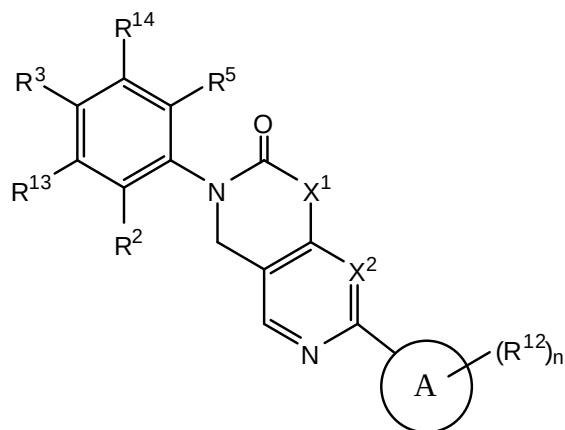


The Claims defining the Invention are as follows:

1. A compound of Formula (I'):



or a pharmaceutically acceptable salt thereof, wherein:

ring A is a C₆₋₁₀ aryl or 5- to 10-membered heteroaryl having carbon and 1 to 4 heteroatoms as ring members selected from O, N, and S, wherein the N and S are each optionally oxidized;

each R¹² 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, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^a, SR^a, C(O)R^a, C(O)NR^aR^a, C(O)OR^a, OC(O)R^a, OC(O)NR^aR^a, NR^aR^a, NR^aOR^a, NR^aC(O)R^a, NR^aC(O)OR^a, NR^aC(O)NR^aR^a, C(=NR^a)R^a, C(=NR^a)NR^aR^a, NR^aC(=NR^a)NR^aR^a, NR^aS(O)R^a, NR^aS(O)₂R^a, NR^aS(O)₂NR^aR^a, S(O)R^a, S(O)NR^aR^a, S(O)₂R^a, and S(O)₂NR^aR^a, wherein the 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, or 4 independently selected R^b substituents;

or two adjacent R¹² substituents on ring A taken together with the atoms to which they are attached form a fused 5- or 6-membered cycloalkyl ring, 5 to 6-membered heterocycloalkyl ring, phenyl or 5 to 6-membered heteroaryl ring, wherein the heterocycloalkyl or heteroaryl has 1-2 heteroatoms as ring members selected from O, N, and S;

each R^a is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, 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 the C₁₋₆ alkyl, 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- of R^a are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^d substituents;

or any two R^a substituents attached to the same N atom, 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 independently selected R^h substituents;

each R^b is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, 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-, CN, NO₂, OR^c, SR^c, C(O)R^c, C(O)NR^cR^c, C(O)OR^c, OC(O)R^c, OC(O)NR^cR^c, C(=NR^c)NR^cR^c, NR^cC(=NR^c)NR^cR^c, NR^cR^c, NR^cC(O)R^c, NR^cC(O)OR^c, NR^cC(O)NR^cR^c, NR^cS(O)R^c, NR^cS(O)₂R^c, NR^cS(O)₂NR^cR^c, S(O)R^c, S(O)NR^cR^c, S(O)₂R^c, and S(O)₂NR^cR^c; wherein the 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- of R^b are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

each R^c 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- of R^c are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

or any two R^c substituents attached to the same N atom, 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 independently selected R^h substituents;

each R^d is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^e, SR^e, C(O)R^e, C(O)NR^eR^e, C(O)OR^e, OC(O)R^e, OC(O)NR^eR^e, NR^eR^e, NR^eC(O)R^e, NR^eC(O)NR^eR^e, NR^eC(O)OR^e, C(=NR^e)NR^eR^e, NR^eC(=NR^e)NR^eR^e, S(O)R^e, S(O)NR^eR^e, S(O)₂R^e, NR^eS(O)₂R^e, NR^eS(O)₂NR^eR^e, and S(O)₂NR^eR^e;

each R^f is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^g, SR^g, C(O)R^g, C(O)NR^gR^g, C(O)OR^g, OC(O)R^g, OC(O)NR^gR^g, NR^gR^g, NR^gC(O)R^g, NR^gC(O)NR^gR^g, NR^gC(O)OR^g, C(=NR^g)NR^gR^g, NR^gC(=NR^g)NR^gR^g, S(O)R^g, S(O)NR^gR^g, S(O)₂R^g, NR^gS(O)₂R^g, NR^gS(O)₂NR^gR^g, and S(O)₂NR^gR^g;

each R^h is 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, ORⁱ, SRⁱ, C(O)Rⁱ, C(O)NRⁱRⁱ, C(O)ORⁱ, OC(O)Rⁱ, OC(O)NRⁱRⁱ, NRⁱRⁱ, NRⁱC(O)Rⁱ, NRⁱC(O)NRⁱRⁱ, NRⁱC(O)ORⁱ, C(=NRⁱ)NRⁱRⁱ, NRⁱC(=NRⁱ)NRⁱRⁱ, S(O)Rⁱ, S(O)NRⁱRⁱ, S(O)₂Rⁱ, NRⁱS(O)₂Rⁱ, NRⁱS(O)₂NRⁱRⁱ, and S(O)₂NRⁱRⁱ, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl of R^h are optionally substituted by 1, 2, or 3 independently selected R^j substituents;

each R^j is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^k, SR^k, C(O)R^k, C(O)NR^kR^k, C(O)OR^k, OC(O)R^k, OC(O)NR^kR^k, NR^kR^k, NR^kC(O)R^k, NR^kC(O)NR^kR^k, NR^kC(O)ORⁱ, C(=NR^k)NR^kR^k, NR^kC(=NR^k)NR^kR^k, S(O)R^k, S(O)NR^kR^k, S(O)₂R^k, NR^kS(O)₂R^k, NR^kS(O)₂NR^kR^k, and S(O)₂NR^kR^k;

each R^e, R^g, Rⁱ or R^k is independently selected from H, C₁₋₄ alkyl, C₆₋₁₀aryl, C₁₋₄ haloalkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl, wherein the C₁₋₄ alkyl, C₆₋₁₀aryl, C₂₋₄ alkenyl or C₂₋₄ alkynyl is 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 two R^e substituents attached to the same N atom, 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 independently selected R^h substituents;

or any two R^g substituents attached to the same N atom, 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 independently selected R^h substituents;

or any two Rⁱ substituents attached to the same N atom, 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 independently selected R^h substituents;

