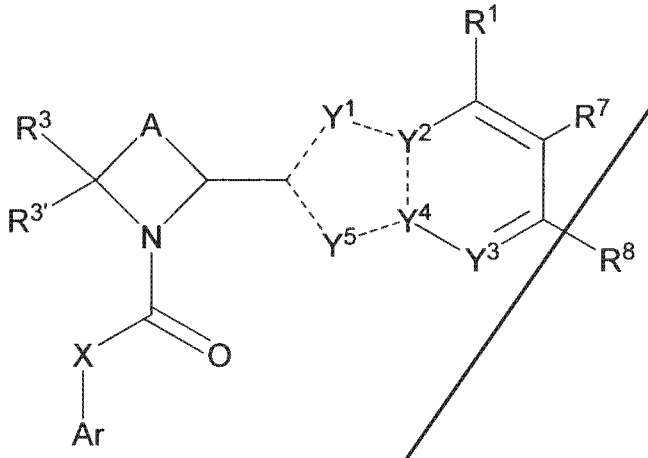
What is claimed is

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt thereof;

wherein:

a) Y^1 is N, NH or CH, Y^2 is C, Y^3 is N or $CR^{8'}$, Y^4 is N or C and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

b) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is N or $CR^{8'}$, Y^4 is N or C, and Y^5 is N or $NR^{2'}$, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

c) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is $CR^{8'}$, Y^4 is N or C, and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$;

the dashed bonds ---- are selected from single bonds and double bonds so as to provide an aromatic ring system;

A is $-(CR^4R^{4'})_n-$ wherein any one CR^4 $R^{4'}$ of said $-(CR^4R^{4'})_n-$ may be optionally replaced with -O-, -S-, $-S(O)_p-$, NH or NR^a;

n is 3, 4, 5 or 6;

each p is 1 or 2;

Ar is a C_2–C_{20} heterocyclyl group or a C_6-C_{20} aryl group, wherein the C_2–C_{20} heterocyclyl group or the C_6-C_{20} aryl group is optionally substituted with 1 to 5 R^6;

X is $-C(R^{13})(R^{14})-$, $-N(CH_2R^{14})-$ or -NH-, or X is absent;

R^1 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, -$-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

R^2 is H, CN, NO_2, halogen or (C_1-C_8)alkyl;

$R^{2'}$ is H or (C_1-C_8)alkyl;

R^3 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl , C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

$R^{3'}$ is H, $-OR^{11}$, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^4 is independently H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, SR^{11}, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl; and

each $R^{4'}$ is independently H, OR^{11}, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

or two R^4 on adjacent carbon atoms, when taken together, may form a double bond between the two carbons to which they are attached or may form a (C_3-C_7)cycloalkyl ring

wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or -NR^a-;

or two R^4 on non-adjacent carbon atoms, when taken together, may form a (C_3-C_7)cycloalkyl ring wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or –NR^a-;

or two R^4 and two $R^{4'}$ on adjacent carbon atoms, when taken together, may form an optionally substituted C_6 aryl ring;

or one R^4 and one $R^{4'}$ on the same carbon atom, when taken together, may form a (C_3-C_7)cycloalkyl ring wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or –NR^a-;

each R^5 is independently H, -OR^{11}, -$NR^{11}R^{12}$, -$NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, -SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, -$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, -$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, -$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, –$NR^{11}SO_pNR^{11}R^{12}$, -$NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each $R^{5'}$ is independently H, -OR^{11}, (C_1–C_8)alkyl, (C_2–C_8)alkenyl, (C_2–C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^6 is independently H, oxo, -OR^{11}, -$NR^{11}R^{12}$, -$NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, -SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, -$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, -$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, –$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, –$NR^{11}SO_pNR^{11}R^{12}$, -$NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

or two R^6 on adjacent carbon atoms, when taken together, may form a (C_3-C_7)cycloalkyl ring wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or –NR^a-;

or any R^6 adjacent to the obligate carbonyl group of said Ar, when taken together with R^3, may form a bond or a –$(CR^5R^{5'})_m$- group wherein m is 1 or 2;

or any R^6 adjacent to the obligate carbonyl group of said Ar, when taken together with R^2 or $R^{2'}$ may form a bond;

R^7 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

R^8 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

$R^{8'}$ is H, $-OR^{11}$, $-NR^{11}R^{12}$,- $NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^a is independently (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl wherein any (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl or (C_2-C_8)alkynyl of R^a is optionally substituted with one or more OH, NH_2, CO_2H, C_2-C_{20} heterocyclyl, and wherein any aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of R^a is optionally substituted with one or more -OH, $-NH_2$, CO_2H, C_2-C_{20} heterocyclyl or (C_1-C_8)alkyl;

each R^{11} or R^{12} is independently H, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, (C_3-C_7)cycloalkyl, (C_3-C_7)cycloalkyl$(C_1-$

C_8)alkyl, -C(=O)R^a or -S(O)$_p$$R^a$; or when R^{11} and R^{12} are attached to a nitrogen they may optionally be taken together with the nitrogen to which they are both attached to form a 3 to 7 membered heterocyclic ring wherein any one carbon atom of said heterocyclic ring can optionally be replaced with -O-, -S-, -S(O)$_p$-, -NH-, -NR^a- or -C(O)-;

R^{13} is H or (C_1-C_8)alkyl;

R^{14} is H, (C_1-C_8)alkyl, $NR^{11}R^{12}$, $NR^{11}C(O)R^{11}$, $NR^{11}C(O)OR^{11}$, $NR^{11}C(O)NR^{11}R^{12}$, $NR^{11}S(O)_pR^a$, -$NR^{11}S(O)_p(OR^{11})$ or $NR^{11}SO_pNR^{11}R^{12}$; and

wherein each (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of each R^1, R^2, $R^{2'}$, R^3, $R^{3'}$, R^4, $R^{4'}$, R^5, $R^{5'}$, R^6, R^7, R^8, $R^{8'}$, R^{11} or R^{12} is independently, optionally substituted with one or more oxo, halogen, hydroxy, -NH_2, CN, N_3, -N(R^a)$_2$, -NHR^a, -SH, -SR^a, -S(O)$_p$$R^a$, -$OR^a$, ($C_1$-$C_8$)alkyl, ($C_1$-$C_8$)haloalkyl, -C(O)$R^a$, -C(O)H, -C(=O)$OR^a$, -C(=O)OH, -C(=O)N($R^a$)$_2$, -C(=O)NHR^a , -C(=O)NH_2 , -NHS(O)$_p$$R^a$, -$NR^a$S(O)$_p$$R^a$, -NHC(O)$R^a$, -$NR^a$C(O)$R^a$, -NHC(O)$OR^a$, -$NR^a$C(O)$OR^a$, -$NR^a$C(O)$NHR^a$, -$NR^a$C(O)N($R^a$)$_2$, -$NR^a$C(O)$NH_2$, -NHC(O)$NHR^a$, -NHC(O)N($R^a$)$_2$,- NHC(O)$NH_2$, =NH, =NOH, =$NOR^a$, -$NR^a$S(O)$_p$$NHR^a$, -$NR^a$S(O)$_p$N($R^a$)$_2$,- NR^aS(O)$_p$$NH_2$,- NHS(O)$_p$$NHR^a$, -NHS(O)$_p$N($R^a$)$_2$, -NHS(O)$_p$$NH_2$, -OC(=O)$R^a$, -OP(O)(OH)$_2$ or R^a.

2. The compound of claim 1 wherein:

a) Y^1 is N, NH or CH, Y^2 is C, Y^3 is N or $CR^{8'}$, Y^4 is N or C and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

b) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is N or $CR^{8'}$, Y^4 is N or C, and Y^5 is N or $NR^{2'}$, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

c) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is $CR^{8'}$, Y^4 is N or C, and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$;

the dashed bonds ---- are selected from single bonds and double bonds so as to provide an aromatic ring system;

A is –(CR^4 $R^{4'}$)$_n$- wherein any one CR^4 $R^{4'}$ of said –(CR^4 $R^{4'}$)$_n$- may be optionally replaced with -O-, -S-, -S(O)$_p$-, NH or NR^a;

n is 3, 4, 5 or 6;

each p is 1 or 2;

Ar is a C_2–C_{20} heterocyclyl group or a C_6-C_{20} aryl group, wherein the C_2–C_{20} heterocyclyl group or the C_6-C_{20} aryl group is optionally substituted with 1 to 5 R^6;

X is $-C(R^{13})(R^{14})-$, $-N(CH_2R^{14})-$ or -NH-, or X is absent;

R^1 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $--S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1$–$C_8)$alkyl, $(C_2$–$C_8)$alkenyl, $(C_2$–$C_8)$alkynyl, aryl$(C_1$-$C_8)$alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl$(C_1$–$C_8)$alkyl, $(C_3$-$C_7)$cycloalkyl or $(C_3$-$C_7)$cycloalkyl$(C_1$-$C_8)$alkyl;

R^2 is H, CN, NO_2, halogen or $(C_1$–$C_8)$alkyl;

$R^{2'}$ is H or $(C_1$–$C_8)$alkyl;

R^3 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1$–$C_8)$alkyl, $(C_2$–$C_8)$alkenyl, $(C_2$–$C_8)$alkynyl, aryl$(C_1$-$C_8)$alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl , C_2–C_{20} heterocyclyl$(C_1$-$C_8)$alkyl, $(C_3$-$C_7)$cycloalkyl or $(C_3$-$C_7)$cycloalkyl$(C_1$-$C_8)$alkyl;

$R^{3'}$ is H, $-OR^{11}$, $(C_1$–$C_8)$alkyl, $(C_2$–$C_8)$alkenyl, $(C_2$–$C_8)$alkynyl, aryl$(C_1$-$C_8)$alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl$(C_1$-$C_8)$alkyl, $(C_3$-$C_7)$cycloalkyl or $(C_3$-$C_7)$cycloalkyl$(C_1$-$C_8)$alkyl;

each R^4 is independently H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, SR^{11}, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1$–$C_8)$alkyl, $(C_2$–$C_8)$alkenyl, $(C_2$–$C_8)$alkynyl, aryl$(C_1$-$C_8)$alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl$(C_1$-$C_8)$alkyl, $(C_3$-$C_7)$cycloalkyl or $(C_3$-$C_7)$cycloalkyl$(C_1$-$C_8)$alkyl; and

each $R^{4'}$ is independently H, OR^{11}, $(C_1–C_8)$alkyl, $(C_2–C_8)$alkenyl, $(C_2–C_8)$alkynyl, aryl(C_1-C_8)alkyl, $C_6–C_{20}$ aryl, $C_2–C_{20}$ heterocyclyl, $C_2–C_{20}$ heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^6 is independently H, oxo, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $–SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $–NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1–C_8)$alkyl, $(C_2–C_8)$alkenyl, $(C_2–C_8)$alkynyl, aryl(C_1-C_8)alkyl, $C_6–C_{20}$ aryl, $C_2–C_{20}$ heterocyclyl, $C_2–C_{20}$ heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

R^7 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1–C_8)$alkyl, $(C_2–C_8)$alkenyl, $(C_2–C_8)$alkynyl, aryl(C_1-C_8)alkyl, $C_6–C_{20}$ aryl, $C_2–C_{20}$ heterocyclyl, $C_2–C_{20}$ heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

R^8 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $–NR^{11}SO_pNR^{11}R^{12}$, $NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1–C_8)$alkyl, $(C_2–C_8)$alkenyl, $(C_2–C_8)$alkynyl, aryl(C_1-C_8)alkyl, $C_6–C_{20}$ aryl, $C_2–C_{20}$ heterocyclyl, $C_2–C_{20}$ heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

$R^{8'}$ is H, $-OR^{11}$, $-NR^{11}R^{12}$,- $NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $–SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $–NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1–C_8)$alkyl, $(C_2–C_8)$alkenyl, $(C_2–C_8)$alkynyl, aryl(C_1-C_8)alkyl, $C_6–C_{20}$ aryl, $C_2–C_{20}$ heterocyclyl, $C_2–C_{20}$ heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^a is independently (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, $C_6–C_{20}$ aryl, $C_2–C_{20}$ heterocyclyl, $C_2–C_{20}$ heterocyclyl(C_1-C_8)alkyl, $(C_3-$

C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl wherein any (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl or (C_2-C_8)alkynyl of R^a is optionally substituted with one or more OH, NH_2, CO_2H, C_2–C_{20} heterocyclyl, and wherein any aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of R^a is optionally substituted with one or more -OH, -NH_2, CO_2H, C_2–C_{20} heterocyclyl or (C_1-C_8)alkyl;

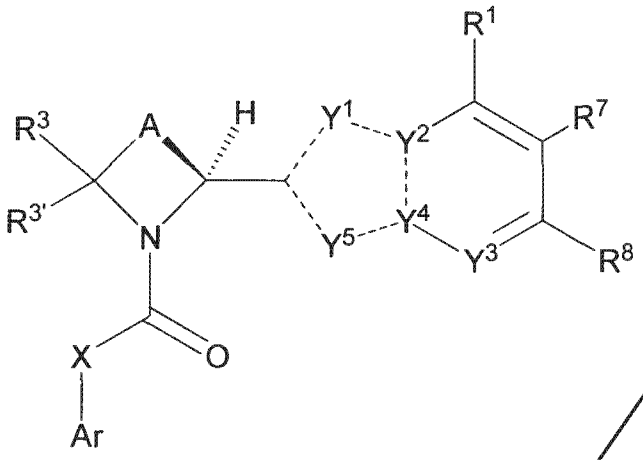
each R^{11} or R^{12} is independently H, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, (C_3-C_7)cycloalkyl, (C_3-C_7)cycloalkyl(C_1-C_8)alkyl, -C(=O)R^a or -S(O)$_p$$R^a$; or when R^{11} and R^{12} are attached to a nitrogen they may optionally be taken together with the nitrogen to which they are both attached to form a 3 to 7 membered heterocyclic ring wherein any one carbon atom of said heterocyclic ring can optionally be replaced with -O-, -S-, -S(O)$_p$-, -NH-, -NR^a- or -C(O)-;

R^{13} is H or (C_1-C_8)alkyl;

R^{14} is H, (C_1-C_8)alkyl, $NR^{11}R^{12}$, $NR^{11}C(O)R^{11}$, $NR^{11}C(O)OR^{11}$, $NR^{11}C(O)NR^{11}R^{12}$, $NR^{11}S(O)_pR^a$, -$NR^{11}S(O)_p(OR^{11})$ or $NR^{11}SO_pNR^{11}R^{12}$; and

wherein each (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of each R^1, R^2, $R^{2'}$, R^3, $R^{3'}$, R^4, $R^{4'}R^6$, R^7, R^8, $R^{8'}$, R^{11} or R^{12} is independently, optionally substituted with one or more oxo, halogen, hydroxy, -NH_2, CN, N_3, -N(R^a)$_2$, -NHR^a, -SH, -SR^a, -S(O)$_p$$R^a$, -O$R^a$, ($C_1$-$C_8$)alkyl, ($C_1$-$C_8$)haloalkyl, -C(O)$R^a$, -C(O)H, -C(=O)O$R^a$, -C(=O)OH, -C(=O)N($R^a$)$_2$, -C(=O)NHR^a , -C(=O)NH_2 , -NHS(O)$_p$$R^a$, -$NR^a$S(O)$_p$$R^a$, -NHC(O)$R^a$, -$NR^a$C(O)$R^a$, -NHC(O)O$R^a$, -$NR^a$C(O)O$R^a$, -$NR^a$C(O)NH$R^a$, -$NR^a$C(O)N($R^a$)$_2$, -$NR^a$C(O)$NH_2$, -NHC(O)NH$R^a$, -NHC(O)N($R^a$)$_2$,- NHC(O)$NH_2$, =NH, =NOH, =NO$R^a$, -$NR^a$S(O)$_pNHR^a$, -$NR^a$S(O)$_p$N($R^a$)$_2$,- NR^aS(O)$_p$$NH_2$,- NHS(O)$_pNHR^a$, -NHS(O)$_p$N($R^a$)$_2$, -NHS(O)$_p$$NH_2$, -OC(=O)$R^a$, -OP(O)$(OH)_2$ or R^a.

