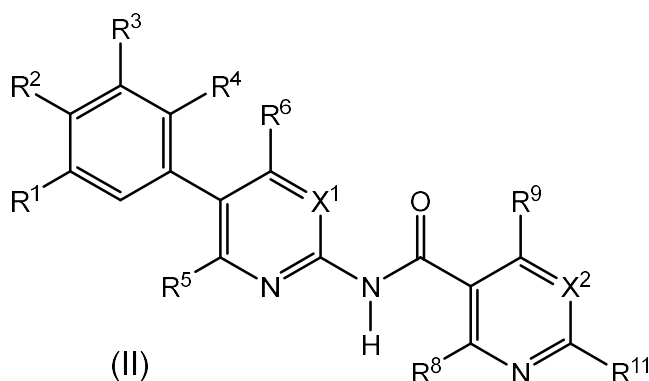


Claims

1. A compound or salt of formula II



wherein

X¹ is selected from N and CR⁷;

X² is selected from N and CR¹⁰;

R¹ is selected from: -H, halogen, substituted or unsubstituted C₁₋₈ alkyl, substituted or unsubstituted C₃₋₆ cycloalkyl, -C(O)NR^AR^B, -OR^A, -NR^AR^B, -S(O)₂R^A, substituted or unsubstituted 3- to 10-membered heterocyclyl;

R³ is selected from: -H, halogen, substituted or unsubstituted C₁₋₈ alkyl, substituted or unsubstituted C₃₋₆ cycloalkyl, -CN, -NO₂, -OR^A, -NR^CC(O)R^A, -C(O)NR^AR^B, -NR^CC(O)NR^AR^B, -NR^AR^B, -NR^CCO₂R^A, -SR^A, -S(O)R^A, -S(O)₂R^A, -S(O)₂NR^AR^B, unsubstituted C₆₋₁₀ aryl, substituted or unsubstituted 3- to 10-membered heterocyclyl;

R⁴ is selected from -H, halogen, substituted or unsubstituted C₁₋₈ alkyl, substituted or unsubstituted C₃₋₆ cycloalkyl, -C(O)NR^AR^B, -OR^A, -NR^AR^B, -S(O)₂R^A, and substituted or unsubstituted 3- to 10-membered heterocyclyl;

R² is selected from: -H, halogen, substituted or unsubstituted C₁₋₈ alkyl, substituted or unsubstituted C₃₋₆ cycloalkyl, and -OR^A;

each of R⁵, R⁶, R⁷ and R¹⁰ is independently selected from -H, halogen and substituted or unsubstituted C₁₋₈ alkyl;

R¹¹ is selected from -H, substituted or unsubstituted C₁₋₈ alkyl, substituted or unsubstituted C₃₋₆ cycloalkyl, and -NR^AR^B;

each of R⁸ and R⁹ is independently selected from -H and halogen;
each of R^A, R^B, and R^C, when present, is independently selected from -H, halogen, substituted or unsubstituted C₁₋₈ alkyl, unsubstituted C₃₋₆ cycloalkyl, unsubstituted C₂₋₈ alkenyl, unsubstituted C₂₋₈ alkynyl, -CN, =O, -NO₂, -OR', -OC(O)R', -CO₂R', -C(O)R', -C(O)NR'R'', -OC(O)NR'R'', -NR'''C(O)R', -NR'''C(O)NR'R'', -NR'R'', -NR'''CO₂R', -SR', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NR'S(O)₂R'', and unsubstituted 3- to 10-membered heterocyclyl;

R', R'', and R''' are each independently hydrogen, unsubstituted C₁₋₄ alkyl, and unsubstituted C₃₋₆ cycloalkyl or R' and R'' together with the atoms which they substitute form an unsubstituted 5-, 6-, or 7-membered ring;

provided that when X¹ is N, X² is CH, and each of R¹, R², R³, R⁴, R⁸, R⁹, and R¹¹ is hydrogen, then R⁵ and R⁶ cannot both be Cl;

provided that when X¹ and X² are both CH, then at least one of R¹, R², R³, R⁴, R⁵, R⁶, R⁸, R⁹, and R¹¹ is not hydrogen; and

provided that when X¹ is CH, X² is C-Cl, and R¹¹ is Cl or O-isopropyl, then at least one of R¹, R², R³, R⁴, R⁵, R⁶, R⁸, and R⁹ is not hydrogen;

wherein substituents for substituted alkyl are independently selected from amino, alkylamino, alkoxy, alkylsulfanyl, oxo (=O), halo, acyl, nitro, hydroxyl, cyano, carbocyclyl, carbocycloxy, carbocyclylthio, carbocyclylamino, heterocyclyl, heterocycloxy, heterocyclylamino, heterocyclylthio, thione (=S), and imino;

wherein substituents for substituted cycloalkyl are independently selected from halogen and unsubstituted C₁₋₈ alkyl;

