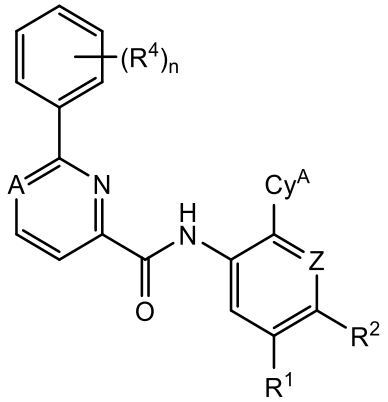
~~What is claimed is~~CLAIMS:

1. A compound of Formula (I'):



I'

or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is C_{3-12} cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-12} cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CR^{16};

R^{16} is selected from H, D, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2, OR^{a16}, SR^{a16}, $C(O)R^{b16}$, $C(O)NR^{c16}R^{d16}$, $C(O)OR^{a16}$, $OC(O)R^{b16}$, $OC(O)NR^{c16}R^{d16}$, $NR^{c16}R^{d16}$, $NR^{c16}C(O)R^{b16}$, $NR^{c16}C(O)OR^{a16}$, $NR^{c16}C(O)NR^{c16}R^{d16}$, $NR^{c16}S(O)R^{b16}$, $NR^{c16}S(O)_2R^{b16}$, $NR^{c16}S(O)_2NR^{c16}R^{d16}$, $S(O)R^{b16}$, $S(O)NR^{c16}R^{d16}$, $S(O)_2R^{b16}$, $S(O)_2NR^{c16}R^{d16}$ and $BR^{h16}R^{i16}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

R^1 is selected from H, D, halo, CN, C_{1-6} alkyl, OR^{a15} and $NR^{c15}R^{d15}$; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R^2 is selected from H, D, Cy^2, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2, OR^a, SR^a, $C(O)R^b$, $C(O)NR^cR^d$, $C(O)OR^a$, $OC(O)R^b$, $OC(O)NR^cR^d$, NR^cR^d, $NR^cC(O)R^b$, $NR^cC(O)OR^a$, $NR^cC(O)NR^cR^d$, $C(=NR^e)R^b$, $C(=NOR^a)R^b$, $C(=NR^e)NR^cR^d$, $NR^cC(=NR^e)NR^cR^d$, $NR^cS(O)R^b$, $NR^cS(O)_2R^b$, $NR^cS(O)_2NR^cR^d$, $S(O)R^b$, $S(O)NR^cR^d$,

$S(O)_2R^b$, $S(O)_2NR^cR^d$ and BR^hR^i; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};

Cy^2 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10};

Z is N or CR^3;

R^3 is selected from H, D, Cy^3, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2, OR^{a4}, SR^{a4}, $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $C(O)OR^{a4}$, $OC(O)R^{b4}$, $OC(O)NR^{c4}R^{d4}$, $NR^{c4}R^{d4}$, $NR^{c4}C(O)R^{b4}$, $NR^{c4}C(O)OR^{a4}$, $NR^{c4}C(O)NR^{c4}R^{d4}$, $C(=NR^{e4})R^{b4}$, $C(=NOR^{a4})R^{b4}$, $C(=NR^{e4})NR^{c4}R^{d4}$, $NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}$, $NR^{c4}S(O)R^{b4}$, $NR^{c4}S(O)_2R^{b4}$, $NR^{c4}S(O)_2NR^{c4}R^{d4}$, $S(O)R^{b4}$, $S(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, $S(O)_2NR^{c4}R^{d4}$ and $BR^{h4}R^{i4}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13};

Cy^3 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13};

each R^4 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a8}, SR^{a8}, $C(O)R^{b8}$, $C(O)NR^{c8}R^{d8}$, $C(O)OR^{a8}$, $OC(O)R^{b8}$, $OC(O)NR^{c8}R^{d8}$, $NR^{c8}R^{d8}$, $NR^{c8}C(O)R^{b8}$, $NR^{c8}C(O)OR^{a8}$, $NR^{c8}C(O)NR^{c8}R^{d8}$, $C(=NR^{e8})R^{b8}$, $C(=NOR^{a8})R^{b8}$, $C(=NR^{e8})NR^{c8}R^{d8}$,

$NR^{c8}C(=NR^{e8})NR^{c8}R^{d8}$, $NR^{c8}S(O)R^{b8}$, $NR^{c8}S(O)_2R^{b8}$, $NR^{c8}S(O)_2NR^{c8}R^{d8}$, $S(O)R^{b8}$, $S(O)NR^{c8}R^{d8}$, $S(O)_2R^{b8}$, $S(O)_2NR^{c8}R^{d8}$ and $BR^{h8}R^{i8}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5;

each R^5 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a9}, SR^{a9}, $C(O)R^{b9}$, $C(O)NR^{c9}R^{d9}$, $C(O)OR^{a9}$, $NR^{c9}R^{d9}$, $NR^{c9}C(O)R^{b9}$, $NR^{c9}C(O)OR^{a9}$, $NR^{c9}S(O)R^{b9}$, $NR^{c9}S(O)_2R^{b9}$, $NR^{c9}S(O)_2NR^{c9}R^{d9}$, $S(O)R^{b9}$, $S(O)NR^{c9}R^{d9}$, $S(O)_2R^{b9}$, $S(O)_2NR^{c9}R^{d9}$ and $BR^{h9}R^{i9}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6;

each R^6 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a10}, SR^{a10}, $C(O)R^{b10}$, $C(O)NR^{c10}R^{d10}$, $C(O)OR^{a10}$, $NR^{c10}R^{d10}$, $NR^{c10}C(O)R^{b10}$, $NR^{c10}C(O)OR^{a10}$, $NR^{c10}S(O)R^{b10}$, $NR^{c10}S(O)_2R^{b10}$, $NR^{c10}S(O)_2NR^{c10}R^{d10}$, $S(O)R^{b10}$, $S(O)NR^{c10}R^{d10}$, $S(O)_2R^{b10}$, and $S(O)_2NR^{c10}R^{d10}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^A is selected from H, D, Cy^1, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2, OR^{a11}, SR^{a11}, $C(O)R^{b11}$, $C(O)NR^{c11}R^{d11}$, $C(O)OR^{a11}$, $OC(O)R^{b11}$, $OC(O)NR^{c11}R^{d11}$, $NR^{c11}R^{d11}$, $NR^{c11}C(O)R^{b11}$, $NR^{c11}C(O)OR^{a11}$, $NR^{c11}C(O)NR^{c11}R^{d11}$, $C(=NR^{e11})R^{b11}$, $C(=NOR^{a11})R^{b11}$, $C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}S(O)R^{b11}$, $NR^{c11}S(O)_2R^{b11}$, $NR^{c11}S(O)_2NR^{c11}R^{d11}$, $S(O)R^{b11}$, $S(O)NR^{c11}R^{d11}$, $S(O)_2R^{b11}$, $S(O)_2NR^{c11}R^{d11}$ and $BR^{h11}R^{i11}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

Cy^1 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered

heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7;

each R^7 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a12}, SR^{a12}, $C(O)R^{b12}$, $C(O)NR^{c12}R^{d12}$, $C(O)OR^{a12}$, $OC(O)R^{b12}$, $OC(O)NR^{c12}R^{d12}$, $NR^{c12}R^{d12}$, $NR^{c12}C(O)R^{b12}$, $NR^{c12}C(O)OR^{a12}$, $NR^{c12}C(O)NR^{c12}R^{d12}$, $C(=NR^{e12})R^{b12}$, $C(=NOR^{a12})R^{b12}$, $C(=NR^{e12})NR^{c12}R^{d12}$, $NR^{c12}C(=NR^{e12})NR^{c12}R^{d12}$, $NR^{c12}S(O)R^{b12}$, $NR^{c12}S(O)_2R^{b12}$, $NR^{c12}S(O)_2NR^{c12}R^{d12}$, $S(O)R^{b12}$, $S(O)NR^{c12}R^{d12}$, $S(O)_2R^{b12}$, $S(O)_2NR^{c12}R^{d12}$ and $BR^{h12}R^{i12}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8;

each R^8 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a13}, SR^{a13}, $C(O)R^{b13}$, $C(O)NR^{c13}R^{d13}$, $C(O)OR^{a13}$, $NR^{c13}R^{d13}$, $NR^{c13}C(O)R^{b13}$, $NR^{c13}C(O)OR^{a13}$, $NR^{c13}S(O)R^{b13}$, $NR^{c13}S(O)_2R^{b13}$, $NR^{c13}S(O)_2NR^{c13}R^{d13}$, $S(O)R^{b13}$, $S(O)NR^{c13}R^{d13}$, $S(O)_2R^{b13}$ $S(O)_2NR^{c13}R^{d13}$ and $BR^{h13}R^{i13}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9;

each R^9 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a14}, SR^{a14}, $C(O)R^{b14}$, $C(O)NR^{c14}R^{d14}$, $C(O)OR^{a14}$, $NR^{c14}R^{d14}$, $NR^{c14}C(O)R^{b14}$,

$NR^{c14}C(O)OR^{a14}$, $NR^{c14}S(O)R^{b14}$, $NR^{c14}S(O)_2R^{b14}$, $NR^{c14}S(O)_2NR^{c14}R^{d14}$, $S(O)R^{b14}$, $S(O)NR^{c14}R^{d14}$, $S(O)_2R^{b14}$ and $S(O)_2NR^{c14}R^{d14}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a1}, SR^{a1}, $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, $NR^{c1}C(O)OR^{a1}$, $NR^{c1}C(O)NR^{c1}R^{d1}$, $C(=NR^{e1})R^{b1}$, $C(=NOR^{a1})R^{b1}$, $C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}S(O)R^{b1}$, $NR^{c1}S(O)_2R^{b1}$, $NR^{c1}S(O)_2NR^{c1}R^{d1}$, $S(O)R^{b1}$, $S(O)NR^{c1}R^{d1}$, $S(O)_2R^{b1}$, $S(O)_2NR^{c1}R^{d1}$ and $BR^{h1}R^{i1}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

each R^{11} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a2}, SR^{a2}, $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $C(O)OR^{a2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, $NR^{c2}C(O)OR^{a2}$, $NR^{c2}S(O)R^{b2}$, $NR^{c2}S(O)_2R^{b2}$, $NR^{c2}S(O)_2NR^{c2}R^{d2}$, $S(O)R^{b2}$, $S(O)NR^{c2}R^{d2}$, $S(O)_2R^{b2}$ $S(O)_2NR^{c2}R^{d2}$ and $BR^{h2}R^{i2}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12};

each R^{12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$ and $S(O)_2NR^{c3}R^{d3}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6}

cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{13} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a5}, SR^{a5}, $C(O)R^{b5}$, $C(O)NR^{c5}R^{d5}$, $C(O)OR^{a5}$, $OC(O)R^{b5}$, $OC(O)NR^{c5}R^{d5}$, $NR^{c5}R^{d5}$, $NR^{c5}C(O)R^{b5}$, $NR^{c5}C(O)OR^{a5}$, $NR^{c5}C(O)NR^{c5}R^{d5}$, $C(=NR^{e5})R^{b5}$, $C(=NOR^{a5})R^{b5}$, $C(=NR^{e5})NR^{c5}R^{d5}$, $NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}$, $NR^{c5}S(O)R^{b5}$, $NR^{c5}S(O)_2R^{b5}$, $NR^{c5}S(O)_2NR^{c5}R^{d5}$, $S(O)R^{b5}$, $S(O)NR^{c5}R^{d5}$, $S(O)_2R^{b5}$, $S(O)_2NR^{c5}R^{d5}$ and $BR^{h5}R^{i5}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14};

each R^{14} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a6}, SR^{a6}, $C(O)R^{b6}$, $C(O)NR^{c6}R^{d6}$, $C(O)OR^{a6}$, $NR^{c6}R^{d6}$, $NR^{c6}C(O)R^{b6}$, $NR^{c6}C(O)OR^{a6}$, $NR^{c6}S(O)R^{b6}$, $NR^{c6}S(O)_2R^{b6}$, $NR^{c6}S(O)_2NR^{c6}R^{d6}$, $S(O)R^{b6}$, $S(O)NR^{c6}R^{d6}$, $S(O)_2R^{b6}$ $S(O)_2NR^{c6}R^{d6}$ and $BR^{h6}R^{i6}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15};

each R^{15} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a7}, SR^{a7}, $C(O)R^{b7}$, $C(O)NR^{c7}R^{d7}$, $C(O)OR^{a7}$, $NR^{c7}R^{d7}$, $NR^{c7}C(O)R^{b7}$, $NR^{c7}C(O)OR^{a7}$, $NR^{c7}S(O)R^{b7}$, $NR^{c7}S(O)_2R^{b7}$, $NR^{c7}S(O)_2NR^{c7}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{c7}R^{d7}$, $S(O)_2R^{b7}$ and $S(O)_2NR^{c7}R^{d7}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^a, R^c and R^d is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10

membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};

or any R^c and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10};

each R^b is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};

each R^e is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^h and R^i is independently selected from OH and C_{1-6} alkoxy;

or any R^h and R^i attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

or any R^{c1} and R^{d1} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{11};

each R^{b1} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

each R^{e1} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6}

alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h1} and R^{i1} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h1} and R^{i1} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12};

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{12};

each R^{b2} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12};

each R^{h2} and R^{i2} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h2} and R^{i2} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a3}, R^{c3} and R^{d3} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};

each R^{b3} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};

each R^{a4}, R^{c4} and R^{d4} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13};

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13};

each R^{b4} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13};

each R^{e4} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h4} and R^{i4} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h4} and R^{i4} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a5}, R^{c5} and R^{d5} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14};

or any R^{c5} and R^{d5} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{14};

each R^{b5} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14};

each R^{e5} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h5} and R^{i5} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h5} and R^{i5} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a6}, R^{c6} and R^{d6} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15};

or any R^{c6} and R^{d6} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{15};

each R^{b6} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15};

each R^{h6} and R^{i6} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h6} and R^{i6} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a7}, R^{c7} and R^{d7} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};

each R^{b7} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};

each R^{a8}, R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{5};

or any R^{c8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{5};

each R^{b8} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5;

each R^{e8} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h8} and R^{i8} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h8} and R^{i8} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a9}, R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6;

or any R^{c9} and R^{d9} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^6;

each R^{b9} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6;

each R^{h9} and R^{i9} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h9} and R^{i9} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a10}, R^{c10} and R^{d10} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a11}, R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

or any R^{c11} and R^{d11} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7;

each R^{b11} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

each R^{e11} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h11} and R^{i11} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h11} and R^{i11} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a12}, R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8;

or any R^{c12} and R^{d12} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^8;

each R^{b12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered

heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8;

each R^{e12} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h12} and R^{i12} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h12} and R^{i12} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a13}, R^{c13} and R^{d13} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9;

or any R^{c13} and R^{d13} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^9;

each R^{b13} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9;

each R^{h13} and R^{i13} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h13} and R^{i13} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a14}, R^{c14} and R^{d14} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b14} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a15}, R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a16}, R^{c16} and R^{d16} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b16} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

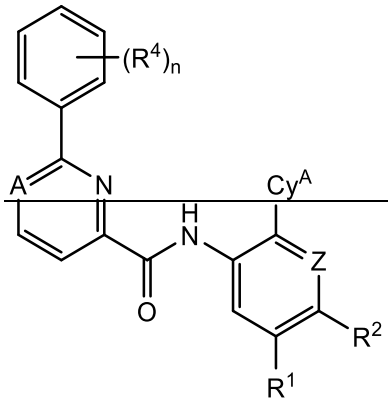
each R^{h16} and R^{i16} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h16} and R^{i16} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl; and

each R^g is independently selected from OH, NO_2, CN, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-2} alkylene, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-3} alkoxy-C_{1-3} alkyl, C_{1-3} alkoxy-C_{1-3} alkoxy, HO-C_{1-3} alkoxy, HO-C_{1-3} alkyl, cyano-C_{1-3} alkyl, H_2N-C_{1-3} alkyl, amino, C_{1-6} alkylamino, di(C_{1-6} alkyl)amino, thio, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, carboxy, C_{1-6} alkylcarbonyl, C_{1-6} alkoxycarbonyl, C_{1-6} alkylcarbonylamino, C_{1-6} alkylsulfonylamino, aminosulfonyl, C_{1-6} alkylaminosulfonyl, di(C_{1-6} alkyl)aminosulfonyl, aminosulfonylamino, C_{1-6} alkylaminosulfonylamino, di(C_{1-6} alkyl)aminosulfonylamino, aminocarbonylamino, C_{1-6} alkylaminocarbonylamino, and di(C_{1-6} alkyl)aminocarbonylamino; and

n is 0, 1, 2, 3 or 4.

2. A compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein: ~~Formula (I'):~~



~~I'~~

~~or a pharmaceutically acceptable salt thereof, wherein:~~

Cy^A is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

~~A is N or CR^{16};~~

R^{16} is selected from H, D, C_{1-6} alkyl, halo, CN and OR^{a16};

R^1 is selected from H, D, halo, CN, C_{1-6} alkyl and OR^{a15}; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R^2 is selected from H, D, Cy^2, C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};

Cy^2 is selected from 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10};

~~Z is N or CR^3;~~

R^3 is selected from H, D, Cy^3, halo and CN;

Cy^3 is 6-10 membered heteroaryl; wherein the 6-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S;

each R^4 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a8};

R^A is selected from H, D, Cy^1, C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN, OR^{a11}, $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

Cy^1 is selected from C_{3-10} cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7;

each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{c12}R^{d12}$;

each R^{10} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1}, $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

each R^{11} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a2};

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a8}, R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a11}, R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

each R^{a12}, R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

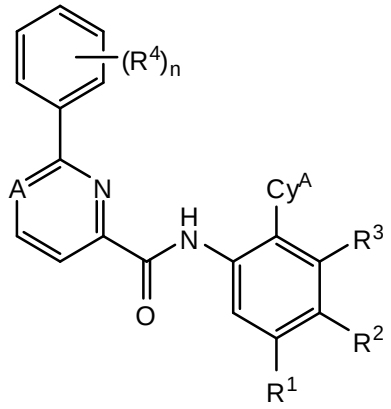
each R^{a15}, R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

R^{a16} is independently selected from H and C_{1-6} alkyl;

each R^g is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl; and

n is 0, 1, 2 or 3.

3. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein~~A~~ the compound of Formula I' is a compound of Formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

~~Cy^A is C_{3-12} cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-12} cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;~~

A is N or CF; and

~~R^1 is selected from H, D, halo, CN, C_{1-6} alkyl, OR^{a15} and $NR^{e15}R^{d15}$; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;~~

~~R^2 is selected from H, D, Cy^2, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2, OR^a, SR^a, $C(O)R^b$, $C(O)NR^eR^d$, $C(O)OR^a$, $OC(O)R^b$, $OC(O)NR^eR^d$, NR^eR^d, $NR^eC(O)R^b$, $NR^eC(O)OR^a$, $NR^eC(O)NR^eR^d$, $C(=NR^e)R^b$, $C(=NOR^a)R^b$, $C(=NR^e)NR^eR^d$, $NR^eC(=NR^e)NR^eR^d$, $NR^eS(O)R^b$, $NR^eS(O)_2R^b$, $NR^eS(O)_2NR^eR^d$, $S(O)R^b$, $S(O)NR^eR^d$, $S(O)_2R^b$, $S(O)_2NR^eR^d$ and BR^hR^i; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};~~

~~Cy^2 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10};~~

R^3 is selected from H, D, Cy^3, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2, OR^{a4}, SR^{a4}, $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $C(O)OR^{a4}$, $OC(O)R^{b4}$, $OC(O)NR^{c4}R^{d4}$, $NR^{c4}R^{d4}$, $NR^{c4}C(O)R^{b4}$, $NR^{c4}C(O)OR^{a4}$, $NR^{c4}C(O)NR^{c4}R^{d4}$, $C(=NR^{e4})R^{b4}$, $C(=NOR^{a4})R^{b4}$, $C(=NR^{e4})NR^{c4}R^{d4}$, $NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}$, $NR^{c4}S(O)R^{b4}$, $NR^{c4}S(O)_2R^{b4}$, $NR^{c4}S(O)_2NR^{c4}R^{d4}$, $S(O)R^{b4}$, $S(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, $S(O)_2NR^{c4}R^{d4}$ and $BR^{h4}R^{i4}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13}.;

~~Cy^3 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13};~~

~~each R^4 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a8}, SR^{a8}, $C(O)R^{b8}$, $C(O)NR^{c8}R^{d8}$, $C(O)OR^{a8}$, $OC(O)R^{b8}$, $OC(O)NR^{c8}R^{d8}$, $NR^{c8}R^{d8}$, $NR^{c8}C(O)R^{b8}$, $NR^{c8}C(O)OR^{a8}$, $NR^{c8}C(O)NR^{c8}R^{d8}$, $C(=NR^{e8})R^{b8}$, $C(=NOR^{a8})R^{b8}$, $C(=NR^{e8})NR^{c8}R^{d8}$, $NR^{c8}C(=NR^{e8})NR^{c8}R^{d8}$, $NR^{c8}S(O)R^{b8}$, $NR^{c8}S(O)_2R^{b8}$, $NR^{c8}S(O)_2NR^{c8}R^{d8}$, $S(O)R^{b8}$, $S(O)NR^{c8}R^{d8}$, $S(O)_2R^{b8}$, $S(O)_2NR^{c8}R^{d8}$ and $BR^{h8}R^{i8}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered~~

heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5;

each R^5 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a9}, SR^{a9}, $C(O)R^{b9}$, $C(O)NR^{c9}R^{d9}$, $C(O)OR^{a9}$, $NR^{c9}R^{d9}$, $NR^{c9}C(O)R^{b9}$, $NR^{c9}C(O)OR^{a9}$, $NR^{c9}S(O)R^{b9}$, $NR^{c9}S(O)_2R^{b9}$, $NR^{c9}S(O)_2NR^{c9}R^{d9}$, $S(O)R^{b9}$, $S(O)NR^{c9}R^{d9}$, $S(O)_2R^{b9}$, $S(O)_2NR^{c9}R^{d9}$ and $BR^{h9}R^{i9}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6;

each R^6 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a10}, SR^{a10}, $C(O)R^{b10}$, $C(O)NR^{c10}R^{d10}$, $C(O)OR^{a10}$, $NR^{c10}R^{d10}$, $NR^{c10}C(O)R^{b10}$, $NR^{c10}C(O)OR^{a10}$, $NR^{c10}S(O)R^{b10}$, $NR^{c10}S(O)_2R^{b10}$, $NR^{c10}S(O)_2NR^{c10}R^{d10}$, $S(O)R^{b10}$, $S(O)NR^{c10}R^{d10}$, $S(O)_2R^{b10}$, and $S(O)_2NR^{c10}R^{d10}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

R^A is selected from H, D, Cy^1, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2, OR^{a11}, SR^{a11}, $C(O)R^{b11}$, $C(O)NR^{c11}R^{d11}$, $C(O)OR^{a11}$, $OC(O)R^{b11}$, $OC(O)NR^{c11}R^{d11}$, $NR^{c11}R^{d11}$, $NR^{c11}C(O)R^{b11}$, $NR^{c11}C(O)OR^{a11}$, $NR^{c11}C(O)NR^{c11}R^{d11}$, $C(=NR^{e11})R^{b11}$, $C(=NOR^{a11})R^{b11}$, $C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}S(O)R^{b11}$, $NR^{c11}S(O)_2R^{b11}$, $NR^{c11}S(O)_2NR^{c11}R^{d11}$, $S(O)R^{b11}$, $S(O)NR^{c11}R^{d11}$, $S(O)_2R^{b11}$, $S(O)_2NR^{c11}R^{d11}$ and $BR^{h11}R^{i11}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

Cy^1 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10

membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7;

each R^7 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a12}, SR^{a12}, $C(O)R^{b12}$, $C(O)NR^{c12}R^{d12}$, $C(O)OR^{a12}$, $OC(O)R^{b12}$, $OC(O)NR^{c12}R^{d12}$, $NR^{c12}R^{d12}$, $NR^{c12}C(O)R^{b12}$, $NR^{c12}C(O)OR^{a12}$, $NR^{c12}C(O)NR^{c12}R^{d12}$, $C(=NR^{e12})R^{b12}$, $C(=NOR^{a12})R^{b12}$, $C(=NR^{e12})NR^{c12}R^{d12}$, $NR^{c12}C(=NR^{e12})NR^{c12}R^{d12}$, $NR^{c12}S(O)R^{b12}$, $NR^{c12}S(O)_2R^{b12}$, $NR^{c12}S(O)_2NR^{c12}R^{d12}$, $S(O)R^{b12}$, $S(O)NR^{c12}R^{d12}$, $S(O)_2R^{b12}$, $S(O)_2NR^{c12}R^{d12}$ and $BR^{h12}R^{i12}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8;

each R^8 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a13}, SR^{a13}, $C(O)R^{b13}$, $C(O)NR^{c13}R^{d13}$, $C(O)OR^{a13}$, $NR^{c13}R^{d13}$, $NR^{c13}C(O)R^{b13}$, $NR^{c13}C(O)OR^{a13}$, $NR^{c13}S(O)R^{b13}$, $NR^{c13}S(O)_2R^{b13}$, $NR^{c13}S(O)_2NR^{c13}R^{d13}$, $S(O)R^{b13}$, $S(O)NR^{c13}R^{d13}$, $S(O)_2R^{b13}$ $S(O)_2NR^{c13}R^{d13}$ and $BR^{h13}R^{i13}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9;

each R^9 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a14}, SR^{a14}, $C(O)R^{b14}$, $C(O)NR^{c14}R^{d14}$, $C(O)OR^{a14}$, $NR^{c14}R^{d14}$, $NR^{c14}C(O)R^{b14}$, $NR^{c14}C(O)OR^{a14}$, $NR^{c14}S(O)R^{b14}$, $NR^{c14}S(O)_2R^{b14}$, $NR^{c14}S(O)_2NR^{c14}R^{d14}$, $S(O)R^{b14}$, $S(O)NR^{c14}R^{d14}$, $S(O)_2R^{b14}$ and $S(O)_2NR^{c14}R^{d14}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered

~~heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};~~

~~each R^{10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a1}, SR^{a1}, $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, $NR^{c1}C(O)OR^{a1}$, $NR^{c1}C(O)NR^{c1}R^{d1}$, $C(=NR^{e1})R^{b1}$, $C(=NOR^{a1})R^{b1}$, $C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}$, $NR^{c1}S(O)R^{b1}$, $NR^{c1}S(O)_2R^{b1}$, $NR^{c1}S(O)_2NR^{c1}R^{d1}$, $S(O)R^{b1}$, $S(O)NR^{c1}R^{d1}$, $S(O)_2R^{b1}$, $S(O)_2NR^{c1}R^{d1}$ and $BR^{h1}R^{i1}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};~~

~~each R^{11} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a2}, SR^{a2}, $C(O)R^{b2}$, $C(O)NR^{c2}R^{d2}$, $C(O)OR^{a2}$, $NR^{c2}R^{d2}$, $NR^{c2}C(O)R^{b2}$, $NR^{c2}C(O)OR^{a2}$, $NR^{c2}S(O)R^{b2}$, $NR^{c2}S(O)_2R^{b2}$, $NR^{c2}S(O)_2NR^{c2}R^{d2}$, $S(O)R^{b2}$, $S(O)NR^{c2}R^{d2}$, $S(O)_2R^{b2}$ $S(O)_2NR^{c2}R^{d2}$ and $BR^{h2}R^{i2}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12};~~

~~each R^{12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a3}, SR^{a3}, $C(O)R^{b3}$, $C(O)NR^{c3}R^{d3}$, $C(O)OR^{a3}$, $NR^{c3}R^{d3}$, $NR^{c3}C(O)R^{b3}$, $NR^{c3}C(O)OR^{a3}$, $NR^{c3}S(O)R^{b3}$, $NR^{c3}S(O)_2R^{b3}$, $NR^{c3}S(O)_2NR^{c3}R^{d3}$, $S(O)R^{b3}$, $S(O)NR^{c3}R^{d3}$, $S(O)_2R^{b3}$ and $S(O)_2NR^{c3}R^{d3}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};~~

~~each R^{13} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered~~

~~heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, NO_2, OR^{a5}, SR^{a5}, $C(O)R^{b5}$, $C(O)NR^{c5}R^{d5}$, $C(O)OR^{a5}$, $OC(O)R^{b5}$, $OC(O)NR^{c5}R^{d5}$, $NR^{c5}R^{d5}$, $NR^{c5}C(O)R^{b5}$, $NR^{c5}C(O)OR^{a5}$, $NR^{c5}C(O)NR^{c5}R^{d5}$, $C(=NR^{e5})R^{b5}$, $C(=NOR^{a5})R^{b5}$, $C(=NR^{e5})NR^{c5}R^{d5}$, $NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}$, $NR^{c5}S(O)R^{b5}$, $NR^{c5}S(O)_2R^{b5}$, $NR^{c5}S(O)_2NR^{c5}R^{d5}$, $S(O)R^{b5}$, $S(O)NR^{c5}R^{d5}$, $S(O)_2R^{b5}$, $S(O)_2NR^{c5}R^{d5}$ and $BR^{h5}R^{i5}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14};~~

~~each R^{14} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene, 5-10 membered heteroaryl-C_{1-3} alkylene, halo, D, CN, OR^{a6}, SR^{a6}, $C(O)R^{b6}$, $C(O)NR^{c6}R^{d6}$, $C(O)OR^{a6}$, $NR^{c6}R^{d6}$, $NR^{c6}C(O)R^{b6}$, $NR^{c6}C(O)OR^{a6}$, $NR^{c6}S(O)R^{b6}$, $NR^{c6}S(O)_2R^{b6}$, $NR^{c6}S(O)_2NR^{c6}R^{d6}$, $S(O)R^{b6}$, $S(O)NR^{c6}R^{d6}$, $S(O)_2R^{b6}$, $S(O)_2NR^{c6}R^{d6}$ and $BR^{h6}R^{i6}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl-C_{1-3} alkylene, 4-10 membered heterocycloalkyl-C_{1-3} alkylene, C_{6-10} aryl-C_{1-3} alkylene and 5-10 membered heteroaryl-C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15};~~

~~each R^{15} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a7}, SR^{a7}, $C(O)R^{b7}$, $C(O)NR^{c7}R^{d7}$, $C(O)OR^{a7}$, $NR^{c7}R^{d7}$, $NR^{c7}C(O)R^{b7}$, $NR^{c7}C(O)OR^{a7}$, $NR^{c7}S(O)R^{b7}$, $NR^{c7}S(O)_2R^{b7}$, $NR^{c7}S(O)_2NR^{c7}R^{d7}$, $S(O)R^{b7}$, $S(O)NR^{c7}R^{d7}$, $S(O)_2R^{b7}$ and $S(O)_2NR^{c7}R^{d7}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;~~

~~each R^a, R^e and R^d is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};~~

or any R^e and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10};

each R^b is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};

each R^e is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^h and R^i is independently selected from OH and C_{1-6} alkoxy;

or any R^h and R^i attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

or any R^{e1} and R^{d1} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{11};

each R^{b1} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

each R^{e1} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h1} and R^{i1} is independently selected from OH and C_{1-6} alkoxy;

~~or any R^{h1} and R^{i1} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;~~

~~each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12};~~

~~or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{12};~~

~~each R^{b2} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12};~~

~~each R^{h2} and R^{i2} is independently selected from OH and C_{1-6} alkoxy;~~

~~or any R^{h2} and R^{i2} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;~~

~~each R^{a3}, R^{c3} and R^{d3} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};~~

~~each R^{b3} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};~~

~~each R^{a4}, R^{c4} and R^{d4} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13};~~

~~or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13};~~

each R^{b4} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13};

each R^{e4} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h4} and R^{i4} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h4} and R^{i4} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a5}, R^{e5} and R^{d5} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14};

or any R^{e5} and R^{d5} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{14};

each R^{b5} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14};

each R^{e5} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h5} and R^{i5} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h5} and R^{i5} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a6}, R^{e6} and R^{d6} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15};

or any R^{e6} and R^{d6} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{15};

each R^{b6} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15};

each R^{h6} and R^{i6} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h6} and R^{i6} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a7}, R^{e7} and R^{d7} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};

each R^{b7} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};

each R^{a8}, R^{e8} and R^{d8} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{5};

or any R^{e8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{5};

each R^{b8} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10

membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5;

each R^{e8} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h8} and R^{i8} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h8} and R^{i8} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a9}, R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6;

or any R^{c9} and R^{d9} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^6;

each R^{b9} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6;

each R^{h9} and R^{i9} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h9} and R^{i9} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a10}, R^{c10} and R^{d10} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a11}, R^{e11} and R^{d11} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

or any R^{e11} and R^{d11} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7;

each R^{b11} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

each R^{e11} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h11} and R^{i11} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h11} and R^{i11} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a12}, R^{e12} and R^{d12} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8;

or any R^{e12} and R^{d12} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^8;

each R^{b12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8;

each R^{e12} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h12} and R^{i12} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h12} and R^{i12} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a13}, R^{e13} and R^{d13} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9;

or any R^{e13} and R^{d13} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^9;

each R^{b13} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9;

each R^{h13} and R^{i13} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h13} and R^{i13} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a14}, R^{e14} and R^{d14} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

