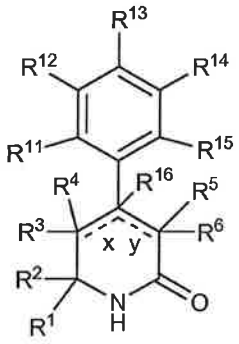
What is claimed is:

1. A compound of Formula (I):



(I)

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

--- designates a single or double bond;

x and y can be both a single bond; when x is a double bond, then y is a single bond and R^4 and R^{16} are absent; when y is a double bond, then x is a single bond and R^5 and R^{16} are absent;

R^1 is independently selected from the group consisting of: -CONH(C_{4-18} alkyl), -CONHC_{2-8} haloalkyl, -CONH$(CH_2)_{1-8}$Ph, -CONHCH_2COC_{2-8} alkyl, -$(CH_2)_m$-(C_{3-10} carbocycle substituted with 0-2 R^b and 0-2 R^g), -$(CH_2)_m$-(5- to 6-membered heteroaryl comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O and S; wherein said heteroaryl is substituted with 0-1 R^b and 0-2 R^g), and a C_{1-12} hydrocarbon chain substituted with 0-3 R^a; wherein said hydrocarbon chain may be straight or branched, saturated or unsaturated;

R^2 is independently selected from the group consisting of: C_{1-4} alkyl, C_{3-4} cycloalkyl, and C_{1-4} haloalkyl;

R^3 is independently selected from the group consisting of: H, F, Cl, C_{1-4} alkyl and CN;

R^4 and R^5 are independently selected from the group consisting of: H, F, Cl, and C_{1-4} alkyl;

when x is a single bond, R^3 and R^4 may be combined with the carbon atom to which they are attached to form a 3- to 6-membered carbocycle;

R^6 is independently selected from the group consisting of: H, halo, C_{1-4} alkyl, CN, NO_2, R^c, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, NH_2, $-CONH(C_{1-6}$ alkyl), $-NHCOX_1SO_2R^j$, $-NHCOCH_2PO(OEt)_2$, $-NHCOCOR^j$, $-NHCOCH(OH)R^j$, $-NHCOCH_2COR^j$, $-NHCONHR^j$, and $-OCONR^fR^j$;

X is independently selected from the group consisting of: O, S, NH, CONH, and NHCO;

X_1 is independently C_{1-4} hydrocarbon chain optionally substituted with C_{1-4} alkyl or C_{3-4} cycloalkyl;

when y is a single bond, R^5 and R^6 may be combined with the carbon atom to which they are attached to form a 3- to 6-membered carbocycle;

R^{11}, R^{12}, R^{13}, R^{14} and R^{15} are independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-2 R^i, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, $-(CH_2)_m-C_{3-6}$ cycloalkyl, CN, NR^fR^j, OR^j, SR^j, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), and a 4- to 6-membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O, and S;

alternatively, R^{11} and R^{12}, together with the carbon atoms to which they are attached, combine to form a 5 to 6-membered carbocyclic ring or a 5 to 6-membered heterocyclic ring comprising: carbon atoms and 1-3 heteroatoms selected from N, NR^e, O, and S;

alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5 to 6-membered carbocyclic ring or a 5 to 6-membered heterocyclic ring comprising: carbon atoms and 1-3 heteroatoms selected from N, NR^e, O, and S;

R^{16} is independently selected from the group consisting of: H and C_{1-4} alkyl;

R^a is, at each occurrence, independently selected from the group consisting of: halo, OH, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, $N(C_{1-4}$ alkyl$)_2$, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, and $-(CH_2)_n-(CH_2O)_m-(CH_2)_nR^f$;

R^b is, at each occurrence, independently selected from the group consisting of: halo, OH, C_{1-10} alkyl, C_{1-10} alkoxy, C_{1-10} haloalkyl, C_{1-10} haloalkoxy, C_{1-10} alkylthio,

C_{1-10} haloalkyltho, $N(C_{1-4}$ alkyl$)_2$, $-CONH(CH_2)_{4-20}H$, $-O(CH_2)_sO(C_{1-6}$ alkyl), R^c, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, and $-(CH_2)_n-(CH_2O)_m-(CH_2)_nR^f$;

R^c is, at each occurrence, independently selected from the group consisting of: C_{3-6} cycloalkyl substituted with 0-2 R^d, C_{3-6} cycloalkenyl substituted with 0-2 R^d, $-(CH_2)_m$-(phenyl substituted with 0-3 R^d), and a 5- to 6-membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O, and S; wherein said heterocycle is substituted with 0-2 R^d;

R^d is, at each occurrence, independently selected from the group consisting of: halo, OH, CN, NO_2, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, tetrazolyl, OBn and phenyl substituted with 0-2 R^h;

R^e is, at each occurrence, independently selected from the group consisting of: H, C_{1-8} alkyl, C_{1-8} haloalkyl, benzyl optionally substituted with C_{1-4} alkoxy, $CO(C_{1-4}$ alkyl) and COBn;

R^f is, at each occurrence, independently selected from the group consisting of: H and C_{1-4} alkyl;

R^g, R^h and R^i are, at each occurrence, independently selected from the group consisting of: halo, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, and C_{1-4} haloalkoxy;

R^j is, at each occurrence, independently selected from the group consisting of: C_{1-4} alkyl, C_{3-4} cycloalkyl and phenyl;

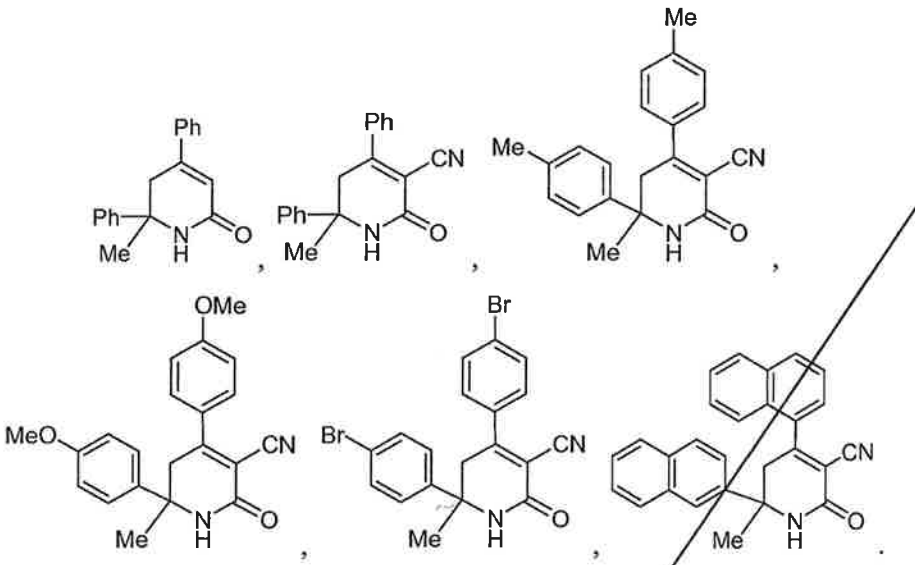
n, at each occurrence, is independently 0 or 1;

m, at each occurrence, is independently 0, 1, 2, 3, or 4

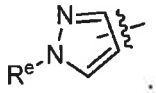
s, at each occurrence, is independently 1, 2, or 3; and

t, at each occurrence, is independently 0 or 1;

provided that the following compounds are excluded:



2. A compound according to claim 1, wherein:

R^1 is independently selected from the group consisting of: $-CONHC_{4-18}$ alkyl, $-CONH(CH_2)_{1-8}$ Ph, C_{1-12} alkyl substituted with 0-2 R^a, C_{1-12} alkenyl substituted with 0-2 R^a, C_{1-12} alkynyl substituted with 0-2 R^a, $-(CH_2)_m$-(phenyl substituted with 0-1 R^b and 0-2 R^g), $-(CH_2)_m$-(C_{3-6} cycloalkyl substituted with 0-1 R^b), and $-(CH_2)_m$-(5- to 6-membered heteroaryl substituted with 0-1 R^b and 0-2 R^g), wherein said heteroaryl is selected from: pyridyl, oxazolyl, thiazolyl and .

3. A compound according to claim 1 or claim 2, wherein:

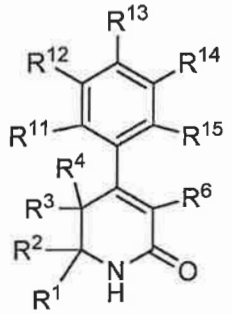
R^{11} and R^{15} are independently selected from the group consisting of: H, C_{1-4} alkyl and halo;

R^{12} and R^{14} are independently selected from the group consisting of: H, halo, C_{1-4} alkyl and C_{1-4} alkoxy; and

R^{13} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-1 R^i, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, $-(CH_2)_m$-C_{3-4} cycloalkyl, CN, NR^fR^j, SR^j, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), and

a 4- to 6-membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O, and S.

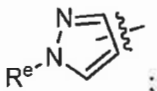
4. A compound according to any one of claims 1 to 3, wherein the compound is of Formula (II):



(II)

or a stereoisomer, a tautomer, or a pharmaceutically acceptable salt thereof.

5. A compound according to any one of claims 1 to 4, wherein:

R^1 is independently selected from the group consisting of: C_{1-6} alkyl, C_{3-6} cycloalkyl, $-CONHC_{4-18}$ alkyl, $-CONHC_{2-8}$ haloalkyl, $-CONH(CH_2)_{1-8}$ Ph, $-(CH_2)_m$-(phenyl substituted with 1 R^b and 0-2 R^g), and a 5- to 6-membered heteroaryl substituted with 0-1 R^b and 0-2 R^g, wherein said heteroaryl is selected from: pyridyl, oxazolyl, thiazolyl and  ;

R^2 is independently selected from the group consisting of: C_{1-4} alkyl and C_{1-4} haloalkyl;

R^3 is independently selected from the group consisting of: H and F;

R^4 is independently selected from the group consisting of: H and F;

R^6 is independently selected from the group consisting of: CN, NH_2, $-CONH(C_{1-6}$ alkyl), R^c, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, $-NHCO(CH_2)SO_2(C_{1-4}$ alkyl), $-NHCOCH_2PO(OEt)_2$, $-NHCOCO(C_{1-4}$ alkyl), $-NHCOCH(OH)(C_{1-4}$ alkyl), $-NHCOCH_2CO(C_{1-4}$ alkyl), $-NHCONH(C_{1-4}$ alkyl), and $-OCONH(C_{1-4}$ alkyl);

R^{11} and R^{15} are independently selected from the group consisting of: H, C_{1-4} alkyl and halo;

R^{12} and R^{14} are independently selected from the group consisting of: H, halo, C_{1-4} alkyl and C_{1-4} alkoxy;

R^{13} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-1 C_{1-4} alkoxy, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, $-(CH_2)_m$-C_{3-4} cycloalkyl, CN, $N(C_{1-4}$ alkyl$)_2$, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), pyrazolyl, and morpholinyl;

alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5 to 6-membered carbocyclic ring or a 5 to 6-membered heterocyclic ring comprising: carbon atoms and 1-3 heteroatoms selected from N, NR^e, O, and S;

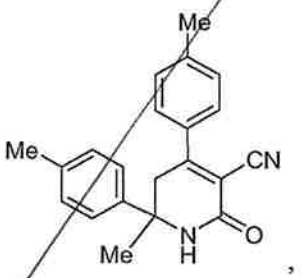
R^b is, at each occurrence, independently selected from the group consisting of: halo, OH, C_{1-8} alkyl, C_{1-8} alkoxy, C_{1-8} haloalkyl, C_{1-10} haloalkoxy, $-O(CH_2)_sO(C_{1-6}$ alkyl), $N(C_{1-4}$ alkyl$)_2$, $-CONH(CH_2)_{6-20}H$, $-(CH_2)_m(C_{3-6}$ cycloalkyl), $-(CH_2)_m(C_{4-6}$ cycloalkenyl), $-O(CH_2)_m(C_{3-6}$ cycloalkyl), 4-C_{1-4} alkoxy-Ph, $-O(CH_2)_m$Ph, morpholinyl, pyridyl, 2-C_{1-4} alkoxy-pyridin-5-yl, pyrimidinyl, pyrazinyl, and -O-pyrimidinyl;

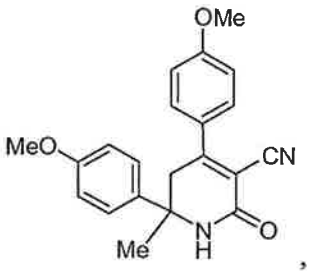
R^g is, at each occurrence, independently selected from the group consisting of: halo, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, and C_{1-4} haloalkoxy;

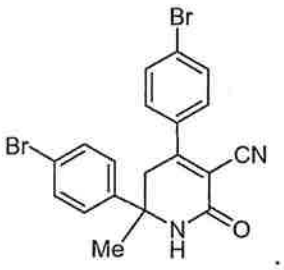
m, at each occurrence, is independently 0, 1, 2 or 3; and

s, at each occurrence, is independently 1, 2, or 3;

provided that the following compounds are excluded:



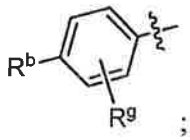
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6. A compound according to any one of claims 1 to 5, wherein:

R^1 is independently selected from the group consisting of: C_{1-6} alkyl,



$-CONHC_{4-18}$ alkyl, $-CONH(CH_2)_{1-8}Ph$, and ;

R^6 is independently selected from the group consisting of: CN, NH_2, $-CONH(C_{1-6}$ alkyl), $-NHCOCH_2PO(OEt)_2$, $-NHCO(CH_2)SO_2(C_{1-4}$ alkyl), R^c, OR^c, $-CONHR^c$, and $-NHCOR^c$;

R^{12} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl and C_{1-4} alkoxy;

