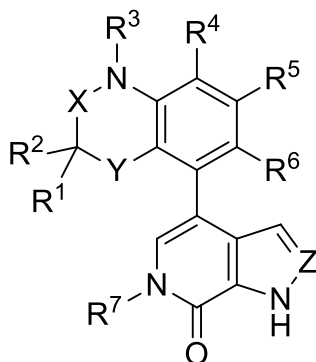


~~What is claimed is:~~ **CLAIMS**

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

X is C=O or CR⁸R⁹;

Y is O, ~~S~~, or NR¹⁰;

Z is CH or N;

R¹ and R² are each independently selected from H, halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, Cy¹, CN, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, OC(O)R^{b1}, OC(O)NR^{c1}R^{d1}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}S(O)R^{b1}, NR^{c1}S(O)₂R^{b1}, NR^{c1}S(O)₂NR^{c1}R^{d1}, S(O)R^{b1}, S(O)NR^{c1}R^{d1}, S(O)₂R^{b1}, and S(O)₂NR^{c1}R^{d1}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^A;

or R¹ and R² together with the carbon atom to which they are attached form a C₃₋₁₀ cycloalkyl group or a 4-10 membered heterocycloalkyl group, each optionally substituted with 1, 2, or 3 substituents independently selected from R^A;

R³ is H or C₁₋₆ alkyl optionally substituted with 1, 2, or 3 substituents independently selected from halo, Cy, CN, NO₂, OR^{a2}, SR^{a2}, C(O)R^{b2}, C(O)NR^{c2}R^{d2}, C(O)OR^{a2}, OC(O)R^{b2}, OC(O)NR^{c2}R^{d2}, C(=NR^{e2})NR^{c2}R^{d2}, NR^{c2}C(=NR^{e2})NR^{c2}R^{d2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, NR^{c2}C(O)NR^{c2}R^{d2}, NR^{c2}S(O)R^{b2}, NR^{c2}S(O)₂R^{b2}, NR^{c2}S(O)₂NR^{c2}R^{d2}, S(O)R^{b2}, S(O)NR^{c2}R^{d2}, S(O)₂R^{b2}, and S(O)₂NR^{c2}R^{d2};

~~R⁴ is H, halo, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, CN, OR^{a3}, SR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, OC(O)R^{b3}, OC(O)NR^{c3}R^{d3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3}, NR^{c3}C(O)OR^{a3}, NR^{c3}C(O)NR^{c3}R^{d3}, C(=NR^{e3})R^{b3}, C(=NR^{e3})NR^{c3}R^{d3}, NR^{c3}C(=NR^{e3})NR^{c3}R^{d3}, NR^{c3}S(O)R^{b3}, NR^{c3}S(O)₂R^{b3}, NR^{c3}S(O)₂NR^{c3}R^{d3}, S(O)R^{b3}, S(O)NR^{c3}R^{d3}, S(O)₂R^{b3}, or S(O)₂NR^{c3}R^{d3};~~

R⁴ is H;

R⁵ is H, halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, Cy², CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, C(=NR^{e4})R^{b4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, or S(O)₂NR^{c4}R^{d4}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^B;

R⁶ is H, ~~halo~~;

R⁷ is C₁₋₄ alkyl, ~~C₁₋₄ haloalkyl, C₁₋₄ alkoxy, CN, or OH;~~

~~R⁷ is H or C₁₋₄ alkyl;~~

R⁸ and R⁹ are each ~~independently selected from H, halo, C₁₋₄ alkyl, and C₁₋₄ haloalkyl~~ H;

R¹⁰ is H ~~or C₁₋₄ alkyl~~;

each R^A is independently selected from Cy¹, halo, CN, NO₂, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, OC(O)R^{b1}, OC(O)NR^{c1}R^{d1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, NR^{c1}S(O)R^{b1}, NR^{c1}S(O)₂R^{b1}, NR^{c1}S(O)₂NR^{c1}R^{d1}, S(O)R^{b1}, S(O)NR^{c1}R^{d1}, S(O)₂R^{b1}, and S(O)₂NR^{c1}R^{d1};

each R^B is independently selected from Cy², halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, and S(O)₂NR^{c4}R^{d4};

each Cy is independently selected from C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, each of which is optionally substituted by 1, 2, 3, 4, or 5 substituents independently selected from R^C;

each R^C is independently selected from halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, CN, OR^{a2}, SR^{a2}, C(O)R^{b2}, C(O)NR^{c2}R^{d2}, C(O)OR^{a2}, OC(O)R^{b2}, OC(O)NR^{c2}R^{d2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, NR^{c2}C(O)NR^{c2}R^{d2}, C(=NR^{e2})R^{b2}, C(=NR^{e2})NR^{c2}R^{d2}, NR^{c2}C(=NR^{e2})NR^{c2}R^{d2}, NR^{c2}S(O)R^{b2}, NR^{c2}S(O)₂R^{b2}, NR^{c2}S(O)₂NR^{c2}R^{d2}, S(O)R^{b2}, S(O)NR^{c2}R^{d2}, S(O)₂R^{b2}, and S(O)₂NR^{c2}R^{d2}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered

heterocycloalkyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^{a2}, SR^{a2}, C(O)R^{b2}, C(O)NR^{c2}R^{d2}, C(O)OR^{a2}, OC(O)R^{b2}, OC(O)NR^{c2}R^{d2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2},

