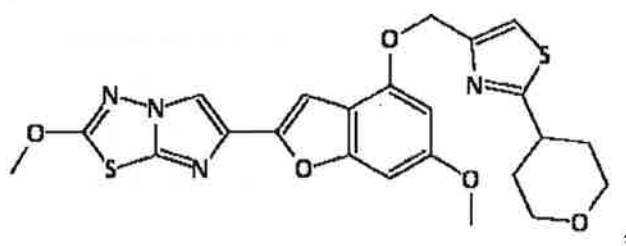
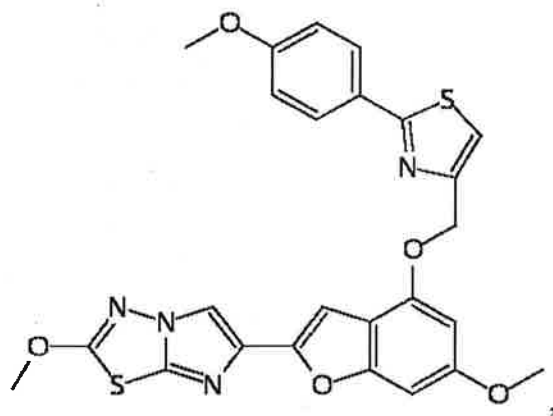
19. A compound of claim 1, wherein the compound is selected from

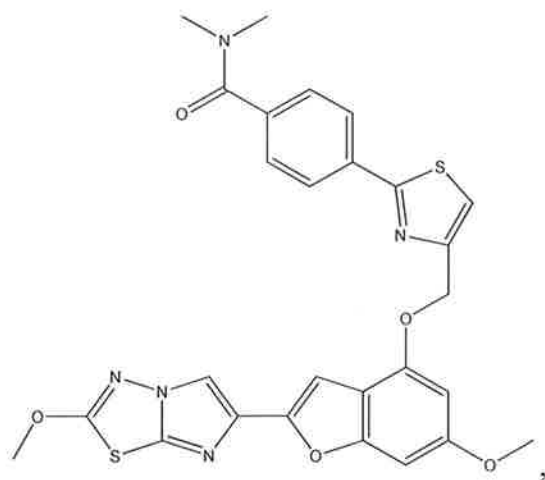
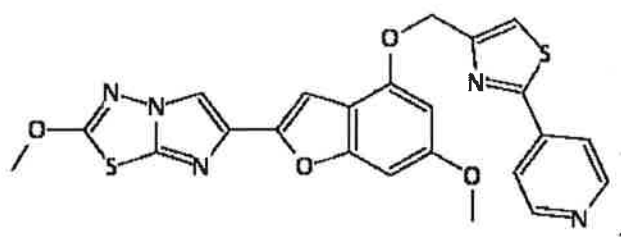
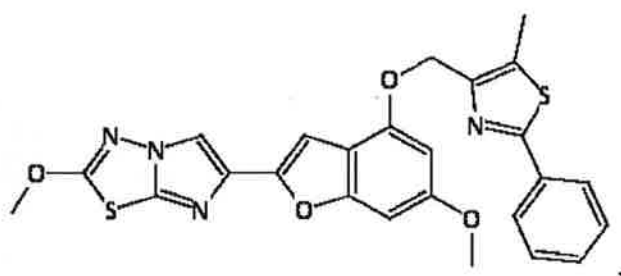
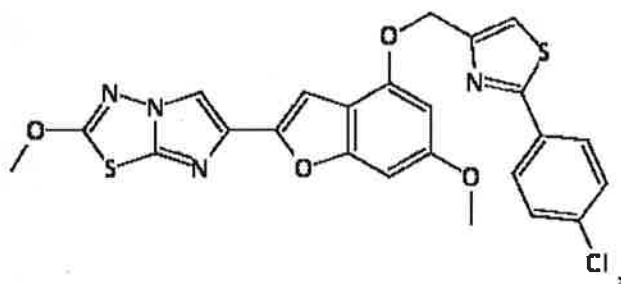


