

TITLE OF THE INVENTION

(2-CARBOXAMIDO)(3-AMINO)THIOPHENE COMPOUNDS

BACKGROUND OF THE INVENTION

[1] The present invention is directed to 2,3-substituted thiophenes. In particular, the present invention is directed to (2-carboxamido)(3-amino)thiophenes that are inhibitors of c-Kit proto-oncogene (also known as Kit, CD-117, stem cell factor receptor, mast cell growth factor receptor).

[2] The c-Kit proto-oncogene is believed to be important in embryogenesis, melanogenesis, hematopoiesis, and the pathogenesis of mastocytosis, gastrointestinal tumors, and other solid tumors, as well as certain leukemias, including AML. Accordingly, it would be desirable to develop novel compounds that are inhibitors of the c-Kit receptor.

[3] Many of the current treatment regimes for hyperproliferative disorders (cancer) utilize compounds that inhibit DNA synthesis. Such compounds' mechanism of operation is to be toxic to cells, particularly to rapidly dividing tumor cells. Thus, their broad toxicity can be a problem to the subject patient. However, other approaches to anti-cancer agents that act other than by the inhibition of DNA synthesis have been explored to try to enhance the selectivity of the anti-cancer action and thereby reduce adverse side-effects.

[4] It is known that a cell may become cancerous by virtue of the transformation of a portion of its DNA into an oncogene (i.e. a gene which, on activation, leads to the formation of malignant tumor cells). Many oncogenes encode proteins that are aberrant protein-tyrosine kinases capable of causing cell transformation. By a different route, the overexpression of a normal proto-oncogenic tyrosine kinase can also result in proliferative disorders, sometimes resulting in a malignant phenotype. Alternatively, co-expression of a receptor tyrosine kinase and its cognate ligand within the same cell type may also lead to malignant transformation.

[5] Receptor tyrosine kinases are large enzymes which span the cell membrane and possess i) an extracellular binding domain for growth factors such as KIT ligand (also known as stem cell factor (SCF), Steel factor (SLF) or mast cell growth factor (MGF)), ii) a transmembrane domain, and iii) an intracellular portion which functions as a kinase to phosphorylate specific tyrosine residues in proteins. Binding of KIT

ligand to KIT tyrosine kinase results in receptor homodimerization, the activation of KIT tyrosine kinase activity, and the subsequent phosphorylation of a variety of protein substrates, many of which are effectors of intracellular signal transduction. These events can lead to enhanced cell proliferation or promote enhanced cell survival. With some receptor kinases, receptor heterodimerization can also occur.

[6] It is known that such kinases are frequently aberrantly expressed in common human cancers such as breast cancer, head and neck cancers, gastrointestinal cancer such as colon, rectal or stomach cancer, leukemia, and ovarian, bronchial, lung or pancreatic cancer. Kit kinase expression has been documented in a wide variety of human malignancies such as mastocytosis/ mast cell leukemia, gastrointestinal stromal tumors (GIST), small cell lung carcinoma (SCLC), sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, ovarian carcinoma, adenoid cystic carcinoma, acute myelogenous leukemia (AML), breast carcinoma, pediatric T-cell acute lymphoblastic leukemia, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, and prostate carcinoma. The kinase activity of KIT has been implicated in the pathophysiology of several of these - and additional tumors - including breast carcinoma, SCLC, GIST, germ cell tumors, mast cell leukemia, neuroblastoma, AML, melanoma and ovarian carcinoma.

[7] Several mechanisms of KIT activation in tumor cells have been reported, including activating mutations, autocrine and paracrine activation of the receptor kinase by its ligand, loss of protein-tyrosine phosphatase activity, and cross activation by other kinases. The transforming mechanisms initiated by the activating mutations are thought to include dimer formation and increased intrinsic activity of the kinase domain, both of which result in constitutive ligand-independent kinase activation, and possibly altered substrate specificity. More than thirty activating mutations of the Kit protein have been associated with highly malignant tumors in humans.

[8] Accordingly, it has been recognized that inhibitors of receptor tyrosine kinases are useful as selective inhibitors of the growth of mammalian cancer cells. For example, Gleevec™ (also known as imatinib mesylate, or STI571), a 2-phenylpyrimidine tyrosine kinase inhibitor that inhibits the kinase activity of the BCR-ABL fusion gene product, was recently approved by the U.S. Food and Drug Administration for the treatment of CML. Gleevec™, in addition to inhibiting BCR-ABL kinase, also inhibits the KIT kinase and PDGF receptor kinase, although it is not

effective against all mutant isoforms of the KIT kinase. Kit ligand-stimulated growth of MO7e human leukemia cells is inhibited by Gleevec™, which also induces apoptosis under these conditions. By contrast, GM-CSF stimulated growth of MO7e human leukemia cells is not affected by Gleevec™. Further, in recent clinical studies using Gleevec™ to treat patients with GIST, a disease in which KIT kinase is involved in transformation of the cells, many of the patients showed marked improvement.

[9] These studies demonstrate how KIT kinase inhibitors can treat tumors whose growth is dependent on KIT kinase activity. Other kinase inhibitors show even greater kinase selectivity. For example, the 4-anilinoquinazoline compound Tarceva™ inhibits only EGF receptor kinase with high potency, although it can inhibit the signal transduction of other receptor kinases, probably by virtue of the fact that these receptors heterodimerize with EGF receptor.

[10] Although anti-cancer compounds such as those described above make a significant contribution to the art, there is a continuing need for improved anti-cancer pharmaceuticals, and it would be desirable to develop new compounds with better selectivity or potency, or with reduced toxicity or side effects.

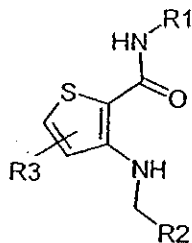
[11] International Patent Publication No. WO00/27820 describes N-aryl(thio)anthranilic acid amide derivatives. International Patent Publication No. WO99/32477 and U.S. Patent No. 6,140,351 describe ortho-anthranilimide derivatives. International Patent Publication No. WO00/27819 describes anthranilic acid amides. International Patent Publication Nos. WO02/00651 and WO01/19798 describe factor Xa inhibitors. International Patent Publication No. WO01/07050 describes nociceptin receptor ORL-1 agonists. U.S. Patent No. 5,968,965 describes farnesyl-protein inhibitors. International Patent Publication No. WO01/64642 and U.S. Patent No. 6,376,515 describe benzamides. International Patent Publication No. WO01/05763 and U.S. Patent No. 6,410,561 describe muscarinic receptor active compounds. U.S. Patent No. 6,410,561 describes amide derivatives.

[12] International Patent Publication No. WO02/066470 describes substituted alkylamine derivatives. International Patent Publication No. WO02/068406 describes substituted amine derivatives. International Patent Publication No. WO02/055501 describes substituted arylamine derivatives.

[13] U.S. Patent Nos. 6,207,693 and 6,316,482, and European Patent No. EP0832061 describe benzamide derivatives having vasopressin antagonistic activity.

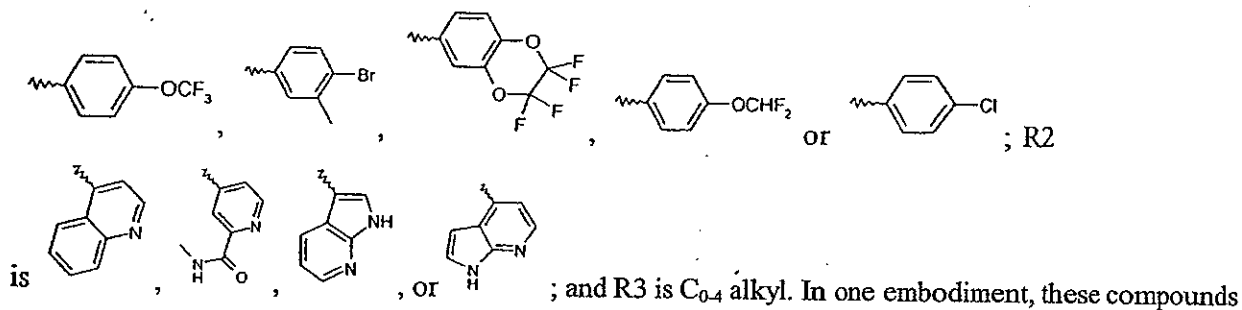
SUMMARY OF THE INVENTION

[14] In a first aspect, there is provided a compound represented by Formula (I):



(I)

[15] or a pharmaceutically acceptable salt or N-oxide thereof, wherein R₁ is



may be useful in the treatment of tumors.

In a second aspect, there is provided a composition comprising a compound as defined above, or a pharmaceutically acceptable salt or N-oxide thereof, and a pharmaceutically acceptable carrier.

In a third aspect, there is provided a composition comprising a compound as defined above, or a pharmaceutically acceptable salt or N-oxide thereof, and an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

In a fourth aspect, there is provided a composition comprising a compound as defined above, or a pharmaceutically acceptable salt or N-oxide thereof, and a cytotoxic cancer therapeutic agent.

In a fifth aspect, there is provided a composition comprising a compound as defined above, or a pharmaceutically acceptable salt or N-oxide thereof, and an angiogenesis inhibiting cancer therapeutic agent.

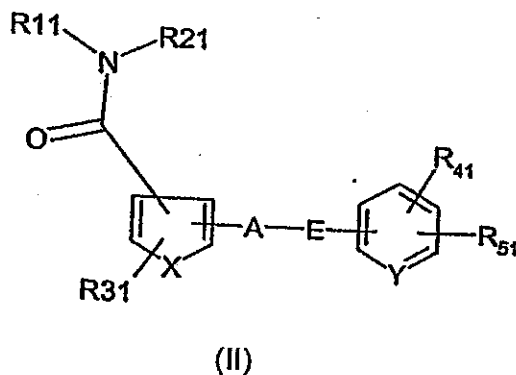
In a sixth aspect, there is provided a compound consisting of

- N*-(4-trifluoromethoxyphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-bromo-3-methylphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-chlorophenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- 4-[[2-(4-bromo-3-methylphenylcarbamoyl)thiophen-3-ylamino]methyl]pyridine-2-carboxylic acid methylamide;
- 4-[[2-(2,2,3,3-tetrafluorobenzodioxan-6-ylcarbamoyl)thiophen-3-ylamino]methyl]pyridine-2-carboxylic acid methylamide;
- 4-[[2-(4-chlorophenylcarbamoyl)thiophen-3-ylamino]methyl]pyridine-2-carboxylic acid methylamide;
- N*-(4-chlorophenyl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-bromo-3-methylphenyl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
- N*-[[2-(4-trifluoromethoxyphenylcarbamoyl)thiophen-3-ylamino]methyl]pyridine-2-carboxylic acid methylamide;
- N*-(4-Trifluoromethoxy)phenyl-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-chlorophenyl)-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;

3-[(1*H*-pyrrolo[2,3-*b*] pyridin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl) thiophene-2-carboxamide;
 4-Methyl-*N*-(4-trifluoromethoxyphenyl)phenyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
 4-Methyl-3-[(quinolin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide;
 3-[[1-oxidoquinolin-4-yl)methyl]amino]-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide
 or a pharmaceutically acceptable salt, or N-oxide, thereof.

In a seventh aspect, there is provided use of the compound as defined above in the manufacture of a medicament in the treatment of hyperproliferative disorder.

In an eighth aspect, there is provided use of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for the treatment of hyperproliferative disorder, wherein Formula II is:



wherein:

R11 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁₋₆alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl ; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆ alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆ alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N- protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

R21 is hydrogen; lower alkyl optionally substituted with hydroxy, aryl or acyl ; or cyclo(lower) alkyl;

R31 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆acycloalkyloxy;

R₄₁ is hydroxy; halogen; nitro; amino; protected amino; C₁₋₆alkylamino; acyloxy; aminoC₁₋₆alkylamino; N-protected aminoC₁₋₆alkylamino; C₁₋₆alkoxy optionally substituted with hydroxy, aryl, substituted aryl, acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl or guanidino; C₁₋₆alkylthio optionally substituted with acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy, arylsulfonyloxy, arC₁₋₆alkoxy or substituted arC₁₋₆alkoxy; C₁₋₆alkyl substituted with acyl, substituted acyl, amino, lower alkylamino,

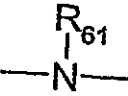
acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; C₂₋₆alkenyl optionally substituted with acyl; C₂₋₆alkynyl optionally substituted with hydroxy, amino, protected amino, C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; aminoC₁₋₆alkylsulfonyl; N-protected aminoC₁₋₆alkylsulfonyl; C₁₋₆alkylaminosulfonyl; heterocyclylsulfonyl; aminoC₁₋₆alkylsulfinyl; N-protected aminoC₁₋₆alkylsulfinyl; piperidyloxy; or N-protected piperidyloxy;

R₅₁ is hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy or halogen;

A is a single bond, O or NH;

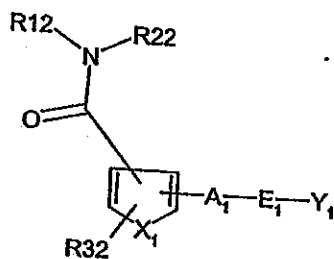
E is C₁₋₆alkylene, C₂₋₆alkenylene, , ; or E is a group of the formula-G-J-in which

G is C₁₋₆alkylene and

J is O or , or wherein R₆₁ is hydrogen or N-protective group; X is -CH=CH-, -C=N- or S; and Y is CH or N.