3. The compound of claim 1 wherein the compound of formula I is a compound of formula Ic:



Ic

or a pharmaceutically acceptable salt thereof.

4. The compound of any one of claims 1-3 wherein R^3 and $R^{3'}$ are each H.

5. The compound of any one of claims 1-4 wherein n is 3.

6. The compound of any one of claims 1-5 wherein each R^4 and each $R^{4'}$ is H.

7. The compound of any one of claims 1-6 wherein A is $-(CH_2)_3-$.

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

a) Y^1 is N, NH or CH, Y^2 is C, Y^3 is N, Y^4 is N or C and Y^5 is $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

b) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is N or $CR^{8'}$, Y^4 is N or C, and Y^5 is N, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N or NH; or

c) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is $CR^{8'}$, Y^4 is N or C, and Y^5 is $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$.

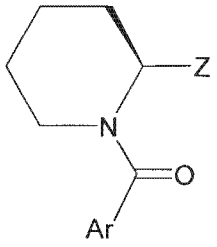
9. The compound of any one of claims 1-7 wherein

a) Y^1 is N, Y^2 is C, Y^3 is N, Y^4 is N and Y^5 is CR^2; or

b) Y^1 is N, Y^2 is N, Y^3 is $CR^{8'}$, Y^4 is C, and Y^5 is CR^2.

10. The compound of any one of claims 1-8 wherein $R^{2'}$, R^2 and $R^{8'}$ are each H.

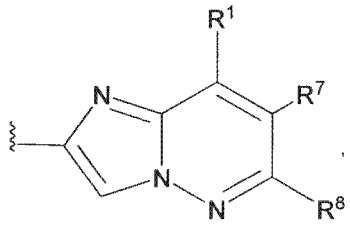
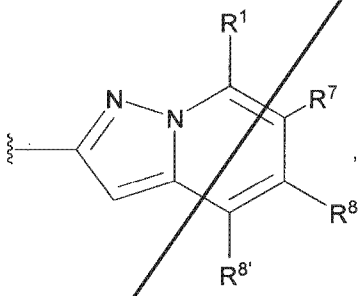
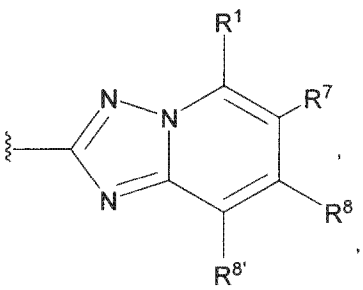
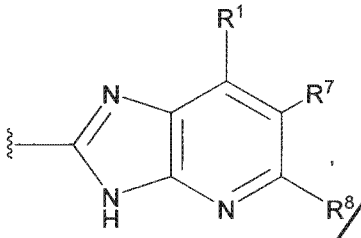
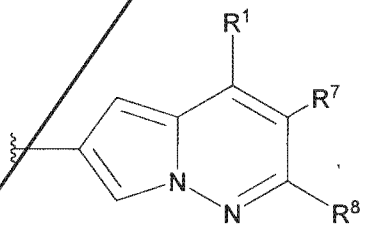
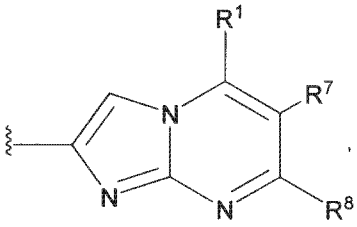
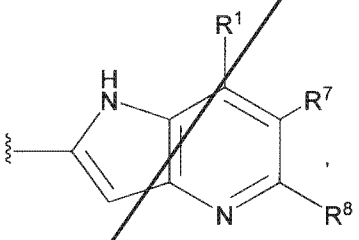
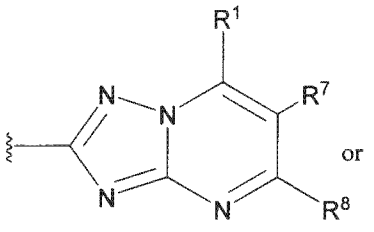
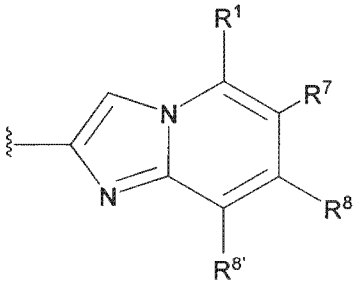
11. The compound of claim 1 wherein the compound of formula I is a compound of formula Ix4:



Ix4

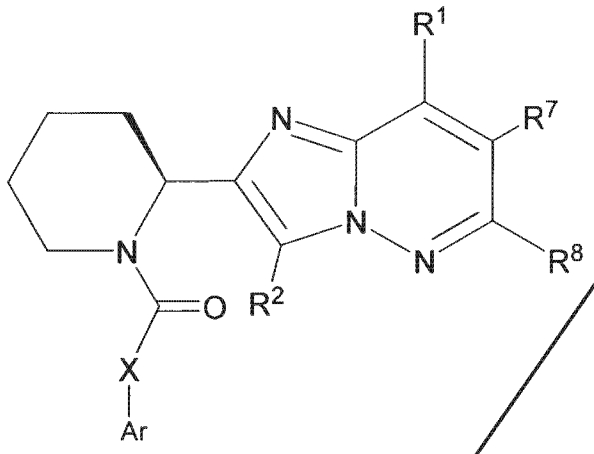
;

wherein Z is:









or


or a salt thereof.

12. The compound of claim 1 wherein the compound of formula I is a compound of formula Im:



Im

or a salt thereof.

13. The compound of claim 12 wherein R^2 is H.

14. The compound of any one of claims 1-10 or 12-13 wherein X is $-C(R^{13})(R^{14})-$ or X is absent.

15. The compound of any one of claims 1-10 or 12-13 wherein R^{13} is H and R^{14} is $-NHS(O)_2(C_1\text{-}C_3)$alkyl.

16. The compound of any one of claims 1-10 or 12-13 wherein X is absent.

17. The compound of any one of claims 1-16 wherein R^7 is H or $(C_1–C_8)$alkyl, wherein $(C_1\text{-}C_8)$alkyl is optionally substituted with one or more oxo, halogen, hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $S(O)_pR^a$, $-OR^a$, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $-NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$, $-NR^aC(O)NHR^a$,

$-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$, $-NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

18. The compound of any one of claims 1-16 wherein R^7 is H or methyl.

19. The compound of any one of claims 1-18 wherein R^1 is H, $-NR^{11}R^{12}$, (C_1-C_8)alkyl or C_2-C_{20} heterocyclyl wherein (C_1-C_8)alkyl or C_2-C_{20} heterocyclyl is optionally substituted with one or more oxo, halogen, hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $-S(O)_pR^a$, $-OR^a$, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$, $-NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$, $-NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

20. The compound of any one of claims 1-18 wherein R^1 is H, (C_1-C_3)alkyl or $-NR^{11}R^{12}$, wherein each R^{11} or R^{12} is independently H or (C_1-C_3)alkyl; or R^{11} and R^{12} together with the nitrogen to which they are both attached to form a 3 to 7 membered heterocyclic ring wherein any one carbon atom of said heterocyclic ring can optionally be replaced with -O-, -S-, $-S(O)_p-$, -NH-, $-NR^a-$ or -C(O)-.

21. The compound of any one of claims 1-18 wherein R^1 is H, methyl or azetidinyl.

22. The compound of any one of claims 1-21 wherein R^8 is $-NR^{11}R^{12}$, (C_1-C_8)alkyl or C_2-C_{20} heterocyclyl wherein (C_1-C_8)alkyl or C_2-C_{20} heterocyclyl is optionally substituted with one or more oxo, halogen, hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $-S(O)_pR^a$, $-OR^a$, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $-NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$, $-NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$,

-NHC(O)NHR^a, -NHC(O)N(R^a)$_2$, -NHC(O)NH$_2$, =NH, =NOH, =NOR^a, -NR^{a}S(O)$_p$NHR^a, -NR^{a}S(O)$_p$N(R^a)$_2$, -NR^{a}S(O)$_p$NH$_2$, -NHS(O)$_p$NHR^a, -NHS(O)$_p$N(R^a)$_2$, -NHS(O)$_p$NH$_2$, -OC(=O)R^a, -OP(O)(OH)$_2$ or R^a.

23. The compound of any one of claims 1-21 wherein R^8 is (C_1–C_8)alkyl, azetidinyl or pyrrolidinyl, wherein azetidinyl or pyrrolidinyl is optionally substituted with one or more oxo, halogen, hydroxy, -NH$_2$, CN, N$_3$, -N(R^a)$_2$, -NHR^a, -SH, -SR^a, -S(O)$_p$R^a, -OR^a, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, -C(O)R^a, -C(O)H, -C(=O)OR^a, -C(=O)OH, -C(=O)N(R^a)$_2$, -C(=O)NHR^a, -C(=O)NH$_2$, -NHS(O)$_p$R^a, -NR^{a}S(O)$_p$R^a, -NHC(O)R^a, -NR^{a}C(O)R^a, -NHC(O)OR^a, -NR^{a}C(O)OR^a, -NR^{a}C(O)NHR^a, -NR^{a}C(O)N(R^a)$_2$, -NR^{a}C(O)NH$_2$, -NHC(O)NHR^a, -NHC(O)N(R^a)$_2$,-NHC(O)NH$_2$, =NH, =NOH, =NOR^a, -NR^{a}S(O)$_p$NHR^a, -NR^{a}S(O)$_p$N(R^a)$_2$, -NR^{a}S(O)$_p$NH$_2$, -NHS(O)$_p$NHR^a, -NHS(O)$_p$N(R^a)$_2$, -NHS(O)$_p$NH$_2$, -OC(=O)R^a, -OP(O)(OH)$_2$ or R^a.

24. The compound of any one of claims 1-21 wherein R^8 is methyl, azetidinyl or pyrrolidinyl, wherein azetidinyl or pyrrolidinyl is optionally substituted with one or more hydroxy, NH$_2$ or CN.

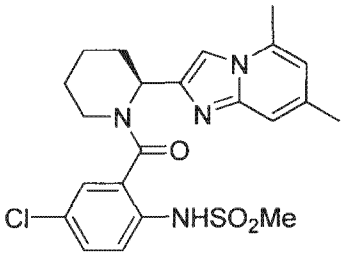
25. The compound of any one of claims 1-24 wherein Ar is a phenyl or 5-6 membered monocyclic heteroaryl, wherein phenyl or 5-6 membered monocyclic heteroaryl is optionally substituted with 1 to 5 R^6.

26. The compound of any one of claims 1-24 wherein Ar is a phenyl, pyridinyl or thienyl, wherein phenyl, pyridinyl or thienyl is optionally substituted with 1 to 5 R^6.

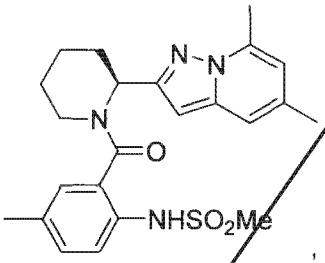
27. The compound of any one of claims 1-26 wherein each R^6 is -NR^{11}S(O)$_p$R^a, halogen, or (C_1–C_8)alkyl.

28. The compound of any one of claims 1-26 wherein each R^6 is -NHS(O)$_2$CH$_3$, chloro, bromo or methyl.

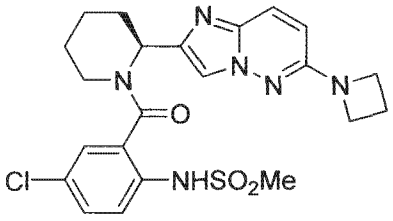
29. The compound of claim 1 selected from:



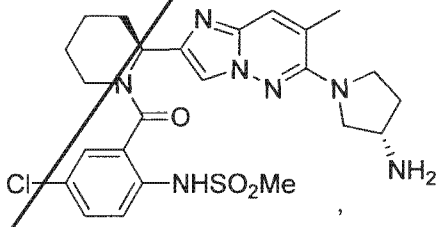
,



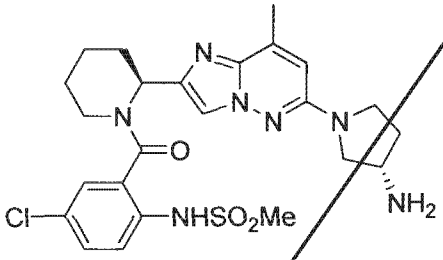
,



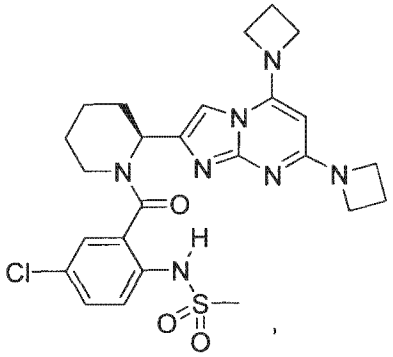
,



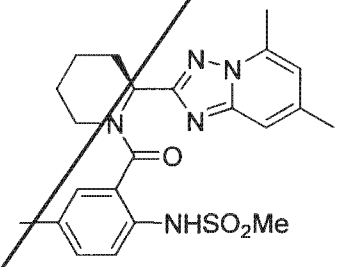
,



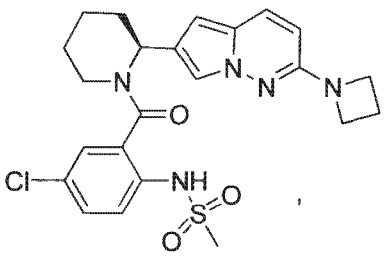
,



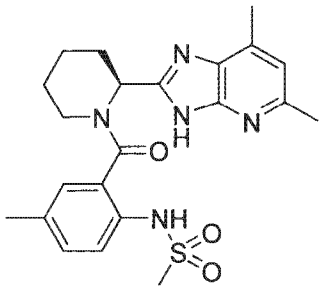
,

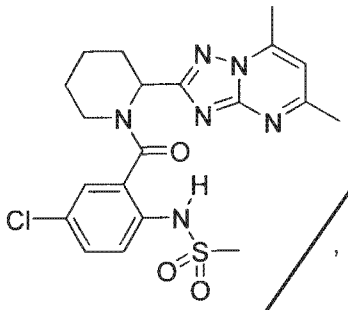


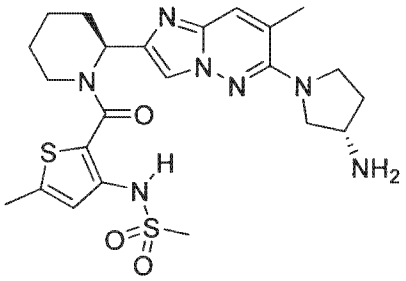
,

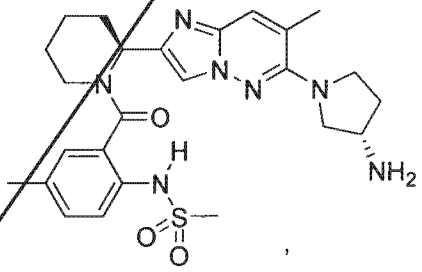


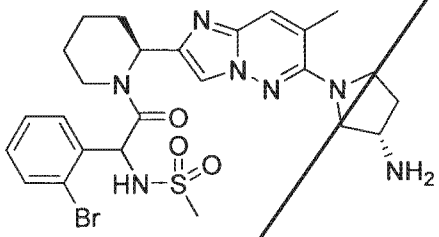
,

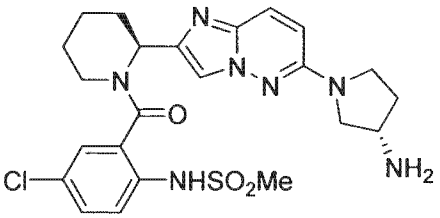


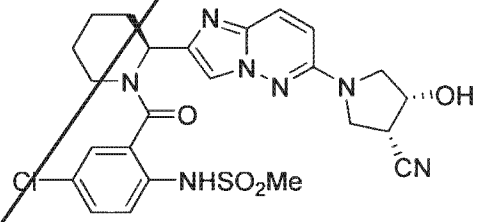


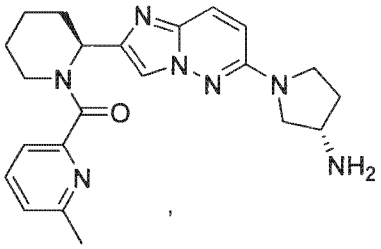


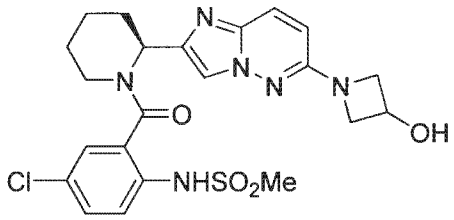


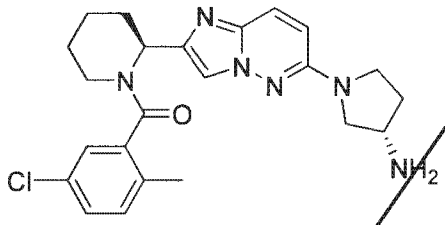




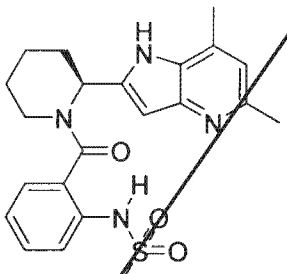






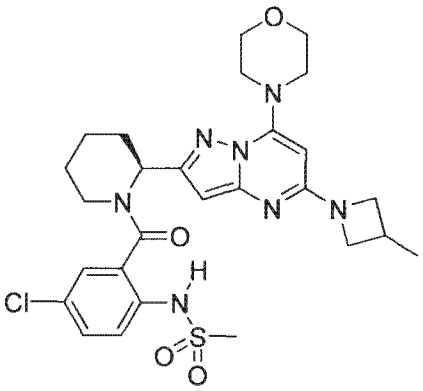


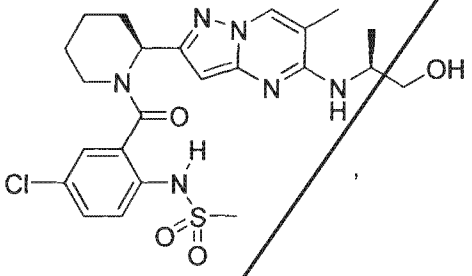
and

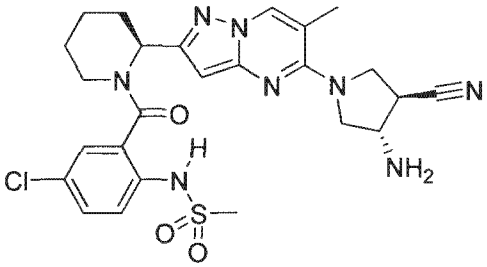


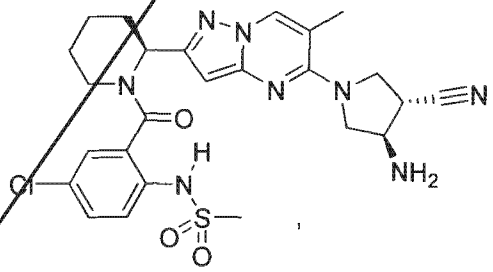
and pharmaceutically acceptable salts thereof.

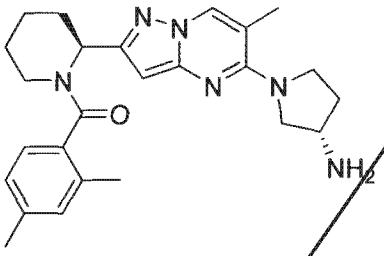
30. A compound selected from:

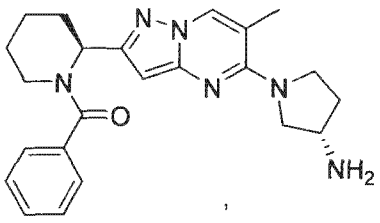


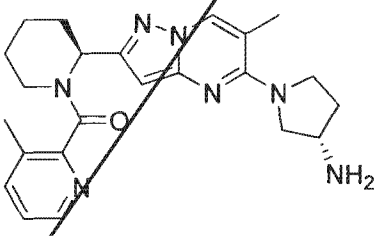


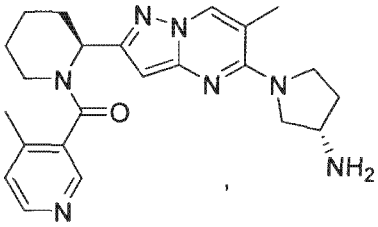


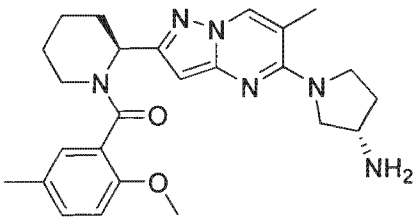




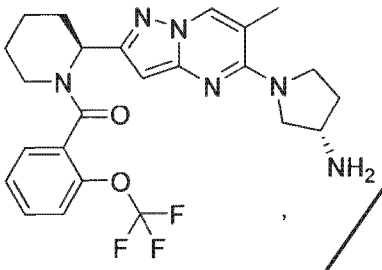




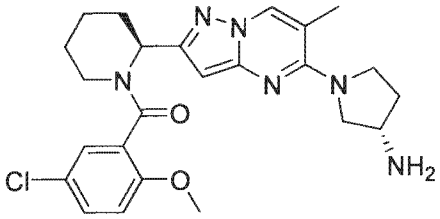




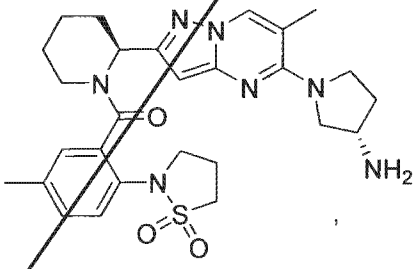
,



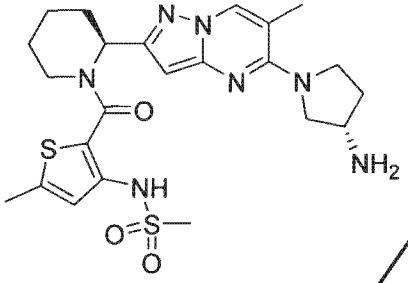
,



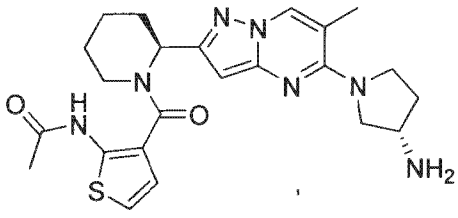
,



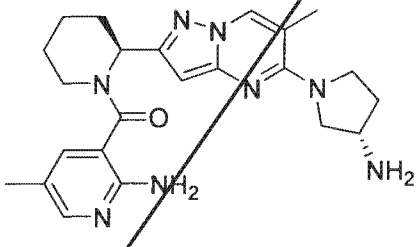
,



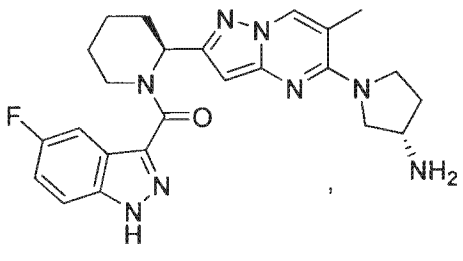
,



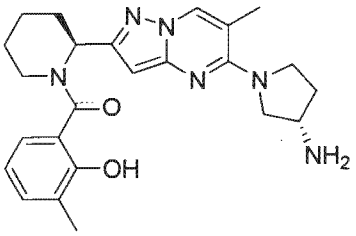
,



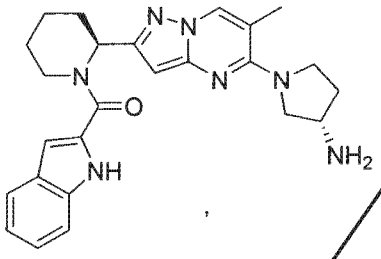
,



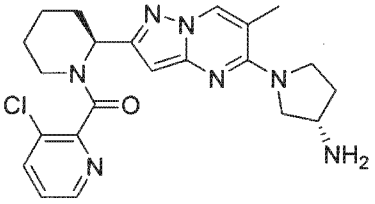
,



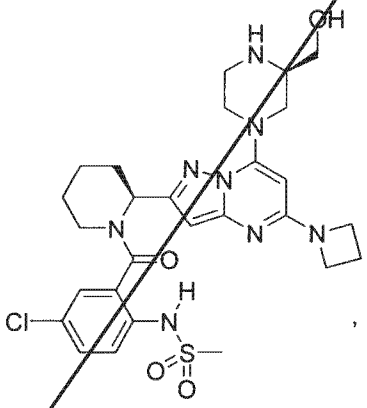
,



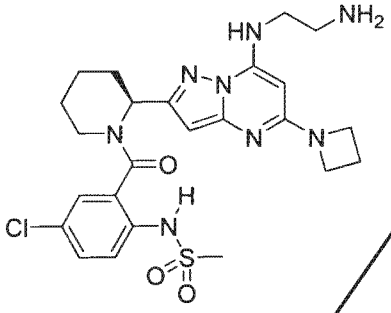
,



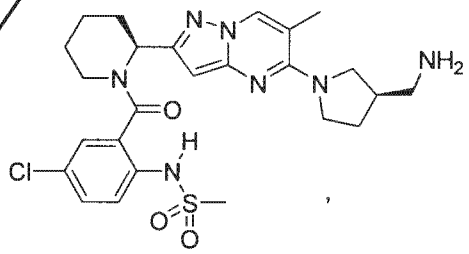
,



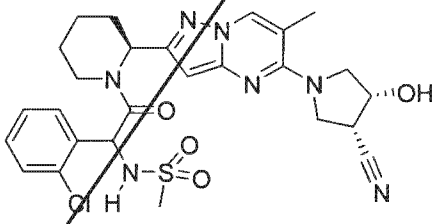
,



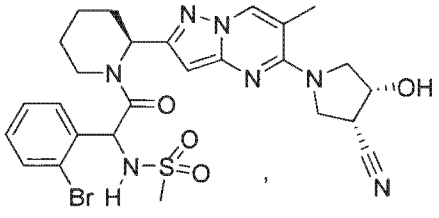
,



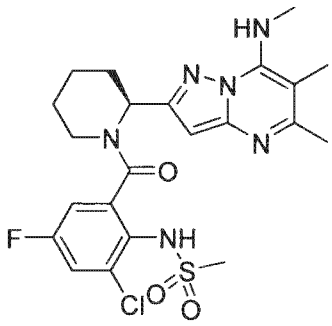
,



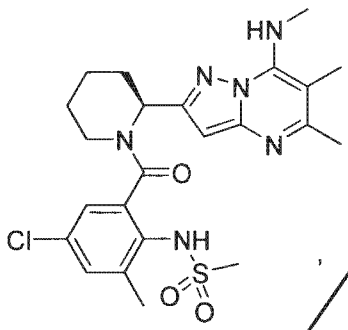
,



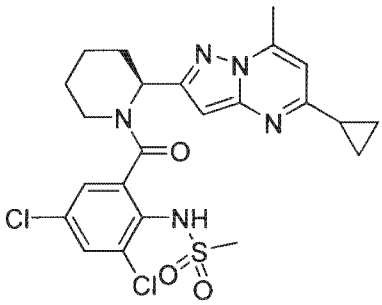
,



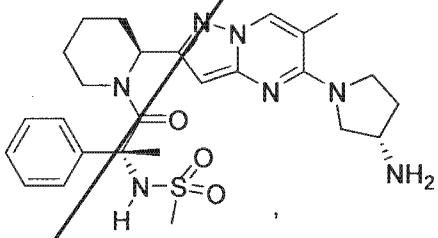
,



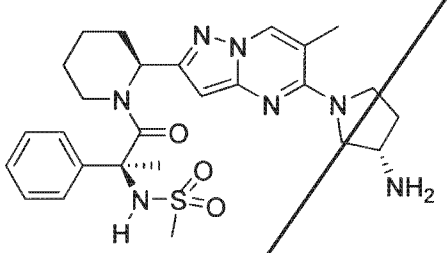
,



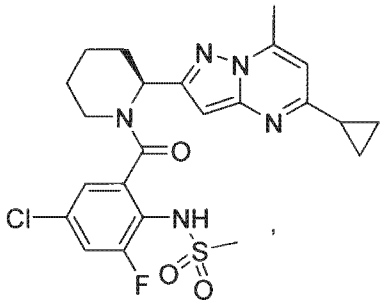
,



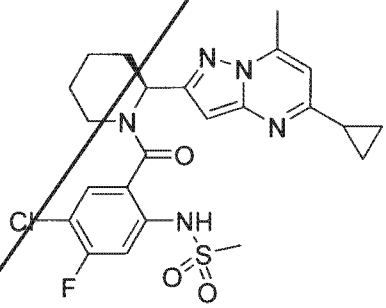
,



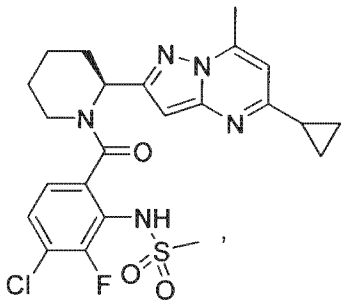
,



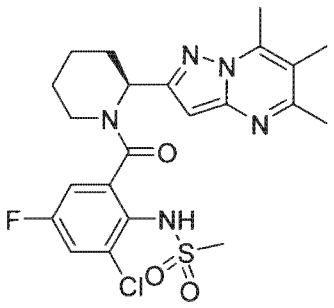
,

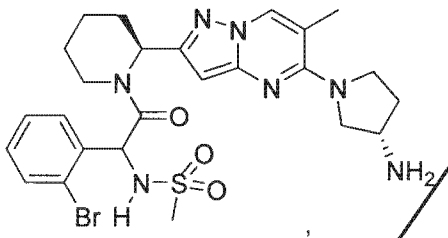


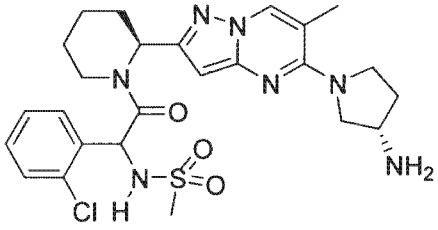
,

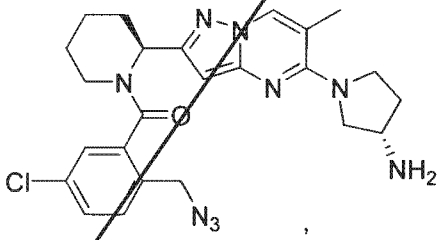


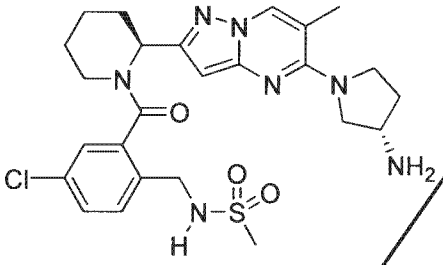
,

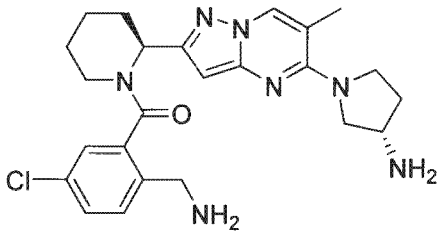


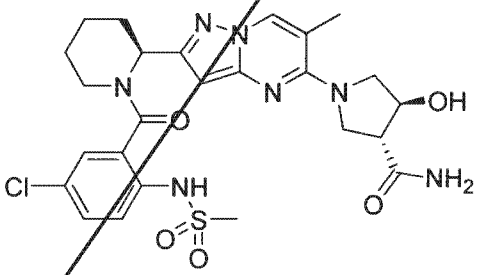


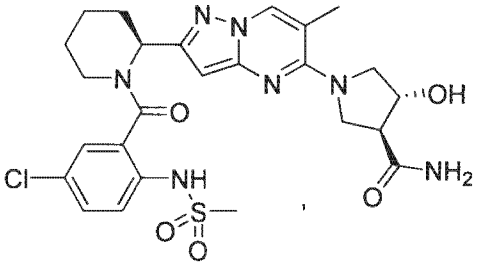


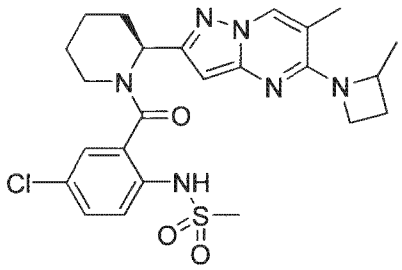


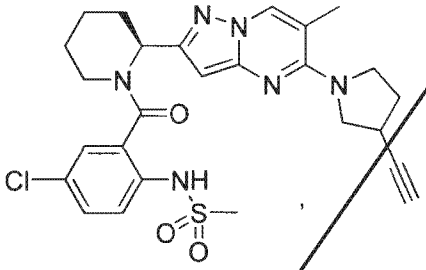


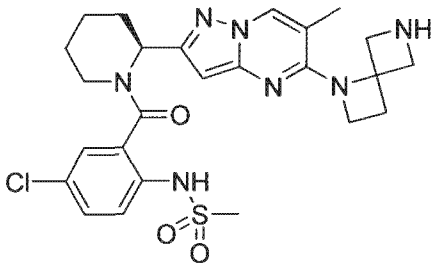


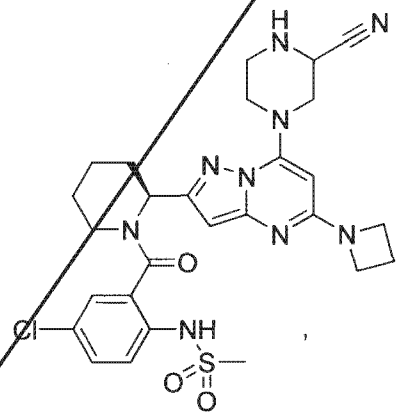


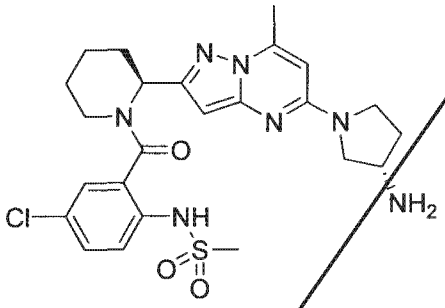


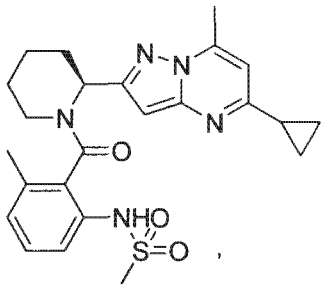


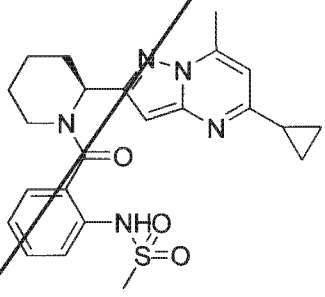


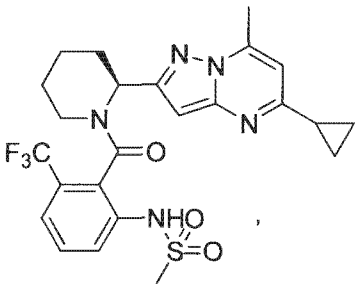


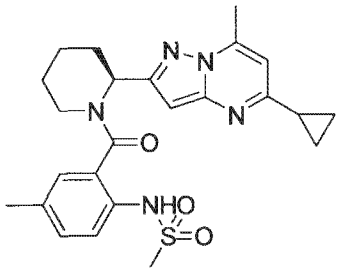


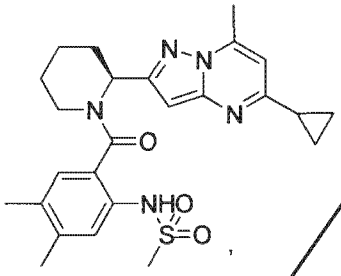


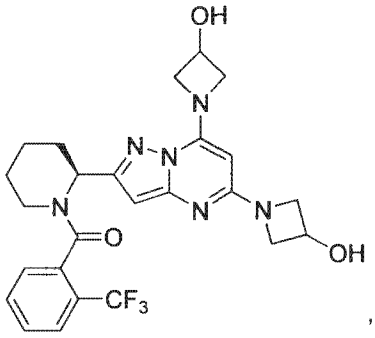


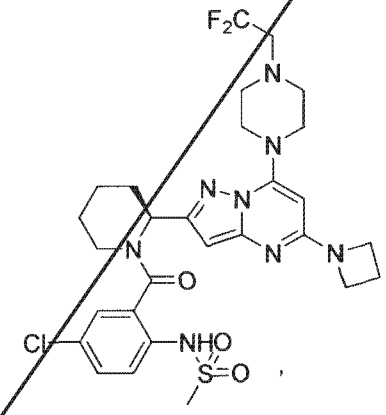


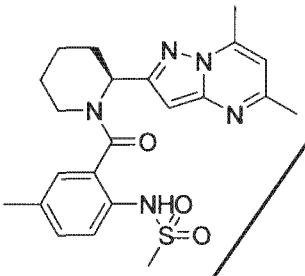


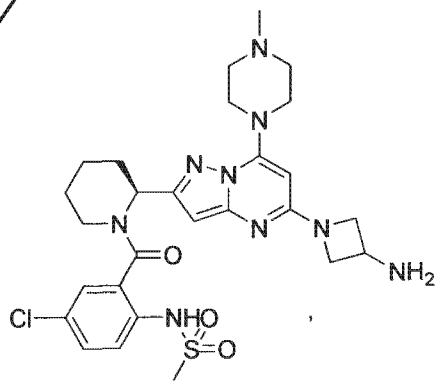


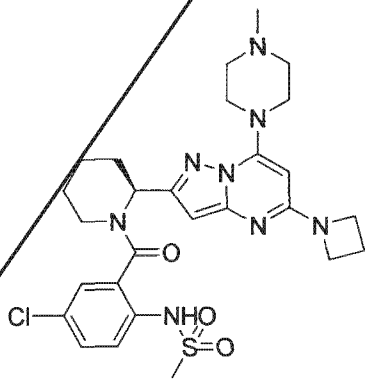