NR^{c2}C(O)OR^{a2}, NR^{c2}C(O)NR^{c2}R^{d2}, C(=NR^{e2})R^{b2}, C(=NR^{e2})NR^{c2}R^{d2}, NR^{c2}C(=NR^{e2})NR^{c2}R^{d2}, NR^{c2}S(O)R^{b2}, NR^{c2}S(O)₂R^{b2}, NR^{c2}S(O)₂NR^{c2}R^{d2}, S(O)R^{b2}, S(O)NR^{c2}R^{d2}, S(O)₂R^{b2}, and S(O)₂NR^{c2}R^{d2};

each Cy¹ is independently selected from C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, each of which is optionally substituted by 1, 2, 3, 4, or 5 substituents independently selected from R^D;

each R^D is independently selected from halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, CN, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, OC(O)R^{b1}, OC(O)NR^{c1}R^{d1}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}S(O)R^{b1}, NR^{c1}S(O)₂R^{b1}, NR^{c1}S(O)₂NR^{c1}R^{d1}, S(O)R^{b1}, S(O)NR^{c1}R^{d1}, S(O)₂R^{b1}, and S(O)₂NR^{c1}R^{d1}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, OC(O)R^{b1}, OC(O)NR^{c1}R^{d1}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}S(O)R^{b1}, NR^{c1}S(O)₂R^{b1}, NR^{c1}S(O)₂NR^{c1}R^{d1}, S(O)R^{b1}, S(O)NR^{c1}R^{d1}, S(O)₂R^{b1}, and S(O)₂NR^{c1}R^{d1};

each Cy² is independently selected from C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, each of which is optionally substituted by 1, 2, 3, 4, or 5 substituents independently selected from R^E;

each R^E is independently selected from halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, CN, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, C(=NR^{e4})R^{b4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, and S(O)₂NR^{c4}R^{d4}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, C(=NR^{e4})R^{b4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4},

$$\text{NR}^{\text{c4}}\text{S}(\text{O})\text{R}^{\text{b4}}, \text{NR}^{\text{c4}}\text{S}(\text{O})_2\text{R}^{\text{b4}}, \text{NR}^{\text{c4}}\text{S}(\text{O})_2\text{NR}^{\text{c4}}\text{R}^{\text{d4}}, \text{S}(\text{O})\text{R}^{\text{b4}}, \text{S}(\text{O})\text{NR}^{\text{c4}}\text{R}^{\text{d4}}, \text{S}(\text{O})_2\text{R}^{\text{b4}}, \text{and} \\ \text{S}(\text{O})_2\text{NR}^{\text{c4}}\text{R}^{\text{d4}};$$

each R^{a1}, R^{b1}, R^{c1}, and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl, (5-10 membered heteroaryl)-C₁₋₄ alkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl, (5-10 membered heteroaryl)-C₁₋₄ alkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5};

or any R^{c1} and R^{d1} together with the N atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-6 membered heteroaryl, C₁₋₆ haloalkyl, halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5}, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl are each optionally substituted by 1, 2, or 3 substituents independently selected from halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5};

each R^{a2}, R^{b2}, R^{c2}, and R^{d2} is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl, (5-10 membered heteroaryl)-C₁₋₄ alkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl, (5-10 membered heteroaryl)-C₁₋₄ alkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from C₁₋₄ alkyl, C₁₋₄

haloalkyl, halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5};

or any R^{c2} and R^{d2} together with the N atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-6 membered heteroaryl, C₁₋₆ haloalkyl, halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5}, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl are each optionally substituted by 1, 2, or 3 substituents independently selected from halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5};

~~each R^{a3}, R^{b3}, R^{c3}, and R^{d3} is independently selected from H and C₁₋₄ alkyl;~~

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl, (5-10 membered heteroaryl)-C₁₋₄ alkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl, (5-10 membered heteroaryl)-C₁₋₄ alkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl are each optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5};

or any R^{c4} and R^{d4} together with the N atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-6 membered heteroaryl, C₁₋₆ haloalkyl, halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5},

NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5}, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl are each optionally substituted by 1, 2, or 3 substituents independently selected from halo, CN, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)NR^{c5}R^{d5}, NR^{c5}C(O)OR^{a5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, and S(O)₂NR^{c5}R^{d5};

each R^{a5}, R^{b5}, R^{c5}, and R^{d5} is independently selected from H, C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl, wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl are each optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ alkylthio, C₁₋₄ alkylamino, di(C₁₋₄ alkyl)amino, C₁₋₄ haloalkyl, and C₁₋₄ haloalkoxy;

or any R^{c5} and R^{d5} together with the N atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C₁₋₆ alkyl, C₁₋₄ alkoxy, C₁₋₄ alkylthio, C₁₋₄ alkylamino, di(C₁₋₄ alkyl)amino, C₁₋₄ haloalkyl, and C₁₋₄ haloalkoxy; and

each R^{e1}, R^{e2}, ~~R^{e3}~~, R^{e4}, and R^{e5} is independently selected from H, C₁₋₄ alkyl, and CN.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein X is C=O.

3. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein X is CR⁸R⁹.

4. The compound of any one of claims 1 to 3, or a pharmaceutically acceptable salt thereof, wherein Y is O.

5. The compound of any one of claims 1 to 3, or a pharmaceutically acceptable salt thereof, wherein Y is NR¹⁰.

6. The compound of any one of claims 1 to 5, or a pharmaceutically acceptable salt thereof, wherein (a) Z is CH₃; or (b) Z is N.

