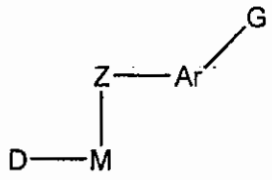
What is Claimed is:

1. A compound having the Formula (I):



(I)

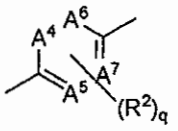
including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is selected from the group consisting of an aromatic, heteroaromatic, cycloalkyl or heterocyclic ring system, C_1-C_6alkyl-heterocyclyl-C(O)-, C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-N(R^6)-C(O)-, (R^6)(R^6)N-C(O)-O-heterocyclyl-C(O)-, heterocyclyl-C(O)-, PivO-heterocyclyl-C(O)-, C_1-C_6alkyl-O-C(O)-heterocyclyl-C(O)-, C_1-C_6alkyl-C(O)-N(R^6)-heterocyclyl-C(O)-, (C_1-C_6alkyl)(Box)N-heterocyclyl-C(O)-, HO-heterocyclyl-C(O)-, HO-C(O)-heterocyclyl-C(O)-, C_1-C_6alkyl-C(O)-O-heterocyclyl-C(O)-, (R^6)(R^6)N-C_1-C_6alky-N(R^6)-C(O)-heterocyclyl-C(O)-, C_1-C_6alkyl-heterocyclyl-C(O)-heterocyclyl-C(O)- and (R^6)(R^6)N-heterocyclyl-C(O)-, wherein each of the aromatic, heteroaromatic, cycloalkyl and heterocyclic groups is optionally substituted with 1 or more independently selected R^{38};

M is an optionally substituted fused heterocyclic moiety;

Z is selected from the group consisting of -O-, -$S(O)_{0-2}$- and -NR^5-, wherein R^5 is selected from the group consisting of H, optionally substituted C_1-C_5alkyl, an optionally substituted (C_1-C_5)acyl and C_1-C_6 alkyl-O-C(O), wherein C_1-C_6 alkyl is optionally substituted;

Ar is a group of the formula **C**,



C

wherein,

A^4, A^5, A^6 and A^7 are independently selected from the group consisting of N and -CH-, with the proviso that no more than two of A^4, A^5, A^6 and A^7 can be N, wherein Ar is optionally substituted; and

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G is a group B-L-T, wherein

B is selected from the group consisting of a covalent bond, -N(R^{13})-, -N(SO_2R^{13})-, -O-, -$S(O)_{0-2}$ and -C(=O)-;

L is selected from the group consisting of a covalent bond, -C(=S)N(R^{13})-, -C(=NR^{14})N(R^{13})-, -SO_2N(R^{13})-, -SO_2-, -C(=O)N(R^{13})-, -N(R^{13})-, -C(=O)C_{1-2}alkyl-N(R^{13})-, -N(R^{13})C_{1-2}alkyl-C(=O)-, -C(=O)C_{0-1}alkyl-C(=O)N(R^{13})-, -C_{0-4}alkylene, -C(=O)C_{0-1}alkyl-C(=O)OR^3-, -C(=NR^{14})-C_{0-1}alkyl-C(=O)-, -C(=O)-, -C(=O)C_{0-1}alkyl-C(=O)- and an optionally substituted four to six-membered heterocyclyl containing between one and three annular heteroatoms including at least one nitrogen, wherein the alkyl and alkylene are optionally substituted; and

T is selected from the group consisting of –H, -R^{13}, -C_{0-4}alkyl, -C_{0-4}alkyl-Q, -O-C_{0-4}alkyl-Q, -C_{0-4}alkyl-O-Q, -N(R^{13})C_{0-4}alkyl-Q, -SO_2C_{0-4}alkyl-Q, -C(=O)C_{0-4}alkyl-Q, -C_{0-4}alkyl-N(R^{13})Q and -C(=O)N(R^{13})-C_{0-4}alkyl-Q, wherein each C_{0-4}alkyl is optionally substituted;

wherein

R^{38} is selected from the group consisting of

C_2-C_6alkynyl-heterocyclyl,

H(O)C- and C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-,

R^{37}O-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,

R^{37}O-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$-,

C_1-C_6alkyl-$S(O)_2$-$(CH_2)_2$-N(A)-CH_2-,

R^{37}O-$(CH_2)_j$-[$(CH_2)_iO$]$_x$-$(CH_2)_{i1}$-N(A)-$(CH_2)_{j1}$-,

R^{37}O-C(O)-C_0-C_6alkyl-heterocyclyl-CH_2-,

R^{37}O-$(CH_2)_j$-[$(CH_2)_iO$]$_x$-$(CH_2)_{i1}$-N(R^{39})-C(O)-,

R^{37}-O-C(O)-C_1-C_6alkyl-heterocyclyl-C(O)-,

HOOC-C_1-C_6alkyl-N(A)-CH_2-,

(HOOC)(NR^9R^{10})-C_1-C_6alkyl-N(A)-CH_2-,

R^{37}O-C(O)-C_1-C_6alkyl-C(O)-,

(R^9)(R^{10})N-C_1-C_6alkyl-C(O)-heterocyclyl-CH_2-,

cycloalkyl-N(R^{39})-C(O)-O-C_1-C_6alkyl-,

R^{37}-O-C_1-C_6alkyl-O-C_1-C_6alkyl-C(O)-,

(R^9)(R^{10})N-C(O)-C_1-C_6alkyl-heterocyclyl-CH_2-,

(R^9)(R^{10})N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-heterocyclyl-CH_2-,

NC-C_1-C_6alkyl-heterocyclyl-CH_2-,

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F_3C-C_1-C_6alkyl-heterocyclyl-CH_2-,
C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-,
(optionally substituted 8- to 10-membered fused heterocyclyl)-C_1-C_6alkyl-,
F-heterocyclyl-C_1-C_6alkyl-,
heteroaryl-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
R^{37}-C_1-C_6alkyl-O-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C(O)-C_1-C_6alkyl-O-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C(O)-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C_1-C_6alkyl-O-aryl-N(R^6)-C_1-C_6alkyl-,
(heteroaryl substituted with one or more C_1-C_6alkyl)-N(R^6)-C_1-C_6alkyl-,
(C_1-C_6alkyl)$_2$N-C_1-C_6alkyl-aryl-N(R^6)-C_1-C_6alkyl-,
(C_1-C_6alkyl)$_2$N-C_1-C_6alkyl-C(O)-aryl-N(R^6)-C_1-C_6alkyl-,
heterocyclyl-C_1-C_6alkyl-O-aryl-N(R^6)-C_1-C_6alkyl-,
(R^6)$_2$N-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkylC(O)-O-C_1-C_6alkyl-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
heteroaryl-C_1-C_6alkyl-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-S(O)$_2$-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-N(R^6)-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O- C_1-C_6alkyl-N(R^6)-C(O)-N(R^6)-heterocyclyly-C_1-C_6alkyl-,
(heterocyclyl optionally substituted with one or more C_1-C_6alkyl)-C_1-C_6alkyl-,
(C_1-C_6alkyl)$_2$N-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C(O)-C_1-C_6alkyl-,
heterocyclyl-C(O)-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C(O)-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C(O)-C_1-C_6alkyl-heteroaryl-N(R^6)-C(O)-C_1-C_6alkyl-,
(C_1-C_6alkyl)$_2$N-heterocyclyl-C(O)-C_1-C_6alkyl-,
heteroaryl-C_1-C_6alkyl-N(R^6)-C(O)-C_1-C_6alkyl-,
(Boc)(H)N-heterocyclyl-C(O)-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C(O)-heterocyclyl-C(O)-C_1-C_6alkyl-,
Boc-heterocyclyl-C(O)-C_1-C_6alkyl-,

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Ac-O-C_1-C_6alkyl-C(O)-heterocyclyl-C(O)-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-C(O)-heterocyclyl-C(O)-C_1-C_6alkyl-,
(Boc)(H)N-C_1-C_6alkyl-C(O)-heterocyclyl-C(O)-C_1-C_6alkyl-,
NH_2-C_1-C_6alkyl-C(O)-heterocyclyl-C(O)-C_1-C_6alkyl-,
(C_1-C_6alkyl)(H)N-C(O)-heterocyclyl-C(O)-C_1-C_6alkyl-,
NH_2-heterocyclyl-C(O)-C_1-C_6alkyl-,
R^{37}O- C_1-C_6alkyl-O-C_1-C_6alkyl-heterocyclyl-C(O)-,
C_1-C_6alkyl-O-C(O)-N(R^6)-heterocyclyl-C(O)-,
(R^6)(R^6)N-heterocyclyl-C(O)-,
(R^6)(R^6)N-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-O-C_1-C_6alkyl-,
C_1-C_6alkyl-N(R^6)-C(O)-N(R^6)-heterocyclyl-C(O)-,
(R^6)(R^6)N-C(O)-heterocyclyl-O-C_1-C_6alkyl-,
C_2-C_6alkenyl-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-C(O)-heterocyclyl-O-C_1-C_6alkyl-,
R^{37O}-C_1-C_6alkyl-N(R^6)-heterocylcyl-C_1-C_6alkyl-,
R^{37}O-$(CH_2)_j$-$[(CH_2)_iO]_x$-C_1-C_6alkyl-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
halo-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
halo-C_1-C_6alkyl-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C(O)-C_1-C_6alkyl-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}-O-C(O)- C_1-C_6alkyl-N(R^6)-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
(C_1-C_6alkyl)(H)N-C(O)-heterocyclyl-N[C_1-C_6alkyl-C(O)-OH]-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C(O)-heterocylcyl-C_1-C_6alkyl-,
HO-C(O)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-,
(R^6)(R^6)N-C_1-C_6alkyl-N(R^6)-CO)-heterocyclyl-C_1-C_6alkyl-,
(C_1-C_6alkyl)(C_1-C_6alkyl)N-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-C(O)-[(C_1-C_6alkyl)(C_1-C_6alkyl)heterocyclyl]-C_1-C_6alkyl-,
C_2-C_6alkenyl-C(O)-[(C_1-C_6alkyl)(C_1-C_6alkyl)heterocyclyl]-C_1-C_6alkyl-,
R^{37}-O-C_1-C_6alkyl-[(C_1-C_6alkyl)(C_1-C_6alkyl)heterocyclyl]-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C_1-C_6alkyl-NR(^{6})-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C_1-C_6alkyl-N[C(O)-NH-C_1-C_6alkyl]-C_1-C_6alkyl-,
C_1-C_6alkyl-O-C_1-C_6alkyl-N[C(O)-C_1-C_6alkyl]-C_1-C_6alkyl-,