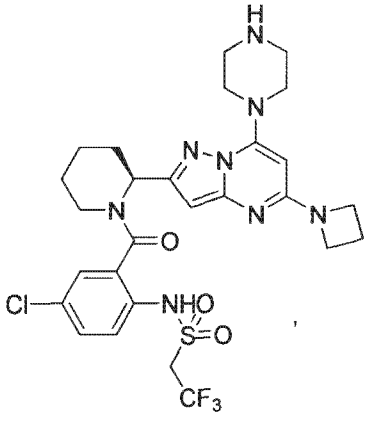


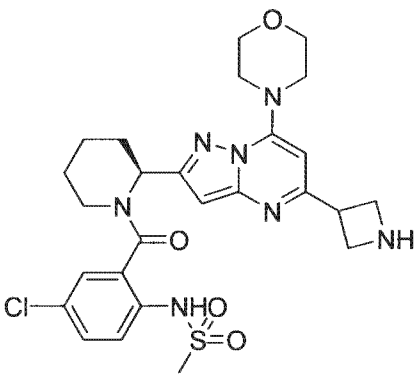


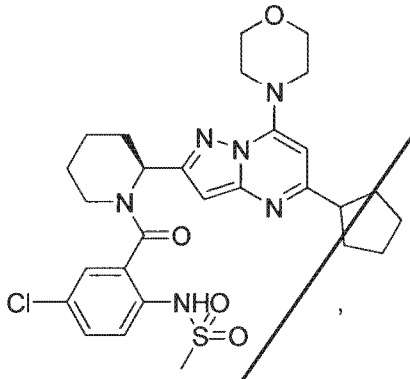


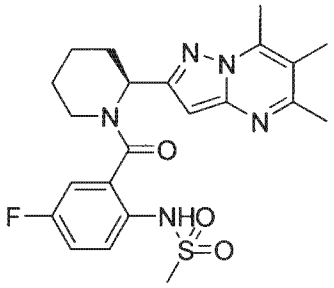


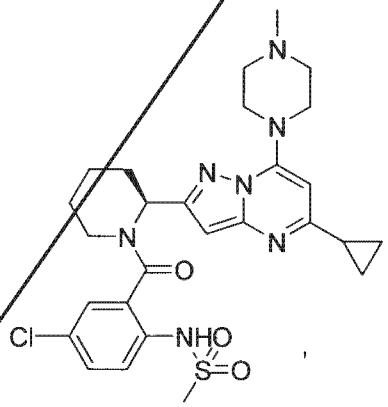


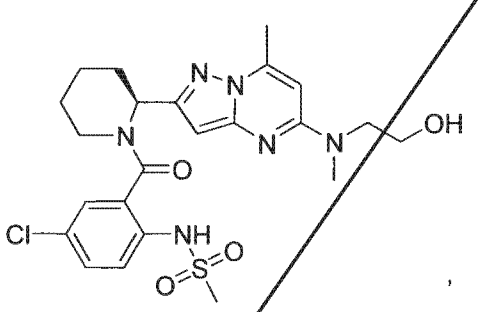


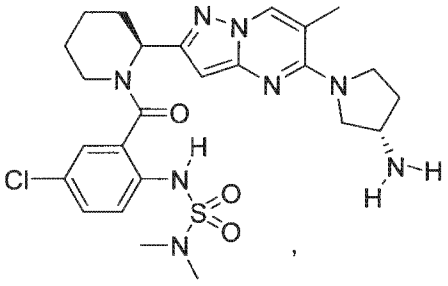


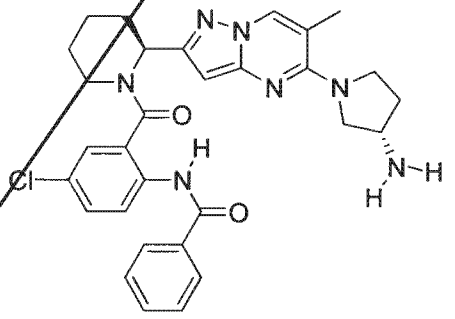


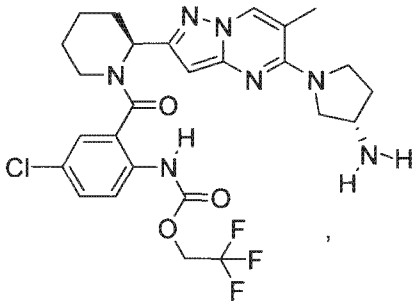


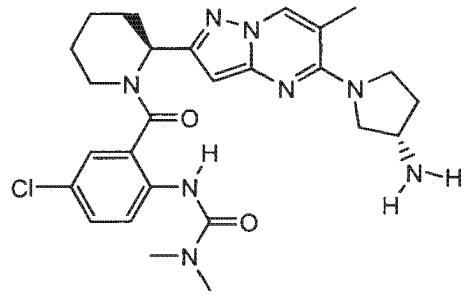
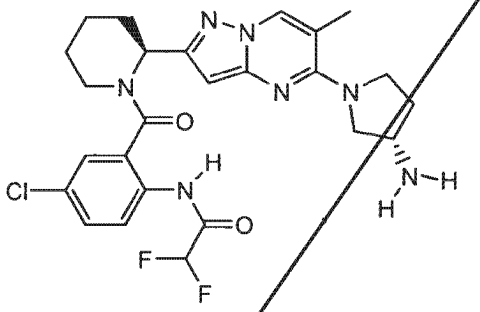
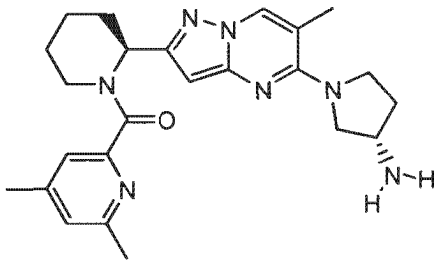
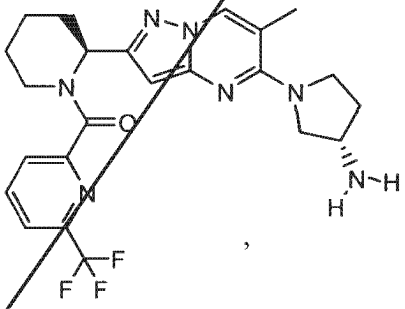
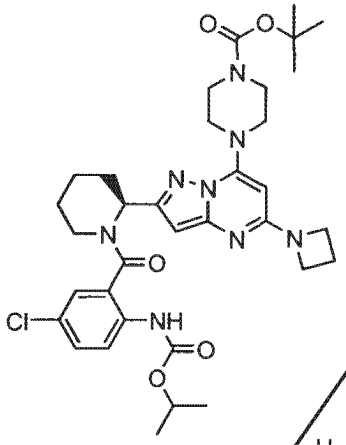
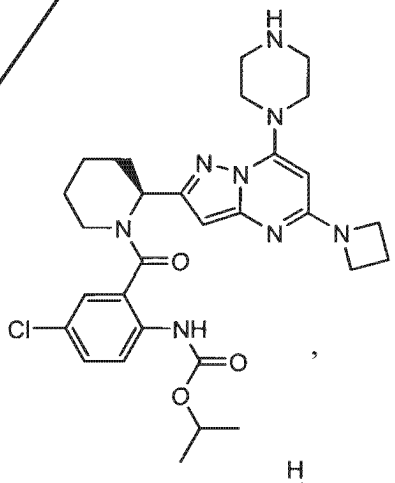
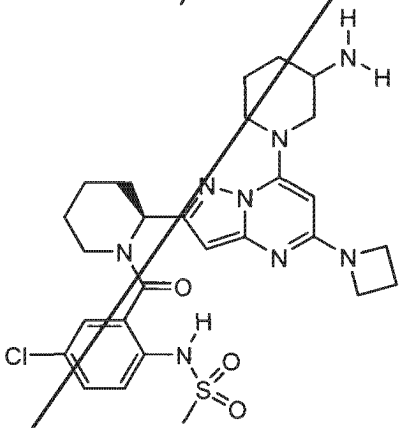
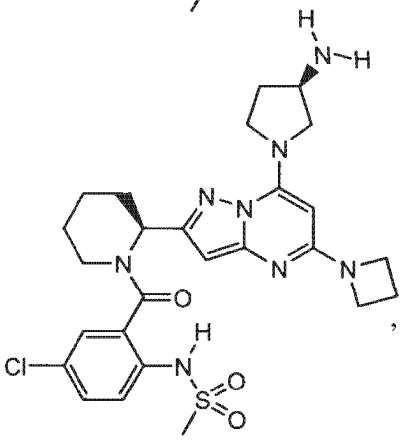


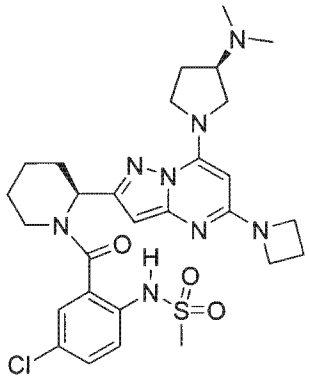




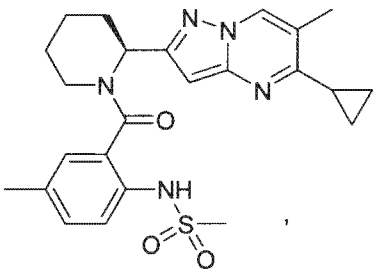




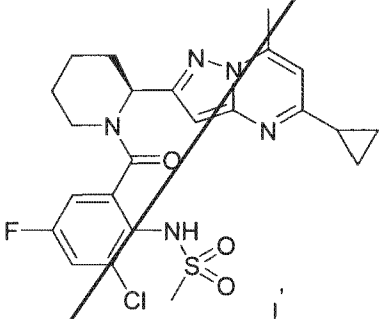

,

,

,

,

,

,

,

,



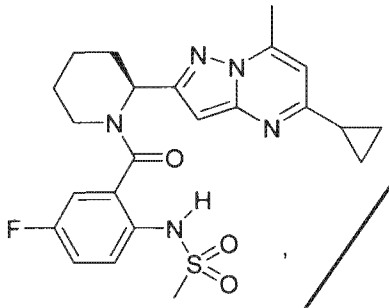
,



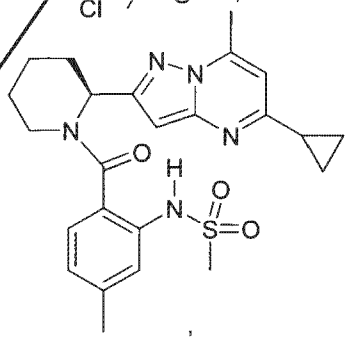
,



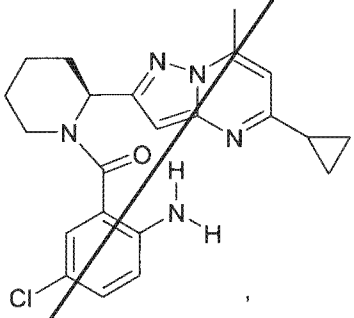
,



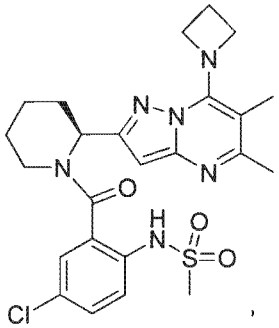
,



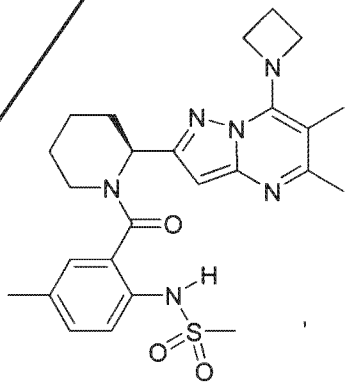
,



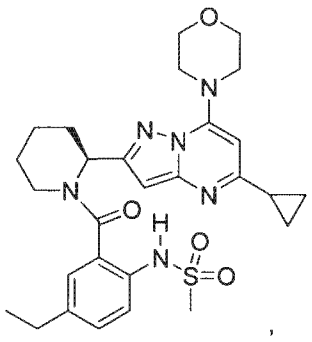
,



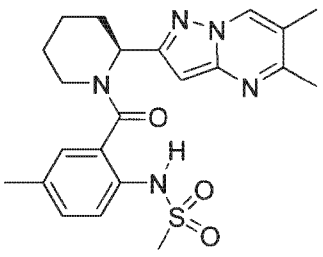
,

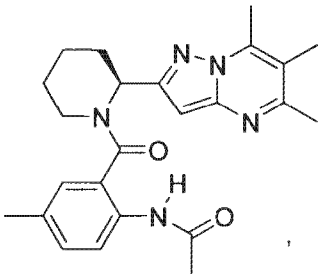


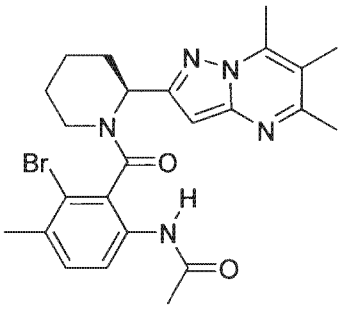
,

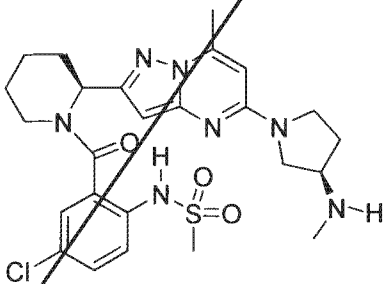


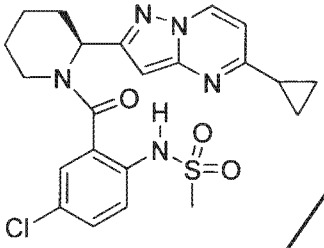
,

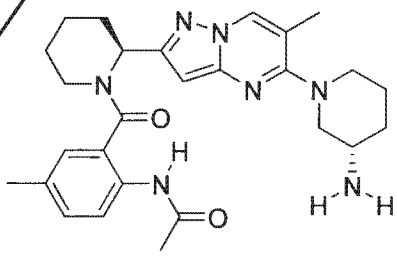


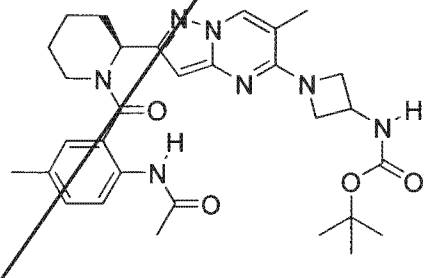


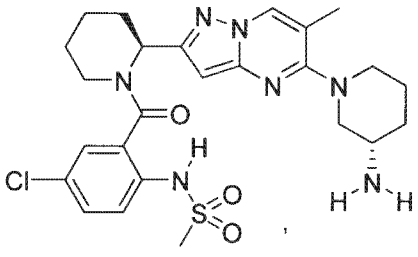


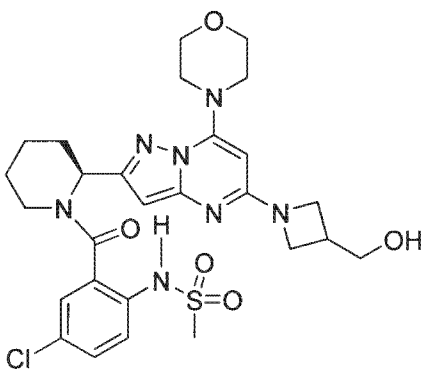


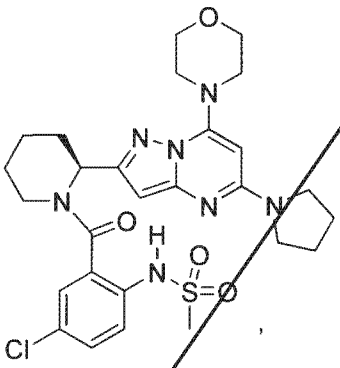


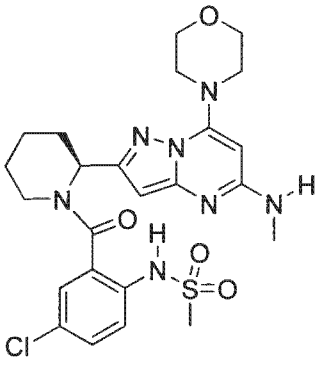


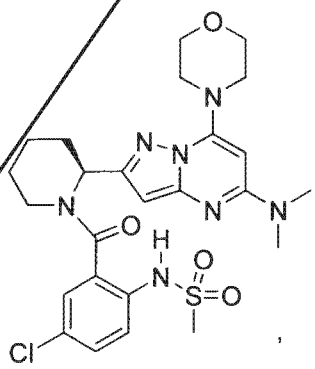


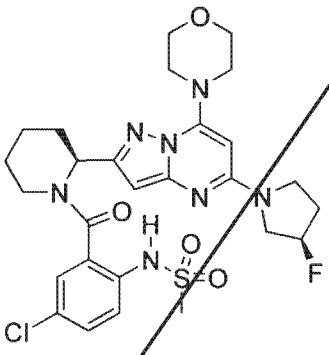


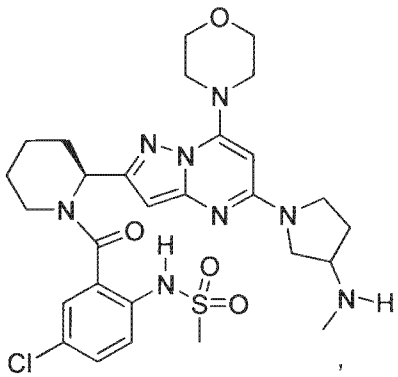


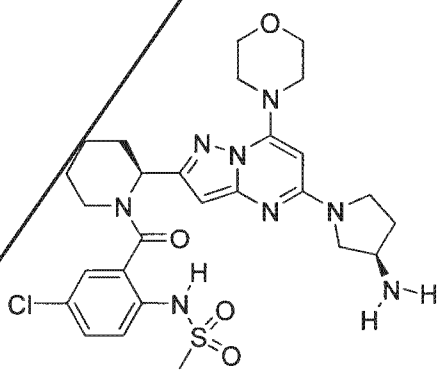


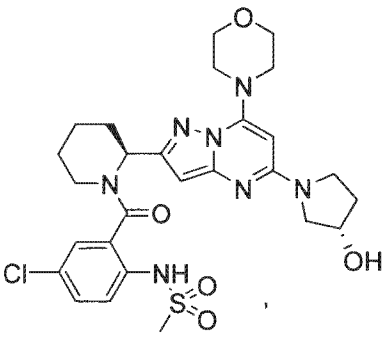


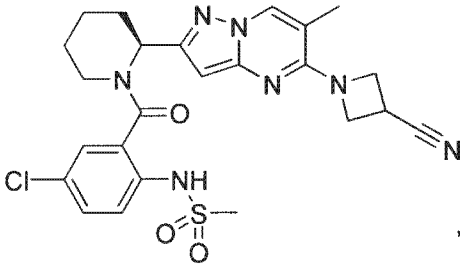




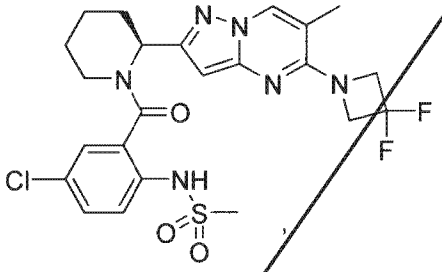




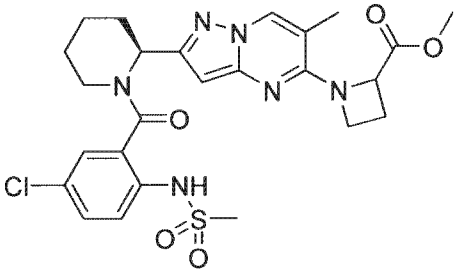




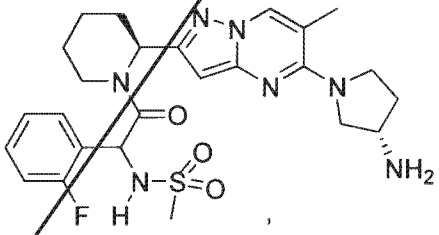
,



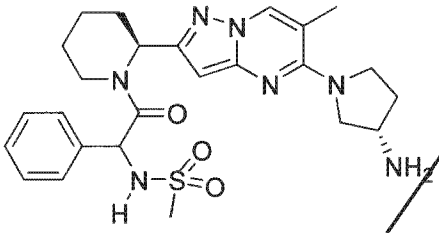
,



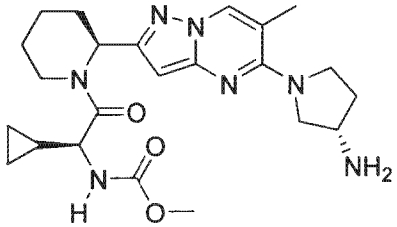
,



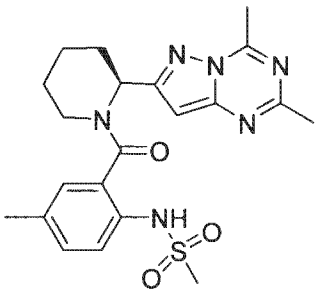
,



,



and



and pharmaceutically acceptable salts thereof.

