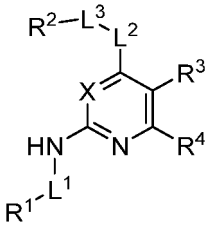
WHAT IS CLAIMED IS:

1. A compound of Formula I, or a pharmaceutically acceptable salt thereof:



Formula I

wherein:

L_1 is an optionally substituted phenylene, optionally substituted 5- or 6-membered heteroarylene, optionally substituted 4-8-membered heterocyclylene, or optionally substituted C_{3-8} carbocyclylene;

R_1 is SO_2R_{10}, $SO_2NR_{11}R_{12}$, $S(O)(NH)R_{10}$, or $C(O)NR_{11}R_{12}$;

X is N or CR_{13};

L_2 is a bond, $-N(R_{14})-$, or -O-;

L_3 is a bond, an optionally substituted C_{1-4} alkylene or an optionally substituted C_{1-4} heteroalkylene;

R_2 is hydrogen, an optionally substituted C_{3-8} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted 4-10 membered heterocyclyl, optionally substituted phenyl, or optionally substituted 5-10 membered heteroaryl;

R_3 is hydrogen, halogen, CN, $C(O)NR_{11}R_{12}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-4} alkenyl, optionally substituted C_{2-4} alkynyl, optionally substituted C_{1-4} heteroalkyl, OR_A, COR_B, $COOR_A$, $NR_{11}R_{12}$, optionally substituted C_{3-8} carbocyclyl, optionally substituted 4-10 membered heterocyclyl, or optionally substituted 5-10 membered heteroaryl;

R_4 is hydrogen, halogen, optionally substituted C_{1-6} alkyl, or $NR_{11}R_{12}$; or L_2 and R_3, together with the intervening atoms, form an optionally substituted 4-8 membered ring structure; or R_3 and R_4, together with the intervening atoms, form an optionally substituted 4-8 membered ring structure;

wherein:

R_{10} is an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, or optionally substituted 4-10 membered heterocyclyl; each of R_{11} and R_{12}, at each occurrence, is independently

hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, optionally substituted 4-10 membered heterocyclyl; or a nitrogen protecting group; or R_{11} and R_{12} can be joined to form an optionally substituted 4-10 membered heterocyclyl or 5- or 6-membered heteroaryl;

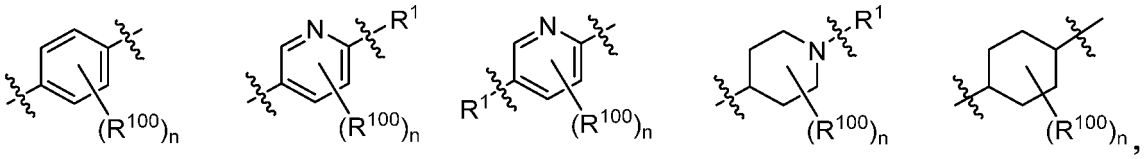
R_A is hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted heteroaryl 5- or 6-membered heteroaryl, optionally substituted 4-10 membered heterocyclyl; or an oxygen protecting group;

R_B is hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 4-10 membered heterocyclyl, or optionally substituted 5- or 6-membered heteroaryl;

R_{13} is hydrogen, F, CN, -OH, an optionally substituted C_{1-4} alkyl, optionally substituted C_{1-4} heteroalkyl, optionally substituted C_{3-8} carbocyclyl, or optionally substituted 4-10 membered heterocyclyl; and

R_{14} is hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, optionally substituted 4-10 membered heterocyclyl; or a nitrogen protecting group.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein L_1 is selected from:



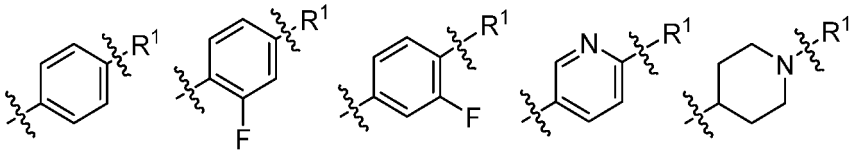
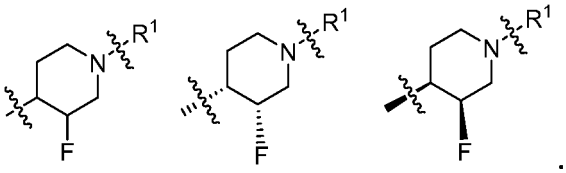
wherein:

n is 0, 1, 2, 3, or 4, as valency permits; and

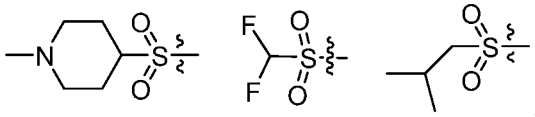
R_{100} at each occurrence is independently selected from halogen, CN, OH, optionally substituted C_{1-4} alkyl, optionally substituted C_{1-4} alkoxy, and optionally substituted C_{1-4} heteroalkyl.

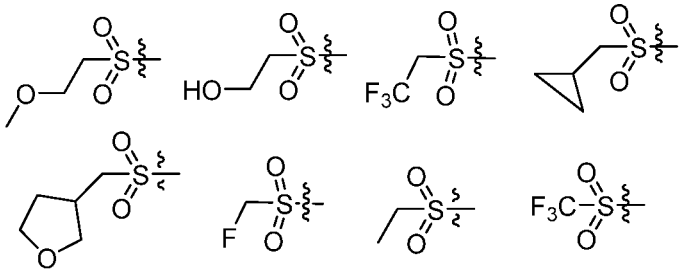
3. The compound of claim 2, or a pharmaceutically acceptable salt thereof, wherein n is 0, 1 or 2, and R_{100} at each occurrence is independently selected from F, Cl, CN, OH, C_{1-4} alkyl optionally

substituted with F, C_{1-4} alkoxy optionally substituted with F, and C_{1-4} heteroalkyl optionally substituted with F.

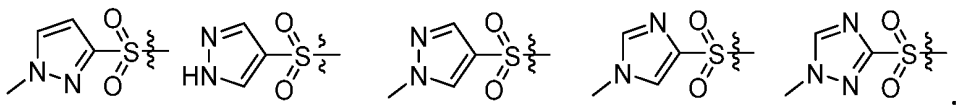
4. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein L_1 is selected from:  or L^1 is selected from: .

5. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein R_1 is SO_2R_{10}, wherein R_{10} is an optionally substituted C_{1-4} alkyl, optionally substituted C_{3-6} cycloalkyl, or optionally substituted 4-8 membered heterocyclyl having one or two ring heteroatoms independently selected from N, O, and S, or R_{10} is an optionally substituted 5 or 6 membered heteroaryl having 1-3 ring heteroatoms independently selected from N, O, and S.

6. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein R^1 is SO_2Me or selected from: , or R^1 is selected from

.

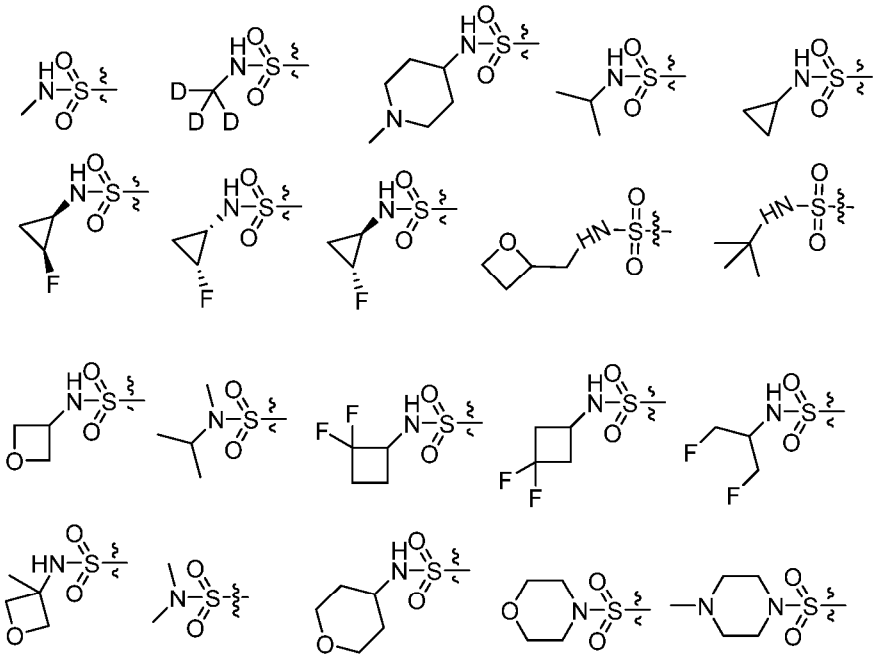
or R_1 is selected from

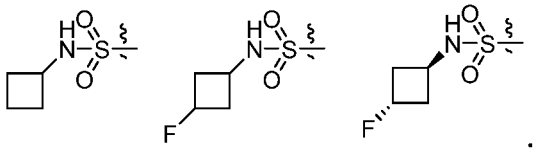


7. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein R_1 is $S(O)(NH)R_{10}$, wherein R_{10} is an optionally substituted C_{1-4} alkyl, optionally substituted C_{3-6} cycloalkyl, or optionally substituted 4-8 membered heterocyclyl having one or two ring heteroatoms independently selected from N, O, and S.

8. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein R_1 is $SO_2NR_{11}R_{12}$, wherein R_{11} and R_{12} are independently hydrogen, an optionally substituted C_{1-4} alkyl, optionally substituted C_{3-6} cycloalkyl, or optionally substituted 4-8 membered heterocyclyl having one or two ring heteroatoms independently selected from N, O, and S.

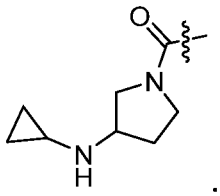
9. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein R_1 is SO_2NH_2 or R_1 is selected from:



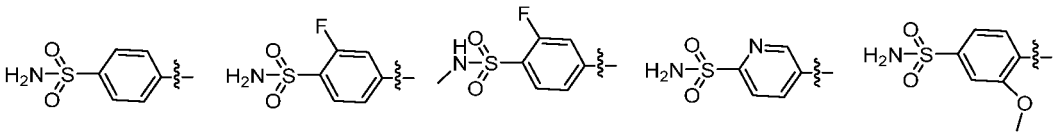
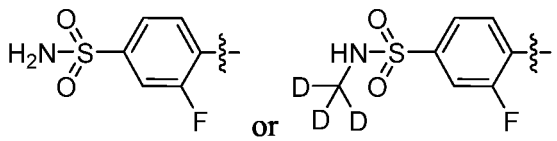
or R^1 is selected from .

10. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein R_1 is $C(O)NR_{11}R_{12}$, wherein R_{11} and R_{12} are independently hydrogen, an optionally substituted C_{1-4} alkyl, optionally substituted C_{3-6} cycloalkyl, or optionally substituted 4-8 membered heterocyclyl having one or two ring heteroatoms independently selected from N, O, and S.

11. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof,

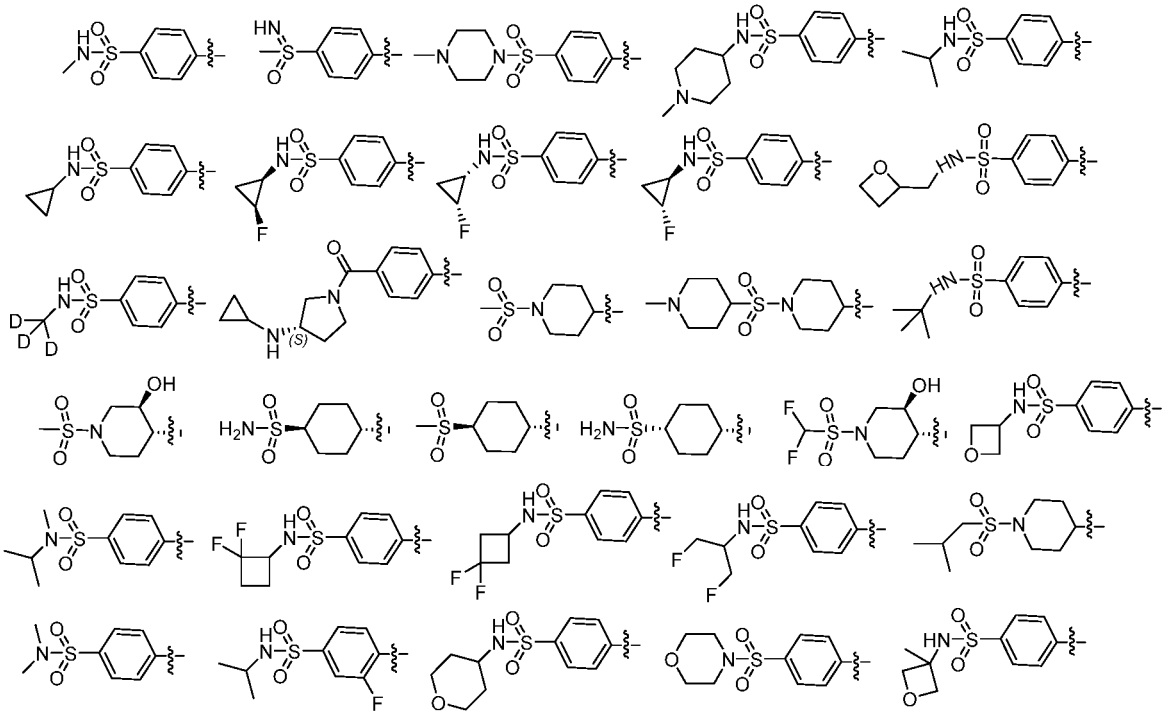
wherein R^1 is C(O)NHMe or .

12. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein L_1-R_1 in Formula I is selected from:

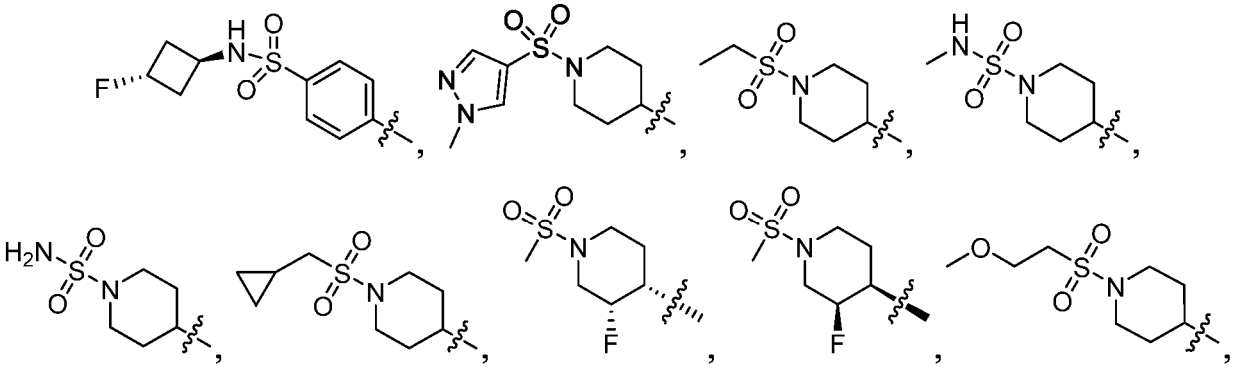



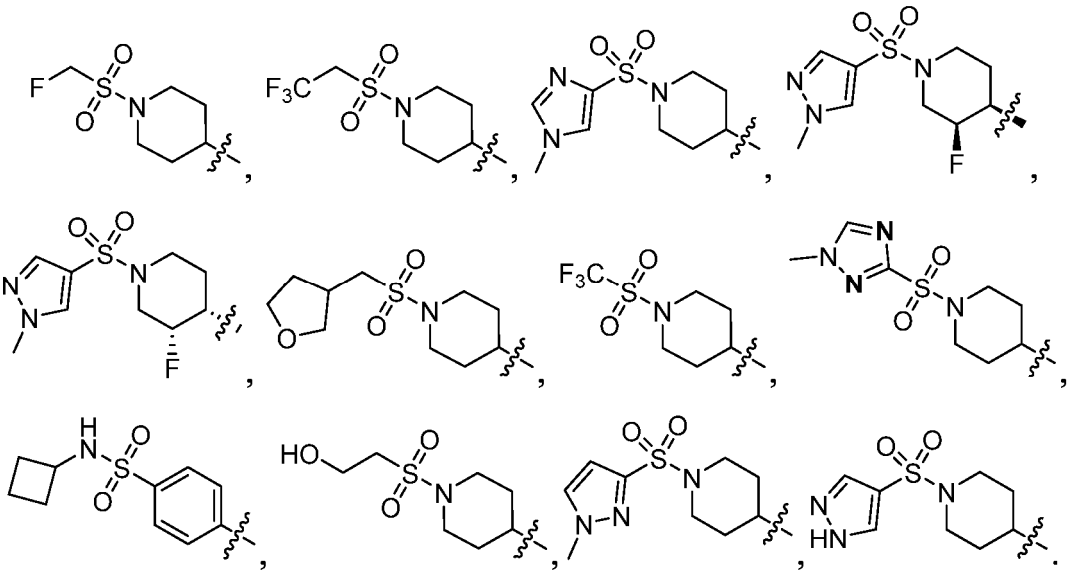
R^1 is **or**

or L^1-R^1 is



or L_1-R_1 in Formula I is selected from:



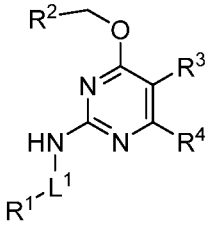


13 The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein X is N or CH.

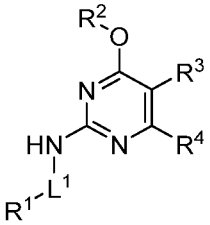
14 The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein L_2 is -O- and L_3 is a bond or a C_{1-4} alkylene optionally substituted with 1, 2, or 3 substituents independently selected from F, OH, and protected OH.

15 The compound of any one of claims 1-14, or a pharmaceutically acceptable salt thereof, wherein L_2 is –N(R_{14})- and L_3 is a bond or a C_{1-4} alkylene optionally substituted with 1, 2, or 3 substituents independently selected from F, OH, and protected OH.

16. The compound of claim 14 or 15, or a pharmaceutically acceptable salt thereof, characterized as having Formula I-1 or I-2:



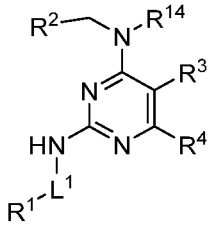
Formula I-1



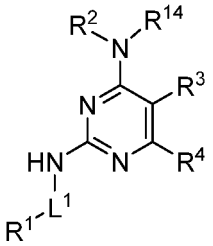
Formula I-2

; or

characterized as having Formula I-3 or I-4:



Formula I-3

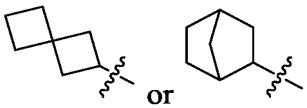


Formula I-4

17. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R_2 is a C_{3-8} alkyl substituted with 1, 2, or 3 substituents independently selected from oxo, F, G_1, CN, OH, O-G_1, NH_2, NH(G_1), and N(G_1)(G_1), wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 13 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, wherein two optional substituents of the C_{3-8} alkyl, together with the intervening atom(s), can optionally be joined to form a ring structure.

18. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R_2 is a C_{3-8} cycloalkyl optionally substituted with 1, 2, or 3 substituents independently selected from F, CN, G_1, OH, COOH, C(O)-G_1, O-G_1, C(O)O-G_1, NH_2, NH(G_1), N(G_1)(G_1), C(O)-NH_2, C(O)-NH(G_1), C(O)-N(G_1)(G_1), wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl.

19. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R_2 is a C_{3-6} cycloalkyl, such as cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,



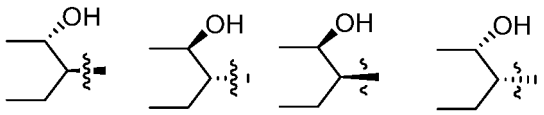
or a spiro, fused, or bridged C_{6-8} cycloalkyl, such as , wherein the cycloalkyl is optionally substituted with 1, 2, or 3 substituents independently selected from F, methyl, ethyl, hydroxyethyl(, -C(O)CH_3, OH, -CH_2OH, fluorine substituted methyl, and fluorine substituted ethyl.

20. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R_2 is a 4-8 membered heterocyclyl having 1-2 ring heteroatoms independently selected from N, O,

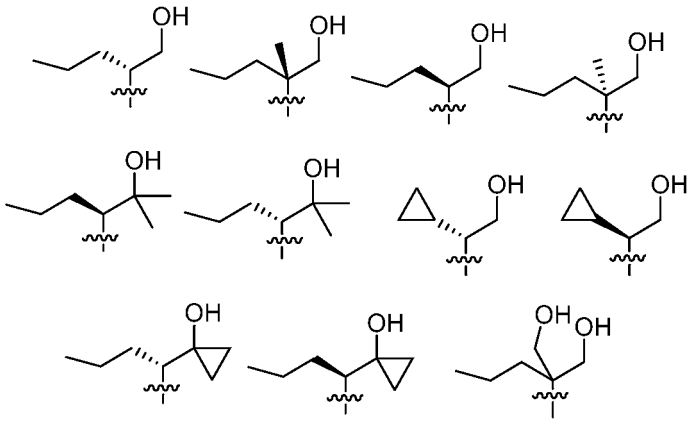
and S, which is optionally substituted with 1, 2, or 3 substituents independently selected from oxo, F, CN, G_1, OH, COOH, C(O)-G_1, O-G_1, C(O)-O-G_1, NH_2, NH(G_1), N(G_1)(G_1), C(O)-NH_2, C(O)-NH(G_1), C(O)-N(G_1)(G_1), wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 13 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl.

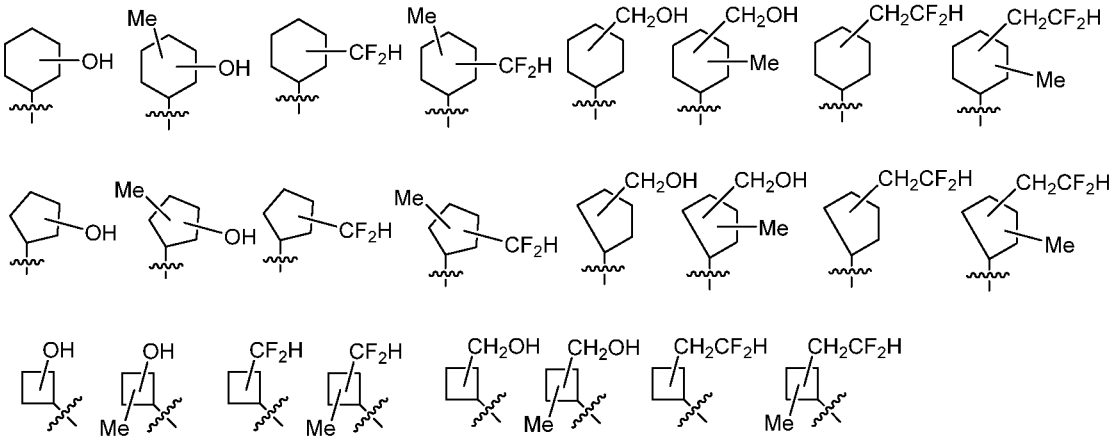
21. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R_2 is a 4-6 or 7 membered monocyclic heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, such as oxetane, azetidine, tetrahydrofuran, tetrahydropyran, oxepane, pyrrolidine, piperidine, etc., which is optionally substituted with 1, 2, or 3 substituents independently selected from oxo, F, methyl, ethyl, hydroxyethyl, -C(O)CH_3, OH, - CH_2OH, fluorine substituted methyl, and fluorine substituted ethyl.