In a ninth aspect, there is provided use of a compound represented by Formula III in the manufacture of a

medicament for the treatment of hyperproliferative disorders wherein Formula III is:



(III)

wherein:

R12 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; protected amino, amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁₋₆alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N-protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

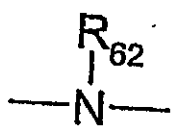
R22 is hydrogen; C₁₋₆alkyl optionally substituted with hydroxy, aryl or acyl ; or C₃₋₆cycloalkyl ;

R32 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆cycloalkyloxy;

A₁ is a single bond, O, or NH;

E₁ is C₁₋₆alkylene, C₂₋₆alkenylene, ,  ;
or E₁ is a group of the formula-G1-J1-in which

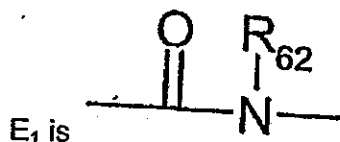
G1 is C₁₋₆alkylene or  and

J1 is O or , wherein R₆₂ is hydrogen or N-protective group;
X₁ is -CH=CH-, -C=N- or S; and

Y₁ is aryl optionally substituted with 1-6 independent acyl, protected aminoC₁₋₆alkanoyl, protected amino and nitro, amino and nitro or diamino substituents; or Y₁ is a condensed heterocyclyl optionally substituted with 1-6 halogen, acyl, C₁₋₆alkoxy, hydroxy, guanidino, mercapto, acylamino, amino, heterocyclyl, cyanoamino, aminoC₁₋₆alkyl (C₁₋₆alkyl) amino, C₁₋₆alkylamino, C₁₋₆alkylamino(C₁₋₆alkylamino), substituted heterocyclyl, C₁₋₆alkylhydrazino, aryloxy, C₁₋₆alkylthio, aryl, protected amino, N-protected C₁₋₆alkylamino (C₁₋₆alkyl) amino, N-protected aminoC₁₋₆alkyl (N'-C₁₋₆alkyl) amino, aminoC₁₋₆alkyl (N-C₁₋₆alkyl) amino, C₁₋₆alkylamino(C₁₋₆alkyl)(N-C₁₋₆alkyl) amino, or C₁₋₆alkoxy (C₁₋₆alkyl) amino substituents, or a C₁₋₆alkyl substituent further optionally substituted with aryl, arC₁₋₆alkoxy, cyano, hydroxyimino, mercapto, C₁₋₆alkylamino, acyloxy, halogen, C₁₋₆alkoxy, protected hydroxy, hydroxy, C₁₋₆alkoxyaryl, protected amino, amino, heterocyclyl, or substituted heterocyclyl substituents;

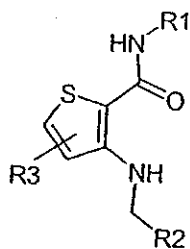
provided that when Y₁ is phenyl optionally substituted with C₁₋₆alkyl or acyl, then

A₁ is a single bond, and



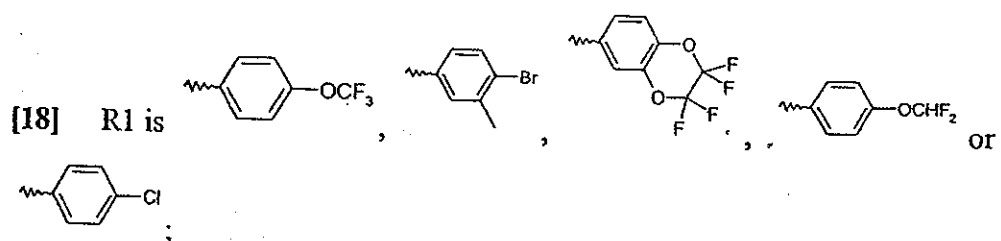
DETAILED DESCRIPTION OF THE INVENTION

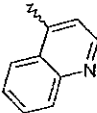
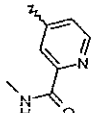
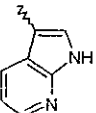
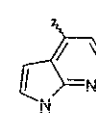
[16] The present invention is directed to a compound represented by Formula (I):



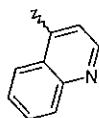
(I)

[17] or a pharmaceutically acceptable salt or *N*-oxide thereof, wherein



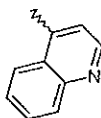
- [19] R2 is , , , or ; and
- [20] R3 is C₀₋₄alkyl.

[21] In one aspect, the present invention is directed to a compound represented by Formula (I), or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2 is



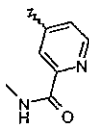
; and the other variables are as described above for Formula (I).

[22] In one embodiment of this one aspect, the present invention is directed to a compound represented by Formula (I), or a pharmaceutically acceptable salt or N-



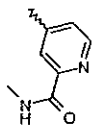
oxide thereof, wherein R2 is ; R3 is hydrogen; and the other variables are as described above for Formula (I).

[23] In a second aspect, the present invention is directed to a compound represented by Formula (I), or a pharmaceutically acceptable salt or N-oxide thereof,



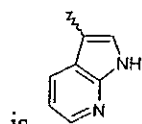
wherein R2 is ; R3 is C₀₋₄alkyl; and the other variables are as described above for Formula (I).

[24] In an embodiment of this second aspect, the present invention is directed to a compound represented by Formula (I), or a pharmaceutically acceptable salt or N-



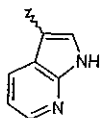
oxide thereof wherein R2 is ; R3 is hydrogen; and the other variables are as described above for Formula (I).

[25] In a third aspect, the present invention is directed to a compound represented by Formula (I), or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2



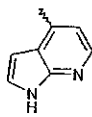
is ; R3 is C₀₋₄alkyl; and the other variables are as described above for Formula (I).

[26] In an embodiment of this third aspect, the present invention is directed to a compound represented by Formula (I), or a pharmaceutically acceptable salt or N-



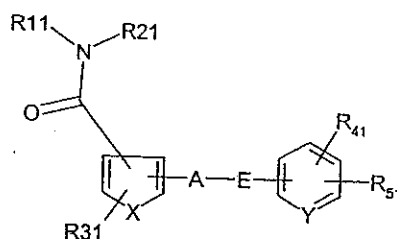
oxide thereof, wherein R2 is ; R3 is hydrogen; and the other variables are as described above for Formula (I).

[27] In a fourth aspect, the present invention is directed to a compound represented by Formula (I), or a pharmaceutically acceptable salt or N-oxide thereof, wherein R2



is ; R3 is C₀₋₄alkyl; and the other variables are as described above for Formula (I).

[28] The present invention is also directed to a method of treating hyperproliferative disorders, including breast cancer, head cancer, or neck cancer, gastrointestinal cancer, leukemia, ovarian, bronchial, lung, or pancreatic cancer, sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma, by administering an effective amount of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof:



(II)

[29] wherein:

[30] R11 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁₋₆alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N-protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

[31] R21 is hydrogen; lower alkyl optionally substituted with hydroxy, aryl or acyl; or cyclo(lower)alkyl;

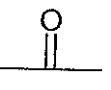
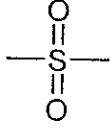
[32] R31 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆cycloalkyloxy;

[33] R₄₁ is hydroxy; halogen; nitro; amino; protected amino; C₁₋₆alkylamino; acyloxy; aminoC₁₋₆alkylamino; N-protected aminoC₁₋₆alkylamino; C₁₋₆alkoxy optionally substituted with hydroxy, aryl, substituted aryl, acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl or guanidino; C₁₋₆alkylthio optionally substituted with acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy, arylsulfonyloxy, arC₁₋₆alkoxy or substituted arC₁₋₆alkoxy; C₁₋₆alkyl substituted with acyl, substituted acyl, amino, lower alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; C₂₋₆alkenyl optionally substituted with acyl; C₂₋₆alkynyl optionally substituted with hydroxy, amino, protected amino,

C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; aminoC₁₋₆alkylsulfonyl; N-protected aminoC₁₋₆alkylsulfonyl; C₁₋₆alkylaminosulfonyl; heterocyclysulfonyl; aminoC₁₋₆alkylsulfinyl; N-protected aminoC₁₋₆alkylsulfinyl; piperidyloxy; or N-protected piperidyloxy;

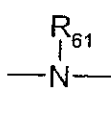
[34] R₅₁ is hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy or halogen;

[35] A is a single bond, O or NH;

[36] E is C₁₋₆alkylene, C₂₋₆alkenylene, ,  ;

[37] or E is a group of the formula -G-J- in which

[38] G is C₁₋₆alkylene and

[39] J is O or , wherein R₆₁ is hydrogen or N-protective group;

[40] X is -CH=CH-, -C=N- or S; and

[41] Y is CH or N.

[42] Compounds of Formula (II) are described in U.S. Patent No. 6,054,457.

[43] In one aspect, the present invention is directed to a method of treating hyperproliferative disorders, including breast cancer, head cancer, or neck cancer, gastrointestinal cancer, leukemia, ovarian, bronchial, lung, or pancreatic cancer, sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma, by administering an effective amount of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof, wherein X is S, and the other variables are as described above for Formula II.

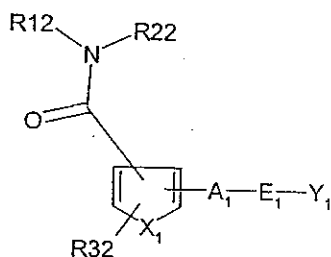
[44] In an embodiment of this aspect, the present invention is directed to a method of treating hyperproliferative disorders, including breast cancer, head cancer, or neck cancer, gastrointestinal cancer, leukemia, ovarian, bronchial, lung, or pancreatic cancer, sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma, by administering an effective amount of a compound represented by Formula II, or a

pharmaceutically acceptable salt thereof, wherein X is S; R11 is optionally substituted aryl; and the other variables are as described above for Formula II.

[45] In another embodiment of this aspect, the present invention is directed to a method of treating hyperproliferative disorders, including breast cancer, head cancer, or neck cancer, gastrointestinal cancer, leukemia, ovarian, bronchial, lung, or pancreatic cancer, sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma, by administering an effective amount of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof, wherein X is S; R11 is optionally substituted heterocyclyl; and the other variables are as described above for Formula II.

[46] In still another embodiment of this aspect, the present invention is directed to a method of treating hyperproliferative disorders, including breast cancer, head cancer, or neck cancer, gastrointestinal cancer, leukemia, ovarian, bronchial, lung, or pancreatic cancer, sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma, by administering an effective amount of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof, wherein X is S, Y is N, and the other variables are as described above for Formula II.