31. A pharmaceutical composition comprising a therapeutically effective amount of a compound as described in any one of claims 1-30 or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable carrier.

32. The pharmaceutical composition of claim 31 further comprising at least one therapeutic agent selected from ribavirin, palivizumab, motavizumab, RSV-IGIV, MEDI-557, A-60444, MDT-637, BMS-433771, ALN-RSV01 and ALX-0171 and mixtures thereof.

33. A method of treating a *Pneumovirinae* virus infection in a mammal in need thereof comprising administering to the mammal a therapeutically effective amount of a compound as described in any one of claims 1-30, or a pharmaceutically acceptable salt thereof.

34. The method of claim 33 wherein the *Pneumovirinae* virus infection is caused by a respiratory syncytial virus.

35. The method of claim 33 or claim 34 further comprising administering a therapeutically effective amount of at least one other therapeutic agent selected from the group consisting of ribavirin, palivizumab, motavizumab, RSV-IGIV, MEDI-557, A-60444, MDT-637, BMS-433771, ALN-RSV01 and ALX-0171 and mixtures thereof.

36. A compound as described in any one of claims 1-30, or a pharmaceutically acceptable salt thereof, for use in the therapeutic or prophylactic treatment of a *Pneumovirinae* virus infection or a respiratory syncytial virus infection.

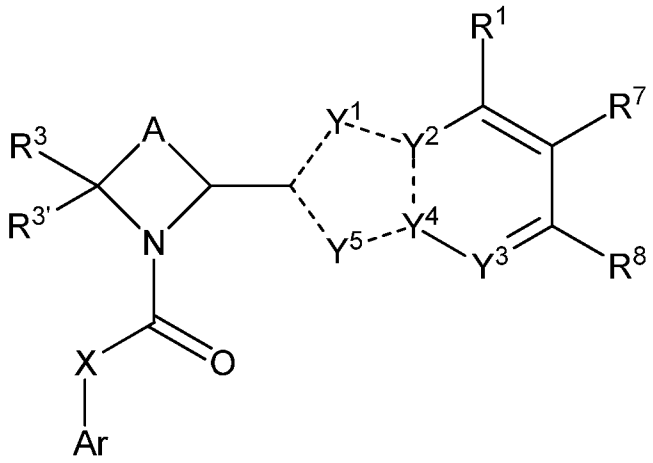
37. The compound of claim 36 which further comprises administering a therapeutically effective amount of at least one other therapeutic agent or composition thereof selected from the group consisting of ribavirin, palivizumab, motavizumab, RSV-IGIV, MEDI-557, A-60444, MDT-63, BMS-433771, ALN-RSV01 and ALX-0171 and mixtures thereof.

38. A compound as described in any one of claims 1-30, or a pharmaceutically acceptable salt thereof, for use in medical therapy.

39. The use of a compound as described in any one of claims 1-30 or a pharmaceutically acceptable salt thereof, for the manufacture of a medicament for the treatment of a *Pneumovirinae* virus infection or a respiratory syncytial virus infection.

What is claimed is

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt thereof;

wherein:

a) Y^1 is N, NH or CH, Y^2 is C, Y^3 is N or $CR^{8'}$, Y^4 is N or C and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

b) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is N or $CR^{8'}$, Y^4 is N or C, and Y^5 is N or $NR^{2'}$, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

c) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is $CR^{8'}$, Y^4 is N or C, and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$;

the dashed bonds ---- are selected from single bonds and double bonds so as to provide an aromatic ring system;

A is $-(CR^4R^{4'})_n-$;

n is 3, 4, 5 or 6;

each p is 1 or 2;

Ar is a C_2–C_{20} heterocyclyl group or a C_6-C_{20} aryl group, wherein the C_2–C_{20} heterocyclyl group or the C_6-C_{20} aryl group is optionally substituted with 1 to 5 R^6;

X is $-C(R^{13})(R^{14})-$, $-N(CH_2R^{14})-$ or -NH-, or X is absent;

R^1 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, $(C_1$–$C_8)$alkyl, $(C_2$–$C_8)$alkenyl, $(C_2$–$C_8)$alkynyl, aryl$(C_1$-

C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1–C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

R^2 is H, CN, NO_2, halogen or (C_1–C_8)alkyl;

$R^{2'}$ is H or (C_1–C_8)alkyl;

R^3 is H, -OR^{11}, -$NR^{11}R^{12}$, -$NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, -SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, -$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, –$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, –$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, –$NR^{11}SO_pNR^{11}R^{12}$, -$NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl , C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

$R^{3'}$ is H, -OR^{11}, (C_1–C_8)alkyl, (C_2–C_8)alkenyl, (C_2–C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^4 is independently H, -OR^{11}, -$NR^{11}R^{12}$, -$NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, –$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, -$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, –$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, –$NR^{11}SO_pNR^{11}R^{12}$, $NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl; and

each $R^{4'}$ is independently H, OR^{11}, (C_1–C_8)alkyl, (C_2–C_8)alkenyl, (C_2–C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

or two R^4 on adjacent carbon atoms, when taken together, may form a double bond between the two carbons to which they are attached or may form a (C_3-C_7)cycloalkyl ring wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or -NR^a-;

or two R^4 on non-adjacent carbon atoms, when taken together, may form a (C_3-C_7)cycloalkyl ring wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or –NR^a-;

or two R^4 and two $R^{4'}$ on adjacent carbon atoms, when taken together, may form an optionally substituted C_6 aryl ring;

or one R^4 and one $R^{4'}$ on the same carbon atom, when taken together, may form a (C_3-C_7)cycloalkyl ring wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or –NR^a-;

each R^5 is independently H, -OR^{11}, -$NR^{11}R^{12}$, -$NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, -SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, –$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, -$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, -$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, –$NR^{11}SO_pNR^{11}R^{12}$, -$NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each $R^{5'}$ is independently H, -OR^{11}, (C_1–C_8)alkyl, (C_2–C_8)alkenyl, (C_2–C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^6 is independently H, oxo, -OR^{11}, -$NR^{11}R^{12}$, -$NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, -SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, –$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, -$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, –$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, –$NR^{11}SO_pNR^{11}R^{12}$, -$NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

or two R^6 on adjacent carbon atoms, when taken together, may form a (C_3-C_7)cycloalkyl ring wherein one carbon atom of said (C_3-C_7)cycloalkyl ring may be optionally replaced by -O-, -S-, -$S(O)_p$-, -NH- or –NR^a-;

or any R^6 adjacent to the obligate carbonyl group of said Ar, when taken together with R^3, may form a bond or a –$(CR^5R^{5'})_m$- group wherein m is 1 or 2;

or any R^6 adjacent to the obligate carbonyl group of said Ar, when taken together with R^2 or $R^{2'}$ may form a bond;

R^7 is H, -OR^{11}, -$NR^{11}R^{12}$, -$NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, -SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, -$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, -$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, -$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, -$NR^{11}SO_pNR^{11}R^{12}$, -$NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

R^8 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

$R^{8'}$ is H, $-OR^{11}$, $-NR^{11}R^{12}$,- $NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^a is independently (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl wherein any (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl or (C_2-C_8)alkynyl of R^a is optionally substituted with one or more OH, NH_2, CO_2H, C_2-C_{20} heterocyclyl, and wherein any aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of R^a is optionally substituted with one or more -OH, $-NH_2$, CO_2H, C_2-C_{20} heterocyclyl or (C_1-C_8)alkyl;

each R^{11} or R^{12} is independently H, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, (C_3-C_7)cycloalkyl, (C_3-C_7)cycloalkyl(C_1-C_8)alkyl, $-C(=O)R^a$ or $-S(O)_pR^a$; or when R^{11} and R^{12} are attached to a nitrogen they may optionally be taken together with the nitrogen to which they are both attached to form a 3 to 7 membered heterocyclic ring wherein any one carbon atom of said heterocyclic ring can optionally be replaced with -O-, -S-, $-S(O)_p$-, -NH-, $-NR^a$- or -C(O)-;

R^{13} is H or (C_1-C_8)alkyl;

R^{14} is H, (C_1-C_8)alkyl, $NR^{11}R^{12}$, $NR^{11}C(O)R^{11}$, $NR^{11}C(O)OR^{11}$, $NR^{11}C(O)NR^{11}R^{12}$, $NR^{11}S(O)_pR^a$, $-NR^{11}S(O)_p(OR^{11})$ or $NR^{11}SO_pNR^{11}R^{12}$; and

wherein each (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of each R^1, R^2, $R^{2'}$, R^3, $R^{3'}$, R^4, $R^{4'}$, R^5, $R^{5'}$, R^6, R^7, R^8, $R^{8'}$,

R^{11} or R^{12} is independently, optionally substituted with one or more oxo, halogen, hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $-S(O)_pR^a$, $-OR^a$, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $-NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$, $-NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$, $-NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

2. The compound of claim 1 wherein:

a) Y^1 is N, NH or CH, Y^2 is C, Y^3 is N or $CR^{8'}$, Y^4 is N or C and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

b) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is N or $CR^{8'}$, Y^4 is N or C, and Y^5 is N or $NR^{2'}$, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

c) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is $CR^{8'}$, Y^4 is N or C, and Y^5 is N, $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$;

the dashed bonds ---- are selected from single bonds and double bonds so as to provide an aromatic ring system;

A is $-(CR^4 R^{4'})_n-$;

n is 3, 4, 5 or 6;

each p is 1 or 2;

Ar is a C_2–C_{20} heterocyclyl group or a C_6-C_{20} aryl group, wherein the C_2–C_{20} heterocyclyl group or the C_6-C_{20} aryl group is optionally substituted with 1 to 5 R^6;

X is $-C(R^{13})(R^{14})-$, $-N(CH_2R^{14})-$ or -NH-, or X is absent;

R^1 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-C(=O)SR^{11}$, $-S(O)_p(OR^{11})$, $-SO_2NR^{11}R^{12}$, $-NR^{11}S(O)_p(OR^{11})$, $-NR^{11}SO_pNR^{11}R^{12}$, $-NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6-C_{20} aryl, C_2-C_{20} heterocyclyl, C_2-C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

R^2 is H, CN, NO_2, halogen or (C_1-C_8)alkyl;

$R^{2'}$ is H or (C_1-C_8)alkyl;

R^3 is H, $-OR^{11}$, $-NR^{11}R^{12}$, $-NR^{11}C(O)R^{11}$, $-NR^{11}C(O)OR^{11}$, $-NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, $-SR^{11}$, $-S(O)_pR^a$, $-NR^{11}S(O)_pR^a$, $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$,

-C(=O)SR^{11}, -S(O)$_p$(OR^{11}), –SO$_2$NR^{11}R^{12}, -NR^{11}S(O)$_p$(OR^{11}), –NR^{11}SO$_p$NR^{11}R^{12}, -NR^{11}C(=NR^{11})NR^{11}R^{12}, halogen, (C$_1$–C$_8$)alkyl, (C$_2$–C$_8$)alkenyl, (C$_2$–C$_8$)alkynyl, aryl(C$_1$-C$_8$)alkyl, C$_6$–C$_{20}$ aryl, C$_2$–C$_{20}$ heterocyclyl , C$_2$–C$_{20}$ heterocyclyl(C$_1$-C$_8$)alkyl, (C$_3$-C$_7$)cycloalkyl or (C$_3$-C$_7$)cycloalkyl(C$_1$-C$_8$)alkyl;

R$^{3'}$ is H, -OR^{11}, (C$_1$–C$_8$)alkyl, (C$_2$–C$_8$)alkenyl, (C$_2$–C$_8$)alkynyl, aryl(C$_1$-C$_8$)alkyl, C$_6$–C$_{20}$ aryl, C$_2$–C$_{20}$ heterocyclyl, C$_2$–C$_{20}$ heterocyclyl(C$_1$-C$_8$)alkyl, (C$_3$-C$_7$)cycloalkyl or (C$_3$-C$_7$)cycloalkyl(C$_1$-C$_8$)alkyl;

each R^4 is independently H, -OR^{11}, -NR^{11}R^{12}, -NR^{11}C(O)R^{11}, -NR^{11}C(O)OR^{11}, -NR^{11}C(O)NR^{11}R^{12}, N$_3$, CN, NO$_2$, SR^{11}, -S(O)$_p$R^a, -NR^{11}S(O)$_p$R^a, -C(=O)R^{11}, -C(=O)OR^{11}, -C(=O)NR^{11}R^{12}, -C(=O)SR^{11}, -S(O)$_p$(OR^{11}), –SO$_2$NR^{11}R^{12}, -NR^{11}S(O)$_p$(OR^{11}), –NR^{11}SO$_p$NR^{11}R^{12}, NR^{11}C(=NR^{11})NR^{11}R^{12}, halogen, (C$_1$–C$_8$)alkyl, (C$_2$–C$_8$)alkenyl, (C$_2$–C$_8$)alkynyl, aryl(C$_1$-C$_8$)alkyl, C$_6$–C$_{20}$ aryl, C$_2$–C$_{20}$ heterocyclyl, C$_2$–C$_{20}$ heterocyclyl(C$_1$-C$_8$)alkyl, (C$_3$-C$_7$)cycloalkyl or (C$_3$-C$_7$)cycloalkyl(C$_1$-C$_8$)alkyl; and

each R$^{4'}$ is independently H, OR^{11}, (C$_1$–C$_8$)alkyl, (C$_2$–C$_8$)alkenyl, (C$_2$–C$_8$)alkynyl, aryl(C$_1$-C$_8$)alkyl, C$_6$–C$_{20}$ aryl, C$_2$–C$_{20}$ heterocyclyl, C$_2$–C$_{20}$ heterocyclyl(C$_1$-C$_8$)alkyl, (C$_3$-C$_7$)cycloalkyl or (C$_3$-C$_7$)cycloalkyl(C$_1$-C$_8$)alkyl;

each R^6 is independently H, oxo, -OR^{11}, -NR^{11}R^{12}, -NR^{11}C(O)R^{11}, -NR^{11}C(O)OR^{11}, -NR^{11}C(O)NR^{11}R^{12}, N$_3$, CN, NO$_2$, -SR^{11}, -S(O)$_p$R^a, -NR^{11}S(O)$_p$R^a, -C(=O)R^{11}, -C(=O)OR^{11}, -C(=O)NR^{11}R^{12}, -C(=O)SR^{11}, -S(O)$_p$(OR^{11}), –SO$_2$NR^{11}R^{12}, -NR^{11}S(O)$_p$(OR^{11}), –NR^{11}SO$_p$NR^{11}R^{12}, -NR^{11}C(=NR^{11})NR^{11}R^{12}, halogen, (C$_1$–C$_8$)alkyl, (C$_2$–C$_8$)alkenyl, (C$_2$–C$_8$)alkynyl, aryl(C$_1$-C$_8$)alkyl, C$_6$–C$_{20}$ aryl, C$_2$–C$_{20}$ heterocyclyl, C$_2$–C$_{20}$ heterocyclyl(C$_1$-C$_8$)alkyl, (C$_3$-C$_7$)cycloalkyl or (C$_3$-C$_7$)cycloalkyl(C$_1$-C$_8$)alkyl;

