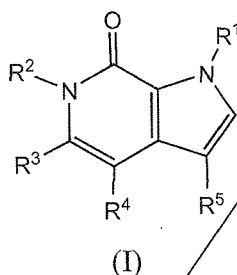


alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylenyl)-CN;

R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

In another aspect, the present disclosure provides a compound of formula (I) or a pharmaceutically acceptable salt thereof,



wherein

R¹ is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R² is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R³ is H, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, -OR^{3a}, -NR^{3b}R^{3c}, -N(R^{3b})C(O)R^{3d}, -N(R^{3b})C(O)NR^{3b}R^{3c}, -N(R^{3b})S(O)₂NR^{3b}R^{3c}, -C(O)R^{3a}, -C(O)OR^{3a}, -C(O)NR^{3b}R^{3c}, -S(O)R^{3d}, -S(O)₂R^{3a}, -S(O)₂NR^{3b}R^{3c}, or G¹; wherein the C₁-C₆ alkyl, C₂-C₆ alkenyl, and C₂-C₆ alkynyl are each independently unsubstituted or substituted with 1 or 2 substituents independently selected from the group consisting of halogen, G¹, -OR^{3a}, and -NR^{3b}R^{3c};

R^{3a}, R^{3b}, and R^{3c}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G¹, or -(C₁-C₆ alkylenyl)-G¹;

R^{3d}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G¹, or -(C₁-C₆ alkylenyl)-G¹;

G¹, at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G¹ is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} groups;

R⁴ is H, C₁-C₆ alkyl, halogen, or C₁-C₆ haloalkyl;

R⁵ is a monocyclic or bicyclic ring selected from the group consisting of aryl and heteroaryl; each of which is substituted with 1, 2, or 3 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, G², -OR^a, -OC(O)R^b, -OC(O)NR^cR^d, -SR^a,

-S(O)₂R^a, -S(O)₂NR^cR^d, -C(O)R^a, -C(O)OR^a, -C(O)NR^cR^d, -NR^cR^d, -N(R^e)C(O)R^b,
 -N(R^e)S(O)₂R^b, -N(R^e)C(O)O(R^b), -N(R^e)C(O)NR^cR^d, -N(R^e)S(O)₂NR^cR^d, -(C₁-C₆
 alkylenyl)-G², -(C₁-C₆ alkylenyl)-OR^a, -(C₁-C₆ alkylenyl)-OC(O)R^b, -(C₁-C₆
 alkylenyl)-OC(O)NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆
 alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-C(O)R^a, -(C₁-C₆ alkylenyl)-C(O)OR^a,
 -(C₁-C₆ alkylenyl)-C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, -(C₁-C₆
 alkylenyl)-N(R^e)C(O)R^b, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂R^b, -(C₁-C₆
 alkylenyl)-N(R^e)C(O)O(R^b), -(C₁-C₆ alkylenyl)-N(R^e)C(O)NR^cR^d, -(C₁-C₆
 alkylenyl)-N(R^e)S(O)₂NR^cR^d, and -(C₁-C₆ alkylenyl)-CN;

R^a, R^c, R^d, and R^e, at each occurrence, are each independently H, C₂-C₆ alkenyl, C₂-C₆
 alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally
 substituted with one substituent selected from the group consisting of -OR^{y1},
 -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

R^b, at each occurrence, is independently C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl,
 G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one
 substituent selected from the group consisting of -OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1},
 -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

G², at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl,
 or cycloalkenyl; and each G² group is optionally substituted with 1, 2, 3, 4, or 5
 R^{2g} groups;

R^{1g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl,
 halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1},
 -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4},
 -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4},
 -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -
 (C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆
 alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆
 alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆
 alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆
 alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆
 alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆
 alkylenyl)-CN, or -O(phenyl) wherein the phenyl moiety is optionally substituted
 with 1, 2, 3, or 4 substituents independently selected from the group consisting of
 C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and
 NO₂;

R^{2g} , at each occurrence, is independently C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , $-OR^{y1}$, $-OC(O)R^{y2}$, $-OC(O)NR^{y3}R^{y4}$, $-SR^{y1}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, $-C(O)R^{y1}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-NR^{y3}R^{y4}$, $-N(R^{y3})C(O)R^{y2}$, $-N(R^{y3})S(O)_2R^{y2}$, $-N(R^{y3})C(O)O(R^{y2})$, $-N(R^{y3})C(O)NR^{y3}R^{y4}$, $-N(R^{y3})S(O)_2NR^{y3}R^{y4}$, G^{2b} , $-(C_1-C_6 \text{ alkylenyl})-OR^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2R^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)R^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)OR^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})S(O)_2R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)O(R^{y2})$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})S(O)_2NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-CN$, or $-(C_1-C_6 \text{ alkylenyl})-G^{2b}$;

R^{y1} , R^{y3} , and R^{y4} , at each occurrence, are each independently H, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, G^{2b} , or $-(C_1-C_6 \text{ alkylenyl})-G^{2b}$;

R^{y2} , at each occurrence, is independently C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, G^{2b} , or $-(C_1-C_6 \text{ alkylenyl})-G^{2b}$;

G^{2b} , at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , $-OR^{z1}$, $-OC(O)R^{z2}$, $-OC(O)NR^{z3}R^{z4}$, $-SR^{z1}$, $-S(O)_2R^{z1}$, $-S(O)_2NR^{z3}R^{z4}$, $-C(O)R^{z1}$, $-C(O)OR^{z1}$, $-C(O)NR^{z3}R^{z4}$, $-NR^{z3}R^{z4}$, $-N(R^{z3})C(O)R^{z2}$, $-N(R^{z3})S(O)_2R^{z2}$, $-N(R^{z3})C(O)O(R^{z2})$, $-N(R^{z3})C(O)NR^{z3}R^{z4}$, $-N(R^{z3})S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-OR^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)R^{z2}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2R^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)R^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)OR^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{z3})C(O)R^{z2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{z3})S(O)_2R^{z2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{z3})C(O)O(R^{z2})$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{z3})C(O)NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{z3})S(O)_2NR^{z3}R^{z4}$, and $-(C_1-C_6 \text{ alkylenyl})-CN$;

R^{z1} , R^{z3} , and R^{z4} , at each occurrence, are each independently H, C_1 - C_6 alkyl, or C_1 - C_6 haloalkyl; and

R^{z2} , at each occurrence, is independently C_1 - C_6 alkyl or C_1 - C_6 haloalkyl.

In another aspect, the present disclosure provides for methods for treating or preventing disorders that are ameliorated by inhibition of BET. Such methods comprise of administering to the subject a therapeutically effective amount of a compound of formula (I), alone, or in combination with a pharmaceutically acceptable carrier.

Some of the methods are directed to treating or preventing an inflammatory disease or cancer or AIDS.

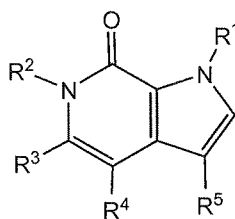
In another aspect, the present disclosure relates to methods of treating cancer in a subject comprising administering a therapeutically effective amount of a compound of formula (I) or a pharmaceutically acceptable salt thereof, to a subject in need thereof. In certain embodiments, the cancer is selected from the group consisting of: acoustic neuroma, acute leukemia, acute lymphocytic leukemia, acute myelocytic leukemia (monocytic, myeloblastic, adenocarcinoma, angiosarcoma, astrocytoma, myelomonocytic and promyelocytic), acute t-cell leukemia, basal cell carcinoma, bile duct carcinoma, bladder cancer, brain cancer, breast cancer, bronchogenic carcinoma, cervical cancer, chondrosarcoma, chordoma, choriocarcinoma, chronic leukemia, chronic lymphocytic leukemia, chronic myelocytic (granulocytic) leukemia, chronic myelogenous leukemia, colon cancer, colorectal cancer, craniopharyngioma, cystadenocarcinoma, diffuse large B-cell lymphoma, dysproliferative changes (dysplasias and metaplasias), embryonal carcinoma, endometrial cancer, endotheliosarcoma, ependymoma, epithelial carcinoma, erythroleukemia, esophageal cancer, estrogen-receptor positive breast cancer, essential thrombocythemia, Ewing's tumor, fibrosarcoma, follicular lymphoma, germ cell testicular cancer, glioma, glioblastoma, gliosarcoma, heavy chain disease, hemangioblastoma, hepatoma, hepatocellular cancer, hormone insensitive prostate cancer, leiomyosarcoma, leukemia, liposarcoma, lung cancer, lymphagioendotheliosarcoma, lymphangiosarcoma, lymphoblastic leukemia, lymphoma (Hodgkin's and non-Hodgkin's), malignancies and hyperproliferative disorders of the bladder, breast, colon, lung, ovaries, pancreas, prostate, skin and uterus, lymphoid malignancies of T-cell or B-cell origin, leukemia, lymphoma, medullary carcinoma,

alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylenyl)-CN;

R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

In another aspect, the present disclosure provides a compound of formula (I) or a pharmaceutically acceptable salt thereof,



(I)

wherein

R¹ is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R² is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R³ is H, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, -OR^{3a}, -NR^{3b}R^{3c}, -N(R^{3b})C(O)R^{3d}, -N(R^{3b})C(O)NR^{3b}R^{3c}, -N(R^{3b})S(O)₂NR^{3b}R^{3c}, -C(O)R^{3a}, -C(O)OR^{3a}, -C(O)NR^{3b}R^{3c}, -S(O)R^{3d}, -S(O)₂R^{3a}, -S(O)₂NR^{3b}R^{3c}, or G¹;

wherein the C₁-C₆ alkyl, C₂-C₆ alkenyl, and C₂-C₆ alkynyl are each independently unsubstituted or substituted with 1 or 2 substituents independently selected from the group consisting of halogen, G¹, -OR^{3a}, and -NR^{3b}R^{3c};

R^{3a}, R^{3b}, and R^{3c}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G¹, -(C₁-C₆ alkylenyl)-G¹, -(C₁-C₆ alkylenyl)-CN, -(C₁-C₆ alkylenyl)-OR^{z1}, or -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4};

R^{3d}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G¹, or -(C₁-C₆ alkylenyl)-G¹;

G¹, at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G¹ is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} groups;

R⁴ is H, C₁-C₆ alkyl, halogen, or C₁-C₆ haloalkyl;

R^5 is phenyl or pyridinyl; each of which is substituted with 1, 2, or 3 substituents independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , G^2 , $-OR^a$, $-OC(O)R^b$, $-OC(O)NR^cR^d$, $-SR^a$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^cR^d$, $-NR^cR^d$, $-N(R^e)C(O)R^b$, $-N(R^e)S(O)_2R^b$, $-N(R^e)C(O)O(R^b)$, $-N(R^e)C(O)NR^cR^d$, $-N(R^e)S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-G^2$, $-(C_1-C_6 \text{ alkylene})-OR^a$, $-(C_1-C_6 \text{ alkylene})-OC(O)R^b$, $-(C_1-C_6 \text{ alkylene})-OC(O)NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-S(O)_2R^a$, $-(C_1-C_6 \text{ alkylene})-S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-C(O)R^a$, $-(C_1-C_6 \text{ alkylene})-C(O)OR^a$, $-(C_1-C_6 \text{ alkylene})-C(O)NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-N(R^e)C(O)R^b$, $-(C_1-C_6 \text{ alkylene})-N(R^e)S(O)_2R^b$, $-(C_1-C_6 \text{ alkylene})-N(R^e)C(O)O(R^b)$, $-(C_1-C_6 \text{ alkylene})-N(R^e)C(O)NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-N(R^e)S(O)_2NR^cR^d$, and $-(C_1-C_6 \text{ alkylene})-CN$;

R^a , R^c , R^d , and R^e , at each occurrence, are each independently H, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

R^b , at each occurrence, is independently C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

G^2 , at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G^2 group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

R^{1g} , at each occurrence, is independently C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , $-OR^{z1}$, $-OC(O)R^{z2}$, $-OC(O)NR^{z3}R^{z4}$, $-SR^{z1}$, $-S(O)_2R^{z1}$, $-S(O)_2NR^{z3}R^{z4}$, $-C(O)R^{z1}$, $-C(O)(C_3-C_6 \text{ cycloalkyl})$, $-C(O)OR^{z1}$, $-C(O)NR^{z3}R^{z4}$, $-NR^{z3}R^{z4}$, $-N(R^{z3})C(O)R^{z2}$, $-N(R^{z3})S(O)_2R^{z2}$, $-N(R^{z3})C(O)O(R^{z2})$, $-N(R^{z3})C(O)NR^{z3}R^{z4}$, $-N(R^{z3})S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylene})-OR^{z1}$, $-(C_1-C_6 \text{ alkylene})-OC(O)R^{z2}$, $-(C_1-C_6 \text{ alkylene})-OC(O)NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylene})-S(O)_2R^{z1}$, $-(C_1-C_6 \text{ alkylene})-S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylene})-C(O)R^{z1}$, $-(C_1-C_6$

alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-CN, or -O(phenyl); wherein the phenyl moiety and the C₃-C₆ cycloalkyl moiety are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from the group consisting of C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and NO₂;

R^{2g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, oxo, -CN, NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, -N(R^{y3})S(O)₂NR^{y3}R^{y4}, G^{2b}, -(C₁-C₆ alkylenyl)-OR^{y1}, -(C₁-C₆ alkylenyl)-OC(O)R^{y2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{y1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-C(O)R^{y1}, -(C₁-C₆ alkylenyl)-C(O)OR^{y1}, -(C₁-C₆ alkylenyl)-C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)O(R^{y2}), -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

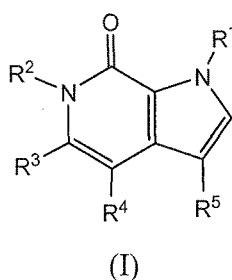
R^{y2}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆

alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1},
 -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆
 alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆
 alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-
 C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylenyl)-CN;
 R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆
 haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

In another aspect, the present disclosure provides a compound of formula (I) or a
 pharmaceutically acceptable salt thereof,



wherein

R¹ is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R² is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R³ is H, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, -OR^{3a}, -NR^{3b}R^{3c},
 -N(R^{3b})C(O)R^{3d}, -N(R^{3b})C(O)NR^{3b}R^{3c}, -N(R^{3b})S(O)₂NR^{3b}R^{3c}, -C(O)R^{3a},
 -C(O)OR^{3a}, -C(O)NR^{3b}R^{3c}, -S(O)R^{3d}, -S(O)₂R^{3a}, -S(O)₂NR^{3b}R^{3c}, or G¹;

wherein the C₁-C₆ alkyl, C₂-C₆ alkenyl, and C₂-C₆ alkynyl are each
 independently unsubstituted or substituted with 1 or 2 substituents
 independently selected from the group consisting of halogen, G¹, -OR^{3a}, and
 -NR^{3b}R^{3c};

R^{3a}, R^{3b}, and R^{3c}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆
 haloalkyl, G¹, or -(C₁-C₆ alkylenyl)-G¹;

R^{3d}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G¹, or -(C₁-C₆
 alkylenyl)-G¹;

G¹, at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or
 cycloalkenyl; and each G¹ is optionally substituted with 1, 2, 3, 4, or 5 R^{1g}
 groups;

R⁴ is H, C₁-C₆ alkyl, halogen, or C₁-C₆ haloalkyl;