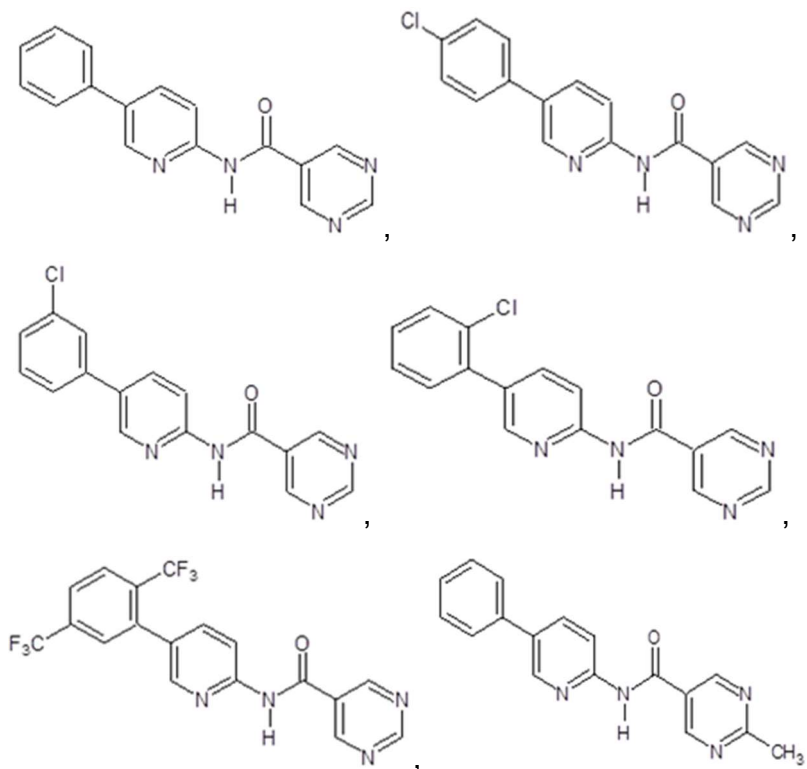
wherein aryl is a monocyclic or polycyclic aromatic ring comprising carbon and hydrogen atoms