R^{13} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-1 C_{1-4} alkoxy, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, $-(CH_2)_m-C_{3-4}$ cycloalkyl, CN, $N(C_{1-4}$ alkyl$)_2$, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), pyrazolyl, and morpholinyl;

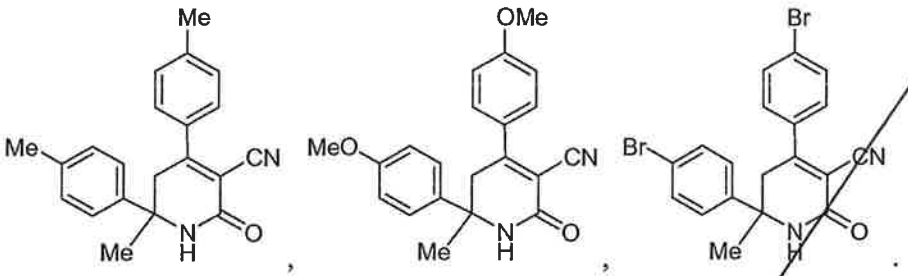
alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5 to 6-membered carbocyclic ring or a 5 to 6-membered saturated heterocyclic ring comprising carbon atoms and 1-2 oxygen atoms;

R^{14} is independently selected from the group consisting of: H and C_{1-4} alkoxy;

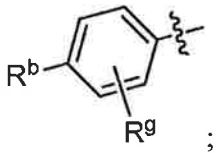
R^b is, at each occurrence, independently selected from the group consisting of: halo, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-10} haloalkoxy, $-O(CH_2)_sO(C_{1-6}$ alkyl), $-CONH(CH_2)_{6-20}H$, $-(CH_2)_m(C_{3-6}$ cycloalkyl), $-(CH_2)_m(C_{4-6}$ cycloalkenyl), $-O(CH_2)_m(C_{3-6}$ cycloalkyl), phenoxy, benzoxy, morpholinyl, 2-C_{1-4} alkoxy-pyridin-5-yl, pyrimidin-5-yl, pyrazin-2-yl and -O-pyrimidinyl; and

R^c is, at each occurrence, independently selected from the group consisting of: C_{3-6} cycloalkyl substituted with 0-2 R^d, $-(CH_2)_m$-(phenyl substituted with 0-3 R^d), and a heteroaryl selected from: oxazolyl, isoxazolyl, thiazolyl, pyrazolyl, imidazolyl, oxadiazolyl, triazolyl, tetrazolyl, pyridyl, and pyrazinyl; wherein said heteroaryl is substituted with 0-2 R^d; and

provided that the following compounds are excluded:



7. A compound according to any one of claims 1 to 6, wherein:

R^1 is  ;

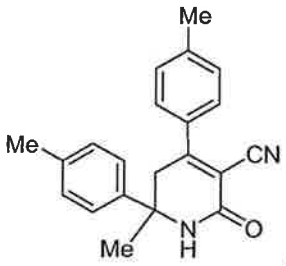
R^6 is independently selected from the group consisting of: NH_2, CN, -CONH(C_{1-4} alkyl), OPh, -CONH(C_{3-6} cycloalkyl), -CONHPh, -CONH-(2-halo-Ph), -CONH-(3-halo-Ph), -CONH-(4-halo-Ph), -CONH-(4-C_{1-4} alkyl-Ph), -CONH(4-OH-Ph), -CONH-(3-C_{1-4} alkoxy-Ph), -CONH-(4-C_{1-4} alkoxy-Ph), -CONH-(4-C_{1-4} haloalkyl-Ph), -CONH-(4-C_{1-4} haloalkoxy-Ph), -CONH-(4-CN-Ph), -CONH-(4-tetrazolyl-Ph), -CONH-(3-halo-4-C_{1-4} alkyl-Ph), -CONH-(3-halo-4-C_{1-4} alkoxy-Ph), -CONH$(CH_2)_2$Ph, -CONH(4-(4-C_{1-4} alkoxy-Ph)-thiazol-2-yl), -CONH(1-C_{1-4} alkyl-pyrazol-3-yl), -CONH(5-C_{1-4} alkoxy-pyrid-2-yl), -CONH(6-C_{1-4} alkoxy-pyrid-3-yl), -CONH(5-C_{1-4} alkoxy-pyrazin-2-yl), -CONH(6-C_{1-4} alkoxy-pyridazin-3-yl), -NHCO$(CH_2)SO_2(C_{1-4}$ alkyl), -NHCOPh, -NHCO(2-C_{1-4} alkyl-Ph), -NHCO(3-C_{1-4} alkyl-Ph), -NHCO(4-C_{1-4} alkyl-Ph), -NHCO(2-halo-Ph), -NHCO(3-halo-Ph), -NHCO(2-C_{1-4} haloalkyl-Ph), -NHCO(2-C_{1-4} haloalkoxy-Ph), -NHCO(2-halo-4-halo-Ph), -NHCO(2-halo-5-halo-Ph), -NHCO(oxazolyl), -NHCO(isoxazolyl), -NHCO(3-C_{1-4} alkyl-isoxazol-5-yl), -NHCO(4-C_{1-4} alkyl-isoxazol-5-yl), -NHCO(3-C_{1-4} alkoxy-isoxazol-5-yl), -NHCO(4-C_{1-4} alkoxy-isoxazol-5-yl), -NHCO(3-halo-isoxazol-5-yl), -NHCO(3-OBn-isoxazol-5-yl), -NHCO(3-(2-halo-Ph)-isoxazol-5-yl), -NHCO(3-(3-halo-Ph)-isoxazol-5-yl), -NHCO(5-C_{1-4} alkyl-1*H*-pyrazol-3-yl), imidazolyl,

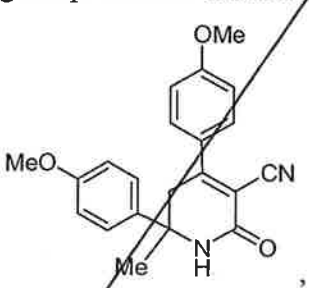
-NHCO(5-C_{1-4} alkyl-1,3,4-oxadiazol-2-yl), -NHCO(1-C_{1-4} alkyl-1,2,3-triazol-4-yl), -NHCO(6-C_{1-4} alkoxy-pyrid-3-yl), -NHCO(pyrazinyl), -NHCO(6-halo-pyridazin-3-yl), 5-C_{1-4} haloalkyl-1,3,4-oxadiazol-2-yl, 3-NO_2-1*H*-1,2,4-triazol-1-yl, tetrazolyl and 5-C_{1-4} alkyl-tetrazol-1-yl;

R^b is independently selected from the group consisting of: halo, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-8} haloalkoxy, -CONH$(CH_2)_{6-20}$H, C_{3-6} cycloalkyl, C_{4-6} cycloalkenyl, -O$(CH_2)_m$(C_{3-6} cycloalkyl), phenoxy, benzoxy, pyrimidinyl, pyrazinyl and -O-pyrimidinyl; and