R^5 is phenyl or pyridinyl; each of which is substituted with 1, 2, or 3 substituents independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , G^2 , $-OR^a$, $-OC(O)R^b$, $-OC(O)NR^cR^d$, $-SR^a$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^cR^d$, $-NR^cR^d$, $-N(R^e)C(O)R^b$, $-N(R^e)S(O)_2R^b$, $-N(R^e)C(O)O(R^b)$, $-N(R^e)C(O)NR^cR^d$, $-N(R^e)S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-G^2$, $-(C_1-C_6 \text{ alkylene})-OR^a$, $-(C_1-C_6 \text{ alkylene})-OC(O)R^b$, $-(C_1-C_6 \text{ alkylene})-OC(O)NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-S(O)_2R^a$, $-(C_1-C_6 \text{ alkylene})-S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-C(O)R^a$, $-(C_1-C_6 \text{ alkylene})-C(O)OR^a$, $-(C_1-C_6 \text{ alkylene})-C(O)NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-N(R^e)C(O)R^b$, $-(C_1-C_6 \text{ alkylene})-N(R^e)S(O)_2R^b$, $-(C_1-C_6 \text{ alkylene})-N(R^e)C(O)O(R^b)$, $-(C_1-C_6 \text{ alkylene})-N(R^e)C(O)NR^cR^d$, $-(C_1-C_6 \text{ alkylene})-N(R^e)S(O)_2NR^cR^d$, and $-(C_1-C_6 \text{ alkylene})-CN$;

R^a , R^c , R^d , and R^e , at each occurrence, are each independently H, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

R^b , at each occurrence, is independently C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

G^2 , at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G^2 group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

R^{1g} , at each occurrence, is independently C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , $-OR^{z1}$, $-OC(O)R^{z2}$, $-OC(O)NR^{z3}R^{z4}$, $-SR^{z1}$, $-S(O)_2R^{z1}$, $-S(O)_2NR^{z3}R^{z4}$, $-C(O)R^{z1}$, $-C(O)OR^{z1}$, $-C(O)NR^{z3}R^{z4}$, $-NR^{z3}R^{z4}$, $-N(R^{z3})C(O)R^{z2}$, $-N(R^{z3})S(O)_2R^{z2}$, $-N(R^{z3})C(O)O(R^{z2})$, $-N(R^{z3})C(O)NR^{z3}R^{z4}$, $-N(R^{z3})S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylene})-OR^{z1}$, $-(C_1-C_6 \text{ alkylene})-OC(O)R^{z2}$, $-(C_1-C_6 \text{ alkylene})-OC(O)NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylene})-S(O)_2R^{z1}$, $-(C_1-C_6 \text{ alkylene})-S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylene})-C(O)R^{z1}$, $-(C_1-C_6 \text{ alkylene})-C(O)OR^{z1}$, $-(C_1-C_6$

alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-CN, or -O(phenyl) wherein the phenyl moiety is optionally substituted with 1, 2, 3, or 4 substituents independently selected from the group consisting of C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and NO₂;

R^{2g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, -N(R^{y3})S(O)₂NR^{y3}R^{y4}, G^{2b}, -(C₁-C₆ alkylenyl)-OR^{y1}, -(C₁-C₆ alkylenyl)-OC(O)R^{y2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{y1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-C(O)R^{y1}, -(C₁-C₆ alkylenyl)-C(O)OR^{y1}, -(C₁-C₆ alkylenyl)-C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)O(R^{y2}), -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

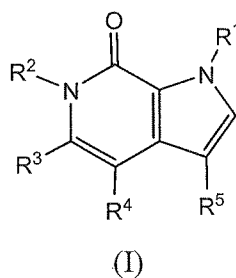
R^{y2}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆

alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4},
 -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-
 C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4},
 -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylenyl)-CN;
 R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆
 haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

In another aspect, the present disclosure provides a compound of formula (I) or a
 pharmaceutically acceptable salt thereof,



wherein

R¹ is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R² is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R³ is H, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, -OR^{3a}, -NR^{3b}R^{3c},
 -N(R^{3b})C(O)R^{3d}, -N(R^{3b})C(O)NR^{3b}R^{3c}, -N(R^{3b})S(O)₂NR^{3b}R^{3c}, -C(O)R^{3a},
 -C(O)OR^{3a}, -C(O)NR^{3b}R^{3c}, -S(O)R^{3d}, -S(O)₂R^{3a}, -S(O)₂NR^{3b}R^{3c}, or G¹; wherein
 the C₁-C₆ alkyl, C₂-C₆ alkenyl, and C₂-C₆ alkynyl are each independently
 unsubstituted or substituted with 1 or 2 substituents independently selected from
 the group consisting of halogen, G¹, -OR^{3a}, and -NR^{3b}R^{3c};

R^{3a}, R^{3b}, and R^{3c}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆
 haloalkyl, G¹, or -(C₁-C₆ alkylenyl)-G¹;

R^{3d}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G¹, or -(C₁-C₆
 alkylenyl)-G¹;

G¹, at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or
 cycloalkenyl; and each G¹ is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} groups;

R⁴ is H, C₁-C₆ alkyl, halogen, or C₁-C₆ haloalkyl;

R⁵ is a monocyclic or bicyclic ring selected from the group consisting of aryl and

heteroaryl; each of which is substituted with 1, 2, or 3 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, G², -OR^a, -OC(O)R^b, -OC(O)NR^cR^d, -SR^a, -S(O)₂R^a, -S(O)₂NR^cR^d, -C(O)R^a, -C(O)OR^a, -C(O)NR^cR^d, -NR^cR^d, -N(R^e)C(O)R^b, -N(R^e)S(O)₂R^b, -N(R^e)C(O)O(R^b), -N(R^e)C(O)NR^cR^d, -N(R^e)S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-G², -(C₁-C₆ alkylenyl)-OR^a, -(C₁-C₆ alkylenyl)-OC(O)R^b, -(C₁-C₆ alkylenyl)-OC(O)NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-C(O)R^a, -(C₁-C₆ alkylenyl)-C(O)OR^a, -(C₁-C₆ alkylenyl)-C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)C(O)R^b, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂R^b, -(C₁-C₆ alkylenyl)-N(R^e)C(O)O(R^b), -(C₁-C₆ alkylenyl)-N(R^e)C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂NR^cR^d, and -(C₁-C₆ alkylenyl)-CN;

R^a, R^c, R^d, and R^e, at each occurrence, are each independently H, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of -OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

R^b, at each occurrence, is independently C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of -OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

G², at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G² group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

R^{1g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆

alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-CN, or -O(phenyl) wherein the phenyl moiety is optionally substituted with 1, 2, 3, or 4 substituents independently selected from the group consisting of C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and NO₂;

R^{2g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, -N(R^{y3})S(O)₂NR^{y3}R^{y4}, G^{2b}, -(C₁-C₆ alkylenyl)-OR^{y1}, -(C₁-C₆ alkylenyl)-OC(O)R^{y2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{y1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-C(O)R^{y1}, -(C₁-C₆ alkylenyl)-C(O)OR^{y1}, -(C₁-C₆ alkylenyl)-C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)O(R^{y2}), -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y2}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆

alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylenyl)-CN;

R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

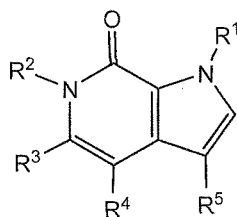
In another aspect, the present disclosure provides for methods for treating or preventing disorders that are ameliorated by inhibition of BET. Such methods comprise of administering to the subject a therapeutically effective amount of a compound of formula (I), alone, or in combination with a pharmaceutically acceptable carrier.

Some of the methods are directed to treating or preventing an inflammatory disease or cancer or AIDS.

In another aspect, the present disclosure relates to methods of treating cancer in a subject comprising administering a therapeutically effective amount of a compound of formula (I) or a pharmaceutically acceptable salt thereof, to a subject in need thereof. In certain embodiments, the cancer is selected from the group consisting of: acoustic neuroma, acute leukemia, acute lymphocytic leukemia, acute myelocytic leukemia (monocytic, myeloblastic, adenocarcinoma, angiosarcoma, astrocytoma, myelomonocytic and promyelocytic), acute t-cell leukemia, basal cell carcinoma, bile duct carcinoma, bladder cancer, brain cancer, breast cancer, bronchogenic carcinoma, cervical cancer, chondrosarcoma, chordoma, choriocarcinoma, chronic leukemia, chronic lymphocytic leukemia, chronic myelocytic (granulocytic) leukemia, chronic myelogenous leukemia, colon cancer, colorectal cancer, craniopharyngioma, cystadenocarcinoma, diffuse large B-cell lymphoma, dysproliferative changes (dysplasias and metaplasias), embryonal carcinoma, endometrial cancer, endotheliosarcoma, ependymoma, epithelial carcinoma, erythroleukemia, esophageal cancer, estrogen-receptor positive breast cancer, essential thrombocythemia, Ewing's tumor, fibrosarcoma, follicular lymphoma, germ cell testicular cancer, glioma, glioblastoma, gliosarcoma, heavy chain disease, hemangioblastoma, hepatoma, hepatocellular cancer, hormone insensitive prostate cancer, leiomyosarcoma, leukemia, liposarcoma, lung cancer, lymphagioendotheliosarcoma, lymphangiosarcoma, lymphoblastic leukemia, lymphoma (Hodgkin's and non-Hodgkin's), malignancies and hyperproliferative disorders of the bladder, breast, colon, lung, ovaries, pancreas, prostate, skin and uterus, lymphoid malignancies of T-cell or B-cell origin, leukemia, lymphoma, medullary carcinoma,

CLAIMS:

1. A compound of formula (I) or a pharmaceutically acceptable salt thereof,



(I)

wherein

R^1 is H, C_1 - C_3 alkyl, or C_1 - C_3 haloalkyl;

R^2 is H, C_1 - C_3 alkyl, or C_1 - C_3 haloalkyl;

R^3 is H, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, $-OR^{3a}$, $-NR^{3b}R^{3c}$,
 $-N(R^{3b})C(O)R^{3d}$, $-N(R^{3b})C(O)NR^{3b}R^{3c}$, $-N(R^{3b})S(O)_2NR^{3b}R^{3c}$, $-C(O)R^{3a}$,
 $-C(O)OR^{3a}$, $-C(O)NR^{3b}R^{3c}$, $-S(O)R^{3d}$, $-S(O)_2R^{3a}$, $-S(O)_2NR^{3b}R^{3c}$, or G^1 ;

wherein the C_1 - C_6 alkyl, C_2 - C_6 alkenyl, and C_2 - C_6 alkynyl are each
independently unsubstituted or substituted with 1 or 2 substituents
independently selected from the group consisting of halogen, G^1 , $-OR^{3a}$, and
 $-NR^{3b}R^{3c}$;

R^{3a} , R^{3b} , and R^{3c} , at each occurrence, are each independently H, C_1 - C_6 alkyl, C_1 - C_6
haloalkyl, G^1 , $-(C_1-C_6 \text{ alkylenyl})-G^1$, $-(C_1-C_6 \text{ alkylenyl})-CN$, $-(C_1-C_6$
alkylenyl)- OR^{z1} , or $-(C_1-C_6 \text{ alkylenyl})-NR^{z3}R^{z4}$;

R^{3d} , at each occurrence, is independently C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, G^1 , or $-(C_1-C_6$
alkylenyl)- G^1 ;

G^1 , at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or
cycloalkenyl; and each G^1 is optionally substituted with 1, 2, 3, 4, or 5 R^{1g}
groups;

R^4 is H, C_1 - C_6 alkyl, halogen, or C_1 - C_6 haloalkyl;

R^5 is a monocyclic or bicyclic ring selected from the group consisting of aryl and
heteroaryl; each of which is substituted with 1, 2, or 3 substituents
independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6
alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , G^2 , $-OR^a$,
 $-OC(O)R^b$, $-OC(O)NR^cR^d$, $-SR^a$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-C(O)R^a$, $-C(O)OR^a$,
 $-C(O)NR^cR^d$, $-NR^cR^d$, $-N(R^c)C(O)R^b$, $-N(R^c)S(O)_2R^b$, $-N(R^c)C(O)O(R^b)$,

-N(R^e)C(O)NR^cR^d, -N(R^e)S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-G², -(C₁-C₆ alkylenyl)-OR^a, -(C₁-C₆ alkylenyl)-OC(O)R^b, -(C₁-C₆ alkylenyl)-OC(O)NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-C(O)R^a, -(C₁-C₆ alkylenyl)-C(O)OR^a, -(C₁-C₆ alkylenyl)-C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)C(O)R^b, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂R^b, -(C₁-C₆ alkylenyl)-N(R^e)C(O)O(R^b), -(C₁-C₆ alkylenyl)-N(R^e)C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂NR^cR^d, and -(C₁-C₆ alkylenyl)-CN;

R^a, R^c, R^d, and R^e, at each occurrence, are each independently H, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of -OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

R^b, at each occurrence, is independently C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of -OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

G², at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G² group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

R^{1g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)(C₃-C₆ cycloalkyl), -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-CN, or -O(phenyl); wherein the phenyl moiety and the C₃-C₆

cycloalkyl moiety are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from the group consisting of C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and NO₂;

R^{2g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, oxo, -CN, NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, -N(R^{y3})S(O)₂NR^{y3}R^{y4}, G^{2b}, -(C₁-C₆ alkylenyl)-OR^{y1}, -(C₁-C₆ alkylenyl)-OC(O)R^{y2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{y1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-C(O)R^{y1}, -(C₁-C₆ alkylenyl)-C(O)OR^{y1}, -(C₁-C₆ alkylenyl)-C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)O(R^{y2}), -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y2}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆

alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and
-(C₁-C₆ alkylenyl)-CN;

R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆
haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein
R¹ is C₁-C₃ alkyl.

3. The compound of claim 2, or a pharmaceutically acceptable salt thereof, wherein
R² is H or C₁-C₃ alkyl.

4. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein R⁵ is
phenyl, pyridinyl, or indolyl, which is substituted with 1, 2, or 3 substituents
independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆
alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, G², -OR^a, -OC(O)R^b, -OC(O)NR^cR^d,
-SR^a, -S(O)₂R^a, -S(O)₂NR^cR^d, -C(O)R^a, -C(O)OR^a, -C(O)NR^cR^d, -NR^cR^d,
-N(R^e)C(O)R^b, -N(R^e)S(O)₂R^b, -N(R^e)C(O)O(R^b), -N(R^e)C(O)NR^cR^d,
-N(R^e)S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-G², -(C₁-C₆ alkylenyl)-OR^a, -(C₁-C₆
alkylenyl)-OC(O)R^b, -(C₁-C₆ alkylenyl)-OC(O)NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a,
-(C₁-C₆ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-C(O)R^a, -(C₁-C₆
alkylenyl)-C(O)OR^a, -(C₁-C₆ alkylenyl)-C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, -(C₁-
C₆ alkylenyl)-N(R^e)C(O)R^b, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂R^b, -(C₁-C₆
alkylenyl)-N(R^e)C(O)O(R^b), -(C₁-C₆ alkylenyl)-N(R^e)C(O)NR^cR^d, -(C₁-C₆
alkylenyl)-N(R^e)S(O)₂NR^cR^d, and -(C₁-C₆ alkylenyl)-CN.

5. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein
R³ is H, C₁-C₆ alkyl, C₂-C₆ alkenyl, halogen, -C(O)R^{3a}, -C(O)OR^{3a}, -C(O)NR^{3b}R^{3c}, or
G¹; wherein the C₁-C₆ alkyl and the C₂-C₆ alkenyl are each independently
unsubstituted or substituted with 1 or 2 substituents independently selected
from the group consisting of halogen, G¹, -OR^{3a}, and -NR^{3b}R^{3c}.

6. The compound of claim 4, or a pharmaceutically acceptable salt thereof, wherein

R³ is H, C₁-C₃ alkyl, C₂-C₄ alkenyl, halogen, or G¹; wherein the C₁-C₃ alkyl and the C₂-C₄ alkenyl are each independently unsubstituted or substituted with 1 or 2 substituents independently selected from the group consisting of halogen, -OH, -O(C₁-C₃ alkyl), -NH₂, -N(H)(C₁-C₃ alkyl), or -N(C₁-C₃ alkyl)₂.

7. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein R³ is H, halogen, unsubstituted C₁-C₃ alkyl, optionally substituted phenyl, optionally substituted 1,2-oxazolyl, or C₂-C₄ alkenyl which is substituted with 2 substituents independently selected from the group consisting of halogen and -OH; and

R⁵ is phenyl or pyridinyl, each of which is substituted with 1, 2, or 3 substituents independently selected from the group consisting of C₁-C₃ alkyl, halogen, C₁-C₃ haloalkyl, -CN, NO₂, G², -OR^a, -S(O)₂R^a, -S(O)₂NR^cR^d, -C(O)R^a, -C(O)OR^a, -C(O)NR^cR^d, -NR^cR^d, -N(R^e)S(O)₂R^b, -(C₁-C₃ alkylenyl)-G² wherein G² is optionally substituted heterocycle, -(C₁-C₃ alkylenyl)-S(O)₂R^a, -(C₁-C₃ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₃ alkylenyl)-NR^cR^d, and -(C₁-C₃ alkylenyl)-N(R^e)S(O)₂R^b.

8. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein

R¹ is C₁-C₃ alkyl;

R² is H or C₁-C₃ alkyl;

R³ is H, unsubstituted C₁-C₃ alkyl, or halogen;

R⁴ is H, C₁-C₃ alkyl, or halogen; and

R⁵ is phenyl or pyridinyl; each of which is substituted with 1, 2, or 3 substituents,

wherein one substituent is selected from the group consisting of -OR^a and

-NR^cR^d, and the other optional substituents are selected from the group

consisting of C₁-C₃ alkyl, halogen, C₁-C₃ haloalkyl, -S(O)₂R^a, -S(O)₂NR^cR^d,

-N(R^e)S(O)₂R^b, -(C₁-C₃ alkylenyl)-G² wherein G² is optionally substituted

heterocycle, -(C₁-C₃ alkylenyl)-S(O)₂R^a, -(C₁-C₃ alkylenyl)-S(O)₂NR^cR^d, -(C₁-

C₃ alkylenyl)-NR^cR^d, and -(C₁-C₃ alkylenyl)-N(R^e)S(O)₂R^b.

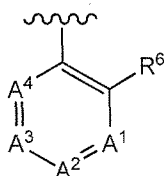
9. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein

R³ is H, unsubstituted C₁-C₃ alkyl, or halogen;

R⁴ is H, C₁-C₃ alkyl, or halogen; and

R^5 is indolyl substituted with 1 or 2 substituents independently selected from the group consisting of $-OR^a$, $-C(O)OR^a$, and $-C(O)NR^cR^d$.

10. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein R^6 is represented by the following formula:



wherein

A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or

A^1 is N, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or

A^1 is $C(R^7)$, A^2 is N, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or

A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is N, and A^4 is $C(R^{10})$; or

A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is N,

R^6 is halogen, $-OR^a$, or $-NR^cR^d$;

R^7 is H, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$,

NO_2 , or C_3 - C_6 cycloalkyl optionally substituted with 1, 2, 3, 4, or 5

substituents independently selected from the group consisting of halogen, C_1 - C_3 alkyl, and CN ;

R^{10} is H, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, or NO_2 ;

R^8 is H, halogen, $-OR^a$, $-NR^cR^d$, $-C(O)R^a$, $-C(O)NR^cR^d$, G^2 , $-(C_1$ - C_6 alkylenyl)- G^2 , or $-(C_1$ - C_6 alkylenyl)- NR^cR^d ;

R^9 is H, halogen, $-CN$, C_1 - C_6 haloalkyl, $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-(C_1$ - C_6 alkylenyl)- G^2 wherein G^2 is optionally substituted heterocycle, $-(C_1$ - C_6 alkylenyl)- $S(O)_2R^a$, $-(C_1$ - C_6 alkylenyl)- $S(O)_2NR^cR^d$, $-(C_1$ - C_6 alkylenyl)- NR^cR^d , or $-(C_1$ - C_6 alkylenyl)- $N(R^e)S(O)_2R^b$;

R^a , R^c , R^d , and R^e , at each occurrence, are each independently H, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

R^b , at each occurrence, is independently C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

5 G^2 , at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G^2 group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

10 R^{2g} , at each occurrence, is independently C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , $-OR^{y1}$, $-OC(O)R^{y2}$, $-OC(O)NR^{y3}R^{y4}$, $-SR^{y1}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, $-C(O)R^{y1}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-NR^{y3}R^{y4}$, $-N(R^{y3})C(O)R^{y2}$, $-N(R^{y3})S(O)_2R^{y2}$, $-N(R^{y3})C(O)O(R^{y2})$, $-N(R^{y3})C(O)NR^{y3}R^{y4}$, $-N(R^{y3})S(O)_2NR^{y3}R^{y4}$, G^{2b} , $-(C_1-C_6 \text{ alkylenyl})-OR^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2R^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)R^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)OR^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})S(O)_2R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)O(R^{y2})$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})S(O)_2NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-CN$, or $-(C_1-C_6 \text{ alkylenyl})-G^{2b}$;

15 R^{y1} , R^{y3} , and R^{y4} , at each occurrence, are each independently H , C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, G^{2b} , or $-(C_1-C_6 \text{ alkylenyl})-G^{2b}$;

R^{y2} , at each occurrence, is independently C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, G^{2b} , or $-(C_1-C_6 \text{ alkylenyl})-G^{2b}$;

25 G^{2b} , at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , $-OR^{z1}$, $-OC(O)R^{z2}$, $-OC(O)NR^{z3}R^{z4}$, $-SR^{z1}$, $-S(O)_2R^{z1}$, $-S(O)_2NR^{z3}R^{z4}$, $-C(O)R^{z1}$, $-C(O)OR^{z1}$, $-C(O)NR^{z3}R^{z4}$, $-NR^{z3}R^{z4}$, $-N(R^{z3})C(O)R^{z2}$, $-N(R^{z3})S(O)_2R^{z2}$, $-N(R^{z3})C(O)O(R^{z2})$, $-N(R^{z3})C(O)NR^{z3}R^{z4}$, $-N(R^{z3})S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-OR^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)R^{z2}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2R^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)R^{z1}$, $-(C_1-C_6$

alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylenyl)-CN;

R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

11. The compound of claim 10, or a pharmaceutically acceptable salt thereof, wherein R¹ is methyl; and R² is H or methyl.

12. The compound of claim 11, or a pharmaceutically acceptable salt thereof, wherein R² is H; R³ is H, unsubstituted C₁-C₃ alkyl, or halogen; and R⁴ is H, C₁-C₃ alkyl, or halogen.

13. The compound of claim 12, or a pharmaceutically acceptable salt thereof wherein A¹ is C(R⁷), A² is C(R⁸), A³ is C(R⁹), and A⁴ is C(R¹⁰); or A¹ is N, A² is C(R⁸), A³ is C(R⁹), and A⁴ is C(R¹⁰).

14. The compound of claim 13, or a pharmaceutically acceptable salt thereof wherein R⁷ is H; R⁸ is H or halogen; and R¹⁰ is H or C₁-C₆ alkyl.

15. The compound of claim 14, or a pharmaceutically acceptable salt thereof wherein R⁶ is -OR^a or -NR^cR^d, wherein R^a and R^d are each independently C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one G² group; and R^c is H or unsubstituted C₁-C₆ alkyl; and R⁹ is -N(R^e)S(O)₂R^b, -S(O)₂R^a, -S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-G² wherein G² is optionally substituted heterocycle, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆

alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, or -(C₁-C₆ alkylenyl)-N(R^c)S(O)₂R^b.

16. The compound of claim 14, or a pharmaceutically acceptable salt thereof wherein
5 R⁶ is -OR^a or -NR^cR^d, wherein

R^a and R^d are each independently C₁-C₆ haloalkyl or unsubstituted C₁-C₆ alkyl; and

R^c is H or unsubstituted C₁-C₃ alkyl; and

10 R⁹ is -S(O)₂R^a or -(CH₂)-SO₂R^a, wherein R^a, at each occurrence, is independently unsubstituted C₁-C₃ alkyl.

17. The compound of claim 14, or a pharmaceutically acceptable salt thereof wherein
R⁶ is -OR^a or -NR^cR^d, wherein

15 R^a is G² or C₁-C₃ alkyl wherein the C₁-C₃ alkyl is substituted with one G² group; and G² is aryl, C₄-C₆ heterocycle, C₃-C₆ cycloalkyl, C₅-C₆ heteroaryl, or adamantyl, each of which is optionally substituted;

R^c is H or unsubstituted C₁-C₃ alkyl; and

20 R^d is optionally substituted phenyl or C₁-C₃ alkyl wherein the C₁-C₃ alkyl is substituted with one G² group; and G² is phenyl, C₃-C₆ cycloalkyl, or bicyclo[2.2.1]heptyl, each of which is optionally substituted; and

R⁹ is -N(R^c)S(O)₂R^b, -S(O)₂R^a, -S(O)₂NR^cR^d, -(C₁-C₃ alkylenyl)-G² wherein G² is optionally substituted C₄-C₆ heterocycle; -(C₁-C₃ alkylenyl)-S(O)₂R^a, -(C₁-C₃ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₃ alkylenyl)-NR^cR^d, or -(C₁-C₃ alkylenyl)-N(R^c)S(O)₂R^b; wherein

25 R^a and R^b are each independently C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one G² group, and G² is phenyl, C₃-C₆ cycloalkyl, C₅-C₆ heteroaryl, or C₄-C₆ heterocycle, each of which is optionally substituted;

R^c and R^c are each independently H or unsubstituted C₁-C₃ alkyl; and

30 R^d is H, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one G² group, and G² is phenyl, C₃-C₆ cycloalkyl, C₅-C₆ heteroaryl, or C₄-C₆ heterocycle, each of which is optionally substituted.

18. The compound of claim 14, or a pharmaceutically acceptable salt thereof wherein

R^6 is $-OR^a$; wherein

R^a is G^2 , and

G^2 is optionally substituted phenyl or optionally substituted C_3 - C_6 cycloalkyl;

5 and

R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylenyl})-S(O)_2R^a$, $-(C_1-C_3$

alkylenyl)- $S(O)_2NR^cR^d$, or $-(C_1-C_3 \text{ alkylenyl})-N(R^e)S(O)_2R^b$; wherein

R^a is unsubstituted C_1 - C_3 alkyl or optionally substituted C_4 - C_6 heterocycle,

R^b is unsubstituted C_1 - C_3 alkyl or optionally substituted benzyl;

10 R^c is H or unsubstituted C_1 - C_3 alkyl;

R^d is H or unsubstituted C_1 - C_3 alkyl; and

R^e is H.

19. The compound of claim 14, or a pharmaceutically acceptable salt thereof wherein

15 R^3 is H;

R^4 is H;

R^6 is $-OR^a$; wherein

R^a is G^2 , and

G^2 is phenyl substituted with 1 or 2 halogen; and

20 R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, or $-(CH_2)-S(O)_2R^a$, wherein

R^a and R^b are each independently unsubstituted C_1 - C_3 alkyl, and

R^e is H.

20. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein

25 R^6 is $-NR^cR^d$, wherein

R^c is H or unsubstituted C_1 - C_3 alkyl; and

R^d is optionally substituted phenyl or C_1 - C_3 alkyl wherein the C_1 - C_3 alkyl is substituted with one G^2 group, wherein G^2 is optionally substituted C_3 - C_6 cycloalkyl, and

30 R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylenyl})-S(O)_2R^a$, $-(C_1-C_3$

alkylenyl)- $S(O)_2NR^cR^d$, or $-(C_1-C_3 \text{ alkylenyl})-N(R^e)S(O)_2R^b$; wherein

R^a is unsubstituted C_1 - C_3 alkyl or optionally substituted C_4 - C_6 heterocycle,

R^b is unsubstituted C_1 - C_3 alkyl or optionally substituted benzyl;

R^c is H or unsubstituted C_1 - C_3 alkyl;

R^d is H or unsubstituted C_1 - C_3 alkyl; and

R^e is H.

21. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein

R^3 is H,

R^4 is H,

R^6 is $-NR^cR^d$, wherein

R^c is H or methyl; and

R^d is phenyl substituted with 1 or 2 halogen, or R^d is C_1 - C_3 alkyl wherein the

C_1 - C_3 alkyl is substituted with one G^2 group, and G^2 is optionally substituted cyclopropyl, and

R^9 is $-(CH_2)-S(O)_2R^a$; wherein R^a is unsubstituted C_1 - C_3 alkyl.

