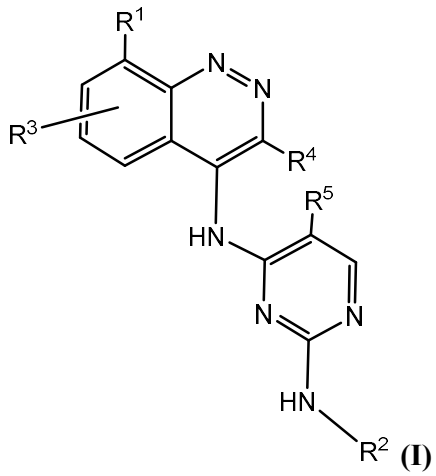
CLAIMS

What is claimed is:

1. A compound of Formula (**I**):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

R^1 is a C_1-C_5 alkyl, C_3-C_5 carbocycle, or a halogen;

R^2 is an aryl of at least 6 carbon atoms or nitrogen-containing heteroaryl of at least 6 atoms, optionally substituted with one or more of:

(i) one or more halogens;

(ii) a C_1-C_6 alkyl optionally substituted with a hydroxyl or one or more halogen wherein, when selected to be an alkyl larger than C_3, the alkyl is present at a position on the aryl or heteroaryl of R^2 which is meta- or para- to the amino bond to the aryl or heteroaryl of R^2;

(iii) a sulfonamide;

(iv) a monocylic, bicyclic, or spirocyclic carbocycle which is optionally substituted with a hydroxyl, one or more halogen, or one or more linear, branched, or cyclic alkyl moieties of up to 6 carbon atoms which are optionally substituted with hydroxy or one or more halogen, wherein said carbocycle is attached to the aryl or heteroaryl of R^2 by a single bond or a methylene or ethylene linker and wherein, when present and selected to be a carbocycle larger than cyclopropyl, the carbocycle is at a position on the aryl

or heteroaryl of R^2 which is meta- or para- to the amino bond to the aryl or heteroaryl of R^2; or

(v) a monocyclic, bicyclic or spirocyclic heterocycle which may contain up to 3 heteroatoms which are selected independently from N and O, and which is optionally and independently substituted with one or more C_1-C_6 alkyl or C_3-C_6 carbocycle which are optionally substituted with hydroxy or one or more halogen, wherein said heterocycle is attached to the aryl or heteroaryl of R^2 by a single bond or a methylene or ethylene linker and wherein, when present, said heterocycle is at a position on the aryl of R^2 which is meta- or para- to the amino bond to said aryl;

R^3 is -H, -F or -Cl;

R^4 is -H or a halogen, or a C_1-C_3 alkyl or cyclopropyl optionally substituted with one or more -F; and

R^5 is -H or -F, or a C_1-C_3 alkyl or cyclopropyl optionally substituted with one or more -F.

2. The compound of claim 1, wherein R^1 is a C_1-C_5 alkyl or C_3-C_5 carbocycle.

3. The compound of claim 1 or claim 2, wherein R^1 is -CH_3, cyclopropyl, -Cl or -F.

4. The compound of any one of claims 1-3, wherein R^2 is a phenyl or pyridinyl optionally substituted with one or more of:

(i) one or more halogens;

(ii) a C_1-C_6 alkyl optionally substituted with a hydroxyl or one or more halogen wherein, when selected to be an alkyl larger than C_3, the alkyl is present at a position on the aryl or heteroaryl of R^2 which is meta- or para- to the amino bond to the aryl or heteroaryl of R^2;

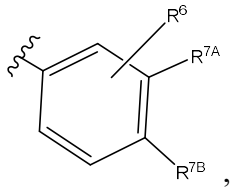
(iii) a sulfonamide;

(iv) a monocylic, bicyclic, or spirocyclic carbocycle which is optionally substituted with a hydroxyl, one or more halogen, or one or more linear, branched, or cyclic alkyl moieties of up to 6 carbon atoms which are optionally substituted with hydroxy or one or more halogen, wherein said carbocycle is attached to the aryl or heteroaryl of R^2 by a single bond or a methylene or ethylene linker and wherein, when

present and selected to be a carbocycle larger than cyclopropyl, the carbocycle is at a position on the aryl or heteroaryl of R^2 which is meta- or para- to the amino bond to the aryl or heteroaryl of R^2; or

(v) a monocyclic, bicyclic or spirocyclic heterocycle which may contain up to 3 heteroatoms which are selected independently from N and O, and which is optionally and independently substituted with one or more C_1-C_6 alkyl or C_3-C_6 carbocycle which are optionally substituted with hydroxy or one or more halogen, wherein said heterocycle is attached to the aryl or heteroaryl of R^2 by a single bond or a methylene or ethylene linker and wherein, when present, said heterocycle is at a position on the aryl of R^2 which is meta- or para- to the amino bond to said aryl.

5. The compound of any one of claims 1-3, wherein R^2 is:



, wherein:

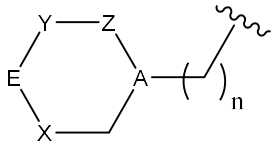
R^6 is -H, -F, -Cl, or a C_1-C_3 alkyl or cyclopropyl which is optionally and independently substituted with one or more halogen;

one of R^{7A} and R^{7B} is -H, and the other is:

(i) a halogen;

(ii) $-SO_2NR^{7F}{}_2$, wherein each R^{7F} is independently -H or a linear or branched alkyl of up to 4 carbon atoms;

(iii) a C_1-C_6 alkyl which is optionally substituted with one or more halogen; or

(iv) 

, wherein:

A is N- or C(H);

E is O, N(R^8), or C(H)(R^{13});

