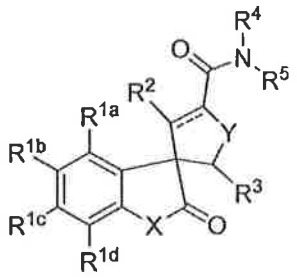
Claims

1. A compound having Formula **I**:



**I**

wherein:

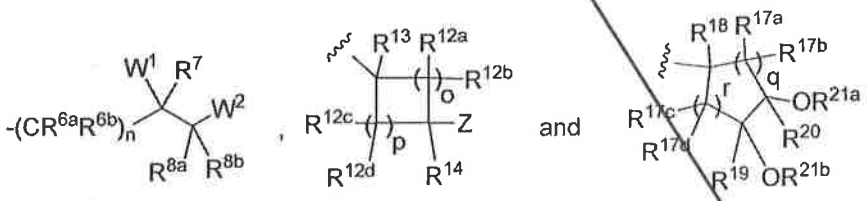
$R^{1a}$, $R^{1b}$, $R^{1c}$, and $R^{1d}$ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, nitro, cyano, alkoxy, aryloxy, optionally substituted alkyl, haloalkyl, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted cycloalkenyl, optionally substituted aryl, optionally substituted heteroaryl, carboxamido, and sulfonamido;

$R^2$ is selected from the group consisting of optionally substituted aryl and optionally substituted heteroaryl;

$R^3$ is selected from the group consisting of optionally substituted alkyl, optionally substituted (cycloalkyl)alkyl, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted cycloalkenyl, optionally substituted aryl, and optionally substituted heteroaryl;

$R^4$ is selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^5$ is selected from the group consisting of:



**R5-1** **R5-2** **R5-3**

wherein:

each $R^{6a}$ and $R^{6b}$ is independently selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^7$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted cycloalkyl;

$R^{8a}$ and $R^{8b}$ are each independently selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted cycloalkyl; or

$R^{8a}$ and $R^{8b}$ taken together with the carbon that they are attached form a 3- to 8-membered optionally substituted cycloalkyl;

$W^1$ is selected from the group consisting of $-OR^{9a}$ and $-NR^{9b}R^{9c}$;

$R^{9a}$ is hydrogen;

$R^{9b}$ is selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, $-SO_2R^{9d}$, and $-CONR^{9e}R^{9f}$;

$R^{9c}$ is selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, and optionally substituted heteroaryl; or

$R^{9b}$ and $R^{9c}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

$R^{9d}$ is selected from the group consisting of optionally substituted alkyl and optionally substituted cycloalkyl;

$R^{9e}$ and $R^{9f}$ are each independently selected from the group consisting of hydrogen, optionally substituted alkyl, and optionally substituted cycloalkyl; or

$R^{9e}$ and $R^{9f}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

$W^2$ is selected from the group consisting of $-OR^{10}$ and $-NR^{11a}R^{11b}$;

$R^{10}$ is hydrogen; or

one of $R^{9a}$ and $R^{10}$ is hydrogen and the other is a metabolically cleavable group;

with the proviso that when $W^1$ is $-OR^{9a}$ and $W^2$ is $-OR^{10}$ then at least one of $R^7$, $R^{8a}$, and $R^{8b}$ is other than hydrogen;

$R^{11a}$ is selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, $-SO_2R^{11c}$, and $-CONR^{11d}R^{11e}$;

$R^{11b}$ is selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, and optionally substituted heteroaryl; or

$R^{11a}$ and $R^{11b}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

$R^{11c}$ is selected from the group consisting of optionally substituted alkyl and optionally substituted cycloalkyl;

$R^{11d}$ and $R^{11e}$ are each independently selected from the group consisting of hydrogen, optionally substituted alkyl, and optionally substituted cycloalkyl; or

$R^{11d}$ and $R^{11e}$ together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

n is 1, 2, 3, 4, or 5;

each $R^{12a}$, $R^{12b}$, $R^{12c}$ and $R^{12d}$ is independently selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^{13}$ is selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^{14}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted cycloalkyl;

Z is selected from the group consisting of $-OR^{15}$ and $-NR^{16a}R^{16b}$; or

Z and $R^{14}$ taken together form a carbonyl group;

$R^{15}$ is selected from the group consisting of hydrogen and metabolically cleavable group;

$R^{16a}$ is selected from the group consisting of $-SO_2R^{16c}$ and $-CONR^{16d}R^{16e}$;

$R^{16b}$ is selected from the group consisting of hydrogen and optionally substituted alkyl;

$R^{16c}$ is selected from the group consisting of optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, and optionally substituted heteroaryl;

$R^{16d}$ and $R^{16e}$ are each independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, and optionally substituted heteroaryl; or

$R^{16d}$ and $R^{16e}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered heterocyclo;

o is 1, 2, or 3;

p is 0, 1, 2, or 3;

each $R^{17a}$, $R^{17b}$, $R^{17c}$ and $R^{17d}$ is independently selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^{18}$ is selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^{19}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted cycloalkyl;

$R^{20}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted cycloalkyl;

$R^{21a}$ and $R^{21b}$ are each hydrogen; or

one of $R^{21a}$ and $R^{21b}$ is hydrogen and the other is metabolically cleavable group;

q is 0, 1, 2, or 3;

r is 1, 2, or 3;

X is selected from the group consisting of O, S, and NR';

Y is selected from the group consisting of O, S, and NR";

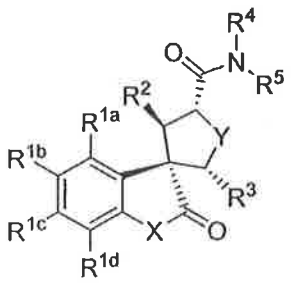
R' is selected from the group consisting of hydrogen, optionally substituted alkyl, aralkyl, and optionally substituted cycloalkyl;

R" is selected from the group consisting of hydrogen, optionally substituted alkyl, aralkyl, and optionally substituted cycloalkyl; and

$\overline{\overline{\overline{\quad}}}$ represents a single or a double bond,

or a pharmaceutically acceptable salt thereof.