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C_1-C_6alkyl-O-C_1-C_6alkyl-[C(O)-C_1-C_6alkyl-OH]-C_1-C_6alkyl-,
R^{37}O-C(O)-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C(O)-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
spiro-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-C(O)-spiro-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)$N-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)$N-C_2-C_6alkenyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C_2-C_8alkenyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)$N-C_1-C_6alkyl-N(R^6)-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C(O)-,
$(R^6)(R^6)$N-C(O)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C(O)-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-,
C_2-C_6alkenyl-C(O)-O-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)$N-C(O)-heterocyclyl-C(O)-,
R^{37}O-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-(heterocyclyl)-,
R^{37}O-C(O)-C_1-C_6alkyl-hetercyclyl-C(O)-,
R^{37}O-C_1-C_6alkyl-heterocyclyl-C(O)-,
R^{37}O-C_1-C_6alkyl-C(O)-heterocyclyl-C(O)-,
C_1-C_6alkyl-O-C(O)-N(R^6)-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-
R^{37}O-$(CH_2)_n[(CH_2)_iO]_x$-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-,
HO-heterocyclyl-C_1-C_6alkyl-,
R^{37}O-cycloalkyl-C(O)-heterocyclyl-C_1-C_6alkyl-
and
R^{37}O-$(CH_2)_n[(CH_2)_iO]_x$-C_1-C_6alkyl-C(O)-N(R^6)-heterocyclyl-C_1-C_6alkyl-;

A is selected from the group consisting of -C(O)-C_1-C_6alkyl-N(R^{39})-C(O)-C_1-C_6alkyl-N(R^9)(R^{10}), -C(O)-N(R^{39})-C_1-C_6alkyl, -C(=NR^{37})-C_1-C_6alkyl, -C(O)-$(CH_2)_n$-S(O)$_2$-C_1-C_6alkyl, -C(O)-N(R^{39})-cycloalkyl, -C(O)-N(R^9)(R^{10}), (R^{37}O)(R^{37a}O)P(O)O-C_1-C_6alkyl-C(O)-, -C(=NR^{37})-H and -C_1-C_6alkyl-CF_3 ;

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each R^6 is independently H or C_1-C_6alkyl;

R^{37} is selected from the group consisting of H, C_1-C_6alkyl and C_3-C_{10}cycloalkyl;

R^{37a} is selected from the group consisting of H, C_1-C_6alkyl and C_3-C_{10}cycloalkyl;

j is an integer ranging from 0 to 4, alternatively 0 to 2;

i is 2 or 3;

x is an integer ranging from 0 to 6, alternatively 2 or 3;

i1 is 2 or 3;

j1 is an integer ranging from 0 to 4, alternatively 1 or 2;

n is an integer ranging from 0 to 4;

R^{39} is selected from the group consisting of H, -OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_{n2}$(C_6-C_{10} aryl), -$(CH_2)_{n2}$(C_5-C_{10} heteroaryl), -$(CH_2)_{n2}$(5-10 membered heterocyclyl), -$(CH_2)_{n2}O(CH_2)_{i2}OR^{37}$ and -$(CH_2)_{n2}OR^{37}$, wherein the alkyl, aryl, heteroaryl and heterocyclyl moieties of the foregoing R^{39} groups are optionally substituted;

R^9 is selected from the group consisting of H, -OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_{n3}$(C_6-C_{10} aryl), -$(CH_2)_{n3}$(C_5-C_{10} heteroaryl), -$(CH_2)_{n3}$(5-10 membered heterocyclyl), -$(CH_2)_{n3}O(CH_2)_{i3}OR^{37}$ and -$(CH_2)_{n3}OR^{37}$, wherein the alkyl, aryl, heteroaryl and heterocyclyl moieties of the foregoing R^9 groups are optionally substituted;

R^{10} is selected from the group consisting of H, -OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_{n4}$(C_6-C_{10} aryl), -$(CH_2)_{n4}$(C_5-C_{10} heteroaryl), -$(CH_2)_{n4}$(5-10 membered heterocyclyl), -$(CH_2)_{n4}O(CH_2)_{i4}OR^{37}$ and -$(CH_2)_{n4}OR^{37}$, wherein the alkyl, aryl, heteroaryl and heterocyclyl moieties of the foregoing R^{10} groups are optionally substituted;

n2 is an integer ranging from 0 to 6;

i2 is an integer ranging from 2 to 6;

n3 is an integer ranging from 0 to 6;

i3 is an integer ranging from 2 to 6;

n4 is an integer ranging from 0 to 6;

i4 is an integer ranging from 2 to 6;

R^2 at each occurrence is independently selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO_2, -NH_2, -OR^3, -NR^3R^4, -$S(O)_{0-2}R^3$, -$S(O)_2NR^3R^3$, -$C(O)OR^3$, -$C(O)NR^3R^3$, -$N(R^3)SO_2R^3$, -$N(R^3)C(O)R^3$, -$N(R^3)CO_2R^3$, -$C(O)R^3$, C_1-C_4 alkoxy, C_1-C_4 alkylthio, -$O(CH_2)_n$aryl, -$O(CH_2)_n$heteroaryl, -$(CH_2)_{0-5}$(aryl), -$(CH_2)_{0-5}$(heteroaryl), C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -$CH_2(CH_2)_{0-4}$-T^2, wherein T^2 is selected from the group consisting of -OH, -OMe, -OEt, -NH_2, -NHMe, -NMe_2, -NHEt and -NEt_2, and

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wherein the aryl, heteroaryl, C_1-C_6 alkyl, C_2-C_6 alkenyl, and C_2-C_6 alkynyl are optionally substituted; and

q is an integer from 0 to 4;

R^{13} is selected from the group consisting of -H, -CN, $-NO_2$, $-NH_2$, $-OR^3$, $-NR^3R^4$, $-S(O)_{0-2}R^3$, $-S(O)_2NR^3R^3$, $-C(O)OR^3$, $-C(O)NR^3R^3$, $-N(R^3)SO_2R^3$, $-N(R^3)C(O)R^3$, $-N(R^3)CO_2R^3$, $-C(O)R^3$, $-C(O)SR^3$, C1-C_4 alkoxy, C_1-C_4 alkylthio, $-O(CH_2)_{n5}$aryl, $-O(CH_2)_{n5}$heteroaryl, $-(CH_2)_{n5}$(aryl), $-(CH_2)_{n5}$(heteroaryl), C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-CH_2(CH_2)_{0-4}$-T^2, an optionally substituted C_{1-4} alkylcarbonyl, and a saturated or unsaturated three- to seven-membered carboxyclic or heterocyclic group, wherein T^2 is selected from the group consisting of -OH, -OMe, -OEt, $-NH_2$, -NHMe, $-NMe_2$, -NHEt and $-NEt_2$, and wherein the aryl, heteroaryl, C_1-C_6 alkyl, C_2-C_6 alkenyl, and C_2-C_6 alkynyl are optionally substituted;

two R^{13}, together with the atom or atoms to which they are attached, can combine to form a heteroalicyclic optionally substituted with between one and four of R^{60}, wherein the heteroalicyclic can have up to four annular heteroatoms, and the heteroalicyclic can have an aryl or heteroaryl fused thereto, in which case the aryl or heteroaryl is optionally substituted with an additional one to four of R^{60};

n5 is an integer ranging from 0 to 6

R^{60} is selected from the group consisting of -H, halogen, trihalomethyl, -CN, $-NO_2$, $-NH_2$, $-OR^3$, $-NR^3R^4$, $-S(O)_{0-2}R^3$, $-SO_2NR^3R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-N(R^3)SO_2R^3$, $-N(R^3)C(O)R^3$, $-N(R^3)CO_2R^3$, $-C(O)R^3$, an optionally substituted (C_1-C_6)alkyl, an optionally substituted aryl, an optionally substituted heteroarylalkyl and an optionally substituted arylalkyl;

two R^{60}, when attached to a non-aromatic carbon, can be oxo;

each R^3 is independently selected from the group consisting of -H and R^4;

R^4 is selected from the group consisting of a (C_1-C_6)alkyl, an aryl, a lower arylalkyl, a heterocyclyl and a lower heterocyclyl-alkyl, each of which is optionally substituted, or

R^3 and R^4, taken together with a common nitrogen to which they are attached, form an optionally substituted five- to seven-membered heterocyclyl, the optionally substituted five- to seven-membered heterocyclyl optionally containing at least one additional annular heteroatom selected from the group consisting of N, O, S and P;

R^{14} is selected from the group -H, $-NO_2$, $-NH_2$, $-N(R^3)R^4$, -CN, $-OR^3$, an optionally substituted (C_1-C_6)alkyl, an optionally substituted heteroalicyclyl-alkyl, an optionally substituted aryl, an optionally substituted arylalkyl and an optionally substituted heteroalicyclic,

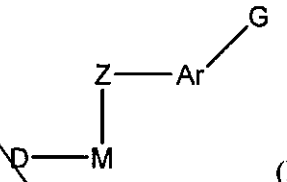
Q is a three- to ten-membered ring system, optionally substituted with zero, one or more of R^{20};

RECTIFIED SHEET (RULE 91.1)

R^{20} is selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO_2, -NH_2, -OR^3, -OCF_3, -NR^3R^4, -$S(O)_{0-2}R^3$, -$S(O)_2NR^3R^3$, -$C(O)OR^3$, -$C(O)NR^3R^3$, -$N(R^3)SO_2R^3$, -$N(R^3)C(O)R^3$, -$N(R^3)C(O)OR^3$, -$C(O)R^3$, -$C(O)SR^3$, C_1-C_4 alkoxy, C_1-C_4 alkylthio, -$O(CH_2)_{n6}$aryl, -$O(CH_2)_{n6}$heteroaryl, -$(CH_2)_{n6}$(aryl), -$(CH_2)_{n6}$(heteroaryl), C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -$CH_2(CH_2)_{0-4}$-T^2, an optionally substituted C_{1-4} alkylcarbonyl, C_{1-4} alkoxy, an amino optionally substituted by C_{1-4} alkyl optionally substituted by C_{1-4} alkoxy, -$(CH_2)_{n6}P(=O)(C_1$-C_6alkyl$)_2$, a saturated or unsaturated three- to seven-membered carboxyclic or heterocyclic group, -$SiMe_3$ and -SbF_5; and

n6 is an integer ranging from 0 to 6.