R^g is independently selected from the group consisting of: halo and C_{1-4} alkyl;

provided that the following compounds are excluded:



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8. A compound according to any one of claims 1-7, wherein:

R^2 is independently selected from the group consisting of: CF_3 and Me;

R^3 is independently selected from the group consisting of: H and F;

R^4 is independently selected from the group consisting of: H and F;

R^6 is independently selected from the group consisting of: NH_2, CN, -CONHMe, OPh, -CONH(cyclopropyl), -CONH(cyclobutyl), -CONH(cyclopentyl), -CONH(cyclohexyl), -CONHPh, -CONH(4-F-Ph), -CONH(2-Cl-Ph), -CONH(4-Cl-Ph), -CONH(4-Me-Ph), -CONH(4-OH-Ph), -CONH(3-OMe-Ph), -CONH(4-OMe-Ph), -CONH(4-CF_3-Ph), -CONH(4-OCF_3-Ph), -CONH(1-Me-pyrazol-3-yl), -CONH(4-(1*H*-tetrazol-2-yl)-Ph), -CONH(4-(2*H*-tetrazol-5-yl)-Ph), -CONH(3-F-4-Me-Ph), -CONH(3-F-4-OMe-Ph), -CONH$(CH_2)_2$Ph, -CONH(5-OMe-pyrid-2-yl), -CONH(6-OMe-pyrid-3-yl), -CONH(5-OMe-pyrazin-2-yl), -CONH(6-OMe-pyridazin-3-yl), -NHCO$(CH_2)SO_2$Me, -NHCOPh, -NHCO(2-Me-Ph), -NHCO(3-Me-Ph), -NHCO(4-Me-Ph), -NHCO(2-Cl-Ph),

-NHCO(3-Cl-Ph), -NHCO(2-Cl-4-F-Ph), -NHCO(2-Cl-5-F-Ph), -NHCO(isoxazol-5-yl), -NHCO(3-Me-isoxazol-5-yl), -NHCO(4-Me-isoxazol-5-yl), -NHCO(3-OMe-isoxazol-5-yl), -NHCO(3-Br-isoxazol-5-yl), -NHCO(3-(2-Cl-Ph)-isoxazol-5-yl), -NHCO(3-(3-F-Ph)-isoxazol-5-yl), -NHCO(3-OBn-isoxazol-5-yl), 1*H*-imidazol-1-yl, -NHCO(5-Me-1,3,4-oxadiazol-2-yl), -NHCO(1-Me-1,2,3-triazol-4-yl), -NHCO(6-OMe-pyrid-3-yl), -NHCO(6-Cl-pyridazin-3-yl), 5-CF_3-1,3,4-oxadiazol-2-yl, 1*H*-tetrazol-1-yl, 1*H*-tetrazol-3-yl, and 2*H*-tetrazol-5-yl;

R^{11} and R^{15} are independently selected from the group consisting of: H, Me, F, and Cl;

R^{12} is independently selected from the group consisting of: H, F, Cl, Me and OMe;

R^{13} is independently selected from the group consisting of: H, F, Cl, Br, Me, OMe, OEt, CH_2OMe, CF_3, CH_2CF_3, $OCHF_2$, OCF_3, CN, $N(Me)_2$, cyclopropyl and cyclopropylmethyl;

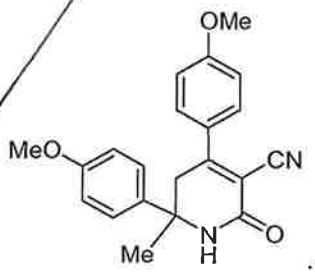
alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5 to 6-membered carbocyclic ring or a 5 to 6-membered saturated heterocyclic ring comprising; carbon atoms and 1-2 oxygen atoms;

R^{14} is H;

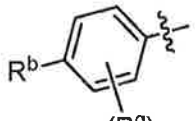
R^b is, at each occurrence, independently selected from the group consisting of: n-pentyl, methoxy, n-butoxy, i-butoxy, i-pentoxy, $-O(CH_2)_{1-6}CF_3$, $-O(CH_2)_{1-4}CF_2CF_3$, $-CONH(CH_2)_{6-20}H$, cyclopropyl, cyclopent-1-en-1-yl, cyclohex-1-en-1-yl, $-O(CH_2)_2$(cyclopentyl), phenoxy, benzoxy, pyrimidin-5-yl, pyrazin-2-yl and -O-pyrimidin-2-yl; and

R^g is F;

provided that the following compound is excluded:



9. A compound according to Claim 4 or Claim 5, wherein:

R^1 is ;

R^2 is independently selected from CF_3 and CH_3;

R^6 is independently selected from: CN, R^c, -$CONHR^c$, -$NHCOR^c$, and -$NHCOCH_2SO_2$ (C_{1-4} alkyl);

R^b is independently selected from: -$O(CH_2)_{1-6}CF_3$, -$O(CH_2)_{1-4}CF_2CF_3$, -$CONH(CH_2)_{6-20}H$, cyclopent-1-en-1-yl, cyclohex-1-en-1-yl, -$O(CH_2)_2$(cyclopentyl), phenoxy, benzoxy, pyrimidin-5-yl, pyrazin-2-yl and -O-pyrimidin-2-yl;

R^c is, at each occurrence, independently selected from the group consisting of: -$(CH_2)_m$-(phenyl substituted with 0-3 R^d), and a heteroaryl selected from: oxazolyl, isoxazolyl, pyrazolyl, imidazolyl, oxadiazolyl, triazolyl, tetrazolyl, pyridyl, and pyrazinyl; wherein said heteroaryl is substituted with 0-2 R^d; and

R^d is, at each occurrence, independently selected from the group consisting of: halo, OH, CN, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, tetrazolyl and OBn.

10. A compound according to claim 1, wherein the compound is selected from:

(*S*)-3-(1*H*-tetrazol-5-yl)-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-N-(4-methoxyphenyl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-3-(2*H*-tetrazol-5-yl)-4-(p-tolyl)-6-(4-((6,6,6-trifluorohexyl)oxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carbonitrile,

(*S*)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-N-(4-(trifluoromethoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-N-(6-methoxypyridin-3-yl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-N-cyclopropyl-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-N-(4-hydroxyphenyl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-4-(4-(difluoromethoxy)phenyl)-2-oxo-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carbonitrile,

(*S*)-2-oxo-4-(p-tolyl)-6-(trifluoromethyl)-6-(4-(3,3,3-trifluoropropoxy)phenyl)-1,2,5,6-tetrahydropyridine-3-carbonitrile,

(*S*)-4-(4-(difluoromethoxy)phenyl)-3-(1*H*-tetrazol-1-yl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-3-methyl-N-(2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridin-3-yl)isoxazole-5-carboxamide,

(*S*)-5-methyl-N-(2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridin-3-yl)-1,3,4-oxadiazole-2-carboxamide,

N^2-heptyl-N^5-(4-methoxyphenyl)-2-methyl-6-oxo-4-(p-tolyl)-1,2,3,6-tetrahydropyridine-2,5-dicarboxamide,

(*S*)-3-(1*H*-tetrazol-1-yl)-4-(p-tolyl)-6-(4-((6,6,6-trifluorohexyl)oxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-2-oxo-4-(p-tolyl)-6-(4-((6,6,6-trifluorohexyl)oxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carbonitrile,

(*S*)-4-(5,6,7,8-tetrahydronaphthalen-2-yl)-3-(1*H*-tetrazol-5-yl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-2-(methylsulfonyl)-N-(2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridin-3-yl)acetamide,

(*S*)-3-(1*H*-tetrazol-5-yl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-4-(4-(2,2,2-trifluoroethyl)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one, and

(*S*)-N-(5-methoxypyrazin-2-yl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide;

or a pharmaceutically acceptable salt thereof.