X¹ is -CR¹⁰R¹¹- or -NR⁷-

X² is N or CR⁶;

R¹³ is H, CN, NR^{c4}R^{d4}, OR¹ or -C(O)NHR^e, wherein R¹ is C₁₋₃ alkyl or C₁₋₃ haloalkyl;

R² and R⁵ are halogen;

R³ is H, halo, C₁₋₃ alkyl, C₁₋₃ haloalkyl, CN, or C₁₋₃ alkoxy;

R¹⁴ is H, CN, NR^{c4}R^{d4}, OR⁴ or -C(O)NHR^g, wherein R⁴ is C₁₋₃ alkyl or C₁₋₃ haloalkyl;

R⁶ is selected from H, halo, CN, OR^{a4}, SR^{a4}, C(O)NR^{c4}R^{d4}, 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}, 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}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R⁶ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A};

R⁷ is selected from H, C(O)NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, 4- to 10-membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, 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, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl, 4-7 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- groups of R⁷ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A}; or two R^{10A}

substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R⁷, taken together with the atoms to which they are attached, form a fused C₅₋₆ cycloalkyl ring or a fused 5- to 6-membered heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C₅₋₆ cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R¹⁹ groups;

R¹⁰ and R¹¹ are each independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, a 5-10 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-10 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; 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 groups of R¹⁰ and R¹¹ are each optionally substituted with 1, 2, or 3, R^{10A};

alternatively, R¹⁰ and R¹¹ together with the carbon atom to which they are attached form a 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group or a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group; wherein said 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group and 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group are each optionally substituted with 1, 2, 3 or 4 R^{10A};

each R^{10A} is independently selected from 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}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{10A} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon

and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{a4}, R^{b4}, R^{c4}, and R^{d4} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

alternatively, R^{c4} and R^{d4} together with the nitrogen atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group which is optionally substituted with 1, 2 or 3 substituents independently selected from R¹⁹;

each R^{e4} is independently H or C₁₋₄ alkyl;

each R¹⁹ is independently selected from halo, CN, NO₂, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, OC(O)R^{b9}, OC(O)NR^{c9}R^{d9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}C(O)NR^{c9}R^{d9}, NR^{c9}S(O)R^{b9}, NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9}, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl, wherein the C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆-cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl of R¹⁹ are each further optionally substituted with 1 or 2 R²⁰ substituents independently selected from H, halo, CN, NO₂, OR^q, SR^q, C(O)R^q, C(O)NR^qR^q, C(O)OR^q, OC(O)R^q, OC(O)NR^qR^q, NR^qR^q, NR^qC(O)R^q, NR^qC(O)OR^q, NR^qC(O)NR^qR^q, NR^qS(O)R^q, NR^qS(O)₂R^q, NR^qS(O)₂NR^qR^q, S(O)R^q, S(O)NR^qR^q, S(O)₂R^q, S(O)₂NR^qR^q, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆ cycloalkyl and C₁₋₄ haloalkyl, wherein each R^q is independently H or C₁₋₄alkyl;

each R^{a9}, R^{c9}, and R^{d9} is independently selected from H and C₁₋₄ alkyl;

each R^{b9} is independently C₁₋₄ alkyl; and

the subscript n is 0, 1, 2 or 3.

2. The compound of claim 1,
or a pharmaceutically acceptable salt thereof, wherein:

ring A is a C₆₋₁₀ aryl or 5- to 10-membered heteroaryl having carbon and 1 to 4 heteroatoms as ring members selected from O, N, and S, wherein the N and S are each optionally oxidized;

each R¹² 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, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^a, SR^a, C(O)R^a, C(O)NR^aR^a, C(O)OR^a, OC(O)R^a, OC(O)NR^aR^a, NR^aR^a, NR^aOR^a, NR^aC(O)R^a, NR^aC(O)OR^a, NR^aC(O)NR^aR^a, C(=NR^a)R^a, C(=NR^a)NR^aR^a, NR^aC(=NR^a)NR^aR^a, NR^aS(O)R^a, NR^aS(O)₂R^a, NR^aS(O)₂NR^aR^a, S(O)R^a, S(O)NR^aR^a, S(O)₂R^a, and S(O)₂NR^aR^a, wherein the 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, or 4 independently selected R^b substituents;

or two adjacent R¹² substituents on ring A taken together with the atoms to which they are attached form a fused 5- or 6-membered cycloalkyl ring, 5 to 6-membered heterocycloalkyl ring, phenyl or 5 to 6-membered heteroaryl ring, wherein the heterocycloalkyl or heteroaryl has 1-2 heteroatoms as ring members selected from O, N, and S;

each R^a is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, 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 the C₁₋₆ alkyl, 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- of R^a are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^d substituents;

or any two R^a substituents attached to the same N atom, 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 independently selected R^h substituents;

each R^b is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, 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-, CN, NO₂, OR^c, SR^c, C(O)R^c, C(O)NR^cR^c, C(O)OR^c, OC(O)R^c, OC(O)NR^cR^c, C(=NR^c)NR^cR^c, NR^cC(=NR^c)NR^cR^c, NR^cR^c, NR^cC(O)R^c, NR^cC(O)OR^c, NR^cC(O)NR^cR^c, NR^cS(O)R^c, NR^cS(O)₂R^c, NR^cS(O)₂NR^cR^c, S(O)R^c, S(O)NR^cR^c, S(O)₂R^c, and S(O)₂NR^cR^c; wherein the 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- of R^b are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

each R^c 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- of R^c are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

or any two R^c substituents attached to the same N atom, 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 independently selected R^h substituents;

each R^d is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^e, SR^e, C(O)R^e, C(O)NR^eR^e, C(O)OR^e, OC(O)R^e, OC(O)NR^eR^e, NR^eR^e, NR^eC(O)R^e, NR^eC(O)NR^eR^e, NR^eC(O)OR^e, C(=NR^e)NR^eR^e, NR^eC(=NR^e)NR^eR^e, S(O)R^e, S(O)NR^eR^e, S(O)₂R^e, NR^eS(O)₂R^e, NR^eS(O)₂NR^eR^e, and S(O)₂NR^eR^e;

