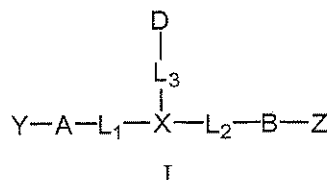


What is claimed is:

1. A compounds having Formula I, or a pharmaceutically acceptable salt thereof,



wherein:

X is C₃-C₁₂carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more R_A or R_F;

L₁ and L₂ are each independently selected from bond; or C₁-C₆alkylene, C₂-C₆alkenylene or C₂-C₆alkynylene, each of which is independently optionally substituted at each occurrence with one or more R_L;

L₃ is bond or -L_S-K-L_S'-, wherein K is selected from bond, -O-, -S-, -N(R_B)-, -C(O)-, -S(O)₂-, -S(O)-, -OS(O)-, -OS(O)₂-, -S(O)₂O-, -S(O)O-, -C(O)O-, -OC(O)-, -OC(O)O-, -C(O)N(R_B)-, -N(R_B)C(O)-, -N(R_B)C(O)O-, -OC(O)N(R_B)-, -N(R_B)S(O)-, -N(R_B)S(O)₂-, -S(O)N(R_B)-, -S(O)₂N(R_B)-, -C(O)N(R_B)C(O)-, -N(R_B)C(O)N(R_B')-, -N(R_B)SO₂N(R_B')-, or -N(R_B)S(O)N(R_B')-;

A and B are each independently C₃-C₁₂carbocycle or 3- to 12-membered heterocycle, and are each independently optionally substituted with one or more R_A;

D is C₃-C₁₂carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more R_A; or D is C₃-C₁₂carbocycle or 3- to 12-membered heterocycle which is substituted with J and optionally substituted with one or more R_A, where J is C₃-C₁₂carbocycle or 3- to 12-membered heterocycle and is optionally substituted with one or more R_A, or J is -SF₅; or D is hydrogen or R_A;

Y is selected from -T'-C(R₁R₂)N(R₅)-T-R_D, -T'-C(R₃R₄)C(R₆R₇)-T-R_D, -L_K-T-R_D, or -L_K-E;

R₁ and R₂ are each independently R_C, and R₅ is R_B; or R₁ is R_C, and R₂ and R₅, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more R_A;

R₃, R₄, R₆, and R₇ are each independently R_C; or R₃ and R₆ are each independently R_C, and R₄ and R₇, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more R_A;

Z is selected from -T'-C(R₈R₉)N(R₁₂)-T-R_D, -T'-C(R₁₀R₁₁)C(R₁₃R₁₄)-T-R_D, -L_K-T-R_D, or -L_K-E;

R₈ and R₉ are each independently R_C, and R₁₂ is R_B; or R₈ is R_C, and R₉ and R₁₂, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more R_A;

R₁₀, R₁₁, R₁₃, and R₁₄ are each independently R_C; or R₁₀ and R₁₃ are each independently R_C, and R₁₁ and R₁₄, taken together with the atoms to which they are attached, form a 3- to 12-membered carbocycle or heterocycle which is optionally substituted with one or more R_A;

T and T' are each independently selected at each occurrence from bond, -L_S-, -L_S-M-L_S'-, or -L_S-M-L_S'-M'-L_S'-, wherein M and M' are each independently selected at each occurrence from bond, -O-, -S-, -N(R_B)-, -C(O)-, -S(O)₂-, -S(O)-, -OS(O)-, -OS(O)₂-, -S(O)₂O-, -S(O)O-, -C(O)O-, -OC(O)-, -OC(O)O-, -C(O)N(R_B)-, -N(R_B)C(O)-, -N(R_B)C(O)O-, -OC(O)N(R_B)-, -N(R_B)S(O)-, -N(R_B)S(O)₂-, -S(O)N(R_B)-, -S(O)₂N(R_B)-, -C(O)N(R_B)C(O)-, -N(R_B)C(O)N(R_B')-, -N(R_B)SO₂N(R_B')-, -N(R_B)S(O)N(R_B')-, C₃-C₁₂carbocycle or 3- to 12-membered heterocycle, and wherein said C₃-C₁₂carbocycle and 3- to 12-membered heterocycle are each independently optionally substituted at each occurrence with one or more R_A;

L_K is independently selected at each occurrence from bond, -L_S-N(R_B)C(O)-L_S'- or -L_S-C(O)N(R_B)-L_S'-; or C₁-C₆alkylene, C₂-C₆alkenylene or C₂-C₆alkynylene, each of which is independently optionally substituted at each occurrence with one or more R_A; or C₃-C₁₂carbocycle or 3- to 12-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more R_A;

E is independently selected at each occurrence from C₃-C₁₂carbocycle or 3- to 12-membered heterocycle, and is independently optionally substituted at each occurrence with one or more R_A;

R_D is each independently selected at each occurrence from hydrogen or R_A;

R_A is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, or -L_S-R_B, wherein two adjacent R_A, taken together with the atoms to which they are attached and any atoms between the atoms to which they are attached, can optionally form carbocycle or heterocycle;

R_B and R_B' are each independently selected at each occurrence from hydrogen; or C₁-C₆alkyl, C₂-C₆alkenyl or C₂-C₆alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in R_B or R_B' is independently optionally substituted at each occurrence with one or more substituents selected from

halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆haloalkyl, C₂-C₆haloalkenyl or C₂-C₆haloalkynyl;