11. A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a compound of any one of claims 1 to 10, or a stereoisomer, a tautomer, or a pharmaceutically acceptable salt thereof.

12. The pharmaceutical composition according to claim 11, further comprising one or more other suitable therapeutic agents useful in the treatment of the aforementioned disorders including: anti-diabetic agents, anti-hyperglycemic agents, anti-hyperinsulinemic agents, anti-retinopathic agents, anti-neuropathic agents, anti-nephropathic agents, anti-atherosclerotic agents, anti-ischemic agents, anti-hypertensive agents, anti-obesity agents, anti-dyslipidemic agents, anti-dyslipidemic agents, anti-hyperlipidemic agents, anti-hypertriglyceridemic agents, anti-hypercholesterolemic agents, anti-restenotic agents, anti-pancreatic agents, lipid lowering agents, anorectic agents, memory enhancing agents, anti-dementia agents, or cognition promoting agents, appetite suppressants, treatments for heart failure, treatments for peripheral arterial disease and anti-inflammatory agents.

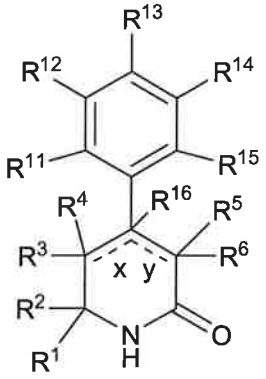
13. The pharmaceutical composition according to claim 11, further comprising a dipeptidyl peptidase-IV inhibitor.

14. A compound of any one of claims 1 to 10 for use in preventing, modulating or treating diabetes, hyperglycemia, impaired glucose tolerance, gestational diabetes, insulin resistance, hyperinsulinemia, nonalcoholic fatty liver disease (NAFLD) including nonalcoholic steatohepatitis (NASH), retinopathy, neuropathy, nephropathy, delayed wound healing, atherosclerosis and its sequelae, abnormal heart function, myocardial ischemia, stroke, Metabolic Syndrome, hypertension, obesity, dyslipidemia, dyslipidemia, hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low high-density lipoprotein (HDL), high low-density lipoprotein (LDL), non-cardiac ischemia, lipid disorders, and glaucoma.

15. A compound for use according to claim 14, wherein the compound of any one of of claims 1 to 10 is used simultaneously, separately or sequentially with an additional therapeutic agent.

What is claimed is:

1. A compound of Formula (I):



(I)

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

$\overline{---}$ designates a single or double bond;

x and y can be both a single bond; when x is a double bond, then y is a single bond and R^4 and R^{16} are absent; when y is a double bond, then x is a single bond and R^5 and R^{16} are absent;

R^1 is independently selected from the group consisting of: -CONH(C_{4-18} alkyl), -CONHC_{2-8} haloalkyl, -CONH$(CH_2)_{1-8}$Ph, -CONHCH_2COC_{2-8} alkyl, -$(CH_2)_m$-(C_{3-10} carbocycle substituted with 0-2 R^b and 0-2 R^g), -$(CH_2)_m$-(5- to 6-membered heteroaryl comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O and S; wherein said heteroaryl is substituted with 0-1 R^b and 0-2 R^g), and a C_{1-12} hydrocarbon chain substituted with 0-3 R^a; wherein said hydrocarbon chain may be straight or branched, saturated or unsaturated;

R^2 is independently selected from the group consisting of: C_{1-4} alkyl, C_{3-4} cycloalkyl, and C_{1-4} haloalkyl;

R^3 is independently selected from the group consisting of: H, F, Cl, C_{1-4} alkyl and CN;

R^4 and R^5 are independently selected from the group consisting of: H, F, Cl, and C_{1-4} alkyl;

when x is a single bond, R^3 and R^4 may be combined with the carbon atom to which they are attached to form a 3- to 6-membered carbocycle;

R^6 is independently selected from the group consisting of: H, halo, C_{1-4} alkyl, NO_2, R^c, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, NH_2, $-CONH(C_{1-6}$ alkyl), $-NHCOX_1SO_2R^j$, $-NHCOCH_2PO(OEt)_2$, $-NHCOCOR^j$, $-NHCOCH(OH)R^j$, $-NHCOCH_2COR^j$, $-NHCONHR^j$, and $-OCONR^fR^j$;

X is independently selected from the group consisting of: O, S, NH, CONH, and NHCO;

X_1 is independently C_{1-4} hydrocarbon chain optionally substituted with C_{1-4} alkyl or C_{3-4} cycloalkyl;

when y is a single bond, R^5 and R^6 may be combined with the carbon atom to which they are attached to form a 3- to 6-membered carbocycle;

R^{11}, R^{12}, R^{13}, R^{14} and R^{15} are independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-2 R^i, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, $-(CH_2)_m-C_{3-6}$ cycloalkyl, CN, NR^fR^j, OR^j, SR^j, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), and a 4- to 6-membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O, and S;

alternatively, R^{11} and R^{12}, together with the carbon atoms to which they are attached, combine to form a 5- to 6-membered carbocyclic ring or a 5- to 6-membered heterocyclic ring comprising: carbon atoms and 1-3 heteroatoms selected from N, NR^e, O, and S;

alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5- to 6-membered carbocyclic ring or a 5- to 6-membered heterocyclic ring comprising: carbon atoms and 1-3 heteroatoms selected from N, NR^e, O, and S;

R^{16} is independently selected from the group consisting of: H and C_{1-4} alkyl;

R^a is, at each occurrence, independently selected from the group consisting of: halo, OH, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, $N(C_{1-4}$ alkyl$)_2$, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, and $-(CH_2)_n-(CH_2O)_m-(CH_2)_nR^f$;

R^b is, at each occurrence, independently selected from the group consisting of: halo, OH, C_{1-10} alkyl, C_{1-10} alkoxy, C_{1-10} haloalkyl, C_{1-10} haloalkoxy, C_{1-10} alkylthio,

C_{1-10} haloalkylthio, $N(C_{1-4}$ alkyl$)_2$, $-CONH(CH_2)_{4-20}H$, $-O(CH_2)_sO(C_{1-6}$ alkyl), R^c, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, and $-(CH_2)_n-(CH_2O)_m-(CH_2)_nR^f$;