R^8 is -H or a C_1-C_6 alkyl or C_3-C_6 carbocycle which is optionally substituted with hydroxyl or one or more halogen;

R^{13} is -H or a C_1-C_6 alkyl or C_3-C_6 carbocycle which is optionally substituted with hydroxy or one or more halogen; and

n is 0, 1, or 2, and

when E is $N(R^8)$, X, Y, and Z are defined as follows:

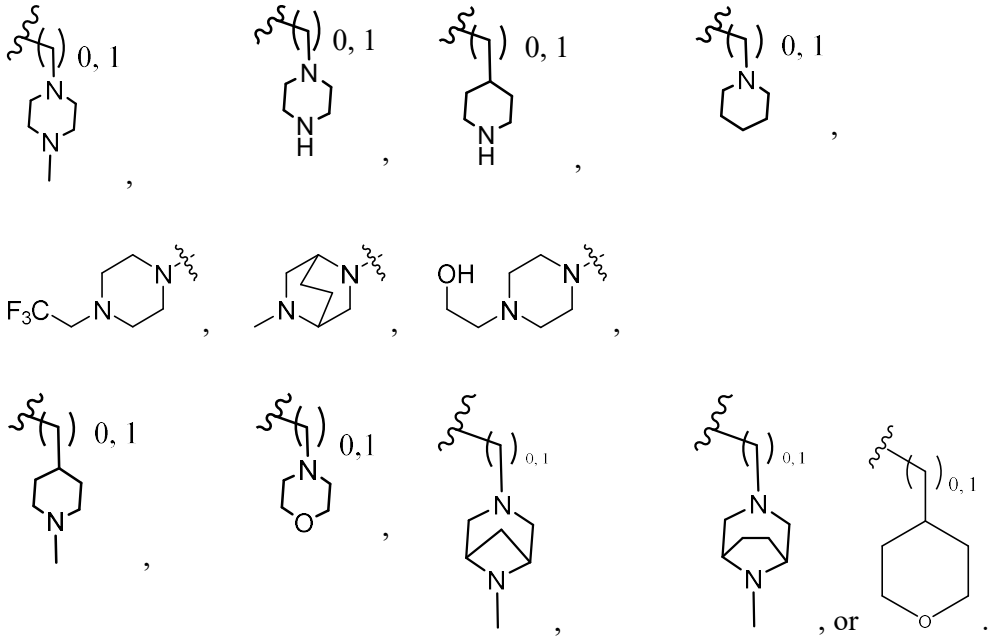
Z is $C(H)_2$ and X and Y are independently $C(H)_2$ or $C(CH_3)_2$, or both X and Y are C(H) and are bonded together through a methylene or ethylene bridge; or

Y is $C(H)_2$ or $C(CH_3)_2$, and X and Z are both C(H) and are bonded together through a methylene or ethylene bridge, and

when E is O or $C(H)(R^{13})$, X, Y, and Z are $C(H)_2$.

6. The compound of claim 5, wherein R^6 is -H, -F, -Cl, $-CH_3$, or $-CF_3$.

7. The compound of claim 5 or claim 6, wherein one of R^{7A} and R^{7B} is -H, and the other is:



8. The compound of any one of claims 1-7, wherein R^3 is -H.

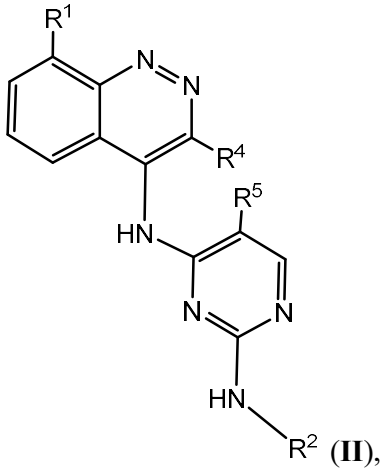
9. The compound of any one of claims 1-8, wherein R^4 is $-CF_3$, $-CH_3$, –H, –Cl, or -F.

10. The compound of claim 6, wherein R^4 is –H.

11. The compound of any one of claims 1-10, wherein R^5 is –H, -CH_3, -CF_3, or -F.

12. The compound of claim 11, wherein R^5 is –H.

13. The compound of claim 1 of Formula (**II**):

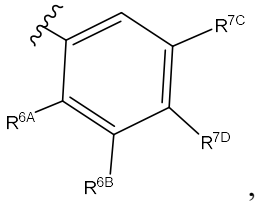


(**II**),

or a pharmaceutically acceptable salt thereof, wherein:

R^1 is -CH_3 or -Cl;

R^2 is:

a)  , wherein:

one of R^{6A} and R^{6B} is -H, and the other is -H, -F, -Cl, -CH_3, or CF_3;

one of R^{7C} and R^{7D} is -H, and the other is:

(i) -F;

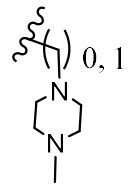
(ii) -Cl;

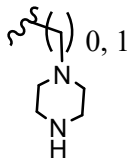
(iii) -SO_2NH_2;

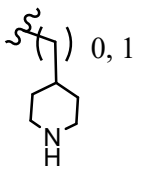
(iv) cyclohexyl;

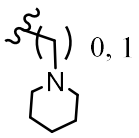
(v) t-butyl; or

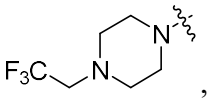
(vi)

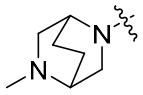
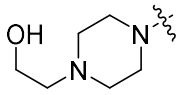