~~7. —The compound of any one of claims 1 to 5, or a pharmaceutically acceptable salt thereof, wherein Z is N.~~

~~8.7~~ The compound of any one of claims 1 to ~~7~~6, or a pharmaceutically acceptable salt thereof, wherein:

(a) R^1 and R^2 are each independently selected from H, C_{1-6} alkyl, and Cy^1 , wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^A ;

or R^1 and R^2 together with the carbon atom to which they are attached form a C_{3-10} cycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from R^A ; or

~~9. —The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein~~ (b) R^1 and R^2 are each independently selected from H, C_{1-3} alkyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, wherein said C_{6-10} aryl is optionally substituted with 1 or 2 halo, and wherein said C_{1-3} alkyl is optionally substituted by OH;

or R^1 and R^2 together with the carbon atom to which they are attached form a C_{3-6} cycloalkyl group; or

~~10. —The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein~~ (c) R^1 and R^2 are each independently selected from H, methyl, ethyl, propyl, cyclopropyl, cyclopentyl, pyran-4-yl, phenyl, pyridin-2-yl, 2-chloro-4-phenyl, and 2-hydroxyethyl; or

~~11. —The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein~~ (d) R^1 and R^2 together with the carbon atom to which they are attached form cyclopropyl, cyclobutyl, cyclopentyl, or cyclohexyl; or

~~12. —The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein~~ (e) one of R^1 and R^2 is H and the other is not H; or

~~13. —The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein~~ (f) R^1 and R^2 are each C_{1-6} alkyl; or (g) R^1 and R^2 are each methyl.

~~14. —The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein R^1 and R^2 are each methyl.~~

~~158.~~ —The compound of any one of claims 1 to ~~14~~7, or a pharmaceutically acceptable salt thereof, wherein (a) R^3 is H or C_{1-6} alkyl optionally substituted with 1, 2, or 3 substituents independently selected from Cy, $C(=O)NR^{c2}R^{d2}$, and $C(=O)OR^{a2}$; or

~~16. —The compound of any one of claims 1 to 14, or a pharmaceutically acceptable salt thereof, wherein (b) R^3 is H, methyl, ethyl, or propyl, wherein said methyl is optionally substituted with cyclopropyl, pyridinyl, $-C(=O)NHCH_3$, $-C(=O)NH(4\text{-methylpiperazin-1-yl})$, or $-C(=O)OH$; or (c) R^3 is methyl.~~

~~179.~~ The compound of any one of claims 1 to ~~14~~8, or a pharmaceutically acceptable salt thereof, wherein ~~R^3 is methyl;~~

~~18. —The compound of any one of claims 1 to 17, or a pharmaceutically acceptable salt thereof, wherein R^4 is H, halo, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy, CN, or OH.~~

~~19. —The compound of any one of claims 1 to 17, or a pharmaceutically acceptable salt thereof, wherein R^4 is H.~~

~~20. —The compound of any one of claims 1 to 19, or a pharmaceutically acceptable salt thereof, wherein (a) R^5 is H, C_{1-6} alkyl, Cy^2 , CN, NO_2 , OR^{a4} , $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, or $S(O)_2NR^{c4}R^{d4}$; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^B ; or~~

~~21. —The compound of any one of claims 1 to 19, or a pharmaceutically acceptable salt thereof, wherein (b) R^5 is H, 1-methyl-1H-pyrazol-4-yl, 2-furyl, CN, NO_2 , methoxy, $-C(=O)NH_2$, $-C(=O)NH(CH_3)$, $-C(=O)N(CH_3)_2$, $-C(=O)-(morpholin-4-yl)$, $-C(=O)CH_3$, $-CH_2OH$, $-CH_2OCH_3$, $-CH_2NH_2$, $-CH_2NHSO_2(CH_2CH_3)$, $-CH_2NHC(=O)CH_3$, $-CH(OH)CH_3$, $-SO_2CH_3$, $-SO_2CH_2CH_3$, $-SO_2(isopropyl)$, $-SO_2N(CH_3)_2$, $-SO_2NH(CH_3)$, $-SO_2-NH(isopropyl)$, or $-SO_2-(piperidin-1-yl)$; or (c) R^5 is $S(O)_2R^{b4}$.~~

~~22~~10. The compound of any one of claims 1 to ~~19~~9, or a pharmaceutically acceptable salt thereof, wherein ~~R⁵ is S(O)₂R^{b4}~~; R⁷ is methyl.

~~23. The compound of any one of claims 1 to 22, or a pharmaceutically acceptable salt thereof, wherein R⁶ is H.~~

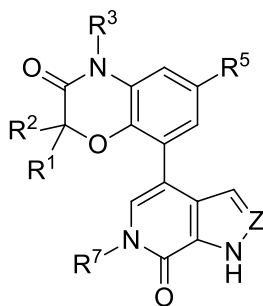
~~24. The compound of any one of claims 1 to 23, or a pharmaceutically acceptable salt thereof, wherein R⁷ is C₁₋₄ alkyl.~~

~~25. The compound of any one of claims 1 to 23, or a pharmaceutically acceptable salt thereof, wherein R⁷ is methyl.~~

~~26. The compound of any one of claims 1 and 3 to 25, or a pharmaceutically acceptable salt thereof, wherein R⁸ and R⁹ are each H.~~

~~27. The compound of any one of claims 1 to 3 and 5 to 26, or a pharmaceutically acceptable salt thereof, wherein R¹⁰ is H.~~

~~28~~11. The compound of claim 1 having Formula IIa:



IIa

or a pharmaceutically acceptable salt thereof.