R^c is, at each occurrence, independently selected from the group consisting of: C_{3-6} cycloalkyl substituted with 0-2 R^d, C_{3-6} cycloalkenyl substituted with 0-2 R^d, $-(CH_2)_m$-(phenyl substituted with 0-3 R^d), and a 5- to 6-membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O, and S; wherein said heterocycle is substituted with 0-2 R^d;

R^d is, at each occurrence, independently selected from the group consisting of: halo, OH, CN, NO_2, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, tetrazolyl, OBn and phenyl substituted with 0-2 R^h;

R^e is, at each occurrence, independently selected from the group consisting of: H, C_{1-8} alkyl, C_{1-8} haloalkyl, benzyl optionally substituted with C_{1-4} alkoxy, $CO(C_{1-4}$ alkyl) and COBn;

R^f is, at each occurrence, independently selected from the group consisting of: H and

C_{1-4} alkyl;

R^g, R^h and R^i are, at each occurrence, independently selected from the group consisting of: halo, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, and C_{1-4} haloalkoxy;

R^j is, at each occurrence, independently selected from the group consisting of: C_{1-4} alkyl,

C_{3-4} cycloalkyl and phenyl;

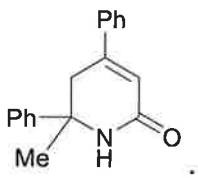
n, at each occurrence, is independently 0 or 1;

m, at each occurrence, is independently 0, 1, 2, 3, or 4

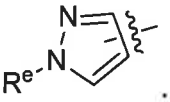
s, at each occurrence, is independently 1, 2, or 3; and

t, at each occurrence, is independently 0 or 1;

provided that the following compound is excluded:



2. A compound according to claim 1, wherein:

R^1 is independently selected from the group consisting of: -$CONHC_{4-18}$ alkyl, -$CONH(CH_2)_{1-8}$ Ph, C_{1-12} alkyl substituted with 0-2 R^a, C_{1-12} alkenyl substituted with 0-2 R^a, C_{1-12} alkynyl substituted with 0-2 R^a, -$(CH_2)_m$-(phenyl substituted with 0-1 R^b and 0-2 R^g), -$(CH_2)_m$-(C_{3-6} cycloalkyl substituted with 0-1 R^b), and -$(CH_2)_m$-(5- to 6-membered heteroaryl substituted with 0-1 R^b and 0-2 R^g), wherein said heteroaryl is selected from: pyridyl, oxazolyl, thiazolyl and .

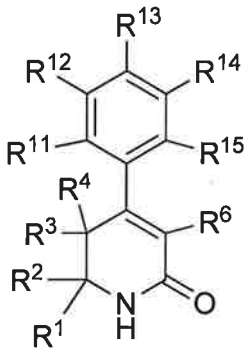
3. A compound according to claim 1 or claim 2, wherein:

R^{11} and R^{15} are independently selected from the group consisting of: H, C_{1-4} alkyl and halo;

R^{12} and R^{14} are independently selected from the group consisting of: H, halo, C_{1-4} alkyl and C_{1-4} alkoxy; and

R^{13} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-1 R^i, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, -$(CH_2)_m$-C_{3-4} cycloalkyl, CN, NR^fR^j, SR^j, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), and a 4- to 6-membered heterocycle comprising: carbon atoms and 1-4 heteroatoms selected from N, NR^e, O, and S.

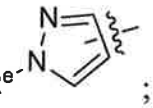
4. A compound according to any one of claims 1 to 3, wherein the compound is of Formula (II):



(II)

or a stereoisomer, a tautomer, or a pharmaceutically acceptable salt thereof.

5. A compound according to any one of claims 1 to 4, wherein:

R^1 is independently selected from the group consisting of: C_{1-6} alkyl, C_{3-6} cycloalkyl, $-CONHC_{4-18}$ alkyl, $-CONHC_{2-8}$ haloalkyl, $-CONH(CH_2)_{1-8}$ Ph, $-(CH_2)_m$-(phenyl substituted with 1 R^b and 0-2 Rg), and a 5- to 6-membered heteroaryl substituted with 0-1 R^b and 0-2 Rg, wherein said heteroaryl is selected from: pyridyl, oxazolyl, thiazolyl and ;

R^2 is independently selected from the group consisting of: C_{1-4} alkyl and C_{1-4} haloalkyl;

R^3 is independently selected from the group consisting of: H and F;

R^4 is independently selected from the group consisting of: H and F;

R^6 is independently selected from the group consisting of: NH_2, $-CONH(C_{1-6}$ alkyl), R^c, $-(CH_2)_n-(X)_t-(CH_2)_mR^c$, $-NHCO(CH_2)SO_2(C_{1-4}$ alkyl), $-NHCOCH_2PO(OEt)_2$, $-NHCOCO(C_{1-4}$ alkyl), $-NHCOCH(OH)(C_{1-4}$ alkyl), $-NHCOCH_2CO(C_{1-4}$ alkyl), $-NHCONH(C_{1-4}$ alkyl), and $-OCONH(C_{1-4}$ alkyl);

R^{11} and R^{15} are independently selected from the group consisting of: H, C_{1-4} alkyl and halo;

R^{12} and R^{14} are independently selected from the group consisting of: H, halo, C_{1-4} alkyl and C_{1-4} alkoxy;

R^{13} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-1 C_{1-4} alkoxy, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, $-(CH_2)_m-C_{3-4}$ cycloalkyl, CN, $N(C_{1-4}$ alkyl)$_2$, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), pyrazolyl, and morpholinyl;

alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5- to 6-membered carbocyclic ring or a 5- to 6-membered heterocyclic ring comprising: carbon atoms and 1-3 heteroatoms selected from N, NR^e, O, and S;

R^b is, at each occurrence, independently selected from the group consisting of: halo, OH, C_{1-8} alkyl, C_{1-8} alkoxy, C_{1-8} haloalkyl, C_{1-10} haloalkoxy, $-O(CH_2)_sO(C_{1-6}$

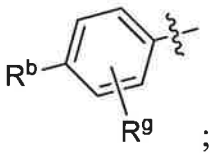
alkyl), $N(C_{1-4}$ alkyl$)_2$, $-CONH(CH_2)_{6-20}H$, $-(CH_2)_m(C_{3-6}$ cycloalkyl), $-(CH_2)_m(C_{4-6}$ cycloalkenyl), $-O(CH_2)_m(C_{3-6}$ cycloalkyl), 4-C_{1-4} alkoxy-Ph, $-O(CH_2)_mPh$, morpholinyl, pyridyl, 2-C_{1-4} alkoxy-pyridin-5-yl, pyrimidinyl, pyrazinyl, and -O-pyrimidinyl;

R^g is, at each occurrence, independently selected from the group consisting of: halo, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, and C_{1-4} haloalkoxy;

m, at each occurrence, is independently 0, 1, 2 or 3; and

s, at each occurrence, is independently 1, 2, or 3.