R_C is independently selected at each occurrence from hydrogen, halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl or cyano; or C₁-C₆alkyl, C₂-C₆alkenyl or C₂-C₆alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in R_C is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆haloalkyl, C₂-C₆haloalkenyl or C₂-C₆haloalkynyl;

R_E is independently selected at each occurrence from -O-R_S, -S-R_S, -C(O)R_S, -OC(O)R_S, -C(O)OR_S, -N(R_SR_S'), -S(O)R_S, -SO₂R_S, -C(O)N(R_SR_S'), -N(R_S)C(O)R_S', -N(R_S)C(O)N(R_S'R_S''), -N(R_S)SO₂R_S', -SO₂N(R_SR_S'), -N(R_S)SO₂N(R_S'R_S''), -N(R_S)S(O)N(R_S'R_S''), -OS(O)-R_S, -OS(O)₂-R_S, -S(O)₂OR_S, -S(O)OR_S, -OC(O)OR_S, -N(R_S)C(O)OR_S', -OC(O)N(R_SR_S'), -N(R_S)S(O)-R_S', -S(O)N(R_SR_S'), -P(O)(OR_S)₂, or -C(O)N(R_S)C(O)-R_S'; or C₁-C₆alkyl, C₂-C₆alkenyl or C₂-C₆alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl or cyano; or C₃-C₆carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆haloalkyl, C₂-C₆haloalkenyl, C₂-C₆haloalkynyl, C(O)OR_S, or -N(R_SR_S');

R_F is independently selected at each occurrence from C₁-C₁₀alkyl, C₂-C₁₀alkenyl or C₂-C₁₀alkynyl, each of which contains 0, 1, 2, 3, 4 or 5 heteroatoms selected from O, S or N and is optionally substituted with one or more R_L; or -(R_X-R_Y)_Q-(R_X-R_Y'), wherein Q is 0, 1, 2, 3 or 4, and each R_X is independently O, S or N(R_B), wherein each R_Y is independently C₁-C₆alkylene, C₂-C₆alkenylene or C₂-C₆alkynylene each of which is independently optionally substituted with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl or cyano, and wherein each R_Y' is independently C₁-C₆alkyl, C₂-C₆alkenyl or C₂-

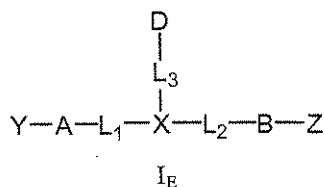
C₆alkynyl each of which is independently optionally substituted with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano;

R_L is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, -O-R_S, -S-R_S, -C(O)R_S, -OC(O)R_S, -C(O)OR_S, -N(R_SR_S'), -S(O)R_S, -SO₂R_S, -C(O)N(R_SR_S') or -N(R_S)C(O)R_S'; or C₃-C₆carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆haloalkyl, C₂-C₆haloalkenyl or C₂-C₆haloalkynyl; wherein two adjacent R_L, taken together with the atoms to which they are attached and any atoms between the atoms to which they are attached, can optionally form carbocycle or heterocycle;

L_S, L_S' and L_S'' are each independently selected at each occurrence from bond; or C₁-C₆alkylene, C₂-C₆alkenylene or C₂-C₆alkynylene, each of which is independently optionally substituted at each occurrence with one or more R_L; and

R_S, R_S' and R_S'' are each independently selected at each occurrence from hydrogen; C₁-C₆alkyl, C₂-C₆alkenyl or C₂-C₆alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, -O-C₁-C₆alkyl, -O-C₁-C₆alkylene-O-C₁-C₆alkyl, or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in R_S, R_S' or R_S'' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆haloalkyl, C₂-C₆haloalkenyl or C₂-C₆haloalkynyl.

2. A compounds having Formula I_E, or a pharmaceutically acceptable salt thereof,

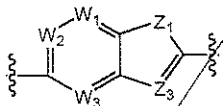


wherein

X is 4- to 8-membered heterocycle, and is optionally substituted with one or more R_A;

L₁ and L₂ are each independently selected from bond or C₁-C₆alkylene which is independently optionally substituted at each occurrence with one or more halo, hydroxy, -O-C₁-C₆alkyl, or -O-C₁-C₆haloalkyl;

L₃ is bond or C₁-C₆alkylene;

A and B are each independently phenyl, pyridinyl, thiazolyl, or  where Z₁ is independently selected at each occurrence from O, S, NH or CH₂, Z₃ is independently selected at each occurrence from N or CH, and W₁, W₂, and W₃ are each independently selected at each occurrence from CH or N; A and B are each independently optionally substituted with one or more R_A.