22. The compound of any one of claims 1-21, or a pharmaceutically acceptable salt thereof, wherein R_2 is selected from:

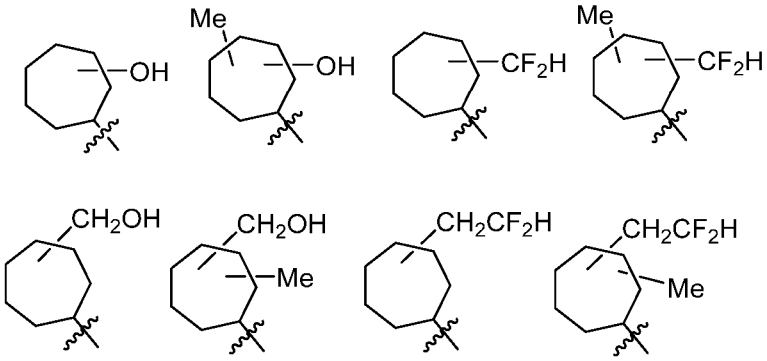


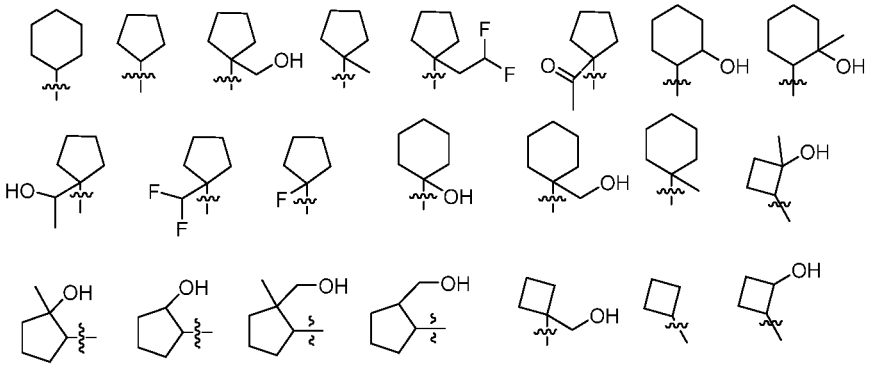
or R^2 is selected from:



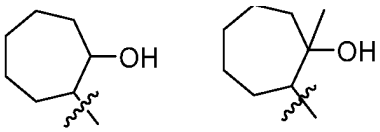


or R^2 is selected from:

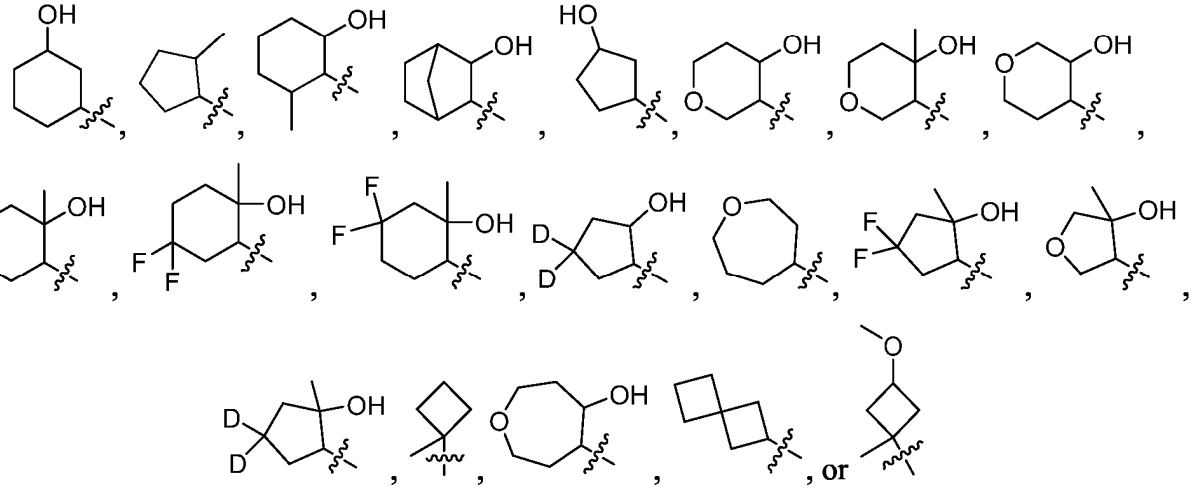


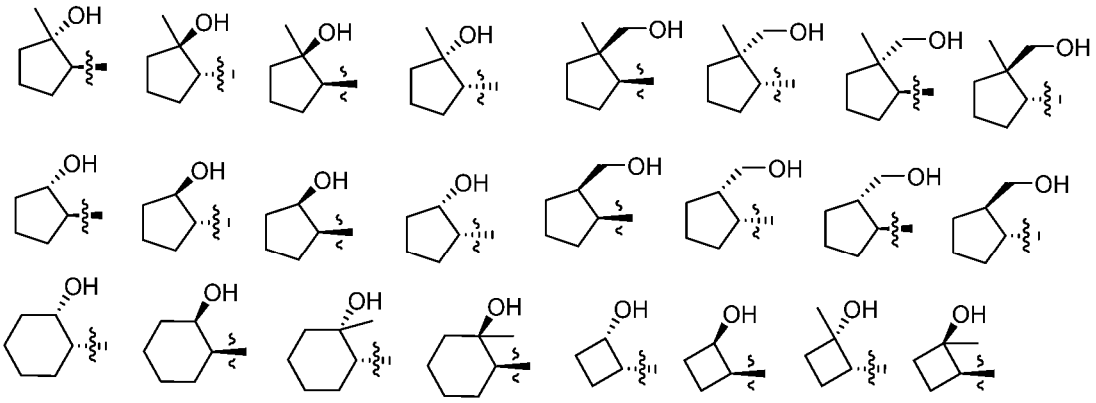


or R^2 is selected from:

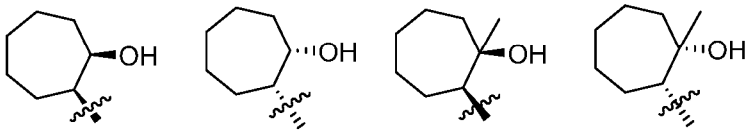


or R^2 is selected from:

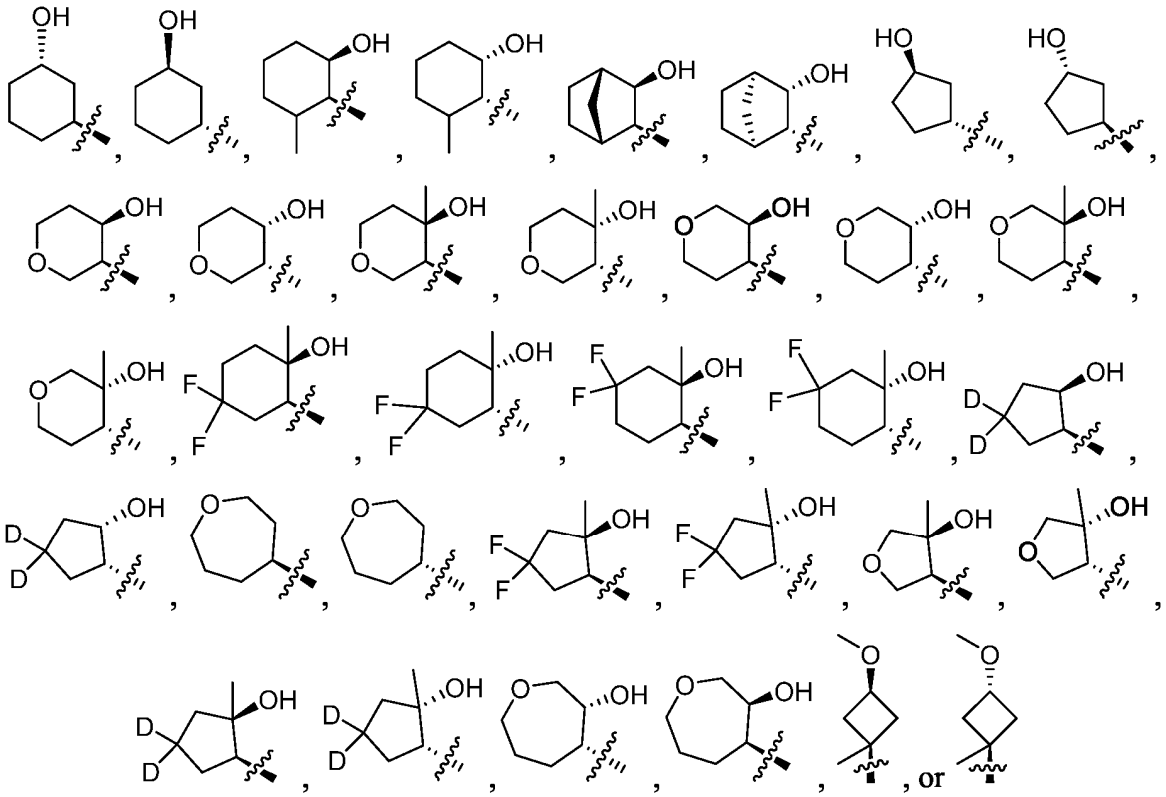




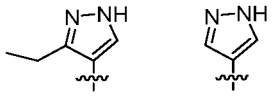
or R^2 is selected from:



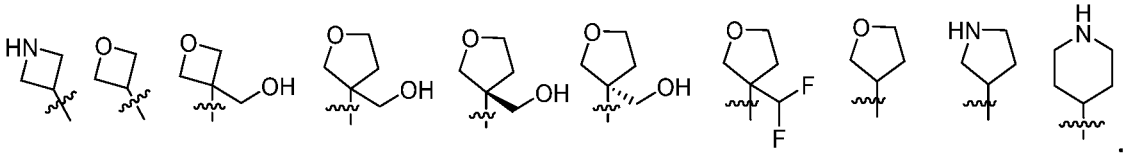
or R^2 is selected from:



or R^2 is selected from:

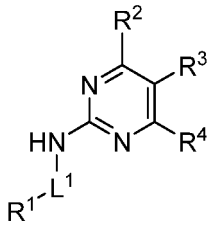


or R^2 is selected from:



23. The compound of any one of claims 1-22, or a pharmaceutically acceptable salt thereof, wherein L_2 and L_3 are both a bond.