[47] The present invention is also directed to a method of treating hyperproliferative disorders, including breast cancer, head cancer, or neck cancer, gastrointestinal cancer, leukemia, ovarian, bronchial, lung, or pancreatic cancer, sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma, by administering an effective amount of a compound represented by Formula III:



(III)

[48] wherein:

[49] R12 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; protected amino, amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁₋₆alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N-protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

[50] R22 is hydrogen; C₁₋₆alkyl optionally substituted with hydroxy, aryl or acyl; or C₃₋₆cycloalkyl;

[51] R32 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆cycloalkyloxy;

[52] A₁ is a single bond, O, or NH;

[53] E_1 is C_{1-6} alkylene, C_{2-6} alkenylene, $\text{---}\overset{\text{O}}{\parallel}\text{---}$, $\text{---}\overset{\text{O}}{\parallel}\text{S}\text{---}$;

[54] or E_1 is a group of the formula ---G1-J1 in which

[55] G1 is C_{1-6} alkylene or $\text{---}\overset{\text{O}}{\parallel}\text{---}$ and

[56] J1 is O or $\text{---}\overset{\text{R}_{62}}{\underset{|}{\text{N}}}\text{---}$, wherein R_{62} is hydrogen or N-protective group;

[57] X_1 is ---CH=CH--- , ---C=N--- or S; and

[58] Y_1 is aryl optionally substituted with 1-6 independent acyl, protected amino C_{1-6} alkanoyl, protected amino and nitro, amino and nitro or diamino substituents; or Y_1 is a condensed heterocyclyl optionally substituted with 1-6 halogen, acyl, C_{1-6} alkoxy, hydroxy, guanidino, mercapto, acylamino, amino, heterocyclyl, cyanoamino, amino C_{1-6} alkyl(C_{1-6} alkyl)amino, C_{1-6} alkylamino, C_{1-6} alkylamino(C_{1-6} alkylamino), substituted heterocyclyl, C_{1-6} alkylhydrazino, aryloxy, C_{1-6} alkylthio, aryl, protected amino, N-protected C_{1-6} alkylamino(C_{1-6} alkyl)amino, N-protected amino C_{1-6} alkyl(N' - C_{1-6} alkyl)amino, amino C_{1-6} alkyl(N - C_{1-6} alkyl)amino, C_{1-6} alkylamino(C_{1-6} alkyl)(N - C_{1-6} alkyl)amino, or C_{1-6} alkoxy(C_{1-6} alkyl)amino substituents, or a C_{1-6} alkyl substituent further optionally substituted with aryl, ar C_{1-6} alkoxy, cyano, hydroxyimino, mercapto, C_{1-6} alkylamino, acyloxy, halogen, C_{1-6} alkoxy, protected hydroxy, hydroxy, C_{1-6} alkoxyaryl, protected amino, amino, heterocyclyl, or substituted heterocyclyl substituents;

[59] provided that when Y_1 is phenyl optionally substituted with C_{1-6} alkyl or acyl, then

[60] A_1 is a single bond, and

[61] E_1 is $\text{---}\overset{\text{O}}{\parallel}\text{---}\overset{\text{R}_{62}}{\underset{|}{\text{N}}}\text{---}$.

[62] Compounds of Formula (III) are described in U.S. Patent No. 6,316,482.

[63] In one aspect, the present invention is directed to a method of treating hyperproliferative disorders, including breast cancer, head cancer, or neck cancer, gastrointestinal cancer, leukemia, ovarian, bronchial, lung, or pancreatic cancer, sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid

carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma, by administering an effective amount of a compound represented by Formula III, or a pharmaceutically acceptable salt thereof, wherein X_1 is S, and the other variables are as described above for Formula III.

[64] As used herein, "C₀₋₄alkyl" is used to mean an alkyl having 0-4 carbons – that is, 0, 1, 2, 3, or 4 carbons in a straight or branched configuration. An alkyl having no carbon is hydrogen when the alkyl is a terminal group. An alkyl having no carbon is a direct bond when the alkyl is a bridging (connecting) group.

[65] As used herein unless otherwise specified, "alkyl", "alkenyl", and "alkynyl" includes straight or branched configurations. Lower alkyls, alkenyls, and alkynyls have 1-6 carbons. Higher alkyls, alkenyls, and alkynyls have more than 6 carbons.

[66] As used herein unless otherwise specified, the terms "aryl" and "ar" are well known to chemists and include, for example, phenyl and naphthyl, as well as phenyl with one or more short alkyl groups (tolyl, xylyl, mesityl, cumenyl, di(t-butyl)phenyl). Phenyl, naphthyl, tolyl, and xylyl are preferred. "Substituted aryl" is an aryl substituted with suitable substituents such as, for example, acyl, substituted acyl, N-protected piperazinylsulfonyl, piperazinylsulfonyl, N-C₁₋₆alkylpiperazinylsulfonyl, hydroxyC₁₋₆alkyl, heterocyclyl, halogen, nitro, amino, C₁₋₆alkylamino, cyano, or C₁₋₆alkoxy.

[67] As used herein unless otherwise specified, "heterocyclyl" is well known to chemists and contains at least one N, S or O hetero-ring atom, and includes saturated, unsaturated, partially saturated, mono or polycyclic heterocyclic groups such as, for example, pyrrolyl, pyrrolinyl, imidazoyle, pyrazolyl, pyridyl, pyrimidinyl, pyrazinyl, pyridazinyl, triazolyl, tetrazolyl, pyrrolidinyl, imidazolidinyl, piperidyl, piperazinyl, homopiperazinyl, indolyl, isoindolyl, indoliziny, benzimidazolyl, quinolyl, isoquinolyl, imidazopyridyl, indazolyl, benzotriazolyl, tetrazolo-pyridazinyl, pyranyl, furyl, 1H-tetrahydropyranyl, tetrahydrofuranly, thienyl, oxazolyl, isoxazolyl, oxadiazolyl, oxazoliny, morpholiny, benzofuranly, benzoxazolyl, benzoxadiazolyl, thiazolyl, thiadiazolyl, thiazolidinyl, benzothiazolyl, benzothiadiazolyl, benzofuranly, or benzodioxyl and the like. Such heterocyclyls are suitably substituted with lower alkyl or oxo substituents.

[68] As used herein unless otherwise specified, "acyl" includes for example, carboxy, esterified carboxy, carbamoyl, lower alkylcarbamoyl, lower alkanoyl, aroyl, heterocyclylcarbonyl, and the like. Esterified carboxy includes substituted or unsubstituted lower alkoxycarbonyl such as methoxycarbonyl, ethoxycarbonyl, propoxycarbonyl, butoxycarbonyl, t-butoxycarbonyl, hexyloxycarbonyl, 2-iodoethoxycarbonyl, 2,2,2-trichloroethoxycarbonyl, dimethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl; substituted or unsubstituted aryloxycarbonyl such as phenoxycarbonyl, 4-nitrophenoxycarbonyl, 2-naphthyloxycarbonyl; substituted or unsubstituted ar(lower)alkoxycarbonyl such as benzyloxycarbonyl, phenethyloxycarbonyl, benzhydryloxycarbonyl, 4-nitrobenzyloxycarbonyl, 3-methoxy-4-nitrobenzyloxycarbonyl; and N-containing heterocyclyloxycarbonyl such as N-methylpiperidylloxycarbonyl and the like.

[69]

[70] As used herein unless otherwise specified, "halogen" is fluorine, chlorine, bromine or iodine.

[71] As used herein unless otherwise specified, "C₁₋₆alkylhydrazino" may be 2-mono or 2,2-di(C₁₋₆alkyl)hydrazino such as 2-methylhydrazino, 2,2-dimethylhydrazino, 2-ethylhydrazino, 2,2—diethylhydrazino, or the like.

[72] As used herein unless otherwise specified, "C₁₋₆alkylaminoC₁₋₆alkyl" includes, for example, methylaminomethyl, dimethylaminomethyl, dimethylaminoethyl or the like.

[73] "C₁₋₆alkanoyl" includes substituted or unsubstituted alkanoyls such as formyl, acetyl, propionyl, butyryl, isobutyryl, valeryl, isovaleryl, pivaloyl, hexanoyl, trifluoroacetyl or the like.

[74] "aroyl" includes benzoyl, naphthoyl, toluoyl, di(t-butyl)benzoyl and the like.

[75] As used herein unless otherwise specified, "N-protective group" in "protected amino", includes substituted or unsubstituted lower alkanyl (such as, for example, formyl, acetyl, propionyl, trifluoroacetyl), phthaloyl, lower alkoxycarbonyl (such as t-butoxycarbonyl, t-amylloxycarbonyl), substituted or unsubstituted aralkyloxycarbonyl (such as benzyloxycarbonyl, p-nitrobenzyloxycarbonyl), 9-fluorenylmethoxycarbonyl, substituted or unsubstituted arenesulfonyl(benzenesulfonyl, tosyl). Phthaloyl, t-butoxycarbonyl or 9-fluorenylmethoxycarbonyl are preferred.

- [76] As used herein unless otherwise specified, "N-protective group" in "protected guanidino", includes lower alkoxycarbonyl (such as t-butoxycarbonyl, t-amyloxycarbonyl).
- [77] As used herein unless otherwise specified, "hydroxy-protective group" includes substituted or unsubstituted arylmethyl (for example, benzyl, lower alkoxybenzyl), acyl, or substituted silyl (for example, t-butyldiphenylsilyl).
- [78] The above Formulas I, II, and III are shown without a definitive stereochemistry at certain positions. The present invention includes all stereoisomers of Formulas I, II, and III and pharmaceutically acceptable salts thereof. Further, mixtures of stereoisomers as well as isolated specific stereoisomers are also included. During the course of the synthetic procedures used to prepare such compounds, or in using racemization or epimerization procedures known to those skilled in the art, the products of such procedures can be a mixture of stereoisomers.
- [79] The invention also encompasses a pharmaceutical composition that is comprised of a compound of Formula I in combination with a pharmaceutically acceptable carrier.
- [80] Preferably, the composition is comprised of a pharmaceutically acceptable carrier and a non-toxic therapeutically effective amount of a compound of Formula I as described above (or a pharmaceutically acceptable salt or N-oxide thereof).
- [81] Moreover, within this preferred embodiment, the invention encompasses a pharmaceutical composition for the treatment of disease by the inhibition of the c-Kit kinase, which may be a wild-type or mutant form of the protein, comprising a pharmaceutically acceptable carrier and a non-toxic therapeutically effective amount of compound of Formula I as described above (or a pharmaceutically acceptable salt or N-oxide thereof).
- [82] The compounds and compositions of the present invention are effective for treating mammals such as, for example, humans.
- [83] The term "pharmaceutically acceptable salts" refers to salts prepared from pharmaceutically acceptable non-toxic bases or acids. When the compound of the present invention is acidic, its corresponding salt can be conveniently prepared from pharmaceutically acceptable non-toxic bases, including inorganic bases and organic bases. Salts derived from such inorganic bases include aluminum, ammonium, calcium, copper (ic and ous), ferric, ferrous, lithium, magnesium, manganese (ic and ous), potassium, sodium, zinc and the like salts. Particularly preferred are the

ammonium, calcium, magnesium, potassium and sodium salts. Salts derived from pharmaceutically acceptable organic non-toxic bases include salts of primary, secondary, and tertiary amines, as well as cyclic amines and substituted amines such as naturally occurring and synthesized substituted amines. Other pharmaceutically acceptable organic non-toxic bases from which salts can be formed include ion exchange resins such as, for example, arginine, betaine, caffeine, choline, N',N'-dibenzylethylenediamine, diethylamine, 2-diethylaminoethanol, 2-dimethylaminoethanol, ethanolamine, ethylenediamine, N-ethylmorpholine, N-ethylpiperidine, glucamine, glucosamine, histidine, hydrabamine, isopropylamine, lysine, methylglucamine, morpholine, piperazine, piperidine, polyamine resins, procaine, purines, theobromine, triethylamine, trimethylamine, tripropylamine, tromethamine and the like.

[84] When the compound of the present invention is basic, its corresponding salt can be conveniently prepared from pharmaceutically acceptable non-toxic acids, including inorganic and organic acids. Such acids include, for example, acetic, benzenesulfonic, benzoic, camphorsulfonic, citric, ethanesulfonic, fumaric, gluconic, glutamic, hydrobromic, hydrochloric, isethionic, lactic, maleic, malic, mandelic, methanesulfonic, mucic, nitric, pantoic, pantothenic, phosphoric, succinic, sulfuric, tartaric, p-toluenesulfonic acid and the like. Particularly preferred are citric, hydrobromic, hydrochloric, maleic, phosphoric, sulfuric, methanesulfonic, and tartaric acids.

[85] The pharmaceutical compositions of the present invention or used by the methods of the present invention comprise a compound represented by Formula I, II, or III (or a pharmaceutically acceptable salt or N-oxide thereof) as an active ingredient, a pharmaceutically acceptable carrier and optionally other therapeutic ingredients or adjuvants. The compositions include compositions suitable for oral, rectal, topical, and parenteral (including subcutaneous, intramuscular, and intravenous) administration, although the most suitable route in any given case will depend on the particular host, and nature and severity of the conditions for which the active ingredient is being administered. The pharmaceutical compositions may be conveniently presented in unit dosage form and prepared by any of the methods well known in the art of pharmacy.

[86] In practice, the compounds represented by Formula I, or pharmaceutically acceptable salts or N-oxides thereof, of this invention can be combined as the active

ingredient in intimate admixture with a pharmaceutical carrier according to conventional pharmaceutical compounding techniques. The carrier may take a wide variety of forms depending on the form of preparation desired for administration. E.g., oral or parenteral (including intravenous). Thus, the pharmaceutical compositions of the present invention can be presented as discrete units suitable for oral administration such as capsules, cachets or tablets each containing a predetermined amount of the active ingredient. Further, the compositions can be presented as a powder, as granules, as a solution, as a suspension in an aqueous liquid, as a non-aqueous liquid, as an oil-in-water emulsion, or as a water-in-oil liquid emulsion. In addition to the common dosage forms set out above, the compound represented by Formula I, or a pharmaceutically acceptable salt or N-oxide thereof, may also be administered by controlled release means and/or delivery devices. The compositions may be prepared by any of the methods of pharmacy. In general, such methods include a step of bringing into association the active ingredient with the carrier that constitutes one or more necessary ingredients. In general, the compositions are prepared by uniformly and intimately admixing the active ingredient with liquid carriers or finely divided solid carriers or both. The product can then be conveniently shaped into the desired presentation.