2. A compound having the Formula (Ia),



(Ia)

wherein D, M, Z, Ar and G are as defined in Formula (I), except that

R^{38} is selected from the group consisting of $(R^{23})(R^{24})(O)P$-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-, (optionally substituted 7- or 8-membered heterocyclyl)-C_1-C_6alkyl-, (optionally substituted 8- to 10-membered fused heterocyclyl)-C_1-C_6alkyl-, (optionally substituted spiro-heterocyclyl)-C_1-C_6alkyl-, (optionally substituted bridged bicyclic ring system)-C_1-C_6alkyl-, (substituted piperazine)-C_1-C_6alkyl-, $(R^9)(R^{10})$N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, C_1-C_6alkyl-$S(O)_{0-2}$-C_1-C_6alkyl-(5 to 10-memebered heterocyclyl)-C_1-C_6alkyl-, $(R^{23})(R^{24})$P(O)O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $R^{37}S(O)_{0-2}$-aryl-C(O)-O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, R^{37}O-C_1-C_6alkyl-piperazine-C_1-C_6alkyl-, R^{37}O-C(O)-C_1-C_6alkyl-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $(R^9)(R^{10})$N-C_1-C_6alkyl-piperzine-C_1-C_6alkyl-, R^{37a}O-C(O)-C_1-C_6alkyl-N(R^{37})-C(O)-C_1-C_6alkyl-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, R^{11}-C_1-C_6alkyl-C(O)-piperazine-C_1-C_6alkyl-, C_0-C_6alkyl-(5 or 6-membered heterocyclyl)-C_1-C_6alkyl-piperazine-C_1-C_6alkyl-, (5-10-membered optionally substituted heterocyclyl)-C_1-C_6alkyl-O-(oxo substituted 5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, (5-10-membered optionally substituted heterocyclyl)-C_1-C_6alkyl-N(R^1)-(oxo substituted 5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, (5-10-membered optionally substituted heterocyclyl)-C_1-C_6alkyl-$S(O)_{0-2}$-(oxo substituted 5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $(R^{23})(R^{24})$P(O)-C_1-C_6alkyl-C(O)-, $(R^{23})(R^{24})(O)$P-C_1-C_6alkyl-N(R^{37})-C_1-C_6alkyl-, $(R^9)(R^{10})$N-C(H)(R^{28})-, R^{29}O-C(O)-C(H)(C(O)-

RECTIFIED SHEET (RULE 91.1)

OR^{29a})-O-C_1-C_6alkyl-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, R^{29}O-C(O)-C(H)(C(O)-OR^{29a})-O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl- and (substituted piperidine)-C_1-C_6alkyl-;

wherein

R^1 is H or C_1-C_6alkyl;

R^{11} is -OH, -O-C_1-C_6alkyl, optionally substituted 5 to 10-membered heterocyclyl, or -O-(amino acid);

R^{23} is selected from the group consisting of H, -OH, C_1-C_6alkyl, C_1-C_6alkoxy, aryl, -O-aryl, cycloalkyl, -O-cycloalkyl, heteroaryl, -O-heteroaryl, 5 to 10-membered heterocyclyl, -O-(5 to 10-membered heterocyclyl), -C_1-C_6alkyl-aryl, -O-C_1-C_6alkyl-aryl, -C_1-C_6alkyl-heteroaryl, -O-C_1-C_6alkyl-heteroaryl, -C_1-C_6alkyl-cycloalkyl, -O-C_1-C_6alkyl-cycloalkyl, -C_1-C_6alkyl-(5 to 10-membered heterocyclyl) and -O-C_1-C_6alkyl-(5 to 10-membered heterocyclyl);

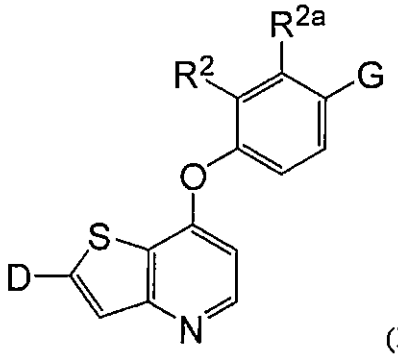
R^{24} is selected from the group consisting of H, -OH, C_1-C_6alkyl, C_1-C_6alkoxy, aryl, -O-aryl, cycloalkyl, -O-cycloalkyl, heteroaryl, -O-heteroaryl, 5 to 10-membered heterocyclyl, -O-(5 to 10-membered heterocyclyl), -C_1-C_6alkyl-aryl, -O-C_1-C_6alkyl-aryl, -C_1-C_6alkyl-heteroaryl, -O-C_1-C_6alkyl-heteroaryl, -C_1-C_6alkyl-cycloalkyl, -O-C_1-C_6alkyl-cycloalkyl, -C_1-C_6alkyl-(5 to 10-membered heterocyclyl) and -O-C_1-C_6alkyl-(5 to 10-membered heterocyclyl);

R^{28} is selected from the group consisting of H, -CF_3, -CHF_2, -CH_2F, CN, optionally substituted C_1-C_6alkyl and C_3-C_6cycloalkyl;

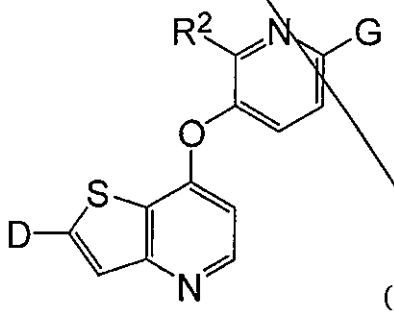
R^{29} is selected from the group consisting of H, C_1-C_6alkyl and a cation; and

R^{29a} is selected from the group consisting of H, C_1-C_6alkyl and a cation.

3. A compound having the formulas Formula (II) or Formula (III):



(II)



(III)

RECTIFIED SHEET (RULE 91.1)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is selected from the group consisting of pyridine, phenyl, imidazole, pyrazole, and tetrahydropyridine, wherein the pyridine, phenyl, imidazole, pyrazole and tetrahydropyridine are substituted with one R^{38}, or D is unsubstituted tetrahydropyridine;

R^{38} is selected from the group consisting of $R^{37}O$-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$-, (oxo substituted heterocyclyl)-C_1-C_2alkyl- (wherein the oxo substituted heterocyclyl is further optionally substituted with a substituent selected from the group consisting of -$N(R^9)(R^{10})$, C_1-C_6alkyl, -$N(R^{37})$(Ac), and-OH), $R^{37}O$-$(CH_2)_n$-O-$(CH_2)_{n1}C(O)$-$N(R^{40})$-CH_2-, C_1-C_6alkyl-heterocyclyl-$(CH_2)_{1-2}$-, (heterocyclyl)-C(O)- (wherein the heterocyclyl is optionally substituted with C_1-C_6alkyl), C_1-C_6alkyl-$S(O)_2$-$(CH_2)_2$-N(A)-CH_2-, C_0-C_6alkyl-heterocyclyl-$(CH_2)_{1-3}$-, HO-heterocyclyl-CH_2-, $(R^9)(R^{10})$N-heterocyclyl-CH_2-, $(R^9)(R^{10})$N-C_0-C_6alkyl-heterocyclyl-C(O)-, (C_1-C_6alkyl)-C(O)-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-C(O)-heterocyclyl-$(CH_2)_{1-6}$-, C_0-C_6alkyl-heterocyclyl-C_1-C_6alkyl-$N(R^{39})$-C(O)-, $R^{37}O$-$(CH_2)_j$-$[(CH_2)_iO]_x$-$(CH_2)_{i1}$-N(A)-$(CH_2)_{j1}$-, $R^{37}O$-C(O)-C_0-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-$(CH_2)_j$-$[(CH_2)_iO]_x$-$(CH_2)_{i1}$-$N(R^{39})$-C(O)-, R^{37}-O-C(O)-C_1-C_6alkyl-heterocyclyl-C(O)-, HOOC-C_1-C_6alkyl-N(A)-CH_2-, (HOOC)(NR^9R^{10})-C_1-C_6alkyl-N(A)-CH_2-, R^{37}-O-C(O)-heterocyclyl-C(O)-, C_0-C_6alkyl-heterocyclyl-C_0-C_6alkyl-heterocyclyl-C(O)-, $R^{37}O$-C(O)-C_1-C_6alkyl-C(O)-, $(R^9)(R^{10})$N-C_1-C_6alkyl-C(O)-heterocyclyl-CH_2-, cycloalkyl-$N(R^{39})$-C(O)-O-C_1-C_6alkyl-, R^{37}-O-C_1-C_6alkyl-O-C_1-C_6alkyl-C(O)-,C_1-C_6alkyl-SO_2-, $(R^9)(R^{10})$N-C(O)-C_1-C_6alkyl-heterocyclyl-CH_2-, $(R^9)(R^{10})$N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-heterocyclyl-CH_2-, (HO- substituted C_1-C_6alkyl-$N(R^{39})$-C(O)-, NC-C_1-C_6alkyl-heterocyclyl-CH_2-, heterocyclyl-C_1-C_6alkyl-heterocyclyl-CH_2-, F_3C-C_1-C_6alkyl-heterocyclyl-CH_2-, C_1-C_6alkyl-$S(O)_2$-heterocyclyl-CH_2-, heteroaryl-C_1-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-, $(R^9)(R^{10})$N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-heterocyclyl-CH_2-, C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, (optionally substituted 8- to 10-membered fused heterocyclyl)-C_1-C_6alkyl-, (di-fluoro substituted heterocyclyl)-C_1-C_6alkyl-, C_0-C_6alkyl-(5 or 6-membered heterocyclyl)-C_1-C_6alkyl-piperazine-C_1-C_6alkyl-, H(O)C- and C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-, $R^{37}O$-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-;

wherein when D is imidazole, the imidazole is further optionally substituted with C_1-C_6alkyl;

R^{37} is H, C_1-C_6alkyl;

R^{37a} is H, C_1-C_6alkyl;

RECTIFIED SHEET (RULE 91.1)

A is H, Ac, -C(O)-CH_2-OMe, -C(O)-$CH(NH_2)$-$C(CH_3)_3$, -C(O)-C_1-C_6alkyl-N(R^{39})-C(O)-C_1-C_6alkyl-N(R^9)(R^{10}), -C(O)-N(R^{39})-C_1-C_6alkyl, -C(O)-H, -C(O)-C_1-C6alkyl, -C_1-C_6alkyl-O-C_1-C_6alkyl, -C(O)-C_1-C_6alkyl-OH, -C(=NR^{37})-C_1-C_6alkyl, -C(O)-$(CH_2)_n$-$S(O)_2$-C_1-C_6alkyl, -C(O)-N(R^{39})-cycloalkyl, -C(O)-N(R^9)(R^{10}), (R^{23})(R^{24})P(O)O-C_1-C_6alkyl-C(O)-, C_1-C_6alkyl and -C(O)-C_1-C_6alkyl-N(R^{39})-C(O)-C_1-C_6alkyl-N(R^9)-C(O)-OBn;

j is an integer ranging from 0 to 4, alternatively 0 to 2;

i is 2 or 3;

x is an integer ranging from 0 to 6, alternatively 2 or 3;

i1 is 2 or 3;

j1 is an integer ranging from 0 to 4, alternatively 1 or 2;

n is an integer ranging from 0 to 4;

n1 is an integer ranging from 0 to 4;

R^{39} is H, C_1-C_6alkyl,

R^{40} is C_1-C_6alkyl-OR^{41};

R^{41} is H, C_1-C_6alkyl;

R^9 is H, C_1-C_6alkyl;

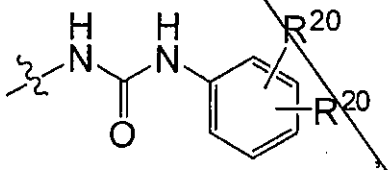
R^{10} is H, C_1-C_6alkyl;

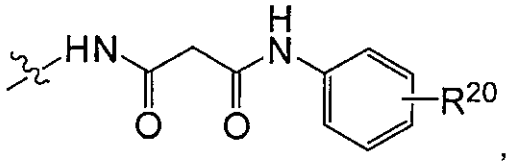
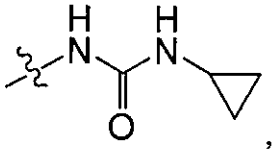
R^{23} is selected from the group consisting of -OH, C_1-C_6alkoxy, -O-aryl, -O-cycloalkyl, -O-heteroaryl and -O-(5 to 10-membered heterocyclyl);