D is C₆-C₁₀carbocycle or 5- to 12-membered heterocycle, each of which is optionally substituted with one or more R_M;

Y is -T'-C(R₁R₂)N(R₅)-T-R_D;

Z is -T'-C(R₈R₉)N(R₁₂)-T-R_D;

R₁ is hydrogen, C₁-C₆alkyl, C₁-C₆haloalkyl, or 3- to 6-membered carbocycle or heterocycle, wherein each said 3- to 6-membered carbocycle or heterocycle is independently optionally substituted at each occurrence with one or more substituents selected from halogen, C₁-C₆alkyl, C₁-C₆haloalkyl, -O-C₁-C₆alkyl or -O-C₁-C₆haloalkyl;

R₂ and R₅ are each independently hydrogen, C₁-C₆alkyl, C₁-C₆haloalkyl, or 3- to 6-membered carbocycle or heterocycle, wherein each said 3- to 6-membered carbocycle or heterocycle is independently optionally substituted at each occurrence with one or more substituents selected from halogen, C₁-C₆alkyl, C₁-C₆haloalkyl, -O-C₁-C₆alkyl or -O-C₁-C₆haloalkyl; or R₂ and R₅, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more R_A;

R₈ is hydrogen, C₁-C₆alkyl, C₁-C₆haloalkyl, or 3- to 6-membered carbocycle or heterocycle, wherein each said 3- to 6-membered carbocycle or heterocycle is independently optionally substituted at each occurrence with one or more substituents selected from halogen, C₁-C₆alkyl, C₁-C₆haloalkyl, -O-C₁-C₆alkyl or -O-C₁-C₆haloalkyl;

R₉ and R₁₂ are each independently hydrogen, C₁-C₆alkyl, C₁-C₆haloalkyl, or 3- to 6-membered carbocycle or heterocycle, wherein each said 3- to 6-membered carbocycle or heterocycle is independently optionally substituted at each occurrence with one or more substituents selected from halogen, C₁-C₆alkyl, C₁-C₆haloalkyl, -O-C₁-C₆alkyl or -O-C₁-C₆haloalkyl; or R₉ and R₁₂, taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more R_A;

T is independently selected at each occurrence from bond or -C(O)-L_S'-;

- T' is independently selected at each occurrence from bond, $-\text{C}(\text{O})\text{N}(\text{R}_\text{B})-$, $-\text{N}(\text{R}_\text{B})\text{C}(\text{O})-$, or 3- to 12-membered heterocycle, wherein said 3- to 12-membered heterocycle is independently optionally substituted at each occurrence with one or more R_A ;
- R_D is each independently selected at each occurrence from hydrogen or R_A ;
- R_A is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxy, cyano, or $-\text{L}_\text{S}-\text{R}_\text{E}$;
- R_B and R_B' are each independently selected at each occurrence from hydrogen; or C_1-C_6 alkyl which is independently optionally substituted at each occurrence with one or more substituents selected from halogen or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in R_B or R_B' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, $-\text{O}-\text{C}_1-\text{C}_6$ alkyl, or $-\text{O}-\text{C}_1-\text{C}_6$ haloalkyl;
- R_E is independently selected at each occurrence from $-\text{O}-\text{R}_\text{S}$, $-\text{S}-\text{R}_\text{S}$, $-\text{C}(\text{O})\text{R}_\text{S}$, $-\text{OC}(\text{O})\text{R}_\text{S}$, $-\text{C}(\text{O})\text{OR}_\text{S}$, $-\text{N}(\text{R}_\text{S}\text{R}_\text{S}')$, $-\text{S}(\text{O})\text{R}_\text{S}$, $-\text{SO}_2\text{R}_\text{S}$, $-\text{C}(\text{O})\text{N}(\text{R}_\text{S}\text{R}_\text{S}')$, $-\text{N}(\text{R}_\text{S})\text{C}(\text{O})\text{R}_\text{S}'$, $-\text{N}(\text{R}_\text{S})\text{C}(\text{O})\text{N}(\text{R}_\text{S}'\text{R}_\text{S}'')$, $-\text{N}(\text{R}_\text{S})\text{SO}_2\text{R}_\text{S}'$, $-\text{SO}_2\text{N}(\text{R}_\text{S}\text{R}_\text{S}')$, $-\text{N}(\text{R}_\text{S})\text{SO}_2\text{N}(\text{R}_\text{S}'\text{R}_\text{S}'')$, $-\text{N}(\text{R}_\text{S})\text{S}(\text{O})\text{N}(\text{R}_\text{S}'\text{R}_\text{S}'')$, $-\text{OS}(\text{O})-\text{R}_\text{S}$, $-\text{OS}(\text{O})_2-\text{R}_\text{S}$, $-\text{S}(\text{O})_2\text{OR}_\text{S}$, $-\text{S}(\text{O})\text{OR}_\text{S}$, $-\text{OC}(\text{O})\text{OR}_\text{S}$, $-\text{N}(\text{R}_\text{S})\text{C}(\text{O})\text{OR}_\text{S}'$, $-\text{OC}(\text{O})\text{N}(\text{R}_\text{S}\text{R}_\text{S}')$, $-\text{N}(\text{R}_\text{S})\text{S}(\text{O})-\text{R}_\text{S}'$, $-\text{S}(\text{O})\text{N}(\text{R}_\text{S}\text{R}_\text{S}')$, $-\text{C}(\text{O})\text{N}(\text{R}_\text{S})\text{C}(\text{O})-\text{R}_\text{S}'$, or $=\text{C}(\text{R}_\text{S}\text{R}_\text{S}')$; or C_1-C_6 alkyl, C_2-C_6 alkenyl or C_2-C_6 alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl or cyano; or C_3-C_{12} carbocycle or 3- to 12-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_2-C_6 haloalkenyl or C_2-C_6 haloalkynyl;
- R_L is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxy, cyano, $-\text{O}-\text{R}_\text{S}$, $-\text{S}-\text{R}_\text{S}$, $-\text{C}(\text{O})\text{R}_\text{S}$, $-\text{OC}(\text{O})\text{R}_\text{S}$, $-\text{C}(\text{O})\text{OR}_\text{S}$, $-\text{N}(\text{R}_\text{S}\text{R}_\text{S}')$, $-\text{S}(\text{O})\text{R}_\text{S}$, $-\text{SO}_2\text{R}_\text{S}$, $-\text{C}(\text{O})\text{N}(\text{R}_\text{S}\text{R}_\text{S}')$, or $-\text{N}(\text{R}_\text{S})\text{C}(\text{O})\text{R}_\text{S}'$; or C_3-C_{12} carbocycle or 3- to 12-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_2-C_6 haloalkenyl or C_2-C_6 haloalkynyl;
- L_S is independently selected at each occurrence from bond; or C_1-C_6 alkylene, C_2-C_6 alkenylene or C_2-C_6 alkynylene, each independently optionally substituted with halogen;