22. The compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is selected from the group consisting of:

1-methyl-3-(2-phenoxyphenyl)-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]propane-2-sulfonamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;

N-[4-(4-chlorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;

N-{4-[(trans-4-methoxycyclohexyl)oxy]-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl}ethanesulfonamide;

N-[3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-(tetrahydro-2H-pyran-4-yloxy)phenyl]ethanesulfonamide;

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

N-{4-[(cis-4-methoxycyclohexyl)oxy]-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl}ethanesulfonamide;

N-[3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-(oxetan-3-yloxy)phenyl]ethanesulfonamide;

- N-[4-(2,4-difluorophenoxy)-2-fluoro-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
- N-[2-(2,4-difluorophenoxy)-4-fluoro-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
- 5 N-[2,4-bis(2,4-difluorophenoxy)-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
- N-[4-(cyclopropylmethoxy)-2-methyl-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;
- 10 N-[4-(4-fluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;
- N-[4-(4-cyanophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
- 3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 15 1-methyl-3-[5-(methylsulfonyl)-2-phenoxyphenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(3,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-methoxy-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 20 3-[2-(cyclopropylmethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydrofuran-3-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 25 1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydrofuran-3-ylmethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydro-2H-pyran-4-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-[(4,4-difluorocyclohexyl)oxy]-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 30 1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydro-2H-pyran-3-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2,2-dimethylpropoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

- 3-[2-(cyclobutylmethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 1-methyl-3-{2-[(1-methylcyclopropyl)methoxy]-5-(methylsulfonyl)phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 5 1-methyl-3-[5-(methylsulfonyl)-2-(oxetan-3-ylmethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydro-2H-pyran-4-ylmethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 10 3-[2-(2-cyclopropylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-[(cis-4-hydroxycyclohexyl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-[(trans-4-hydroxycyclohexyl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 15 3-[2-(2-cyclopentylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2-cyclohexylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 1-methyl-3-[5-(methylsulfonyl)-2-(2-phenylethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 20 3-[2-(2,3-dihydro-1H-inden-2-yloxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 1-methyl-3-{5-(methylsulfonyl)-2-[2-(thiophen-2-yl)ethoxy]phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 25 3-[2-(3,3-dimethylbutoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-[(4,4-difluorocyclohexyl)methoxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-[(2,2-difluorocyclopropyl)methoxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 30 3-{2-[(2,2-difluorocyclopropyl)methoxy]-5-(methylsulfonyl)phenyl}-1,6-dimethyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-[(cyclopropylmethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

- 3-{2-[(cyclopropylmethyl)(methyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 4-({[2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-(methylsulfonyl)phenyl]amino}methyl)benzonitrile;
- 5 3-{2-[(cyclohexylmethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(4-chlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 10 3-[2-(2,4-difluorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(cyclopropylmethoxy)-6-methylphenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzenesulfonamide;
- 15 3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 20 3-{2-(2,4-difluorophenoxy)-5-[2-(ethylsulfonyl)propan-2-yl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-(2,4-difluorophenoxy)-5-[1-(ethylsulfonyl)ethyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-(2,4-difluorophenoxy)-5-[(1R)-1-(ethylsulfonyl)ethyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 25 3-{2-(2,4-difluorophenoxy)-5-[(1S)-1-(ethylsulfonyl)ethyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-(2,4-difluorophenoxy)-5-[(phenylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2,4-difluorophenoxy)-5-(ethylsulfonyl)pyridin-3-yl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 30 3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]pyridin-3-yl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(4-fluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(4-tert-butylphenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(naphthalen-2-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

5 1-methyl-3-[5-(methylsulfonyl)-2-(2,2,3,3,3-pentafluoropropoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-{2-[tricyclo[3.3.1.1^{3,7}]dec-1-yl]ethoxy}phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

10 3-[2-(3-cyclopentylpropoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(1-acetylpiperidin-4-yl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(cyclopentylmethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

15 1-methyl-3-{5-(methylsulfonyl)-2-[(2,2,2-trifluoroethyl)amino]phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(2,2,3,3,4,4,4-heptafluorobutyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

20 3-[2-{[(1S,4R)-bicyclo[2.2.1]hept-2-ylmethyl]amino}-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(2-cyclopentylethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-chloro-4-methylphenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

25 3-[5-(ethylsulfonyl)-2-(pyridin-4-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(4,6-dimethylpyridin-3-yl)oxy]-5-(ethylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

30 3-[2-(3,4-dichlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-(ethylsulfonyl)-2-[4-(trifluoromethyl)phenoxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

4-[4-(ethylsulfonyl)-2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenoxy]benzonitrile;

3-[2-(4-chloro-3-ethylphenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

4-[4-(ethylsulfonyl)-2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenoxy]-3-methoxybenzonitrile;

5 3-[5-(ethylsulfonyl)-2-(pyridin-3-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-dichlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

10 2-[4-(ethylsulfonyl)-2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenoxy]benzonitrile;

3-[2-(2,3-dichlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-chloro-4-methoxyphenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

15 3-{5-(ethylsulfonyl)-2-[(6-methylpyrazin-2-yl)oxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-(ethylsulfonyl)-2-(pyridazin-4-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

20 3-[5-(ethylsulfonyl)-2-(pyrimidin-5-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-(ethylsulfonyl)-2-[(3-methylpyrazin-2-yl)oxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-(ethylsulfonyl)-2-[(1,3,5-trimethyl-1H-pyrazol-4-yl)oxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

25 5-chloro-3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-5-ethyl-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

30 3,5-bis{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-5-(3,5-dimethyl-1,2-oxazol-4-yl)-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(morpholin-4-ylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

- 1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
- 3-[2-(cyclopropylmethoxy)-5-(2,3-dihydro-1H-indol-1-ylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 5 3-[6-(cyclopropylmethoxy)-1H-indol-7-yl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- ethyl 5-(cyclopropylmethoxy)-4-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-1H-indole-2-carboxylate;
- 10 1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-N-methylmethanesulfonamide;
- 1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-N,N-dimethylmethanesulfonamide;
- N-cyclohexyl-1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
- 15 3-{2-(2,4-difluorophenoxy)-5-[(piperidin-1-ylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-N-(1,3-thiazol-2-yl)methanesulfonamide;
- 3-[2-(2,4-difluorophenoxy)-5-(piperazin-1-ylmethyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 20 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]ethanesulfonamide;
- 5-(cyclopropylmethoxy)-N-methyl-4-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-1H-indole-2-carboxamide;
- 25 4-chloro-3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 4-chloro-3-[2-(2-cyclopropylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 30 3-{2-[(cyclopropylmethyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{5-[(4-aminopiperidin-1-yl)methyl]-2-(2,4-difluorophenoxy)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-(2,4-difluorophenoxy)-5-[(piperidin-4-ylamino)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

- 3-[2-(2,4-difluorophenoxy)-5-{[4-(dimethylamino)piperidin-1-yl]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2,4-difluorophenoxy)-5-{[(3,3-dimethylbutyl)amino]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 5 3-{2-(2,4-difluorophenoxy)-5-[(4-methoxypiperidin-1-yl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-(2,4-difluorophenoxy)-5-[(4-methylpiperazin-1-yl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 10 3-[2-(2,4-difluorophenoxy)-5-{[(3-methylbutyl)amino]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[5-{[(cyclopropylmethyl)amino]methyl}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2,4-difluorophenoxy)-5-{[(1H-imidazol-4-ylmethyl)amino]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 15 3-[5-(chloromethyl)-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-[(4-fluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-[(2,4-difluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 20 3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1,4-dimethyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2-cyclopropylethoxy)-5-(methylsulfonyl)phenyl]-1,4-dimethyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 25 3-{2-(cyclopropylmethoxy)-5-[(3,3-difluoroazetidin-1-yl)sulfonyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 5-[(1Z)-2-chloro-4-hydroxybut-1-en-1-yl]-3-[2-(2,4-difluorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2,4-difluorophenoxy)-5-{[(furan-3-ylmethyl)amino]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 30 3-[5-{[(2-cyclopentylethyl)amino]methyl}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-(2,4-difluorophenoxy)-5-{[4-(trifluoromethyl)piperidin-1-yl]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

- N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-2-methoxybenzenesulfonamide;
- 1-(4-chlorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]methanesulfonamide;
- 5 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-1-(4-methylphenyl)methanesulfonamide;
- N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-1-[4-(trifluoromethyl)phenyl]methanesulfonamide;
- 1-(4-cyanophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]methanesulfonamide;
- 10 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-2,2,2-trifluoroethanesulfonamide;
- 3-[5-(aminomethyl)-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 15 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]cyclopentanesulfonamide;
- 2,5-dichloro-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]thiophene-3-sulfonamide;
- N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-5-methyl-1,2-oxazole-4-sulfonamide;
- 20 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-3,5-dimethyl-1,2-oxazole-4-sulfonamide;
- N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]benzenesulfonamide;
- 25 3-{2-[(cyclopropylmethyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-{2-chloro-5-[(methylsulfonyl)methyl]pyridin-3-yl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[2-{[trans-4-(dimethylamino)cyclohexyl]oxy}-5-(pyrrolidin-1-ylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 30 3-{5-fluoro-2-[(4-fluorophenyl)amino]pyridin-3-yl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
- 3-[5-amino-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-4-methylpentanamide;

2,5-dichloro-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]benzamide;

5 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(2-methoxyphenyl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]pyridine-2-carboxamide;

10 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-5-methylpyrazine-2-carboxamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-3-phenylpropanamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-4-phenoxybutanamide;

15 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(3-phenoxyphenyl)acetamide;

4-(acetylamino)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]benzamide;

20 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-4-(phenoxymethyl)benzamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-oxo-1-phenylpyrrolidine-3-carboxamide;

2-(1,2-benzoxazol-3-yl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]acetamide;

25 2-(5-chloro-2-fluorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]acetamide;

2-(4-chloro-2-fluorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]acetamide;

30 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(6-methylpyridin-3-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(3,4-dihydro-2H-chromen-6-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(2-methyl-1,3-thiazol-5-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(1,5-dimethyl-1H-pyrazol-3-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-[4-(2-fluorophenyl)-1H-pyrazol-1-yl]acetamide;

5 methyl (2E)-3-[(4-fluorophenyl){2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-[(methylsulfonyl)methyl]phenyl} amino]prop-2-enoate;

4-({[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]amino}methyl)benzonitrile;

10 3-[2-(2,4-difluorophenoxy)-5-{[3-(4-methoxyphenoxy)benzyl]amino}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-{[(3-methylpyridin-2-yl)methyl]amino}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-{[4-(benzyloxy)benzyl]amino}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

15 3-[5-{[(5-chloro-3-methyl-1-phenyl-1H-pyrazol-4-yl)methyl]amino}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-({[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]amino}methyl)benzonitrile;

20 3-{2-(2,4-difluorophenoxy)-5-[(4-phenoxybenzyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(3,3-dimethylbutyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-[(2,6-difluorobenzyl)amino]-2-(2,4-difluorophenoxy)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

25 3-{2-(2,4-difluorophenoxy)-5-[(6,7-dihydro-5H-pyrrolo[1,2-a]imidazol-2-ylmethyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-{[2-(benzyloxy)-3-methoxybenzyl]amino}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

30 2-({[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]amino}methyl)benzonitrile;

3-{2-(2,4-difluorophenoxy)-5-[(quinolin-4-ylmethyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-1-phenylmethanesulfonamide;

1-(2-chloro-5-fluorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;

N-{4-(2,4-difluorophenoxy)-3-[1-methyl-5-(morpholin-4-ylmethyl)-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

5 N-{4-(2,4-difluorophenoxy)-3-[1-methyl-7-oxo-5-(piperidin-4-yl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

N-[6-(2,4-difluorophenoxy)-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)pyridin-3-yl]ethanesulfonamide;

10 N-[3-{5-[1-(cyclopropylcarbonyl)piperidin-4-yl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}-4-(2,4-difluorophenoxy)phenyl]ethanesulfonamide;

N-[4-(2,4-difluorophenoxy)-3-{5-[1-(ethylsulfonyl)piperidin-4-yl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}phenyl]ethanesulfonamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-[3-(1H-imidazol-1-yl)propyl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

15 3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-[2-(dimethylamino)ethyl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

N-(cyanomethyl)-3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

20 3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-(3-hydroxypropyl)-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

N-{4-(2,4-difluorophenoxy)-3-[1-methyl-5-(morpholin-4-ylcarbonyl)-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

25 3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-(pyridin-3-ylmethyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

N-{4-(2,4-difluorophenoxy)-3-[1-methyl-7-oxo-5-(pyrrolidin-1-ylcarbonyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

N-[4-(2,4-difluorophenoxy)-3-{5-[(4-hydroxypiperidin-1-yl)carbonyl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}phenyl]ethanesulfonamide;

30 N-(cyclopentylmethyl)-3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-N-[2-(morpholin-4-yl)ethyl]-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-N-[2-(4-methylpiperazin-1-yl)ethyl]-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-[2-(piperidin-1-yl)ethyl]-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

5 3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-(tetrahydrofuran-3-ylmethyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N,1-dimethyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

10 3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-(furan-3-ylmethyl)-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{3-cyclopropyl-2-[(2,4-difluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one; and

1-methyl-3-{5-[(methylsulfonyl)methyl]-2-(pyridin-2-ylamino)phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one.

15

23. The compound of claim 11 or a pharmaceutically acceptable salt wherein

R^2 is H;

R^3 is $-C(O)R^{3a}$, $-C(O)NR^{3b}R^{3c}$, C_4-C_6 heterocycle, or C_1-C_3 alkyl which is substituted with C_4-C_6 heterocycle; wherein each of the C_4-C_6 heterocycle moieties is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} ;

20

R^{3a} is C_4-C_6 heterocycle which is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} ;

R^{3b} is H or C_1-C_6 alkyl;

R^{3c} is H, C_1-C_6 alkyl, $-(C_1-C_6 \text{ alkylenyl})-OR^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-CN$, or $-(C_1-C_6 \text{ alkylenyl})-G^1$; wherein G^1 is C_4-C_6 heterocycle, C_5-C_6 heteroaryl, C_3-C_6 cycloalkyl, or phenyl; each of which is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} ;

25

R^6 is $-OR^a$ or $-NR^cR^d$; wherein

R^a and R^d are each independently G^2 or C_1-C_6 alkyl substituted with a G^2 group; wherein G^2 is phenyl, C_3-C_6 cycloalkyl, C_4-C_6 heterocycle, or C_5-C_6 heteroaryl; each of which is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, halogen, C_1-C_6 haloalkyl, $-CN$, NO_2 , $-OR^{y1}$, $-OC(O)R^{y2}$, $-OC(O)NR^{y3}R^{y4}$, $-SR^{y1}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, $-C(O)R^{y1}$,

30

$-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-NR^{y3}R^{y4}$, $-N(R^{y3})C(O)R^{y2}$, $-N(R^{y3})S(O)_2R^{y2}$,
 $-N(R^{y3})C(O)O(R^{y2})$, $-N(R^{y3})C(O)NR^{y3}R^{y4}$, and $-N(R^{y3})S(O)_2NR^{y3}R^{y4}$;

R^c is hydrogen or unsubstituted C_1 - C_6 alkyl;

R^{y1} , R^{y3} , and R^{y4} , at each occurrence, are each independently H, C_1 - C_6 alkyl,
or C_1 - C_6 haloalkyl; and

R^{y2} , at each occurrence, is independently C_1 - C_6 alkyl or C_1 - C_6 haloalkyl; and

R^9 is H, halogen, $-CN$, C_1 - C_6 haloalkyl, $-N(R^c)S(O)_2R^b$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-(C_1$ -
 C_6 alkylenyl)- $S(O)_2R^a$, $-(C_1$ - C_6 alkylenyl)- $S(O)_2NR^cR^d$, $-(C_1$ - C_6
alkylenyl)- NR^cR^d , or $-(C_1$ - C_6 alkylenyl)- $N(R^c)S(O)_2R^b$; wherein

R^c , R^d , and R^e , at each occurrence, are each independently H or unsubstituted
 C_1 - C_6 alkyl; and

R^a and R^b , at each occurrence, is independently C_1 - C_6 haloalkyl, or
unsubstituted C_1 - C_6 alkyl.