[87] Thus, the pharmaceutical compositions of this invention may include a pharmaceutically acceptable carrier and a compound or a pharmaceutically acceptable salt or N-oxide of Formula I, II, or III. The compounds of Formula I, II, or III, or pharmaceutically acceptable salts or N-oxides thereof, can also be included in pharmaceutical compositions in combination with one or more other therapeutically active compounds.

[88] The pharmaceutical compositions of this invention include a pharmaceutically acceptable liposomal formulation containing a compound of Formula I, II, or III or a pharmaceutically acceptable salt or N-oxide thereof.

[89] The pharmaceutical carrier employed can be, for example, a solid, liquid, or gas. Examples of solid carriers include lactose, terra alba, sucrose, talc, gelatin, agar, pectin, acacia, magnesium stearate, and stearic acid. Examples of liquid carriers are sugar syrup, peanut oil, olive oil, and water. Examples of gaseous carriers include carbon dioxide and nitrogen.

[90] In preparing the compositions for oral dosage form, any convenient pharmaceutical media may be employed. For example, water, glycols, oils, alcohols,

flavoring agents, preservatives, coloring agents, and the like may be used to form oral liquid preparations such as suspensions, elixirs and solutions; while carriers such as starches, sugars, microcrystalline cellulose, diluents, granulating agents, lubricants, binders, disintegrating agents, and the like may be used to form oral solid preparations such as powders, capsules and tablets. Because of their ease of administration, tablets and capsules are the preferred oral dosage units whereby solid pharmaceutical carriers are employed. Optionally, tablets may be coated by standard aqueous or nonaqueous techniques.

[91] A tablet containing the composition of this invention may be prepared by compression or molding, optionally with one or more accessory ingredients or adjuvants. Compressed tablets may be prepared by compressing, in a suitable machine, the active ingredient in a free-flowing form such as powder or granules, optionally mixed with a binder, lubricant, inert diluent, surface active or dispersing agent or other such excipient. These excipients may be, for example, inert diluents such as calcium carbonate, sodium carbonate, lactose, calcium phosphate or sodium phosphate; granulating and disintegrating agents, for example, corn starch, or alginic acid; binding agents, for example, starch, gelatin or acacia; and lubricating agents, for example, magnesium stearate, stearic acid or talc. The tablets may be uncoated or they may be coated by known techniques to delay disintegration and absorption in the gastrointestinal tract and thereby provide a sustained action over a longer time. For example, a time delay material such as glyceryl monostearate or glyceryl distearate may be used.

[92] In hard gelatin capsules, the active ingredient is mixed with an inert solid diluent, for example, calcium carbonate, calcium phosphate or kaolin. In soft gelatin capsules, the active ingredient is mixed with water or an oil medium, for example, peanut oil, liquid paraffin or olive oil. Molded tablets may be made by molding in a suitable machine, a mixture of the powdered compound moistened with an inert liquid diluent. Each tablet preferably contains from about 0.05mg to about 5g of the active ingredient and each cachet or capsule preferably containing from about 0.05mg to about 5g of the active ingredient.

[93] For example, a formulation intended for the oral administration to humans may contain from about 0.5mg to about 5g of active agent, compounded with an appropriate and convenient amount of carrier material, which may vary from about 5 to about 95 percent of the total composition. Unit dosage forms will generally contain

between from about 1mg to about 2g of the active ingredient, typically 25mg, 50mg, 100mg, 200mg, 300mg, 400mg, 500mg, 600mg, 800mg, or 1000mg.

[94] Pharmaceutical compositions of the present invention suitable for parenteral administration may be prepared as solutions or suspensions of the active compounds in water. A suitable surfactant can be included such as, for example, hydroxypropylcellulose. Dispersions can also be prepared in glycerol, liquid polyethylene glycols, and mixtures thereof in oils. Further, a preservative can be included to prevent the detrimental growth of microorganisms.

[95] Pharmaceutical compositions of the present invention suitable for injectable use include sterile aqueous solutions or dispersions. Furthermore, the compositions can be in the form of sterile powders for the extemporaneous preparation of such sterile injectable solutions or dispersions. In all cases, the final injectable form must be sterile and must be effectively fluid for easy syringability. The pharmaceutical compositions must be stable under the conditions of manufacture and storage; thus, preferably should be preserved against the contaminating action of microorganisms such as bacteria and fungi. The carrier can be a solvent or dispersion medium containing, for example, water, ethanol, polyol (e.g., glycerol, propylene glycol and liquid polyethylene glycol), vegetable oils, and suitable mixtures thereof.

[96] Pharmaceutical compositions of the present invention can be in a form suitable for topical use such as, for example, an aerosol, cream, ointment, lotion, dusting powder, or the like. Further, the compositions can be in a form suitable for use in transdermal devices. These formulations may be prepared, utilizing a compound represented by Formula I of this invention, or a pharmaceutically acceptable salt or N-oxide thereof, via conventional processing methods. As an example, a cream or ointment is prepared by admixing hydrophilic material and water, together with about 5wt% to about 10wt% of the compound, to produce a cream or ointment having a desired consistency.

[97] Pharmaceutical compositions of this invention can be in a form suitable for rectal administration wherein the carrier is a solid. It is preferable that the mixture forms unit dose suppositories. Suitable carriers include cocoa butter and other materials commonly used in the art. The suppositories may be conveniently formed by first admixing the composition with the softened or melted carrier(s) followed by chilling and shaping in molds.

[98] In addition to the aforementioned carrier ingredients, the pharmaceutical formulations described above may include, as appropriate, one or more additional carrier ingredients such as diluents, buffers, flavoring agents, binders, surface-active agents, thickeners, lubricants, preservatives (including anti-oxidants) and the like. Furthermore, other adjuvants can be included to render the formulation isotonic with the blood of the intended recipient. Compositions containing a compound described by Formula I, or pharmaceutically acceptable salts or N-oxides thereof, may also be prepared in powder or liquid concentrate form.

[99] Generally, dosage levels on the order of from about 0.01mg/kg to about 150mg/kg of body weight per day are useful in the treatment of the above-indicated conditions, or alternatively about 0.5mg to about 10g per patient per day. For example, breast cancer, head and neck cancers, and gastrointestinal cancer such as colon, rectal or stomach cancer may be effectively treated by the administration of from about 0.01 to 100mg of the compound per kilogram of body weight per day, or alternatively about 0.5mg to about 7g per patient per day.

[100] Similarly, leukemia, ovarian, bronchial, lung, and pancreatic cancer may be effectively treated by the administration of from about 0.01 to 100mg of the compound per kilogram of body weight per day, or alternatively about 0.5mg to about 7g per patient per day.

[101] Mastocytosis/ mast cell leukemia, gastrointestinal stromal tumors (GIST), small cell lung carcinoma (SCLC), sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, ovarian carcinoma, adenoid cystic carcinoma, acute myelogenous leukemia (AML), breast carcinoma, pediatric T-cell acute lymphoblastic leukemia, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, and prostate carcinoma may be effectively treated by the administration of from about 0.01 to 100mg of the compound per kilogram of body weight per day, or alternatively about 0.5mg to about 7g per patient per day.

[102] It is understood, however, that the specific dose level for any particular patient will depend upon a variety of factors including the age, body weight, general health, sex, diet, time of administration, route of administration, rate of excretion, drug combination and the severity of the particular disease undergoing therapy.

[103] The compounds of the present invention, or pharmaceutically acceptable salts or N-oxides thereof, can also be effectively administered in conjunction with other

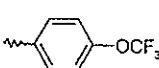
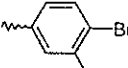
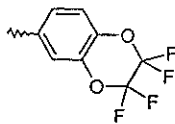
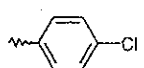
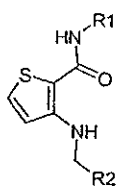
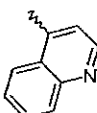
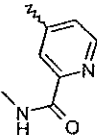
cancer therapeutic compounds. For example, cytotoxic agents and angiogenesis inhibiting agents can be advantageous co-agents with the compounds of the present invention. Accordingly, the present invention includes compositions comprising the compounds represented by Formula I, or a pharmaceutically acceptable salt or N-oxide thereof, and a cytotoxic agent or an angiogenesis-inhibiting agent. The amounts of each can be therapeutically effective alone – in which case the additive effects can overcome cancers resistant to treatment by monotherapy. The amounts of any can also be subtherapeutic – to minimize adverse effects, particularly in sensitive patients.

[104] It is understood that the treatment of cancer depends on the type of cancer. For example, lung cancer is treated differently as a first line therapy than are colon cancer or breast cancer treated. Even within lung cancer, for example, first line therapy is different from second line therapy, which in turn is different from third line therapy. Newly diagnosed patients might be treated with cisplatinum containing regimens. Were that to fail, they move onto a second line therapy such as a taxane. Finally, if that failed, they might get a tyrosine kinase EGFR inhibitor as a third line therapy. Further, The regulatory approval process differs from country to country. Accordingly, the accepted treatment regimens can differ from country to country. Nevertheless, the compounds of the present invention, or pharmaceutically acceptable salts or N-oxides thereof, can be beneficially co-administered in conjunction or combination with other such cancer therapeutic compounds. Such other compounds include, for example, a variety of cytotoxic agents (alkylators, DNA topoisomerase inhibitors, antimetabolites, tubulin binders); inhibitors of angiogenesis; and different other forms of therapies including kinase inhibitors such as Tarceva, monoclonal antibodies, and cancer vaccines. Other such compounds that can be beneficially co-administered with the compounds of the present invention include doxorubicin, vincristine, cisplatin, carboplatin, gemcitabine, and the taxanes. Thus, the compositions of the present invention include a compound according to Formula I, or a pharmaceutically acceptable salt or N-oxide thereof, and an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

[105] The compounds of the present invention, or pharmaceutically acceptable salts or N-oxides thereof, can also be effectively administered in conjunction with other therapeutic compounds, aside from cancer therapy. For example, therapeutic agents effective to ameliorate adverse side-effects can be advantageous co-agents with the compounds of the present invention.

[106] Representative **EXAMPLES** of the present invention are summarized in **Table 1** below:

Table 1

R2	R1			
				
	Ex. 1	Ex. 2	Ex. 3	Ex. 4
	Ex. 11	Ex. 5	Ex. 6	Ex. 7
	Ex. 12	Ex. 9	Ex. 10	Ex. 8

[107]

[108] I. Activated c-Kit Kinase Bench Assay

[109] cDNA encoding the Kit tyrosine kinase domain was isolated from K562 cells and cloned into a baculovirus expression vector for protein expression as a fusion protein with GST (Glutathione S-Transferase) in insect cells. Following purification, the enzyme was incubated with ATP to generate a tyrosine phosphorylated, activated form of the enzyme, which was used in kinase assays to determine the ability of compounds to inhibit phosphorylation of an exogenous substrate by the Kit tyrosine kinase domain.

[110] Phosphorylation of c-Kit protein

[111] The reagents used were as follows:

[112] Column Buffer:

[113] 50mM HEPES pH 7.4125mM NaCl

[114] 10% Glycerol

[115] 1mg/mL BSA

[116] 2mM DTT

[117] 200 μ M NaVO₃

[118] Phosphorylation Buffer:

[119] 50mM HEPES pH 7.4

[120] 125mM NaCl

[121] 24mM MgCl₂

[122] 1mM MnCl₂

[123] 1% Glycerol

[124] 200 μ M NaVO₃

[125] 2mM DTT

[126] 2mM ATP

[127] 75 μ L purified GST-Kit tyrosine kinase protein (approximately 150 μ g) is incubated with 225 μ L phosphorylation buffer for 1h at 30°C. In a cold room, a desalting column (e.g. Pharmacia PD-10 column) is equilibrated using 25mL of column buffer. Phosphorylated protein is applied to the column followed by sufficient column buffer to equal 2.5mL total (in this case 2.2mL). The phosphorylated Kit protein is then eluted with 3.5mL column buffer, and collected into a tube containing 3.5mL glycerol (final concentration of 50% glycerol). After mixing, aliquots are stored at -20°C or -70°C.

[128] Assay of c-Kit kinase activity

[129] Kinase activity is determined in an ELISA-based assay that measures the ability of Kit to phosphorylate an exogenous substrate (poly Glu:Tyr) on tyrosine residues in the presence of ATP. Substrate phosphorylation is monitored by quantitation of the degree of binding of an antibody that recognizes only the phosphorylated tyrosine residues within the substrate following incubation with Kit. The antibody used has a reporter enzyme (e.g. horseradish peroxidase, HRP) covalently attached, such that binding of antibody to the phosphorylated substrate can be determined quantitatively by incubation with an appropriate HRP substrate (e.g. ABTS).