6. A compound according to any one of claims 1 to 5, wherein:

R^1 is independently selected from the group consisting of: C_{1-6} alkyl, 

$-CONHC_{4-18}$ alkyl, $-CONH(CH_2)_{1-8}Ph$, and ;

R^6 is independently selected from the group consisting of: NH_2, $-CONH(C_{1-6}$ alkyl), $-NHCOCH_2PO(OEt)_2$, $-NHCO(CH_2)SO_2(C_{1-4}$ alkyl), R^c, OR^c, $-CONHR^c$, and $-NHCOR^c$;

R^{12} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl and C_{1-4} alkoxy;

R^{13} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-1 C_{1-4} alkoxy, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, $-(CH_2)_m$-C_{3-4} cycloalkyl, CN, $N(C_{1-4}$ alkyl$)_2$, $NHCO_2(C_{1-4}$ alkyl), $NHSO_2(C_{1-4}$ alkyl), pyrazolyl, and morpholinyl;

alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5- to 6-membered carbocyclic ring or a 5- to 6-membered saturated heterocyclic ring comprising: carbon atoms and 1-2 oxygen atoms;

R^{14} is independently selected from the group consisting of: H and C_{1-4} alkoxy;

R^b is, at each occurrence, independently selected from the group consisting of: halo, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-10} haloalkoxy, $-O(CH_2)_sO(C_{1-6}$ alkyl), $-CONH(CH_2)_{6-20}H$, $-(CH_2)_m(C_{3-6}$ cycloalkyl), $-(CH_2)_m(C_{4-6}$ cycloalkenyl),

-O$(CH_2)_m$(C_{3-6} cycloalkyl), phenoxy, benzoxy, morpholinyl, 2-C_{1-4} alkoxy-pyridin-5-yl, pyrimidin-5-yl, pyrazin-2-yl and -O-pyrimidinyl; and

R^c is, at each occurrence, independently selected from the group consisting of: C_{3-6} cycloalkyl substituted with 0-2 R^d, -$(CH_2)_m$-(phenyl substituted with 0-3 R^d), and a heteroaryl selected from: oxazolyl, isoxazolyl, thiazolyl, pyrazolyl, imidazolyl, oxadiazolyl, triazolyl, tetrazolyl, pyridyl, and pyrazinyl; wherein said heteroaryl is substituted with 0-2 R^d.

7. A compound according to any one of claims 1-6, wherein:

R^2 is independently selected from the group consisting of: CF_3 and Me;

R^3 is independently selected from the group consisting of: H and F;

R^4 is independently selected from the group consisting of: H and F;

R^6 is independently selected from the group consisting of: NH_2, -CONHMe, OPh, -CONH(cyclopropyl), -CONH(cyclobutyl), -CONH(cyclopentyl), -CONH(cyclohexyl), -CONHPh, -CONH(4-F-Ph), -CONH(2-Cl-Ph), -CONH(4-Cl-Ph), -CONH(4-Me-Ph), -CONH(4-OH-Ph), -CONH(3-OMe-Ph), -CONH(4-OMe-Ph), -CONH(4-CF_3-Ph), -CONH(4-OCF_3-Ph), -CONH(1-Me-pyrazol-3-yl), -CONH(4-(1*H*-tetrazol-2-yl)-Ph), -CONH(4-(2*H*-tetrazol-5-yl)-Ph), -CONH(3-F-4-Me-Ph), -CONH(3-F-4-OMe-Ph), -CONH$(CH_2)_2$Ph, -CONH(5-OMe-pyrid-2-yl), -CONH(6-OMe-pyrid-3-yl), -CONH(5-OMe-pyrazin-2-yl), -CONH(6-OMe-pyridazin-3-yl), -NHCO$(CH_2)SO_2$Me, -NHCOPh, -NHCO(2-Me-Ph), -NHCO(3-Me-Ph), -NHCO(4-Me-Ph), -NHCO(2-Cl-Ph), -NHCO(3-Cl-Ph), -NHCO(2-Cl-4-F-Ph), -NHCO(2-Cl-5-F-Ph), -NHCO(isoxazol-5-yl), -NHCO(3-Me-isoxazol-5-yl), -NHCO(4-Me-isoxazol-5-yl), -NHCO(3-OMe-isoxazol-5-yl), -NHCO(3-Br-isoxazol-5-yl), -NHCO(3-(2-Cl-Ph)-isoxazol-5-yl), -NHCO(3-(3-F-Ph)-isoxazol-5-yl), -NHCO(3-OBn-isoxazol-5-yl), 1*H*-imidazol-1-yl, -NHCO(5-Me-1,3,4-oxadiazol-2-yl), -NHCO(1-Me-1,2,3-triazol-4-yl), -NHCO(6-OMe-pyrid-3-yl), -NHCO(6-Cl-pyridazin-3-yl), 5-CF_3-1,3,4-oxadiazol-2-yl, 1*H*-tetrazol-1-yl, 1*H*-tetrazol-3-yl, and 2*H*-tetrazol-5-yl;

R^{11} and R^{15} are independently selected from the group consisting of: H, Me, F, and Cl;

R^{12} is independently selected from the group consisting of: H, F, Cl, Me and OMe;

R^{13} is independently selected from the group consisting of: H, F, Cl, Br, Me, OMe, OEt, CH_2OMe, CF_3, CH_2CF_3, $OCHF_2$, OCF_3, CN, $N(Me)_2$, cyclopropyl and cyclopropylmethyl;

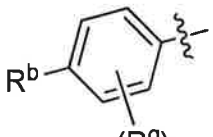
alternatively, R^{12} and R^{13}, together with the carbon atoms to which they are attached, combine to form a 5- to 6-membered carbocyclic ring or a 5- to 6-membered saturated heterocyclic ring comprising: carbon atoms and 1-2 oxygen atoms;

R^{14} is H;

R^b is, at each occurrence, independently selected from the group consisting of: n-pentyl, methoxy, n-butoxy, i-butoxy, i-pentoxy, $-O(CH_2)_{1-6}CF_3$, $-O(CH_2)_{1-4}CF_2CF_3$, $-CONH(CH_2)_{6-20}H$, cyclopropyl, cyclopent-1-en-1-yl, cyclohex-1-en-1-yl, $-O(CH_2)_2$(cyclopentyl), phenoxy, benzoxy, pyrimidin-5-yl, pyrazin-2-yl and -O-pyrimidin-2-yl; and

R^g is F.

8. A compound according to Claim 4 or Claim 5, wherein:

R^1 is 

;

R^2 is independently selected from CF_3 and CH_3;

R^6 is independently selected from: R^c, $-CONHR^c$, $-NHCOR^c$, and $-NHCOCH_2SO_2(C_{1-4}$ alkyl);

R^b is independently selected from: $-O(CH_2)_{1-6}CF_3$, $-O(CH_2)_{1-4}CF_2CF_3$, $-CONH(CH_2)_{6-20}H$, cyclopent-1-en-1-yl, cyclohex-1-en-1-yl, $-O(CH_2)_2$(cyclopentyl), phenoxy, benzoxy, pyrimidin-5-yl, pyrazin-2-yl and -O-pyrimidin-2-yl;

R^c is, at each occurrence, independently selected from the group consisting of: $-(CH_2)_m$-(phenyl substituted with 0-3 R^d), and a heteroaryl selected from: oxazolyl, isoxazolyl, pyrazolyl, imidazolyl, oxadiazolyl, triazolyl, tetrazolyl, pyridyl, and pyrazinyl; wherein said heteroaryl is substituted with 0-2 R^d; and

R^d is, at each occurrence, independently selected from the group consisting of: halo, OH, CN, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, tetrazolyl and OBn.