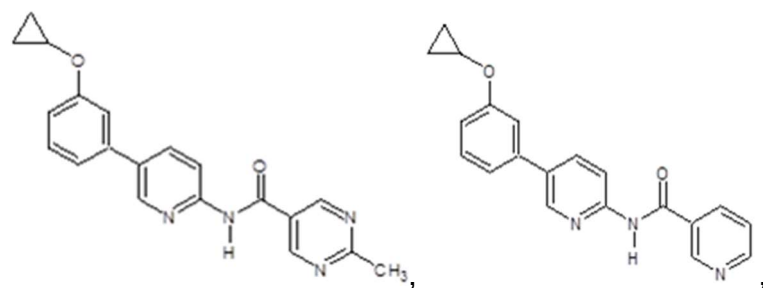
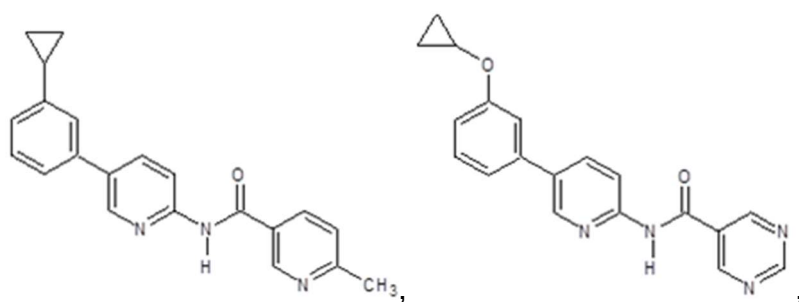
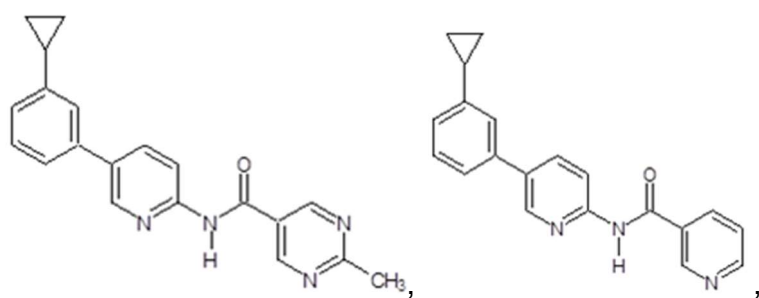
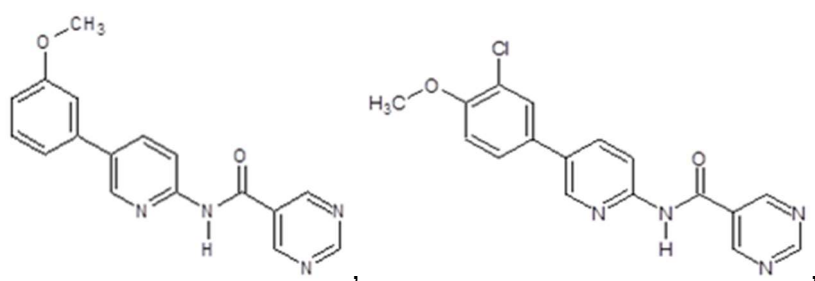
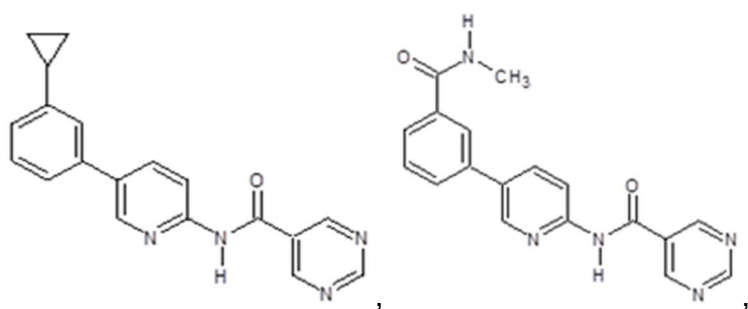
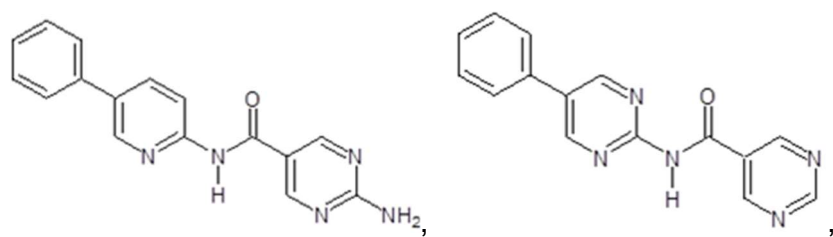
and