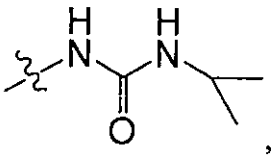
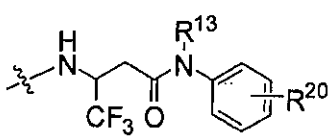
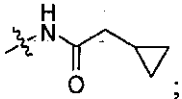
R^{24} is selected from the group consisting of -OH, C_1-C_6alkoxy, -O-aryl, -O-cycloalkyl, -O-heteroaryl, -O-(5 to 10-membered heterocyclyl);

R^2 is H or F;

R^{2a} is H, F, Cl;

G is selected from the group consisting of ,

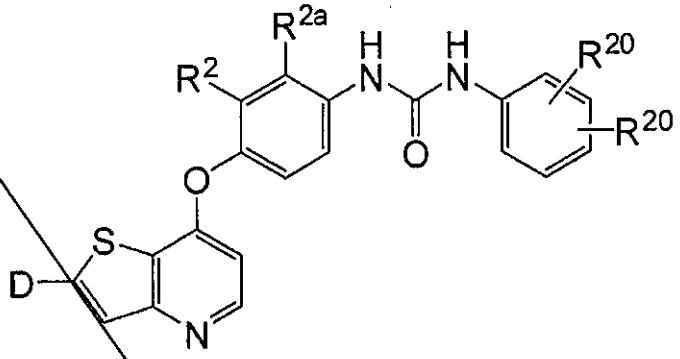
, ,

,  and ;

R^{13} is H or C_1-C_6alkyl; and

each R^{20} is independently selected from the group consisting of H, halo, -$PO(C_1$-C_6alkyl$)_2$, -$S(O)_2$-C_1-C_6alkyl) and -C(O)-NH_2.

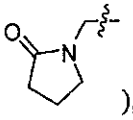
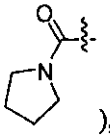
4. The compound according to claim 3, havng the Formula (IV):



(IV)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is selected from the group consisting of pyridine, phenyl, imidazole and heterocycle-C≡C-, wherein said pyridine, phenyl and imidazole are each substituted with one R^{38};

R^{38} is selected from the group consisting of $R^{37}O$-$(CH_2)_2$-N(A)-CH_2- (for example, $R^{37}O$-$(CH_2)_2$-N(A)-CH_2-), (oxo substituted heterocyclyl)-C_1-C_6alkyl- (for example ), and (heterocyclyl)-C(O)- (for example, ),

wherein when D is imidazole, the imidazole is further optionally substituted with C_1-C_6alkyl (for example, -CH_3);

R^{37} is H or C_1-C_6alkyl;

A is H or Ac;

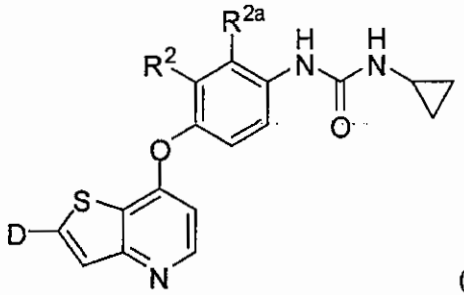
R^2 is F;

R^{2a} is H; and

each R^{20} is independently selected from the group consisting of H, -$PO(C_1$-C_6alkyl$)_2$ (for example, -$PO(Me)_2$), -$S(O)_2$-C_1-C_6alkyl) (for example, -$S(O)_2$Me) and -C(O)-NH_2.

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5. The compound according to claim 3, having the Formula (VI):



(VI)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is selected from the group consisting of pyridine, phenyl, imidazole, pyrazole and tetrahydropyridine, each substituted with one R^{38}, or D is unsubstituted tetrahydropyridine;

R^{38} is selected from the group consisting of $R^{37}O$-$(CH_2)_2$-N(A)-$(CH_2)_{1-2}$-, $R^{37}O$-$(CH_2)_n$-O-$(CH_2)_{n1}$C(O)-N(R^{40})-CH_2-, C_1-C_6alkyl-heterocyclyl-$(CH_2)_{1-2}$-, (oxo substituted heterocyclyl)-C_1-C_6alkyl- (wherein the oxo substituted heterocyclyl is further optionally substituted with a substituent selected from the group consisting of -N(R^9)(R^{10}), C_1-C_6alkyl, -N(R^{37})(Ac), -OH and(heterocyclyl)-C(O)-, wherein the heterocyclyl is optionally substituted with C_1-C_6alkyl), C_1-C_6alkyl-S(O)$_2$-$(CH_2)_2$-N(A)-CH_2-, C_0-C_6alkyl-heterocyclyl-$(CH_2)_{1-3}$-, HO-heterocyclyl-CH_2-, (R^9)(R^{10})N-heterocyclyl-CH_2-, (C_1-C_6alkyl)-C(O)-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-C(O)-heterocyclyl-$(CH)_{1-6}$-, C_0-C_6alkyl-heterocyclyl-C_1-C_6alkyl-N(R^{39})-C(O)-, $R^{37}O$-$(CH_2)_j$-$[(CH_2)_iO]_x$-$(CH_2)_{i1}$-N(A)-$(CH_2)_{j1}$-, $R^{37}O$-C(O)-C_0-C_6alkyl-heterocyclyl-CH_2-, (R^9)(R^{10})N-heterocyclyl-C(O)-, $R^{37}O$-$(CH_2)_j$-$[(CH_2)_iO]_x$-$(CH_2)_{i1}$-N(R^{39})-C(O)-, R_{37}-O-C(O)-C_1-C_6alkyl- heterocyclyl-C(O)-, HOOC-C_1-C_6alkyl-N(A)-CH_2-, (HOOC)(NR^9R^{10})-C_1-C_6alkyl-N(A)-CH_2-, R^{37}-O-C(O)-heterocyclyl-C(O)-, (R^9)(R^{10})N-C_0-C_6alkyl-heterocyclyl-C(O)-, C_0-C_6alkyl-heterocyclyl-C_0-C_6alkyl-heterocyclyl-C(O)-, $R^{37}O$-C(O)-C_1-C_6alkyl-C(O)-, (R^9)(R^{10})N-C_1-C_6alkyl-C(O)-heterocyclyl-CH_2-, cycloalkyl-N(R^{39})-C(O)-O-C_1-C_6alkyl-, R^{37}-O-C_1-C_6alkyl-O-C_1-C_6alkyl-C(O)-, C_1-C_6alkyl-SO_2-, (R^9)(R^{10})N-C(O)-C_1-C_6alkyl-heterocyclyl-CH_2-, (R^9)(R^{10})N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-heterocyclyl-CH_2-, (HO- substituted C_1-C_6alkyl)-N(R^{39})-C(O)-, NC-C_1-C_6alkyl-heterocyclyl-CH_2-, heterocyclyl-C_1-C_6alkyl-heterocyclyl-CH_2-, F_3C-C_1-C_6alkyl-heterocyclyl-CH_2-, C_1-C_6alkyl-S(O)$_2$-heterocyclyl-CH_2-, heteroaryl-C_1-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-C_1-C_6alkyl-, N(R^9)(R^{10})N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-

RECTIFIED SHEET (RULE 91.1)

heterocyclyl-CH_2-, C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, (optionally substituted 8- to 10-membered fused heterocyclyl)-C_1-C_6alkyl- and (di-fluoro substituted heterocyclyl)-C_1-C_6alkyl-;

wherein when D is imidazole, the imidazole is further optionally substituted with C_1-C_6alkyl;

R^{37} is H, C_1-C_6alkyl;

R^{37a} is H, C_1-C_6alkyl;

A is H, Ac, -C(O)-CH_2-OMe, -C(O)-CH(NH_2)-$C(CH_3)_3$, -C(O)-$(CH_2)_n$-N(R^{39})-C(O)-C_1-C_6alkyl-N(R^9)(R^{10}) -C(O)-N(R^{39})-C_1-C_6alkyl, -C(O)-H, -C(O)-C_1-C_6alkyl, -C_1-C_6alkyl-O-C_1-C_6alkyl, -C(O)-C_1-C_6alkyl-OH, -C(O)-C_1-C_6alkyl-N(R^{39})-C(O)-C_1-C_6alkyl-N(R^9)(R^{10}), -C(=NH)-H, -C(O)-$(CH_2)_n$-$S(O)_2$-C_1-C_6alkyl, -C(O)-N(R^{39})-cycloalkyl, -C(O)-N(R^9)(R^{10}), (R^{23})(R^{24})P(O)O-C_1-C_6alkyl-C(O)- and C_1-C_6alkyl,

j is an integer ranging from 0 to 4, alternatively 0 to 2;

i is 2 or 3;

x is an integer ranging from 0 to 6, alternatively 2 or 3;

i1 is 2 or 3;

j1 is an integer ranging from 0 to 4, alternatively 1 or 2;

n is an integer ranging from 0 to 4;

n1 is an integer ranging from 0 to 4;

R^{39} is H or C_1-C_6alkyl;

R^{40} is -C_1-C_6alkyl-OR^{41};

R^{41} is H or C_1-C_6alkyl;

R^9 is H orC_1-C_6alkyl;

R^{10} is H or C_1-C_6alkyl;

R^{23} is selected from the group consisting of -OH, C_1-C_6alkoxy, -O-aryl, -O-cycloalkyl, -O-heteroaryl and -O-(5 to 10-membered heterocyclyl);

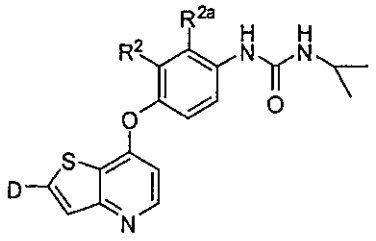
R^{24} is selected from the group consisting of -OH, C_1-C_6alkoxy, -O-aryl, -O-cycloalkyl, -O-heteroaryl, -O-(5 to 10-membered heterocyclyl);

R^2 is H or F; and

R^{2a} is H, F or Cl.

6. The compound according to claim 3, having the Formula (VII)

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(VII)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine or imidazole, wherein the pyridine and imidazole are substituted with one R^{38};

R^{38} is selected from the group consisting of (oxo substituted heterocyclyl)-C_1-C_6alkyl-, (heterocyclyl)-C(O)-, C_1-C_6alkyl, $R^{37}O$-$(CH_2)_2$-N(A)-CH_2-, heterocyclyl-C_1-C_6alkyl-N(R^{39})-C(O)-, heterocyclyl-CH_2-;

wherein when D is imidazole, the imidazole is further optionally substituted with C_1-C_6alkyl (for example, $-CH_3$);

R^{37} is H or C_1-C_6alkyl;

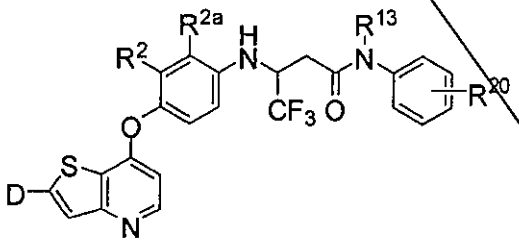
A is -C(O)-N(R^{39})-C_1-C_6alkyl or -C(O)-C_1-C_6alkyl;

R^{39} is H or C_1-C_6alkyl;

R^2 is F; and

R^{2a} is H.