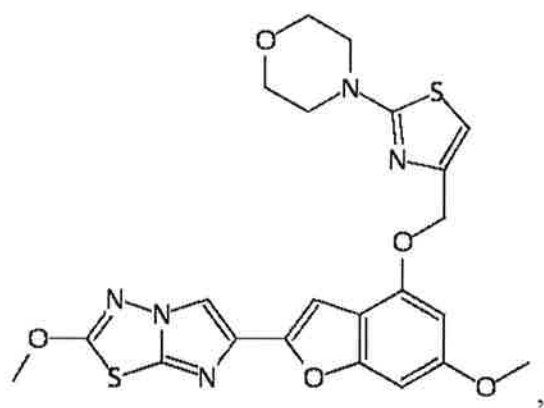
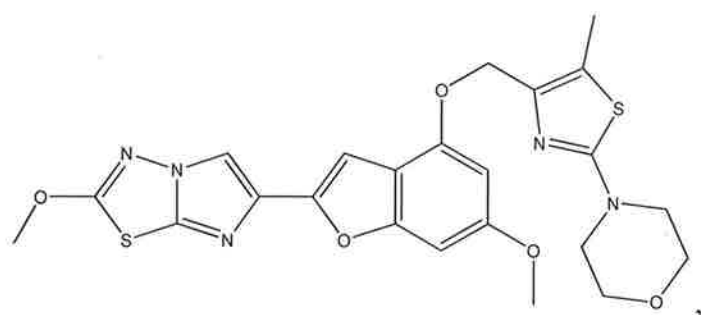
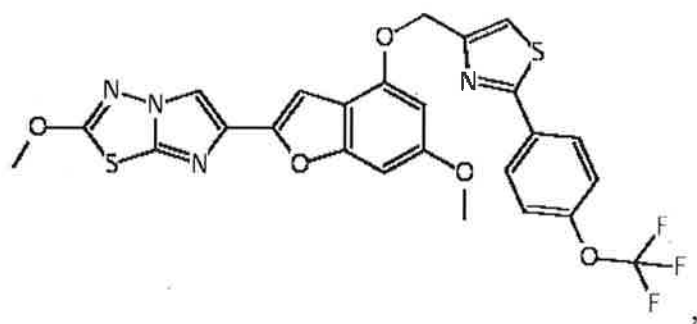
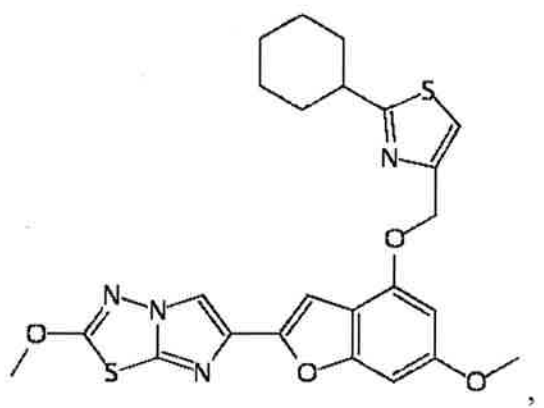