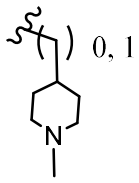
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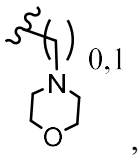
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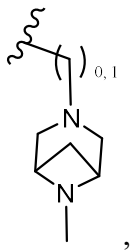
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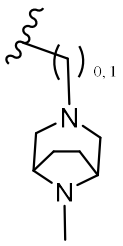
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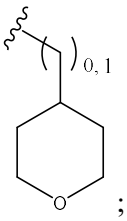
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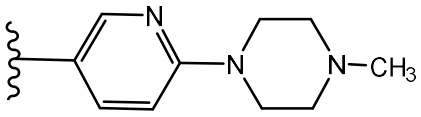
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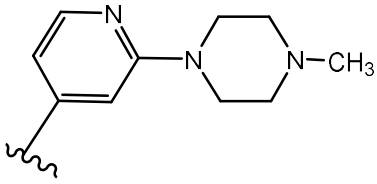
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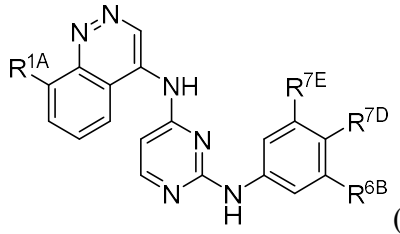
b)  ; or

c)  ;

R^4 is -H or -CH_3; and

R^5 is -H or -F.

14. The compound of claim 1 of Formula (**III**):

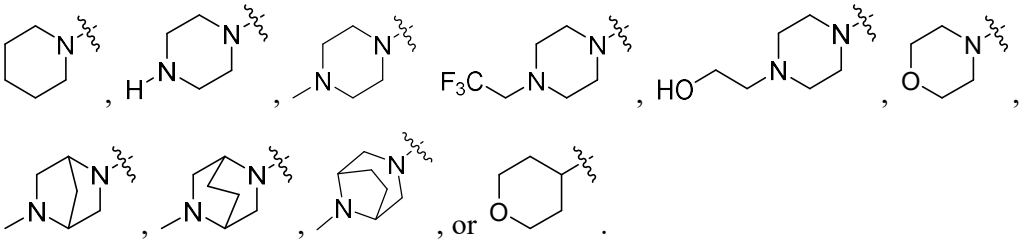
 (**III**),

or a pharmaceutically acceptable salt thereof, wherein:

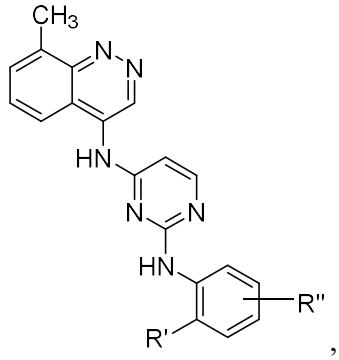
R^{1A} is methyl or cyclopropyl;

R^{6B} is -H, -F, or -Cl; and

one of R^{7D} and R^{7E} is -H, and the other is a heterocycle of the formula:

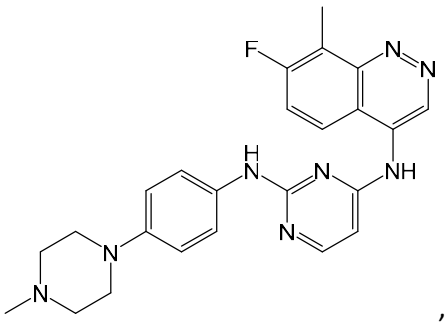


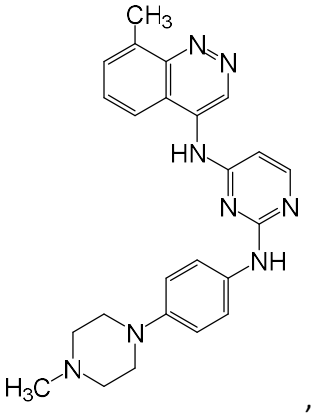
15. The compound of claim 1 having the following structure:

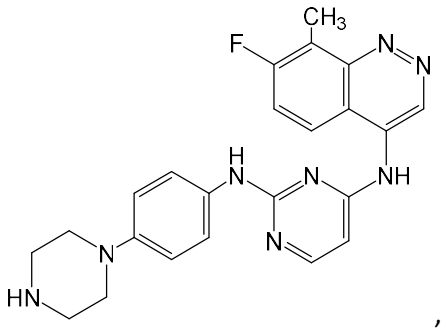


or a pharmaceutically acceptable salt thereof, wherein R' is H or F; and R" is at a position meta or para to the amino bond, and is morpholino or piperazinyl optionally *N*-substituted with $-CH_3$, $-CH_2CF_3$, or $-CH_2CH_2OH$.

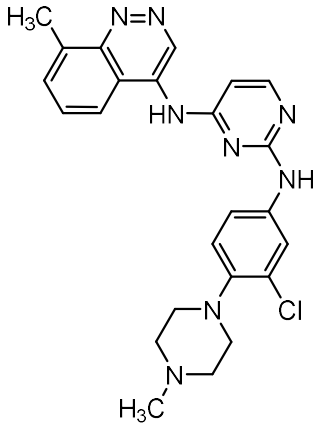
16. A compound, or a pharmaceutically acceptable salt thereof, selected from:



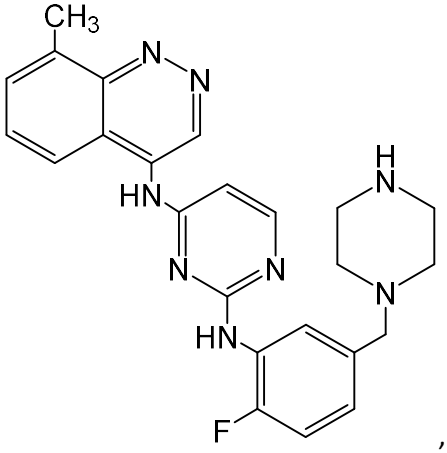




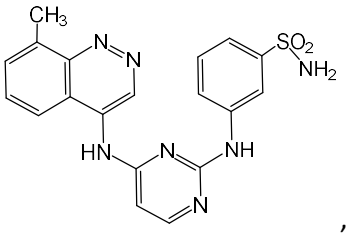
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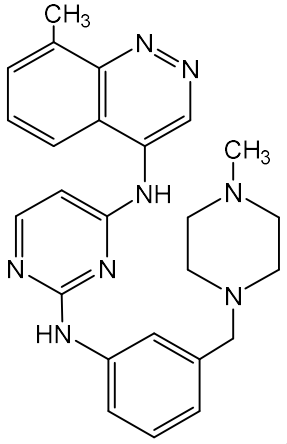
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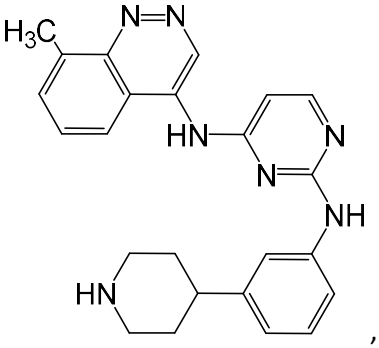
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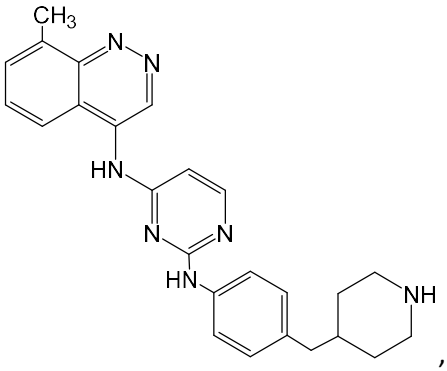
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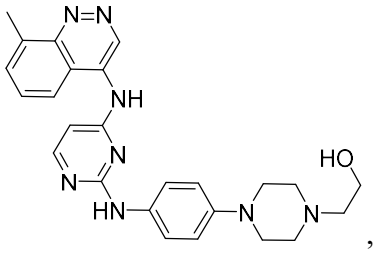
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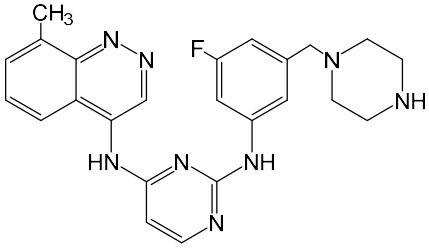
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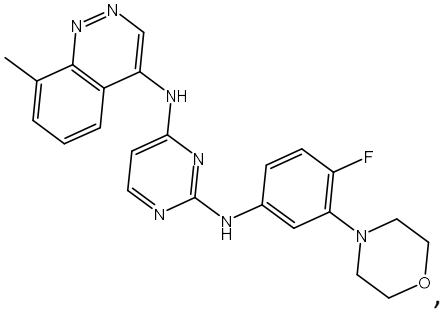
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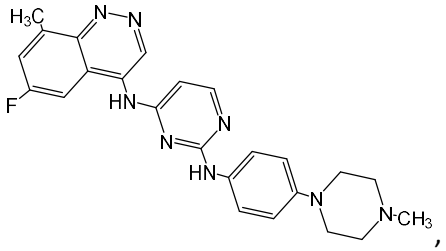
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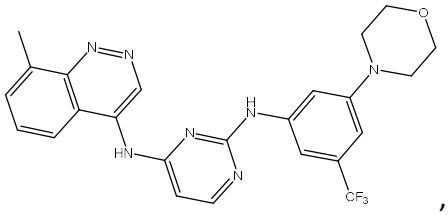
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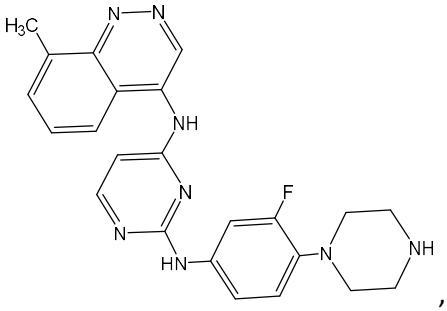