L_S' is independently selected at each occurrence from bond; or C_1 - C_6 alkylene, C_2 - C_6 alkenylene or C_2 - C_6 alkynylene, each of which is independently optionally substituted at each occurrence with one or more R_L ;

R_S , R_S' and R_S'' are each independently selected at each occurrence from hydrogen; C_1 - C_6 alkyl, C_2 - C_6 alkenyl or C_2 - C_6 alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, $-O-C_1-C_6$ alkyl, $-O-C_1-C_6$ haloalkyl, or 3- to 12-membered carbocycle or heterocycle; or 3- to 12-membered carbocycle or heterocycle; wherein each 3- to 12-membered carbocycle or heterocycle in R_S , R_S' or R_S'' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_2 - C_6 haloalkenyl or C_2 - C_6 haloalkynyl;

R_M is independently selected at each occurrence from:

halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, cyano, SF_5 , $-N(R_S R_S')$, $-O-R_S$, $-OC(O)R_S$, $-OC(O)OR_S$, $-OC(O)N(R_S R_S')$, $-C(O)R_S$, $-C(O)OR_S$, $-C(O)N(R_S R_S')$, $-N(R_S)C(O)R_S'$, $-N(R_S)C(O)OR_S'$, $-N(R_S)SO_2 R_S'$, $-S(O)R_S$, $-SO_2 R_S$, $-S(O)N(R_S R_S')$, $-SR_S$, $-Si(R_S)_3$, or $-P(O)(OR_S)_2$;

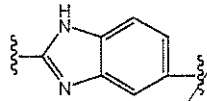
C_1 - C_6 alkyl, C_2 - C_6 alkenyl or C_2 - C_6 alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, $-N(R_S R_S')$, $-O-R_S$, $-OC(O)R_S$, $-OC(O)OR_S$, $-OC(O)N(R_S R_S')$, $-C(O)R_S$, $-C(O)OR_S$, $-C(O)N(R_S R_S')$, $-N(R_S)C(O)R_S'$, $-N(R_S)C(O)OR_S'$, $-N(R_S)SO_2 R_S'$, $-S(O)R_S$, $-SO_2 R_S$, $-S(O)N(R_S R_S')$, $-SR_S$, or $-P(O)(OR_S)_2$; or

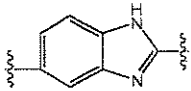
G_2 , wherein G_2 is a C_3 - C_{12} carbocycle or 3- to 12-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more R_{G2} , and each R_{G2} is independently selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_2 - C_6 haloalkenyl, C_2 - C_6 haloalkynyl, $-O-R_S$, $-C(O)OR_S$, $-C(O)R_S$, $-N(R_S R_S')$, or $-L_4-G_3$;

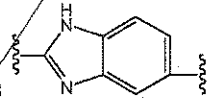
L_4 is a bond, C_1 - C_6 alkylene, C_2 - C_6 alkenylene, C_2 - C_6 alkynylene, $-O-$, $-S-$, $-N(R_B)-$, $-C(O)-$, $-S(O)_2-$, $-S(O)-$, $-C(O)O-$, $-OC(O)-$, $-OC(O)O-$, $-C(O)N(R_B)-$, $-N(R_B)C(O)-$, $-N(R_B)C(O)O-$, $-OC(O)N(R_B)-$, $-N(R_B)S(O)-$, $-N(R_B)S(O)_2-$, $-S(O)N(R_B)-$, $-S(O)_2N(R_B)-$, $-N(R_B)C(O)N(R_B')$, $-N(R_B)SO_2N(R_B')$, or $-N(R_B)S(O)N(R_B')$;

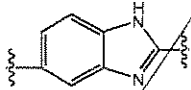
G_3 is a C_3 - C_{12} carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more R_{G3} ; and

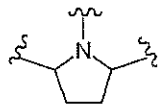
R_{G3} is each independently, at each occurrence, halogen, $-C_1$ - C_6 alkyl, $-C(O)C_1$ - C_6 alkyl, $-C_1$ - C_6 haloalkyl, $-O-C_1$ - C_6 alkyl, $-O-C_1$ - C_6 haloalkyl, C_3 - C_6 carbocycle, or 3- to 6-membered heterocycle.