24. The compound of claim 23, or a pharmaceutically acceptable salt thereof, characterized as having Formula I-5:

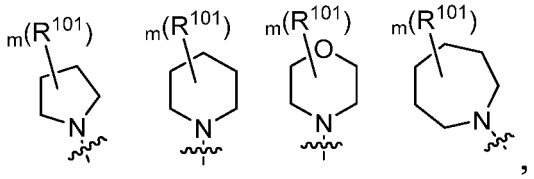


I-5.

25. The compound of claim 23 or 24, or a pharmaceutically acceptable salt thereof, wherein R_2 is a 4-10 membered heterocyclyl having 1-4 ring heteroatoms independently selected from N, O, and S, which is optionally substituted with 1, 2, or 3 substituents independently selected from oxo, F, CN, G_1, OH, COOH, C(O)-G_1, O-G_1, C(O)-O-G_1, NH_2, NH(G_1), N(G_1)(G_1), C(O)-NH_2, C(O)-NH(G_1), C(O)-N(G_1)(G_1), G_2, O- G_2, NH(G_2), N(G_1)(G_2), C(O)-NH(G_2), and C(O)-N(G_1)(G_2), wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl; wherein G_2 at each occurrence is independently a 4-6 membered heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, phenyl or 5- or 6-membered heteroaryl, each of which is optionally substituted with 1-3 substituents independently selected from oxo (as applicable), F, CN, G_1, OH, O-G_1, NH_2, NH(G_1), and N(G_1)(G_1); and wherein two optional substituents of the 4-10 membered heterocyclyl, together with the intervening atom(s), can optionally be joined to form a fused, bridged, or spiro ring structure; or
R_2 is a 4-8 membered monocyclic, saturated or partially unsaturated, heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, such as pyrrolidine, piperidine, azepane, etc., which is optionally substituted with 1, 2, or 3 substituents independently selected from oxo, F, CN, G_1, OH, COOH, C(O)-G_1, O-G_1, C(O)-O-G_1, NH_2, NH(G_1), N(G_1)(G_1), C(O)-NH_2, C(O)-NH(G_1), C(O)-N(G_1)(G_1), G_2, O-G_2, NH(G_2), N(G_1)(G_2), C(O)-NH(G_2), and C(O)-N(G_1)(G_2), wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl; wherein G_2 at each occurrence is independently a 4-6 membered heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, phenyl or 5- or 6-membered heteroaryl, each of which is optionally substituted with 1-3 substituents independently selected

from oxo (as applicable), F, CN, G_1, OH, O-G_1, NH_2, NH(G_1), and N(G_1)(G_1); and wherein two optional substituents of the 4-8 membered heterocyclyl, together with the intervening atom(s), can optionally be joined to form a fused, bridged, or spiro ring structure; or

R_2 is selected from:



,

wherein:

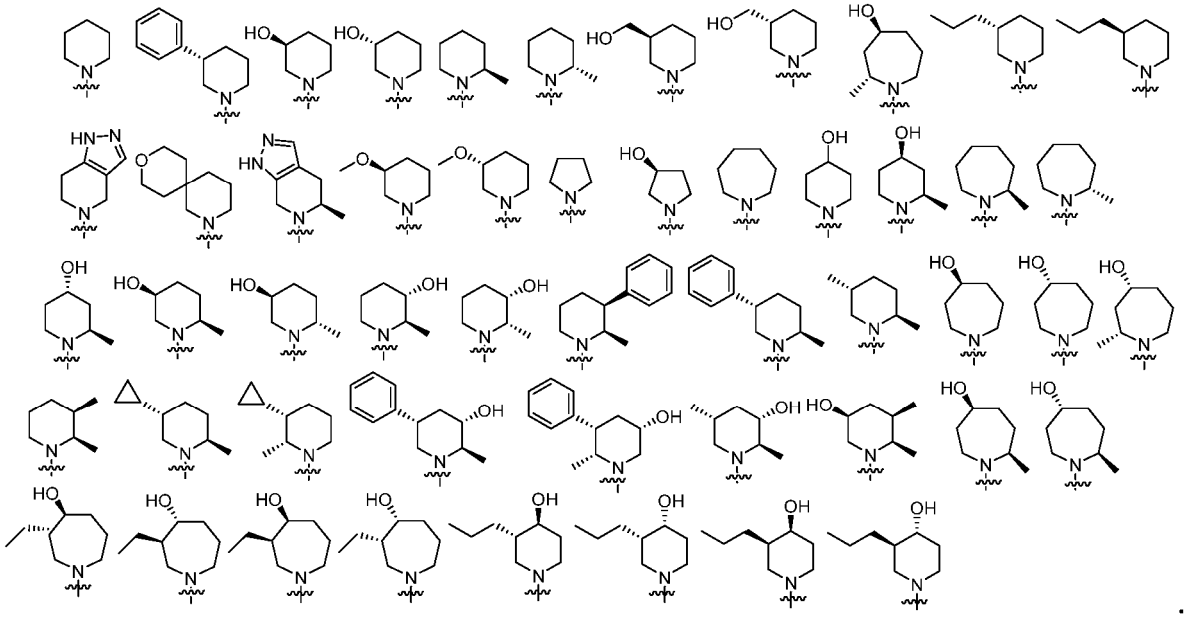
m is 0, 1, 2, 3, or 4;

R_{101} at each occurrence is independently oxo, F, CN, G_1, G_2, OH, O-G_1, and O-G_2, wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 13 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl; wherein G_2 at each occurrence is independently 4-6 membered heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, phenyl or 5- or 6-membered heteroaryl having 1-4 ring heteroatoms independently selected from N, O, and S, each of which is optionally substituted with 1-3 substituents independently selected from F, CN, G_1, OH, and O-G_1; wherein two R_{101}, together with the intervening atom(s), can optionally be joined to form a fused, bridged, or spiro ring structure.

26. The compound of claim 25, or a pharmaceutically acceptable salt thereof, wherein R_{101} at each occurrence is independently F, OH, CN, C_{1-4} alkyl, phenyl, cyclopropyl, hydroxymethyl), methoxy, fluorine substituted methoxy, fluorine substituted C_{1-4} alkyl, such as fluorine substituted methyl such as CF_2H, or fluorine substituted ethyl.

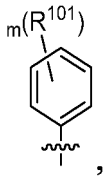
27. The compound of claim 25 or 26, or a pharmaceutically acceptable salt thereof, wherein m is 0, 1, 2, or 3.