~~29~~12. The compound of claim ~~28~~11, or a pharmaceutically acceptable salt thereof, wherein: (a) Z is CH₂; or (b) Z is N.

~~30~~13. The compound of ~~claim 28~~any one of claims 11 to 12, or a pharmaceutically acceptable salt thereof, wherein ~~Z is N~~; Z is CH₂.

~~31. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein~~(a) R¹ and R² are each independently selected from H, C₁₋₆ alkyl, and Cy¹, wherein said C₁₋₆ alkyl is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^A;

or R¹ and R² together with the carbon atom to which they are attached form a C₃₋₆ cycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from R^A; or

~~32. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein~~(b) R¹ and R² are each independently selected from H, C₁₋₃ alkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, wherein said C₆₋₁₀ aryl is optionally substituted with 1 or 2 halo, and wherein said C₁₋₃ alkyl is optionally substituted by OH;

or R¹ and R² together with the carbon atom to which they are attached form a C₃₋₆ cycloalkyl group; or

~~33. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein~~ (c) R¹ and R² are each independently selected from H, methyl, ethyl, propyl, cyclopropyl, cyclopentyl, pyran-4-yl, phenyl, pyridin-2-yl, 2-chloro-4-phenyl, and 2-hydroxyethyl; or

~~34. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein~~ (d) R¹ and R² together with the carbon atom to which they are attached form cyclopropyl, cyclobutyl, cyclopentyl, or cyclohexyl; or

~~35. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein~~ (e) R¹ and R² together with the carbon atom to which they are attached form cyclopropyl; or

~~36. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein~~ (f) one of R¹ and R² is H and the other is not H; or

~~37. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein~~(g) R¹ and R² are each C₁₋₆ alkyl; or

~~38. The compound of any one of claims 28 to 30, or a pharmaceutically acceptable salt thereof, wherein (h) R^1 and R^2 are each methyl.~~

~~39~~14. The compound of any one of claims ~~28~~11 to ~~38~~13, or a pharmaceutically acceptable salt thereof, wherein: (a) R^3 is H or C_{1-6} alkyl optionally substituted with 1, 2, or 3 substituents independently selected from Cy, $C(=O)NR^{c2}R^{d2}$, and $C(=O)OR^{a2}$; or

~~40. The compound of any one of claims 28 to 38, or a pharmaceutically acceptable salt thereof, wherein (b) R^3 is H, methyl, ethyl, or propyl, wherein said methyl is optionally substituted with cyclopropyl, pyridinyl, $-C(=O)NHCH_3$, $-C(=O)NH(4\text{-methylpiperazin-1-yl})$, or $-C(=O)OH$; or (c) R^3 is methyl; or (d) R^3 is ethyl.~~

~~41. The compound of any one of claims 28 to 38, or a pharmaceutically acceptable salt thereof, wherein R^3 is methyl.~~

~~42~~15 The compound of any one of claims ~~28~~11 to ~~38~~14, or a pharmaceutically acceptable salt thereof, wherein ~~R^3 is ethyl.~~

~~(a) 43. The compound of any one of claims 28 to 42, or a pharmaceutically acceptable salt thereof, wherein R^5 is H, C_{1-6} alkyl, Cy^2 , CN, NO_2 , OR^{a4} , $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, or $S(O)_2NR^{c4}R^{d4}$; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^B ; or~~

~~_____ (b)~~

~~44. The compound of any one of claims 28 to 42, or a pharmaceutically acceptable salt thereof, wherein R^5 is H, 1-methyl-1H-pyrazol-4-yl, 2-furyl, CN, NO_2 , methoxy, $-C(=O)NH_2$, $-C(=O)NH(CH_3)$, $-C(=O)N(CH_3)_2$, $-C(=O)\text{-(morpholin-4-yl)}$, $-C(=O)CH_3$, $-CH_2OH$, $-CH_2OCH_3$, $-CH_2NH_2$, $-CH_2NHSO_2(CH_2CH_3)$, $-CH_2NHC(=O)CH_3$, $-CH(OH)CH_3$, $-SO_2CH_3$, $-SO_2CH_2CH_3$, $-SO_2\text{-(isopropyl)}$, $-SO_2N(CH_3)_2$, $-SO_2NH(CH_3)$, $-SO_2\text{-NH(isopropyl)}$, or $-SO_2\text{-(piperidin-1-yl)}$; or _____ (c) R^5 is $S(O)_2R^{b4}$; or (d) R^5 is $S(O)_2CH_3$; or~~

~~45. The compound of any one of claims 28 to 42, or a pharmaceutically acceptable salt thereof, wherein R^5 is $S(O)_2R^{b4}$.~~

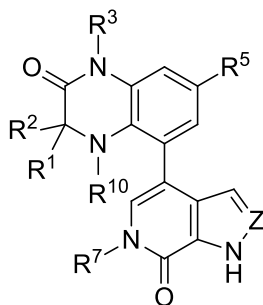
47. The compound of any one of claims 28 to 42, or a pharmaceutically acceptable salt thereof, wherein (e) R^5 is $S(O)_2CH_2CH_3$; or

48. — The compound of any one of claims 28 to 42, or a pharmaceutically acceptable salt thereof, wherein R⁵ is -C(=O)NH₂; (f) R⁵ is -C(=O)NH₂; or,

~~49. The compound of any one of claims 28 to 42, or a pharmaceutically acceptable salt thereof, wherein (g)R⁵ is -CH₂OCH₃.~~

5016. The compound of any one of claims **2811** to **4915**, or a pharmaceutically acceptable salt thereof, wherein R⁷ is methyl.