24. The compound of claim 23 or a pharmaceutically acceptable salt wherein

R^3 is $-C(O)R^{3a}$ or $-C(O)NR^{3b}R^{3c}$;

A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or

A^1 is N, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$;

R^6 is $-OR^a$ or $-NR^cR^d$; wherein

R^a and R^d are each independently phenyl, pyridinyl, or C_1 - C_3 alkyl substituted
with a C_3 - C_6 cycloalkyl; wherein the phenyl, pyridinyl, and the C_3 - C_6
cycloalkyl are optionally substituted with 1, 2, 3, 4, or 5 substituents
independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6

alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , $-OR^{y1}$,
 $-OC(O)R^{y2}$, $-OC(O)NR^{y3}R^{y4}$, $-SR^{y1}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, $-C(O)R^{y1}$,
 $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-NR^{y3}R^{y4}$, $-N(R^{y3})C(O)R^{y2}$, $-N(R^{y3})S(O)_2R^{y2}$,
 $-N(R^{y3})C(O)O(R^{y2})$, $-N(R^{y3})C(O)NR^{y3}R^{y4}$, and $-N(R^{y3})S(O)_2NR^{y3}R^{y4}$;

R^c is hydrogen or unsubstituted C_1 - C_3 alkyl;

R^{y1} , R^{y3} , and R^{y4} , at each occurrence, are each independently H, C_1 - C_6 alkyl,
or C_1 - C_6 haloalkyl; and

R^{y2} , at each occurrence, is independently C_1 - C_6 alkyl or C_1 - C_6 haloalkyl;

R^7 is H;

R^8 is H or halogen;

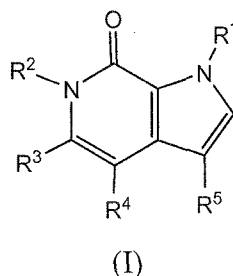
R^{10} is H or C_1 - C_6 alkyl; and

R^9 is $-N(R^e)S(O)_2R^b$ or $-(C_1-C_6 \text{ alkylene})-S(O)_2R^a$; wherein

R^e is H or unsubstituted C_1-C_3 alkyl; and

R^a and R^b , are independently C_1-C_3 alkyl.

- 5 25. A compound of formula (I) or a pharmaceutically acceptable salt thereof,



wherein

R^1 is H, C_1-C_3 alkyl, or C_1-C_3 haloalkyl;

10 R^2 is H, C_1-C_3 alkyl, or C_1-C_3 haloalkyl;

R^3 is H, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, halogen, $-OR^{3a}$, $-NR^{3b}R^{3c}$,
 $-N(R^{3b})C(O)R^{3d}$, $-N(R^{3b})C(O)NR^{3b}R^{3c}$, $-N(R^{3b})S(O)_2NR^{3b}R^{3c}$, $-C(O)R^{3a}$,
 $-C(O)OR^{3a}$, $-C(O)NR^{3b}R^{3c}$, $-S(O)R^{3d}$, $-S(O)_2R^{3a}$, $-S(O)_2NR^{3b}R^{3c}$, or G^1 ;

15 wherein the C_1-C_6 alkyl, C_2-C_6 alkenyl, and C_2-C_6 alkynyl are each
independently unsubstituted or substituted with 1 or 2 substituents
independently selected from the group consisting of halogen, G^1 , $-OR^{3a}$, and
 $-NR^{3b}R^{3c}$;

R^{3a} , R^{3b} , and R^{3c} , at each occurrence, are each independently H, C_1-C_6 alkyl, C_1-C_6
haloalkyl, G^1 , or $-(C_1-C_6 \text{ alkylene})-G^1$;

20 R^{3d} , at each occurrence, is independently C_1-C_6 alkyl, C_1-C_6 haloalkyl, G^1 , or $-(C_1-C_6$
alkylene) $-G^1$;

G^1 , at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or
cycloalkenyl; and each G^1 is optionally substituted with 1, 2, 3, 4, or 5 R^{1g}
groups;

25 R^4 is H, C_1-C_6 alkyl, halogen, or C_1-C_6 haloalkyl;

R^5 is a monocyclic or bicyclic ring selected from the group consisting of aryl and
heteroaryl; each of which is substituted with 1, 2, or 3 substituents

30 independently selected from the group consisting of C_1-C_6 alkyl, C_2-C_6
alkenyl, C_2-C_6 alkynyl, halogen, C_1-C_6 haloalkyl, $-CN$, NO_2 , G^2 , $-OR^a$,
 $-OC(O)R^b$, $-OC(O)NR^cR^d$, $-SR^a$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-C(O)R^a$, $-C(O)OR^a$,

-C(O)NR^cR^d, -NR^cR^d, -N(R^e)C(O)R^b, -N(R^e)S(O)₂R^b, -N(R^e)C(O)O(R^b),
 -N(R^e)C(O)NR^cR^d, -N(R^e)S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-G², -(C₁-C₆
 alkylenyl)-OR^a, -(C₁-C₆ alkylenyl)-OC(O)R^b, -(C₁-C₆
 alkylenyl)-OC(O)NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆
 alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-C(O)R^a, -(C₁-C₆
 alkylenyl)-C(O)OR^a, -(C₁-C₆ alkylenyl)-C(O)NR^cR^d, -(C₁-C₆
 alkylenyl)-NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)C(O)R^b, -(C₁-C₆
 alkylenyl)-N(R^e)S(O)₂R^b, -(C₁-C₆ alkylenyl)-N(R^e)C(O)O(R^b), -(C₁-C₆
 alkylenyl)-N(R^e)C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂NR^cR^d, and -(C₁-
 C₆ alkylenyl)-CN;

R^a, R^c, R^d, and R^e, at each occurrence, are each independently H, C₂-C₆ alkenyl, C₂-C₆
 alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is
 optionally substituted with one substituent selected from the group consisting
 of -OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4},
 and G²;

R^b, at each occurrence, is independently C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆
 haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted
 with one substituent selected from the group consisting of -OR^{y1}, -NR^{y3}R^{y4},
 -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

G², at each occurrence, are each independently aryl, heteroaryl, heterocycle,
 cycloalkyl, or cycloalkenyl; and each G² group is optionally substituted with
 1, 2, 3, 4, or 5 R^{2g} groups;

R^{1g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl,
 halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4},
 -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4},
 -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}),
 -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆
 alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆
 alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆
 alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆
 alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆
 alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆
 alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-
 C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-CN, or -O(phenyl)

wherein the phenyl moiety is optionally substituted with 1, 2, 3, or 4 substituents independently selected from the group consisting of C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and NO₂;

5 R^{2g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, -N(R^{y3})S(O)₂NR^{y3}R^{y4}, G^{2b}, -(C₁-C₆ alkylenyl)-OR^{y1}, -(C₁-C₆ alkylenyl)-OC(O)R^{y2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{y1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-C(O)R^{y1}, -(C₁-C₆ alkylenyl)-C(O)OR^{y1}, -(C₁-C₆ alkylenyl)-C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)O(R^{y2}), -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

15 R^{y2}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

20 G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and
-(C₁-C₆ alkylenyl)-CN;

R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆
haloalkyl; and

5 R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

26. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the
compound is selected from the group consisting of:

10 3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-
pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-
dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]pyridin-3-yl}-1-methyl-1,6-
dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

15 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-
c]pyridin-3-yl)phenyl]ethanesulfonamide;

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

20 N-[4-(2,4-difluorophenoxy)-3-{5-[1-(ethylsulfonyl)piperidin-4-yl]-1-methyl-7-oxo-
6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}phenyl]ethanesulfonamide;

1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-
3-yl)phenyl]-N,N-dimethylmethanesulfonamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-
(pyridin-3-ylmethyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

25 3-{2-(2,4-difluorophenoxy)-5-[(morpholin-4-ylsulfonyl)methyl]phenyl}-1-methyl-
1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-5-ethyl-1-methyl-1,6-
dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

30 5-chloro-3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-
1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-
3-yl)phenyl]-N-methylmethanesulfonamide;

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

N-[4-(2,4-difluorophenoxy)-2-fluoro-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;

3-{2-[(2,4-difluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

5 3-{2-[(4,4-difluorocyclohexyl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one; and

3-{2-[(cyclopropylmethyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one.

10 27. A pharmaceutical composition comprising a therapeutically effective amount of a compound of formula (I) according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

15 28. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament treating cancer in a subject.

29. The use of claim 28 wherein the cancer is selected from the group consisting of: acoustic neuroma, acute leukemia, acute lymphocytic leukemia, acute myelocytic leukemia (monocytic, myeloblastic, adenocarcinoma, angiosarcoma, astrocytoma, myelomonocytic and promyelocytic), acute t-cell leukemia, basal cell carcinoma, bile duct carcinoma, bladder cancer, brain cancer, breast cancer, bronchogenic carcinoma, cervical cancer, chondrosarcoma, chordoma, choriocarcinoma, chronic leukemia, chronic lymphocytic leukemia, chronic myelocytic (granulocytic) leukemia, chronic myelogenous leukemia, colon cancer, colorectal cancer, craniopharyngioma, cystadenocarcinoma, diffuse large B-cell lymphoma, dysproliferative changes (dysplasias and metaplasias), embryonal carcinoma, endometrial cancer, endotheliosarcoma, ependymoma, epithelial carcinoma, erythroleukemia, esophageal cancer, estrogen-receptor positive breast cancer, essential thrombocythemia, Ewing's tumor, fibrosarcoma, follicular lymphoma, germ cell testicular cancer, glioma, glioblastoma, gliosarcoma, heavy chain disease, hemangioblastoma, hepatoma, hepatocellular cancer, hormone insensitive prostate cancer, leiomyosarcoma, leukemia, liposarcoma, lung cancer, lymphagioendotheliosarcoma, lymphangiosarcoma, lymphoblastic leukemia, lymphoma (Hodgkin's and non-Hodgkin's), malignancies and hyperproliferative disorders of the bladder, breast, colon, lung, ovaries, pancreas, prostate, skin and uterus, lymphoid

malignancies of T-cell or B-cell origin, leukemia, lymphoma, medullary carcinoma, medulloblastoma, melanoma, meningioma, mesothelioma, multiple myeloma, myelogenous leukemia, myeloma, myxosarcoma, neuroblastoma, NUT midline carcinoma (NMC), non-small cell lung cancer, oligodendroglioma, oral cancer, osteogenic sarcoma, ovarian cancer, pancreatic cancer, papillary adenocarcinomas, papillary carcinoma, pinealoma, polycythemia vera, prostate cancer, rectal cancer, renal cell carcinoma, retinoblastoma, rhabdomyosarcoma, sarcoma, sebaceous gland carcinoma, seminoma, skin cancer, small cell lung carcinoma, solid tumors (carcinomas and sarcomas), small cell lung cancer, stomach cancer, squamous cell carcinoma, synovioma, sweat gland carcinoma, thyroid cancer, Waldenström's macroglobulinemia, testicular tumors, uterine cancer and Wilms' tumor.

30. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating a disease or condition in a subject, wherein said disease or condition is selected from the group consisting of Addison's disease, acute gout, ankylosing spondylitis, asthma, atherosclerosis, Behcet's disease, bullous skin diseases, cardiac myopathy, cardiac hypertrophy, chronic obstructive pulmonary disease (COPD), Crohn's disease, dermatitis, eczema, giant cell arteritis, glomerulonephritis, heart failure, hepatitis, hypophysitis, inflammatory bowel disease, Kawasaki disease, lupus nephritis, multiple sclerosis, myocarditis, myositis, nephritis, organ transplant rejection, osteoarthritis, pancreatitis, pericarditis, Polyarteritis nodosa, pneumonitis, primary biliary cirrhosis, psoriasis, psoriatic arthritis, rheumatoid arthritis, scleritis, sclerosing cholangitis, sepsis systemic lupus erythematosus, Takayasu's Arteritis, toxic shock, thyroiditis, type I diabetes, ulcerative colitis, uveitis, vitiligo, vasculitis, and Wegener's granulomatosis.

31. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating a chronic kidney disease or condition in a subject, wherein said disease or condition is selected from the group consisting of: diabetic nephropathy, hypertensive nephropathy, HIV-associated nephropathy, glomerulonephritis, lupus nephritis, IgA nephropathy, focal segmental glomerulosclerosis, membranous glomerulonephritis, minimal change disease, polycystic kidney disease and tubular interstitial nephritis.

32. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating an acute kidney disease or condition in a subject, wherein said acute kidney disease

or condition is selected from the group consisting of: ischemia-reperfusion induced kidney disease, cardiac and major surgery induced kidney disease, percutaneous coronary intervention induced kidney disease, radio-contrast agent induced kidney disease, sepsis induced kidney disease, pneumonia induced kidney disease, and drug toxicity induced kidney disease.

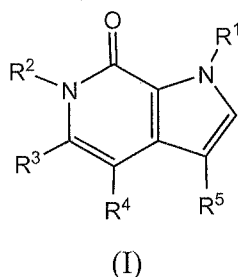
33. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating an acquired immunodeficiency syndrome (AIDS) in a subject.

34. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating a disease or condition in a subject, wherein said disease or condition is selected from the group consisting of: obesity, dyslipidemia, hypercholesterolemia, Alzheimer's disease, metabolic syndrome, hepatic steatosis, type II diabetes, insulin resistance, diabetic retinopathy and diabetic neuropathy.

35. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for contraception in a male subject.

CLAIMS:

1. A compound of formula (I) or a pharmaceutically acceptable salt thereof,



wherein

R^1 is H, C_1 - C_3 alkyl, or C_1 - C_3 haloalkyl;

R^2 is H, C_1 - C_3 alkyl, or C_1 - C_3 haloalkyl;

R^3 is H, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl,

halogen, $-OR^{3a}$, $-NR^{3b}R^{3c}$, $-N(R^{3b})C(O)R^{3d}$, $-N(R^{3b})C(O)NR^{3b}R^{3c}$, $-N(R^{3b})S(O)_2NR^{3b}R^{3c}$, $-C(O)R^{3a}$, $-C(O)OR^{3a}$, $-C(O)NR^{3b}R^{3c}$, $-S(O)R^{3d}$, $-S(O)_2R^{3a}$, $-S(O)_2NR^{3b}R^{3c}$, or G^1 ; wherein the C_1 - C_6 alkyl, C_2 - C_6 alkenyl, and C_2 - C_6 alkynyl are each independently unsubstituted or substituted with 1 or 2 substituents independently selected from the group consisting of halogen, G^1 , $-OR^{3a}$, and $-NR^{3b}R^{3c}$;

R^{3a} , R^{3b} , and R^{3c} , at each occurrence, are each independently H, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, G^1 , $-(C_1$ - C_6 alkylenyl)- G^1 , $-(C_1$ - C_6 alkylenyl)-CN, $-(C_1$ - C_6 alkylenyl)- OR^{z1} , or $-(C_1$ - C_6 alkylenyl)- $NR^{z3}R^{z4}$;

R^{3d} , at each occurrence, is independently C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, G^1 , or $-(C_1$ - C_6 alkylenyl)- G^1 ;

G^1 , at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G^1 is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} groups;

R^4 is H, C_1 - C_6 alkyl, halogen, or C_1 - C_6 haloalkyl;

R^5 is phenyl or pyridinyl; each of which is substituted with 1, 2, or 3 substituents

independently selected from the group consisting of C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, halogen, C_1 - C_6 haloalkyl, $-CN$, NO_2 , G^2 , $-OR^a$, $-OC(O)R^b$, $-OC(O)NR^cR^d$, $-SR^a$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^cR^d$, $-NR^cR^d$, $-N(R^c)C(O)R^b$, $-N(R^c)S(O)_2R^b$, $-N(R^c)C(O)O(R^b)$, $-N(R^c)C(O)NR^cR^d$, $-N(R^c)S(O)_2NR^cR^d$, $-(C_1$ - C_6 alkylenyl)- G^2 , $-(C_1$ - C_6

alkylenyl)-OR^a, -(C₁-C₆ alkylenyl)-OC(O)R^b, -(C₁-C₆ alkylenyl)-OC(O)NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-C(O)R^a, -(C₁-C₆ alkylenyl)-C(O)OR^a, -(C₁-C₆ alkylenyl)-C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)C(O)R^b, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂R^b, -(C₁-C₆ alkylenyl)-N(R^e)C(O)O(R^b), -(C₁-C₆ alkylenyl)-N(R^e)C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂NR^cR^d, and -(C₁-C₆ alkylenyl)-CN;

