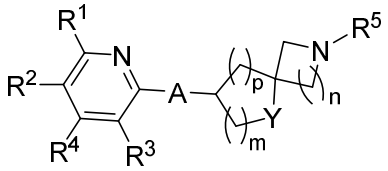
What is claimed is:

1. A compound having a structure of Formula (I):



(I),

or an *N*-oxide thereof, or a pharmaceutically acceptable salt of the compound or the *N*-oxide thereof, wherein:

A is a 6-8 membered heterocycle comprising 1 or 2 ring nitrogen atoms and is substituted with 0, 1, 2, or 3 R^A;

each R^A is independently C_{1-3}alkyl, halogen, =O, OH, C_{1-3}hydroxyalkyl, or C_{1-3}haloalkyl;

Y is a bond, S, O, CH_2, CHF, CF_2, or C(OH)H;

m is 1 or 2;

n is 1 or 2;

p is 1 or 2;

R^1 is H, halogen, CN, OH, NO_2, $-N(R^6)(R^7)$, C_{1-6}alkyl, C_{2-6}heteroalkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{1-6}alkoxy, $-[O]_{0-1}$-C_{3-6}cycloalkyl, $-[O]_{0-1}$-C_{6-10}aryl, $-[O]_{0-1}$-4-8 membered heterocycle or $-[O]_{0-1}$-5-10 membered heteroaryl, wherein the heterocycle and heteroaryl each comprises 1, 2, or 3 ring heteroatoms selected from N, O, and S, and when R^1 is C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{1-6}alkoxy, $-[O]_{0-1}$-C_{3-6}cycloalkyl, $-[O]_{0-1}$-C_{6-10}aryl, $-[O]_{0-1}$-4-8 membered heterocycle,$-[O]_{0-1}$-5-10 membered heteroaryl, -NH-C_{3-6}cycloalkyl, -NH-C_{6-10}aryl, -NH-4-8 membered heterocycle, -NH-5-10 membered heteroaryl, -N(C_{1-6}alkyl)-C_{3-6}cycloalkyl, -N(C_{1-6}alkyl)-C_{6-10}aryl, -N(C_{1-6}alkyl)-4-8 membered heterocycle, or -N(C_{1-6}alkyl)-5-10 membered heteroaryl, R^1 is substituted with 0, 1, 2, or 3 substituents independently selected from halogen, CN, OH, =O, SO_2, and C_{1-3}alkyl;

R^2 is H, halogen, CN, OH, $-N(R^6)(R^7)$, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}alkoxy, C_{1-6}haloalkoxy, C_{2-6}heteroalkyl, C_{3-6}cycloalkyl, or 4-8 membered heterocycle comprising 1, 2, or 3 ring heteroatoms selected from N, O, and S;

R^3 is halogen, C_{0-6}alkylene-CN, OH, $-N(R^6)(R^7)$, C_{1-6}alkyl, C_{2-6}heteroalkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{1-6}alkoxy, C_{1-6}alkylene-O-C_{1-6}alkyl, C_{1-6}alkylene-NHC(O)C_{1-6}alkyl, C_{1-6}alkylene-C(O)NHC_{1-6}alkyl, C_{0-6}alkylene-Cyc, O-C_{0-6}alkylene-Cyc, NH-Cyc, N(C_{1-6}alkyl)-Cyc, or C(O)Cyc;