7. The compound according to claim 3, having Formula (VIII)



(VIII)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine substituted with one R^{38};

R^{38} is $R^{37}O$-$(CH_2)_2$-N(A)-CH_2-, for example, MeO-$(CH_2)_2$-N(A)-CH_2-;

A is H or -C(O)-C_1-C_6alkyl, for example -C(O)-CH_3;

R^{13} is H or C_1-C_6alkyl;

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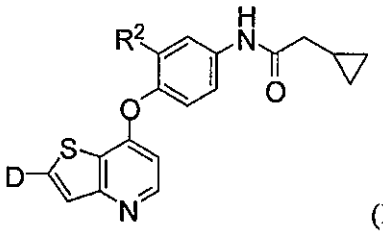
R^{37} is C_1-C_6alkyl;

R^2 is F;

R^{2a} is H; and

R^{2b} is H or F.

8. The compound according to claim 3, having the Formula (IX):



(IX)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine substituted with one R^{38};

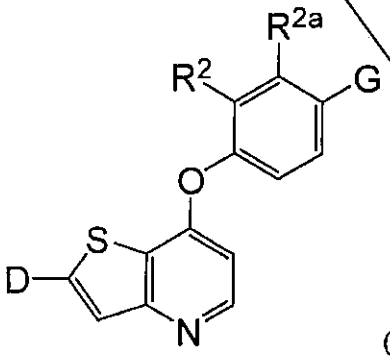
R^{38} is $R^{37}O$-$(CH_2)_2$-N(A)-CH_2-, for example, MeO-$(CH_2)_2$-N(A)-CH_2-;

A is H or -C(O)-C1-C_6alkyl;

R^{37} is H or C_1-C_6alkyl; and

R^2 is F.

9. The compound according to claim 3, having the Formula (X):



(X)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine, substituted with R^{38};

R^{38} is $R^{37}O$-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$-, $R^{37}O$-$(CH_2)_j$-$[(CH_2)_iO]_x$-$(CH_2)_{i1}$-N(A)-$(CH_2)_{j1}$-, $R^{37}O$-C(O)-C_0-C_6alkyl-heterocyclyl-CH_2-, $R^{37}O$-$(CH_2)_j$-$[(CH_2)_iO]_x$-$(CH_2)_{i1}$-N(R^{39})-C(O)-, R^{37}-O-C(O)-C_1-C_6alkyl-heterocyclyl-C(O)-, (R^9)(R^{10})N-C_1-C_6alkyl-C(O)-heterocyclyl-CH_2-, (R^9)(R^{10})N-C(O)-C_1-C_6alkyl-heterocyclyl-CH_2-, (R^9)(R^{10})N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-heterocyclyl-CH_2-, F_3C-C_1-C_6alkyl-heterocyclyl-CH_2-, N(R^9)(R^{10})N-C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-heterocyclyl-CH_2- and C_1-C_6alkyl-C(O)-O-C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-;

R^{37} is H or C_1-C_6alkyl;

A is selected from the group consisting of -C(O)-C_1-C_6alkyl-N(R^{39})-C(O)-C_1-C_6alkyl-N(R^9)(R^{10}), -C(O)-N(R^{39})-C_1-C_6alkyl, -C(=NR^{37})-C_1-C_6alkyl, -C(O)-$(CH_2)_n$-S(O)$_2$-C_1-C_6alkyl, -C(O)-N(R^9)(R^{10}) and (R^{23})(R^{24})P(O)O-C_1-C_6alkyl-C(O)-;

n is an integer ranging from 0 to 4;

R^{39} is H or C_1-C_6alkyl;

R^9 is H or C_1-C_6alkyl;

R^{10} is H or C_1-C_6alkyl;

R^2 is F;

R^{2a} is H or F;

R^{23} is selected from the group consisting of -OH, C_1-C_6alkoxy, -O-aryl, -O-cycloalkyl, -O-heteroaryl and -O-(5 to 10-membered heterocyclyl);

R^{24} is selected from the group consisting of -OH, C_1-C_6alkoxy, -O-aryl, -O-cycloalkyl, -O-heteroaryl, -O-(5 to 10-membered heterocyclyl);

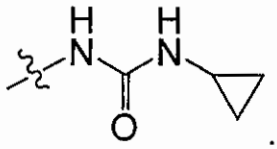
j is an integer ranging from 0 to 4, alternatively 0 to 2;

i is 2 or 3;

x is an integer ranging from 0 to 6, alternatively 2 or 3;

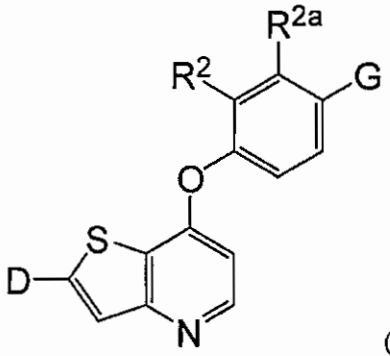
i1 is 2 or 3;

j1 is an integer ranging from 0 to 4, alternatively 1 or 2; and

G is .

10. The compound according to claim 9, wherein R^{38} further includes C_0-C_6alkyl-heterocyclyl-C_0-C_6alkyl-heterocyclyl-C(O)-, alternatively -C(O)-piperidine-piperazine-CH_3.

11. The compound according to claim 3, having the Formula (XI):



(XI),

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

wherein

D is imidazole substituted with one R^{38} and further substituted with C_1-C_6alkyl;

R^{38} is $R^{37}O$-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$-;

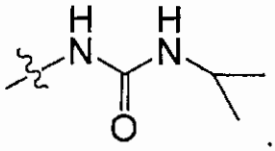
R^{37} is H or C_1-C_6alkyl;

A is -C(O)-N(R^{39})-C_1-C_6alkyl,

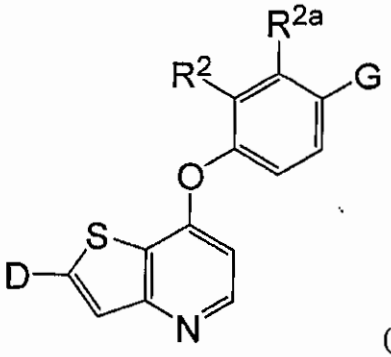
R^{39} is H or C_1-C_6alkyl;

R^2 is F;

R^{2a} is H; and

G is .

12. The compound according to claim 3, having the Formula (XII):



(XII),

wherein

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including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is phenyl, substituted with R^{38};

R^{38} is $R^{37}O$-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$-;

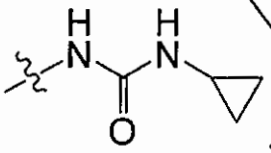
R^{37} is H or C_1-C_6alkyl;

A is -C(O)-N(R^{39})-C_1-C_6alkyl, -C(O)-N(R^{39})-cycloalkyl

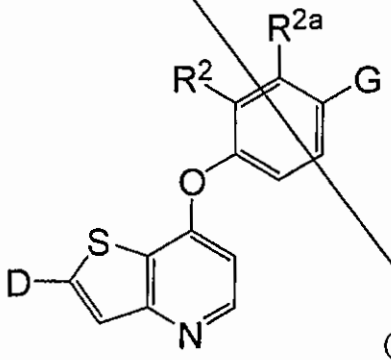
R^{39} is H or C_1-C_6alkyl;

R^2 is F;

R^{2a} is H; and

G is .

13. The compound according to claim 3, having Formula (XIII):



(XIII),

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is imidazole substituted with one R^{38} and further substituted with C_1-C_6alkyl;

R^{38} is $R^{37}O$-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$-;

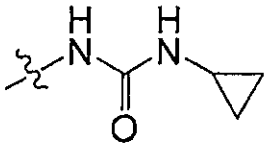
R^{37} is H or C_1-C_6alkyl;

A is -C(O)-N(R^{39})-C_1-C_6alkyl,

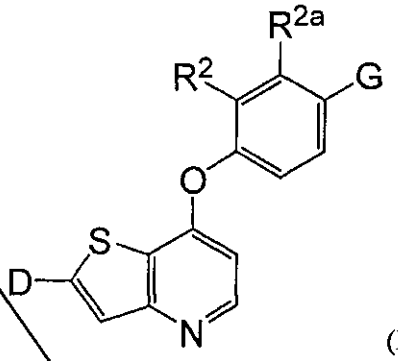
R^{39} is H or C^1-C^6alkyl;

R^2 is F;

R^{2a} is H; and

G is  .

14. The compound according to claim 3, having the Formula (XIV):



(XIV)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

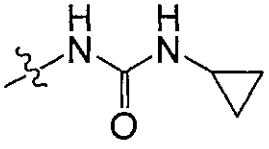
D is tetrahydropyridine substituted with R^{38};

R^{38} is $R^{37}O$-C(O)-C_1-C_6alkyl-C(O)-, R^{37}-O-C_1-C_6alkyl-O-C_1-C_6alkyl-C(O)-;

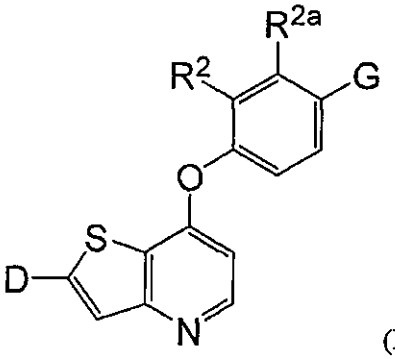
R^{37} is H or C_1-C_6alkyl;

R^2 is F;

R^{2a} is H; and

G is  .

15. The compound according to claim 3, having the Formula (XV):



(XV),

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyrazole, substituted with R^{38};

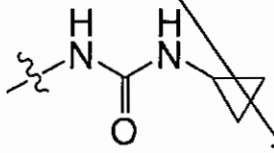
R^{38} is cycloalkyl-N(R^{39})-C(O)-O-C_1-C_6alkyl-, $R^{37}O$-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$-;

A is -C(O)-N(R^{39})-C_1-C_6alkyl,

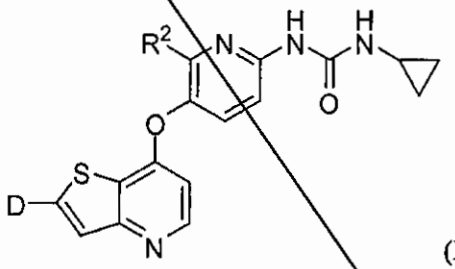
R^{39} is H or C_1-C_6alkyl;

R^2 is F;

R^{2a} is H; and

G is .

16. The compound according to claim 3, having the Formula (XVI):



(XVI)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine substituted with one R^{38};

R^{38} is $R^{37}O$-$(CH_2)_2$-N(A)-CH_2;

A is selected from the group consisting of H, -C(O)-C_1-C_6alkyl, -C(O)-N(R^{39})-C_1-C_6alkyl, and -C(O)-C_1-C_6alkyl-OH;

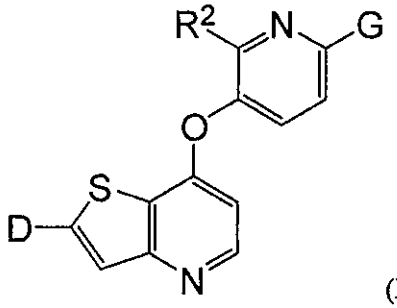
R^{37} is H, C_1-C_6alkyl;

R^{39} is H, C_1-C_6alkyl; and

R^2 is H.