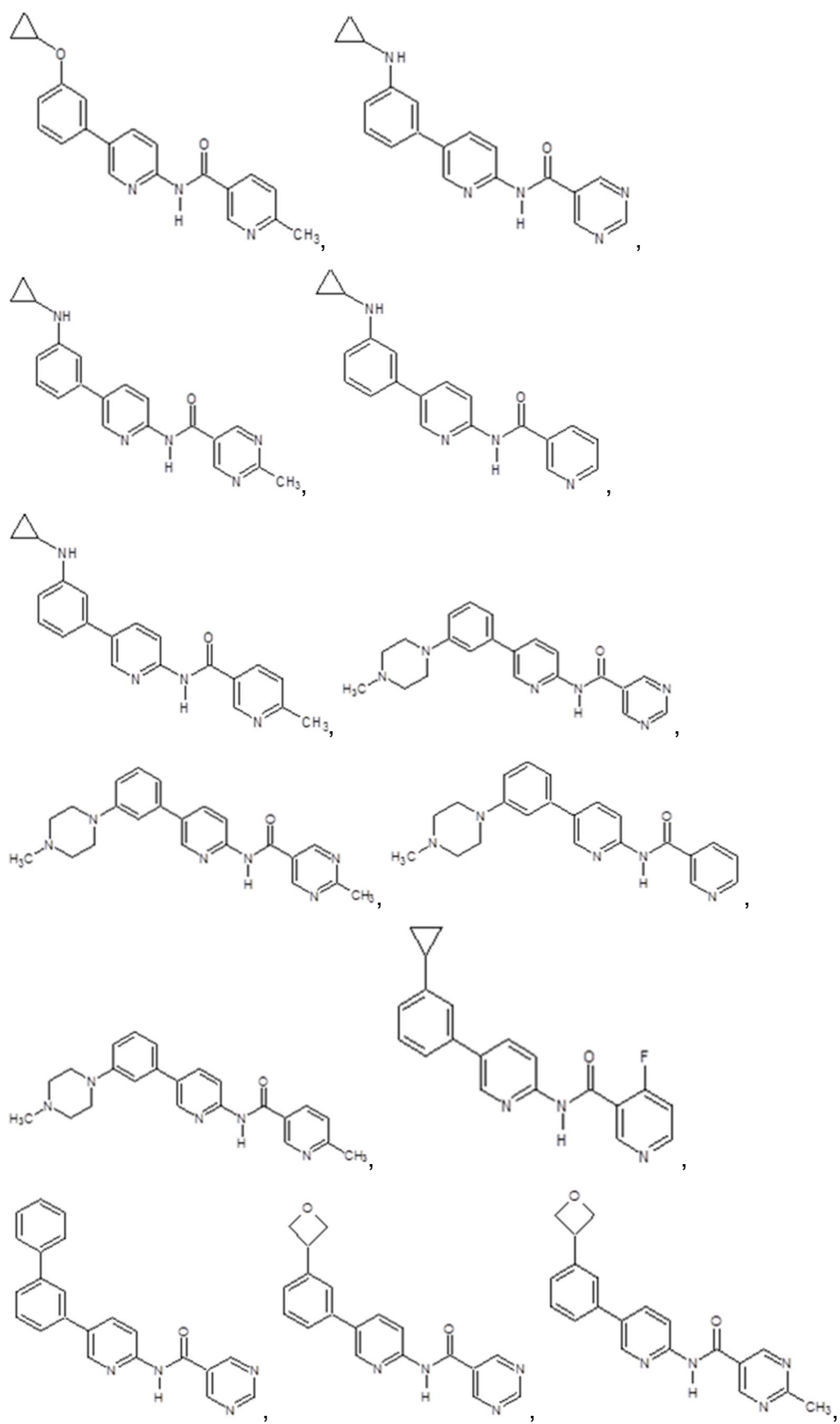
wherein heterocyclyl is a monocyclic or polycyclic heterocyclic saturated or unsaturated, non-aromatic ring comprising carbon atom ring members and one or more heteroatom ring members selected from oxygen, sulfur, and nitrogen; and wherein substitutions for heterocyclyl are independently selected from halo, alkyl, haloalkyl, hydroxyl, amino, alkylamino, dialkylamino, thiol, and alkoxy.