R^a, R^c, R^d, and R^e, at each occurrence, are each independently H, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of –

OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

R^b, at each occurrence, is independently C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of –

OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

G², at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G² group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

R^{1g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN,

NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)(C₃-C₆

cycloalkyl), -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆

alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆

alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆

alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆

alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆

alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆

alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆

alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆

alkylenyl)-CN, or -O(phenyl); wherein the phenyl moiety and the C₃-C₆ cycloalkyl moiety are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from the group consisting of C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and NO₂;

R^{2g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, oxo, -CN, NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, -N(R^{y3})S(O)₂NR^{y3}R^{y4}, G^{2b}, -(C₁-C₆ alkylenyl)-OR^{y1}, -(C₁-C₆ alkylenyl)-OC(O)R^{y2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{y1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-C(O)R^{y1}, -(C₁-C₆ alkylenyl)-C(O)OR^{y1}, -(C₁-C₆ alkylenyl)-C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)O(R^{y2}), -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y2}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆

alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylenyl)-CN;

R^{z1}, R^{z3}, and R^{z4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{z2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein R¹ is C₁-C₃ alkyl.
3. The compound of claim 2, or a pharmaceutically acceptable salt thereof, wherein R² is H or C₁-C₃ alkyl.
4. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein R³ is H, C₁-C₆ alkyl, C₂-C₆ alkenyl, halogen, -C(O)R^{3a}, -C(O)OR^{3a}, -C(O)NR^{3b}R^{3c}, or G¹; wherein the C₁-C₆ alkyl and the C₂-C₆ alkenyl are each independently unsubstituted or substituted with 1 or 2 substituents independently selected from the group consisting of halogen, G¹, -OR^{3a}, and -NR^{3b}R^{3c}.
5. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein R³ is H, C₁-C₃ alkyl, C₂-C₄ alkenyl, halogen, or G¹; wherein the C₁-C₃ alkyl and the C₂-C₄ alkenyl are each independently unsubstituted or substituted with 1 or 2 substituents independently selected from the group consisting of halogen, -OH, -O(C₁-C₃ alkyl), -NH₂, -N(H)(C₁-C₃ alkyl), or -N(C₁-C₃ alkyl)₂.
6. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein R³ is H, halogen, unsubstituted C₁-C₃ alkyl, optionally substituted phenyl, optionally substituted 1,2-oxazolyl, or C₂-C₄ alkenyl which is substituted with 2 substituents independently selected from the group consisting of halogen and -OH; and

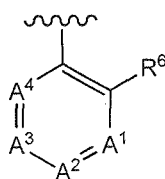
R^5 is phenyl or pyridinyl, each of which is substituted with 1, 2, or 3 substituents

independently selected from the group consisting of C_1 - C_3 alkyl, halogen, C_1 - C_3 haloalkyl, -CN, NO_2 ,

G^2 , $-OR^a$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^cR^d$, $-NR^cR^d$, $-N(R^e)S(O)_2R^b$, $-(C_1-C_3 \text{ alkylene})-G^2$ wherein G^2 is optionally substituted heterocycle, $-(C_1-C_3 \text{ alkylene})-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylene})-S(O)_2NR^cR^d$, $-(C_1-C_3 \text{ alkylene})-NR^cR^d$, and $-(C_1-C_3 \text{ alkylene})-N(R^e)S(O)_2R^b$.

7. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein R^1 is C_1 - C_3 alkyl; R^2 is H or C_1 - C_3 alkyl; R^3 is H, unsubstituted C_1 - C_3 alkyl, or halogen; R^4 is H, C_1 - C_3 alkyl, or halogen; and R^5 is phenyl or pyridinyl; each of which is substituted with 1, 2, or 3 substituents, wherein one substituent is selected from the group consisting of $-OR^a$ and $-NR^cR^d$, and the other optional substituents are selected from the group consisting of C_1 - C_3 alkyl, halogen, C_1 - C_3 haloalkyl, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-N(R^e)S(O)_2R^b$, $-(C_1-C_3 \text{ alkylene})-G^2$ wherein G^2 is optionally substituted heterocycle, $-(C_1-C_3 \text{ alkylene})-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylene})-S(O)_2NR^cR^d$, $-(C_1-C_3 \text{ alkylene})-NR^cR^d$, and $-(C_1-C_3 \text{ alkylene})-N(R^e)S(O)_2R^b$.

8. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein R^5 is represented by the following formula:



wherein

A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or

A^1 is N, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or

A^1 is $C(R^7)$, A^2 is N, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or

A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is N, and A^4 is $C(R^{10})$; or

A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is N;

R^6 is halogen, $-OR^a$, or $-NR^cR^d$;

R^7 is HR^{10} is H;

R^8 is H, halogen, $-OR^a$, $-NR^cR^d$, $-C(O)R^a$, $-C(O)NR^cR^d$, G^2 , $-(C_1-C_6 \text{ alkylenyl})-G^2$, or $-(C_1-C_6 \text{ alkylenyl})-NR^cR^d$;

R^9 is H, halogen, $-CN$, C_1-C_6 haloalkyl, $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylenyl})-G^2$ wherein G^2 is optionally substituted heterocycle, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2R^a$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylenyl})-NR^cR^d$, or $-(C_1-C_6 \text{ alkylenyl})-N(R^e)S(O)_2R^b$;

R^a , R^c , R^d , and R^e , at each occurrence, are each independently H, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, G^2 , or C_1-C_6 alkyl wherein the C_1-C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

R^b , at each occurrence, is independently C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, G^2 , or C_1-C_6 alkyl wherein the C_1-C_6 alkyl is optionally substituted with one substituent selected from the group consisting of $-OR^{y1}$, $-NR^{y3}R^{y4}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, and G^2 ;

G^2 , at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G^2 group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

R^{2g} , at each occurrence, is independently C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, halogen, C_1-C_6 haloalkyl, $-CN$, NO_2 , $-OR^{y1}$, $-OC(O)R^{y2}$, $-OC(O)NR^{y3}R^{y4}$, $-SR^{y1}$, $-S(O)_2R^{y1}$, $-S(O)_2NR^{y3}R^{y4}$, $-C(O)R^{y1}$, $-C(O)OR^{y1}$, $-C(O)NR^{y3}R^{y4}$, $-NR^{y3}R^{y4}$, $-N(R^{y3})C(O)R^{y2}$, $-N(R^{y3})S(O)_2R^{y2}$, $-N(R^{y3})C(O)O(R^{y2})$, $-N(R^{y3})C(O)NR^{y3}R^{y4}$, $-N(R^{y3})S(O)_2NR^{y3}R^{y4}$, G^{2b} , $-(C_1-C_6 \text{ alkylenyl})-OR^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-OC(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2R^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)R^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)OR^{y1}$, $-(C_1-C_6 \text{ alkylenyl})-C(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})S(O)_2R^{y2}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)O(R^{y2})$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})C(O)NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-N(R^{y3})S(O)_2NR^{y3}R^{y4}$, $-(C_1-C_6 \text{ alkylenyl})-CN$, or $-(C_1-C_6 \text{ alkylenyl})-G^{2b}$;

R^{y1} , R^{y3} , and R^{y4} , at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylene)-G^{2b};

R^{y2} , at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylene)-G^{2b};

G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylene)-OR^{z1}, -(C₁-C₆ alkylene)-OC(O)R^{z2}, -(C₁-C₆ alkylene)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylene)-S(O)₂R^{z1}, -(C₁-C₆ alkylene)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylene)-C(O)R^{z1}, -(C₁-C₆ alkylene)-C(O)OR^{z1}, -(C₁-C₆ alkylene)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylene)-NR^{z3}R^{z4}, -(C₁-C₆ alkylene)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylene)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylene)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylene)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylene)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, and -(C₁-C₆ alkylene)-CN;

R^{z1} , R^{z3} , and R^{z4} , at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{z2} , at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl.

9. The compound of claim 8, or a pharmaceutically acceptable salt thereof, wherein R^1 is methyl; and R^2 is H or methyl.
10. The compound of claim 9, or a pharmaceutically acceptable salt thereof, wherein R^2 is H; R^3 is H, unsubstituted C₁-C₃ alkyl, or halogen; and R^4 is H, C₁-C₃ alkyl, or halogen.

11. The compound of claim 10, or a pharmaceutically acceptable salt thereof wherein A^1 is $C(R^7)$, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$; or A^1 is N, A^2 is $C(R^8)$, A^3 is $C(R^9)$, and A^4 is $C(R^{10})$.
12. The compound of claim 11, or a pharmaceutically acceptable salt thereof wherein R^8 is H or halogen.
13. The compound of claim 12, or a pharmaceutically acceptable salt thereof wherein R^6 is $-OR^a$ or $-NR^cR^d$, wherein
 - R^a and R^d are each independently C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one G^2 group; and
 - R^c is H or unsubstituted C_1 - C_6 alkyl; and
 - R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylenyl})-G^2$ wherein G^2 is optionally substituted heterocycle, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2R^a$, $-(C_1-C_6 \text{ alkylenyl})-S(O)_2NR^cR^d$, $-(C_1-C_6 \text{ alkylenyl})-NR^cR^d$, or $-(C_1-C_6 \text{ alkylenyl})-N(R^e)S(O)_2R^b$.
14. The compound of claim 12, or a pharmaceutically acceptable salt thereof wherein R^6 is $-OR^a$ or $-NR^cR^d$, wherein
 - R^a and R^d are each independently C_1 - C_6 haloalkyl or unsubstituted C_1 - C_6 alkyl; and
 - R^c is H or unsubstituted C_1 - C_3 alkyl; and
 - R^9 is $-S(O)_2R^a$ or $-(CH_2)-SO_2R^a$, wherein R^a , at each occurrence, is independently unsubstituted C_1 - C_3 alkyl.
15. The compound of claim 12, or a pharmaceutically acceptable salt thereof wherein R^6 is $-OR^a$ or $-NR^cR^d$, wherein
 - R^a is G^2 or C_1 - C_3 alkyl wherein the C_1 - C_3 alkyl is substituted with one G^2 group; and G^2 is aryl, C_4 - C_6 heterocycle, C_3 - C_6 cycloalkyl, C_5 - C_6 heteroaryl, or adamantyl, each of which is optionally substituted;
 - R^c is H or unsubstituted C_1 - C_3 alkyl; and

R^d is optionally substituted phenyl or C_1 - C_3 alkyl wherein the C_1 - C_3 alkyl is substituted with one G^2 group; and G^2 is phenyl, C_3 - C_6 cycloalkyl, or bicyclo[2.2.1]heptyl, each of which is optionally substituted; and R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-S(O)_2NR^cR^d$, $-(C_1-C_3 \text{ alkylenyl})-G^2$ wherein G^2 is optionally substituted C_4 - C_6 heterocycle; $-(C_1-C_3 \text{ alkylenyl})-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylenyl})-S(O)_2NR^cR^d$, $-(C_1-C_3 \text{ alkylenyl})-NR^cR^d$, or $-(C_1-C_3 \text{ alkylenyl})-N(R^e)S(O)_2R^b$; wherein R^a and R^b are each independently C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one G^2 group, and G^2 is phenyl, C_3 - C_6 cycloalkyl, C_5 - C_6 heteroaryl, or C_4 - C_6 heterocycle, each of which is optionally substituted; R^e and R^c are each independently H or unsubstituted C_1 - C_3 alkyl; and R^d is H, C_1 - C_6 haloalkyl, G^2 , or C_1 - C_6 alkyl wherein the C_1 - C_6 alkyl is optionally substituted with one G^2 group, and G^2 is phenyl, C_3 - C_6 cycloalkyl, C_5 - C_6 heteroaryl, or C_4 - C_6 heterocycle, each of which is optionally substituted.

16. The compound of claim 12, or a pharmaceutically acceptable salt thereof wherein

R^6 is $-OR^a$; wherein

R^a is G^2 , and

G^2 is optionally substituted phenyl or optionally substituted C_3 - C_6 cycloalkyl; and

R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylenyl})-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylenyl})-S(O)_2NR^cR^d$, or $-(C_1-C_3 \text{ alkylenyl})-N(R^e)S(O)_2R^b$; wherein

R^a is unsubstituted C_1 - C_3 alkyl or optionally substituted C_4 - C_6 heterocycle,

R^b is unsubstituted C_1 - C_3 alkyl or optionally substituted benzyl;

R^c is H or unsubstituted C_1 - C_3 alkyl;

R^d is H or unsubstituted C_1 - C_3 alkyl; and

R^e is H.

17. The compound of claim 12, or a pharmaceutically acceptable salt thereof wherein

R^3 is H;

R^4 is H;

R^6 is $-OR^a$; wherein

R^a is G^2 , and

G^2 is phenyl substituted with 1 or 2 halogen; and

R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, or $-(CH_2)-S(O)_2R^a$, wherein

R^a and R^b are each independently unsubstituted C_1 - C_3 alkyl, and

R^e is H.

18. The compound of claim 12, or a pharmaceutically acceptable salt thereof, wherein

R^6 is $-NR^cR^d$, wherein

R^c is H or unsubstituted C_1 - C_3 alkyl; and

R^d is optionally substituted phenyl or C_1 - C_3 alkyl wherein the C_1 - C_3 alkyl is substituted with one G^2 group, wherein G^2 is optionally substituted C_3 - C_6 cycloalkyl, and

R^9 is $-N(R^e)S(O)_2R^b$, $-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylenyl})-S(O)_2R^a$, $-(C_1-C_3 \text{ alkylenyl})-S(O)_2NR^cR^d$, or $-(C_1-C_3 \text{ alkylenyl})-N(R^e)S(O)_2R^b$; wherein

R^a is unsubstituted C_1 - C_3 alkyl or optionally substituted C_4 - C_6 heterocycle,

R^b is unsubstituted C_1 - C_3 alkyl or optionally substituted benzyl;

R^c is H or unsubstituted C_1 - C_3 alkyl;

R^d is H or unsubstituted C_1 - C_3 alkyl; and

R^e is H.

19. The compound of claim 12, or a pharmaceutically acceptable salt thereof, wherein

R^3 is H,

R^4 is H,

R^6 is $-NR^cR^d$, wherein

R^c is H or methyl; and

R^d is phenyl substituted with 1 or 2 halogen, or R^d is C_1 - C_3 alkyl wherein the C_1 - C_3 alkyl is substituted with one G^2 group, and G^2 is optionally substituted cyclopropyl, and

R^9 is $-(CH_2)-S(O)_2R^a$; wherein R^a is unsubstituted C_1 - C_3 alkyl.