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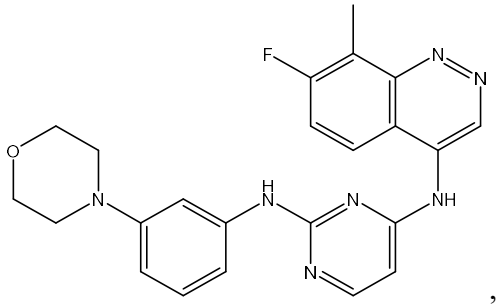
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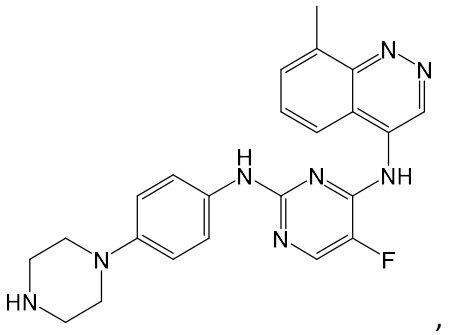
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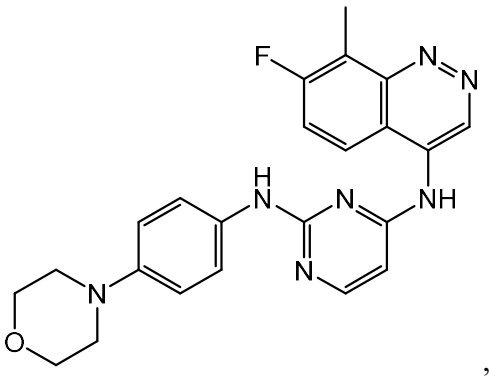
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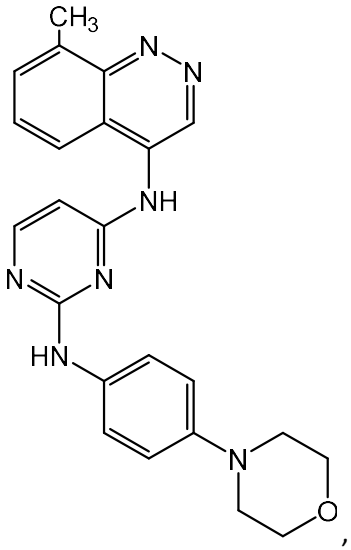
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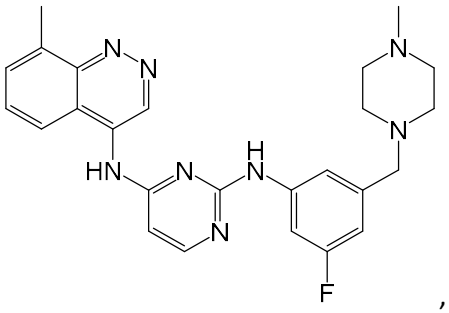
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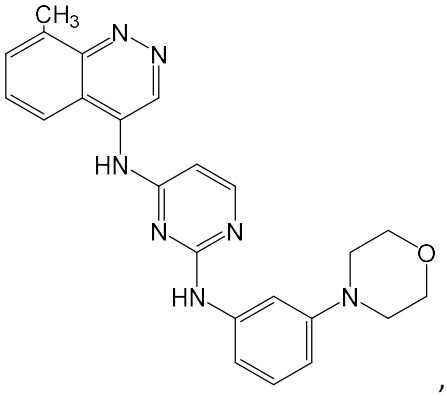
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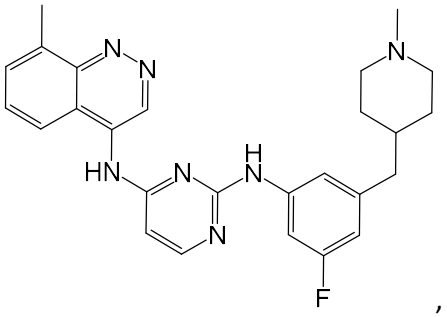
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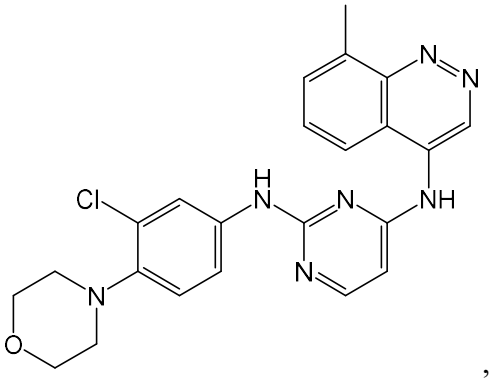
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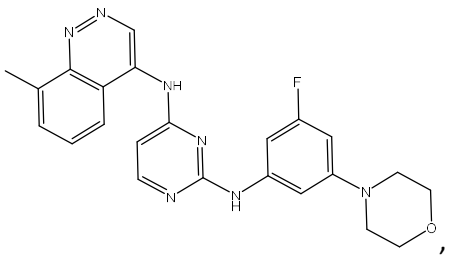
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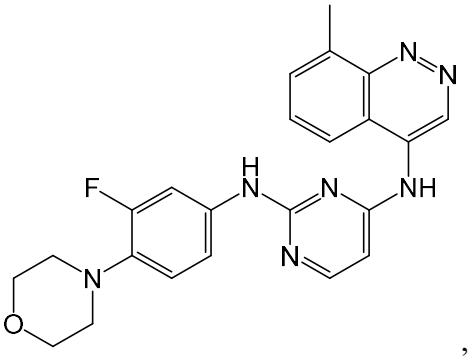
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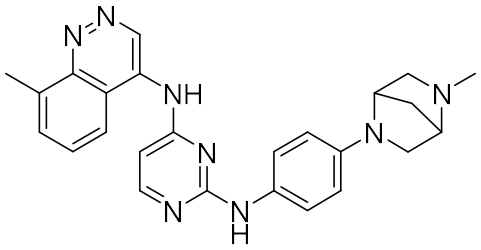
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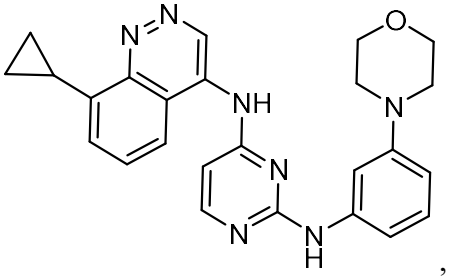
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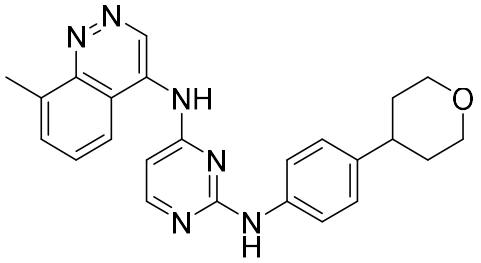
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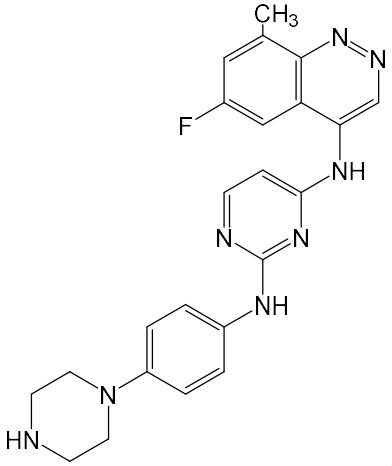
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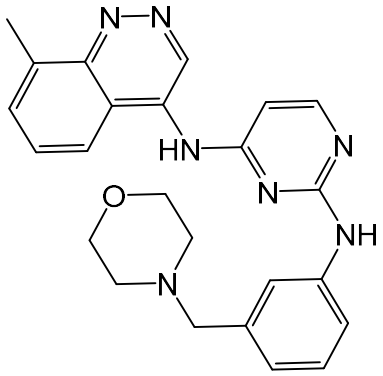
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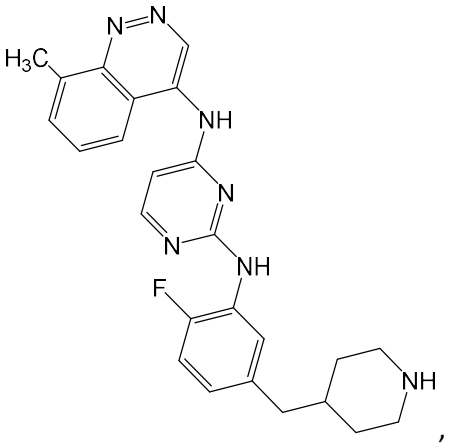
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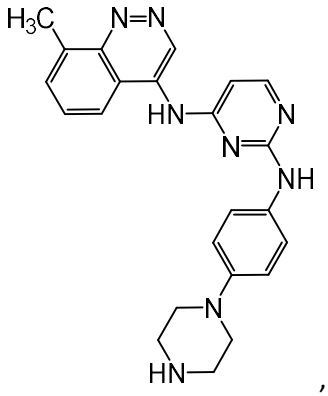
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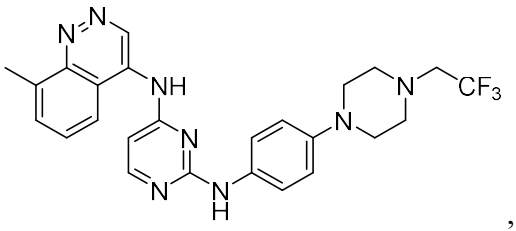
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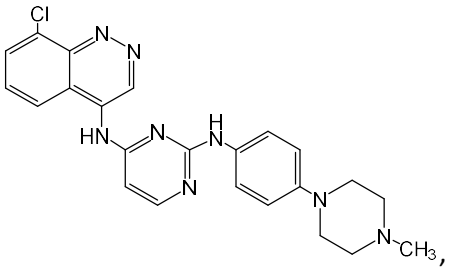
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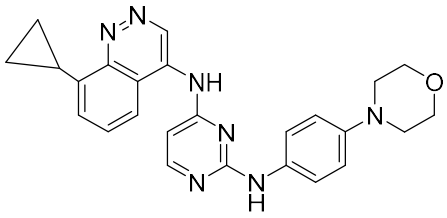
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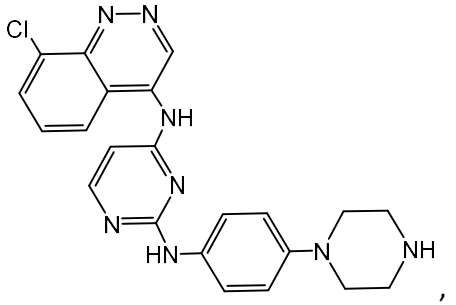