28. The compound of claim 24 or 25, or a pharmaceutically acceptable salt thereof, wherein R_2 is selected from:



29. The compound of claim 24, or a pharmaceutically acceptable salt thereof, wherein R_2 is:

wherein:

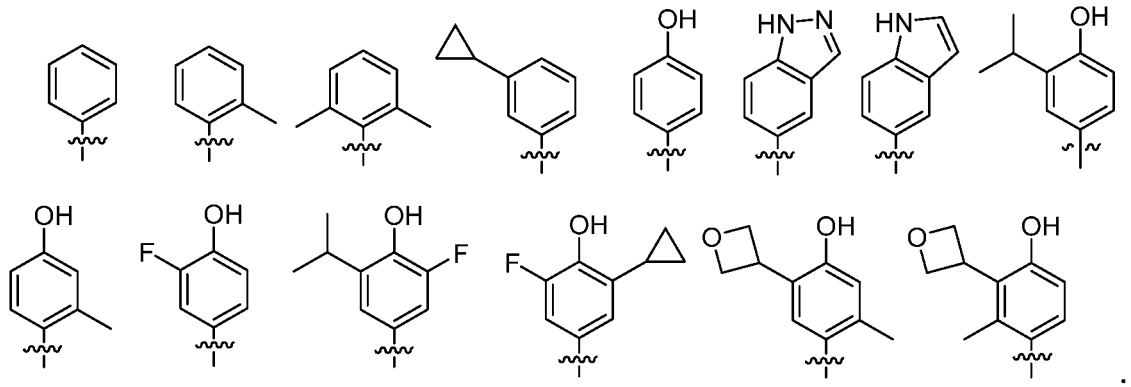


m is 0, 1, 2, or 3;

R_{101} at each occurrence is independently F, CN, G_1, G_2, OH, O-G_1, O-G_2, NH_2, NH(G_1), NH(G_2), N(G_1)(G_1), and N(G_1)(G_2), wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from F, OH, and C_{1-4} heteroalkyl or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, OH, and C_{1-4} heteroalkyl; wherein G_2 at each occurrence is independently 4-6 membered heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, phenyl or 5- or 6-membered heteroaryl having 1-4 ring heteroatoms independently selected from N, O, and S, each of which is optionally substituted with 1-3 substituents independently selected from F, CN, G_1, OH, and O-G_1; wherein two R_{101}, together with the intervening atom(s), can optionally be joined to form a fused ring structure.

30. The compound of claim 29, or a pharmaceutically acceptable salt thereof, wherein R_{101} at each occurrence is independently F, C_{1-4} alkyl, OH, cyclopropyl, cyclobutyl, oxetanyl, or CN.

31. The compound of claim 24, or a pharmaceutically acceptable salt thereof, wherein R_2 is selected from:

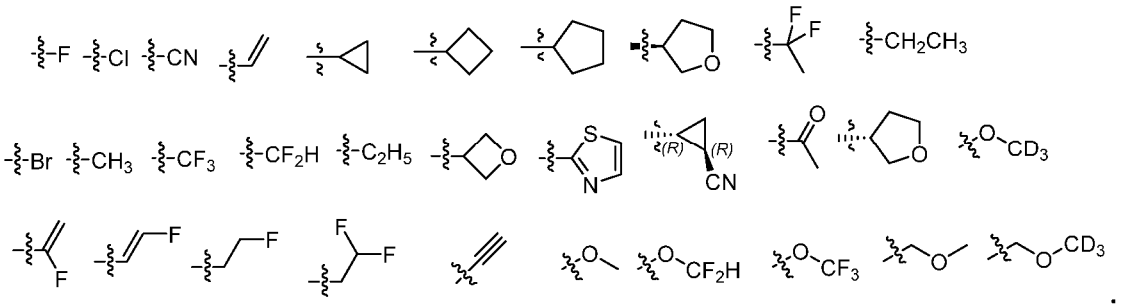


32. The compound of claim 24 or 25, or a pharmaceutically acceptable salt thereof, wherein R_2 is a 5-10 membered heteroaryl or a 8-10-membered bicyclic heteroaryl, each having 1-4 ring heteroatoms independently selected from N, O, and S, which is optionally substituted with 1, 2, or 3 substituents independently selected from F, CN, G_1, OH, COOH, C(O)-G_1, O-G_1, C(O)O-G_1, NH_2, NH(G_1), N(G_1)(G_1), C(O)-NH_2, C(O)-NH(G_1), C(O)-N(G_1)(G_1), G_2, O-G_2, NH(G_2), N(G_1)(G_2), C(O)-NH(G_2), and C(O)-N(G_1)(G_2), wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl; wherein G_2 at each occurrence is independently a 4-6 membered heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, phenyl or 5- or 6-membered heteroaryl, each of which is optionally substituted with 1-3 substituents independently selected from oxo (as applicable), F, CN, G_1, OH, O-G_1, NH_2, NH(G_1), and N(G_1)(G_1); and wherein two optional substituents of the heteroaryl group, together with the intervening atom(s), can optionally be joined to form a fused ring structure.

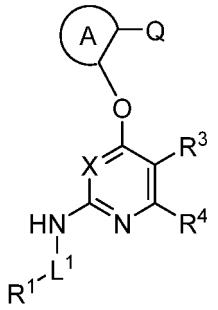
33. The compound of any one of claims 1-32, or a pharmaceutically acceptable salt thereof wherein R_3 is hydrogen, F, Cl, Br, C_{1-4} alkyl optionally substituted with F and/or deuterium, or CN; or R_3 is a C_{3-6} cycloalkyl, 4-6 membered heterocyclyl having 1-2 ring heteroatoms independently selected from N, O, and S, or 5-6 membered heteroaryl having 1-4 ring heteroatoms independently selected from N, O, and S, each of which is optionally substituted with 1-3

substituents independently selected from oxo (as applicable), deuterium, F, CN, G_1, OH, O-G_1, NH_2, $NH(G_1)$, $N(G_1)(G_1)$, C(O)-NH_2, C(O)-$NH(G_1)$, and C(O)-$N(G_1)(G_1)$, wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from deuterium, F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from deuterium, F, CN, OH, and C_{1-4} heteroalkyl.

34. The compound of any one of claims 1-33, or a pharmaceutically acceptable salt thereof wherein R_3 is selected from:



35. A compound of Formula II, or a pharmaceutically acceptable salt thereof:



Formula II

wherein:

L_1 is an optionally substituted phenylene, optionally substituted 5- or 6-membered heteroarylene, optionally substituted 4-8-membered heterocyclylene, or optionally substituted C_{3-8} carbocyclylene;

R_1 is SO_2R_{10}, $SO_2NR_{11}R_{12}$, $S(O)(NH)R_{10}$, or $C(O)NR_{11}R_{12}$;

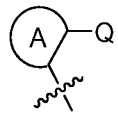
X is N or CR_{13};

Ring A is an optionally substituted carbocyclic ring or optionally substituted heterocyclic ring having 1 or 2 ring heteroatoms independently selected from O, N, and S;