17. The compound according to claim 3, having the Formula (XVII):

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(XVII)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine, substituted with R^{38};

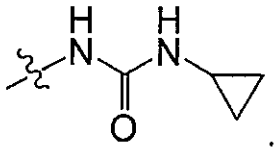
R^{38} is $R^{37}O$-$(CH_2)_{1-6}$-$N(A)$-$(CH_2)_{1-4}$-,

R^{37} is H or C_1-C_6alkyl;

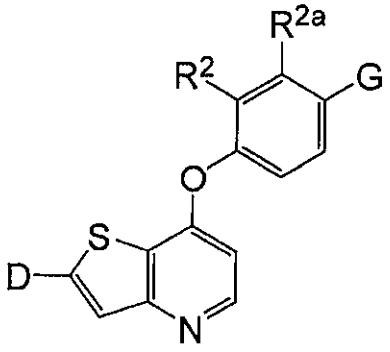
A is -C(O)-$N(R^{39})$-C_1-C_6alkyl,

R^{39} is H or C_1-C_6alkyl;

R^2 is H; and

G is .

18. The compound according to claim 3, having the Formula (XVIII):



(XVIII)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine or imidazole, each substituted with R^{38}, and wherein the imidazole is further substituted with -C_1-C_6alkyl, for example -CH_3;

R^{38} is $R^{37}O$-$(CH_2)_{1-6}$-N(A)-$(CH_2)_{1-4}$- or $R^{37}O$-C_1-C_6alkyl-C(O)-heterocyclyl-CH_2-;

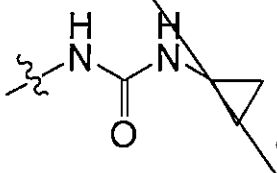
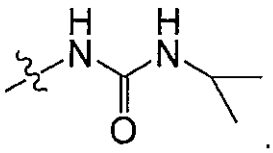
R^{37} is H or C_1-C_6alkyl;

A is -C(O)-N(R^{39})-C_1-C_6alkyl, -C(O)-H,

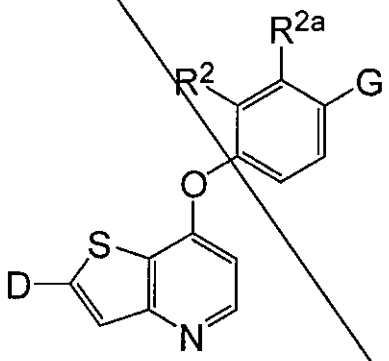
R^{39} is H or C_1-C_6alkyl;

R^2 is H or F;

R^{2a} is H or F; and

G is  or .

19. A compound having the Formula (XIX):



(XIX)

including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is pyridine substituted with one R^{38};

R^{38} is $R^{37}O$-$(CH_2)_2$-N(A)-$(CH_2)_2$-;

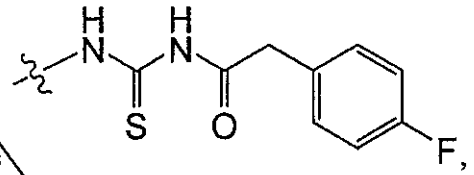
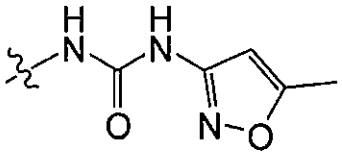
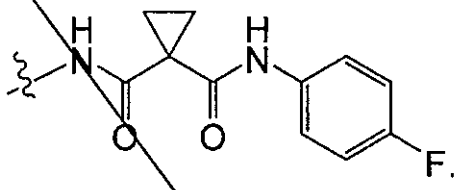
R^{37} is C_1-C_6alkyl;

A is H or C_1-C_6alkyl,

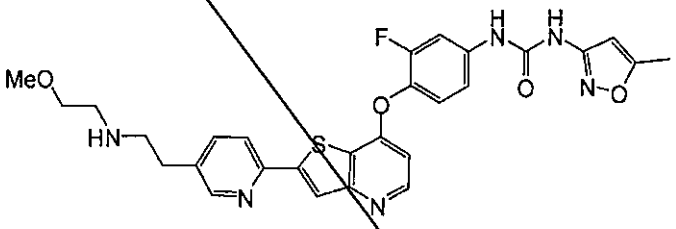
R^2 is F;

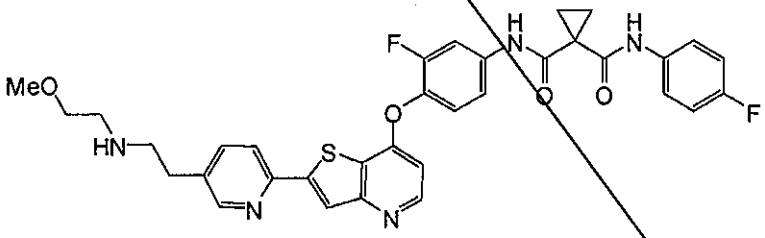
R^{2a} is H; and

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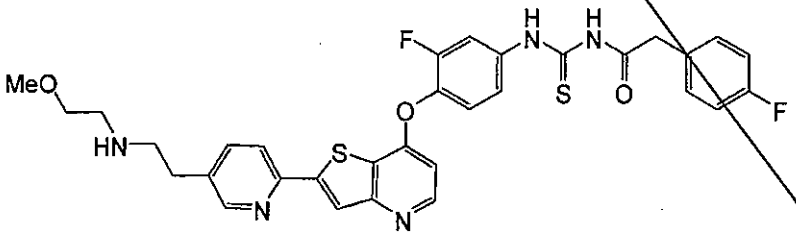
G is ,  or .

20. A compound selected from the group consisting of

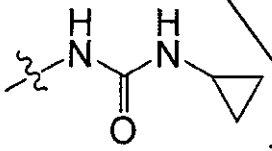
,

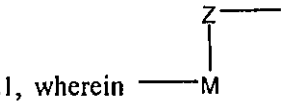
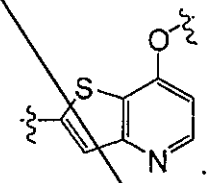


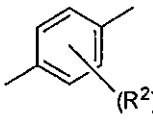
and



including N-oxides, hydrates, solvates, tautomers, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof.

21. The compound according to claim 1 or claim 2, wherein G is .

22. The compound according to any of claims 1, 2 and claim 21, wherein  is .

23. The compound according to any of claims 1, 2, 21 and 22, wherein Ar is , wherein Ar is optionally substituted.

24. The compound according to any of claims 1, 2 and 21 to 23, wherein D is pyridinyl, imidazolyl or triazolyl, each of which is substituted with one R^{38}.

25. The compound according to any of claims 1, 2 and 21-24, wherein R^{38} is selected from the group consisting of $R^{37}O$-C(O)-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-, C_1-C_6alkyl-heterocyclyl-C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-, (R^6)(R^6)N-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl- and $R^{37}O$-$(CH_2)_j$-$[(CH_2)_iO]_x$-C_1-C_6alkyl-N(R^6)-C(O)-heterocyclyl-C_1-C_6alkyl-, wherein each of said alkyl and heterocyclyl is optionally substituted.

26. The compound according to any of claims 1, 2 and 21 to 25, wherein D is pyridinyl substituted with one R^{38}.

27. The compound according to any of claims 1, 2 and 21 to 26, wherein when R^{38} is attached to D by a C_1-C_6 alkyl, the C_1-C_6 alkyl is -CH_2-.

28. The compound according to any of claims 1, 2 and 21-23, wherein D is selected from the group consisting of C_1-C_6alkyl-heterocyclyl-C(O)-, C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl -N(R^6)-C(O)-, (R^6)(R^6)N-C(O)-O-heterocyclyl-C(O)-, heterocyclyl-C(O)-, PivO-heterocyclyl-C(O)-, C_1-C_6alkyl-O-C(O)-heterocyclyl-C(O)-, C_1-C_6alkyl-C(O)-N(R^6)-heterocyclyl-C(O)-, (C_1-C_6alkyl)(Box)N-heterocyclyl-C(O)-, HO-heterocyclyl-C(O)-, HO-C(O)-heterocyclyl-C(O)-,

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C_1-C_6alkyl-C(O)-O-heterocyclyl-C(O)-, $(R^6)(R^6)$N-C_1-C_6alkyl -N(R^6)-C(O)-heterocyclyl-C(O)-, C_1C_6alkyl-heterocyclyl-C(O)-heterocyclyl-C(O)- and $(R^6)(R^6)$N-heterocyclyl-C(O)-, wherein said each of said alkyl and heterocyclyl is optionally substituted.

29. The compound according to any of claims 1, 2 and 21 to 28, wherein R^6 is H.

30. A composition comprising a compound according to any of claims 1 to 29.

31. A method of inhibiting kinase activity, the method comprising contacting the kinase with a compound according to any of claims 1 to 29 or a composition thereof.

32. Use of a compound according to any of claims 1 to 29 in the manufacture of a medicament for inhibiting angiogenesis.

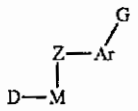
33. Use of a compound according to any of claims 1 to 29 in the manufacture of a medicament for the treatment of a disease responsive to inhibition of kinase activity.

34. Use of a compound according to any of claims 1 to 29 in the manufacture of a medicament for the treatment of cell proliferative disease.

35. Use of a compound according to any of claims 1 to 29 in the manufacture of a medicament for the treatment of ophthalmic disease, condition or disorder.