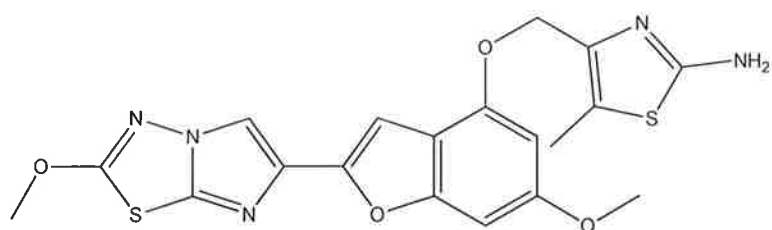
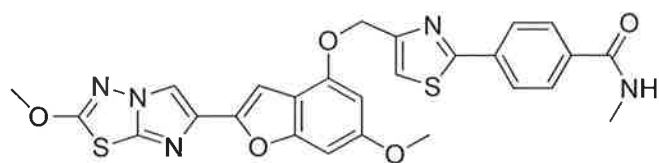
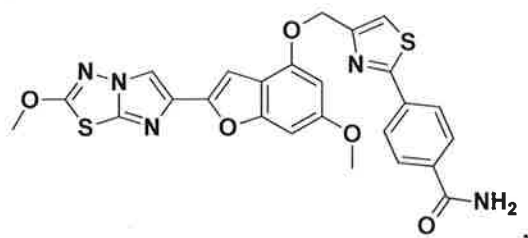
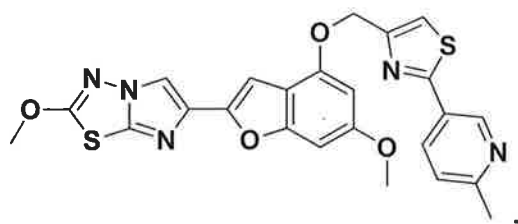
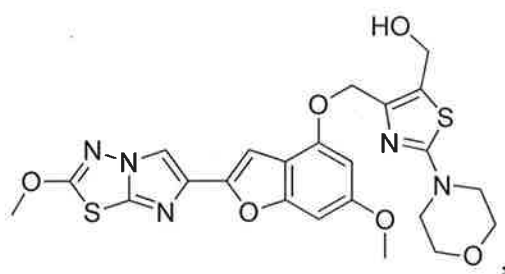
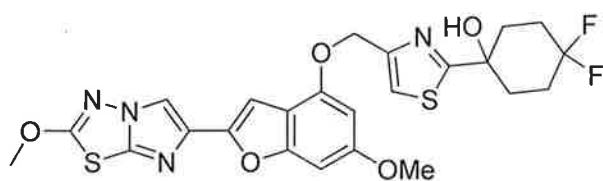
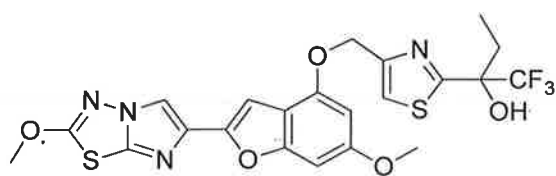


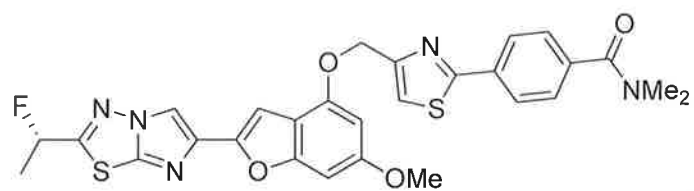
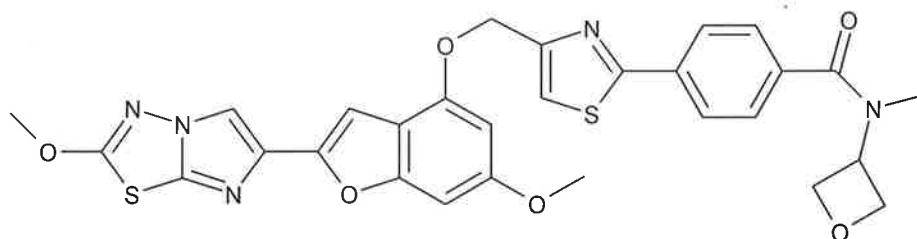
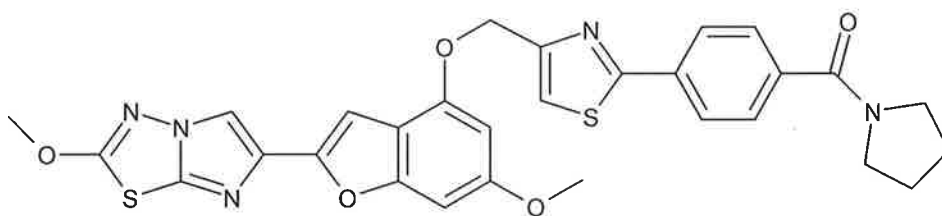
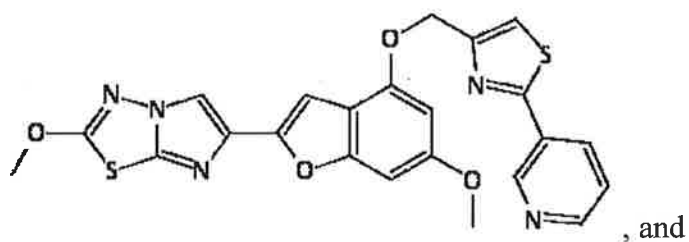