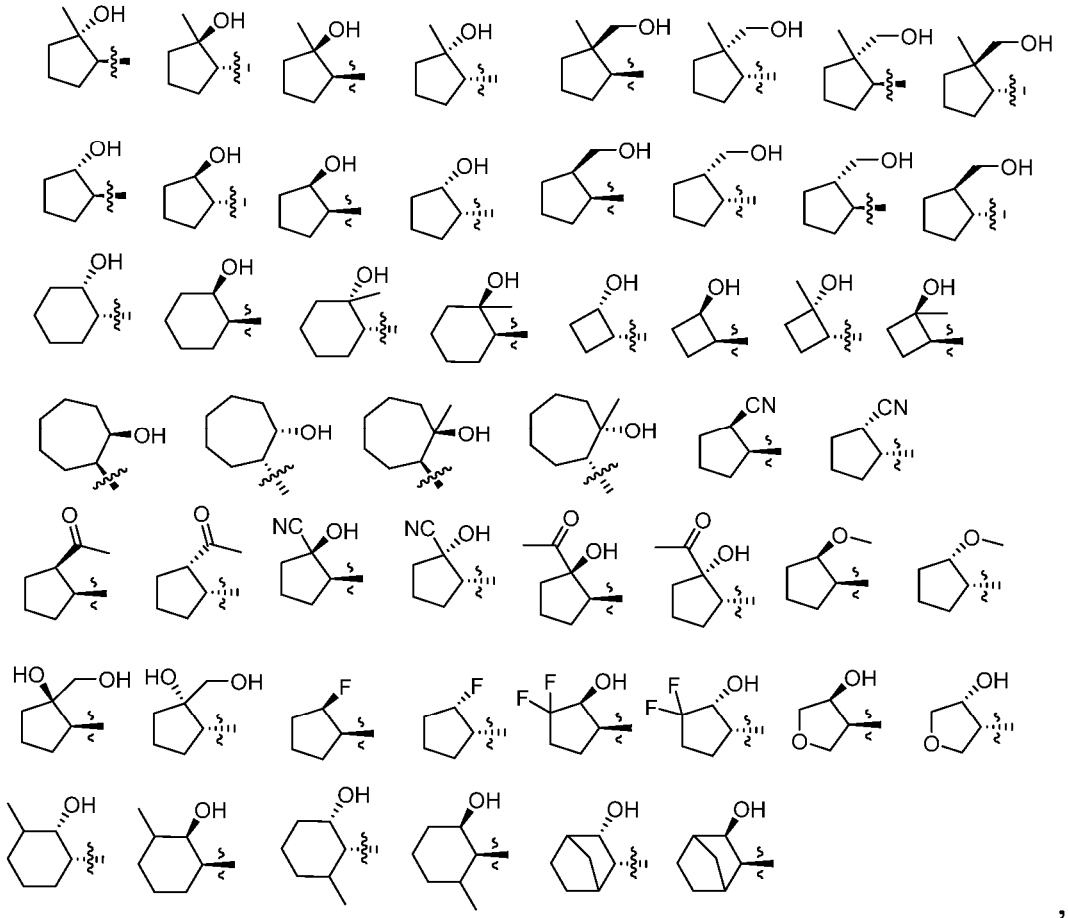
Q is hydrogen, OR_A, optionally substituted C_{1-4} alkyl, halogen, CN, or COR_B;
R_3 is hydrogen, halogen, CN, $C(O)NR_{11}R_{12}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-4} alkenyl, optionally substituted C_{2-4} alkynyl, optionally substituted C_{1-4} heteroalkyl, OR_A, COR_B, $COOR_A$, $NR_{11}R_{12}$, optionally substituted C_{3-8} carbocyclyl, optionally substituted 4-10 membered heterocyclyl, or optionally substituted 5-10 membered heteroaryl;
R_4 is hydrogen, halogen, optionally substituted C_{1-6} alkyl, or $NR_{11}R_{12}$; or R_3 and R_4, together with the intervening atoms, form an optionally substituted 4-8 membered ring structure;
wherein:
R_{10} is an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, or optionally substituted 4-10 membered heterocyclyl; each of R_{11} and R_{12}, at each occurrence, is independently hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, optionally substituted 4-10 membered heterocyclyl; or a nitrogen protecting group; or R_{11} and R_{12} can be joined to form an optionally substituted 4-10 membered heterocyclyl or 5- or 6-membered heteroaryl;
R_A at each occurrence is independently hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, optionally substituted 4-10 membered heterocyclyl; or an oxygen protecting group;
R_B at each occurrence is independently hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 4-10 membered heterocyclyl, or optionally substituted 5- or 6-membered heteroaryl; and
R_{13} is hydrogen, F, CN, -OH, an optionally substituted C_{1-4} alkyl, optionally substituted C_{1-4} heteroalkyl, optionally substituted C_{3-8} carbocyclyl, or optionally substituted 4-10 membered heterocyclyl.

36. The compound of claim 35, or a pharmaceutically acceptable salt thereof, wherein X is N.

37. The compound of claim 35 or 36, or a pharmaceutically acceptable salt thereof, wherein



in Formula II is selected from:



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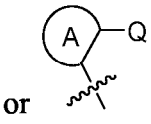
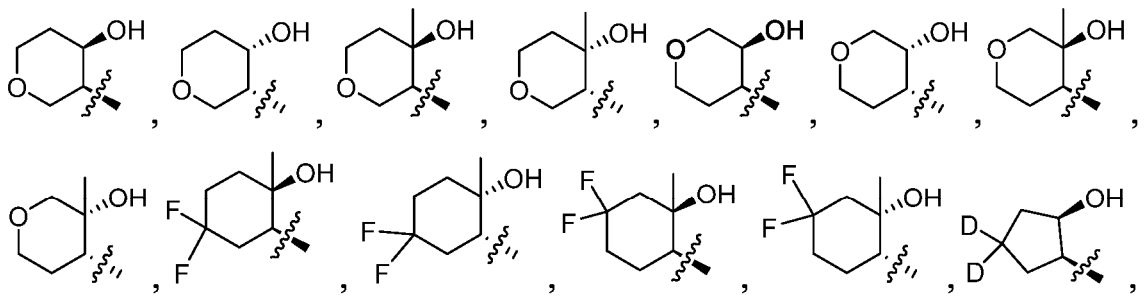
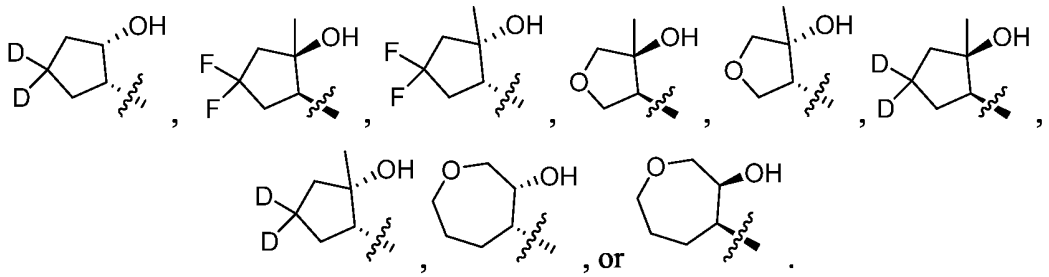
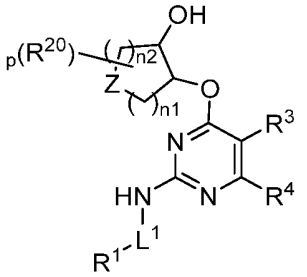


or in Formula II is selected from:

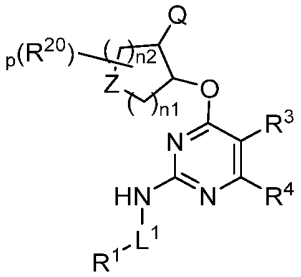




38. The compound claim 35, or a pharmaceutically acceptable salt thereof, characterized as having the following Formula II-1 or II-2:



Formula II-1,



Formula II-2

wherein:

n1 and n2 are independently 0, 1, 2, or 3,

Z is $CR_{21}R_{22}$, O, or NR_{23},

p is 0, 1, 2, 3, or 4, as valency permits,

R_{20} at each occurrence is independently oxo, halogen, CN, G_1, C(O)H, $C(O)G_1$, OH, O-G_1, NH_2, $NH(G_1)$, and $N(G_1)(G_1)$, wherein G_1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or two geminal R_{20} form an oxo group, or two R_{20} together with the intervening atoms form an optionally substituted ring structure,

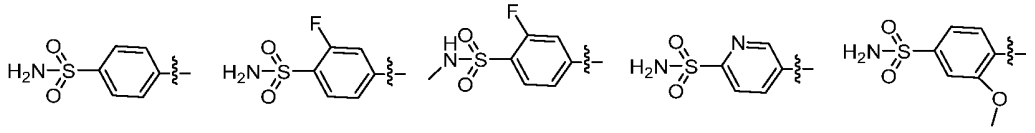
R_{21} and R_{22} are each independently hydrogen or R_{20}, or R_{21} and R_{22} together form an oxo group or an optionally substituted ring structure, or one of R_{21} and R_{22} with one R_{20} group together with the intervening atoms form an optionally substituted ring structure,

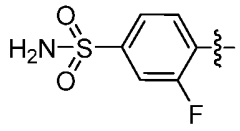
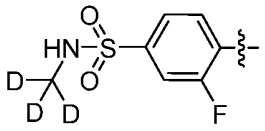
R_{23} is hydrogen or R_{20},

or R_{23} and one R_{20} group together with the intervening atoms form an optionally substituted ring structure,