20. The compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is selected from the group consisting of:

1-methyl-3-(2-phenoxyphenyl)-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]propane-2-sulfonamide;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;
 N-[4-(4-chlorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;
 N-{4-[(trans-4-methoxycyclohexyl)oxy]-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl}ethanesulfonamide;
 N-[3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-(tetrahydro-2H-pyran-4-yloxy)phenyl]ethanesulfonamide;
 N-{4-[(4,4-difluorocyclohexyl)oxy]-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl}ethanesulfonamide;
 N-{4-[(cis-4-methoxycyclohexyl)oxy]-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl}ethanesulfonamide;
 N-[3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-(oxetan-3-yloxy)phenyl]ethanesulfonamide;
 N-[4-(2,4-difluorophenoxy)-2-fluoro-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
 N-[2-(2,4-difluorophenoxy)-4-fluoro-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
 N-[2,4-bis(2,4-difluorophenoxy)-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;
 N-[4-(cyclopropylmethoxy)-2-methyl-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;
 N-[4-(4-fluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]ethanesulfonamide;
 N-[4-(4-cyanophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;

3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-phenoxyphenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(3,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-methoxy-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(cyclopropylmethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydrofuran-3-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydrofuran-3-ylmethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydro-2H-pyran-4-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(4,4-difluorocyclohexyl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydro-2H-pyran-3-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,2-dimethylpropoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(cyclobutylmethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-{2-[(1-methylcyclopropyl)methoxy]-5-(methylsulfonyl)phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(oxetan-3-ylmethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(tetrahydro-2H-pyran-4-ylmethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-cyclopropylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(cis-4-hydroxycyclohexyl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(trans-4-hydroxycyclohexyl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-cyclopentylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-cyclohexylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(2-phenylethoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,3-dihydro-1H-inden-2-yloxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-{5-(methylsulfonyl)-2-[2-(thiophen-2-yl)ethoxy]phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(3,3-dimethylbutoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(4,4-difluorocyclohexyl)methoxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(2,2-difluorocyclopropyl)methoxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(2,2-difluorocyclopropyl)methoxy]-5-(methylsulfonyl)phenyl}-1,6-dimethyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(cyclopropylmethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(cyclopropylmethyl)(methyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

4-({[2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-(methylsulfonyl)phenyl]amino}methyl)benzonitrile;

3-{2-[(cyclohexylmethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(4-chlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(cyclopropylmethoxy)-6-methylphenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

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

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[2-(ethylsulfonyl)propan-2-yl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[1-(ethylsulfonyl)ethyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(1R)-1-(ethylsulfonyl)ethyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(1S)-1-(ethylsulfonyl)ethyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(phenylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

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

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]pyridin-3-yl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(4-fluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(4-tert-butylphenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(naphthalen-2-yloxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-(2,2,3,3,3-pentafluoropropoxy)phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-[5-(methylsulfonyl)-2-{2-[tricyclo[3.3.1.1^{3,7}]dec-1-yl]ethoxy}phenyl]-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(3-cyclopentylpropoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(1-acetylpiperidin-4-yl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(cyclopentylmethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-methyl-3-{5-(methylsulfonyl)-2-[(2,2,2-trifluoroethyl)amino]phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(2,2,3,3,4,4,4-heptafluorobutyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-[(1S,4R)-bicyclo[2.2.1]hept-2-ylmethyl]amino]-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(2-cyclopentylethyl)amino]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-chloro-4-methylphenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-(ethylsulfonyl)-2-(pyridin-4-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(4,6-dimethylpyridin-3-yl)oxy]-5-(ethylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(3,4-dichlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-(ethylsulfonyl)-2-[4-(trifluoromethyl)phenoxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

4-[4-(ethylsulfonyl)-2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenoxy]benzonitrile;

3-[2-(4-chloro-3-ethylphenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

4-[4-(ethylsulfonyl)-2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenoxy]-3-methoxybenzonitrile;

3-[5-(ethylsulfonyl)-2-(pyridin-3-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-dichlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

2-[4-(ethylsulfonyl)-2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenoxy]benzonitrile;

3-[2-(2,3-dichlorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-chloro-4-methoxyphenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-(ethylsulfonyl)-2-[(6-methylpyrazin-2-yl)oxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-(ethylsulfonyl)-2-(pyridazin-4-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-(ethylsulfonyl)-2-(pyrimidin-5-yloxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-(ethylsulfonyl)-2-[(3-methylpyrazin-2-yl)oxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-(ethylsulfonyl)-2-[(1,3,5-trimethyl-1H-pyrazol-4-yl)oxy]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

5-chloro-3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-5-ethyl-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3,5-bis{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-5-(3,5-dimethyl-1,2-oxazol-4-yl)-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(morpholin-4-ylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

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

3-[2-(cyclopropylmethoxy)-5-(2,3-dihydro-1H-indol-1-ylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-N-methylmethanesulfonamide;

1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-N,N-dimethylmethanesulfonamide;

N-cyclohexyl-1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;

3-{2-(2,4-difluorophenoxy)-5-[(piperidin-1-ylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-N-(1,3-thiazol-2-yl)methanesulfonamide;

3-[2-(2,4-difluorophenoxy)-5-(piperazin-1-ylmethyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]ethanesulfonamide;

4-chloro-3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

4-chloro-3-[2-(2-cyclopropylethoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(cyclopropylmethyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-[(4-aminopiperidin-1-yl)methyl]-2-(2,4-difluorophenoxy)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(piperidin-4-ylamino)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-{[4-(dimethylamino)piperidin-1-yl]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-{[(3,3-dimethylbutyl)amino]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(4-methoxypiperidin-1-yl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(4-methylpiperazin-1-yl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-[(3-methylbutyl)amino]methyl]phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-[(cyclopropylmethyl)amino]methyl]-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-[(1H-imidazol-4-ylmethyl)amino]methyl]phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-(chloromethyl)-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(4-fluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(2,4-difluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1,4-dimethyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2-cyclopropylethoxy)-5-(methylsulfonyl)phenyl]-1,4-dimethyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(cyclopropylmethoxy)-5-[(3,3-difluoroazetidin-1-yl)sulfonyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

5-[(1Z)-2-chloro-4-hydroxybut-1-en-1-yl]-3-[2-(2,4-difluorophenoxy)-5-(ethylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-[(furan-3-ylmethyl)amino]methyl]phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-[(2-cyclopentylethyl)amino]methyl]-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-{[4-(trifluoromethyl)piperidin-1-yl]methyl}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-2-methoxybenzenesulfonamide;

1-(4-chlorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]methanesulfonamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-1-(4-methylphenyl)methanesulfonamide;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-1-[4-(trifluoromethyl)phenyl]methanesulfonamide;
 1-(4-cyanophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]methanesulfonamide;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-2,2,2-trifluoroethanesulfonamide;
 3-[5-(aminomethyl)-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]cyclopentanesulfonamide;
 2,5-dichloro-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]thiophene-3-sulfonamide;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-5-methyl-1,2-oxazole-4-sulfonamide;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]-3,5-dimethyl-1,2-oxazole-4-sulfonamide;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)benzyl]benzenesulfonamide;
 3-{2-[(cyclopropylmethyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
 3-{2-chloro-5-[(methylsulfonyl)methyl]pyridin-3-yl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
 3-[2-{[trans-4-(dimethylamino)cyclohexyl]oxy}-5-(pyrrolidin-1-ylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
 3-{5-fluoro-2-[(4-fluorophenyl)amino]pyridin-3-yl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
 3-[5-amino-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;
 N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-4-methylpentanamide;

2,5-dichloro-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]benzamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(2-methoxyphenyl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]pyridine-2-carboxamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-5-methylpyrazine-2-carboxamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-3-phenylpropanamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-4-phenoxybutanamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(3-phenoxyphenyl)acetamide;

4-(acetylamino)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]benzamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-4-(phenoxymethyl)benzamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-oxo-1-phenylpyrrolidine-3-carboxamide;

2-(1,2-benzoxazol-3-yl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]acetamide;

2-(5-chloro-2-fluorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]acetamide;

2-(4-chloro-2-fluorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(6-methylpyridin-3-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(3,4-dihydro-2H-chromen-6-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(2-methyl-1,3-thiazol-5-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-(1,5-dimethyl-1H-pyrazol-3-yl)acetamide;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-2-[4-(2-fluorophenyl)-1H-pyrazol-1-yl]acetamide;

methyl (2E)-3-[(4-fluorophenyl){2-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)-4-[(methylsulfonyl)methyl]phenyl} amino]prop-2-enoate;

4-([4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]amino)methylbenzonitrile;

3-[2-(2,4-difluorophenoxy)-5-{[3-(4-methoxyphenoxy)benzyl]amino}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[2-(2,4-difluorophenoxy)-5-{[(3-methylpyridin-2-yl)methyl]amino}phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-{[4-(benzyloxy)benzyl]amino}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-{[(5-chloro-3-methyl-1-phenyl-1H-pyrazol-4-yl)methyl]amino}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-([4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]amino)methylbenzonitrile;

3-{2-(2,4-difluorophenoxy)-5-[(4-phenoxybenzyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(3,3-dimethylbutyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{5-[(2,6-difluorobenzyl)amino]-2-(2,4-difluorophenoxy)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(6,7-dihydro-5H-pyrrolo[1,2-a]imidazol-2-ylmethyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-[5-{[2-(benzyloxy)-3-methoxybenzyl]amino}-2-(2,4-difluorophenoxy)phenyl]-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

2-([4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]amino)methylbenzonitrile;

3-{2-(2,4-difluorophenoxy)-5-[(quinolin-4-ylmethyl)amino]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-1-phenylmethanesulfonamide;

1-(2-chloro-5-fluorophenyl)-N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;

N-{4-(2,4-difluorophenoxy)-3-[1-methyl-5-(morpholin-4-ylmethyl)-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

N-{4-(2,4-difluorophenoxy)-3-[1-methyl-7-oxo-5-(piperidin-4-yl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

N-[6-(2,4-difluorophenoxy)-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)pyridin-3-yl]ethanesulfonamide;

N-[3-{5-[1-(cyclopropylcarbonyl)piperidin-4-yl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}-4-(2,4-difluorophenoxy)phenyl]ethanesulfonamide;

N-[4-(2,4-difluorophenoxy)-3-{5-[1-(ethylsulfonyl)piperidin-4-yl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}phenyl]ethanesulfonamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-[3-(1H-imidazol-1-yl)propyl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-[2-(dimethylamino)ethyl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

N-(cyanomethyl)-3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-(3-hydroxypropyl)-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

N-{4-(2,4-difluorophenoxy)-3-[1-methyl-5-(morpholin-4-ylcarbonyl)-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-(pyridin-3-ylmethyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

N-{4-(2,4-difluorophenoxy)-3-[1-methyl-7-oxo-5-(pyrrolidin-1-ylcarbonyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl]phenyl}ethanesulfonamide;

N-[4-(2,4-difluorophenoxy)-3-{5-[(4-hydroxypiperidin-1-yl)carbonyl]-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}phenyl]ethanesulfonamide;

N-(cyclopentylmethyl)-3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-N-[2-(morpholin-4-yl)ethyl]-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-N-[2-(4-methylpiperazin-1-yl)ethyl]-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-[2-(piperidin-1-yl)ethyl]-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-(tetrahydrofuran-3-ylmethyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N,1-dimethyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-N-(furan-3-ylmethyl)-1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{3-cyclopropyl-2-[(2,4-difluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one; and

1-methyl-3-{5-[(methylsulfonyl)methyl]-2-(pyridin-2-ylamino)phenyl}-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one.

21. The compound of claim 9 or a pharmaceutically acceptable salt wherein

R^2 is H;

R^3 is $-C(O)R^{3a}$, $-C(O)NR^{3b}R^{3c}$, C_4 - C_6 heterocycle, or C_1 - C_3 alkyl which is substituted with C_4 - C_6 heterocycle; wherein each of the C_4 - C_6 heterocycle moieties is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} ;

R^{3a} is C_4 - C_6 heterocycle which is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} ;

R^{3b} is H or C_1 - C_6 alkyl;

R^{3c} is H, C_1 - C_6 alkyl, $-(C_1-C_6 \text{ alkylenyl})-OR^{z1}$, $-(C_1-C_6 \text{ alkylenyl})-NR^{z3}R^{z4}$, $-(C_1-C_6 \text{ alkylenyl})-CN$, or $-(C_1-C_6 \text{ alkylenyl})-G^1$; wherein G^1 is C_4 - C_6 heterocycle, C_5 - C_6 heteroaryl, C_3 - C_6 cycloalkyl, or phenyl; each of which is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} ;

R^6 is $-OR^a$ or $-NR^cR^d$; wherein

R^a and R^d are each independently G^2 or C_1 - C_6 alkyl substituted with a G^2 group; wherein G^2 is phenyl, C_3 - C_6 cycloalkyl, C_4 - C_6 heterocycle, or C_5 - C_6 heteroaryl; each of which is optionally substituted with 1, 2, 3, 4, or 5 substituents

independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN,

NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, and -N(R^{y3})S(O)₂NR^{y3}R^{y4};

R^c is hydrogen or unsubstituted C₁-C₆ alkyl;

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{y2}, at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl; and

R⁹ is H, halogen, -CN, C₁-C₆ haloalkyl, -N(R^c)S(O)₂R^b, -S(O)₂R^a, -S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, or -(C₁-C₆ alkylenyl)-N(R^c)S(O)₂R^b; wherein

R^c, R^d, and R^e, at each occurrence, are each independently H or unsubstituted C₁-C₆ alkyl; and

R^a and R^b, at each occurrence, is independently C₁-C₆ haloalkyl, or unsubstituted C₁-C₆ alkyl.

22. The compound of claim 21 or a pharmaceutically acceptable salt wherein

R³ is -C(O)R^{3a} or -C(O)NR^{3b}R^{3c};

A¹ is C(R⁷), A² is C(R⁸), A³ is C(R⁹), and A⁴ is C(R¹⁰); or

A¹ is N, A² is C(R⁸), A³ is C(R⁹), and A⁴ is C(R¹⁰);

R⁶ is -OR^a or -NR^cR^d; wherein

R^a and R^d are each independently phenyl, pyridinyl, or C₁-C₃ alkyl substituted with a C₃-C₆ cycloalkyl; wherein the phenyl, pyridinyl, and the C₃-C₆ cycloalkyl are optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN,

NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, and -N(R^{y3})S(O)₂NR^{y3}R^{y4};

R^c is hydrogen or unsubstituted C₁-C₃ alkyl;

R^{y1} , R^{y3} , and R^{y4} , at each occurrence, are each independently H, C₁-C₆ alkyl, or C₁-C₆ haloalkyl; and

R^{y2} , at each occurrence, is independently C₁-C₆ alkyl or C₁-C₆ haloalkyl;

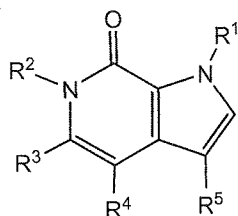
R^8 is H or halogen; and

R^9 is $-N(R^e)S(O)_2R^b$ or $-(C_1-C_6 \text{ alkylene})-S(O)_2R^a$; wherein

R^e is H or unsubstituted C₁-C₃ alkyl; and

R^a and R^b , are independently C₁-C₃ alkyl.