~~54~~**17.** The compound of claim 1 having Formula IIb:



IIb

or a pharmaceutically acceptable salt thereof.

~~5218.~~ The compound of claim ~~5117~~, or a pharmaceutically acceptable salt thereof, wherein:
(a) Z is CH₃; or (b) Z is N.

~~53~~19. The compound of ~~claim 51~~any one of claims 17 to 18, or a pharmaceutically acceptable salt thereof, wherein ~~Z is N~~:

54. — The compound of any one of claims 51 to 53, or a pharmaceutically acceptable salt thereof, wherein (a) R¹ and R² are each independently selected from H, C₁₋₆ alkyl, and Cy¹,

wherein said C₁₋₆ alkyl is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^A;

or R¹ and R² together with the carbon atom to which they are attached form a C₃₋₁₀ cycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from R^A; or

~~55.—The compound of any one of claims 51 to 53, or a pharmaceutically acceptable salt thereof, wherein~~ (b) R¹ and R² are each independently selected from H, C₁₋₃ alkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, wherein said C₆₋₁₀ aryl is optionally substituted with 1 or 2 halo, and wherein said C₁₋₃ alkyl is optionally substituted by OH;

or R¹ and R² together with the carbon atom to which they are attached form a C₃₋₆ cycloalkyl group; or

~~56.—The compound of any one of claims 51 to 53, or a pharmaceutically acceptable salt thereof, wherein~~ (c) R¹ and R² are each independently selected from H, methyl, ethyl, propyl, cyclopropyl, cyclopentyl, pyran-4-yl, phenyl, pyridin-2-yl, 2-chloro-4-phenyl, and 2-hydroxyethyl; or

~~57.—The compound of any one of claims 51 to 53, or a pharmaceutically acceptable salt thereof, wherein~~ (d) R¹ and R² together with the carbon atom to which they are attached form cyclopropyl, cyclobutyl, cyclopentyl, or cyclohexyl; or

~~58.—The compound of any one of claims 51 to 53, or a pharmaceutically acceptable salt thereof, wherein~~ (e) R¹ and R² together with the carbon atom to which they are attached form cyclopropyl; or

~~59.—The compound of any one of claims 51 to 53, or a pharmaceutically acceptable salt thereof, wherein~~ (f) one of R¹ and R² is H and the other is not H; or

~~60.—The compound of any one of claims 51 to 53, or a pharmaceutically acceptable salt thereof, wherein~~ (g) R¹ and R² are each C₁₋₆ alkyl; or

~~61.~~—The compound of any one of claims ~~51 to 53~~, or a pharmaceutically acceptable salt thereof, wherein (h) R^1 and R^2 are each methyl.

~~62~~20. The compound of any one of claims ~~51~~17 to ~~61~~19, or a pharmaceutically acceptable salt thereof, wherein: (a) R^3 is H or C_{1-6} alkyl; or

~~63.~~—The compound of any one of claims ~~51 to 61~~, or a pharmaceutically acceptable salt thereof, wherein (b) R^3 is H or methyl.

~~64~~21. The compound of any one of claims ~~51~~17 to ~~63~~20, or a pharmaceutically acceptable salt thereof, wherein:

(a) R^5 is H or $S(O)_2R^{b4}$; or

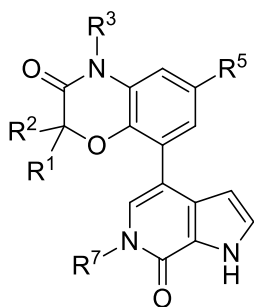
~~65.~~—The compound of any one of claims ~~51 to 63~~, or a pharmaceutically acceptable salt thereof, wherein (b) R^5 is H or $-SO_2CH_3$; or

~~66.~~—The compound of any one of claims ~~51 to 63~~, or a pharmaceutically acceptable salt thereof, wherein (c) R^5 is H or $-SO_2CH_2CH_3$.

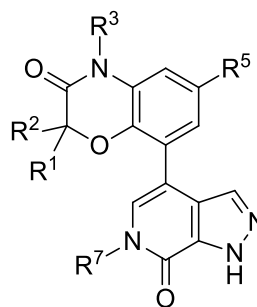
~~67~~22. The compound of any one of claims ~~51~~17 to ~~66~~21, or a pharmaceutically acceptable salt thereof, wherein R^7 is methyl.

~~68.~~—The compound of any one of claims ~~51 to 67~~, or a pharmaceutically acceptable salt thereof, wherein R^{10} is H.

~~69~~23. The compound of claim 1 having Formula IIIa or IIIb:



IIIa



IIIb

or a pharmaceutically acceptable salt thereof.