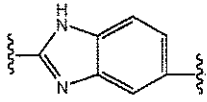
3. The compound or salt according to claim 2, wherein A is  and is optionally

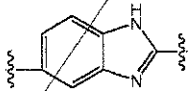
substituted with one or more R_A , and B is  and is optionally substituted with one or more R_A , and D is C_6 - C_{10} aryl or 5- to 10-membered heteroaryl and is substituted with one or more R_M .

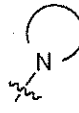
4. The compound or salt according to claim 2, wherein A is  and is optionally

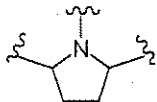
substituted with one or more R_A , and B is  and is optionally substituted with one or more R_A , and D is phenyl or pyridyl and is substituted by one or more R_M , wherein at least one R_M is G_2 which is substituted with L_4 - G_3 and optionally substituted with one or more R_{G2} .

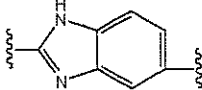
5. The compound or salt according to claim 2, wherein X is  and is optionally

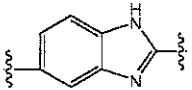
substituted with one or more R_A , A is  and is optionally substituted with one or

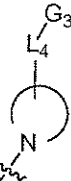
more R_A , and B is  and is optionally substituted with one or more R_A , and D is

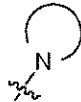
phenyl or pyridyl and is substituted by one or more R_M , and wherein at least one R_M is  which is a monocyclic 4-8 membered nitrogen-containing heterocycle optionally substituted with one or more R_{G2} .

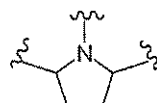
6. The compound or salt according to claim 2, wherein X is  and is optionally

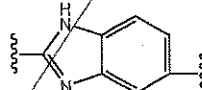
substituted with one or more R_A , A is  and is optionally substituted with one or

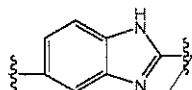
more R_A , and B is  and is optionally substituted with one or more R_A , and D is

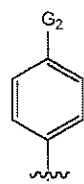
phenyl or pyridyl and is substituted by one or more R_M , and at least one R_M is , wherein

 is a monocyclic 4-8 membered nitrogen-containing heterocycle optionally substituted with one or more R_{G2} .

7. The compound or salt according to claim 2, wherein X is  and is optionally

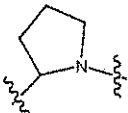
substituted with one or more R_A , A is  and is optionally substituted with one or

more R_A , and B is  and is optionally substituted with one or more R_A , and D is

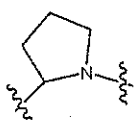


and is optionally substituted by one or more additional R_M .

8. The compound or salt according to claim 7, wherein R_1 is hydrogen, and R_2 and R_5

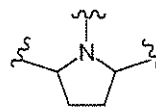
taken together with the atoms to which they are attached form  which is substituted with 0, 1, 2, 3, or 4 R_A , wherein R_8 is hydrogen, and R_9 and R_{12} taken together with the atoms to which

they are attached form



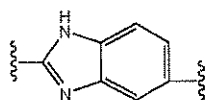
which is substituted with 0, 1, 2, 3, or 4 R_A , and wherein each T' is bond.

9. The compound or salt according to claim 2, wherein X is



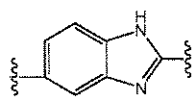
and is optionally

substituted with one or more R_A , A is

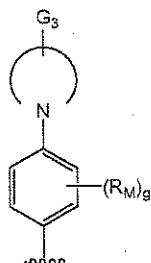


and is optionally substituted with one or

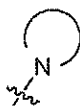
more R_A , and B is



and is optionally substituted with one or more R_A , and D is



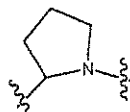
, wherein G_3 is phenyl optionally substituted with one or two R_{G3} ; g is 0, 1, or 2; R_M is each independently fluoro, chloro, methyl, methoxy, trifluoromethyl, or trifluoromethoxy; and



is a monocyclic 4-8 membered nitrogen-containing heterocycle optionally substituted with one or more R_{G2} .

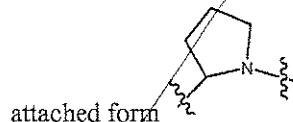
10. The compound or salt according to claim 9, wherein R_1 is hydrogen, and R_2 and R_5 taken

together with the atoms to which they are attached form



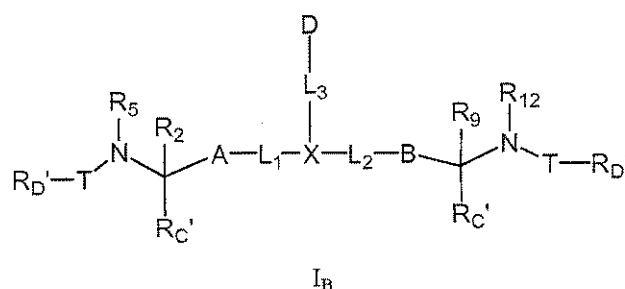
which is substituted with 0, 1, 2,

3, or 4 R_A , wherein R_8 is hydrogen, and R_9 and R_{12} taken together with the atoms to which they are



attached form which is substituted with 0, 1, 2, 3, or 4 R_A , and wherein each T' is bond.