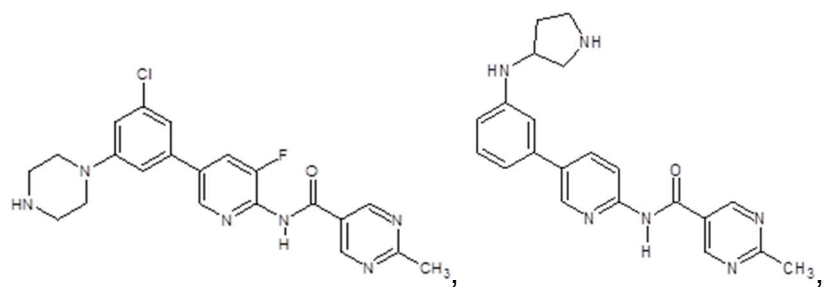
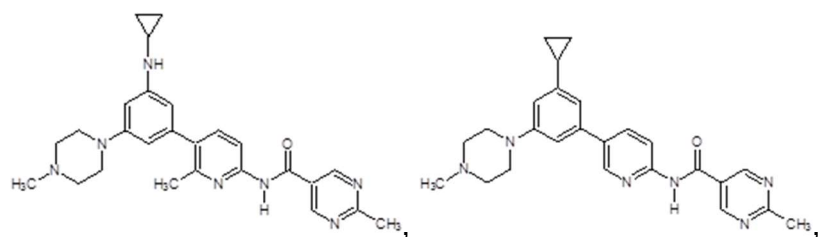
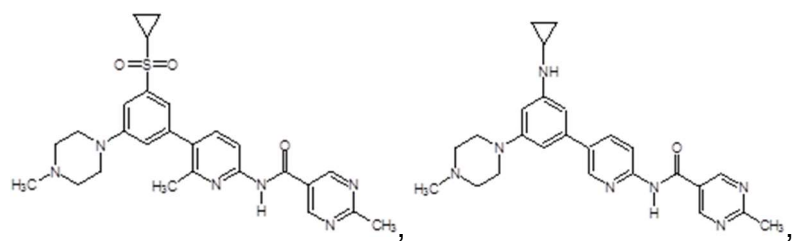
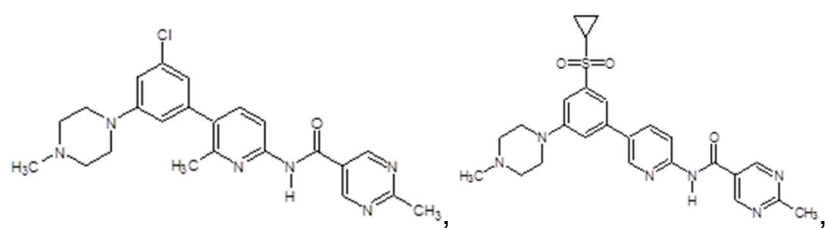
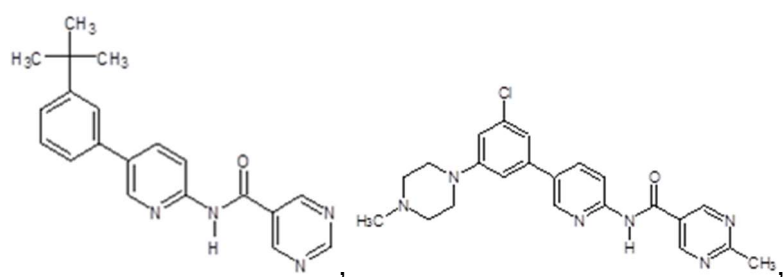
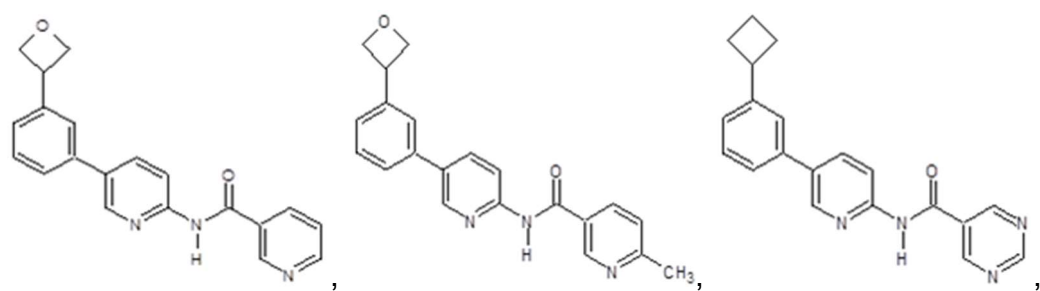
2. The compound or salt of claim 1, wherein each of R^1 , R^3 , and R^4 is independently selected from -H, halogen, substituted or unsubstituted C_{1-8} alkyl, substituted or unsubstituted C_{3-6} cycloalkyl, $-C(O)NR^A R^B$, $-OR^A$, $-NR^A R^B$, and substituted or unsubstituted 3- to 10-membered heterocyclyl; R^2 is selected from -H, halogen, substituted or unsubstituted C_{1-8} alkyl, unsubstituted C_{3-6} cycloalkyl and $-OR^A$.
3. The compound or salt of claim 1, wherein at least one of R^1 , R^3 , and R^4 is halogen, substituted or unsubstituted C_{1-8} alkyl, substituted or unsubstituted C_{3-6} cycloalkyl, $-C(O)NR^A R^B$, $-OR^A$, $-NR^A R^B$, $-S(O)_2 R^A$, or substituted or unsubstituted 3- to 10-membered heterocyclyl.
4. The compound or salt of claim 2, wherein
 R^1 is selected from -H, chloro, trifluoromethyl, cyclopropyl, $-(C=O)NHCH_3$, $-OCH_3$, $-O$ -cyclopropyl, $-NH$ -cyclopropyl, 4-methyl-piperazin-1-yl, (4-methylpiperazin-1-yl)ethoxyl, oxetan-3-yl, cyclobutyl, *tert*-butyl, $-S(O)_2$ -cyclopropyl, piperazin-1-yl, pyrrolidin-3-yl-amino, and $-OH$;
 R^2 is selected from -H, chloro, and $-OCH_3$;
 R^3 is selected from -H, chloro, cyclopropyl, $-(C=O)NHCH_3$, $-OCH_3$, $-O$ -cyclopropyl, $-NH$ -cyclopropyl, $-S(O)_2$ -cyclopropyl, 4-methyl-piperazin-1-yl, (4-methylpiperazin-1-yl)ethoxyl, oxetan-3-yl, cyclobutyl, *tert*-butyl, $-S(O)_2$ -cyclopropyl, piperazin-1-yl, pyrrolidin-3-yl-amino, and $-OH$; and
 R^4 is selected from -H, chloro, trifluoromethyl, and $-OCH_3$;
wherein at least one of R^1 , R^2 , R^3 , and R^4 is not -H.
5. The compound or salt of claim 4, wherein at least one of R^1 and R^3 is selected from $-S(O)_2$ -cyclopropyl and 4-methyl-piperazin-1-yl.
6. The compound or salt of claim 5, wherein one of R^1 and R^3 is selected from $-S(O)_2$ -cyclopropyl and 4-methyl-piperazin-1-yl and the other of R^1 and R^3 is selected from -H, -Cl, $-S(O)_2$ -cyclopropyl, $-NH$ -cyclopropyl, and cyclopropyl.

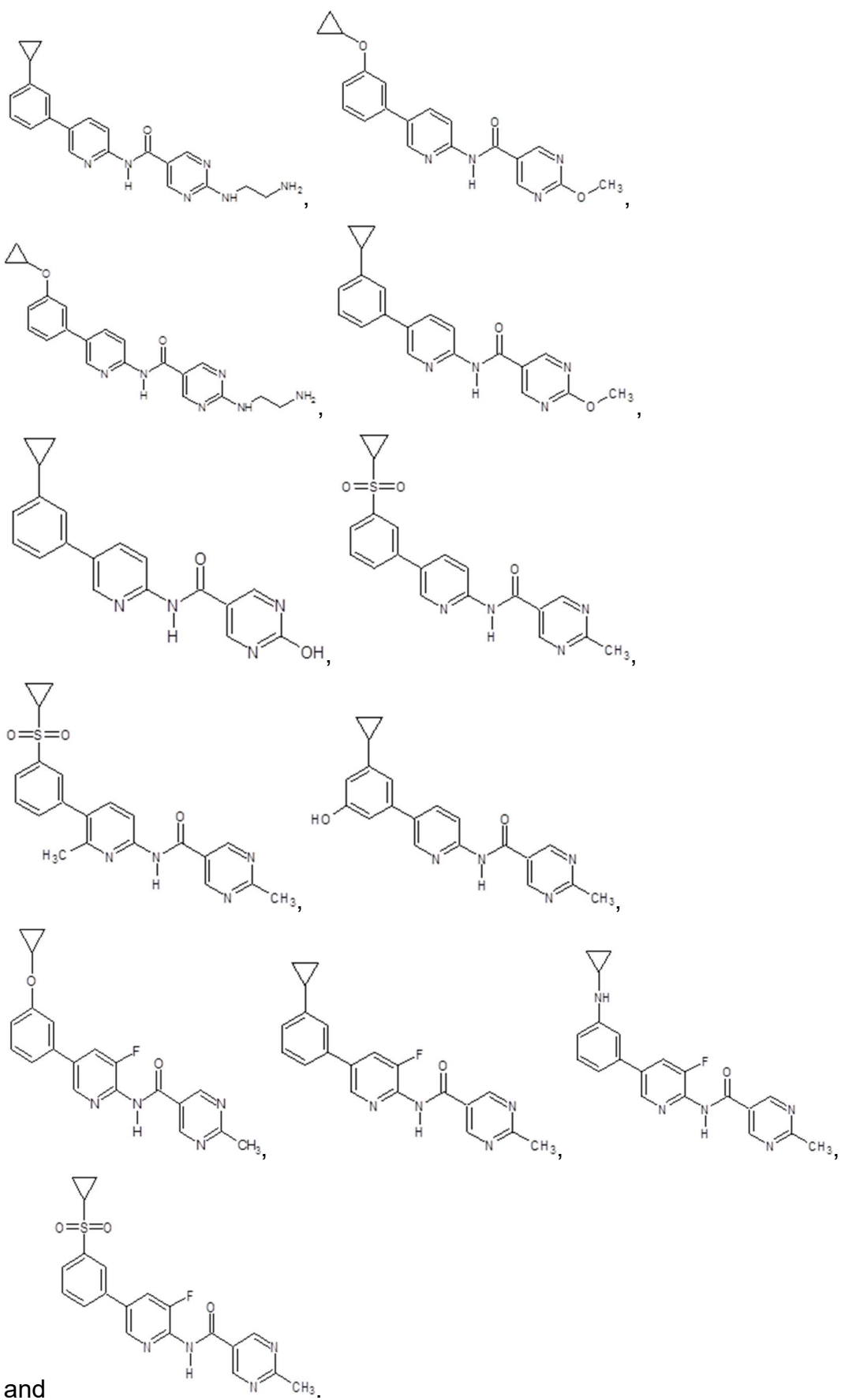
7. The compound or salt of claim 6, wherein at least one of R¹ and R³ is -S(O)₂-cyclopropyl.
8. The compound or salt of any one of claims 6 and 7, wherein R¹ is -S(O)₂-cyclopropyl and R³ is -H.
9. The compound or salt of claim 4, wherein at least one of R¹ and R³ is -O-cyclopropyl and the other of R¹ and R³ is -H.
10. The compound or salt of any one of claims 1-9, wherein X¹ is C-H; X² is N; R⁵, R⁶, R⁸, and R⁹ are -H; and R¹¹ is -CH₃.
11. The compound or salt thereof of claim 1, wherein the compound is selected from the group consisting of:



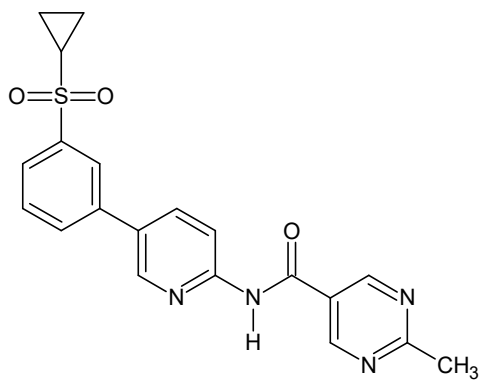








12. The compound or salt thereof of claim 1, wherein the compound is



13. A pharmaceutical composition comprising a compound of any one of claims 1-12 and a pharmaceutically acceptable carrier or excipient.
14. A compound of any one of claims 1-12 or a pharmaceutical composition of claim 13 for use in treating a proliferative disorder in a patient.
15. A compound of any one of claims 1-12 or a pharmaceutical composition of claim 13 for use in treating a proliferative disorder in a patient according to claim 14, wherein the proliferative disorder is cancer and is selected from adrenal, anal, aplastic anemia, bile duct, bladder, bone, brain, breast, cervical, central nervous system, colon, endometrial, esophagial, ewing family, ocular, gallbladder, gastrointestinal carcinoid, gastrointestinal stromal, Kaposi sarcoma, kidney , laryngeal, leukemia, liver, lung, lymphomas, malignant mesothelioma, multiple myeloma, myelodysplastic syndrome, nasal cavity and paranasal sinus, nasopharyngeal, neuroblastoma, oral cavity and oropharyngeal, osteosarcoma, ovarian, pancreatic, penile, pituitary, prostate, rectal, retinoblastoma, rhabdomyosarcoma, salivary, sarcoma, skin, small intestine, stomach, testicular, thymus, thyroid, uterine sarcoma, vaginal, gastric, and Wilms tumor cancers.