2. The compound of claim 1 having Formula **II**:




**II**,

or a pharmaceutically acceptable salt thereof.

3. The compound of claim 2, wherein:

$R^{1a}$, $R^{1b}$, $R^{1c}$, and $R^{1d}$ are each independently selected from the group consisting of hydrogen, fluoro, and chloro;

$R^2$ is optionally substituted aryl;

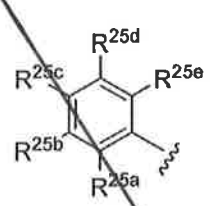
$R^3$ is optionally substituted alkyl;

$R^4$ is hydrogen; and

X and Y are NH,

or a pharmaceutically acceptable salt thereof.

4. The compound of claim 2, wherein $R^2$ is an optionally substituted aryl having Formula **R2-1**:

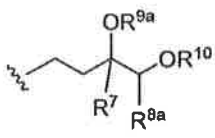



**R2-1**

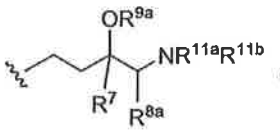
wherein:

$R^{25a}$, $R^{25b}$, $R^{25c}$, $R^{25d}$, and $R^{25e}$ are each independently selected from the group consisting of hydrogen, halogen, hydroxy, nitro, amino, cyano, alkoxy, optionally substituted alkyl, haloalkyl, optionally substituted aryl, and optionally substituted heteroaryl,

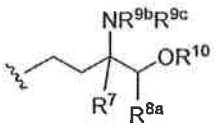
$R^5$ is selected from the group consisting of:



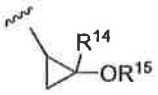

R5-5



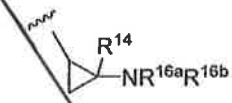

R5-6



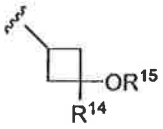

R5-7



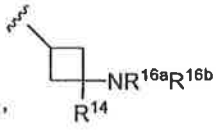

R5-8



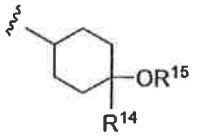

R5-9



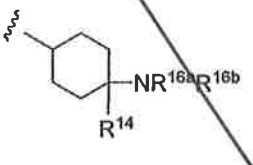

R5-10



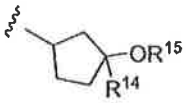

R5-11



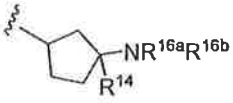

R5-12



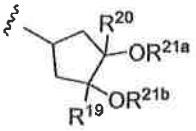

R5-13



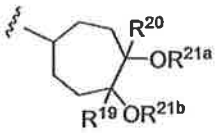

R5-14




R5-15

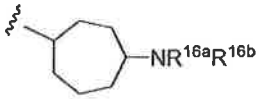



R5-16




R5-17

and




R5-18

$R^7$ is optionally substituted $C_1$-$C_4$ alkyl;

$R^{8a}$ is selected from the group consisting of hydrogen and $C_1$-$C_4$ alkyl;

$R^{9a}$ and $R^{10}$ are each hydrogen; or

one of $R^9$ and $R^{10}$ is hydrogen and the other is a metabolically cleavable group;

$R^{9b}$ is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, $-SO_2R^{9d}$, and $-CONR^{9e}R^{9f}$;

$R^{9c}$ is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, and cycloalkyl; or

$R^{9b}$ and $R^{9c}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

$R^{9d}$ is selected from the group consisting of optionally $C_1$-$C_6$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl;

$R^{9e}$ and $R^{9f}$ are each independently selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted $C_3$-$C_6$ cycloalkyl; or

$R^{9e}$ and $R^{9f}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

$R^{11a}$ is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, $-SO_2R^{11c}$, and $-CONR^{11d}R^{11e}$;

$R^{11b}$ is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, optionally substituted cycloalkyl; or

$R^{11a}$ and $R^{11b}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

$R^{11c}$ is selected from the group consisting of optionally substituted $C_1$-$C_6$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl;

$R^{11d}$ and $R^{11e}$ are each independently selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted $C_3$-$C_6$ cycloalkyl; or

$R^{11d}$ and $R^{11e}$ together with the nitrogen atom to which they are attached form a 4- to 8-membered optionally substituted heterocyclo;

$R^{14}$ is hydrogen or $C_1$-$C_4$ alkyl;

$R^{15}$ is hydrogen or a metabolically cleavable group;

$R^{16a}$ is selected from the group consisting of $-SO_2R^{16c}$ and $-CONR^{16d}R^{16e}$;

$R^{16b}$ is selected from the group consisting of hydrogen and $C_1$-$C_4$ alkyl;

$R^{16c}$ is selected from the group consisting of optionally substituted $C_1$-$C_6$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl;

$R^{16d}$ and $R^{16e}$ are each independently selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_4$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl; or

$R^{16d}$ and $R^{16e}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered heterocyclo;

$R^{19}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted $C_3$-$C_6$ cycloalkyl;

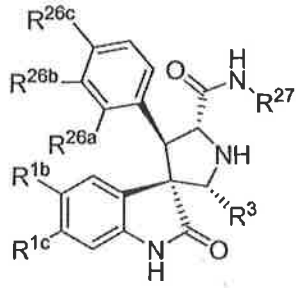
$R^{20}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted $C_3$-$C_6$ cycloalkyl; and

$R^{21a}$ and $R^{21b}$ are each hydrogen; or

one of $R^{21a}$ and $R^{21b}$ is hydrogen and the other is metabolically cleavable group

or a pharmaceutically acceptable salt thereof.