~~70~~24. The compound of claim ~~69~~23, or a pharmaceutically acceptable salt thereof, wherein:

(a) R^1 and R^2 are each independently selected from H, C_{1-6} alkyl, and Cy^1 , wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^A ;

or R^1 and R^2 together with the carbon atom to which they are attached form a C_{3-10} cycloalkyl group optionally substituted with 1, 2, or 3 substituents independently selected from R^A ; or

~~71. The compound of claim 69, or a pharmaceutically acceptable salt thereof, wherein~~ (b)

R^1 and R^2 are each independently selected from H, C_{1-3} alkyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl, wherein said C_{6-10} aryl is optionally substituted with 1 or 2 halo, and wherein said C_{1-3} alkyl is optionally substituted by OH;

or R^1 and R^2 together with the carbon atom to which they are attached form a C_{3-6} cycloalkyl group; or

~~72. The compound of claim 69, or a pharmaceutically acceptable salt thereof, wherein~~ (c)

R^1 and R^2 are each independently selected from H, methyl, ethyl, propyl, cyclopropyl, cyclopentyl, pyran-4-yl, phenyl, pyridin-2-yl, 2-chloro-4-phenyl, and 2-hydroxyethyl; or

~~73. The compound of claim 69, or a pharmaceutically acceptable salt thereof, wherein~~ (d)

R^1 and R^2 together with the carbon atom to which they are attached form cyclopropyl, cyclobutyl, cyclopentyl, or cyclohexyl; or

~~74. The compound of claim 69, or a pharmaceutically acceptable salt thereof, wherein~~ (e)

R^1 and R^2 together with the carbon atom to which they are attached form cyclopropyl; or

~~75. The compound of claim 69, or a pharmaceutically acceptable salt thereof, wherein~~ (f)

one of R^1 and R^2 is H and the other is not H; or

~~76. The compound of claim 69, or a pharmaceutically acceptable salt thereof, wherein~~ (g)

R^1 and R^2 are each C_{1-6} alkyl; or

77. ~~The compound of claim 69, or a pharmaceutically acceptable salt thereof, wherein~~ (h)
R¹ and R² are each methyl.

~~78~~25. The compound of any one of claims ~~69~~23 to ~~77~~24, or a pharmaceutically acceptable salt thereof, wherein: (a) R^3 is H or C_{1-6} alkyl optionally substituted with 1, 2, or 3 substituents independently selected from Cy, $C(=O)NR^{c2}R^{d2}$, and $C(=O)OR^{a2}$; or

~~79.~~—~~The compound of any one of claims 69 to 77, or a pharmaceutically acceptable salt thereof, wherein~~ (b) R^3 is H, methyl, ethyl, or propyl, wherein said methyl is optionally substituted with cyclopropyl, pyridinyl, $-C(=O)NHCH_3$, $-C(=O)NH(4\text{-methylpiperazin-1-yl})$, or $-C(=O)OH$; or (c) R^3 is methyl.

~~80~~26. The compound of any one of claims ~~69~~23 to ~~77~~25, or a pharmaceutically acceptable salt thereof, wherein ~~R^3 is methyl.~~

~~81.~~—~~The compound of any one of claims 69 to 80, or a pharmaceutically acceptable salt thereof, wherein~~ (a) R^5 is H, C_{1-6} alkyl, Cy^2 , CN, NO_2 , OR^{a4} , $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, or $S(O)_2NR^{c4}R^{d4}$; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from R^B ; or

~~82.~~—~~The compound of any one of claims 69 to 80, or a pharmaceutically acceptable salt thereof, wherein~~ (b) R^5 is H, 1-methyl-1H-pyrazol-4-yl, 2-furyl, CN, NO_2 , methoxy, $-C(=O)NH_2$, $-C(=O)NH(CH_3)$, $-C(=O)N(CH_3)_2$, $-C(=O)-(morpholin-4-yl)$, $-C(=O)CH_3$, $-CH_2OH$, $-CH_2OCH_3$, $-CH_2NH_2$, $-CH_2NHSO_2(CH_2CH_3)$, $-CH_2NHC(=O)CH_3$, $-CH(OH)CH_3$, $-SO_2CH_3$, $-SO_2CH_2CH_3$, $-SO_2\text{-(isopropyl)}$, $-SO_2N(CH_3)_2$, $-SO_2NH(CH_3)$, $-SO_2\text{-NH(isopropyl)}$, or $-SO_2\text{-(piperidin-1-yl)}$; or

~~83.~~—~~The compound of any one of claims 69 to 80, or a pharmaceutically acceptable salt thereof, wherein~~ R^5 is $S(O)_2R^{b4}$.

~~84.~~—~~The compound of any one of claims 69 to 80, or a pharmaceutically acceptable salt thereof, wherein~~ R^5 is $S(O)_2CH_3$.

~~85.~~—~~The compound of any one of claims 69 to 80, or a pharmaceutically acceptable salt thereof, wherein~~ (c) R^5 is $S(O)_2R^{b4}$; or (d) R^5 is $S(O)_2CH_3$; or (e) R^5 is $S(O)_2CH_2CH_3$.

8627.—A The compound of claim 1, selected from:

8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2-phenyl-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-ethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2-pyridin-2-yl-2H-1,4-benzoxazin-3(4H)-one 2,2,2-trifluoroacetate;

2-cyclopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2-(tetrahydro-2H-pyran-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-ethyl-4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-6-methoxy-4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

[2-isopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-2,3-dihydro-4H-1,4-benzoxazin-4-yl]acetic acid;

2-[2-isopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-2,3-dihydro-4H-1,4-benzoxazin-4-yl]-N-methylacetamide;

2-[2-isopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-2,3-dihydro-4H-1,4-benzoxazin-4-yl]acetamide;

2-isopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-4-[2-(4-methylpiperazin-1-yl)-2-oxoethyl]-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-4-(pyridin-4-ylmethyl)-2H-1,4-benzoxazin-3(4H)-one;

2,4-diisopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-carbonitrile;