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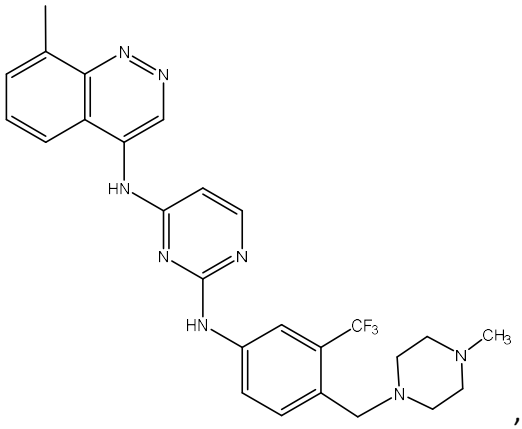


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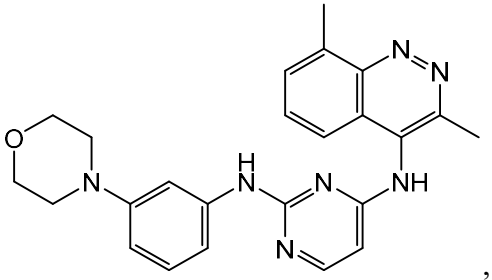




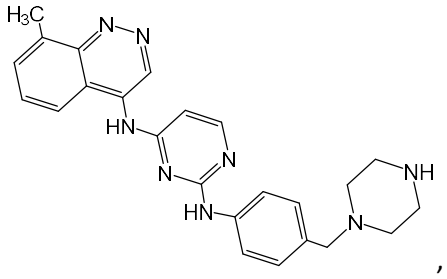
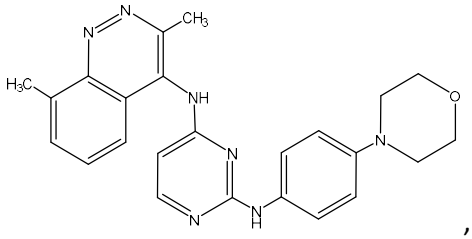
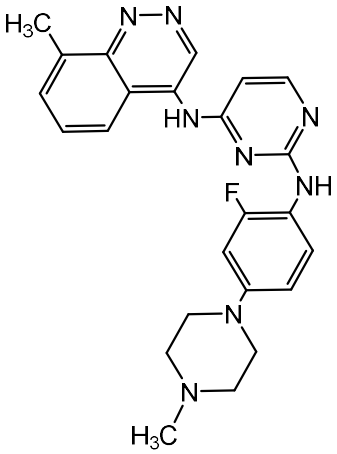
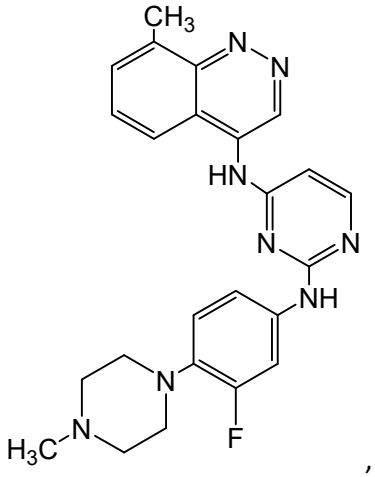
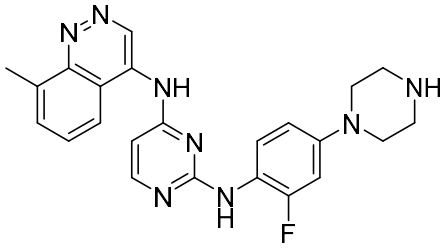
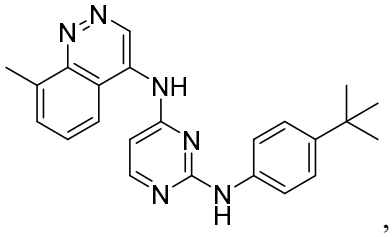
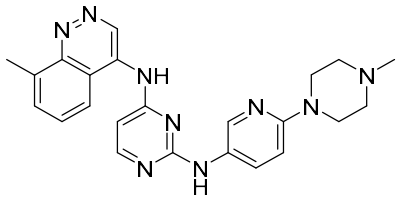
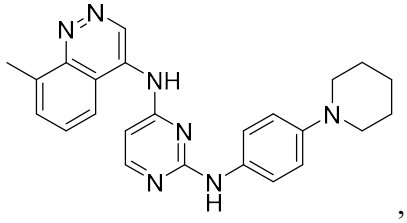
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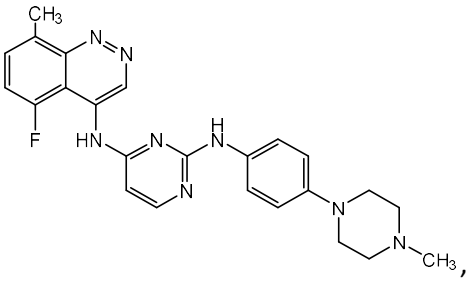


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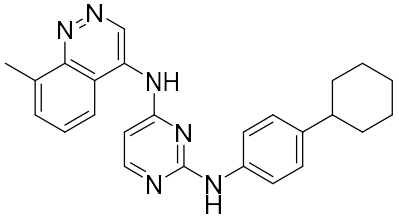


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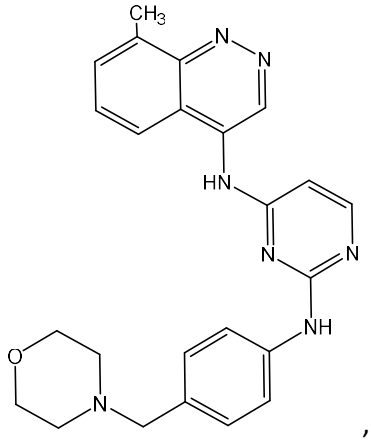

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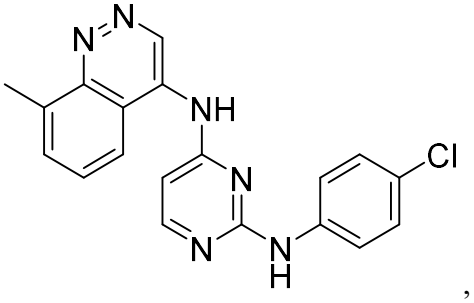
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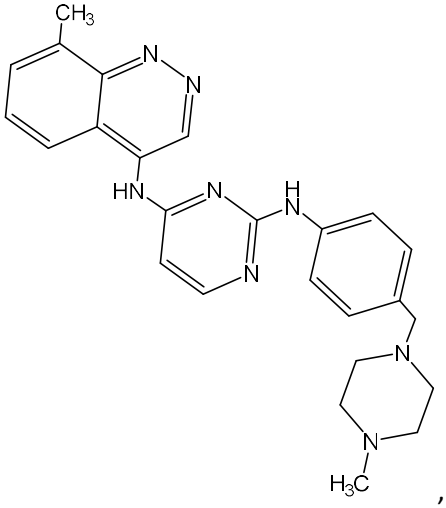
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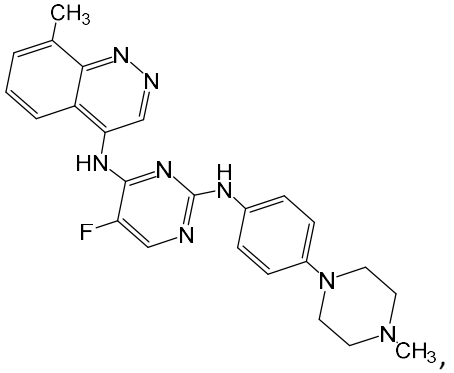
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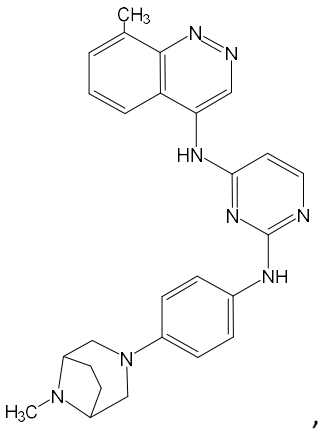
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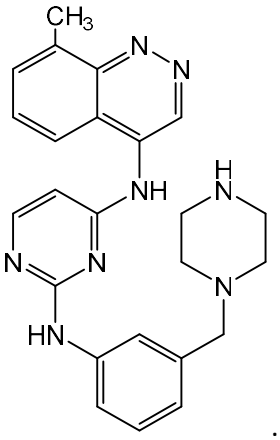
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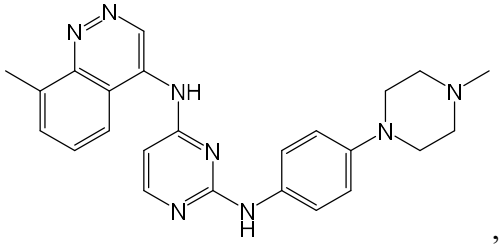