5. The compound of claim 2 having Formula **XIX**:



**XIX,**

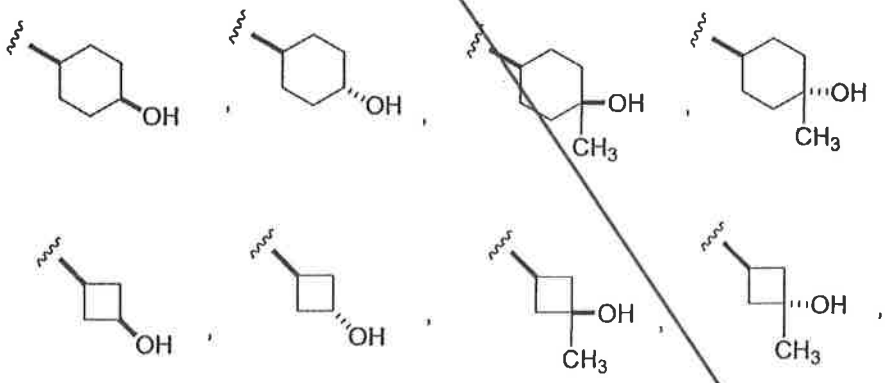
wherein:

$R^{1b}$ and $R^{1c}$ are independently selected from the group consisting of hydrogen, fluoro, and chloro;

$R^3$ is selected from the group consisting of optionally substituted alkyl, optionally substituted (cycloalkyl)alkyl, and optionally substituted cycloalkyl;

$R^{26a}$, $R^{26b}$, and $R^{26c}$ are independently selected from the group consisting of hydrogen, fluoro, and chloro; and

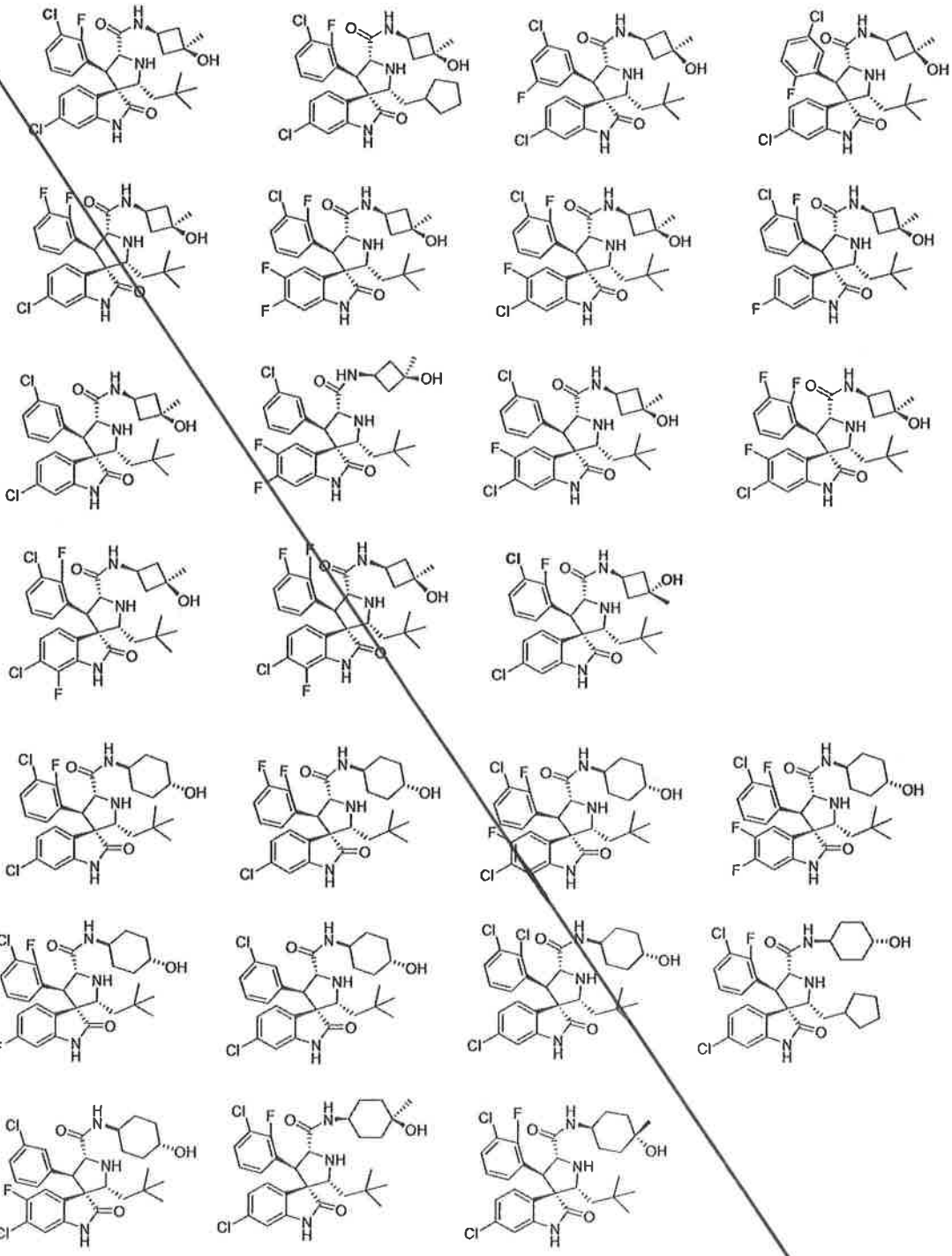
$R^{27}$ is selected from the group consisting of:



or a pharmaceutically acceptable salt thereof.

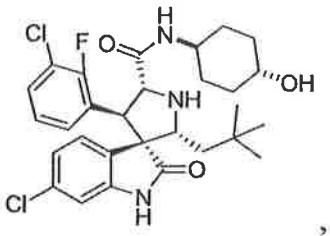
6. The compound of claim 5, wherein $R^3$ is $-CH_2C(CH_3)_3$, or a pharmaceutically acceptable salt thereof.

7. The compound of claim 2 selected from the group consisting of:



or a pharmaceutically acceptable salt thereof.

8. The compound of claim 7 which is:



or a pharmaceutically acceptable salt thereof.

9. A pharmaceutical composition comprising the compound, or pharmaceutically acceptable salt thereof, of any one of claims 1-8 and a pharmaceutically acceptable carrier.

10. Use of a compound of any one of claims 1-8 for the manufacture of a medicament for treating a hyperproliferative disease.

11. The use of claim 10, wherein the hyperproliferative disease is cancer.

12. The use of claim 11, wherein the cancer is selected from the group consisting of melanoma, lung cancer, sarcoma, colon cancer, prostate cancer, choriocarcinoma, breast cancer, retinoblastoma, stomach carcinoma, acute myeloid leukemia, lymphoma, multiple myeloma, and leukemia.

13. The use of claim 12, wherein the cancer is selected from the group consisting of liposarcoma and melanoma.

14. The use of claim 11, wherein the compound is to be administered with one or more anticancer agents.

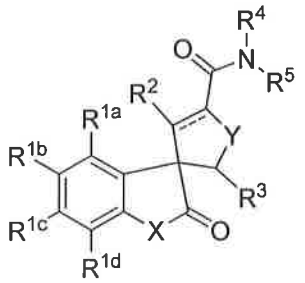
15. Use of a compound of any one of claims 1-8 for the manufacture of a medicament for treating the side-effects of chemotherapeutic agents or treatments.

16. A kit comprising a compound of any one of claims 1-8 and instructions for administering the compound to a patient having cancer.

17. The kit of claim 16, further comprising one or more anticancer agents.

## CLAIMS

1. A compound having Formula I:



I

wherein:

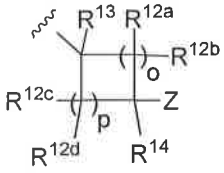
$R^{1a}$, $R^{1b}$, $R^{1c}$, and $R^{1d}$ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, nitro, cyano, alkoxy, aryloxy, optionally substituted alkyl, haloalkyl, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted cycloalkenyl, optionally substituted aryl, optionally substituted heteroaryl, carboxamido, and sulfonamido;

$R^2$ is selected from the group consisting of optionally substituted aryl and optionally substituted heteroaryl;

$R^3$ is selected from the group consisting of optionally substituted alkyl, optionally substituted (cycloalkyl)alkyl, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted cycloalkenyl, optionally substituted aryl, and optionally substituted heteroaryl;

$R^4$ is selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^5$ is:



**R5-2**

wherein:

each $R^{12a}$, $R^{12b}$, $R^{12c}$ and $R^{12d}$ is independently selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^{13}$ is selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_6$ alkyl;

$R^{14}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted cycloalkyl;

Z is selected from the group consisting of $-OR^{15}$ and $-NR^{16a}R^{16b}$; or

Z and $R^{14}$ taken together form a carbonyl group;

$R^{15}$ is selected from the group consisting of hydrogen and metabolically cleavable group;

$R^{16a}$ is selected from the group consisting of $-SO_2R^{16c}$ and $-CONR^{16d}R^{16e}$;

$R^{16b}$ is selected from the group consisting of hydrogen and optionally substituted alkyl;

$R^{16c}$ is selected from the group consisting of optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, and optionally substituted heteroaryl;

$R^{16d}$ and $R^{16e}$ are each independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, and optionally substituted heteroaryl; or

$R^{16d}$ and $R^{16e}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered heterocyclo;

o is 1, 2, or 3;

p is 0, 1, 2, or 3;

X is selected from the group consisting of O, S, and $NR'$;

Y is selected from the group consisting of O, S, and $NR''$;

$R'$ is selected from the group consisting of hydrogen, optionally substituted alkyl, aralkyl, and optionally substituted cycloalkyl;

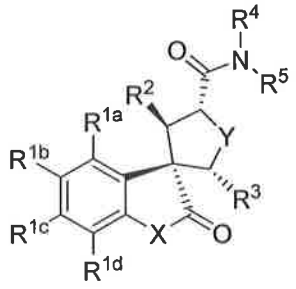
$R''$ is selected from the group consisting of hydrogen, optionally substituted alkyl, aralkyl, and optionally substituted cycloalkyl; and

$\overline{\cdots}$ represents a single or a double bond,

or a pharmaceutically acceptable salt thereof.

2. The compound of claim 1, wherein ⎓ represents a single bond, or a pharmaceutically acceptable salt thereof.

3. The compound of claim 1 having Formula II:



II,

or a pharmaceutically acceptable salt thereof.