2-isopropyl-4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-carbonitrile;

2-isopropyl-4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-carboxamide;

2-isopropyl-N-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-carboxamide;

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-nitro-2H-1,4-benzoxazin-3(4H)-one;

4-(2-isopropyl-6-methoxy-4-methyl-3,4-dihydro-2H-1,4-benzoxazin-8-yl)-6-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

2-cyclopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2-phenyl-2H-1,4-benzoxazin-3(4H)-one;

2-(2-chloro-4-fluorophenyl)-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrazolo[3,4-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-methoxy-2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(1-methyl-1H-pyrazol-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-methoxy-2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrazolo[3,4-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)spiro[1,4-benzoxazine-2,1'-cyclopropan]-3(4H)-one;

2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

3,3-dimethyl-5-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3,4-dihydroquinoxalin-2(1H)-one;

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(morpholin-4-ylcarbonyl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-N,N-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-carboxamide;

2-cyclopentyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(hydroxymethyl)-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-6-(methoxymethyl)-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(Aminomethyl)-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

N-{{2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-yl}methyl}ethanesulfonamide;

N-{{2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-yl}methyl}acetamide;

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-carboxamide;

2-cyclopentyl-6-methoxy-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrazolo[3,4-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(2-furyl)-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2-phenyl-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

2-(2-hydroxyethyl)-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

6-acetyl-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(1-hydroxyethyl)-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(ethylsulfonyl)-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-6-(isopropylsulfonyl)-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

4-(cyclopropylmethyl)-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

4-ethyl-2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

6-(ethylsulfonyl)-2-isopropyl-4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

2-isopropyl-6-(isopropylsulfonyl)-4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)spiro[1,4-benzoxazine-2,1'-cyclopropan]-3(4H)-one;

3,3-dimethyl-5-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-7-(methylsulfonyl)-3,4-dihydroquinoxalin-2(1H)-one;

8'-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6'-(methylsulfonyl)-1',4'-dihydro-3'H-spiro[cyclopentane-1,2'-quinoxalin]-3'-one;

(3S)-3-isopropyl-5-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-7-(methylsulfonyl)-3,4-dihydroquinoxalin-2(1H)-one;

(3R)-3-isopropyl-5-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-7-(methylsulfonyl)-3,4-dihydroquinoxalin-2(1H)-one;

8'-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6'-(methylsulfonyl)-1',4'-dihydro-3'H-spiro[cyclobutane-1,2'-quinoxalin]-3'-one;

4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)spiro[1,4-benzoxazine-2,1'-cyclopropan]-3(4H)-one;

8'-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6'-(methylsulfonyl)-1',4'-dihydro-3'H-spiro[cyclohexane-1,2'-quinoxalin]-3'-one;

8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrazolo[3,4-c]pyridin-4-yl)-6-(methylsulfonyl)spiro[1,4-benzoxazine-2,1'-cyclopropan]-3(4H)-one;

4-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrazolo[3,4-c]pyridin-4-yl)-6-(methylsulfonyl)spiro[1,4-benzoxazine-2,1'-cyclopropan]-3(4H)-one;

2-isopropyl-N,N-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-sulfonamide;

2-isopropyl-N-methyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-sulfonamide;

N,N,2,2,4-pentamethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-sulfonamide;

N,N,2,2-tetramethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-sulfonamide;

2-isopropyl-N,N,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-sulfonamide;

2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(piperidin-1-ylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(piperidin-1-ylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

N-isopropyl-2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazine-6-sulfonamide;

2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

6-(ethylsulfonyl)-2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(isopropylsulfonyl)-2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(ethylsulfonyl)-2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(isopropylsulfonyl)-2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-acetyl-2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(1-hydroxyethyl)-2,2-dimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-acetyl-2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one;

6-(1-hydroxyethyl)-2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-2H-1,4-benzoxazin-3(4H)-one; and

2-isopropyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrazolo[3,4-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one;

or a pharmaceutically acceptable salt of any of the aforementioned.

~~87.~~28. The compound of claim 1 which is 2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one, or a pharmaceutically acceptable salt thereof.

29. The compound of claim 1 which is 2,2,4-trimethyl-8-(6-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-4-yl)-6-(methylsulfonyl)-2H-1,4-benzoxazin-3(4H)-one.

30. A pharmaceutical composition comprising ~~a~~the compound of ~~any one of claims 1 to 86~~claim 28, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier.

31. A pharmaceutical composition comprising the compound of claim 29 and at least one pharmaceutically acceptable carrier.

32. A pharmaceutical composition comprising a compound of any one of claims 1 to 27, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier.

~~88~~33. A method of inhibiting a BET protein comprising contacting a compound of any one of claims 1 to ~~86~~29, or a pharmaceutically acceptable salt thereof, with said BET protein in vitro.

~~89.~~—A method of treating a disease or condition that is associated with a BET protein, comprising administering to a patient *in need of such treatment* a therapeutically effective amount of a compound of any one of claims 1 to 86, or a pharmaceutically acceptable salt thereof.

~~90.~~—A method of treating a proliferative disorder comprising administering to a patient *in need of such treatment* a therapeutically effective amount of a ~~34.~~ A compound of any one of claims 1 to ~~86~~29, or a pharmaceutically acceptable salt thereof, for use in the treatment of a proliferative disorder.

~~91~~35. The ~~method of~~compound for use according to claim ~~90~~34, wherein the proliferative disorder is cancer.