each R^f is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^g, SR^g, C(O)R^g, C(O)NR^gR^g, C(O)OR^g, OC(O)R^g, OC(O)NR^gR^g, NR^gR^g, NR^gC(O)R^g, NR^gC(O)NR^gR^g, NR^gC(O)OR^g, C(=NR^g)NR^gR^g, NR^gC(=NR^g)NR^gR^g, S(O)R^g, S(O)NR^gR^g, S(O)₂R^g, NR^gS(O)₂R^g, NR^gS(O)₂NR^gR^g, and S(O)₂NR^gR^g;

each R^h is 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, ORⁱ, SRⁱ, C(O)Rⁱ, C(O)NRⁱRⁱ, C(O)ORⁱ, OC(O)Rⁱ, OC(O)NRⁱRⁱ, NRⁱRⁱ, NRⁱC(O)Rⁱ, NRⁱC(O)NRⁱRⁱ, NRⁱC(O)ORⁱ, C(=NRⁱ)NRⁱRⁱ, NRⁱC(=NRⁱ)NRⁱRⁱ, S(O)Rⁱ, S(O)NRⁱRⁱ, S(O)₂Rⁱ, NRⁱS(O)₂Rⁱ, NRⁱS(O)₂NRⁱRⁱ, and S(O)₂NRⁱRⁱ, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl of R^h are optionally substituted by 1, 2, or 3 independently selected R^j substituents;

each R^j is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^k, SR^k, C(O)R^k, C(O)NR^kR^k, C(O)OR^k, OC(O)R^k, OC(O)NR^kR^k, NR^kR^k, NR^kC(O)R^k, NR^kC(O)NR^kR^k,

$\text{NR}^k\text{C}(\text{O})\text{OR}^i$, $\text{C}(=\text{NR}^k)\text{NR}^k\text{R}^k$, $\text{NR}^k\text{C}(=\text{NR}^k)\text{NR}^k\text{R}^k$, $\text{S}(\text{O})\text{R}^k$, $\text{S}(\text{O})\text{NR}^k\text{R}^k$, $\text{S}(\text{O})_2\text{R}^k$, $\text{NR}^k\text{S}(\text{O})_2\text{R}^k$, $\text{NR}^k\text{S}(\text{O})_2\text{NR}^k\text{R}^k$, and $\text{S}(\text{O})_2\text{NR}^k\text{R}^k$;

each R^e , R^g , R^i or R^k is independently selected from H, C_{1-4} alkyl, C_{6-10} aryl, C_{1-4} haloalkyl, C_{2-4} alkenyl, and C_{2-4} alkynyl, wherein the C_{1-4} alkyl, C_{6-10} aryl, C_{2-4} alkenyl or C_{2-4} alkynyl is optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkylthio, C_{1-4} alkylamino, $\text{di}(\text{C}_{1-4}$ alkyl)amino, C_{1-4} haloalkyl, and C_{1-4} haloalkoxy;

or any two R^e substituents attached to the same N atom, 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 independently selected R^h substituents;

or any two R^g substituents attached to the same N atom, 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 independently selected R^h substituents;

or any two R^i substituents attached to the same N atom, 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 independently selected R^h substituents;

X^1 is $-\text{CR}^{10}\text{R}^{11}-$ or $-\text{NR}^7-$

X^2 is N or CR^6 ;

R^{13} is H, CN, $\text{NR}^{c4}\text{R}^{d4}$, OR^1 or $-\text{C}(\text{O})\text{NHR}^e$, wherein R^1 is C_{1-3} alkyl or C_{1-3} haloalkyl;

R^2 and R^5 are halogen;

R^3 is H, halo, C_{1-3} alkyl, C_{1-3} haloalkyl, CN, or C_{1-3} alkoxy;

R^{14} is H, CN, $\text{NR}^{c4}\text{R}^{d4}$, OR^4 or $-\text{C}(\text{O})\text{NHR}^g$, wherein R^4 is C_{1-3} alkyl or C_{1-3} haloalkyl;

R^6 is selected from H, halo, CN, OR^{a4} , SR^{a4} , $\text{C}(\text{O})\text{NR}^{c4}\text{R}^{d4}$, $\text{OC}(\text{O})\text{NR}^{c4}\text{R}^{d4}$, $\text{NR}^{c4}\text{R}^{d4}$, $\text{NR}^{c4}\text{C}(\text{O})\text{R}^{b4}$, $\text{NR}^{c4}\text{C}(\text{O})\text{OR}^{a4}$, $\text{NR}^{c4}\text{C}(\text{O})\text{NR}^{c4}\text{R}^{d4}$, $\text{NR}^{c4}\text{S}(\text{O})\text{R}^{b4}$, $\text{NR}^{c4}\text{S}(\text{O})_2\text{R}^{b4}$, $\text{NR}^{c4}\text{S}(\text{O})_2\text{NR}^{c4}\text{R}^{d4}$, $\text{S}(\text{O})\text{R}^{b4}$, $\text{S}(\text{O})\text{NR}^{c4}\text{R}^{d4}$, $\text{S}(\text{O})_2\text{R}^{b4}$, $\text{S}(\text{O})_2\text{NR}^{c4}\text{R}^{d4}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, phenyl, C_{3-6} cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl, C_{3-6} cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R^6 are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A} ;

R^7 is selected from H, $C(O)NR^{c4}R^{d4}$, $S(O)R^{b4}$, $S(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, $S(O)_2NR^{c4}R^{d4}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, phenyl, C_{3-6} cycloalkyl, 5- to 10-membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, 4- to 10-membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, and (4-10 membered heterocycloalkyl)- C_{1-4} alkyl-; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl, C_{3-6} cycloalkyl, 5- to 10-membered heteroaryl, 4-7 membered heterocycloalkyl, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, and (4-10 membered heterocycloalkyl)- C_{1-4} alkyl- groups of R^7 are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A} ; or two R^{10A} substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R^7 , taken together with the atoms to which they are attached, form a fused C_{5-6} cycloalkyl ring or a fused 5- to 6-membered heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C_{5-6} cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R^{19} groups;