23. A compound of formula (I) or a pharmaceutically acceptable salt thereof,



(I)

wherein

R^1 is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R^2 is H, C₁-C₃ alkyl, or C₁-C₃ haloalkyl;

R^3 is H, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl,

halogen, $-OR^{3a}$, $-NR^{3b}R^{3c}$, $-N(R^{3b})C(O)R^{3d}$, $-N(R^{3b})C(O)NR^{3b}R^{3c}$, $-N(R^{3b})S(O)_2NR^{3b}R^{3c}$, $-C(O)R^{3a}$, $-C(O)OR^{3a}$, $-C(O)NR^{3b}R^{3c}$, $-S(O)R^{3d}$, $-S(O)_2R^{3a}$, $-S(O)_2NR^{3b}R^{3c}$, or G^1 ; wherein the C₁-C₆ alkyl, C₂-C₆ alkenyl, and C₂-C₆ alkynyl are each

independently unsubstituted or substituted with 1 or 2 substituents independently selected from the group consisting of halogen, G^1 , $-OR^{3a}$, and $-NR^{3b}R^{3c}$;

R^{3a} , R^{3b} , and R^{3c} , at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^1 , or $-(C_1-C_6 \text{ alkylene})-G^1$;

R^{3d} , at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^1 , or $-(C_1-C_6 \text{ alkylene})-G^1$;

G^1 , at each occurrence, is independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G^1 is optionally substituted with 1, 2, 3, 4, or 5 R^{1g} groups;

R^4 is H, C₁-C₆ alkyl, halogen, or C₁-C₆ haloalkyl;

R⁵ is phenyl or pyridinyl; each of which is substituted with 1, 2, or 3 substituents

independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂,

G², -OR^a, -OC(O)R^b, -OC(O)NR^cR^d, -SR^a, -S(O)₂R^a, -S(O)₂NR^cR^d, -C(O)R^a, -C(O)OR^a, -C(O)NR^cR^d, -NR^cR^d, -N(R^e)C(O)R^b, -N(R^e)S(O)₂R^b, -N(R^e)C(O)O(R^b), -N(R^e)C(O)NR^cR^d, -N(R^e)S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-G², -(C₁-C₆ alkylenyl)-OR^a, -(C₁-C₆ alkylenyl)-OC(O)R^b, -(C₁-C₆ alkylenyl)-OC(O)NR^cR^d, -(C₁-C₆ alkylenyl)-S(O)₂R^a, -(C₁-C₆ alkylenyl)-S(O)₂NR^cR^d, -(C₁-C₆ alkylenyl)-C(O)R^a, -(C₁-C₆ alkylenyl)-C(O)OR^a, -(C₁-C₆ alkylenyl)-C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)C(O)R^b, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂R^b, -(C₁-C₆ alkylenyl)-N(R^e)C(O)O(R^b), -(C₁-C₆ alkylenyl)-N(R^e)C(O)NR^cR^d, -(C₁-C₆ alkylenyl)-N(R^e)S(O)₂NR^cR^d, and -(C₁-C₆ alkylenyl)-CN;

R^a, R^c, R^d, and R^e, at each occurrence, are each independently H, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of –
OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

R^b, at each occurrence, is independently C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, G², or C₁-C₆ alkyl wherein the C₁-C₆ alkyl is optionally substituted with one substituent selected from the group consisting of –

OR^{y1}, -NR^{y3}R^{y4}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, and G²;

G², at each occurrence, are each independently aryl, heteroaryl, heterocycle, cycloalkyl, or cycloalkenyl; and each G² group is optionally substituted with 1, 2, 3, 4, or 5 R^{2g} groups;

R^{1g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN,

NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})C(O)O(R^{z2}), -N(R^{z3})C(O)NR^{z3}R^{z4}, -N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-OR^{z1}, -(C₁-C₆ alkylenyl)-OC(O)R^{z2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{z1}, -(C₁-C₆

alkylenyl)-S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-C(O)R^{z1}, -(C₁-C₆ alkylenyl)-C(O)OR^{z1}, -(C₁-C₆ alkylenyl)-C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂R^{z2}, -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)O(R^{z2}), -(C₁-C₆ alkylenyl)-N(R^{z3})C(O)NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-N(R^{z3})S(O)₂NR^{z3}R^{z4}, -(C₁-C₆ alkylenyl)-CN, or -O(phenyl) wherein the phenyl moiety is optionally substituted with 1, 2, 3, or 4 substituents independently selected from the group consisting of C₁-C₆ alkyl, halogen, C₁-C₆ haloalkyl, -OH, -O(alkyl), -O(haloalkyl), CN, and NO₂;

R^{2g}, at each occurrence, is independently C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{y1}, -OC(O)R^{y2}, -OC(O)NR^{y3}R^{y4}, -SR^{y1}, -S(O)₂R^{y1}, -S(O)₂NR^{y3}R^{y4}, -C(O)R^{y1}, -C(O)OR^{y1}, -C(O)NR^{y3}R^{y4}, -NR^{y3}R^{y4}, -N(R^{y3})C(O)R^{y2}, -N(R^{y3})S(O)₂R^{y2}, -N(R^{y3})C(O)O(R^{y2}), -N(R^{y3})C(O)NR^{y3}R^{y4}, -N(R^{y3})S(O)₂NR^{y3}R^{y4}, G^{2b}, -(C₁-C₆ alkylenyl)-OR^{y1}, -(C₁-C₆ alkylenyl)-OC(O)R^{y2}, -(C₁-C₆ alkylenyl)-OC(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-S(O)₂R^{y1}, -(C₁-C₆ alkylenyl)-S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-C(O)R^{y1}, -(C₁-C₆ alkylenyl)-C(O)OR^{y1}, -(C₁-C₆ alkylenyl)-C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂R^{y2}, -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)O(R^{y2}), -(C₁-C₆ alkylenyl)-N(R^{y3})C(O)NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-N(R^{y3})S(O)₂NR^{y3}R^{y4}, -(C₁-C₆ alkylenyl)-CN, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y1}, R^{y3}, and R^{y4}, at each occurrence, are each independently H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

R^{y2}, at each occurrence, is independently C₁-C₆ alkyl, C₁-C₆ haloalkyl, G^{2b}, or -(C₁-C₆ alkylenyl)-G^{2b};

G^{2b}, at each occurrence, is independently aryl, heteroaryl, cycloalkyl, cycloalkenyl, or heterocycle; and each G^{2b} group is optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, halogen, C₁-C₆ haloalkyl, -CN, NO₂, -OR^{z1}, -OC(O)R^{z2}, -OC(O)NR^{z3}R^{z4}, -SR^{z1}, -S(O)₂R^{z1}, -S(O)₂NR^{z3}R^{z4}, -C(O)R^{z1}, -C(O)OR^{z1}, -C(O)NR^{z3}R^{z4}, -NR^{z3}R^{z4}, -N(R^{z3})C(O)R^{z2}, -N(R^{z3})S(O)₂R^{z2}, -N(R^{z3})

$C(O)O(R^{Z2})$, $-N(R^{Z3})C(O)NR^{Z3}R^{Z4}$, $-N(R^{Z3})S(O)_2NR^{Z3}R^{Z4}$, $-(C_1-C_6$
 alkylenyl)- OR^{Z1} , $-(C_1-C_6$ alkylenyl)- $OC(O)R^{Z2}$, $-(C_1-C_6$
 alkylenyl)- $OC(O)NR^{Z3}R^{Z4}$, $-(C_1-C_6$ alkylenyl)- $S(O)_2R^{Z1}$, $-(C_1-C_6$
 alkylenyl)- $S(O)_2NR^{Z3}R^{Z4}$, $-(C_1-C_6$ alkylenyl)- $C(O)R^{Z1}$, $-(C_1-C_6$
 alkylenyl)- $C(O)OR^{Z1}$, $-(C_1-C_6$ alkylenyl)- $C(O)NR^{Z3}R^{Z4}$, $-(C_1-C_6$
 alkylenyl)- $NR^{Z3}R^{Z4}$, $-(C_1-C_6$ alkylenyl)- $N(R^{Z3})C(O)R^{Z2}$, $-(C_1-C_6$
 alkylenyl)- $N(R^{Z3})S(O)_2R^{Z2}$, $-(C_1-C_6$ alkylenyl)- $N(R^{Z3})C(O)O(R^{Z2})$, $-(C_1-C_6$
 alkylenyl)- $N(R^{Z3})C(O)NR^{Z3}R^{Z4}$, $-(C_1-C_6$ alkylenyl)- $N(R^{Z3})S(O)_2NR^{Z3}R^{Z4}$, and $-(C_1-$
 C_6 alkylenyl)-CN;

R^{Z1} , R^{Z3} , and R^{Z4} , at each occurrence, are each independently H, C_1-C_6 alkyl, or C_1-C_6
 haloalkyl; and

R^{Z2} , at each occurrence, is independently C_1-C_6 alkyl or C_1-C_6 haloalkyl.

24. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the
 compound is selected from the group consisting of:

3-[2-(2,4-difluorophenoxy)-5-(methylsulfonyl)phenyl]-1-methyl-1,6-dihydro-7H-
 pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-
 pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]pyridin-3-yl}-1-methyl-1,6-
 dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

N-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-
 yl)phenyl]ethanesulfonamide;

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

N-[4-(2,4-difluorophenoxy)-3-{5-[1-(ethylsulfonyl)piperidin-4-yl]-1-methyl-7-oxo-6,7-
 dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl}phenyl]ethanesulfonamide;

1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-
 yl)phenyl]-N,N-dimethylmethanesulfonamide;

3-{2-(2,4-difluorophenoxy)-5-[(ethylsulfonyl)amino]phenyl}-1-methyl-7-oxo-N-(pyridin-
 3-ylmethyl)-6,7-dihydro-1H-pyrrolo[2,3-c]pyridine-5-carboxamide;

3-{2-(2,4-difluorophenoxy)-5-[(morpholin-4-ylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-5-ethyl-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

5-chloro-3-{2-(2,4-difluorophenoxy)-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

1-[4-(2,4-difluorophenoxy)-3-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]-N-methylmethanesulfonamide;

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

N-[4-(2,4-difluorophenoxy)-2-fluoro-5-(1-methyl-7-oxo-6,7-dihydro-1H-pyrrolo[2,3-c]pyridin-3-yl)phenyl]methanesulfonamide;

3-{2-[(2,4-difluorophenyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one;

3-{2-[(4,4-difluorocyclohexyl)oxy]-5-(methylsulfonyl)phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one; and

3-{2-[(cyclopropylmethyl)amino]-5-[(methylsulfonyl)methyl]phenyl}-1-methyl-1,6-dihydro-7H-pyrrolo[2,3-c]pyridin-7-one.

25. A pharmaceutical composition comprising a therapeutically effective amount of a compound of formula (I) according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

26. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament treating cancer in a subject.

27. The use of claim 26 wherein the cancer is selected from the group consisting of: acoustic neuroma, acute leukemia, acute lymphocytic leukemia, acute myelocytic leukemia (monocytic, myeloblastic, adenocarcinoma, angiosarcoma, astrocytoma, myelomonocytic and promyelocytic), acute t-cell leukemia, basal cell carcinoma, bile duct carcinoma, bladder cancer, brain cancer, breast cancer, bronchogenic carcinoma, cervical cancer, chondrosarcoma, chordoma,

choriocarcinoma, chronic leukemia, chronic lymphocytic leukemia, chronic myelocytic (granulocytic) leukemia, chronic myelogenous leukemia, colon cancer, colorectal cancer, craniopharyngioma, cystadenocarcinoma, diffuse large B-cell lymphoma, dysproliferative changes (dysplasias and metaplasias), embryonal carcinoma, endometrial cancer, endotheliosarcoma, ependymoma, epithelial carcinoma, erythroleukemia, esophageal cancer, estrogen-receptor positive breast cancer, essential thrombocythemia, Ewing's tumor, fibrosarcoma, follicular lymphoma, germ cell testicular cancer, glioma, glioblastoma, gliosarcoma, heavy chain disease, hemangioblastoma, hepatoma, hepatocellular cancer, hormone insensitive prostate cancer, leiomyosarcoma, leukemia, liposarcoma, lung cancer, lymphagioendotheliosarcoma, lymphangiosarcoma, lymphoblastic leukemia, lymphoma (Hodgkin's and non-Hodgkin's), malignancies and hyperproliferative disorders of the bladder, breast, colon, lung, ovaries, pancreas, prostate, skin and uterus, lymphoid malignancies of T-cell or B-cell origin, leukemia, lymphoma, medullary carcinoma, medulloblastoma, melanoma, meningioma, mesothelioma, multiple myeloma, myelogenous leukemia, myeloma, myxosarcoma, neuroblastoma, NUT midline carcinoma (NMC), non-small cell lung cancer, oligodendroglioma, oral cancer, osteogenic sarcoma, ovarian cancer, pancreatic cancer, papillary adenocarcinomas, papillary carcinoma, pinealoma, polycythemia vera, prostate cancer, rectal cancer, renal cell carcinoma, retinoblastoma, rhabdomyosarcoma, sarcoma, sebaceous gland carcinoma, seminoma, skin cancer, small cell lung carcinoma, solid tumors (carcinomas and sarcomas), small cell lung cancer, stomach cancer, squamous cell carcinoma, synovioma, sweat gland carcinoma, thyroid cancer, Waldenström's macroglobulinemia, testicular tumors, uterine cancer and Wilms' tumor.

28. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating a disease or condition in a subject, wherein said disease or condition is selected from the group consisting of Addison's disease, acute gout, ankylosing spondylitis, asthma, atherosclerosis, Behcet's disease, bullous skin diseases, cardiac myopathy, cardiac hypertrophy, chronic obstructive pulmonary disease (COPD), Crohn's disease, dermatitis, eczema, giant cell arteritis, glomerulonephritis, heart failure, hepatitis, hypophysitis, inflammatory bowel disease, Kawasaki disease, lupus nephritis, multiple sclerosis, myocarditis, myositis, nephritis, organ transplant rejection, osteoarthritis, pancreatitis, pericarditis, Polyarteritis nodosa, pneumonitis, primary

biliary cirrhosis, psoriasis, psoriatic arthritis, rheumatoid arthritis, scleritis, sclerosing cholangitis, sepsis systemic lupus erythematosus, Takayasu's Arteritis, toxic shock, thyroiditis, type I diabetes, ulcerative colitis, uveitis, vitiligo, vasculitis, and Wegener's granulomatosis.

29. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating a chronic kidney disease or condition in a subject, wherein said disease or condition is selected from the group consisting of: diabetic nephropathy, hypertensive nephropathy, HIV-associated nephropathy, glomerulonephritis, lupus nephritis, IgA nephropathy, focal segmental glomerulosclerosis, membranous glomerulonephritis, minimal change disease, polycystic kidney disease and tubular interstitial nephritis.

30. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating an acute kidney disease or condition in a subject, wherein said acute kidney disease or condition is selected from the group consisting of: ischemia-reperfusion induced kidney disease, cardiac and major surgery induced kidney disease, percutaneous coronary intervention induced kidney disease, radio-contrast agent induced kidney disease, sepsis induced kidney disease, pneumonia induced kidney disease, and drug toxicity induced kidney disease.

31. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating an acquired immunodeficiency syndrome (AIDS) in a subject.

32. Use of a therapeutically effective amount of a compound of formula (I) according to claim 1 or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for treating a disease or condition in a subject, wherein said disease or condition is selected from the group consisting of: obesity, dyslipidemia, hypercholesterolemia, Alzheimer's disease, metabolic syndrome, hepatic steatosis, type II diabetes, insulin resistance, diabetic retinopathy and diabetic neuropathy.