~~92~~36. The ~~method of~~compound for use according to claim ~~91~~35, wherein the cancer is:
_____ ~~(a) a hematological cancer;~~ or

~~93. The method of claim 91, wherein the cancer is~~ _____ (b) adenocarcinoma, bladder cancer, blastoma, bone cancer, breast cancer, brain cancer, carcinoma, myeloid sarcoma, cervical cancer, colorectal cancer, esophageal cancer, gastrointestinal cancer, glioblastoma multiforme, glioma, gallbladder cancer, gastric cancer, head and neck cancer, Hodgkin's lymphoma, non-Hodgkin's lymphoma, intestinal cancer, kidney cancer, laryngeal cancer, leukemia, lung cancer, lymphoma, liver cancer, small cell lung cancer, non-small cell lung cancer, mesothelioma, multiple myeloma, AML, DLBCL, ocular cancer, optic nerve tumor, oral cancer, ovarian cancer, pituitary tumor, primary central nervous system lymphoma, prostate cancer, pancreatic cancer, pharyngeal cancer, renal cell carcinoma, rectal cancer, sarcoma, skin cancer, spinal tumor, small intestine cancer, stomach cancer, T-cell leukemia, T-cell lymphoma,

testicular cancer, thyroid cancer, throat cancer, urogenital cancer, urothelial carcinoma, uterine cancer, vaginal cancer, or Wilms' tumor.

~~94.37.~~ The ~~method of~~ compound for use according to claim ~~91~~35, wherein the cancer is multiple myeloma, AML, or DLBCL.

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~~38.~~ The ~~method of~~ compound for use according to claim ~~90~~34, wherein the proliferative disorder is a non-cancerous proliferative disorder.

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~~39.~~ A ~~method of treating an autoimmune or inflammatory disease comprising administering to a patient in need of such treatment a therapeutically effective amount of a~~ compound of any one of claims 1 to ~~86~~29, or a pharmaceutically acceptable salt thereof, for use in the treatment of an autoimmune or inflammatory disease.

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~~40.~~ The ~~method of~~ compound for use according to claim ~~96~~39, wherein the autoimmune or inflammatory disease is selected from allergy, allergic rhinitis, arthritis, asthma, chronic obstructive pulmonary disease, degenerative joint disease, dermatitis, organ rejection, eczema, hepatitis, inflammatory bowel disease, multiple sclerosis, myasthenia gravis, psoriasis, sepsis, sepsis syndrome, septic shock, systemic lupus erythematosus, tissue graft rejection, type I diabetes.

~~98~~41. A ~~method of treating a viral infection comprising administering to a patient in need of such treatment a therapeutically effective amount of a~~ compound of any one of claims 1 to ~~86~~29, or a pharmaceutically acceptable salt thereof, for use in the treatment of a viral infection.

~~99~~42. The ~~method of~~ compound for use according to claim ~~98~~41, wherein the viral infection is infection with adenovirus, Epstein-Barr virus, hepatitis B virus, hepatitis C virus, a herpes virus, human immunodeficiency virus, human papilloma virus or a pox virus.

43. Use of a compound of any one of claims 1 to 29, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of a proliferative disorder.

44. The use according to claim 43, wherein the proliferative disorder is cancer.

45. The use according to claim 44, wherein the cancer is:

(a) a hematological cancer; or

(b) adenocarcinoma, bladder cancer, blastoma, bone cancer, breast cancer, brain cancer, carcinoma, myeloid sarcoma, cervical cancer, colorectal cancer, esophageal cancer, gastrointestinal cancer, glioblastoma multiforme, glioma, gallbladder cancer, gastric cancer, head and neck cancer, Hodgkin's lymphoma, non-Hodgkin's lymphoma, intestinal cancer, kidney cancer, laryngeal cancer, leukemia, lung cancer, lymphoma, liver cancer, small cell lung cancer, non-small cell lung cancer, mesothelioma, multiple myeloma, AML, DLBCL, ocular cancer, optic nerve tumor, oral cancer, ovarian cancer, pituitary tumor, primary central nervous system lymphoma, prostate cancer, pancreatic cancer, pharyngeal cancer, renal cell carcinoma, rectal cancer, sarcoma, skin cancer, spinal tumor, small intestine cancer, stomach cancer, T-cell leukemia, T-cell lymphoma, testicular cancer, thyroid cancer, throat cancer, urogenital cancer, urothelial carcinoma, uterine cancer, vaginal cancer, or Wilms' tumor.

46. The use according to claim 44, wherein the cancer is multiple myeloma, AML, or DLBCL.

48. The use according to claim 43, wherein the proliferative disorder is a non-cancerous proliferative disorder.

49. Use of a compound of any one of claims 1 to 29, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of an autoimmune or inflammatory disease.

50. The use according to claim 49, wherein the autoimmune or inflammatory disease is selected from allergy, allergic rhinitis, arthritis, asthma, chronic obstructive pulmonary disease, degenerative joint disease, dermatitis, organ rejection, eczema, hepatitis, inflammatory bowel disease, multiple sclerosis, myasthenia gravis, psoriasis, sepsis, sepsis syndrome, septic shock, systemic lupus erythematosus, tissue graft rejection, type I diabetes.

51. Use of a compound of any one of claims 1 to 29, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of a viral infection.

52. The use according to claim 51, wherein the viral infection is infection with adenovirus, Epstein-Barr virus, hepatitis B virus, hepatitis C virus, a herpes virus, human immunodeficiency virus, human papilloma virus or a pox virus.