11. A compounds having Formula I_B, or a pharmaceutically acceptable salt thereof,



wherein:

R_C' is each independently selected from R_C ;

R_D' is each independently selected from R_D ;

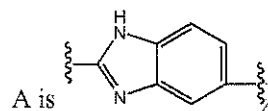
R_2 and R_5 , taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more R_A ;

R_9 and R_{12} , taken together with the atoms to which they are attached, form a 3- to 12-membered heterocycle which is optionally substituted with one or more R_A ;

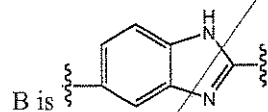
X is C_3 - C_{12} carbocycle or 3- to 12-membered heterocycle, and is optionally substituted with one or more R_A or R_F ;

L_1 and L_2 are each independently selected from bond; or C_1 - C_6 alkylene, C_2 - C_6 alkenylene or C_2 - C_6 alkynylene, each of which is independently optionally substituted at each occurrence with one or more R_L ;

L_3 is bond or $-L_S-K-L_S'-$, wherein K is selected from bond, $-O-$, $-S-$, $-N(R_B)-$, $-C(O)-$, $-S(O)_2-$, $-S(O)-$, $-OS(O)-$, $-OS(O)_2-$, $-S(O)_2O-$, $-S(O)O-$, $-C(O)O-$, $-OC(O)-$, $-OC(O)O-$, $-C(O)N(R_B)-$, $-N(R_B)C(O)-$, $-N(R_B)C(O)O-$, $-OC(O)N(R_B)-$, $-N(R_B)S(O)-$, $-N(R_B)S(O)_2-$, $-S(O)N(R_B)-$, $-S(O)_2N(R_B)-$, $-C(O)N(R_B)C(O)-$, $-N(R_B)C(O)N(R_B')-$, $-N(R_B)SO_2N(R_B')-$, or $-N(R_B)S(O)N(R_B')-$;



A is and is optionally substituted with one or more R_A ;



B is and is optionally substituted with one or more R_A ;

D is C_3 - C_{12} carbocycle or 3- to 12-membered heterocycle which is substituted with J and optionally substituted with one or more R_A , where J is C_3 - C_{12} carbocycle or 3- to 12-membered heterocycle and is optionally substituted with one or more R_A ;

T is each independently selected at each occurrence from bond, $-L_S-$, $-L_S-M-L_S'-$, or $-L_S-M-L_S'-M'-L_S'-$, wherein M and M' are each independently selected at each occurrence from bond, $-O-$, $-S-$, $-N(R_B)-$, $-C(O)-$, $-S(O)_2-$, $-S(O)-$, $-OS(O)-$, $-OS(O)_2-$, $-S(O)_2O-$, $-S(O)O-$, $-C(O)O-$, $-OC(O)-$, $-OC(O)O-$, $-C(O)N(R_B)-$, $-N(R_B)C(O)-$, $-N(R_B)C(O)O-$, $-OC(O)N(R_B)-$, $-N(R_B)S(O)-$, $-N(R_B)S(O)_2-$, $-S(O)N(R_B)-$, $-$

$S(O)_2N(R_B)-$, $-C(O)N(R_B)C(O)-$, $-N(R_B)C(O)N(R_B')-$, $-N(R_B)SO_2N(R_B')-$, $-N(R_B)S(O)N(R_B')-$, C_3-C_{12} carbocycle or 3- to 12-membered heterocycle, and wherein said C_3-C_{12} carbocycle and 3- to 12-membered heterocycle are each independently optionally substituted at each occurrence with one or more R_A ;

R_D is each independently selected at each occurrence from hydrogen or R_A ;

R_A is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, or $-L_S-R_E$, wherein two adjacent R_A , taken together with the atoms to which they are attached and any atoms between the atoms to which they are attached, can optionally form carbocycle or heterocycle;

R_B and R_B' are each independently selected at each occurrence from hydrogen; or C_1-C_6 alkyl, C_2-C_6 alkenyl or C_2-C_6 alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in R_B or R_B' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_2-C_6 haloalkenyl or C_2-C_6 haloalkynyl;

R_C is independently selected at each occurrence from hydrogen, halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or C_1-C_6 alkyl, C_2-C_6 alkenyl or C_2-C_6 alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in R_C is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_2-C_6 haloalkenyl or C_2-C_6 haloalkynyl;

R_E is independently selected at each occurrence from $-O-R_S$, $-S-R_S$, $-C(O)R_S$, $-OC(O)R_S$, $-C(O)OR_S$, $-N(R_S R_S')$, $-S(O)R_S$, $-SO_2R_S$, $-C(O)N(R_S R_S')$, $-N(R_S)C(O)R_S'$, $-N(R_S)C(O)N(R_S' R_S'')$, $-N(R_S)SO_2R_S'$, $-SO_2N(R_S R_S')$, $-N(R_S)SO_2N(R_S' R_S'')$, $-N(R_S)S(O)N(R_S' R_S'')$, $-OS(O)-R_S$, $-OS(O)_2-R_S$, $-S(O)_2OR_S$, $-S(O)OR_S$, $-OC(O)OR_S$, $-N(R_S)C(O)OR_S'$, $-OC(O)N(R_S R_S')$, $-N(R_S)S(O)-R_S'$, $-S(O)N(R_S R_S')$, $-P(O)(OR_S)_2$, or $-C(O)N(R_S)C(O)-R_S'$; or C_1-C_6 alkyl, C_2-C_6 alkenyl or C_2-C_6 alkynyl, each of which is

independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano; or C₃-C₆carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆haloalkyl, C₂-C₆haloalkenyl, C₂-C₆haloalkynyl, C(O)OR_S, or -N(R_SR_S')