What is claimed is:

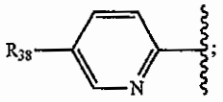
1. A compound having the Formula (I):



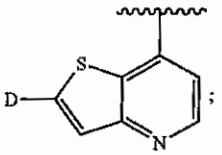
(I)

including N-oxides, tautomers, pharmaceutically acceptable salts, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is



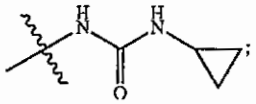
M is



Z is O;

Ar is phenyl substituted with a halogen; and

G is



wherein

R^{38} is selected from the group consisting of

C_2-C_6alkynyl-heterocyclyl,

$R^{37}O$—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,

$R^{37}O$—C(O)—C_0-C_6alkyl-heterocyclyl-CH_2—,

R^{37}—O—C(O)—C_1-C_6alkyl-heterocyclyl-C(O)—,

$(R^9)(R^{10})N$—C_1-C_6alkyl-C(O)-heterocyclyl-CH_2—,

$(R^9)(R^{10})N$—C(O)—C_1-C_6alkyl-heterocyclyl-CH_2—,

$(R^9)(R^{10})N$—C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-heterocyclyl-CH_2—,

NC—C_1-C_6alkyl-heterocyclyl-CH_2—,

F_3C—C_1-C_6alkyl-heterocyclyl-CH_2—,

C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-,

(optionally substituted 8- to 10-membered fused heterocyclyl)-C_1-C_6alkyl-,

F-heterocyclyl-C_1-C_6alkyl-,

heteroaryl-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,

R^{37}—C_1-C_6alkyl-O—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,

$R^{37}O$—C(O)—C_1-C_6alkyl-O-heterocyclyl-C_1-C_6alkyl-,

$R^{37}O$—C(O)—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,

$(R^6)_2N$-heterocyclyl-C_1-C_6alkyl-,

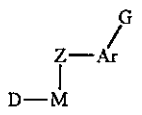
C_1-C_6alkyl-C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,

C_1-C_6alkylC(O)—O—C_1-C_6alkyl-C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,

R^{37})O—C_1-C_6alkyl-C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
heteroaryl-C_1-C_6alkyl-C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-$S(O)_2$—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-O—C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-N(R^6)—C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O—C_1-C_6alkyl-N(R^6)—C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C(O)—C_1-C_6alkyl-,
heterocyclyl-C(O)—C_1-C_6alkyl-,
$(C_1$-C_6alkyl$)_2$N-heterocyclyl-C(O)—C_1-C_6alkyl-,
(Boc)(H)N-heterocyclyl-C(O)—C_1-C_6alkyl-,
C_1-C_6alkyl-O—C(O)-heterocyclyl-C(O)—C_1-C_6alkyl-,
Boc-heterocyclyl-C(O)—C_1-C_6alkyl-,
Ac—O—C_1-C_6alkyl-C(O)-heterocyclyl-C(O)—C_1-C_6alkyl-,
R^{37}O—C_1-C_6alkyl-C(O)-heterocyclyl-C(O)—C_1-C_6alkyl-,
(Boc)(H)N—C_1-C_6alkyl-C(O)-heterocyclyl-C(O)—C_1-C_6alkyl-,
NH_2—C_1-C_6alkyl-C(O)-heterocyclyl-C(O)—C_1-C_6alkyl-,
(C_1-C_6alkyl)(H)N—C(O)-heterocyclyl-C(O)—C_1-C_6alkyl-,
NH_2-heterocyclyl-C(O)—C_1-C_6alkyl-,
R^{37}O—C_1-C_6alkyl-O—C_1-C_6alkyl-heterocyclyl-C(O)—,
C_1-C_6alkyl-O—C(O)—N(R^6)-heterocyclyl-C(O)—,
(R^6)(R^6)N-heterocyclyl-C(O)—,
(R^6)(R^6)N-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-O—C_1-C_6alkyl-,
C_1-C_6alkyl-N(R^6)—C(O)—N(R^6)-heterocyclyl-C(O)—,
(R^6)(R^6)N—C(O)-heterocyclyl-O—C_1-C_6alkyl-,
C_2-C_6alkenyl-C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O—C_1-C_6alkyl-C(O)-heterocyclyl-O—C_1-C_6alkyl-,
R^{37}O—C_1-C_6alkyl-N(R^6)-heterocycyl-C_1-C_6alkyl-,
R^{37}O—$(CH_2)_j$-$[(CH_2)_i O]_x$-C_1-C_6alkyl-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
halo-C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
halo-C_1-C_6alkyl-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O—C(O)—C_1-C_6alkyl-N(R^6)-heterocyclyl-C_1-C_6alkyl-,
R^{37}—O—C(O)—C_1-C_6alkyl-N(R^6)—C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-,
(C_1-C_6alkyl)(H)N—C(O)-heterocyclyl-N[C_1-C_6alkyl-C(O)—OH]—C_1-C_6alkyl-,
C_1-C_6alkyl-O—C(O)-heterocycyl-C_1-C_6alkyl-,
HO—C(O)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-,
(R^6)(R^6)N—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-,
(C_1-C_6alkyl)(C_1-C_6alkyl)N-heterocyclyl-C_1-C_6alkyl-,
R^{37}O—C_1-C_6alkyl-C(O)-[(C_1-C_6alkyl)(C_1-C_6alkyl)heterocyclyl]-C_1-C_6alkyl-,
C_2-C_6alkenyl-C(O)-[(C_1-C_6alkyl)(C_1-C_6alkyl)heterocyclyl]-C_1-C_6alkyl-,
R^{37}—O—C_1-C_6alkyl-[(C_1-C_6alkyl)(C_1-C_6alkyl)heterocyclyl]-C_1-C_6alkyl-,
R^{37}O—C(O)—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
R^{37}O—C(O)—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
spiro-heterocyclyl-C_1-C_6alkyl-,

$R^{37}O$—C_1-C_6alkyl-C(O)-spiro-heterocyclyl-C_1-C_6alkyl-,
$R^{37}O$—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-,
C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)N$—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)N$—C_2-C_6alkenyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C_2-C_8alkenyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)N$—C_1-C_6alkyl-N(R^6)—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-,
heterocyclyl-C(O)—,
$(R^6)(R^6)N$—C(O)-heterocyclyl-C_1-C_6alkyl-,
$R^{37}O$—C(O)—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-,
C_2-C_6alkenyl-C(O)—O—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-,
$(R^6)(R^6)N$—C(O)-heterocyclyl-C(O)—,
$R^{37}O$—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-,
$R^{37}O$—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-(heterocyclyl)-,
$R^{37}O$—C(O)—C_1-C_6alkyl-heterocyclyl-C(O)—,
$R^{37}O$—C_1-C_6alkyl-heterocyclyl-C(O)—,
$R^{37}O$—C_1-C_6alkyl-C(O)-heterocyclyl-C(O)—,
C_1-C_6alkyl-O—C(O)—N(R^6)—C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-
$R^{37}O$—$(CH_2)_n[(CH_2)_iO]_x$-C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-,
HO-heterocyclyl-C_1-C_6alkyl-,
$R^{37}O$-cycloalkyl-C(O)-heterocyclyl-C_1-C_6alkyl-
and
$R^{37}O$—$(CH_2)_n[(CH_2)_iO]_x$-C_1-C_6alkyl-C(O)—N(R^6)-heterocyclyl-C_1-C_6alkyl-;
each R^6 is independently H or C_1-C_6alkyl;
R^{37} is selected from the group consisting of H, C_1-C_6alkyl and C_3-C_{10}cycloalkyl;
j is an integer ranging from 0 to 4
i is 2 or 3;
x is an integer ranging from 0 to 6,
n is an integer ranging from 0 to 4;
R^9 is selected from the group consisting of H, —OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $—(CH_2)_{n3}$(C_6-C_{10} aryl), $—(CH_2)_{n3}$(C_5-C_{10} heteroaryl), $—(CH_2)_{n3}$(5-10 membered heterocyclyl), $—(CH_2)_{n3}O(CH_2)_{i3}OR^{37}$ and $—(CH_2)_{n3}OR^{37}$, wherein the alkyl, aryl, heteroaryl and heterocyclyl moieties of the foregoing R^9 groups are optionally substituted;
R^{10} is selected from the group consisting of H, —OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $—(CH_2)_{n4}$(C_6-C_{10} aryl), $—(CH_2)_{n4}$(C_5-C_{10} heteroaryl), $—(CH_2)_{n4}$(5-10 membered heterocyclyl), $—(CH_2)_{n4}O(CH_2)_{i4}OR^{37}$ and $—(CH_2)_{n4}OR^{37}$, wherein the alkyl, aryl, heteroaryl and heterocyclyl moieties of the foregoing R^{10} groups are optionally substituted;
n3 is an integer ranging from 0 to 6;
i3 is an integer ranging from 2 to 6
n4 is an integer ranging from 0 to 6;
i4 is an integer ranging from 2 to 6.

2. A compound having the Formula (Ia),



(Ia)

including N-oxides, tautomers, pharmaceutically acceptable salts, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein all substituents are as defined in Formula (I) according to claim 1, except that

R^{38} is selected from the group consisting of $(R^{23})(R^{24})(O)P$—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-, (optionally substituted 7- or 8-membered heterocyclyl)-C_1-C_6alkyl-, (optionally substituted 8- to 10-membered fused heterocyclyl)-C_1-C_6alkyl-, (optionally substituted spiro-heterocyclyl)-C_1-C_6alkyl-, (optionally substituted bridged bicyclic ring system)-C_1-C_6alkyl-, (substituted piperazine)-C_1-C_6alkyl-, $(R^9)(R^{10})N$—C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, C_1-C_6alkyl-$S(O)_{0-2}$—C_1-C_6alkyl-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $(R^{23})(R^{24})P(O)O$—C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $R^{37}S(O)_{0-2}$-aryl-C(O)—O—C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $R^{37}O$—C_1-C_6alkyl-piperazine-C_1-C_6alkyl-, $R^{37}O$—C(O)—C_1-C_6alkyl-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $(R^9)(R^{10})N$—C_1-C_6alkyl-piperazine-C_1-C_6alkyl-, $R^{37a}O$—C(O)—C_1-C_6alkyl-$N(R^{37})$—C(O)—C_1-C_6alkyl-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, R^{11}—C_1-C_6alkyl-C(O)-piperazine-C_1-C_6alkyl-, C_0-C_6alkyl-(5 or 6-membered heterocyclyl)-C_1-C_6alkyl-piperazine-C_1-C_6alkyl-, (5-10-membered optionally substituted heterocyclyl)-C_1-C_6alkyl-O-(oxo substituted 5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, (5-10-membered optionally substituted heterocyclyl)-C_1-C_6alkyl-$N(R^1)$-(oxo substituted 5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, (5-10-membered optionally substituted heterocyclyl)-C_1-C_6alkyl-$S(O)_{0-2}$-(oxo substituted 5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $R^{29}O$—C(O)—C(H)(C(O)—OR^{29a})—O—C_1-C_6alkyl-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, $R^{29}O$—C(O)—C(H)(C(O)—OR^{29a})—O—C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl- and (substituted piperidine)-C_1-C_6alkyl-;

wherein

R^1 is H or C_1-C_6alkyl;

R^{11} is —OH, —O—C_1-C_6alkyl, optionally substituted 5 to 10-membered heterocyclyl, or —O-(amino acid);

R^{23} is selected from the group consisting of H, —OH, C_1-C_6alkyl, C_1-C_6alkoxy, aryl, —O-aryl, cycloalkyl, —O-cycloalkyl, heteroaryl, —O-heteroaryl, 5 to 10-membered heterocyclyl, —O-(5 to 10-membered heterocyclyl), —C_1-C_6alkyl-aryl, —O—C_1-C_6alkyl-aryl, —C_1-C_6alkyl-heteroaryl, —O—C_1-C_6alkyl-heteroaryl, —C_1-C_6alkyl-cycloalkyl, —O—C_1-C_6alkyl-cycloalkyl, —C_1-C_6alkyl-(5 to 10-membered heterocyclyl) and —O—C_1-C_6alkyl-(5 to 10-membered heterocyclyl);

R^{24} is selected from the group consisting of H, —OH, C_1-C_6alkyl, C_1-C_6alkoxy, aryl, —O-aryl, cycloalkyl, —O-cycloalkyl, heteroaryl, —O-heteroaryl, 5 to 10-membered heterocyclyl, —O-(5 to 10-membered

heterocyclyl), —C_1-C_6alkyl-aryl, —O—C_1-C_6alkyl-aryl, —C_1-C_6alkyl-heteroaryl, —O—C_1-C_6alkyl-heteroaryl, —C_1-C_6alkyl-cycloalkyl, —O—C_1-C_6alkyl-cycloalkyl, —C_1-C_6alkyl-(5 to 10-membered heterocyclyl) and —O—C_1-C_6alkyl-(5 to 10-membered heterocyclyl);

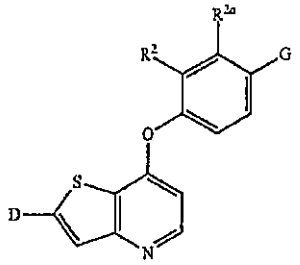
R^{29} is selected from the group consisting of H, C_1-C_6alkyl and a cation;

R^{29a} is selected from the group consisting of H, C_1-C_6alkyl and a cation; and

R^{37a} is H or C_1-C_6alkyl.