R^7 is H, -OR^{11}, -NR^{11}R^{12}, -NR^{11}C(O)R^{11}, -NR^{11}C(O)OR^{11}, -NR^{11}C(O)NR^{11}R^{12}, N$_3$, CN, NO$_2$, -SR^{11}, -S(O)$_p$R^a, -NR^{11}S(O)$_p$R^a, -C(=O)R^{11}, -C(=O)OR^{11}, -C(=O)NR^{11}R^{12}, -C(=O)SR^{11}, -S(O)$_p$(OR^{11}), -SO$_2$NR^{11}R^{12}, -NR^{11}S(O)$_p$(OR^{11}), -NR^{11}SO$_p$NR^{11}R^{12}, -NR^{11}C(=NR^{11})NR^{11}R^{12}, halogen, (C$_1$–C$_8$)alkyl, (C$_2$–C$_8$)alkenyl, (C$_2$–C$_8$)alkynyl, aryl(C$_1$-C$_8$)alkyl, C$_6$–C$_{20}$ aryl, C$_2$–C$_{20}$ heterocyclyl, C$_2$–C$_{20}$ heterocyclyl(C$_1$-C$_8$)alkyl, (C$_3$-C$_7$)cycloalkyl or (C$_3$-C$_7$)cycloalkyl(C$_1$-C$_8$)alkyl;

R^8 is H, -OR^{11}, -NR^{11}R^{12}, -NR^{11}C(O)R^{11}, -NR^{11}C(O)OR^{11}, -NR^{11}C(O)NR^{11}R^{12}, N$_3$, CN, NO$_2$, -SR^{11}, -S(O)$_p$R^a, -NR^{11}S(O)$_p$R^a, -C(=O)R^{11}, -C(=O)OR^{11}, -C(=O)NR^{11}R^{12}, -C(=O)SR^{11}, -S(O)$_p$(OR^{11}), -SO$_2$NR^{11}R^{12}, -NR^{11}S(O)$_p$(OR^{11}), –NR^{11}SO$_p$NR^{11}R^{12}, NR^{11}C(=NR^{11})NR^{11}R^{12}, halogen, (C$_1$–C$_8$)alkyl, (C$_2$–C$_8$)alkenyl, (C$_2$–C$_8$)alkynyl, aryl(C$_1$-

C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

$R^{8'}$ is H, -OR^{11}, -$NR^{11}R^{12}$,- $NR^{11}C(O)R^{11}$, -$NR^{11}C(O)OR^{11}$, -$NR^{11}C(O)NR^{11}R^{12}$, N_3, CN, NO_2, -SR^{11}, -$S(O)_pR^a$, -$NR^{11}S(O)_pR^a$, -$C(=O)R^{11}$, -$C(=O)OR^{11}$, -$C(=O)NR^{11}R^{12}$, -$C(=O)SR^{11}$, -$S(O)_p(OR^{11})$, –$SO_2NR^{11}R^{12}$, -$NR^{11}S(O)_p(OR^{11})$, –$NR^{11}SO_pNR^{11}R^{12}$, -$NR^{11}C(=NR^{11})NR^{11}R^{12}$, halogen, ($C_1$–$C_8$)alkyl, ($C_2$–$C_8$)alkenyl, ($C_2$–$C_8$)alkynyl, aryl($C_1$-$C_8$)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl;

each R^a is independently (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl wherein any (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, (C_2-C_8)alkenyl or (C_2-C_8)alkynyl of R^a is optionally substituted with one or more OH, NH_2, CO_2H, C_2–C_{20} heterocyclyl, and wherein any aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of R^a is optionally substituted with one or more -OH, -NH_2, CO_2H, C_2–C_{20} heterocyclyl or (C_1-C_8)alkyl;

each R^{11} or R^{12} is independently H, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, (C_3-C_7)cycloalkyl, (C_3-C_7)cycloalkyl(C_1-C_8)alkyl, -$C(=O)R^a$ or -$S(O)_pR^a$; or when R^{11} and R^{12} are attached to a nitrogen they may optionally be taken together with the nitrogen to which they are both attached to form a 3 to 7 membered heterocyclic ring wherein any one carbon atom of said heterocyclic ring can optionally be replaced with -O-, -S-, -$S(O)_p$-, -NH-, -NR^a- or -C(O)-;

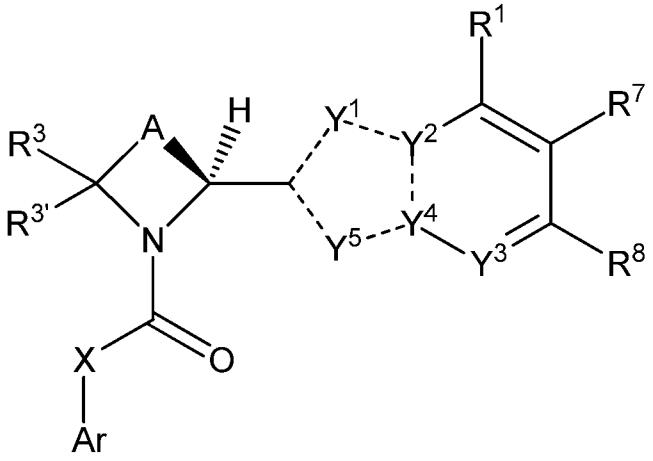
R^{13} is H or (C_1-C_8)alkyl;

R^{14} is H, (C_1-C_8)alkyl, $NR^{11}R^{12}$, $NR^{11}C(O)R^{11}$, $NR^{11}C(O)OR^{11}$, $NR^{11}C(O)NR^{11}R^{12}$, $NR^{11}S(O)_pR^a$, -$NR^{11}S(O)_p(OR^{11})$ or $NR^{11}SO_pNR^{11}R^{12}$; and

wherein each (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, aryl(C_1-C_8)alkyl, C_6–C_{20} aryl, C_2–C_{20} heterocyclyl, C_2–C_{20} heterocyclyl(C_1-C_8)alkyl, (C_3-C_7)cycloalkyl or (C_3-C_7)cycloalkyl(C_1-C_8)alkyl of each R^1, R^2, $R^{2'}$, R^3, $R^{3'}$, R^4, $R^{4'}R^6$, R^7, R^8, $R^{8'}$, R^{11} or R^{12} is independently, optionally substituted with one or more oxo, halogen, hydroxy, -NH_2, CN, N_3, -$N(R^a)_2$, -NHR^a, -SH, -SR^a, -$S(O)_pR^a$, -OR^a, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, -$C(O)R^a$, -C(O)H, -$C(=O)OR^a$, -C(=O)OH, -$C(=O)N(R^a)_2$, -$C(=O)NHR^a$, -$C(=O)NH_2$, -$NHS(O)_pR^a$, -$NR^aS(O)_pR^a$, -$NHC(O)R^a$, -$NR^aC(O)R^a$, -$NHC(O)OR^a$, -$NR^aC(O)OR^a$,

$-NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$,- $NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

3. The compound of claim 1 wherein the compound of formula I is a compound of formula Ic:



Ic

or a pharmaceutically acceptable salt thereof.

4. The compound of claim 1 wherein R^3 and $R^{3'}$ are each H.

5. The compound of claim 1 wherein n is 3.

6. The compound of claim 1 wherein each R^4 and each $R^{4'}$ is H.

7. The compound of claim 1 wherein A is $-(CH_2)_3-$.

8. The compound of claim 1 wherein

a) Y^1 is N, NH or CH, Y^2 is C, Y^3 is N, Y^4 is N or C and Y^5 is $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$; or

b) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is N or $CR^{8'}$, Y^4 is N or C, and Y^5 is N, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N or NH; or

c) Y^1 is N, NH or CH, Y^2 is N or C, Y^3 is $CR^{8'}$, Y^4 is N or C, and Y^5 is $NR^{2'}$ or CR^2, wherein at least two of Y^1, Y^2, Y^3, Y^4 and Y^5 are independently N, NH or $NR^{2'}$.

9. The compound of claim 1 wherein

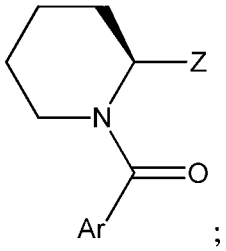
a) Y^1 is N, Y^2 is C, Y^3 is N, Y^4 is N and Y^5 is CR^2; or

b) Y^1 is N, Y^2 is N, Y^3 is $CR^{8'}$, Y^4 is C, and Y^5 is CR^2.

10. The compound of claim 1 wherein $R^{2'}$, R^2 and $R^{8'}$ are each H.

11. The compound of claim 1 wherein the compound of formula I is a compound of formula

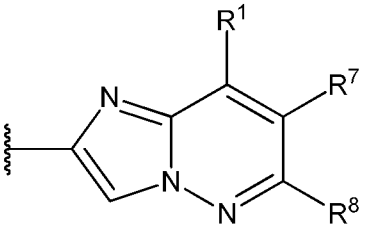
Ix4:



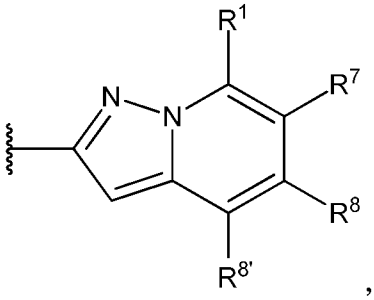
;

Ix4

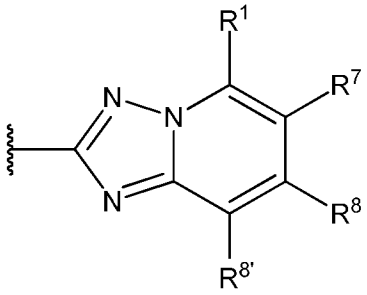
wherein Z is:



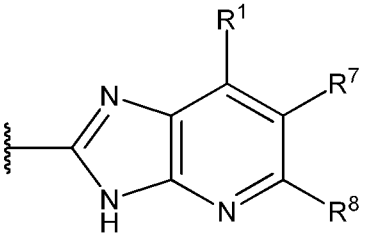
,



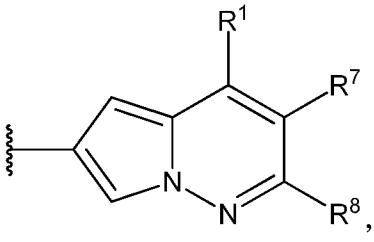
,



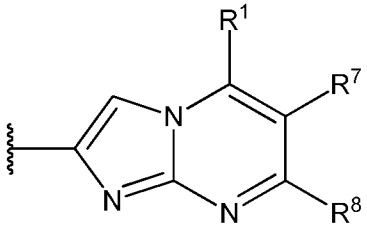
,



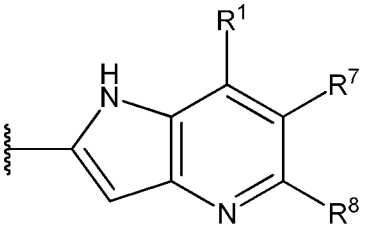
,



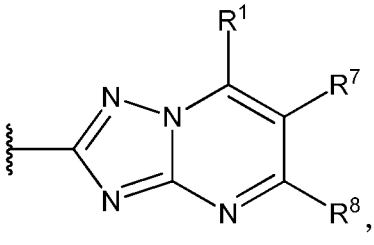
,



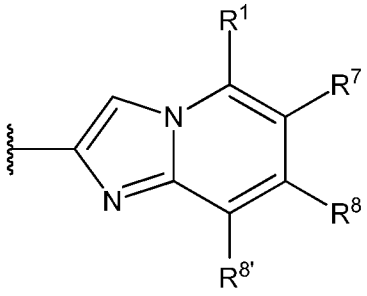
,



,



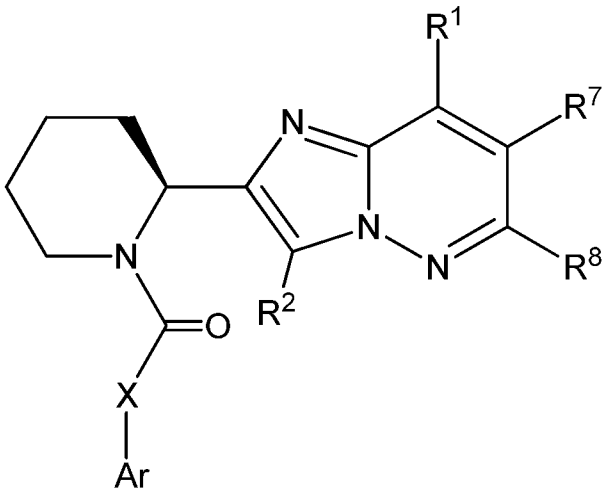
,



or

or a salt thereof.

12. The compound of claim 1 wherein the compound of formula I is a compound of formula Im:



Im

or a salt thereof.