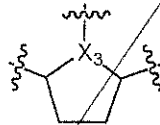
R_F is independently selected at each occurrence from C₁-C₁₀alkyl, C₂-C₁₀alkenyl or C₂-C₁₀alkynyl, each of which contains 0, 1, 2, 3, 4 or 5 heteroatoms selected from O, S or N and is optionally substituted with one or more R_L; or -(R_X-R_Y)_Q-(R_X-R_Y'), wherein Q is 0, 1, 2, 3 or 4, and each R_X is independently O, S or N(R_B), wherein each R_Y is independently C₁-C₆alkylene, C₂-C₆alkenylene or C₂-C₆alkynylene each of which is independently optionally substituted with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano, and wherein each R_Y' is independently C₁-C₆alkyl, C₂-C₆alkenyl or C₂-C₆alkynyl each of which is independently optionally substituted with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl or cyano;

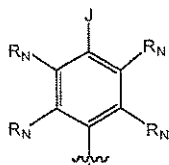
R_L is independently selected at each occurrence from halogen, nitro, oxo, phosphonoxy, phosphono, thioxo, cyano, -O-R_S, -S-R_S, -C(O)R_S, -OC(O)R_S, -C(O)OR_S, -N(R_SR_S'), -S(O)R_S, -SO₂R_S, -C(O)N(R_SR_S') or -N(R_S)C(O)R_S'; or C₃-C₆carbocycle or 3- to 6-membered heterocycle, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl, cyano, C₁-C₆alkyl, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆haloalkyl, C₂-C₆haloalkenyl or C₂-C₆haloalkynyl; wherein two adjacent R_L, taken together with the atoms to which they are attached and any atoms between the atoms to which they are attached, can optionally form carbocycle or heterocycle;

L_S, L_S' and L_S'' are each independently selected at each occurrence from bond; or C₁-C₆alkylene, C₂-C₆alkenylene or C₂-C₆alkynylene, each of which is independently optionally substituted at each occurrence with one or more R_L; and

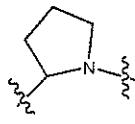
R_S, R_S' and R_S'' are each independently selected at each occurrence from hydrogen; C₁-C₆alkyl, C₂-C₆alkenyl or C₂-C₆alkynyl, each of which is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxo, formyl,

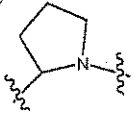
cyano, $-O-C_1-C_6$ alkyl, $-O-C_1-C_6$ alkylene- $O-C_1-C_6$ alkyl, or 3- to 6-membered carbocycle or heterocycle; or 3- to 6-membered carbocycle or heterocycle; wherein each 3- to 6-membered carbocycle or heterocycle in R_S , R_S' or R_S'' is independently optionally substituted at each occurrence with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_2-C_6 haloalkenyl or C_2-C_6 haloalkynyl.

12. The compound or salt according to claim 11, wherein X is  and is optionally substituted with one or more R_A or R_F , and X_3 is N and is directly linked to $-L_3-D$, wherein L_1 , L_2 and



L_3 are bond, wherein D is , and each R_N is independently R_D , wherein J is C_3-C_6 carbocycle or 3- to 6-membered heterocycle and is substituted with a C_3-C_6 carbocycle or 3- to 6-membered heterocycle which is independently optionally substituted with one or more substituents selected from halogen, hydroxy, mercapto, amino, carboxy, nitro, oxo, phosphonoxy, phosphono, thioxy, formyl, cyano, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_2-C_6 haloalkenyl, C_2-C_6 haloalkynyl, $C(O)OR_S$ or $-N(R_S R_S')$, and J is optionally substituted with one or more R_A , wherein

R_2 and R_5 , taken together with the atoms to which they are attached, form  which is optionally substituted with one or more R_A , wherein R_9 and R_{12} , taken together with the atoms to

which they are attached, form  which is optionally substituted with one or more R_A , wherein $-T-R_D'$ is $-C(O)-L_Y'-R_D'$, $-C(O)O-L_Y'-R_D'$, $-C(O)-L_Y'-N(R_B)C(O)-L_S''-R_D'$, $-C(O)-L_Y'-N(R_B)C(O)O-L_S''-R_D'$, $-N(R_B)C(O)-L_Y'-N(R_B)C(O)-L_S''-R_D'$, $-N(R_B)C(O)-L_Y'-N(R_B)C(O)O-L_S''-R_D'$, or $-N(R_B)C(O)-L_Y'-N(R_B)-L_S''-R_D'$, and wherein L_Y' is each independently L_S' .

13. A process of making a compound of the invention, comprising a step described in one of the Schemes, General Procedures or Examples described herein.

14. An intermediate described in one of Schemes, General Procedures or Examples described herein.

15. methyl {(2*S*,3*R*)-1-[(2*S*)-2-{5-[(2*R*,5*R*)-1-{3,5-difluoro-4-[4-(4-fluorophenyl)piperidin-1-yl]phenyl}-5-(6-fluoro-2-{(2*S*)-1-[*N*-(methoxycarbonyl)-*O*-methyl-L-threonyl]pyrrolidin-2-yl})-1*H*-benzimidazol-5-yl]pyrrolidin-2-yl]-6-fluoro-1*H*-benzimidazol-2-yl}pyrrolidin-1-yl]-3-methoxy-1-oxobutan-2-yl}carbamate, or a pharmaceutically acceptable salt thereof.