- [130] The stock reagents used are as follows:
- [131] 13.3µg/mL PGT stock solution: Add 66.7µL 10mg/mL PGT to 50mL PBS.
- [132] 1X wash buffer: Dilute 20X wash buffer (KPL #50-63-00) to 1X with H₂O.
- [133] Assay Buffer:
- [134] 50mM Hepes, pH 7.4
- [135] 125mM NaCl
- [136] 24mM MgCl₂
- [137] 1mM MnCl₂
- [138] 1% Glycerol
- [139] 200µM Vanadate –add immediately prior to use
- [140] 2mM DTT – add immediately prior to use
- [141] Assay buffer + ATP: Add 5.8µL of 75mM ATP to 12mL of assay buffer.
- [142] Activated GST-c-kit(TK): Dilute 1:500 in assay buffer.
- [143] Block Buffer:
- [144] PBS containing 0.5% Tween-20, 3% BSA
- [145] 200µM Vanadate – add immediately prior to use
- [146] pY20-HRP:
- [147] Add 6.2µL of a 100µg/mL stock of pY20-HRP to 10mL of block buffer
- [148] ABTS substrate: KPL 3 50-66-06, use as provided
- [149] Assay protocol
- [150] Each well of a 96-well immulon-4 microtitre plate is coated with 75µL of 13.3µg/mL PGT stock solution, incubated overnight at 37°C and washed once with 250µL 1X wash buffer.
- [151] To the negative control wells, 50µL of assay buffer (without ATP) are added, all other wells contain 50µL assay buffer +ATP. To positive and negative control wells, 10µL 5% DMSO is added, other wells contain 10µL of test compounds (at concentrations between 10nM and 100µM) dissolved in 5% DMSO.
- [152] 30µL of activated GST-c-kit are added to initiate the assay, which is incubated at RT for 30min, and then stopped by the addition of 50µL/well of 0.5M EDTA. The plate is washed 3X with 1X wash buffer, and then 75µL of a phospho-tyrosine-specific antibody-HRP conjugate (e.g. pY20-HRP, Calbiochem) in block

buffer are added. The plate is incubated at RT for 2h, and then washed 3X with 1X wash buffer. 100 μ L of ABTS substrate are then added, the plate is incubated at RT for 30min, and the reaction stopped by the addition of 100 μ L of 1% SDS. The reaction is quantitated by measuring the OD at 405/490nm on a microtitre plate reader.

[153] Comparison of the assay signals obtained in the presence of compound with those of controls (in the presence and absence of ATP, with no compound added), allows the degree of inhibition of kinase activity to be determined over a range of compound concentrations. These inhibition values are fitted to a sigmoidal dose-response inhibition curve to determine the IC₅₀ values (i.e. the concentration of compound that reduces the kinase activity to 50% of the control activity).

[154] The compounds of this invention reduced the ability of Kit to phosphorylate poly(Glu:Tyr) in the above assay, thus demonstrating direct inhibition of the c-Kit receptor tyrosine kinase activity. IC₅₀ values in this assay were between 9nM and 388nM.

[155] The compounds of the present invention surprisingly and unexpectedly demonstrated better activity inhibiting c-Kit according to the above assay than the nearest similar thiophene compounds in the art (IC₅₀ values in this assay of the compounds of this invention were less than the IC₅₀ values in this assay of the known nearest thiophene compounds). Further, the compounds of the present invention surprisingly and unexpectedly are more stable chemically than many of their respective regioisomers.

[156] EXPERIMENTAL

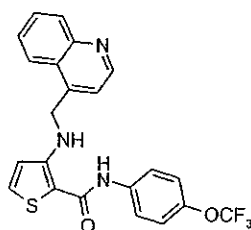
[157] The **EXAMPLES** of the present invention were prepared according to the following procedures:

[158] Referring to the scheme shown below for **EXAMPLE 1**, anilides of type 3 may be prepared directly from esters such as compound 1 under Weinreb amidation conditions, whereby said esters are reacted with anilines as exemplified by compound 2 in the presence of alkyl aluminum reagents such as (but not limited to) trimethylaluminum or chlorodimethylaluminum in a neutral solvent such as toluene or dichloromethane (*Synthetic Communications*, (1982), 12, 989).

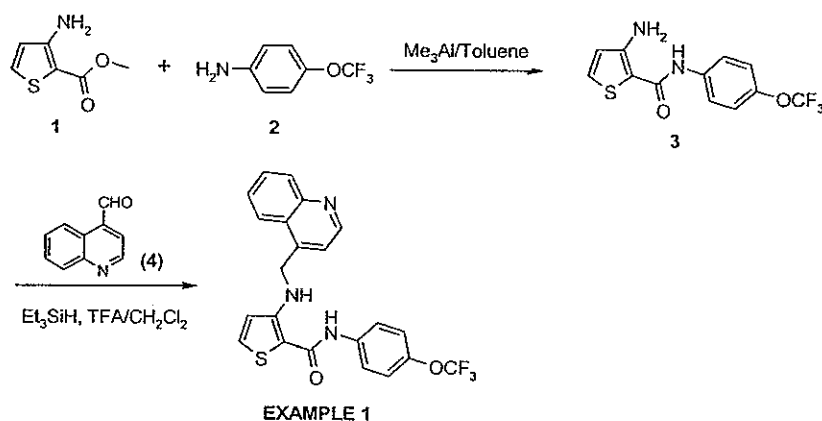
[159] Compounds such as 3 bearing a primary amino functionality may then be reacted with aldehydes under reducing conditions to give secondary amines such as **EXAMPLE 1** – for example in the presence of a mixture of triethylsilane and trifluoroacetic acid, or other reagents such as (but not limited to) sodium cyanoborohydride, sodium triacetoxyborohydride, sodium borohydride and hydrogen.

EXAMPLE 1

N-(4-trifluoromethoxyphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide



[160] **EXAMPLE 1** was prepared by the following procedure:



[161] Part 1:

[162] *N*-(4-trifluoromethoxyphenyl) 3-Aminothiophene-2-carboxamide: To a stirred solution of 4-trifluoromethoxyaniline (7.8g, 44.5mmol) in toluene (50mL) under nitrogen was added trimethylaluminum (2M in toluene, 26.7mL, 53.4mmol). The mixture was stirred at RT for 16h. Methyl 3-amino-2-thiophenecarboxylate (7g, 44.5mmol) was added and the resulting solution was stirred at reflux (oil bath temperature: 130°C) under nitrogen for 24h. After cooling to RT, saturated sodium bicarbonate solution (100mL) was added dropwise with caution and the mixture was stirred at RT for 30min. The product was extracted into dichloromethane (3 x 100mL), and the organic layer was dried over Na₂SO₄, and concentrated to yield a

thick oil, which was then triturated with a mixture of hexane/ethyl acetate to afford *N*-(4-trifluoromethoxyphenyl) 3-Aminothiophene-2-carboxamide as a brown solid. ¹H-NMR (400MHz/CD₃OD): δ = 6.65 (d, *J* = 5.6 Hz, 1 H), 7.23 (d, *J* = 8.4 Hz, 2 H), 7.39 (d, *J* = 5.2 Hz, 1 H), 7.67 (d, *J* = 9.2 Hz, 2 H). MS (ES⁺): 303 [MH⁺].

[163] Part 2:

[164] *N*-(4-trifluoromethoxyphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide: A solution of *N*-(4-trifluoromethoxyphenyl) 3-aminothiophene-2-carboxamide (1g, 3.31mmol) and quinoline-4-carboxaldehyde (347mg, 2.21mmol) in trifluoroacetic acid:dichloromethane (1:1, 30mL) was heated at reflux for 2h under nitrogen. The reaction was cooled to RT and triethylsilane (0.71mL, 4.42mmol) was added. The resulting solution was then stirred at reflux for 16h under nitrogen. After cooling to RT, the reaction mixture was evaporated under reduced pressure and the residue was partitioned between ethyl acetate (3 x 100 mL) and saturated sodium bicarbonate solution (50mL). The organic layers were dried over Na₂SO₄, filtered, and concentrated. The residue was purified by silica gel chromatography (20–30% ethyl acetate in hexane) to give **EXAMPLE 1** as a light yellow solid, mp: 168–170°C. ¹H-NMR (400MHz/CDCl₃): δ = 5.01 (d, *J* = 6.2 Hz, 2 H), 6.56 (d, *J* = 5.4 Hz, 1 H), 7.12 (s, 1 H), 7.22 (d, *J* = 8.7 Hz, 2 H), 7.25 (s, 1 H), 7.44 (d, *J* = 4.3 Hz, 1 H), 7.58 (d, *J* = 9.0 Hz, 2 H), 7.62 (t, *J* = 8.2 Hz, 1 H), 7.76 (t, *J* = 8.3 Hz, 1 H), 8.02 (d, *J* = 7.5 Hz, 2 H), 8.17 (d, *J* = 8.3 Hz, 1 H), 8.86 (d, *J* = 4.5 Hz, 1 H). MS (ES⁺): 444 [MH⁺]. ¹³C-NMR (400MHz/CDCl₃): δ = 45.9, 101.4, 117.9, 118.9, 119.5, 121.9, 122.0, 122.6, 126.5, 127.2, 129.1, 129.7, 130.6, 136.8, 144.5, 145.4, 148.3, 150.7, 155.9, 163.8. Anal. Calcd for C₂₂H₁₆F₃N₃O₂S: C, 59.59; H, 3.64; N, 9.48; F, 12.85; S, 7.23. Found: C, 59.59; H, 3.67; N, 9.46; F, 13.01; S, 7.23.

EXAMPLE 2

N-(4-bromo-3-methylphenyl) 3-[(Quinolin-4-ylmethyl)amino]thiophene-2-carboxamide

[165] **EXAMPLE 2** was prepared according to the procedure described above for **EXAMPLE 1**, using 4-bromo-3-methylaniline instead of 4-trifluoromethoxyaniline. MS (ES⁺): 452, 454 [MH⁺]

EXAMPLE 3

N-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(Quinolin-4-ylmethyl)amino]thiophene-2-carboxamide

[166] **EXAMPLE 3** was prepared according to the procedure described above for **EXAMPLE 1**, using 6-amino-2,2,3,3-tetrafluorobenzodioxan instead of 4-trifluoromethoxyaniline. MS (ES⁺): 490 [MH⁺]

EXAMPLE 4

N-(4-chlorophenyl) 3-[(Quinolin-4-ylmethyl)amino]thiophene-2-carboxamide

[167] **EXAMPLE 4** was prepared according to the procedure described above for **EXAMPLE 1**, using 4-chloroaniline instead of 4-trifluoromethoxyaniline. MS (ES⁺): 394, 396 [MH⁺]

EXAMPLE 5

4-{{2-(4-Bromo-3-methylphenyl)carbamoyl}thiophen-3-ylamino}methyl}pyridine-2-carboxylic acid methylamide

[168] To a stirred solution of *N*-(4-bromo-3-methylphenyl) 3-aminothiophene-2-carboxamide (1equiv, prepared as described above for **EXAMPLE 1, part 1**, using 4-bromo-3-methylaniline instead of 4-trifluoromethoxyaniline) in THF at 0°C in an open flask, was added 2-(*N*-methylcarbamoyl)pyridine-4-carboxaldehyde (prepared as described in International Patent Publication No. WO 01/23375) (1.1equiv) in THF and 4M H₂SO₄ (0.1equiv) and the mixture was stirred for 30min at 0°C. Sodium borohydride (1equiv) was added portionwise and the mixture was allowed to warm to RT and stirred for 2h. Water was then added, the mixture was basified to pH 12 with 2M sodium hydroxide solution, and the resulting product was extracted into ethyl acetate. The combined extracts were washed with water followed by brine, dried (MgSO₄), filtered and concentrated *in vacuo* to afford a yellow semisolid, which was purified by column chromatography eluting with a 95:5 mixture of hexane:ethyl acetate increasing gradually to a 50:50 mixture. MS (ES⁺): 459, 461 [MH⁺]

EXAMPLE 6

4-{{[2-(2,2,3,3-Tetrafluorobenzodioxan-6-ylcarbamoyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide

[169] **EXAMPLE 6** was prepared according to the procedure described above for **EXAMPLE 5**, using *N*-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-aminothiophene-2-carboxamide (prepared as described above for **EXAMPLE 1, part 1**, using 6-amino-2,2,3,3-tetrafluorobenzodioxan instead of 4-trifluoromethoxyaniline). MS (ES⁺): 497 [MH⁺]

EXAMPLE 7

4-{{[2-(4-Chlorophenylcarbamoyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide

[170] **EXAMPLE 7** was prepared according to the procedure described above for **EXAMPLE 5**, using *N*-(4-chlorophenyl) 3-aminothiophene-2-carboxamide (prepared as described above for **EXAMPLE 1, part 1**, using 4-chloroaniline instead of 4-trifluoromethoxyaniline). MS (ES⁺): 401, 403 [MH⁺]

EXAMPLE 8

N-(4-chlorophenyl) 3-[(1H-Pyrrolo[2,3-b]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide

[171] **Part 1:**

[172] **7-Azaindole-3-carboxaldehyde:** Phosphorus oxychloride (36.5mL) was added dropwise to cooled solution of DMF (40mL) while maintaining the temperature below 10°C. The resulting solution was further cooled to 5°C and a solution of 7-azaindole in DMF (40mL) was added slowly over 30-40min, maintaining the temperature below 25°C. The mixture was heated at 95°C for 48h then cooled to 35°C and added cautiously with stirring over an hour to a cooled solution of saturated aqueous sodium bicarbonate solution (800mL). The mixture was extracted with ethyl acetate (4x500mL) and the combined extracts washed with water (500mL) and brine (500mL), then dried (MgSO₄), filtered and concentrated *in vacuo* to afford a dark brown semi-solid. This crude product was purified using column chromatography eluting with a 50:50 mixture of ethyl acetate:hexane, gradually increasing to 90:10

mixture. ¹H-NMR (400MHz/D₆-DMSO): δ = 7.25 (m, 1H), 8.38 (m, 2H), 8.42 (s, 1H), 9.92 (s, 1H), 12.62 (br.s, 1H). MS (ES⁺): 147 [MH⁺].