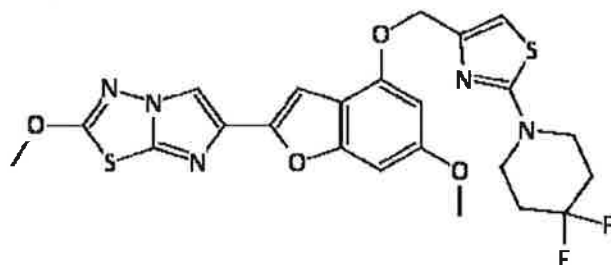






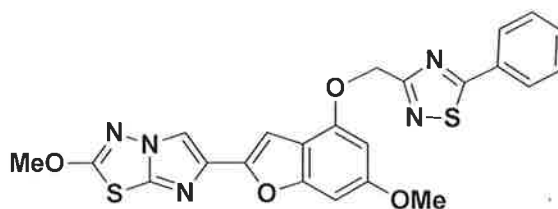


, and



or pharmaceutically acceptable salt thereof.

20. A compound of Claim 19 of the Formula

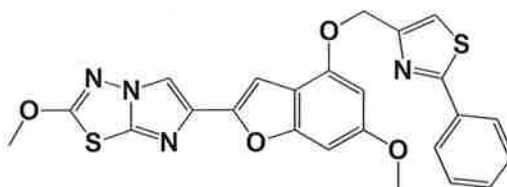


or pharmaceutically acceptable salt thereof.

21. The use of a therapeutically effective amount of a compound as defined in Claim 20, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

22. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 20, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

23. A compound of Claim 19 of the Formula:



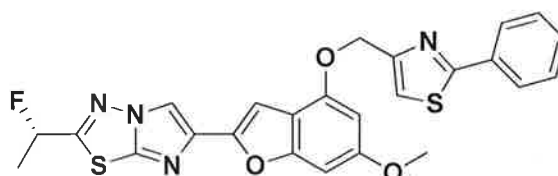
or pharmaceutically acceptable salt thereof.

24. The use of a therapeutically effective amount of a compound as defined in Claim 23, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous

cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

25. The use of a therapeutically effective amount of a compound as defined in Claim 23, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

26. A compound of Claim 19 of the Formula:

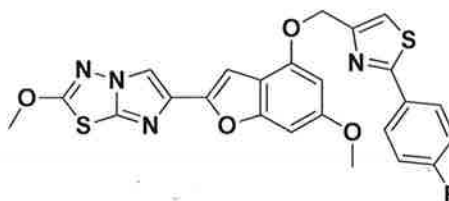


or pharmaceutically acceptable salt thereof.

27. The use of a therapeutically effective amount of a compound as defined in Claim 26, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

28. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 26, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

29. A compound of Claim 19 of the Formula:

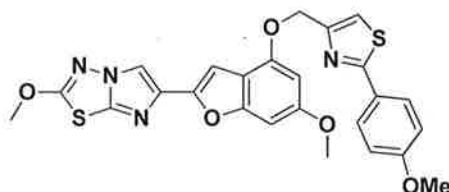


or pharmaceutically acceptable salt thereof.

30. The use of a therapeutically effective amount of a compound as defined in Claim 29, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

31. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 29, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

32. A compound of Claim 19 of the Formula:

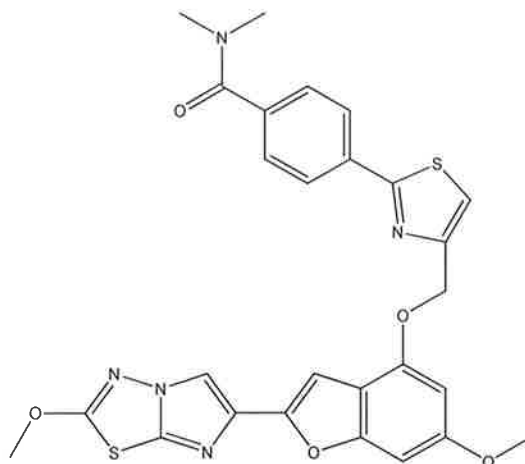


or pharmaceutically acceptable salt thereof.

33. The use of a therapeutically effective amount of a compound as defined in Claim 32, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

34. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 32, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

35. A compound of Claim 19 of the Formula:

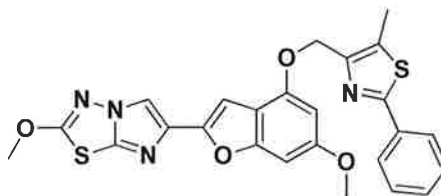


or pharmaceutically acceptable salt thereof.