16. A pharmaceutical composition comprising the compound of claim 15 or said salt.

17. methyl {(2*S*)-1-[(2*S*)-2-{5-[(2*R*,5*R*)-1-[3,5-difluoro-4-(4-phenylpiperidin-1-yl)phenyl]-5-{2-[(2*S*)-1-{(2*S*)-2-[(methoxycarbonyl)amino]-3-methylbutanoyl}pyrrolidin-2-yl]-1*H*-benzimidazol-5-yl}pyrrolidin-2-yl]-1*H*-benzimidazol-2-yl}pyrrolidin-1-yl]-3-methyl-1-oxobutan-2-yl}carbamate, or a pharmaceutically acceptable salt thereof.

18. A pharmaceutical composition comprising the compound of claim 17 or said salt.

19. methyl {(2*S*,3*R*)-1-[(2*S*)-2-{5-[(2*R*,5*R*)-1-{4-[4-(2,6-difluorophenyl)piperazin-1-yl]-3,5-difluorophenyl}-5-(6-fluoro-2-{(2*S*)-1-[*N*-(methoxycarbonyl)-*O*-methyl-L-threonyl]pyrrolidin-2-yl})-1*H*-benzimidazol-5-yl]pyrrolidin-2-yl]-6-fluoro-1*H*-benzimidazol-2-yl}pyrrolidin-1-yl]-3-methoxy-1-oxobutan-2-yl}carbamate, or a pharmaceutically acceptable salt thereof.

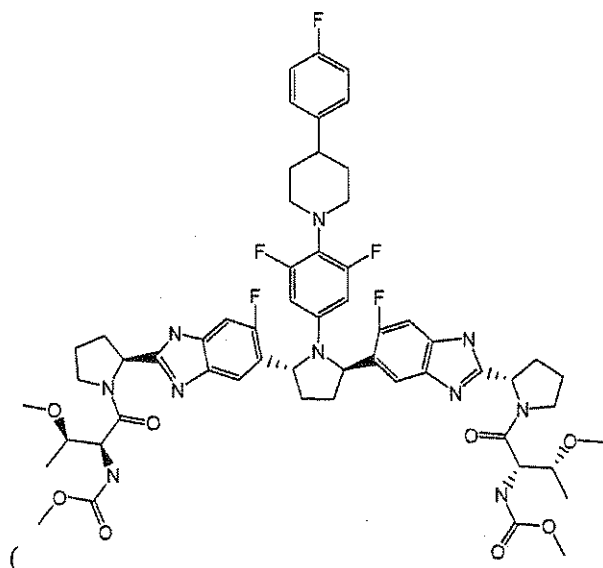
20. A pharmaceutical composition comprising the compound of claim 19 or said salt.

21. methyl {(2*S*)-1-[(2*S*)-2-{5-[(2*R*,5*R*)-1-(4-*tert*-butylphenyl)-5-{5-fluoro-2-[(2*S*)-1-{(2*S*)-2-[(methoxycarbonyl)amino]-3-methylbutanoyl}pyrrolidin-2-yl]-1*H*-benzimidazol-6-yl}pyrrolidin-2-yl]-6-fluoro-1*H*-benzimidazol-2-yl}pyrrolidin-1-yl]-3-methyl-1-oxobutan-2-yl}carbamate, or a pharmaceutically acceptable salt thereof.

22. A pharmaceutical composition comprising the compound of claim 21 or said salt.

CLAIMS:

1. Methyl {(2*S*,3*R*)-1-[(2*S*)-2-{5-[(2*R*,5*R*)-1-{3,5-difluoro-4-[4-(4-fluorophenyl)piperidin-1-yl]phenyl}-5-(6-fluoro-2-{(2*S*)-1-[*N*-(methoxycarbonyl)-*O*-methyl-L-threonyl]pyrrolidin-2-yl}-1*H*-benzimidazol-5-yl)pyrrolidin-2-yl]-6-fluoro-1*H*-benzimidazol-2-yl}pyrrolidin-1-yl]-3-methoxy-1-oxobutan-2-yl} carbamate



2. A pharmaceutical composition comprising methyl {(2*S*,3*R*)-1-[(2*S*)-2-{5-[(2*R*,5*R*)-1-{3,5-difluoro-4-[4-(4-fluorophenyl)piperidin-1-yl]phenyl}-5-(6-fluoro-2-{(2*S*)-1-[*N*-(methoxycarbonyl)-*O*-methyl-L-threonyl]pyrrolidin-2-yl}-1*H*-benzimidazol-5-yl)pyrrolidin-2-yl]-6-fluoro-1*H*-benzimidazol-2-yl}pyrrolidin-1-yl]-3-methoxy-1-oxobutan-2-yl} carbamate.

3. A method of treating a patient infected with HCV, comprising administering an effective amount of the compound of claim 1, or a pharmaceutically acceptable salt thereof, to said patient.

4. Use of the compound of claim 1, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating a patient infected with HCV.