R^{10} and R^{11} are each independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-10} aryl, C_{3-10} cycloalkyl, a 5-10 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-10 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl groups of R^{10} and R^{11} are each optionally substituted with 1, 2, or 3, R^{10A} ;

alternatively, R^{10} and R^{11} together with the carbon atom to which they are attached form a 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group or a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group; wherein said 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group and 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group are each optionally substituted with 1, 2, 3 or 4 R^{10A} ;

each R^{10A} is independently selected from halo, CN, NO_2 , 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}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{10A} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{a4}, R^{b4}, R^{c4}, and R^{d4} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

alternatively, R^{c4} and R^{d4} together with the nitrogen atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group which is optionally substituted with 1, 2 or 3 substituents independently selected from R¹⁹;

each R^{e4} is independently H or C₁₋₄ alkyl;

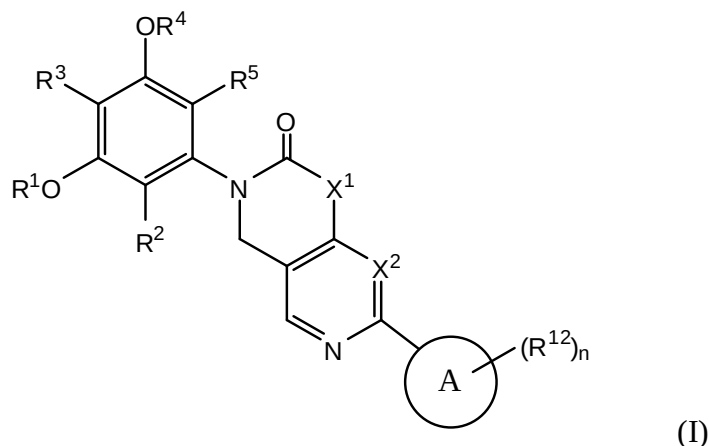
each R¹⁹ is independently selected from halo, CN, NO₂, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, OC(O)R^{b9}, OC(O)NR^{c9}R^{d9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}C(O)NR^{c9}R^{d9}, NR^{c9}S(O)R^{b9}, NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9}, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆cycloalkyl, and C₁₋₄ haloalkyl, wherein the C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆cycloalkyl, and C₁₋₄ haloalkyl of R¹⁹ are each further optionally substituted with 1 or 2 R²⁰ substituents independently selected from H, halo, CN, NO₂, OR^q, SR^q, C(O)R^q, C(O)NR^qR^q, C(O)OR^q, OC(O)R^q, OC(O)NR^qR^q, NR^qR^q, NR^qC(O)R^q, NR^qC(O)OR^q, NR^qC(O)NR^qR^q, NR^qS(O)R^q, NR^qS(O)₂R^q, NR^qS(O)₂NR^qR^q, S(O)R^q, S(O)NR^qR^q, S(O)₂R^q, S(O)₂NR^qR^q, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆ cycloalkyl and C₁₋₄ haloalkyl, wherein each R^q is independently H or C₁₋₄alkyl;

each R^{a9}, R^{c9}, and R^{d9} is independently selected from H and C₁₋₄ alkyl;

each R^{b9} is independently C₁₋₄ alkyl; and

the subscript n is 0, 1, 2 or 3.

3. The compound of claim 1 or 2, having Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

ring A is a C_{6-10} aryl or 5- to 6-membered heteroaryl having carbon and 1 to 4 heteroatoms as ring members selected from O, N, and S;

each R^{12} is independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, (4-10 membered heterocycloalkyl)- C_{1-4} alkyl-, CN, NO_2 , OR^a , SR^a , $C(O)R^a$, $C(O)NR^aR^a$, $C(O)OR^a$, $OC(O)R^a$, $OC(O)NR^aR^a$, NR^aR^a , NR^aOR^a , $NR^aC(O)R^a$, $NR^aC(O)OR^a$, $NR^aC(O)NR^aR^a$, $C(=NR^a)R^a$, $C(=NR^a)NR^aR^a$, $NR^aC(=NR^a)NR^aR^a$, $NR^aS(O)R^a$, $NR^aS(O)_2R^a$, $NR^aS(O)_2NR^aR^a$, $S(O)R^a$, $S(O)NR^aR^a$, $S(O)_2R^a$, and $S(O)_2NR^aR^a$, wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, and (4-10 membered heterocycloalkyl)- C_{1-4} alkyl- are each optionally substituted with 1, 2, 3, or 4 independently selected R^b substituents;

or two adjacent R^{12} substituents on ring A taken together with the atoms to which they are attached form a fused 5- or 6-membered cycloalkyl ring, 5 to 6-membered heterocycloalkyl ring, phenyl or 5 to 6-membered heteroaryl ring, wherein the heterocycloalkyl or heteroaryl has 1-2 heteroatoms as ring members selected from O, N, and S;

each R^a is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, 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 C₁₋₆ alkyl, 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- as R^a are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^d substituents;

or any two R^a substituents attached to the same N atom, 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 independently selected R^h substituents;

each R^b is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, NO₂, OR^c, SR^c, C(O)R^c, C(O)NR^cR^c, C(O)OR^c, OC(O)R^c, OC(O)NR^cR^c, C(=NR^c)NR^cR^c, NR^cC(=NR^c)NR^cR^c, NR^cR^c, NR^cC(O)R^c, NR^cC(O)OR^c, NR^cC(O)NR^cR^c, NR^cS(O)R^c, NR^cS(O)₂R^c, NR^cS(O)₂NR^cR^c, S(O)R^c, S(O)NR^cR^c, S(O)₂R^c, and S(O)₂NR^cR^c;

each R^c 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 independently selected R^f substituents;

or any two R^c substituents attached to the same N atom, 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 independently selected R^h substituents;

each R^d is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^e, SR^e, C(O)R^e, C(O)NR^eR^e, C(O)OR^e, OC(O)R^e, OC(O)NR^eR^e, NR^eR^e, NR^eC(O)R^e, NR^eC(O)NR^eR^e, NR^eC(O)OR^e, C(=NR^e)NR^eR^e, NR^eC(=NR^e)NR^eR^e, S(O)R^e, S(O)NR^eR^e, S(O)₂R^e, NR^eS(O)₂R^e, NR^eS(O)₂NR^eR^e, and S(O)₂NR^eR^e;

each R^f is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^g, SR^g, C(O)R^g, C(O)NR^gR^g, C(O)OR^g, OC(O)R^g, OC(O)NR^gR^g, NR^gR^g, NR^gC(O)R^g, NR^gC(O)NR^gR^g,