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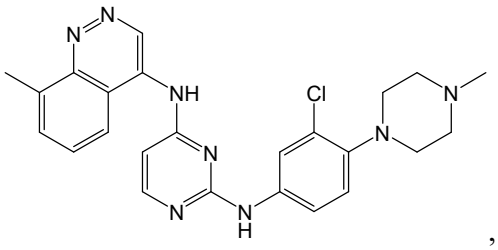
17. The compound of claim 16, wherein the compound is of the following formula:



,

or a pharmaceutically acceptable salt thereof.

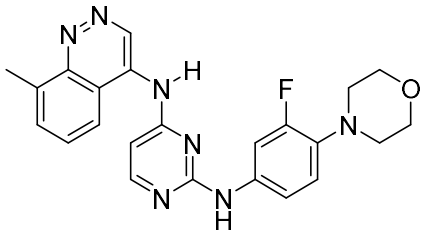
18. The compound of claim 16, wherein the compound is of the following formula:



,

or a pharmaceutically acceptable salt thereof.

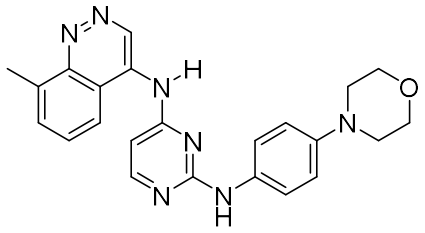
19. The compound of claim 16, wherein the compound is of the following formula:



,

or a pharmaceutically acceptable salt thereof.

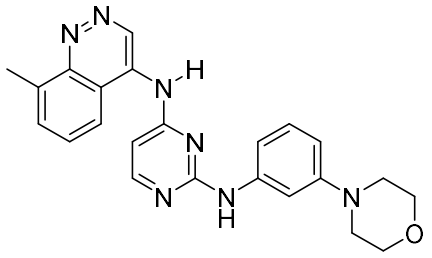
20. The compound of claim 16, wherein the compound is of the following formula:



,

or a pharmaceutically acceptable salt thereof.

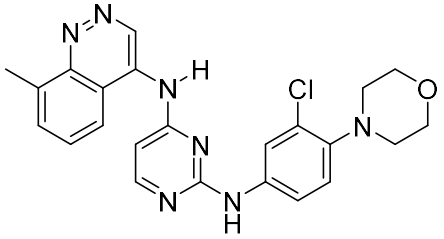
21. The compound of claim 16, wherein the compound is of the following formula:



,

or a pharmaceutically acceptable salt thereof.

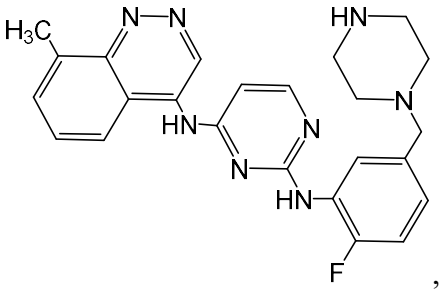
22. The compound of claim 16, wherein the compound is of the following formula:



,

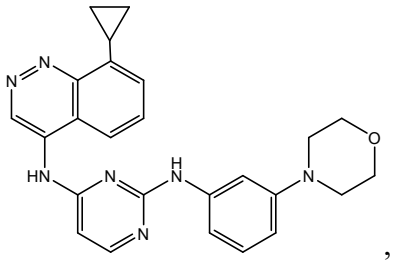
or a pharmaceutically acceptable salt thereof.

23. The compound of claim 16, wherein the compound is of the following formula:



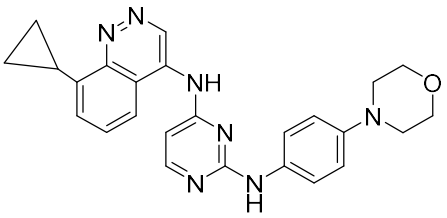
or a pharmaceutically acceptable salt thereof.

24. The compound of claim 16, wherein the compound is of the following formula:



, or a pharmaceutically acceptable salt thereof.

25. The compound of claim 16, wherein the compound is of the following formula:



, or a pharmaceutically acceptable salt thereof.

26. A pharmaceutical composition comprising a compound of any one of claims 1-25, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable excipient.

27. Use of a compound of any one of claims 1-25 in the manufacture of a medicament for inhibiting ALK-5 activity *in vivo* or *in vitro*.