4. The compound of claim 1, wherein:

$R^{1a}$, $R^{1b}$, $R^{1c}$, and $R^{1d}$ are each independently selected from the group consisting of hydrogen, fluoro, and chloro;

$R^2$ is optionally substituted aryl;

$R^3$ is optionally substituted alkyl;

$R^4$ is hydrogen; and

X and Y are NH,

or a pharmaceutically acceptable salt thereof.

5. The compound of claim 3, wherein:

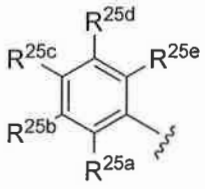
$R^{1a}$ and $R^{1d}$ are each hydrogen;

$R^{1b}$ is selected from the group consisting of hydrogen and fluoro; and

$R^{1c}$ is selected from the group consisting of fluoro and chloro,

or a pharmaceutically acceptable salt thereof.

6. The compound of claim 1 wherein $R^2$ is an optionally substituted aryl having Formula R2-1:



R2-1

wherein $R^{25a}$, $R^{25b}$, $R^{25c}$, $R^{25d}$, and $R^{25e}$ are each independently selected from the group consisting of hydrogen, halogen, hydroxy, nitro, amino, cyano, alkoxy, optionally substituted alkyl, haloalkyl, optionally substituted aryl, and optionally substituted heteroaryl,

or a pharmaceutically acceptable salt thereof.

7. The compound of claim 6, wherein:

$R^{25a}$ is selected from the group consisting of hydrogen and fluoro;

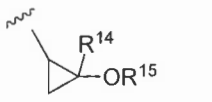
$R^{25b}$ is chloro;

$R^{25c}$ is selected from the group consisting of hydrogen and fluoro; and

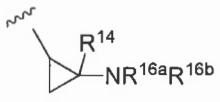
$R^{25d}$ and $R^{25e}$ are each hydrogen,

or a pharmaceutically acceptable salt thereof.

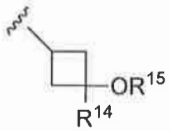
8. The compound of claim 1, wherein $R^5$ is selected from the group consisting of:



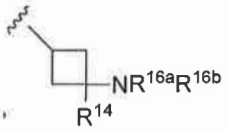
R5-8



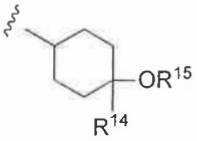
R5-9



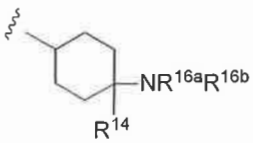
R5-10



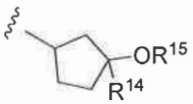
R5-11



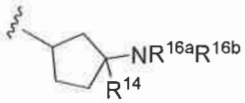
R5-12



R5-13

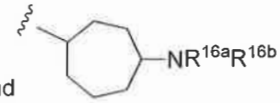


R5-14



R5-15

and



R5-18

or a pharmaceutically acceptable salt- thereof.

9. The compound of claim 8, wherein:

$R^{14}$ is hydrogen or $C_1$-$C_4$ alkyl;

$R^{15}$ is hydrogen or a metabolically cleavable group;

$R^{16a}$ is selected from the group consisting of $-SO_2R^{16c}$ and $-CONR^{16d}R^{16e}$;

$R^{16b}$ is selected from the group consisting of hydrogen and $C_1$-$C_4$ alkyl;

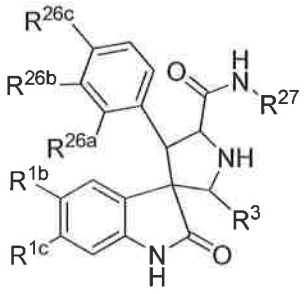
$R^{16c}$ is selected from the group consisting of optionally substituted $C_1$-$C_6$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl;

$R^{16d}$ and $R^{16e}$ are each independently selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_4$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl; or

$R^{16d}$ and $R^{16e}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered heterocyclo;

or a pharmaceutically acceptable salt thereof.

10. The compound of claim 1 having Formula XVIIIa:




XVIIIa

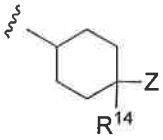
wherein:

$R^{1b}$ and $R^{1c}$ are independently selected from the group consisting of hydrogen, fluoro, and chloro;

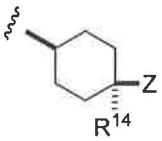
$R^3$ is selected from the group consisting of optionally substituted alkyl, optionally substituted (cycloalkyl)alkyl, and optionally substituted cycloalkyl;

$R^{26a}$, $R^{26b}$, and $R^{26c}$ are independently selected from the group consisting of hydrogen, fluoro, and chloro; and

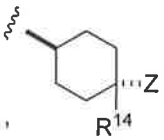
$R^{27}$ is selected from the group consisting of:



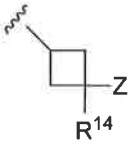

R27-4



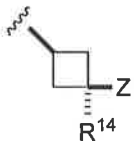

R27-5



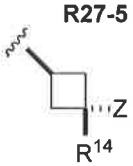

R27-6



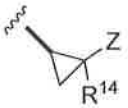

R27-7




R27-8



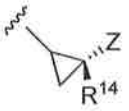

R27-9



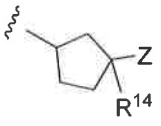

R27-10



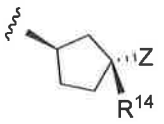

R27-11



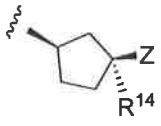

R27-12



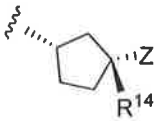

R27-13



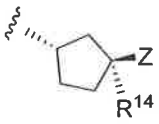

R27-14



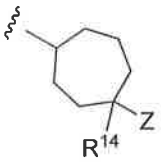

R27-15



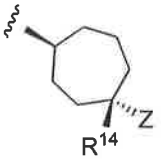

R27-16



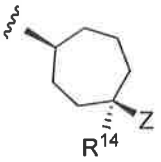

R27-17



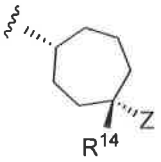

R27-18




R27-19

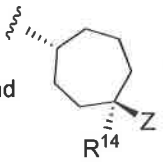



R27-20




R27-21

and




R27-22

wherein:

$R^{14}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_4$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl;

Z is selected from the group consisting of $-OR^{15}$ and $-NR^{16a}R^{16b}$;

$R^{15}$ is selected from the group consisting of hydrogen and metabolically cleavable group;

$R^{16a}$ is selected from the group consisting of $-SO_2R^{16c}$ and $-CONR^{16d}R^{16e}$;

$R^{16b}$ is selected from the group consisting of hydrogen and optionally substituted $C_1$-$C_4$ alkyl;

$R^{16c}$ is selected from the group consisting of optionally substituted $C_1$-$C_6$ alkyl and optionally substituted $C_3$-$C_6$ cycloalkyl;

$R^{16d}$ and $R^{16e}$ are each independently selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_4$ alkyl, optionally substituted $C_3$-$C_6$ cycloalkyl; or

$R^{16d}$ and $R^{16e}$ taken together with the nitrogen atom to which they are attached form a 4- to 8-membered heterocyclo;

$R^{19}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted $C_3$-$C_6$ cycloalkyl;

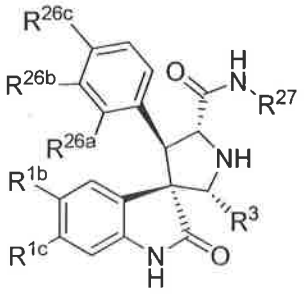
$R^{20}$ is selected from the group consisting of hydrogen, optionally substituted $C_1$-$C_6$ alkyl, and optionally substituted $C_3$-$C_6$ cycloalkyl;

$R^{21a}$ and $R^{21b}$ are each hydrogen; or

one of $R^{21a}$ and $R^{21b}$ is hydrogen and the other is metabolically cleavable group,

or a pharmaceutically acceptable salt thereof.

11. The compound of claim 10 having Formula XIX:

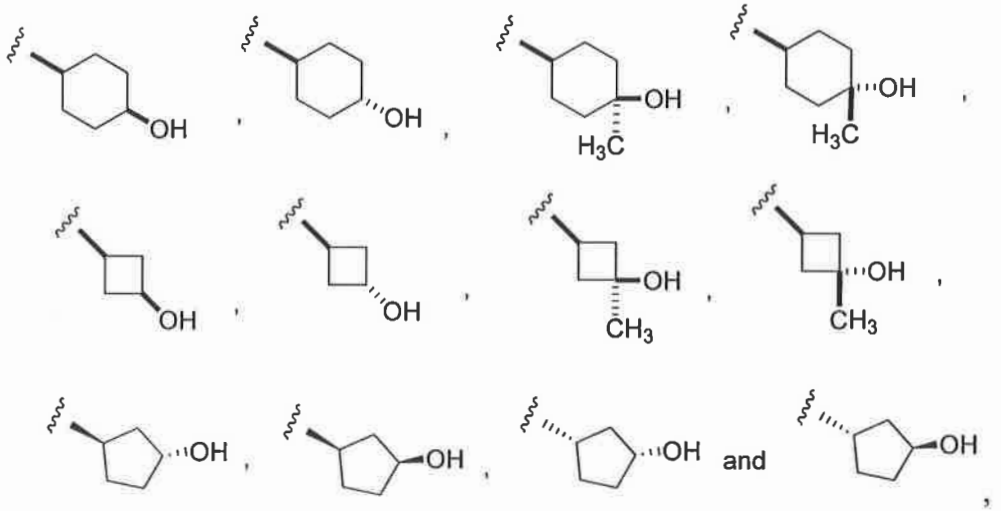



XIX,

or a pharmaceutically acceptable salt thereof.

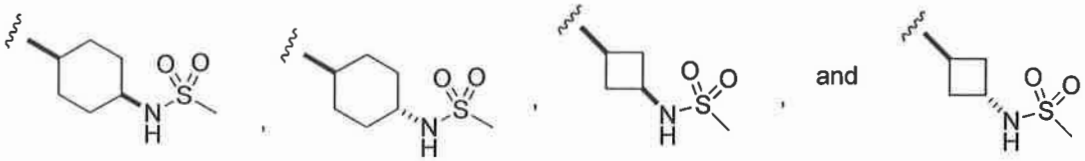
12. The compound of claim 11, wherein $R^3$ is alkyl, or a pharmaceutically acceptable salt thereof.

13. The compound of claim 11, wherein $R^{27}$ is selected from the group consisting of:



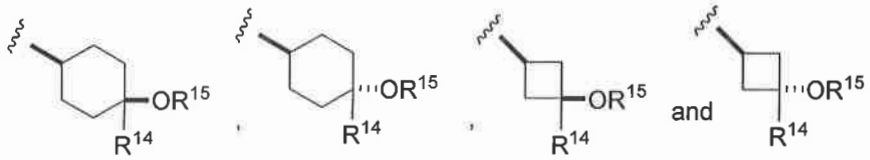

or a pharmaceutically acceptable salt thereof.