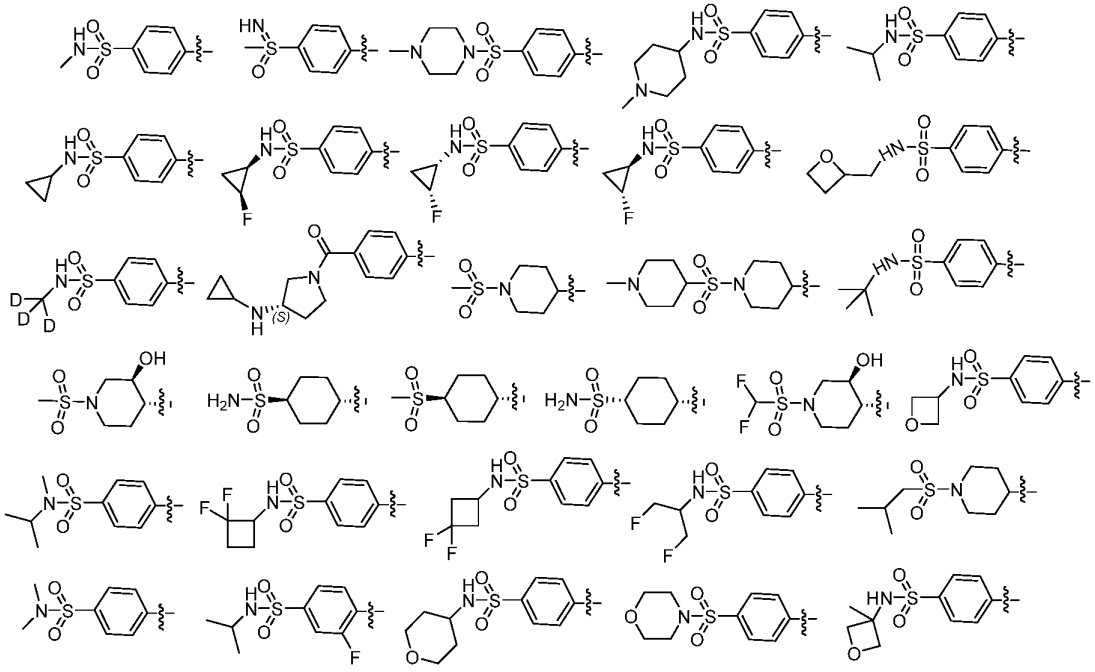
wherein Q, L_1, R_1, and R_3 are as defined in claim 35.

39. The compound of any one of claims 35-38, or a pharmaceutically acceptable salt thereof, wherein L_1-R_1 in Formula II is selected from:

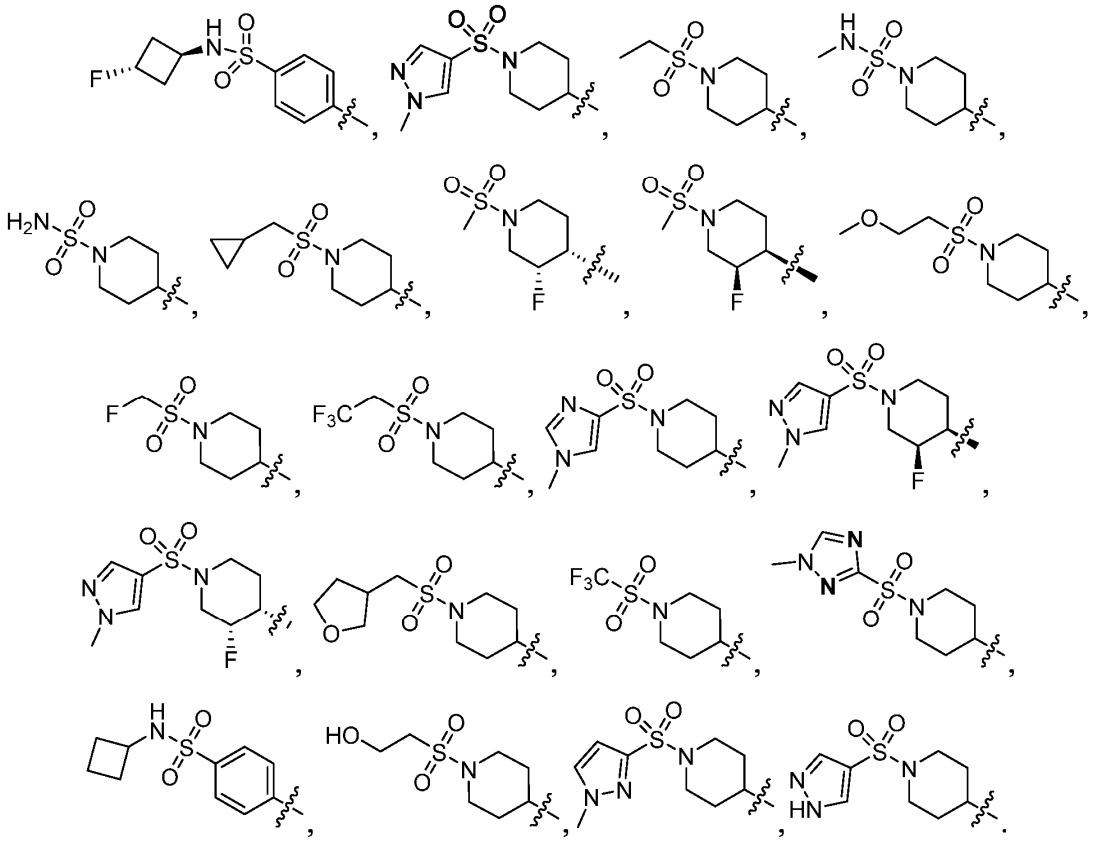


or L^1-R^1 is  or 

or L_1-R_1 in Formula II is selected from:

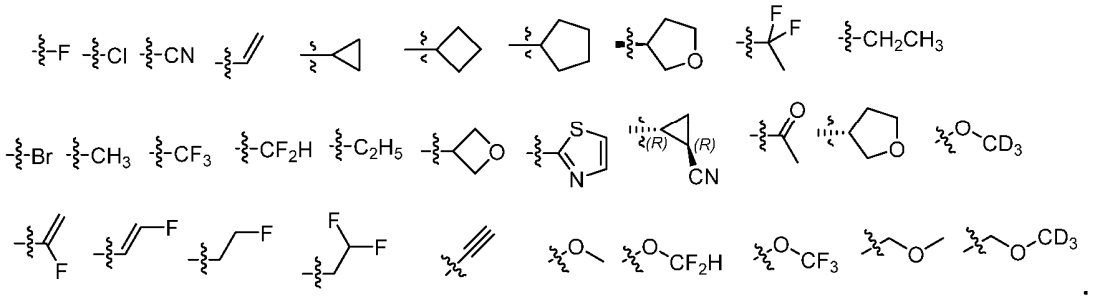


or L_1-R_1 in Formula II is selected from:

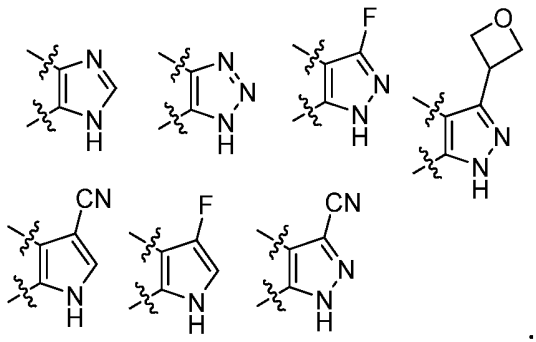


40. The compound of any one of claims 35-39, or a pharmaceutically acceptable salt thereof, wherein R_3 is hydrogen, F, Cl, Br, C_{1-4} alkyl optionally substituted with F and/or deuterium, or CN; or R_3 is OR_A wherein R_A is hydrogen, C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from deuterium, F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from deuterium, F, CN, OH, and C_{1-4} heteroalkyl; or R_3 is $C(O)R_B$, wherein R_B is hydrogen,
C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from deuterium, F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from deuterium, F, CN, OH, and C_{1-4} heteroalkyl.

41 The compound of any one of claims 1-40, or a pharmaceutically acceptable salt thereof, wherein R_3 is selected from:



42. The compound of any one of claims 1-40, or a pharmaceutically acceptable salt thereof wherein R_4 is hydrogen, NH_2, or R_3 and R_4 are joined to form



43. A pharmaceutical composition comprising the compound of any one of claims 1-42, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

44. Use of the compound of any one of claims 1-42, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of claim 43, in the manufacture of a medicament for treating cancer.

45. The use of claim 44, wherein the cancer is breast cancer, ovarian cancer, bladder cancer, uterine cancer, prostate cancer, lung cancer), esophageal cancer, head and neck cancer, colorectal cancer, kidney cancer, liver cancer, pancreatic cancer, stomach cancer and/or thyroid cancer.

46. The use of any one of claims 44-45, wherein the cancer is characterized by an amplification or overexpression of cyclin E1 and/or cyclin E2.

47. The compound of any one of claims 1-42, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of claim 43, for use as a medicament.