36. The use of a therapeutically effective amount of a compound as defined in Claim 35, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

37. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 35, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

38. A compound of claim 19 having the formula

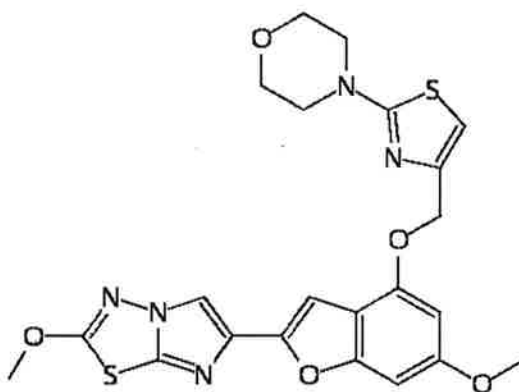


or pharmaceutically acceptable salt thereof.

39. The use of a therapeutically effective amount of a compound as defined in Claim 38, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

40. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 38, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

41. A compound of Claim 19 of the Formula:

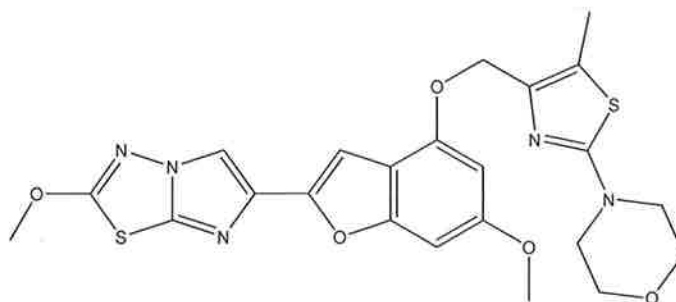


or pharmaceutically acceptable salt thereof.

42. The use of a therapeutically effective amount of a compound as defined in Claim 41, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

43. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 41, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

44. A compound of Claim 19 of the Formula



or pharmaceutically acceptable salt thereof.

45. The use of a therapeutically effective amount of a compound as defined in Claim 44, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

46. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 44, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

47. A compound of Claim 19 of the Formula:

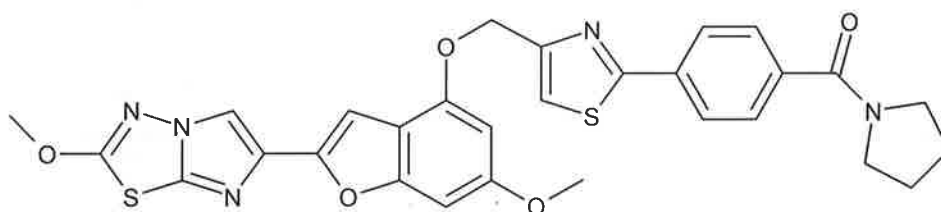


or pharmaceutically acceptable salt thereof.

48. The use of a therapeutically effective amount of a compound as defined in Claim 47, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

49. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 47, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

50. A compound of Claim 19 of the Formula:

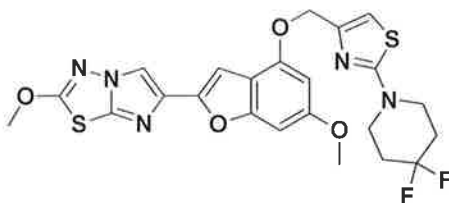


or pharmaceutically acceptable salt thereof.

51. The use of a therapeutically effective amount of a compound as defined in Claim 50, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

52. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 50, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

53. A compound of Claim 19 of the Formula:



or pharmaceutically acceptable salt thereof.

54. The use of a therapeutically effective amount of a compound as defined in Claim 53, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

55. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 53, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.

56. The use of a therapeutically effective amount of a compound as defined in Claim 19, or pharmaceutically acceptable salts thereof, for the preparation of a medicament to treat a thromboembolic disorder or the primary or secondary prophylaxis of a thromboembolic disorder in a patient in need thereof, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, cerebrovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart or in the peripheral circulation.

57. The use of a therapeutically effective amount of a PAR4 antagonist as defined in Claim 19, or pharmaceutically acceptable salts thereof, for the preparation of a medicament for inhibiting or preventing platelet aggregation in a patient in need thereof.