14. The compound of claim 11, wherein $R^{27}$ is selected from the group consisting of:




or a pharmaceutically acceptable salt thereof.

15. The compound of claim 11, wherein $R^{27}$ is selected from the group consisting of:



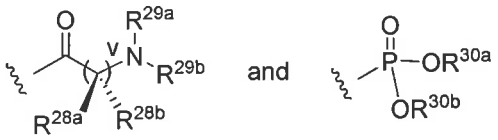

wherein:

$R^{14}$ is selected from the group consisting of hydrogen and $C_1$-$C_4$ alkyl; and

$R^{15}$ is a metabolically cleavable group,

or a pharmaceutically acceptable salt thereof.

16. The compound of claim 15, wherein the metabolically cleavable group is selected from the group consisting of:



wherein:

each $R^{28a}$ and $R^{28b}$ is independently selected from the group consisting of hydrogen, optionally substituted alkyl, and aralkyl;

$R^{29a}$ and $R^{29b}$ are each selected from the group consisting of hydrogen and optionally substituted alkyl;

v is 1, 2, 3, or 4; and

$R^{30a}$ and $R^{30b}$ are each selected from the group consisting of hydrogen,optionally substituted alkyl, aralkyl, optionally substituted aryl, and monovalent pharmaceutically acceptable cation; or

taken together $R^{30a}$ and $R^{30b}$ represent a divalent pharmaceutically acceptable cation or an optionally substituted alkylenyl,

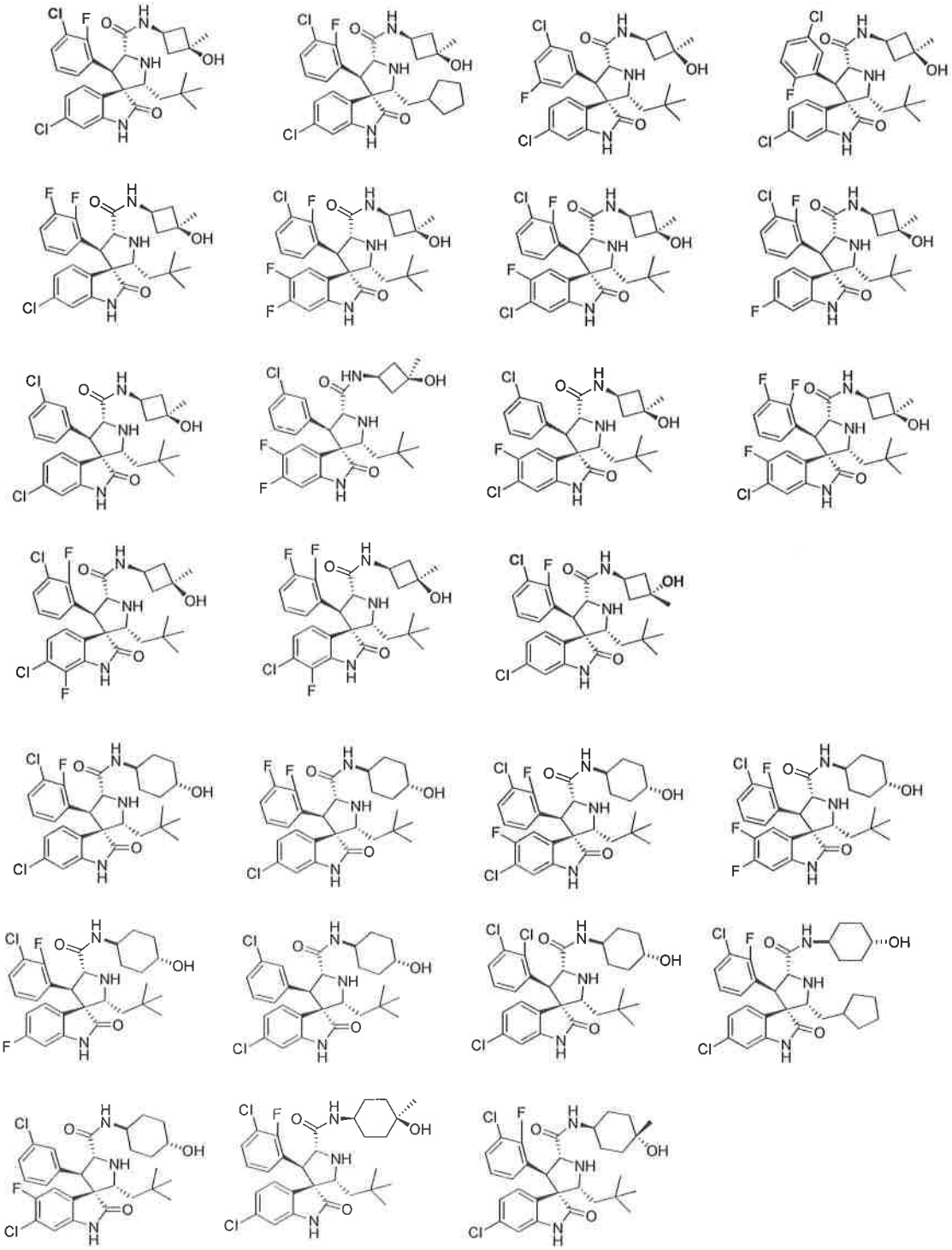
or a pharmaceutically acceptable salt–thereof.

17. The compound of claim 1, wherein $R^3$ is $C_1$-$C_{10}$ alkyl, or a pharmaceutically acceptable salt thereof.

18. The compound of claim 17, wherein the $C_1$-$C_{10}$ alkyl is selected from the group consisting of $-CH_2C(CH_3)_3$, $-CH_2C(CH_3)_2CH_2CH_3$, $-CH_2C(CH_3)_2CH_2CH_2$-$CH_3$, $-CH_2C(CH_3)_2CH_2CH_2CH_2CH_3$, $-CH_2C(CH_2CH_3)_2CH_3$, and $-CH_2C(CH_3)_2CH_2CH(CH_3)_2$, or a pharmaceutically acceptable salt thereof.

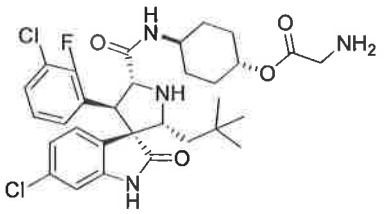
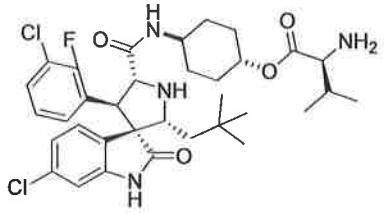
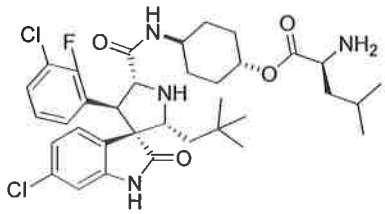
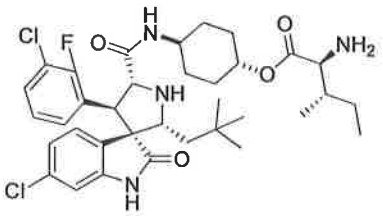
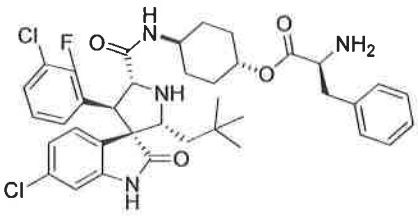
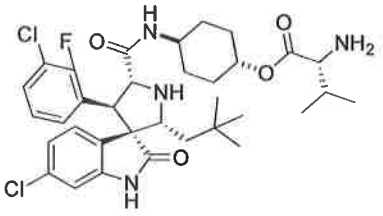
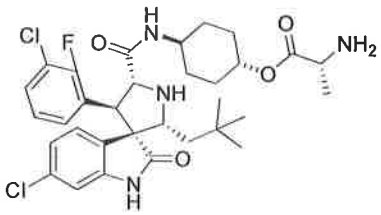
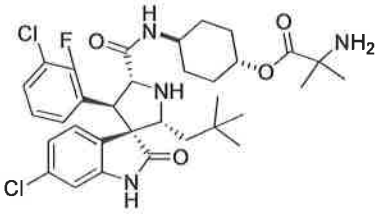
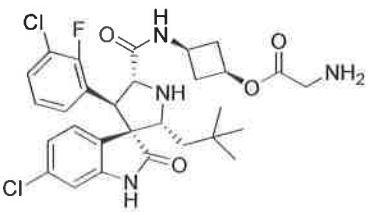
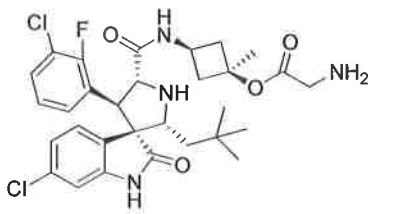
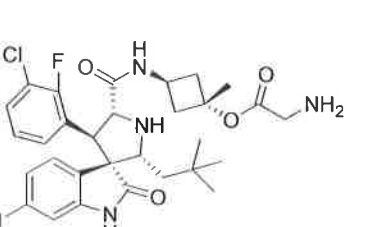
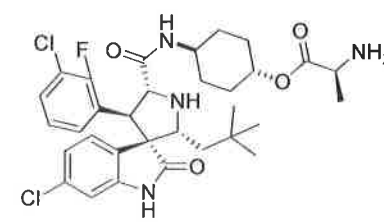
19. The compound of claim 18, wherein the $C_1$-$C_{10}$ alkyl is $-CH_2C(CH_3)_3$, or a pharmaceutically acceptable salt thereof.

20. A compound of claim 1 selected from the group consisting of:



or a pharmaceutically acceptable salt thereof.

21. A compound of claim 1 selected from the group consisting of:

or a pharmaceutically acceptable salt thereof.

22. A pharmaceutical composition comprising the compound or pharmaceutically acceptable salt thereof of claim 1 and a pharmaceutically acceptable carrier.

23. A compound of claim 1 for use in the treatment of a hyperproliferative disease.

24. The compound of claim 23, wherein the hyperproliferative disease is cancer.

25. The compound of claim 23, wherein cells of the hyperproliferative disease express functional p53.

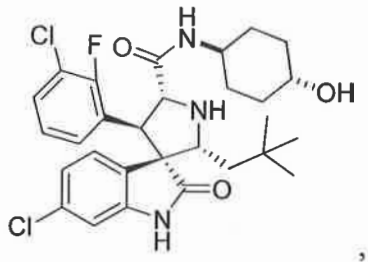
26. A kit comprising a compound of claim 1 and instructions for administering the compound to a patient having a hyperproliferative disease.

27. The kit of claim 26, wherein the hyperproliferative disease is cancer.

28. The kit of claim 27, further comprising one or more anticancer agents.

29. The kit of claim 28, wherein the instructions direct co-administration of the compound together with the one or more anticancer agents.

30. The compound of claim 20 which is:



or a pharmaceutically acceptable salt thereof.