$\text{NR}^g\text{C}(\text{O})\text{OR}^g$, $\text{C}(=\text{NR}^g)\text{NR}^g\text{R}^g$, $\text{NR}^g\text{C}(=\text{NR}^g)\text{NR}^g\text{R}^g$, $\text{S}(\text{O})\text{R}^g$, $\text{S}(\text{O})\text{NR}^g\text{R}^g$, $\text{S}(\text{O})_2\text{R}^g$, $\text{NR}^g\text{S}(\text{O})_2\text{R}^g$, $\text{NR}^g\text{S}(\text{O})_2\text{NR}^g\text{R}^g$, and $\text{S}(\text{O})_2\text{NR}^g\text{R}^g$;

each R^h is independently selected from C_{1-6} alkyl, C_{3-7} cycloalkyl, 4-7 membered heterocycloalkyl, C_{6-10} aryl, 5-6 membered heteroaryl, C_{1-6} haloalkyl, halo, CN, OR^i , SR^i , $\text{C}(\text{O})\text{R}^i$, $\text{C}(\text{O})\text{NR}^i\text{R}^i$, $\text{C}(\text{O})\text{OR}^i$, $\text{OC}(\text{O})\text{R}^i$, $\text{OC}(\text{O})\text{NR}^i\text{R}^i$, NR^iR^i , $\text{NR}^i\text{C}(\text{O})\text{R}^i$, $\text{NR}^i\text{C}(\text{O})\text{NR}^i\text{R}^i$, $\text{NR}^i\text{C}(\text{O})\text{OR}^i$, $\text{C}(=\text{NR}^i)\text{NR}^i\text{R}^i$, $\text{NR}^i\text{C}(=\text{NR}^i)\text{NR}^i\text{R}^i$, $\text{S}(\text{O})\text{R}^i$, $\text{S}(\text{O})\text{NR}^i\text{R}^i$, $\text{S}(\text{O})_2\text{R}^i$, $\text{NR}^i\text{S}(\text{O})_2\text{R}^i$, $\text{NR}^i\text{S}(\text{O})_2\text{NR}^i\text{R}^i$, and $\text{S}(\text{O})_2\text{NR}^i\text{R}^i$, wherein said C_{1-6} alkyl, C_{3-7} cycloalkyl, 4-7 membered heterocycloalkyl, C_{6-10} aryl, and 5-6 membered heteroaryl are optionally substituted by 1, 2, or 3 independently selected R^j substituents;

each R^j is independently selected from halo, C_{1-4} alkyl, C_{1-4} haloalkyl, CN, OR^k , SR^k , $\text{C}(\text{O})\text{R}^k$, $\text{C}(\text{O})\text{NR}^k\text{R}^k$, $\text{C}(\text{O})\text{OR}^k$, $\text{OC}(\text{O})\text{R}^k$, $\text{OC}(\text{O})\text{NR}^k\text{R}^k$, NR^kR^k , $\text{NR}^k\text{C}(\text{O})\text{R}^k$, $\text{NR}^k\text{C}(\text{O})\text{NR}^k\text{R}^k$, $\text{NR}^k\text{C}(\text{O})\text{OR}^k$, $\text{C}(=\text{NR}^k)\text{NR}^k\text{R}^k$, $\text{NR}^k\text{C}(=\text{NR}^k)\text{NR}^k\text{R}^k$, $\text{S}(\text{O})\text{R}^k$, $\text{S}(\text{O})\text{NR}^k\text{R}^k$, $\text{S}(\text{O})_2\text{R}^k$, $\text{NR}^k\text{S}(\text{O})_2\text{R}^k$, $\text{NR}^k\text{S}(\text{O})_2\text{NR}^k\text{R}^k$, and $\text{S}(\text{O})_2\text{NR}^k\text{R}^k$;

each R^e , R^g , R^i or R^k is independently selected from H, C_{1-4} alkyl, C_{6-10} aryl, C_{1-4} haloalkyl, C_{2-4} alkenyl, and C_{2-4} alkynyl, wherein the C_{1-4} alkyl, C_{6-10} aryl, C_{2-4} alkenyl or C_{2-4} alkynyl is optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkylthio, C_{1-4} alkylamino, $\text{di}(\text{C}_{1-4}\text{ alkyl})\text{amino}$, C_{1-4} haloalkyl, and C_{1-4} haloalkoxy;

or any two R^e substituents attached to the same N atom, 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 independently selected R^h substituents;

or any two R^g substituents attached to the same N atom, 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 independently selected R^h substituents;

or any two R^i substituents attached to the same N atom, 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 independently selected R^h substituents;

X^1 is $-\text{CR}^{10}\text{R}^{11}-$ or $-\text{NR}^7-$

X^2 is N or CR^6 ;

R^1 is C_{1-3} alkyl or C_{1-3} haloalkyl;

R^2 and R^5 are halogen;

R³ is H, halo, C₁₋₃ alkyl, C₁₋₃ haloalkyl, CN, or C₁₋₃ alkoxy;

R⁴ is C₁₋₃ alkyl or C₁₋₃ haloalkyl;

R⁶ is selected from H, halo, CN, OR^{a4}, SR^{a4}, C(O)NR^{c4}R^{d4}, 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}, 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}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R⁶ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A};

R⁷ is selected from H, C(O)NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, 5- to 6-membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5- to 6-membered heteroaryl and 4-7 membered heterocycloalkyl, groups of R⁷ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A};

R¹⁰ and R¹¹ are each independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, a 5-10 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-10 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; 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 groups of R¹⁰ and R¹¹ are each optionally substituted with 1, 2, or 3, R^{10A};

alternatively, R¹⁰ and R¹¹ together with the carbon atom to which they are attached form a 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group or a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group; wherein said 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group and 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group are each optionally substituted with 1, 2, 3 or 4 R^{10A};

each R^{10A} is independently selected from 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}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{10A} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{a4}, R^{b4}, R^{c4}, and R^{d4} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

alternatively, R^{c4} and R^{d4} together with the nitrogen atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group which is optionally substituted with 1, 2 or 3 substituents independently selected from R¹⁹;

each R^{e4} is independently H or C₁₋₄ alkyl;

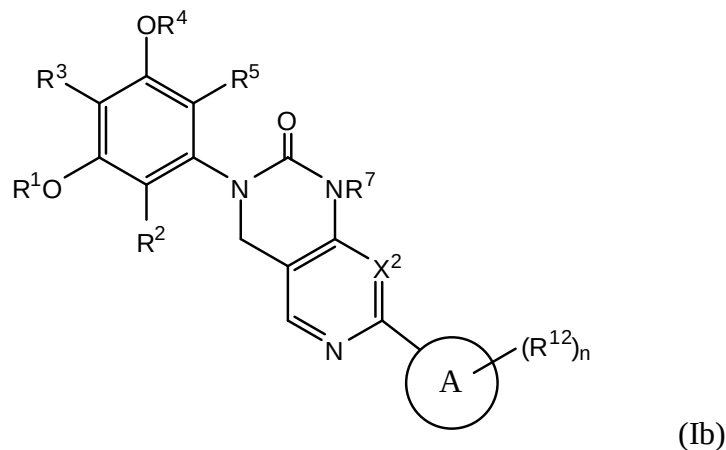
each R¹⁹ is independently selected from halo, CN, NO₂, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, OC(O)R^{b9}, OC(O)NR^{c9}R^{d9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}C(O)NR^{c9}R^{d9}, NR^{c9}S(O)R^{b9}, NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9}, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, and C₁₋₄ haloalkyl;

each R^{a9}, R^{c9}, and R^{d9} is independently selected from H and C₁₋₄ alkyl;

each R^{b9} is independently C₁₋₄ alkyl; and

the subscript n is 0, 1, 2 or 3.

4. The compound of any one of claims 1-3, having Formula (Ib):



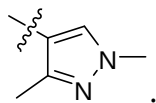
or a pharmaceutically acceptable salt thereof.

5. The compound of any one of claims **1-4**, or a pharmaceutically acceptable salt thereof, wherein ring A is 5-membered heteroaryl.

6. The compound of any one of claims **1-4**, or a pharmaceutically acceptable salt thereof, wherein ring A is a 5-membered heteroaryl selected from pyrrolyl, pyrazolyl, imidazolyl, triazolyl, tetrazolyl, oxazolyl, thiophenyl, thiazolyl, isoxazolyl, isothiazolyl, and furanyl.

7. The compound of any one of claims **1-4**, or a pharmaceutically acceptable salt thereof, wherein ring A is 4-pyrazolyl.

8. The compound of any one of claims **1-4**, or a pharmaceutically acceptable salt thereof, wherein ring A is



thereof, wherein ring A is

9. The compound of any one of claims **1-8**, or a pharmaceutically acceptable salt thereof, wherein R² and R⁵ are F.

10. The compound of any one of claims **1-9**, or a pharmaceutically acceptable salt thereof, wherein:

(a) R¹ and R⁴ are each C₁₋₃ alkyl; or

(b) R¹ and R⁴ are each methyl.

11. The compound of any one of claims 1-10, or a pharmaceutically acceptable salt thereof, wherein X² is N or CH.

12. The compound of any one of claims 1-10, or a pharmaceutically acceptable salt thereof, wherein X² is CH.

13. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein:

(a) each R¹² 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, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, OR^a, SR^a, C(O)R^a, C(O)NR^aR^a, C(O)OR^a, OC(O)R^a, OC(O)NR^aR^a, NR^aR^a, NR^aOR^a, NR^aC(O)R^a, NR^aC(O)OR^a, NR^aC(O)NR^aR^a, NR^aS(O)R^a, NR^aS(O)₂R^a, NR^aS(O)₂NR^aR^a, S(O)R^a, S(O)NR^aR^a, S(O)₂R^a, and S(O)₂NR^aR^a, wherein the 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 or 3 R^b substituents; or

(b) each R¹² is independently selected from -NH₂, -NHOH, -NHOR^a, -NHR^a, -NHC(O)R^a, -NHC(O)NHR^a, -NHS(O)₂R^a, -C(O)R^a, -S(O)₂R^a, C₁₋₆ alkyl, C₁₋₆alkoxy, C₁₋₆ haloalkyl, C₁₋₄ haloalkoxy, halo, CN, C₃₋₆ cycloalkyl, phenyl-C₁₋₄alkyl, 5-6 membered heteroaryl, 5- to 6-membered heteroaryl-C₁₋₄alkyl, 4- to 6-membered heterocycloalkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein the C₁₋₆ alkyl, C₃₋₆ cycloalkyl, phenyl-C₁₋₄alkyl, 5-6 membered heteroaryl, 5- to 6-membered heteroaryl-C₁₋₄alkyl, 4 to 6-membered heterocycloalkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- is optionally substituted with from 1-3 R^b; and C₁₋₆ alkoxy or C₁₋₄ haloalkoxy is optionally substituted by 1-3 R^d; or

(c) each R¹² is independently selected from F, Cl, CN, CH₃, CH₂CH₃, NH₂, OCH₃, -C(O)NH(C₁₋₄ alkyl), NHC(O)CH₃, NHS(O)₂CH₃, NHS(O)₂R^a, C(O)R^a, -CH₂C(O)R^a, -CH₂CH₂R^a, morpholinosulfonyl, imidazolyl, 4-morpholinyl, (3-cyanopyrrolidin-1-yl)methyl, 2-

cyanoprop-2-yl, 1-cyanocyclobutyl, 1-cyanocyclopropyl, benzyl, pyridylmethyl, 1,1-dioxothiolan-3-yl, 1-methylsulfonylazetidin-3-yl, 1-acetyl-3-(cyanomethyl)azetidin-3-yl, and -CH₂-(4-morpholinyl), wherein R^a is 4-morpholinyl.

14. The compound of any one of claims **1-12**, or a pharmaceutically acceptable salt thereof, wherein each R¹² is independently NH₂, CH₃, F, CN, 1-piperidinyl, 1-piperazinyl, or 4-morpholinyl.

15. The compound of any one of claims **1-14**, or a pharmaceutically acceptable salt thereof, wherein R⁷ is C₁₋₆ alkyl, phenyl, benzyl, C₃₋₆ cycloalkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, 4- to 10-membered heterocycloalkyl, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, 5- to 10-membered heteroaryl, or (5- to 10-membered heteroaryl)-C₁₋₄ alkyl-, each of which is optionally substituted with 1, 2, or 3 independently selected R^{10A} substituents; or two R^{10A} substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R⁷ are optionally taken together with the atoms to which they are attached form a fused C₅₋₆ cycloalkyl ring or a fused 5 to 6-membered heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C₅₋₆ cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R¹⁹ groups.

16. The compound of any one of claims **1-14**, or a pharmaceutically acceptable salt thereof, wherein R⁷ is C₁₋₆ alkyl, cyclopropylmethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 4-fluorobenzyl, tetrahydrofuran-3-yl, (3-methylisoxazol-5-yl)methyl, (tetrahydro-2H-pyran-4-yl)methyl, (5-cyclopropylisoxazol-3-yl)methyl, 5-methylisoxazol-3-yl)methyl, 4-fluorophenyl, (1-ethylpyrazol-4-yl)methyl, benzothiazol-6-yl, 1-methyl-5-oxopyrrolidin-3-yl, 1-acetylpiperidin-4-yl, 2,3-dihydro-1,4-benzodioxin-6-ylmethyl, 1-t-butoxycarbonylpiperidin-4-yl, 4-cyanophenyl, 4-pyrimidinyl, 2-pyrimidinyl, 5-pyrimidinyl, 1-methylpyrazol-3-yl, 1-methylpyrazol-4-yl, (1,5-dimethylpyrazol-4-yl)methyl, or (5-methyl-1,3,4-oxadiazol-2-yl)methyl.

17. The compound of any one of claims **1-14**, or a pharmaceutically acceptable salt thereof, wherein R⁷ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms

independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R⁷ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A}.

18. The compound of any one of claims **1-17**, or a pharmaceutically acceptable salt thereof, wherein subscript n is 0, 1 or 2.

19. The compound of claim **1**, wherein the compound is:

(a) selected from:

6'-(5-amino-2-methylphenyl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(5-amino-4-fluoro-2-methylphenyl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

4-amino-2-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)benzonitrile;

6'-(5-aminopyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-fluoropyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-morpholinopyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(5-amino-2-methylpyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

5-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)nicotinonitrile;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-methoxypyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(5-chloropyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(5-(1H-imidazol-1-yl)pyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-(morpholine-4-carbonyl)pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-(morpholinosulfonyl)pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

N-(5-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)pyridin-3-yl)methanesulfonamide; and

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-(morpholinomethyl)pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one,

or a pharmaceutically acceptable salt thereof; or

(b) selected from:

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(pyridin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-methylpicolinamide;

(S)-1-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)benzyl)pyrrolidine-3-carbonitrile;

2-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)-2-methylpropanenitrile;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(cyclopropylmethyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-propyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-methylisoxazol-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-cyclopentyl-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(tetrahydrofuran-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-fluorobenzyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((3-methylisoxazol-5-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-((5-cyclopropylisoxazol-3-yl)methyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((tetrahydro-2H-pyran-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-ethyl-1H-pyrazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-fluorophenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(1,3-benzothiazol-6-yl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-methyl-5-oxopyrrolidin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(1-acetylpiperidin-4-yl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-pyrimidin-4-yl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-[(5-methyl-1,3,4-oxadiazol-2-yl)methyl]-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-[(1,5-dimethyl-1H-pyrazol-4-yl)methyl]-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(3-methyl-1-(2-morpholinoethyl)-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(3-methyl-1-(pyridin-3-ylmethyl)-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(3-methyl-1-(2-morpholino-2-oxoethyl)-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(2-morpholinoethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-ethyl-1H-imidazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-[1-(1,1-dioxidotetrahydro-3-thienyl)-3-methyl-1H-pyrazol-4-yl]-1',2'-dihydro-3'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(1-(methylsulfonyl)azetidin-3-yl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one; and

2-(1-acetyl-3-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1H-pyrazol-1-yl)azetidin-3-yl)acetonitrile;

or a pharmaceutically acceptable salt thereof; or

(c) selected from:

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridazin-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-methoxypyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((6-methoxypyridin-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-((3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)methyl)-N-methylbenzamide;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(isoquinolin-7-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-ethylisoxazol-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-4-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-2-fluorobenzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-ethyl-1,3,4-oxadiazol-2-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-methylpyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-4-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-(methylsulfonyl)piperidin-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-methyl-1H-pyrazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(3,4-difluorobenzyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

5-((3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)methyl)picolinonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-methylbenzo[d]oxazol-6-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-methyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(4-(1H-pyrazol-1-yl)phenyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-5-fluorobenzonitrile;

6-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)nicotinonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(oxazol-5-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-2-methoxybenzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-methyloxazol-2-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-cyclopropyl-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-5-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrazin-2-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(6-methylpyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridazin-3-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(3-(1-methyl-1H-1,2,3-triazol-5-yl)phenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-isopropyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)cyclopropanecarbonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-isopropylisoxazol-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-2-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-methylthiazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-methyl-5-oxopyrrolidin-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

2-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)phenyl)acetonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-(methylsulfonyl)phenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(3-fluorophenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-methyl-1H-pyrazol-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1,3-dimethyl-1H-pyrazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(3,4-difluorophenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(3,5-difluorophenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-methoxyphenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(5-ethylpyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(5-methylpyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

(R)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((tetrahydrofuran-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(3-methoxyphenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-fluorophenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-N-methylbenzenesulfonamide;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(5-methoxypyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-N,N-dimethylbenzamide;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-(1-methyl-1H-pyrazol-4-yl)ethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-(5-methyl-1,3,4-oxadiazol-2-yl)phenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-ethoxypyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-
((1-methyl-2-oxo-1,2-dihydropyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-
d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-
((1-methyl-1H-benzo[d][1,2,3]triazol-5-yl)methyl)-3,4-dihydropyrido[4,3-
d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-
(2-oxoindolin-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-
(2-methyl-3-oxoisindolin-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-
((2-methylpyrimidin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

Methyl 4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-
pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)piperidine-1-
carboxylate;

Methyl 4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-
pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-
yl)phenylcarbamate;

1-((1-(cyclopropyl-1H-pyrazol-4-yl)methyl)-3-(2,6-difluoro-3,5-
dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-
d]pyrimidin-2(1H)-one;

2-(4-((3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-
4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)methyl)-1H-pyrazol-1-
yl)acetonitrile;

1-((1-(cyclopropylmethyl)-1H-pyrazol-4-yl)methyl)-3-(2,6-difluoro-3,5-
dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-
d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-
((1-((tetrahydrofuran-2-yl)methyl)-1H-pyrazol-4-yl)methyl)-3,4-
dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((1-(2,2-difluoroethyl)-1H-pyrazol-4-yl)methyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(1-cyclopropyl-1H-pyrazol-4-yl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-ethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-propyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1H-indazol-6-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1H-indazol-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1-(pyrimidin-4-yl)-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(1-cyclobutyl-3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1-(pyridin-2-yl)-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1-(pyridin-3-yl)-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(2-methoxyethyl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(1-(cyclopropylmethyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(1-methyl-1H-pyrazol-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1-methyl-1H-pyrazol-3-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((1-ethyl-1H-pyrazol-4-yl)methyl)-7-(1-methyl-1H-pyrazol-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1-methyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((1-ethyl-1H-pyrazol-4-yl)methyl)-7-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(3-morpholinopropyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(1-(methylsulfonyl)pyrrolidin-3-yl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(1-(methylsulfonyl)piperidin-4-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

1-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-5-methyl-1H-pyrazol-1-yl)cyclobutanecarbonitrile;

6'-(1-(1-acetylpyrrolidin-3-yl)-1H-pyrazol-4-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(3-morpholinopropyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(4-methoxypiperidin-1-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-3-methyl-1H-pyrazol-1-yl)acetonitrile;

2-(3-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-3-methyl-1H-pyrazol-1-yl)pyrrolidin-1-yl)acetonitrile;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(pyridin-3-ylmethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

3-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-3-methyl-1H-pyrazol-1-yl)propanenitrile;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-morpholinoethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-ethyl-3-methyl-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(2-morpholino-2-oxoethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(2-(dimethylamino)thiazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(3-methoxypyrrolidin-1-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-{1-[(1,1-dioxido-1,2-thiazinan-3-yl)methyl]-1H-pyrazol-4-yl}-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(1-methylpyrrolidin-3-yl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(dimethylamino)ethyl)-3-methyl-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(2-(piperidin-4-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-((1-(methylsulfonyl)azetidin-3-yl)methyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(1-((1-acetylazetidin-3-yl)methyl)-1H-pyrazol-4-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(1-ethyl-3-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-ethyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

5-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1H-pyrazole-4-carbonitrile;

3-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1-methyl-1H-pyrazole-4-carbonitrile;

3-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1-((tetrahydro-2H-pyran-4-yl)methyl)-1H-pyrazole-4-carbonitrile;

1-(cyanomethyl)-3-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1H-pyrazole-4-carbonitrile;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-ethylpicolinamide;

N-cyclopropyl-5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)picolinamide;
 5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-(2-hydroxyethyl)picolinamide;
 5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-isopropylpicolinamide;
 5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-propylpicolinamide;
 2-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)phenyl)acetonitrile;
 1-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)phenyl)cyclobutanecarbonitrile;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(6-morpholinopyridin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 1-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)phenyl)cyclopropanecarbonitrile;
 5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)picolinamide;
 2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(pyridin-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;
 2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-methyl-1H-pyrazol-4-yl)-1',2'-dihydro-3'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'-one;
 1-(5-{3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-[(5-methyl-1,3,4-oxadiazol-2-yl)methyl]-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl}pyridin-2-yl)cyclobutanecarbonitrile; and
 1-{5-[3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(1-methyl-1H-pyrazol-4-yl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl]pyridin-2-yl}cyclobutanecarbonitrile;

or a pharmaceutically acceptable salt thereof.

20. The compound of claim 1, wherein the compound is 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridazin-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one, or a pharmaceutically acceptable salt thereof.

21. The compound of claim 1, wherein the compound is 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-pyrimidin-4-yl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one, or a pharmaceutically acceptable salt thereof.

22. A pharmaceutical composition comprising a compound of any one of claims **1** to **21**, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or excipient.

23. A method for inhibiting an FGFR3 or FGFR4 enzyme, said method comprising: contacting the FGFR3 or FGFR4 enzyme *in vitro* with a compound of any one of claims **1** to **21**, or a pharmaceutically acceptable salt thereof, or a composition of claim **22**.

24. A compound of any one of claims **1** to **21**, or a pharmaceutically acceptable salt thereof, or a composition of claim **22** for use in treating cancer in a patient.

25. The compound or salt for use according to claim **24**, wherein said cancer is:

(a) selected from hepatocellular cancer, bladder cancer, breast cancer, cervical cancer, colorectal cancer, endometrial cancer, gastric cancer, head and neck cancer, kidney cancer, liver cancer, lung cancer, ovarian cancer, prostate cancer, esophageal cancer, gall bladder cancer, pancreatic cancer, thyroid cancer, skin cancer, leukemia, multiple myeloma, chronic lymphocytic lymphoma, adult T cell leukemia, B-cell lymphoma, acute myelogenous leukemia, Hodgkin's or non-Hodgkin's lymphoma, Waldenstrom's Macroglobulinemia, hairy cell lymphoma, Burkett's lymphoma, glioblastoma, melanoma, and rhabdosarcoma; or

(b) selected from hepatocellular cancer, breast cancer, bladder cancer, colorectal cancer, melanoma, mesothelioma, lung cancer, prostate cancer, pancreatic cancer, testicular cancer, thyroid cancer, squamous cell carcinoma, glioblastoma, neuroblastoma, uterine cancer, and rhabdosarcoma.

26. A compound of any one of claims **1** to **21**, or a pharmaceutically acceptable salt thereof for treating:

(a) a myeloproliferative disorder in a patient; or

(b) a skeletal or chondrocyte disorder in a patient; or

(c) a hypophosphatemia disorder in a patient.

27. The compound or salt for use according to claim **26**, wherein:

(a) the compound or salt is for treating a myeloproliferative disorder which is selected from polycythemia vera, essential thrombocythemia, and primary myelofibrosis; or

(b) the compound or salt is for treating a skeletal or chondrocyte disorder which is selected from achondroplasia, hypochondroplasia, dwarfism, thanatophoric dysplasia (TD), Apert syndrome, Crouzon syndrome, Jackson-Weiss syndrome, Beare-Stevenson cutis gyrate syndrome, Pfeiffer syndrome, and craniosynostosis syndrome; or

(c) the compound or salt is for treating a hypophosphatemia disorder which is X-linked hypophosphatemic rickets, autosomal recessive hypophosphatemic rickets, autosomal dominant hypophosphatemic rickets, or tumor-induced osteomalacia.