13. The compound of claim 12 wherein R^2 is H.

14. The compound of claim 1 wherein X is $-C(R^{13})(R^{14})-$ or X is absent.

15. The compound of claim 1wherein R^{13} is H and R^{14} is $-NHS(O)_2(C_1-C_3)$alkyl.

16. The compound of claim 1 wherein X is absent.

17. The compound of claim 1 wherein R^7 is H or $(C_1–C_8)$alkyl, wherein (C_1-C_8)alkyl is optionally substituted with one or more oxo, halogen, hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $S(O)_pR^a$, $-OR^a$, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $-NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$, $-NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$, $-NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

18. The compound of claim 1 wherein R^7 is H or methyl.

19. The compound of claim 1 wherein R^1 is H, $-NR^{11}R^{12}$, $(C_1–C_8)$alkyl or $C_2–C_{20}$ heterocyclyl wherein (C_1-C_8)alkyl or $C_2–C_{20}$ heterocyclyl is optionally substituted with one or more oxo, halogen, hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $-S(O)_pR^a$, $-OR^a$, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$,- $NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$, $-NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

20. The compound of claim 1 wherein R^1 is H, $(C_1–C_3)$alkyl or $-NR^{11}R^{12}$, wherein each R^{11} or R^{12} is independently H or (C_1-C_3)alkyl; or R^{11} and R^{12} together with the nitrogen to which they are both attached to form a 3 to 7 membered heterocyclic ring wherein any one carbon atom of said heterocyclic ring can optionally be replaced with -O-, -S-, $-S(O)_p$-, -NH-, $-NR^a$- or -C(O)-.

21. The compound of claim 1 wherein R^1 is H, methyl or azetidinyl.

22. The compound of claim 1 wherein R^8 is $-NR^{11}R^{12}$, $(C_1–C_8)$alkyl or $C_2–C_{20}$ heterocyclyl wherein (C_1-C_8)alkyl or $C_2–C_{20}$ heterocyclyl is optionally substituted with one or more oxo, halogen, hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $-S(O)_pR^a$, $-OR^a$, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $-NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$, $-NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$, $-NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

23. The compound of claim 1 wherein R^8 is $(C_1–C_8)$alkyl, azetidinyl or pyrrolidinyl, wherein azetidinyl or pyrrolidinyl is optionally substituted with one or more oxo, halogen,

hydroxy, $-NH_2$, CN, N_3, $-N(R^a)_2$, $-NHR^a$, -SH, $-SR^a$, $-S(O)_pR^a$, $-OR^a$, (C_1-C_8)alkyl, (C_1-C_8)haloalkyl, $-C(O)R^a$, -C(O)H, $-C(=O)OR^a$, -C(=O)OH, $-C(=O)N(R^a)_2$, $-C(=O)NHR^a$, $-C(=O)NH_2$, $-NHS(O)_pR^a$, $-NR^aS(O)_pR^a$, $-NHC(O)R^a$, $-NR^aC(O)R^a$, $-NHC(O)OR^a$, $-NR^aC(O)OR^a$, $-NR^aC(O)NHR^a$, $-NR^aC(O)N(R^a)_2$, $-NR^aC(O)NH_2$, $-NHC(O)NHR^a$, $-NHC(O)N(R^a)_2$, $-NHC(O)NH_2$, =NH, =NOH, $=NOR^a$, $-NR^aS(O)_pNHR^a$, $-NR^aS(O)_pN(R^a)_2$, $-NR^aS(O)_pNH_2$, $-NHS(O)_pNHR^a$, $-NHS(O)_pN(R^a)_2$, $-NHS(O)_pNH_2$, $-OC(=O)R^a$, $-OP(O)(OH)_2$ or R^a.

24. The compound of claim 1 wherein R^8 is methyl, azetidinyl or pyrrolidinyl, wherein azetidinyl or pyrrolidinyl is optionally substituted with one or more hydroxy, NH_2 or CN.

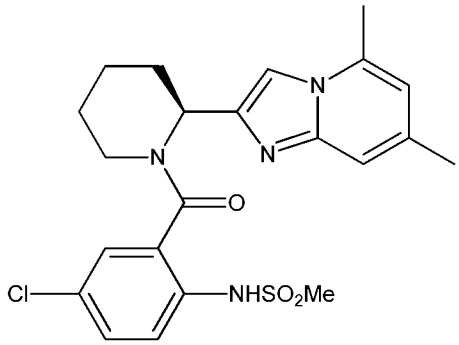
25. The compound of claim 1 wherein Ar is a phenyl or 5-6 membered monocyclic heteroaryl, wherein phenyl or 5-6 membered monocyclic heteroaryl is optionally substituted with 1 to 5 R^6.

26. The compound of claim 1 wherein Ar is a phenyl, pyridinyl or thienyl, wherein phenyl, pyridinyl or thienyl is optionally substituted with 1 to 5 R^6.

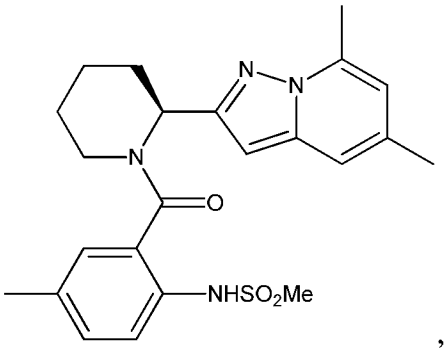
27. The compound of claim 1 wherein each R^6 is $-NR^{11}S(O)_pR^a$, halogen, or (C_1-C_8)alkyl.

28. The compound of claim 1 wherein each R^6 is $-NHS(O)_2CH_3$, chloro, bromo or methyl.

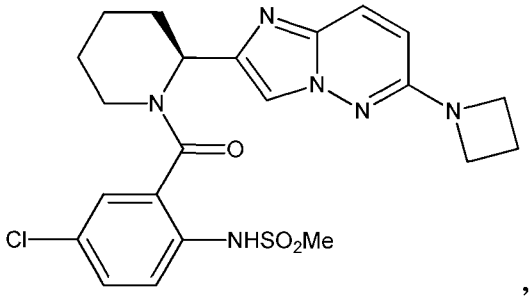
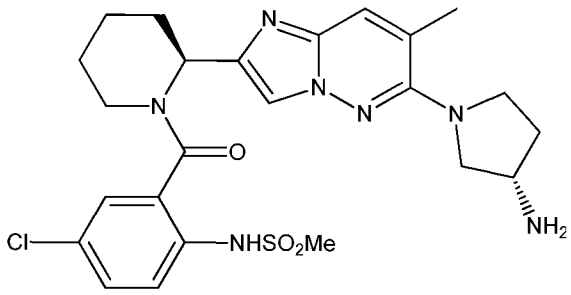
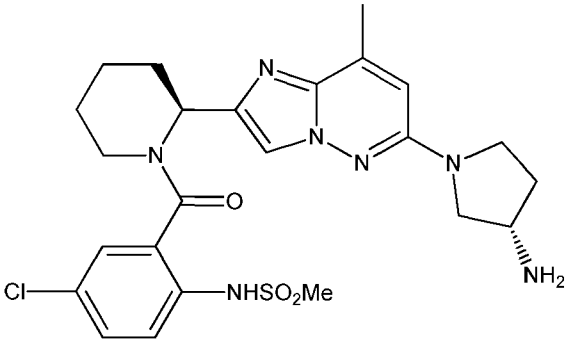
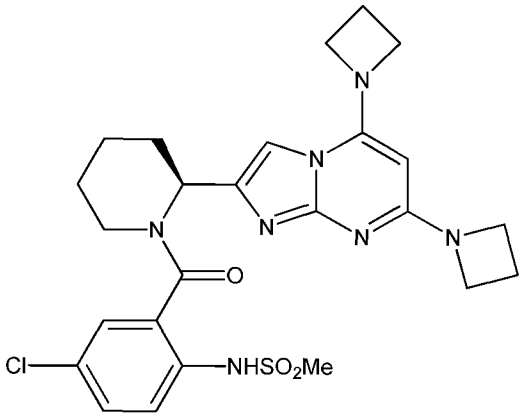
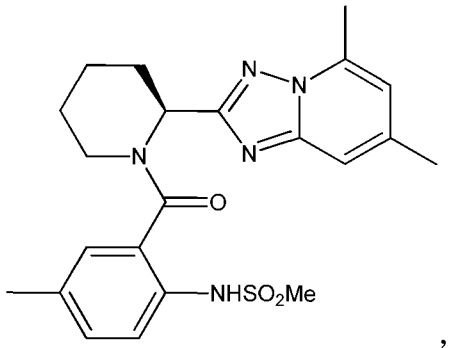
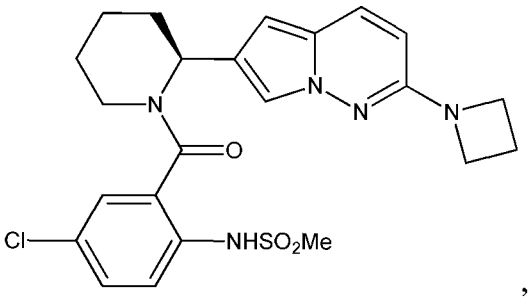
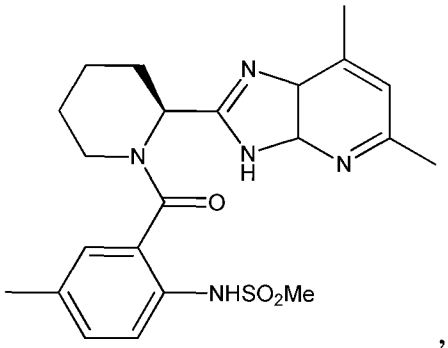
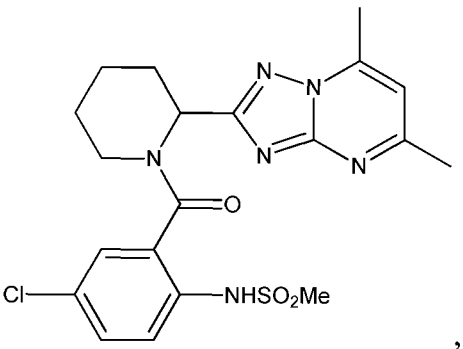
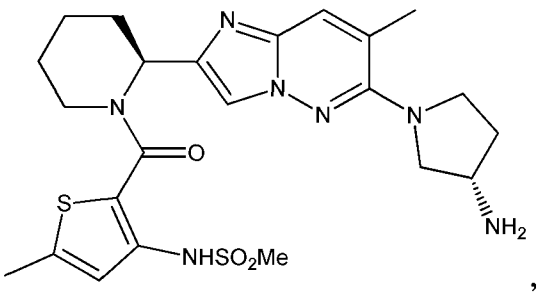
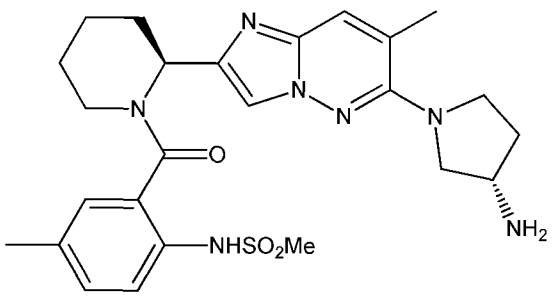
29. The compound of claim 1 selected from:

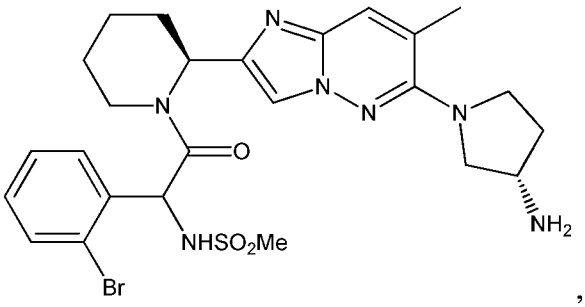


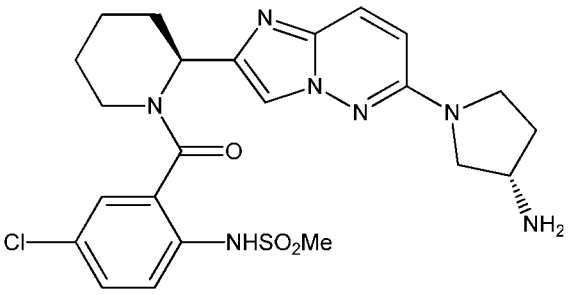
,

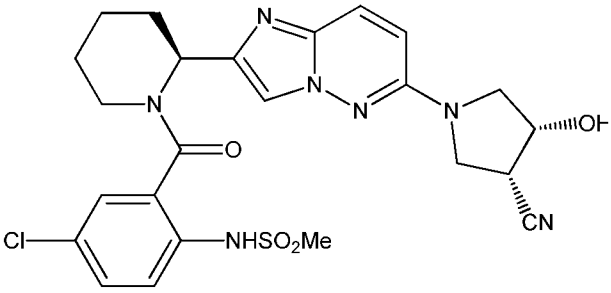


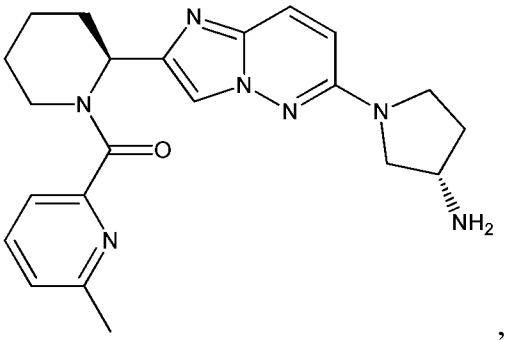
,

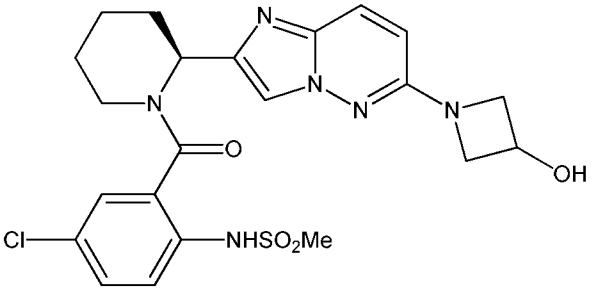

,

,

,

,

,

,

,

,

,


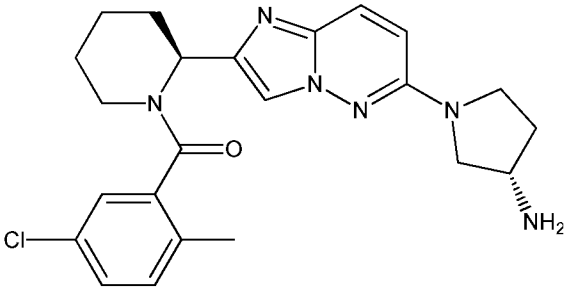


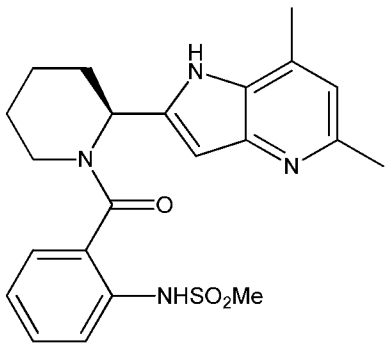
,


,


,


,


,


,
and


and pharmaceutically acceptable salts thereof.

30. A pharmaceutical composition comprising a therapeutically effective amount of a compound as described in claim 1 or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable carrier.

31. The pharmaceutical composition of claim 30 further comprising at least one therapeutic agent selected from ribavirin, palivizumab, motavizumab, RSV-IGIV, MEDI-557, A-60444, MDT-637, BMS-433771, ALN-RSV01 and ALX-0171 and mixtures thereof.