9. A compound according to any of claims 1 to 6 or 8, wherein:

R^{13} is independently selected from the group consisting of: H, halo, C_{1-4} alkyl substituted with 0-1 C_{1-4} alkoxy, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN or C_{3-4} cycloalkyl.

10. A compound according to any one of claims 1-5, 8 or 9 wherein:

R^1 is independently 

.

11. A compound according to any one of claims 1-10, wherein:

R^b is independently selected from: $-O(CH_2)_{1-6}CF_3$, and $-O(CH_2)_{1-4}CF_2CF_3$.

12. A compound according to any one of claims 1-5, wherein:

R^6 is independently 5-membered nitrogen heteroaryl.

13. A compound according to any one of claims 1-12, wherein:

R^6 is independently: 1*H*-imidazol-1-yl, 1*H*-tetrazol-1-yl, 1*H*-tetrazol-3-yl, or 2*H*-tetrazol-5-yl.

14. A compound according to claim 1, wherein the compound is selected from:

(*S*)-3-(1*H*-tetrazol-5-yl)-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-N-(4-methoxyphenyl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-3-(2*H*-tetrazol-5-yl)-4-(p-tolyl)-6-(4-((6,6,6-trifluorohexyl)oxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-N-(4-(trifluoromethoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-N-(6-methoxypyridin-3-yl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-N-cyclopropyl-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-N-(4-hydroxyphenyl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide,

(*S*)-4-(4-(difluoromethoxy)phenyl)-3-(1*H*-tetrazol-1-yl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-3-methyl-N-(2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridin-3-yl)isoxazole-5-carboxamide,

(*S*)-5-methyl-N-(2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridin-3-yl)-1,3,4-oxadiazole-2-carboxamide,

N^2-heptyl-N^5-(4-methoxyphenyl)-2-methyl-6-oxo-4-(p-tolyl)-1,2,3,6-tetrahydropyridine-2,5-dicarboxamide,

(*S*)-3-(1*H*-tetrazol-1-yl)-4-(p-tolyl)-6-(4-((6,6,6-trifluorohexyl)oxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

(*S*)-4-(5,6,7,8-tetrahydronaphthalen-2-yl)-3-(1*H*-tetrazol-5-yl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one,

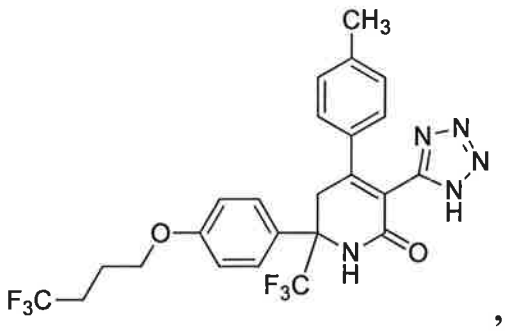
(*S*)-2-(methylsulfonyl)-N-(2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridin-3-yl)acetamide,

(*S*)-3-(1*H*-tetrazol-5-yl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-4-(4-(2,2,2-trifluoroethyl)phenyl)-6-(trifluoromethyl)-5,6-dihydropyridin-2(1*H*)-one, and

(*S*)-N-(5-methoxypyrazin-2-yl)-2-oxo-4-(p-tolyl)-6-(4-(4,4,4-trifluorobutoxy)phenyl)-6-(trifluoromethyl)-1,2,5,6-tetrahydropyridine-3-carboxamide;

or a tautomer, or a pharmaceutically acceptable salt thereof.

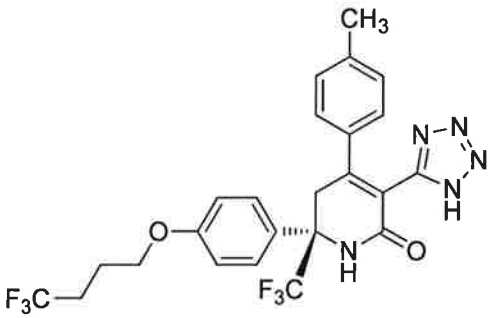
15. A compound according to claim 1, wherein the compound has the following formula:



,

or a stereoisomer, a tautomer, or a pharmaceutically acceptable salt thereof.

16. A compound according to claim 15, wherein the compound has the following formula:



or a tautomer, or a pharmaceutically acceptable salt thereof.

17. A pharmaceutically acceptable salt of the compound according to claim 15 or claim 16.

18. A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a compound of any one of claims 1 to 17, a stereoisomer, a tautomer, a pharmaceutically acceptable salt or a solvate thereof, optionally in combination simultaneously, separately or sequentially with one or more additional therapeutic agents.

19. The pharmaceutical composition according to claim 18, further comprising one or more additional therapeutic agents selected from: anti-diabetic agents, anti-hyperglycemic agents, anti-hyperinsulinemic agents, anti-retinopathic agents, anti-neuropathic agents, anti-nephropathic agents, anti-atherosclerotic agents, anti-ischemic agents, anti-hypertensive agents, anti-obesity agents, anti-dyslipidemic agents, anti-hyperlipidemic agents, anti-hypertriglyceridemic agents,

anti-hypercholesterolemic agents, anti-restenotic agents, lipid lowering agents, anorectic agents, and appetite suppressants.

20. The pharmaceutical composition according to claim 18, further comprising one or more other suitable therapeutic agents selected from: a dipeptidyl peptidase-IV inhibitor, a sodium-glucose transporter-2 inhibitor and a 11b-HSD-1 inhibitor.

21. A compound of any one of claim 1-17, or a stereoisomer, a tautomer, a pharmaceutically acceptable salt or a solvate thereof, for use in therapy.

22. A compound of any one of claims 1 to 17, or a stereoisomer, a tautomer, a pharmaceutically acceptable salt or a solvate thereof, for use in preventing, modulating or treating diabetes, hyperglycemia, impaired glucose tolerance, gestational diabetes, insulin resistance, hyperinsulinemia, nonalcoholic fatty liver disease (NAFLD) including nonalcoholic steatohepatitis (NASH), retinopathy, neuropathy, nephropathy, delayed wound healing, atherosclerosis and its sequelae, abnormal heart function, myocardial ischemia, stroke, Metabolic Syndrome, hypertension, obesity, dyslipidemia, hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low high-density lipoprotein (HDL), high low-density lipoprotein (LDL), non-cardiac ischemia, lipid disorders, or glaucoma.

23. A compound for use according to claim 21 or claim 22, wherein the compound is used simultaneously, separately or sequentially with one or more additional therapeutic agents.