[173] Part 2:

[174] *N*-(4-chlorophenyl) 3-[(1H-Pyrrolo[2,3-b]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide: Prepared according to the procedure described in **EXAMPLE 5** using *N*-(4-chlorophenyl) 3-aminothiophene-2-carboxamide (prepared as described in **EXAMPLE 1, part 1**, using 4-chloroaniline instead of 4-trifluoromethoxyaniline) and 7-azaindole-3-carboxaldehyde (**EXAMPLE 8, part 1**) instead of 2-(*N*-methylcarbamoyl)pyridine-4-carboxaldehyde. MS (ES⁺): 383, 385 [MH⁺]

EXAMPLE 9

N-(4-bromo-3-methylphenyl) 3-[(1H-Pyrrolo[2,3-b]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide

[175] **EXAMPLE 9** was prepared according to the procedure described in **EXAMPLE 5** using *N*-(4-bromo-3-methylphenyl) 3-aminothiophene-2-carboxamide (prepared as described in **EXAMPLE 1, part 1**, using 4-bromo-3-methylaniline instead of 4-trifluoromethoxyaniline) and 7-azaindole-3-carboxaldehyde (**EXAMPLE 8, part 1**) instead of 2-(*N*-methylcarbamoyl)pyridine-4-carboxaldehyde. MS (ES⁺): 441, 443 [MH⁺]

EXAMPLE 10

N-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(1H-Pyrrolo[2,3-b]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide

[176] **EXAMPLE 10** was prepared according to the procedure described in **EXAMPLE 5** using *N*-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-aminothiophene-2-carboxamide (prepared as described in example 1 part 1, using 6-amino-2,2,3,3-tetrafluorobenzodioxan instead of 4-trifluoromethoxyaniline) and 7-azaindole-3-carboxaldehyde (**EXAMPLE 8, part 1**) instead of 2-(*N*-methylcarbamoyl)pyridine-4-carboxaldehyde. MS (ES⁺): 479 [MH⁺]

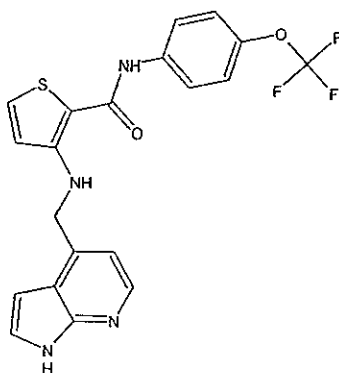
EXAMPLE 11

N-{[2-(4-Trifluoromethoxyphenylcarbamoyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide

[177] **EXAMPLE 11** was prepared according to the procedure described above for **EXAMPLE 5** using *N*-(4-trifluoromethoxyphenyl) 3-aminothiophene-2-carboxamide (prepared as described above for **EXAMPLE 1**). MS (ES⁺): 451 [MH⁺]

EXAMPLE 13

N-(4-Trifluoromethoxy)phenyl-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide



[178] **Part 1:**

[179] **4-Chloro-1*H*-pyrrolo[2,3-*b*]pyridine:** 1*H*-Pyrrolo[2,3-*b*]pyridine 7-oxide was added slowly to 200 mL POCl₃ and the resulting mixture stirred at 80 °C overnight. The excess POCl₃ was then removed *in vacuo* and the residue treated with 500 mL H₂O and basified with saturated K₂CO₃ (aq), prior to extraction with EtOAc (2 × 300 mL). The combined extracts were washed with water and brine, dried over anhydrous sodium sulfate and concentrated *in vacuo* to give 4-Chloro-1*H*-pyrrolo[2,3-*b*]pyridine (12.9 g, 76%). MS (ES⁺): 153 [MH⁺].

[180] **Part 2:**

[181] **4-Iodo-1*H*-pyrrolo[2,3-*b*]pyridine:** To a solution of 4-Chloro-1*H*-pyrrolo[2,3-*b*]pyridine (12.9 g, 84.3 mmol) and NaI (40 g, 168 mmol) in acetonitrile (150 mL) was slowly added acetyl chloride (12.6 mL, 176 mmol). The mixture was allowed to stir at 80 °C for 4 days, and then the excess acetonitrile was removed *in vacuo*. 300 mL of 10% K₂CO₃ (aq) was added to the residue and the mixture extracted with CH₂Cl₂ (3 × 100 mL). The combined organic extracts were washed with 10% sodium bisulfite (aq) and brine, dried over anhydrous sodium sulfate and concentrated

in vacuo to give crude product (22.2 g). To a solution of this crude product in THF (150 mL) was added 1M NaOH (100 mL). The mixture was stirred at room temperature for 2 hr prior to evaporation of the solvent *in vacuo*, dilution with water and extraction with CH₂Cl₂. The extracts were washed with brine, dried over anhydrous sodium sulfate and concentrated *in vacuo*. The resulting brown solid was purified by chromatography over silica gel and recrystallized from acetonitrile to give pure 4-Iodo-1*H*-pyrrolo[2,3-*b*]pyridine (9.75 g, 48%). MS (ES⁺): 245 [MH⁺].

[182] Part 3:

[183] 1*H*-Pyrrolo[2,3-*b*]pyridine-4-carbonitrile: To a solution of (4.7 g, 19.3 mmol) of 4-Iodo-1*H*-pyrrolo[2,3-*b*]pyridine in degassed DMF (25 mL) was added Pd₂(dba)₃ (10 mg), dppf (15 mg), degassed H₂O (2 mL) and Zn(CN)₂ (1.4 g, 11.6 mmol). The mixture was stirred at 90 °C under nitrogen for 20 hr, then cooled to 70 °C and 75 mL of a 4:1:4 mixture of saturated NH₄Cl: NH₄OH: H₂O was added. The mixture was stirred at 5 °C for 20 min. and the resulting precipitate filtered off, washed with 75 mL 4:1:5 mixture of saturated NH₄Cl: NH₄OH: H₂O, 500 mL H₂O and 100 mL toluene, then dried *in vacuo* to give 2.06 g (74%) 1*H*-Pyrrolo[2,3-*b*]pyridine-4-carbonitrile. MS (ES⁺): 143 [MH⁺]. ¹H NMR (DMSO-*d*₆, 400 MHz): δ 6.65 (d, 1H, *J* = 3.2), 7.56 (d, 1H, *J* = 4.8Hz), 7.84 (d, 1H, *J* = 4.0Hz), 8.40 (d, 1H, *J* = 4.8Hz).

[184] Part 4:

[185] 1*H*-Pyrrolo[2,3-*b*]pyridine-4-carboxaldehyde: To a solution of (200 mg, 1.4 mmol) of 1*H*-Pyrrolo[2,3-*b*]pyridine-4-carbonitrile in THF (7 mL) at -78 °C under nitrogen was added Dibal-H (1.0 M in toluene, 3.07 mL, 3.07 mmol). The reaction mixture was stirred at -78 °C for 1 hr, warmed to 55 °C and stirred for additional 2 hr. One additional equivalent of DIBAL-H (1.4 mL, 1.4 mmol) was added and the mixture stirred at 55 °C for 2 hr. The mixture was cooled to 5 °C, acidified with 2 M HCl and stirred for 15 min. The mixture was then neutralized with saturated NaHCO₃ (aq), extracted with CH₂Cl₂ (5 × 25 mL), washed with brine, dried over anhydrous sodium sulfate and concentrated *in vacuo* to give 1*H*-Pyrrolo[2,3-*b*]pyridine-4-carboxaldehyde (107 mg, 52%). MS (ES⁺): 146 [MH⁺]. ¹H NMR (DMSO-*d*₆, 400 MHz): δ 7.22 (d, 1H, *J* = 3.6Hz), 7.57 (d, 1H, *J* = 4.8Hz), 7.67 (d, 1H, *J* = 2.4Hz), 8.61 (d, 1H, *J* = 5.2Hz), 10.42 (s, 1H).

[186] Part 5:

[187] **Methyl 3-[(1H-Pyrrolo[2,3-b]pyridin-4-ylmethyl)amino]thiophene-2-carboxylate:** A solution of 3-aminothiophene-2-carboxylic acid methyl ester (110 mg, 0.701 mmol), and 1H-Pyrrolo[2,3-b]pyridine-4-carboxaldehyde (107 mg, 0.736 mmol) in TFA/CH₂Cl₂ (2mL/2mL) was stirred at 50 °C for 3 hr. The solution was cooled to 0 °C and triethylsilane (0.224 mL, 1.40 mmol) was added dropwise. The mixture was then stirred at 50 °C for 4 hr and treated with 2 N NaOH (aq)(to pH 6) and then saturated NaHCO₃ (aq)(to pH 8). The organic layer was separated and the aqueous layer was extracted with CH₂Cl₂ (3 × 10mL). The organic extracts were combined, washed with brine, dried over anhydrous sodium sulfate and concentrated *in vacuo*. The residue was purified by chromatography over silica gel (gradient of 20% EtOAc/Hexanes to 70% EtOAc/Hexanes) to yield methyl 3-[(1H-Pyrrolo[2,3-b]pyridin-4-ylmethyl)amino]thiophene-2-carboxylate (98 mg, 49 %). MS (ES⁺): 287 [MH⁺]. ¹H NMR (DMSO-*d*₆, 400 MHz): δ 3.75 (s, 3H), 4.84 (d, 2H, *J* = 4.4Hz), 6.74 (dd, 1H, *J* = 2.8 Hz & 2.0 Hz), 6.70 (d, 1H, *J* = 5.6 Hz), 7.01 (d, 1H, *J* = 4.8 Hz), 7.51 (t, 1H, *J* = 2.4 Hz), 7.61 (d, 1H, *J* = 5.2 Hz), 8.18 (d, 1H, *J* = 4.8 Hz).