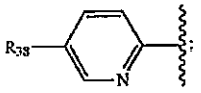
3. A compound having the Formula (II):

(II)



including N-oxides, tautomers, pharmaceutically acceptable salts, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is



R^{38} is selected from the group consisting of C_1-C_6alkyl-heterocyclyl-$(CH_2)_{1-2}$—, (heterocyclyl)-C(O)— (wherein the heterocyclyl is optionally substituted with C_1-C_6alkyl), HO-heterocyclyl-CH_2—, $(R^9)(R^{10})$N-heterocyclyl-CH_2—, $(R^9)(R^{10})$N—C_0-C_6alkyl-heterocyclyl-C(O)—, (C_1-C_6alkyl)-C(O)-heterocyclyl-CH_2—, R^{37}O—C_1-C_6alkyl-heterocyclyl-CH_2—, R^{37}O—C_1-C_6alkyl-C(O)-heterocyclyl-$(CH_2)_{1-6}$, R^{37}O—C(O)—C_0-C_6alkyl-heterocyclyl-CH_2—, R^{37}—O—C(O)—C_1-C_6alkyl-heterocyclyl-C(O)—, R^{37}—O—C(O)-heterocyclyl-C(O)—, C_0-C_6alkyl-heterocyclyl-C_0-C_6alkyl-heterocyclyl-C(O)—, $(R^9)(R^{10})$N—C_1-C_6alkyl-C(O)-heterocyclyl-CH_2, $(R^9)(R^{10})$N—C(O)—C_1-C_6alkyl-heterocyclyl-CH_2—, $(R^9)(R^{10})$N—C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-heterocyclyl-CH_2—, R^{37}O—C_1-C_6alkyl-heterocyclyl-CH_2—, NC—C_1-C_6alkyl-heterocyclyl-CH_2—, heterocyclyl-C_1-C_6alkyl-heterocyclyl-CH_2—, F_3C—C_1-C_6alkyl-heterocyclyl-CH_2—, C_1-C_6alkyl-S(O)$_2$-heterocyclyl-CH_2—, heteroaryl-C_1-C_6alkyl-heterocyclyl-CH_2—, $(R^9)(R^{10})$N—C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-C(O)-heterocyclyl-CH_2—, C_1-C_6alkyl-C(O)—O—C_1-C_6alkyl-C(O)-(5 to 10-membered heterocyclyl)-C_1-C_6alkyl-, (optionally substituted 8- to 10-membered fused heterocyclyl)-C_1-C_6alkyl-, (di-fluoro substituted heterocyclyl)-C_1-C_6alkyl-, C_0-C_6alkyl-(5 or 6-membered heterocyclyl)-C_1-C_6alkyl-piperazine-C_1-C_6alkyl-, R^{37}O—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-;

R^{37} is H, C_1-C_6alkyl;

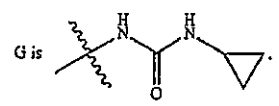
R^9 is H, C_1-C_6alkyl;

R^{10} is H, C_1-C_6alkyl;

R^2 is H or F;

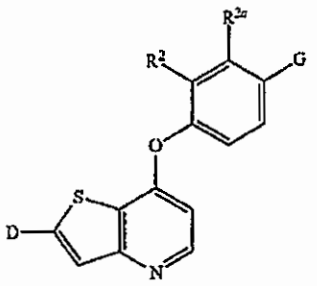
R^{2a} is H, F or Cl; and

G is



4. The compound according to claim 3, having the Formula (XVIII):

(XVIII)

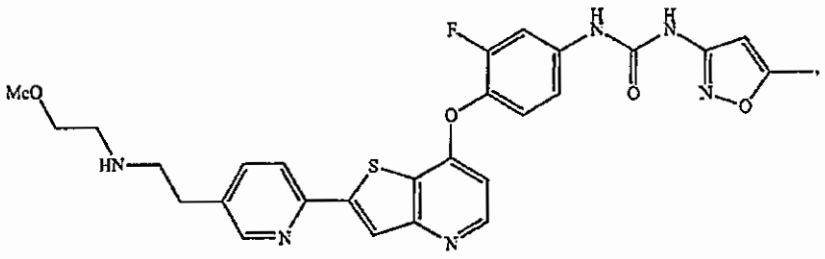


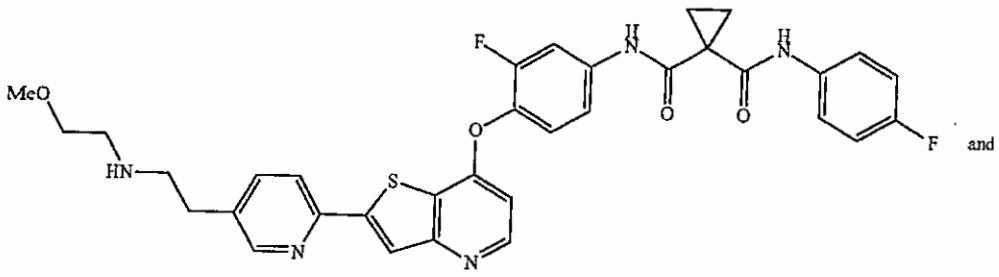
including N-oxides, tautomers, pharmaceutically acceptable salts, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

R^{38} is $R^{37}O$—C_1-C_6alkyl-C(O)-heterocyclyl-CH_2—; and

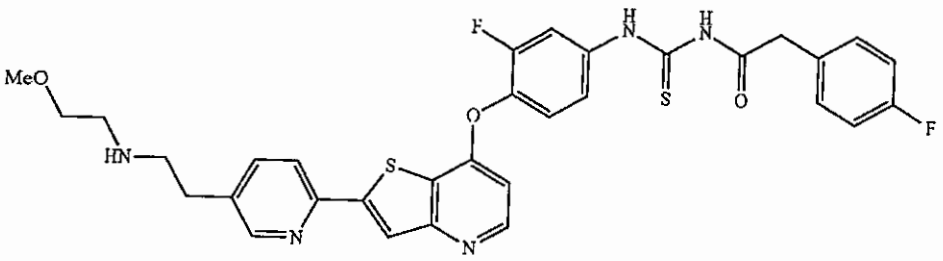
R^{37} is H or C_1-C_6alkyl.

5. A compound selected from the group consisting of





and



including N-oxides, tautomers, pharmaceutically acceptable salts, and racemic and scalemic mixtures, diastereomers and enantiomers thereof.

6. The compound according to claim 1, wherein R^{38} is selected from the group consisting of $R^{37}O$—C(O)—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-, C_1-C_6alkyl-heterocyclyl-C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-, (R^6)(R^6)N—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl- and $R^{37}O$—$(CH_2)_j$-$[(CH_2)_iO]_x$—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-, wherein each of said alkyl and heterocyclyl is optionally substituted.

7. The compound according to claim 1, wherein when R^{38} is attached to D by a C_1-C_6 alkyl, the C_1-C_6 alkyl is —CH_2—.

8. A composition comprising a compound according to claim 1.

9. The compound according to claim 2, wherein R^{38} is selected from the group consisting of $R^{37}O$—C(O)—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl-, C_1-C_6alkyl-heterocyclyl-C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-, (R^6)(R^6)N—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$—C_1-C_6alkyl-C(O)-heterocyclyl-C_1-C_6alkyl-, $R^{37}O$—C_1-C_6alkyl-heterocyclyl-C_1-C_6alkyl- and $R^{37}O$—$(CH_2)_j$-$[(CH_2)_iO]_x$—C_1-C_6alkyl-N(R^6)—C(O)-heterocyclyl-C_1-C_6alkyl-, wherein each of said alkyl and heterocyclyl is optionally substituted.

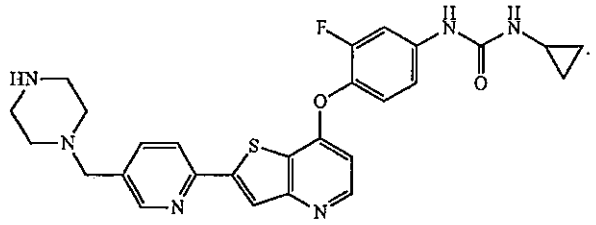
10. The compound according to claim 2, wherein when R^{38} is attached to D by a C_1-C_6 alkyl, the C_1-C_6 alkyl is —CH_2—.

11. A composition comprising a compound according to claim 2.

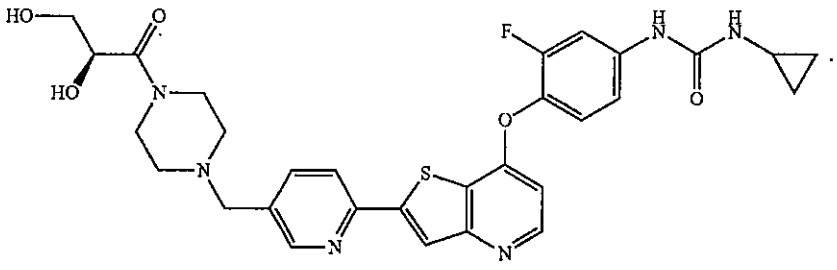
12. A composition comprising a compound according to claim 3.

13. A composition comprising a compound according to claim 5.

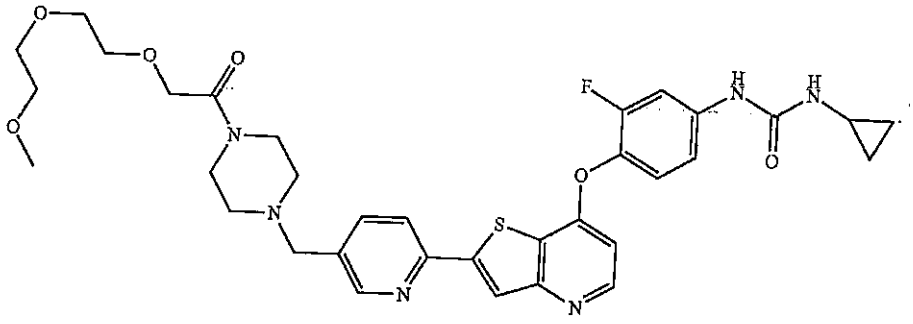
14. A compound having the formula:



15. A compound having the formula:



16. A compound having the formula:



17. A compound having the formula:

