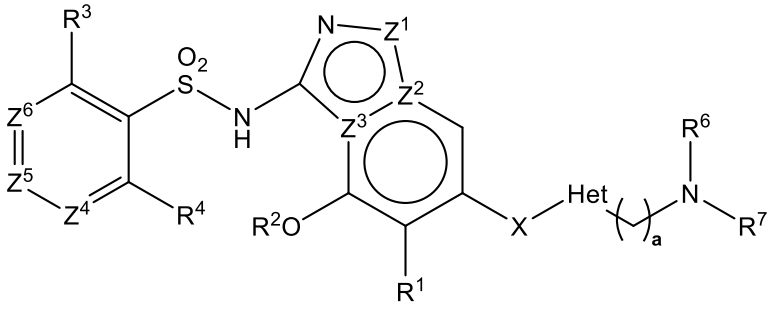
WHAT IS CLAIMED IS:

1. A compound of Formula I:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 together form alkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is O, $S(O)_x$ or CH_2, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

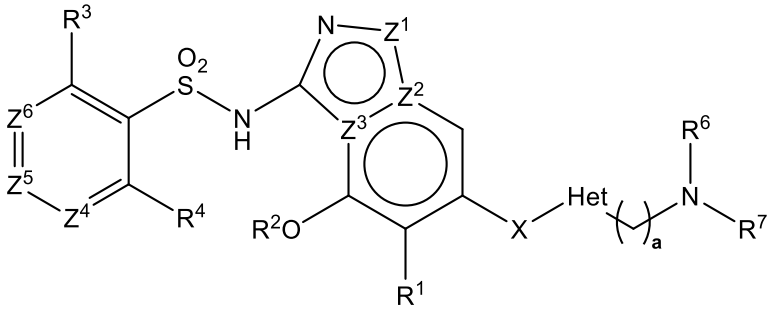
(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH-(CH_2)_2-R^{19}$, $-O-(CH_2)_2-R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or $-NR^{20}R^{21}$.

2. A compound of Formula I:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 are selected from (i) or (ii):

(i) R^1 is H, alkyl, haloalkyl or halo; and R^2 is alkyl, cycloalkyl or haloalkyl, or

(ii) R^1 and R^2 together form alkylene;

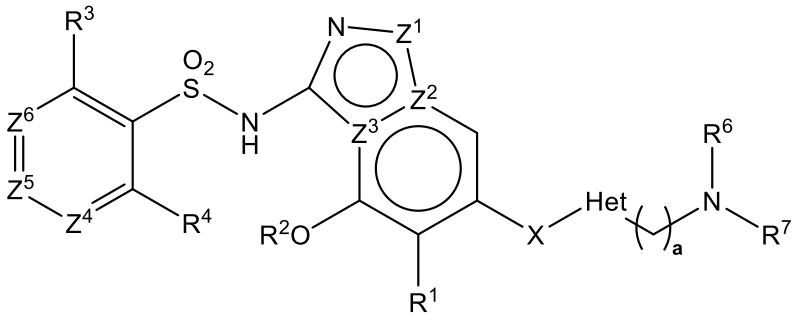
R^3 is $-O-(CH_2)_b-R^8$;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;
R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;
R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;
R^{12} is alkyl or $NR^{14}R^{15}$;
R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;
R^4 is H or alkoxy;
Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):
(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,
(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or
(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;
Z^4 is CR^{16};
Z^5 is CR^5;
Z^6 is N or CH;
R^5 and R^{16} together form alkylene or heteroalkylene;
X is O, $S(O)_x$ or CH_2, where x is 0-2;
Het and R^6 are selected from (i) or (ii):
(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or
(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;
R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;
R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH\text{-}(CH_2)_2\text{-}R^{19}$, $-O\text{-}(CH_2)_2\text{-}R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and
R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl,

aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or -NR^9R^{10}.

3. A compound of Formula I:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 are selected from (i) or (ii):

(i) R^1 is H, alkyl, haloalkyl or halo; and R^2 is alkyl, cycloalkyl or haloalkyl, or

(ii) R^1 and R^2 together form alkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is O or $S(O)_x$, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

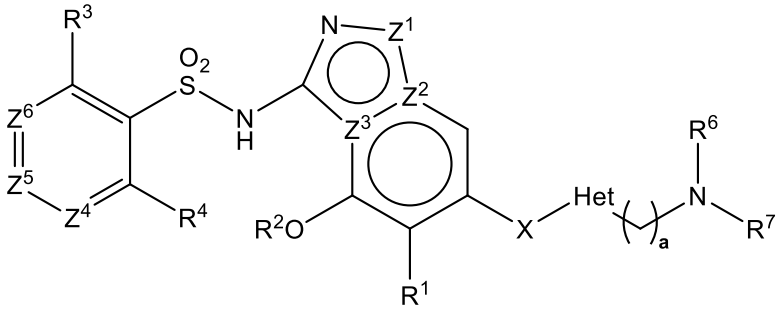
(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH-(CH_2)_2-R^{19}$, $-O-(CH_2)_2-R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or $-NR^9R^{10}$.

4. A compound of Formula I:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 is H, alkyl, haloalkyl, alkoxy, cycloalkoxy, haloalkoxy or halo;

R^2 and R^4 together form heteroalkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is O, $S(O)_x$ or CH_2, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

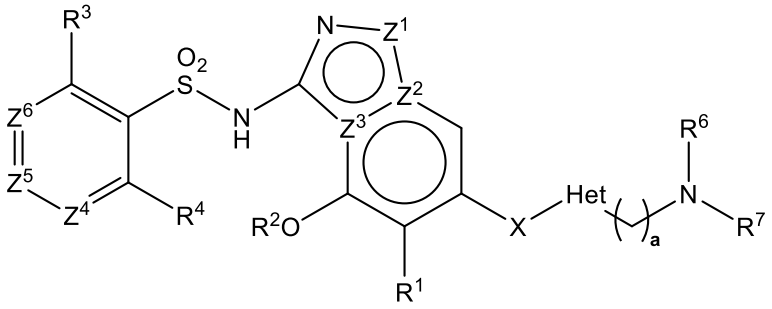
R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl,

aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, -NH-$(CH_2)_2$-R^{19}, -O-$(CH_2)_2$-R^{19} or -$NR^{20}R^{21}$; where R^{19} is -OR^9 or -NR^9R^{10}, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or -NR^9R^{10}.

5. A compound of Formula I:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 is H, alkyl, haloalkyl or halo;

R^2 is alkyl, cycloalkyl or haloalkyl;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is $CR^{22}R^{23}$, where R^{22} and R^{23} are each independently H or alkyl;

Het and R^6 are selected from (i) or (ii):

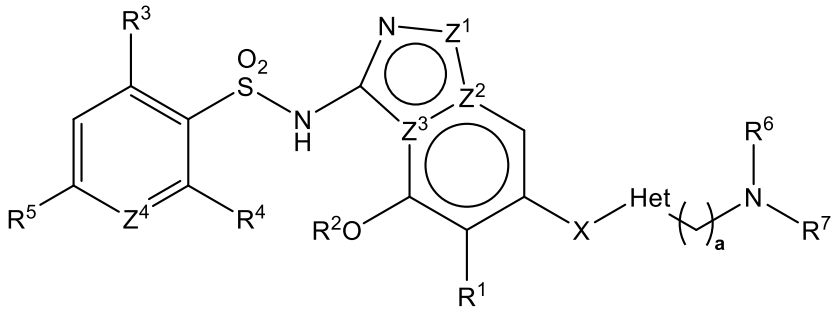
(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$; and

R^{17} is alkoxy, alkenyloxy, alkynyloxy or $-O-(CH_2)_2-R^{19}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$.

6. The compound of any one of claims 1-5 that has Formula Ia:



or a pharmaceutically acceptable derivative thereof.

7. The compound of any one of claims 1-6, wherein:

R^1 is H;

R^2 is alkyl, cycloalkyl or haloalkyl;

R^8 is H, CN, OH, aryl, heteroaryl, NR^9R^{10} or $C(O)R^{11}$;

R^9 and R^{10} are each independently H or $C(O)R^{13}$; where R^{13} is alkyl or alkoxy;

R^{11} is alkyl or alkoxy;

X is CH_2; and

R^{17} is alkoxy.

8. The compound of any one of claims 1-7, wherein:

R^1 is H;

R^2 is alkyl or haloalkyl;

R^8 is H, CN, OH, aryl, NR^9R^{10} or $C(O)R^{11}$;

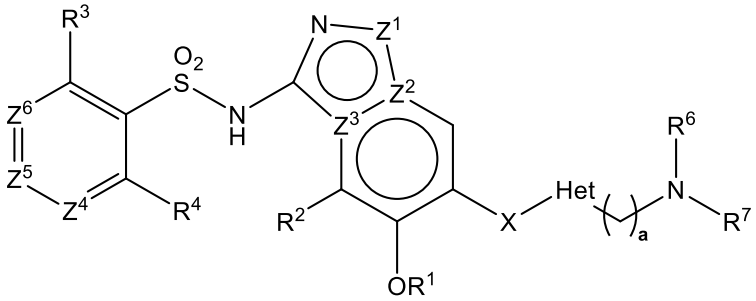
R^9 and R^{10} are each independently H or $C(O)R^{13}$; where R^{13} is alkyl;

R^{11} is alkoxy;

X is CH_2; and

R^{17} is alkoxy.

9. A compound of Formula II:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 together form alkylene;

R^3 is $-O-(CH_2)_b-R^8$;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N-O-R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is O, $S(O)_x$ or CH_2, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

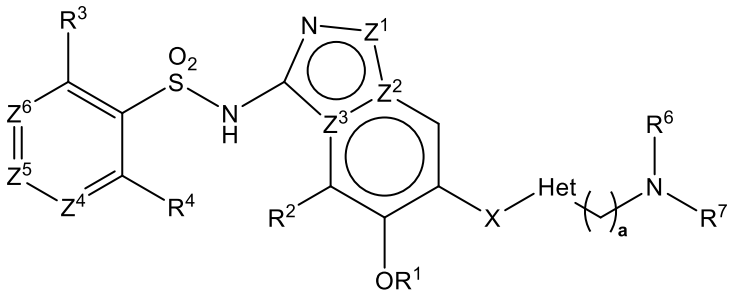
(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH-(CH_2)_2-R^{19}$, $-O-(CH_2)_2-R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or $-NR^{20}R^{21}$.

10. A compound of Formula II:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 are selected from (i) or (ii);

(i) R^1 is alkyl, cycloalkyl or haloalkyl; and R^2 is H, alkyl, haloalkyl, alkoxy, cycloalkoxy, haloalkoxy or halo, or

(ii) R^1 and R^2 together form alkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4 is CR^{16};

Z^5 is CR^5;

Z^6 is N or CH;

R^5 and R^{16} together form alkylene or heteroalkylene;

X is O, $S(O)_x$ or CH_2, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

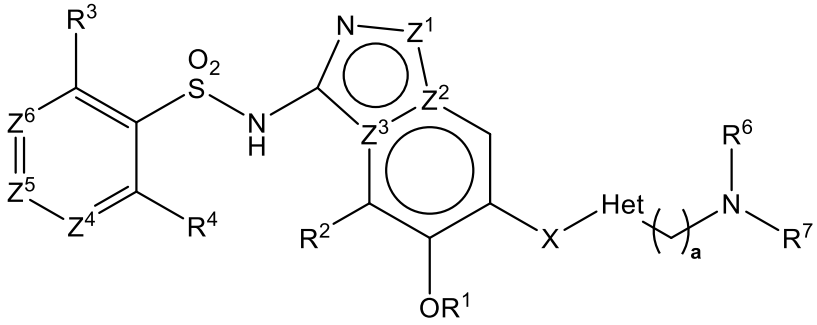
R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy,

haloalkoxy, alkenyloxy, alkynyloxy, -NH-$(CH_2)_2$-R^{19}, -O-$(CH_2)_2$-R^{19} or -$NR^{20}R^{21}$; where R^{19} is -OR^9 or -NR^9R^{10}, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or -NR^9R^{10}.

11. A compound of Formula II:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 are selected from (i) or (ii):

(i) R^1 is alkyl, cycloalkyl or haloalkyl, and R^2 is H, alkyl, haloalkyl, alkoxy, cycloalkoxy, haloalkoxy or halo, or

(ii) R^1 and R^2 together form alkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is O or $S(O)_x$, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

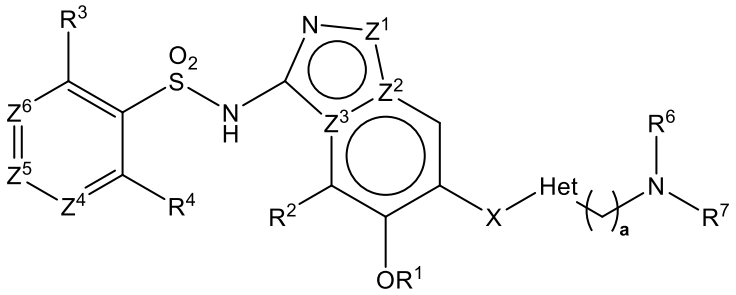
(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH-(CH_2)_2-R^{19}$, $-O-(CH_2)_2-R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or $-NR^9R^{10}$.

12. A compound of Formula II:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 is alkyl, cycloalkyl or haloalkyl;

R^2 is H, alkyl, haloalkyl, alkoxy, cycloalkoxy, haloalkoxy or halo;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is $CR^{22}R^{23}$, where R^{22} and R^{23} are each independently H or alkyl;

Het and R^6 are selected from (i) or (ii):

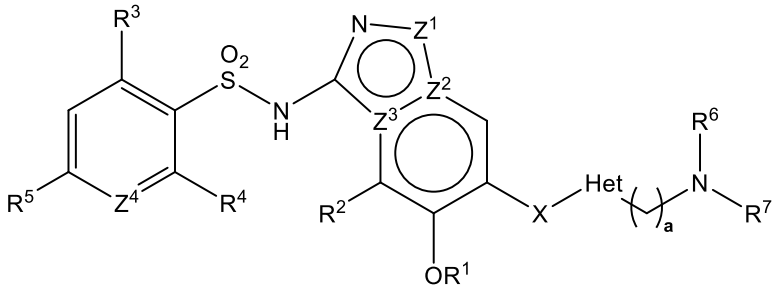
(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$; and

R^{17} is alkoxy, alkenyloxy, alkynyloxy or $-O-(CH_2)_2-R^{19}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$.

13. A compound of any one of claims 9-12, wherein the compound has Formula IIa:



or a pharmaceutically acceptable derivative thereof.

14. The compound of any one of claims 9-13, wherein:

R^1 is alkyl, cycloalkyl or haloalkyl;

R^2 is H;

R^8 is H, CN, OH, aryl, heteroaryl, NR^9R^{10} or $C(O)R^{11}$;

R^9 and R^{10} are each independently H or $C(O)R^{13}$; where R^{13} is alkyl or alkoxy;

R^{11} is alkyl or alkoxy;

X is CH_2; and

R^{17} is alkoxy.

15. The compound of any one of claims 9-13, wherein:

R^1 is alkyl or haloalkyl;

R^2 is H;

R^8 is H, CN, OH, aryl, NR^9R^{10} or $C(O)R^{11}$;

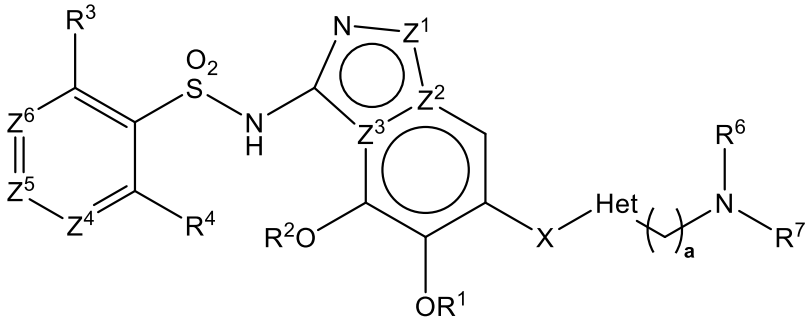
R^9 and R^{10} are each independently H or $C(O)R^{13}$; where R^{13} is alkyl;

R^{11} is alkoxy;

X is CH_2; and

R^{17} is alkoxy.

16. A compound of Formula III:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 together form alkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is O, $S(O)_x$ or CH_2, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

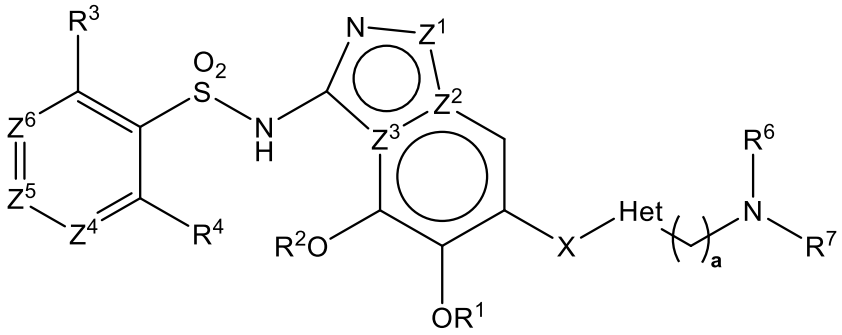
(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH-(CH_2)_2-R^{19}$, $-O-(CH_2)_2-R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or $-NR^{20}R^{21}$.

17. A compound of Formula III:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 are selected from (i) or (ii):

(i) R^1 and R^2 are each independently alkyl, cycloalkyl or haloalkyl, or

(ii) R^1 and R^2 together form alkylene;

R^3 is $-O-(CH_2)_b-R^8$;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4 is CR^{16};

Z^5 is CR^5;

Z^6 is N or CH;

R^5 and R^{16} together form alkylene or heteroalkylene;

X is O, $S(O)_x$ or CH_2, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

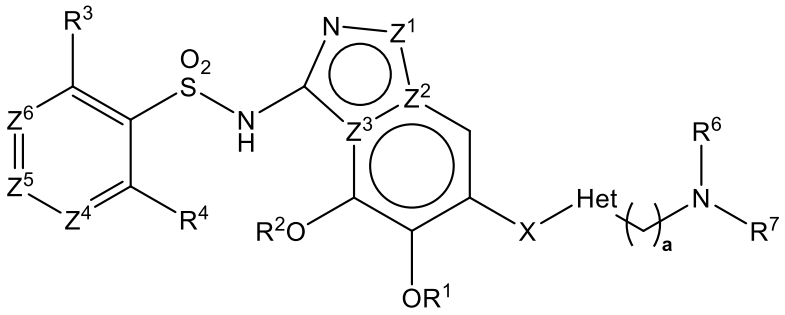
R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH\text{-}(CH_2)_2\text{-}R^{19}$, $-O\text{-}(CH_2)_2\text{-}R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl,

aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or -NR^9R^{10}.

18. A compound of Formula III:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 are selected from (i) or (ii):

(i) R^1 and R^2 are each independently alkyl, cycloalkyl or haloalkyl, or

(ii) R^1 and R^2 together form alkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4, Z^5 and Z^6 are selected from (i), (ii), (iii) or (iv):

(i) Z^4 is N, Z^5 is CR^5, and Z^6 is CH,

(ii) Z^4 is CR^{16}, Z^5 is N, and Z^6 is CH,

(iii) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is N, or

(iv) Z^4 is CR^{16}, Z^5 is CR^5, and Z^6 is CH;

R^5 and R^{16} are selected from (i) or (ii):

(i) R^5 and R^{16} are each independently H, cyano, halo, alkoxy, amino, alkylamino, dialkylamino, alkyl, alkenyl, alkynyl or haloalkyl, or

(ii) R^5 and R^{16} together form alkylene or heteroalkylene;

X is O or $S(O)_x$, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

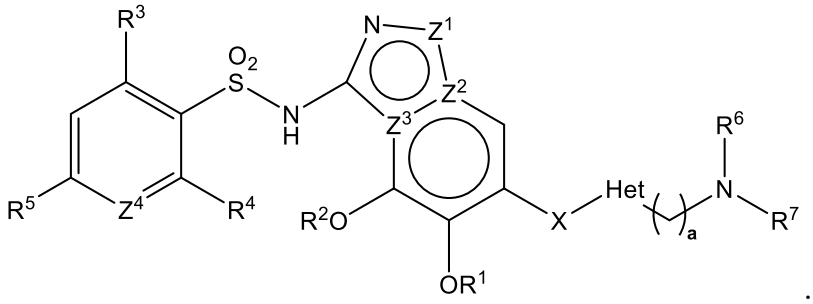
(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$, $-S(O)R^{18}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH-(CH_2)_2-R^{19}$, $-O-(CH_2)_2-R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or $-NR^9R^{10}$.

19. The compound of any one of claims 16-18, wherein the compound has Formula IIIa:



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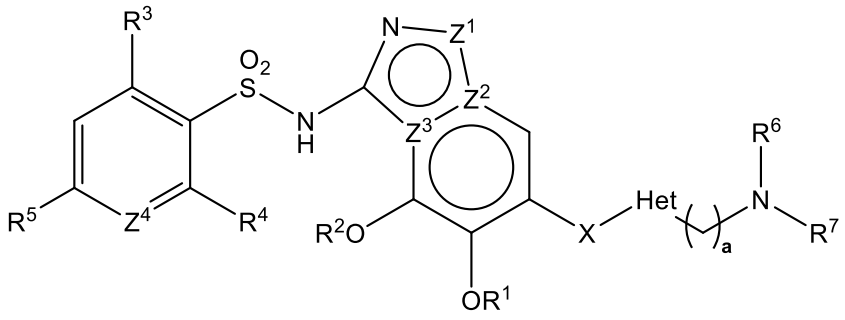
20. A compound of Formula IIIa:



or a pharmaceutically acceptable derivative thereof, wherein:

a is 0-2;

R^1 and R^2 are selected from (i) or (ii):

(i) R^1 and R^2 are each independently alkyl, cycloalkyl or haloalkyl, or

(ii) R^1 and R^2 together form alkylene;

R^3 is -O-$(CH_2)_b$-R^8;

b is 1-4;

R^8 is H, CN, OH, alkoxy, cycloalkyl, heterocyclyl, aryl, heteroaryl, NR^9R^{10}, $C(O)R^{11}$, $C(=NH)(R^{12})$ or $C(=N\text{-}O\text{-}R^9)(R^{12})$;

R^9 and R^{10} are each independently H, alkyl or $C(O)R^{13}$; where R^{13} is alkyl, alkoxy or $NR^{14}R^{15}$;

R^{11} is hydroxy, alkyl, alkoxy or $NR^{14}R^{15}$;

R^{12} is alkyl or $NR^{14}R^{15}$;

R^{14} and R^{15} are each independently H, OH, alkoxy or alkyl, or together with the nitrogen atom to which they are attached form heterocyclyl;

R^4 is H or alkoxy;

Z^1, Z^2 and Z^3 are selected from (i), (ii) or (iii):

(i) Z^1 is N, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N,

(ii) Z^1 is NH or O, and Z^2 and Z^3 are C, or

(iii) Z^1 is CH, one of Z^2 and Z^3 is C and the other of Z^2 and Z^3 is N;

Z^4 is N or CR^{16}, where R^{16} is H, alkyl, haloalkyl, alkoxy, halo, alkenyl or alkynyl;

R^5 is H, alkyl, haloalkyl, alkoxy, halo, alkenyl or alkynyl;

X is O, $S(O)_x$ or CH_2, where x is 0-2;

Het and R^6 are selected from (i) or (ii):

(i) Het is a 5- or 6-membered heteroaryl, and R^6 is H, alkyl or haloalkyl, or

(ii) Het is a 5- or 6-membered heteroaryl, R^6 is $–(CH_2)_{1\text{-}2}–$, and R^6 and Het together with the atoms to which they are attached form a 5,5-, 5,6-, 5,7-, 6,5-, 6,6- or 6,7-bicyclic ring system;

R^7 is $-C(O)R^{17}$ or $-SO_2R^{18}$;

R^{17} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, methylaminomethylalkenyl, dimethylaminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, methylaminomethylalkynyl, dimethylaminomethylalkynyl, alkoxy, haloalkoxy, alkenyloxy, alkynyloxy, $-NH-(CH_2)_2-R^{19}$, $-O-(CH_2)_2-R^{19}$ or $-NR^{20}R^{21}$; where R^{19} is $-OR^9$ or $-NR^9R^{10}$, and R^{20} and R^{21} are each independently H, alkyl, cycloalkyl or haloalkyl; and

R^{18} is alkyl, haloalkyl, cyanoalkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, cyanoalkenyl, hydroxymethylalkenyl, alkoxymethylalkenyl, aminomethylalkenyl, alkynyl, haloalkynyl, cyanoalkynyl, hydroxymethylalkynyl, alkoxymethylalkynyl, aminomethylalkynyl, or $-NR^9R^{10}$.

21. The compound of any one of claims 16-20, wherein:

R^1 and R^2 are selected from (i) or (ii):

(i) R^1 and R^2 are each alkyl, or

(ii) R^1 and R^2 together form alkylene;

R^8 is H, CN, OH, aryl, heteroaryl, NR^9R^{10} or $C(O)R^{11}$;

R^9 and R^{10} are each independently H or $C(O)R^{13}$; where R^{13} is alkyl or alkoxy;

R^{11} is alkyl or alkoxy;

R^5 and R^{16} together form alkylene;

X is O or CH_2;

R^{17} is alkyl, haloalkyl, alkoxy, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, alkynyl or hydroxymethylalkynyl; and

R^{18} is alkyl, haloalkyl, alkoxyalkyl, aminoalkyl, alkenyl, haloalkenyl, alkynyl or hydroxymethylalkynyl.

22. The compound of any one of claims 1-4, 6, 9-11, 13 and 16-21, wherein X is O.

23. The compound of any one of claims 1, 2, 4-10 and 11-21, wherein X is CH_2.

24. The compound of any one of claims 1-23, wherein a is 0 or 1.

25. The compound of any one of claims 1-8, wherein R^2 is alkyl.

26. The compound of any one of claims 1-8, wherein R^2 is haloalkyl.

27. The compound of any one of claims 1-8, wherein R^2 is difluoromethyl.

28. The compound of any one of claims 9-15, wherein R^1 is alkyl.

29. The compound of any one of claims 9-15, wherein R^1 is haloalkyl.

30. The compound of any one of claims 9-15, wherein R^1 is difluoromethyl.

31. The compound of any one of claims 1-6, wherein R^1 is H.

32. The compound of any one of claims 9-15, wherein R^2 is H.

33. The compound of any one of claims 16-21, wherein R^1 and R^2 together form C_{1-4}alkylene optionally substituted with one or more halo or methyl.

34. The compound of any one of claims 1-33, wherein b is 1 or 2.

35. The compound of any one of claims 1-6, 9-13 and 16-21, wherein R^8 is H, phenyl, 4-fluorophenyl, mopholinyl, COOH, COOMe, C(=NH)NHOH, tetrazolyl, oxadiazolyl, triazolyl, pyridyl, imidazolyl, oxazolidinyl, NHC(O)OMe, cyano, hydroxy, amino or acetylamino.

36. The compound of any one of claims 1-35, wherein R^8 is hydrogen.

37. The compound of any one of claims 1-36, wherein R^4 is H.

38. The compound of any one of claims 1-37, wherein R^4 is methoxy.

39. The compound of any one of claims 1-38, wherein Z^1 is NH or O, and Z^2 and Z^3 are C.

40. The compound of any one of claims 1-39, wherein Z^1 is O, and Z^2 and Z^3 are C.

41. The compound of any one of claims 1-40, wherein Z^4 is N.

42. The compound of any one of claims 1-40, wherein Z^4 is CR^{16}.

43. The compound of any one of claims 1-42, wherein R^5 is H, cyano, alkoxy or alkyl, and R^{16} is H, alkyl, alkoxy, halo or alkynyl.

44. The compound of any one of claims 1-43, wherein R^5 is H, cyano, methoxy or methyl, and R^{16} is H, methyl, ethyl, isopropyl, tert-butyl, methoxy, chloro, fluoro, ethynyl or propynyl.

45. The compound of any one of claims 1-44, wherein Het is a 5- or 6-membered heteroaryl, and R^6 is H or alkyl.

46. The compound of any one of claims 1-45, wherein Het is a 5-membered heteroaryl, and R^6 is H or methyl.

47. The compound of any one of claims 1-46, wherein Het is pyrazolyl, oxazolyl, thiazolyl or pyridyl, and R^6 is H or methyl.

48. The compound of any one of claims 1-47, wherein Het is pyrazolyl, and R^6 is H or methyl.

49. The compound of any one of claims 1-48, wherein R^7 is $-C(O)R^{17}$.

50. The compound of any one of claims 1-48, wherein R^7 is $-S(O)R^{18}$.

51. The compound of any one of claims 1-48, wherein R^7 is $-SO_2R^{18}$.

52. The compound of any one of claims 1-6, 9-13 and 16-21, wherein R^{17} is alkyl, alkoxy, alkenyl, haloalkenyl, alkynyl, $NR^{20}R^{21}$ or hydroxyalkynyl.

53. The compound of any one of claims 1-6, 9-13 and 16-21, wherein R^{17} is methyl, methoxy, NHMe, ethenyl, 1-fluoro-1-ethenyl, ethynyl or 1-propyn-1-yl.

54. The compound of any one of claims 1-53, wherein R^{18} is methyl or tert-butyl.

55. A pharmaceutical composition, comprising the compound of any one of claims 1-54 and a pharmaceutically acceptable carrier.

56. A method of treating a subject having cancer, comprising administering to the subject the compound of any one of claims 1-54 or the pharmaceutical composition of claim 55.

57. A method of treating a subject having a myc-driven cancer, comprising administering to the subject the compound of any one of claims 1-54 or the pharmaceutical composition of claim 55.