[188] **Part 6:**

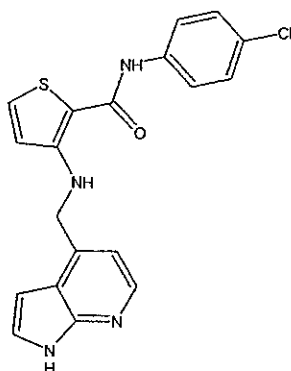
[189] ***N*-(4-Trifluoromethoxy)phenyl-3-[(1H-pyrrolo[2,3-b]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide:** To a solution of 4-trifluoromethoxyaniline (0.381 mL, 1.74 mmol) in anhydrous toluene (5 mL) was added AlMe₃ (2.0 M in toluene, 0.520 mL, 1.4 mmol) and the solution was stirred at RT overnight. Methyl 3-[(1H-Pyrrolo[2,3-b]pyridin-4-ylmethyl)amino]thiophene-2-carboxylate (100 mg, 0.348 mmol) was added and the mixture was stirred at 130 °C overnight prior to cooling to room temperature and treatment with 15 mL of saturated NaHCO₃ (aq). After stirring for 1 hr the mixture was filtered, the filtrate layers separated, and the aqueous layer was extracted with CH₂Cl₂ (3 × 10 mL). The isolated solid was dissolved in 15 mL CH₂Cl₂ and all of the organic solutions (toluene and CH₂Cl₂) were combined, washed with brine, dried over anhydrous sodium sulfate and concentrated *in vacuo*. The residue was purified by chromatography over silica gel (gradient of 20% EtOAc/Hexanes to 50% EtOAc/Hexanes) to yield *N*-(4-Trifluoromethoxy)phenyl-3-[(1H-pyrrolo[2,3-b]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide (93 mg, 62%). MS (ES⁺): 432 [MH⁺]. ¹H NMR (DMSO-*d*₆, 400 MHz): δ 4.81 (d, 2H, *J* = 6.4Hz), 6.62 (dd, 1H, *J* = 3.6 & 1.6 Hz), 6.78 (d, 1H, *J* = 5.6 Hz), 6.99 (d, 1H, *J* = 4.8 Hz), 7.31 (d, 2H, *J* = 8.8 Hz), 7.45 (dd, 1H, *J* = 2.8 & 3.2

Hz), 7.59 (d, 1H, $J = 5.6$ Hz, 1H), 7.79 (ddd, 2H, $J = 8.8, 3.2$ & 2.0 Hz), 8.08 (t, 1H, $J = 6.4$ Hz), 8.15 (d, 1H, $J = 4.8$ Hz), 9.54 (s, 1H).

[190] The following analogues were prepared using methyl 3-[(1H-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxylate (**EXAMPLE 13, part 5**) and the appropriate aniline, according to the procedure described above for **EXAMPLE 13, part 6**.

EXAMPLE 14

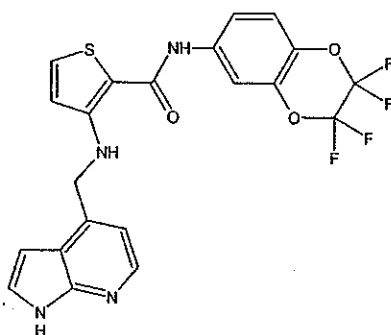
N-(4-chlorophenyl)-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide: (5.1 mg, 4%). MS (ES⁺): 383 [MH⁺].



[191]

EXAMPLE 15

3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide: (19.4 mg, 16%). MS (ES⁺): 479 [MH⁺].

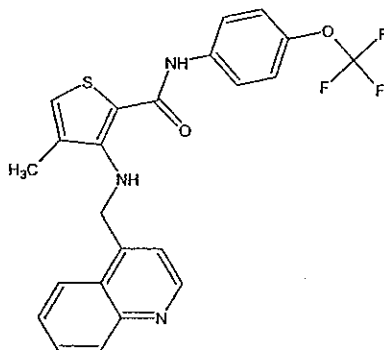


[192]

[193]

EXAMPLE 16

4-Methyl-*N*-(4-trifluoromethoxyphenyl)phenyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide:

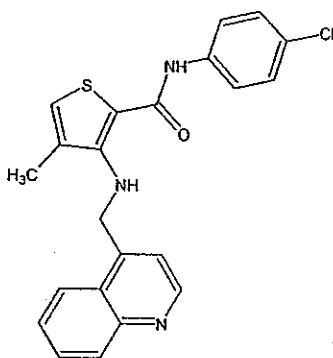


[194] Prepared according to the procedure described for **EXAMPLE 13, parts 5** and **6**, utilizing methyl 3-amino-4-methylthiophene-2-carboxylate, quinoline-4-carboxaldehyde and 4-(trifluoromethoxy)aniline as starting materials. MS (ES⁺): 458 [MH⁺], 459 [MH²⁺]. ¹H NMR (CDCl₃, 400 MHz): δ 2.15 (d, 3H, *J* = 1.2 Hz), 5.01 (d, 2H, *J* = 7.2 Hz), 6.98 (d, 1H, *J* = 1.2 Hz), 7.17–7.24 (m, 3H), 7.51–7.54 (m, 3H), 7.58 (ddd, 1H, *J* = 8.0, 6.4, 1.2 Hz), 7.74 (ddd, 1H, *J* = 8.0, 6.8, 1.2 Hz), 7.86 (bs, 1H), 7.97 (dd, 1H, *J* = 8.8, 0.8 Hz), 8.16 (d, 1H, *J* = 8.0 Hz), 8.89 (d, 1H, *J* = 4.8 Hz).

[195] The following examples were prepared similarly, utilising the appropriate aniline in each case.

EXAMPLE 17

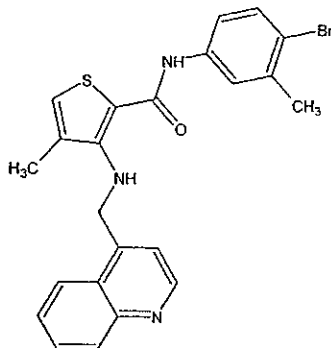
N-(4-chlorophenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide: MS (ES⁺): 408, 410 [MH⁺]



[196]

EXAMPLE 18

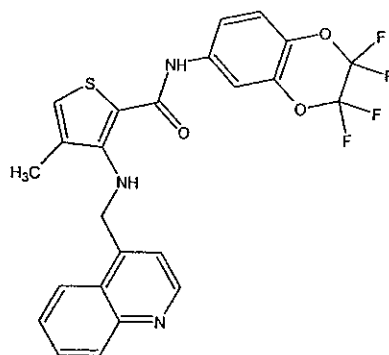
N-(4-bromo-3-methylphenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide: MS (ES⁺): 467, 469 [MH⁺]



[197]

EXAMPLE 19

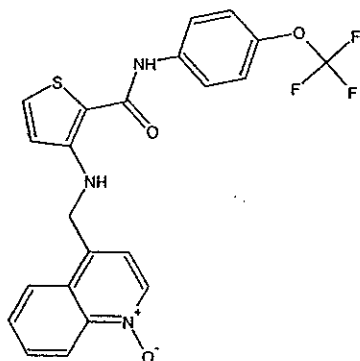
4-Methyl-3-[(quinolin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide: MS (ES⁺): 503 [MH⁺]



[198]

EXAMPLE 20

3-[[[(1-oxidoquinolin-4-yl)methyl]amino]-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide



[199]

[200]

[201] Part 1:**[202] Quinolin-4-ylmethanol**

[203] A solution of quinoline-4-carbaldehyde (0.50 g, 3.24 mmol) dissolved in methanol (5 mL) was cooled to 0 °C. Sodium borohydride (0.11 g, 2.91 mmol) was then added portion-wise. After 1 h of stirring at 0 °C, 2M HCl (aq) was added drop-wise until pH~5. The methanol was then evaporated *in vacuo* and the aqueous phase was neutralized by addition of saturated aqueous NaHCO₃. The aqueous solution was extracted with CH₂Cl₂ (3×) and the combined organic extracts were washed with saturated NaHCO₃ (aq) and brine. The organic solution was dried over Na₂SO₄, filtered, and concentrated *in vacuo* to yield quinolin-4-ylmethanol as a yellow solid. MS (ES⁺): 160 [MH⁺]. ¹H NMR (CDCl₃, 400 MHz): δ 2.41 (bs, 1H), 5.25 (bs, 2H), 7.55 (ddd, *J* = 4.4, 1.2, 1.2 Hz, 1H), 7.58 (ddd, *J* = 8.4, 7.2, 1.2 Hz, 1H), 7.73 (ddd, *J* = 8.4, 6.8, 1.6 Hz, 1H), 7.97 (ddd, *J* = 8.4, 1.2, 0.4 Hz, 1H), 8.14 (ddd, *J* = 8.0, 1.2, 0.4 Hz, 1H), 8.90 (d, *J* = 4.4 Hz, 1H).

[204]

[205] Part 2:**[206] (1-Oxidoquinolin-4-yl)methanol**

[207] To a solution of quinolin-4-ylmethanol (0.20 g, 1.26 mmol) dissolved in CH₂Cl₂ (10 mL), which was cooled to 0 °C, was added *m*-chloroperbenzoic acid (57-86% w/w in H₂O, 0.50 mg) in one portion. The reaction was allowed to slowly warm to room temperature while stirring. After 17.5 h, the resulting solid was filtered and washed with CH₂Cl₂ to yield (1-oxidoquinolin-4-yl)methanol as a white solid. MS (ES⁺): 176 [MH⁺].

[208]

[209] Part 3:**[210] Quinoline-4-carbaldehyde 1-oxide**

[211] To a vigorously stirring suspension of (1-oxidoquinolin-4-yl)methanol (0.10 g, 0.57 mmol) in acetonitrile (10 mL) was added Dess-Martin periodinane (0.47 g, 0.63 mmol). After 1 h, 2M NaOH (aq, 2 mL) and ethyl acetate (105 mL) were added and the reaction was stirred for 5 min. The layers were then separated and the organic phase was washed with saturated NaHCO₃ (aq), brine, and dried over MgSO₄, filtered, and concentrated *in vacuo* to a light yellow solid. MS (ES⁺): 174 [MH⁺].

[212] (This intermediate may also be prepared as described in *Heterocycles* (2003), 60(4), 953).

[213]

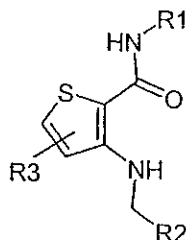
[214] Part 4:

[215] 3-{[(1-Oxidoquinolin-4-yl)methyl]amino}-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide

[216] A solution of quinoline-4-carboxaldehyde 1-oxide (0.12 g, 0.69 mmol), 3-amino-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide (0.21 g, 0.69 mmol), dichloromethane (2ml) and trifluoroacetic acid (2 ml) was heated at 50°C for 2hr, then cooled to room temperature, treated with triethylsilane (0.22 ml, 1.38 mmol) and stirred at 50°C for another 2h. After this time the mixture was diluted with water (40 ml), basified (pH 9) with 2M NaOH (aq) and extracted with ethyl acetate (3×20 ml). The extracts were washed with water (30 ml) and brine (30 ml), then dried (MgSO₄) and concentrated *in vacuo* to give crude product. This material was chromatographed over silica gel eluting with 15% acetonitrile/CH₂Cl₂, and the isolated product further purified by crystallization from acetonitrile to give 3-{[(1-oxidoquinolin-4-yl)methyl]amino}-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide. MS (ES⁺): 460 [MH⁺]. ¹H NMR (DMSO-*d*₆, 400 MHz): δ 5.00 (s, 2 H), 6.87 (d, *J* = 5.6 Hz, 1H), 7.25–7.40 (m, 3H), 7.65 (d, *J* = 5.3 Hz, 1H), 7.73–7.91 (m, 4 H), 8.04 (t, *J* = 6.4 Hz, 1H), 8.30 (d, *J* = 7.1 Hz, 1H), 8.56 (d, *J* = 6.3 Hz, 1H), 8.61 (d, *J* = 8.3 Hz, 1 H), 9.60 (s, 1H).

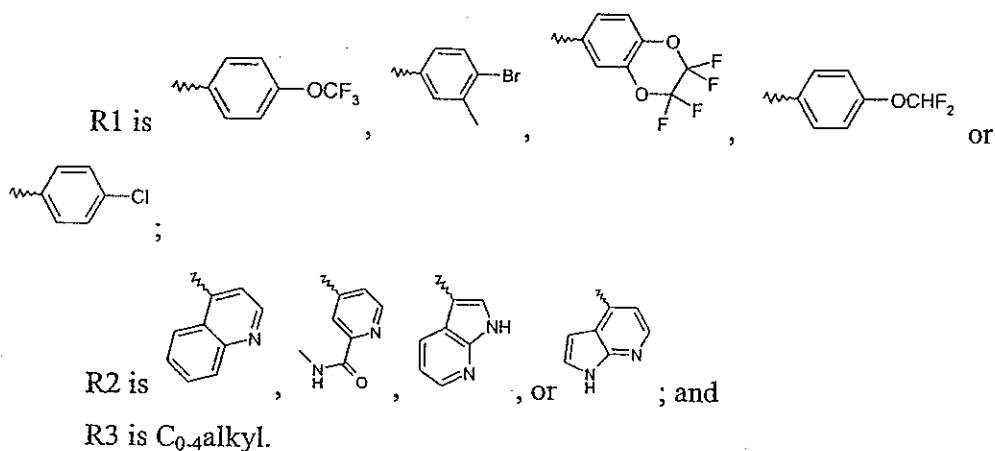
WHAT IS CLAIMED IS:

1. A compound represented by Formula (I):

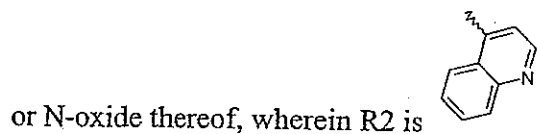


(I)

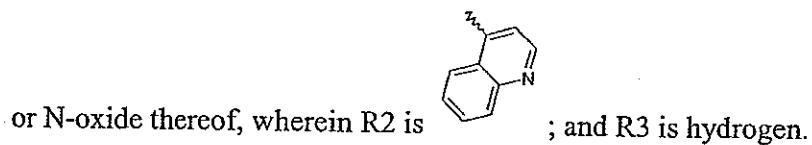
or a pharmaceutically acceptable salt or N-oxide thereof, wherein



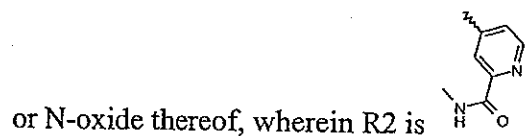
2. The compound according to claim 1, or a pharmaceutically acceptable salt



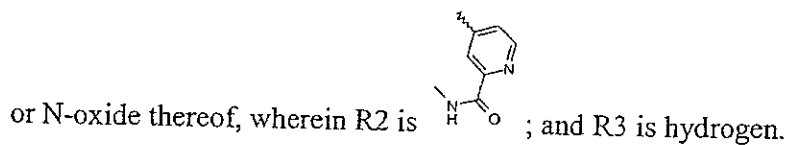
3. The compound according to claim 1, or a pharmaceutically acceptable salt



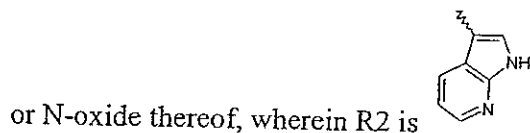
4. The compound according to claim 1, or a pharmaceutically acceptable salt



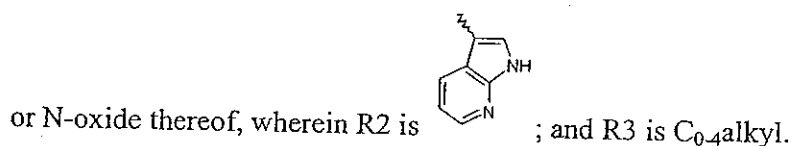
5. The compound according to claim 1, or a pharmaceutically acceptable salt



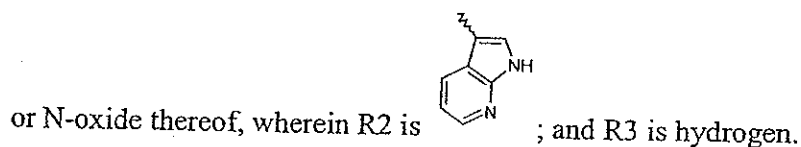
6. The compound according to claim 1, or a pharmaceutically acceptable salt



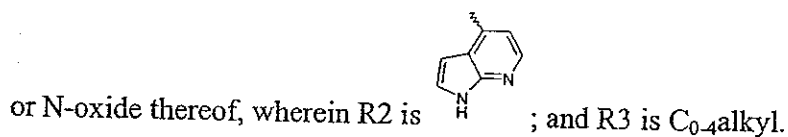
7. The compound according to claim 1, or a pharmaceutically acceptable salt



8. The compound according to claim 1, or a pharmaceutically acceptable salt



9. The compound according to claim 1, or a pharmaceutically acceptable salt



10. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and a pharmaceutically acceptable carrier.

11. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof; and an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

12. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and a cytotoxic cancer therapeutic agent.

13. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and an angiogenesis inhibiting cancer therapeutic agent.

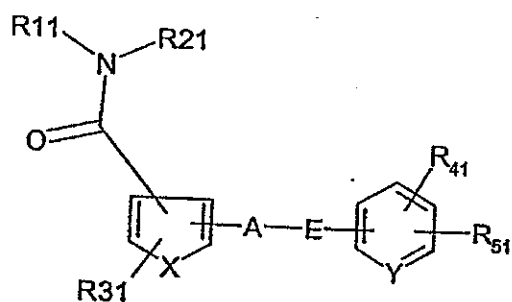
14. A compound consisting of

- N*-(4-trifluoromethoxyphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-bromo-3-methylphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-chlorophenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
- 4-{{2-(4-bromo-3-methylphenylcarbonyl)thiophen-3-ylamino}methyl}pyridine-2-carboxylic acid methylamide;
- 4-{{2-(2,2,3,3-tetrafluorobenzodioxan-6-ylcarbonyl)thiophen-3-ylamino}methyl}pyridine-2-carboxylic acid methylamide;
- 4-{{2-(4-chlorophenylcarbonyl)thiophen-3-ylamino}methyl}pyridine-2-carboxylic acid methylamide;
- N*-(4-chlorophenyl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-bromo-3-methylphenyl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
- N*-{{2-(4-trifluoromethoxyphenylcarbonyl)thiophen-3-ylamino}methyl}pyridine-2-carboxylic acid methylamide;
- N*-(4-Trifluoromethoxy)phenyl-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;
- N*-(4-chlorophenyl)-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;

3-[(1*H*-pyrrolo[2,3-*b*] pyridin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl) thiophene-2-carboxamide;
 4-Methyl-*N*-(4-trifluoromethoxyphenyl)phenyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
 4-Methyl-3-[(quinolin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide;
 3-[(1-oxidoquinolin-4-yl)methyl]amino}-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide
 or a pharmaceutically acceptable salt, or N-oxide, thereof.

15. Use of the compound according to claim 1 in the manufacture of a medicament in the treatment of hyperproliferative disorder.
16. A use of claim 15, wherein the treatment further comprises the administration of an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.
17. A use of claim 15 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.
18. A use of claim 15 wherein the hyperproliferative disorder is gastrointestinal cancer.

19. A use of claim 15 wherein the hyperproliferative disorder is leukemia.
20. A use of claim 15 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.
21. A use of claim 15 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.
22. Use of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof in the manufacture of a medicament for the treatment of hyperproliferative disorder, wherein Formula II is:



(II)

wherein:

R11 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁₋₆alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl ;

alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆ alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆ alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N- protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

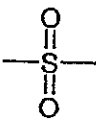
R₂₁ is hydrogen; lower alkyl optionally substituted with hydroxy, aryl or acyl ; or cyclo(lower) alkyl;

R₃₁ is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆acycloalkyloxy;

R₄₁ is hydroxy; halogen; nitro; amino; protected amino; C₁₋₆alkylamino; acyloxy; aminoC₁₋₆alkylamino; N-protected aminoC₁₋₆alkylamino; C₁₋₆alkoxy optionally substituted with hydroxy, aryl, substituted aryl, acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl or guanidino; C₁₋₆alkylthio optionally substituted with acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy, arylsulfonyloxy, arC₁₋₆alkoxy or substituted arC₁₋₆alkoxy; C₁₋₆alkyl substituted with acyl, substituted acyl, amino, lower alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; C₂₋₆alkenyl optionally substituted with acyl; C₂₋₆alkynyl optionally substituted with hydroxy, amino, protected amino, C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; aminoC₁₋₆alkylsulfonyl; N-protected aminoC₁₋₆alkylsulfonyl; C₁₋₆alkylaminosulfonyl; heterocyclylsulfonyl; aminoC₁₋₆alkylsulfinyl; N-protected aminoC₁₋₆alkylsulfinyl; piperidyloxy; or N-protected piperidyloxy;

R₅₁ is hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy or halogen;

A is a single bond, O or NH;

E is C₁₋₆alkylene, C₂₋₆alkenylene, ,  ;
or E is a group of the formula-G-J-in which

G is C₁₋₆alkylene and

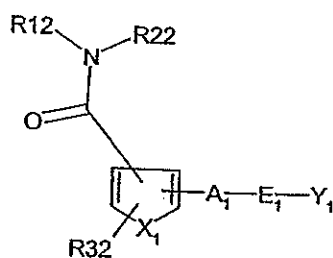
J is O or $\begin{array}{c} R_{61} \\ | \\ -N- \end{array}$, or wherein R₆₁ is hydrogen or N-protective group;
X is -CH=CH-, -C=N- or S; and
Y is CH or N.

23. A use of claim 22, wherein X is S
24. A use of claim 22, wherein X is S; and R₁₁ is optionally substituted heterocyclyl.
25. A use of claim 22, wherein X is S; and Y is N.
26. A use of claim 22, wherein the treatment further comprises the administration of an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.
27. A use of claim 22 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.
28. A use of claim 22 wherein the hyperproliferative disorder is gastrointestinal cancer.
29. A use of claim 22 wherein the hyperproliferative disorder is leukemia.
30. A use of claim 22 wherein the hyperproliferative

disorder is ovarian, bronchial, lung, or pancreatic cancer.

31. A use of claim 22 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.

32. Use of a compound represented by Formula III in the manufacture of a medicament for the treatment of hyperproliferative disorders wherein Formula III is:



(III)

wherein:

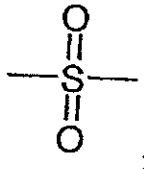
R12 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; protected amino, amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁

alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N-protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

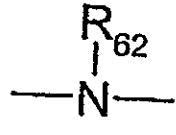
R22 is hydrogen; C₁₋₆alkyl optionally substituted with hydroxy, aryl or acyl ; or C₃₋₆cycloalkyl ;

R32 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆cycloalkyloxy;

A₁ is a single bond, O, or NH;

E₁ is C₁₋₆alkylene, C₂₋₆alkenylene, ,  ;
or E₁ is a group of the formula-G1-J1-in which

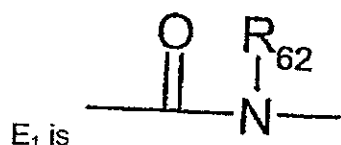
G1 is C₁₋₆alkylene or  and

J1 is O or , wherein R₆₂ is hydrogen or N-protective group;
X₁ is -CH=CH-, -C=N- or S; and

Y₁ is aryl optionally substituted with 1-6 independent acyl, protected aminoC₁₋₆alkanoyl, protected amino and nitro, amino and nitro or diamino substituents; or Y₁ is a condensed heterocyclyl optionally substituted with 1-6 halogen, acyl, C₁₋₆alkoxy, hydroxy, guanidino, mercapto, acylamino, amino, heterocyclyl, cyanoamino, aminoC₁₋₆alkyl (C₁₋₆alkyl) amino, C₁₋₆alkylamino, C₁₋₆alkylamino(C₁₋₆alkylamino), substituted heterocyclyl, C₁₋₆alkylhydrazino, aryloxy, C₁₋₆alkylthio, aryl, protected amino, N-protected C₁₋₆alkylamino (C₁₋₆alkyl) amino, N-protected aminoC₁₋₆alkyl (N'-C₁₋₆alkyl) amino, aminoC₁₋₆alkyl (N-C₁₋₆alkyl) amino, C₁₋₆alkylamino(C₁₋₆alkyl)(N-C₁₋₆alkyl) amino, or C₁₋₆alkoxy (C₁₋₆alkyl) amino substituents, or a C₁₋₆alkyl substituent further optionally substituted with aryl, arC₁₋₆alkoxy, cyano, hydroxyimino, mercapto, C₁₋₆alkylamino, acyloxy, halogen, C₁₋₆alkoxy, protected hydroxy, hydroxy, C₁₋₆alkoxyaryl, protected amino, amino, heterocyclyl, or substituted heterocyclyl substituents;

provided that when Y₁ is phenyl optionally substituted with C₁₋₆alkyl or acyl, then

A₁ is a single bond, and



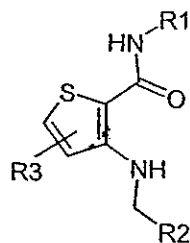
33. A use of claim 32, wherein X₁ is S.
34. A use of claim 32, wherein the treatment further comprises the administration of an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.
35. A use of claim 32 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.
36. A use of claim 32 wherein the hyperproliferative disorder is gastrointestinal cancer.
37. A use of claim 32 wherein the hyperproliferative disorder is leukemia.

38. A use of claim 32 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.

39. A use of claim 32 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.

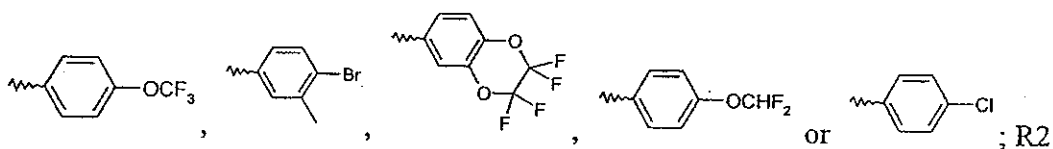
ABSTRACT OF THE DISCLOSURE

Compounds represented by Formula (I):



(I)

or a pharmaceutically acceptable salt or N-oxide thereof, wherein R1 is



is ; and R3 is C₀₋₄alkyl, are useful in the treatment of cancer.