Cyc is C_{3-12}cycloalkyl, C_{3-6}heterocycloalkyl, C_{5-12}spirocycloalkyl, C_{5-12}heterospirocycloalkyl, C_{6-10}aryl, 4-12 membered heterocycle, or 5-10 membered heteroaryl, the heterocycle or heteroaryl comprises 1, 2, or 3 ring heteroatoms independently selected from N, O, and S, and Cyc is substituted with 0, 1, 2, or 3 R^{3a} substituents;

each R^{3a} is independently selected from halogen, CN, OH, =O, =N(C_{1-6}alkyl), SO_2, C_{1-6}alkyl, C_{2-10}alkene, C_{1-6}hydroxyalkyl , C_{1-6}haloalkyl, C_{1-6}alkoxy, C_{1-6}haloalkoxy, C_{1-6}alkylene-O-C_{1-6}alkyl, C_{0-6}alkylene-C(O)C_{1-6}alkyl, C_{0-6}alkylene-NH_2, C_{0-6}alkylene-NH(C_{1-6}alkyl), C_{0-6}alkylene-N(C_{1-6}alkyl)$_2$, -S-C_{1-6}alkyl, C_{0-6}alkylene-SO_2C_{1-6}alkyl, C_{0-6}alkylene-C(O)NH_2, C_{0-6}alkylene-C(O)NH(C_{1-6}alkyl), C_{0-6}alkylene-C(O)N(C_{1-6}alkyl)$_2$, C_{0-6}alkylene-NHC(O)C_{1-6}alkyl,

C_{0-6}alkylene-COOH, C_{0-6}alkylene-CO_2C_{1-6}alkyl, C_{0-6}alkylene-C_{3-6}cycloalkyl, and C_{0-6}alkylene-3-6 membered heterocycle comprising 1, 2, or 3 heteroatoms selected from N, O, and S;

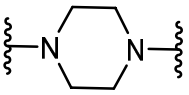
R^4 is H, halogen, CN, OH, C_{1-6}alkyl, C_{1-6}-haloalkyl, or C_{1-6}alkoxy;

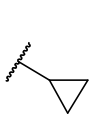
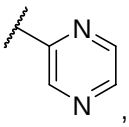
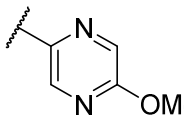
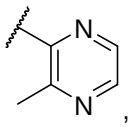
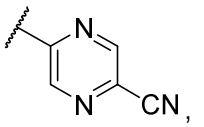
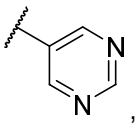
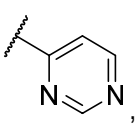
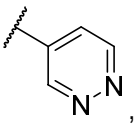
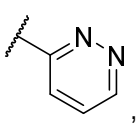
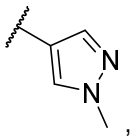
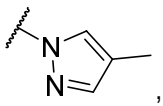
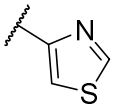
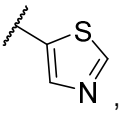
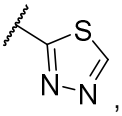
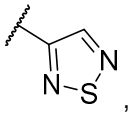
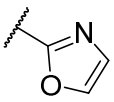
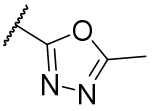
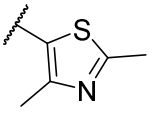
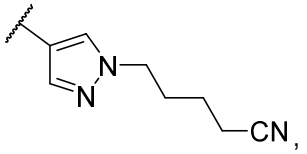
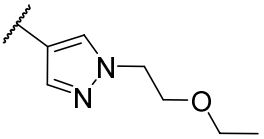
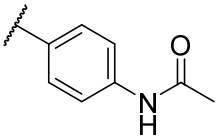
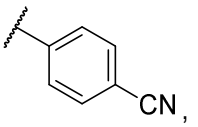
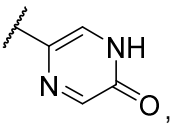
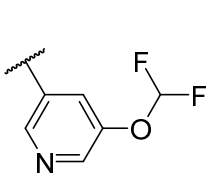
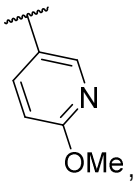
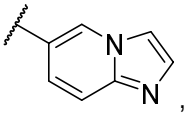
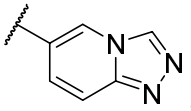
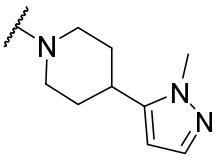
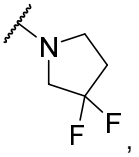
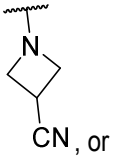
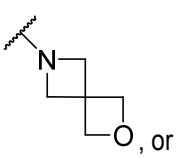
R^5 is -CO_2-Z, or a bioisostere thereof;

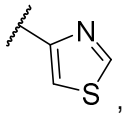
each R^6 and R^7 is independently H, C_{1-6}alkyl, C(O)-C_{1-6}alkyl, spiro or bicyclic C_{8-14}cycloalkyl, 8-14 membered heterocycle comprising 1, 2, or 3 ring heteroatoms selected from N, O, and S, and when R^6 or R^7 is other than H, it is substituted with 0, 1, 2, or 3 substituents independently selected from the group consisting of halogen, CN, =O, SO_2, OH, C_{0-6}alkylene-NH_2, C_{0-6}alkylene-NH(C_{1-6}alkyl), C_{0-6}alkylene-N(C_{1-6}alkyl)$_2$, C_{0-6}alkylene-SO_2C_{1-6}alkyl, C_{1-6}alkyl and C_{1-6}alkoxy, or

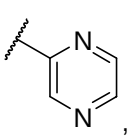
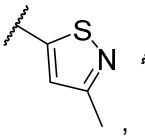
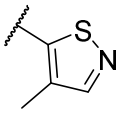
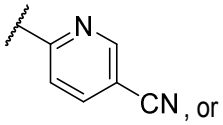
R^6 and R^7, together with the nitrogen to which they are attached, form a 4-10 membered heterocycle comprising 0-2 additional ring heteroatoms independently selected from N, O, and S; and

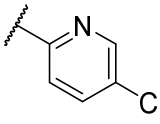
Z is C_{1-7}alkyl, C_{1-7}haloalkyl, C_{3-6}cycloalkyl, or C_{2-6}alkyne, and Z is substituted with 0, 1, 2, or 3 C_{1-6}alkoxy or C_{3-6}cycloalkyl;

with the proviso that when $R^1$and R^4 are each H, m and p are each 1, and A is , and

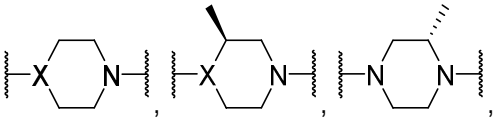
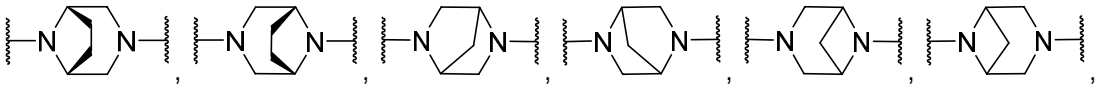
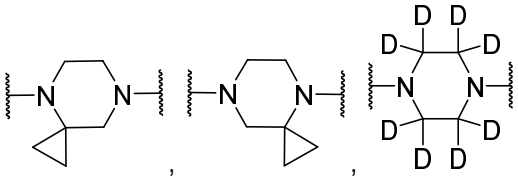
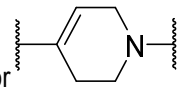
(a) R^2 is H, Y is CH_2, n is 1, and R^3 is CH_3, OCH_3, , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , or , or

(b) R^2 is F, Y is CH_2, n is 1, and R^3 is , or

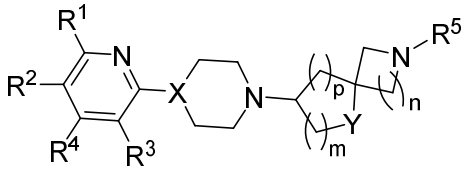
(c) R^2 is H, Y is a bond, n is 1, and R^3 is , , , or , or

(d) R^2 is H, Y is a bond, n is 2, and R^3 is ,

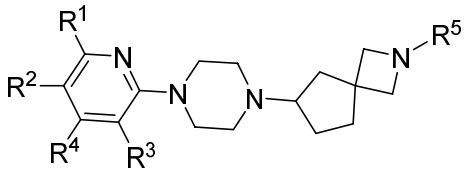
then R^5 is not $CO_2CH_2CH_3$ or $CO_2CH(CH_3)_3$.

2. The compound or salt of claim 1, wherein A is , , , or , and X is N, CH, C(OH), or CF.

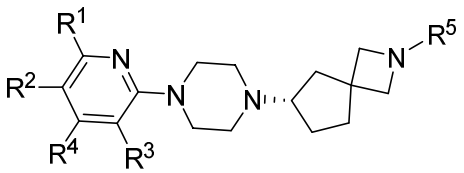
3. The compound or salt of claim 2, having a structure of Formula (Ia), or a pharmaceutically acceptable salt thereof:


(Ia).

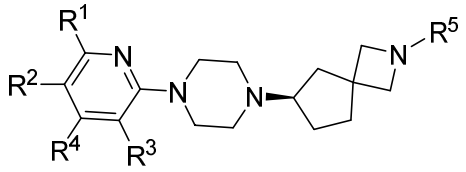
4. The compound or salt of claim 1, having a structure of Formula (Ib):


(Ib).

5. The compound or salt of claim 4, having a structure of Formula (Ic):

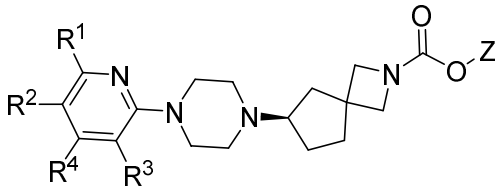

(Ic).

6. The compound or salt of claim 4, having a structure of Formula (Id):

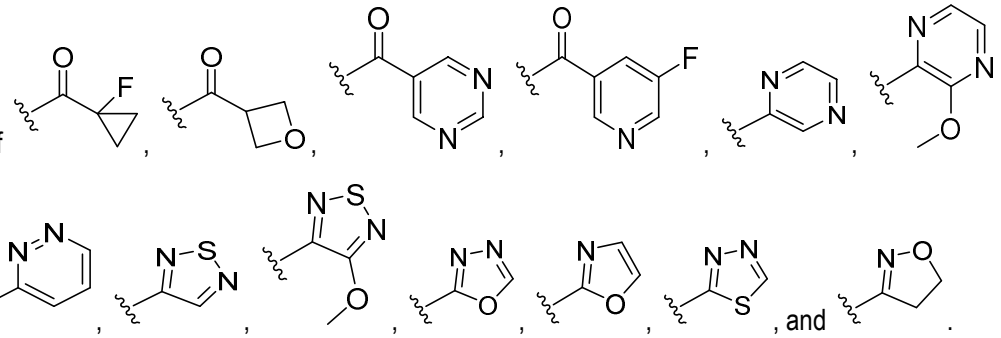


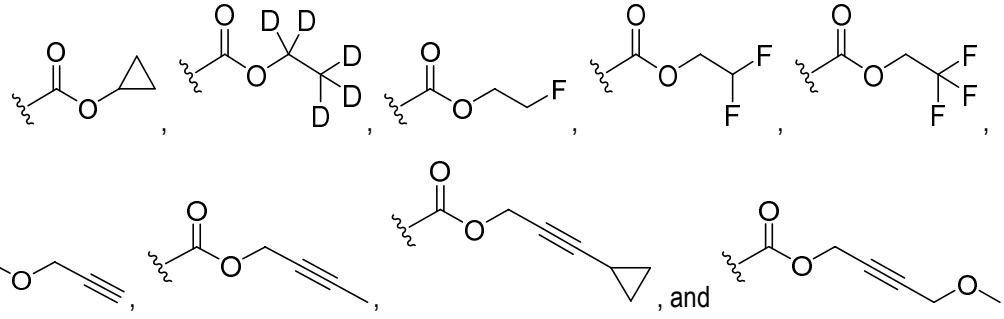
(Id).

7. The compound or salt of claim 1, having a structure of Formula (Ie), or a pharmaceutically acceptable salt thereof:



(Ie).

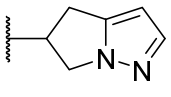
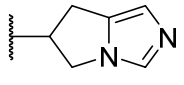
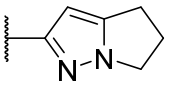
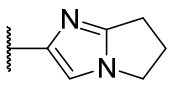
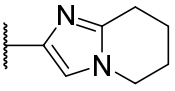
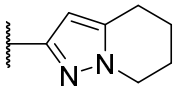
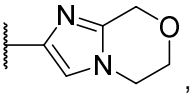
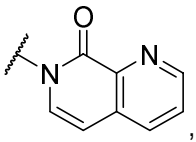
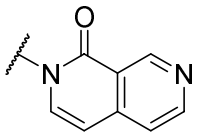
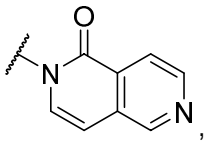
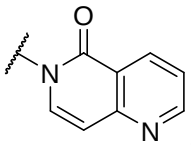
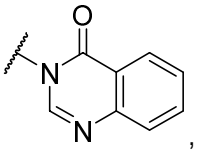
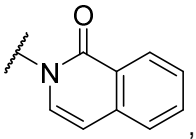
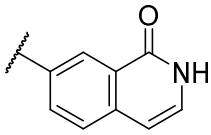
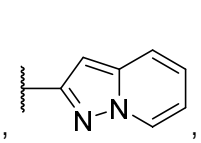
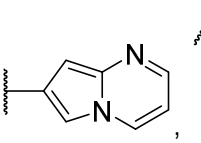
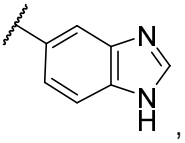
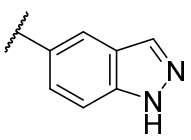
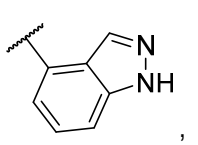
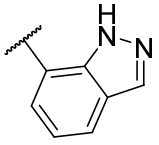
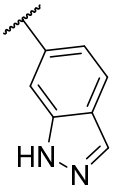
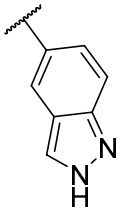
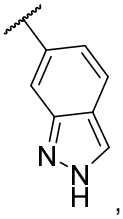
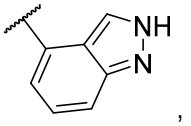
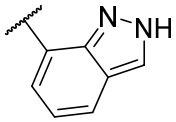
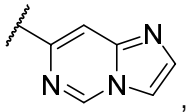
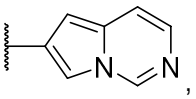
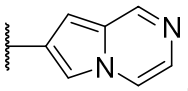
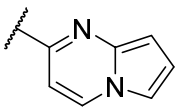
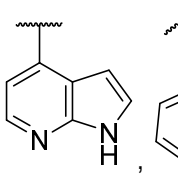
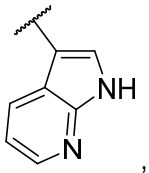
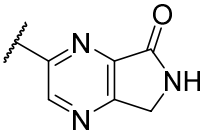
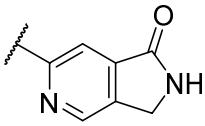
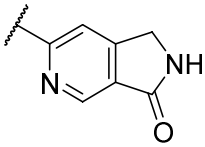
8. The compound or salt of claim 1, wherein R^5 is a CO_2Z bioisostere and is selected from the group consisting of .

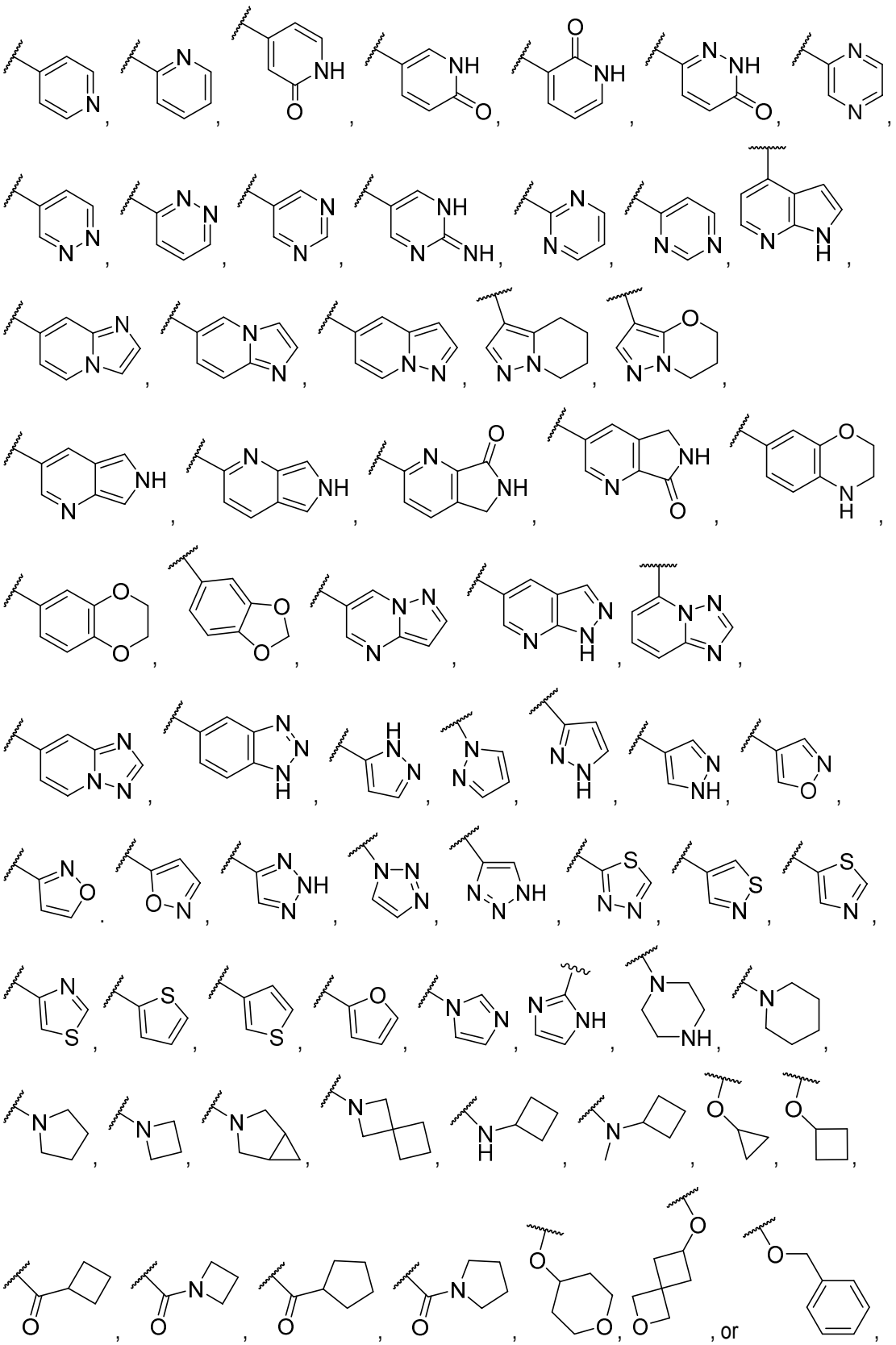
9. The compound or salt of claim 1, wherein R^5 is selected from the group consisting of CO_2C_{1-7}alkyl, .

10. The compound or salt of claim 1, wherein each R^6 and R^7 are independently H, C_{1-6}alkyl, or C(O)-C_{1-6}alkyl.

11. The compound or salt of claim 1, wherein at least one R^6 and R^7, together with the nitrogen to which they are attached, form a 4-10 membered heterocycle comprising 0-2 additional ring heteroatoms independently selected from N and O.

12. The compound or salt of claim 1, wherein R^3 is -$[O]_{0-1}$-C_{3-6}cycloalkyl, -$[O]_{0-1}$-C_{6-10}aryl, -$[O]_{0-1}$-4-8 membered heterocycle, or -$[O]_{0-1}$-5-10 membered heteroaryl, and R^3 is substituted with 0, 1, 2, or 3 R^{3a}.

13. The compound or salt of claim 1, wherein R^3 is , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , , .

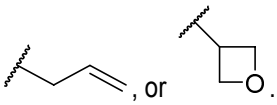


and is substituted with 0, 1, 2, or 3 R^{3a}.

14. The compound or salt of claim 1, wherein R^3 is substituted with 1 or 2 R^{3a}.

15. The compound or salt of claim 1, wherein at least one R^{3a} is halogen, CN, OH, =O, SO_2, C_{1-6}alkyl, C_{2-10}alkene, C_{1-6}hydroxyalkyl, C_{1-6}haloalkyl, C_{1-6}alkoxy, C_{1-6}haloalkoxy, C_{1-6}alkylene-O-C_{1-6}alkyl, N(C_{1-6}alkyl)$_2$, C_{1-6}alkylene-N(C_{1-6}alkyl)$_2$, -S-C_{1-6}alkyl, NHC(O)C_{1-6}alkyl, C_{1-6}alkylene-NHC(O)C_{1-6}alkyl, or C_{0-6}alkylene-3-6 membered heterocycle comprising 1, 2, or 3 heteroatoms selected from N, O, and S.

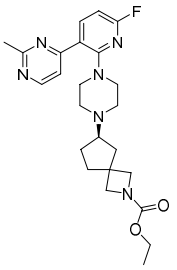
16. The compound or salt of claim 15, wherein at least one R^{3a} is CH_3, CH_2CH_3, $CH(CH_3)_2$, $CH_2CH(CH_3)_2$, CF_3, CH_2CH_2F, CH_2CHF_2, CH_2OH, $C(CH_3)_2OH$, CH_2OCH_3, $CH_2CH_2OCH_3$, $CH_2OCH_2CH_3$, F, CN, =O, SO_2, OH, OCH_3, OCH_2CH_3, $OCH(CH_3)_2$, $OCHF_2$, CH_2OCH_3, CH_2OCF_3, SCH_3, $N(CH_3)_2$, $NHCOCH_3$, CD_3,



17. A compound, or pharmaceutically acceptable salt thereof, as recited in Table A.

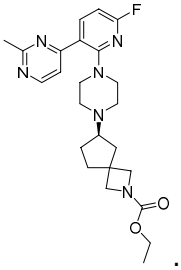
18. A pharmaceutical formulation comprising a therapeutically effective amount of the compound or salt of claim 1, and a pharmaceutically acceptable excipient.

19. A compound having the structure:



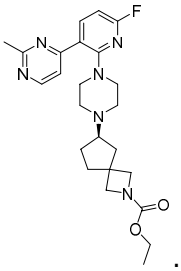
or a pharmaceutically acceptable salt thereof.

20. A compound having the structure:



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21. A pharmaceutically acceptable salt of a compound having the structure:



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