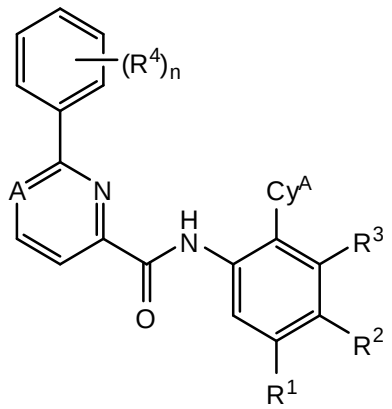
each R^{b14} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a15}, R^{e15} and R^{d15} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

~~each R^g is independently selected from OH, NO_2, CN, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-2} alkylene, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-3} alkoxy-C_{1-3} alkyl, C_{1-3} alkoxy-C_{1-3} alkoxy, HO-C_{1-3} alkoxy, HO-C_{1-3} alkyl, cyano-C_{1-3} alkyl, H_2N-C_{1-3} alkyl, amino, C_{1-6} alkylamino, di(C_{1-6} alkyl)amino, thio, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, carboxy, C_{1-6} alkylcarbonyl, C_{1-6} alkoxycarbonyl, C_{1-6} alkylcarbonylamino, C_{1-6} alkylsulfonylamino, aminosulfonyl, C_{1-6} alkylaminosulfonyl, di(C_{1-6} alkyl)aminosulfonyl, aminosulfonylamino, C_{1-6} alkylaminosulfonylamino, di(C_{1-6} alkyl)aminosulfonylamino, aminocarbonylamino, C_{1-6} alkylaminocarbonylamino, and di(C_{1-6} alkyl)aminocarbonylamino; and~~

~~n is 0, 1, 2, 3 or 4.~~

4. ~~A~~ The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound of Formula I' is a compound of Formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^A;

A is N;

R^1 is selected from H, D, halo, CN, C_{1-6} alkyl and OR^{a15}; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R^2 is selected from H, D, Cy^2, C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10};

Cy^2 is selected from 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10};

R^3 is selected from H, D, Cy^3, halo and CN;

Cy^3 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13};

each R^4 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a8}; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5;

each R^5 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN, OR^{a9} and $NR^{c9}R^{d9}$;

R^A is selected from H, D, Cy^1, C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN, OR^{a11}, $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;

Cy^1 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7;

each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{c12}R^{d12}$;

each R^{10} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1}, $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and

4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

each R^{11} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a2};

each R^{13} is independently selected from C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11};

each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a8}, R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a9}, R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a11}, R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{7};

each R^{a12}, R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a15}, R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g};

each R^{g} is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl; and

n is 0, 1, 2 or 3.

5. The compound of any one of claims 1 and 3, or a pharmaceutically acceptable salt thereof, wherein:

(i) Cy^{A} is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{A}; or

(ii)

~~6. The compound of any one of claims 1 and 3, or a pharmaceutically acceptable salt thereof, wherein~~ Cy^A is C_{3-10} cycloalkyl, wherein the C_{3-10} cycloalkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^A.

6~~7~~. The compound of any one of claims 1-5~~6~~, or a pharmaceutically acceptable salt thereof, wherein each R^A is independently selected from Cy^1, C_{1-6} alkyl, OR^{a11}, $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7.

7~~8~~. The compound of any one of claims 1-5~~6~~, or a pharmaceutically acceptable salt thereof, wherein:

(i) each R^A is independently C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7;~~.~~ or

(ii)

~~9. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt thereof, wherein~~ each R^A is independently selected from methyl and ethyl; wherein said methyl and ethyl are each optionally substituted with 1, 2, or 3 substituents independently selected from R^7.

8~~10~~. The compound of any one of claims 1-5~~6~~, or a pharmaceutically acceptable salt thereof, wherein each R^A is independently selected from OH, NH_2, aminomethyl, hydroxymethyl, methoxymethyl, pyridinyl, ethyl, hydroxyethyl, and propylcarbamoyl.

~~11. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt thereof, wherein each R^A is independently Cy^1.~~

~~12. The compound of any one of claims 1-7 and 11, or a pharmaceutically acceptable salt thereof, wherein Cy^1 is selected from C_{3-10} cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7.~~

13. The compound of any one of claims 1-7 and 11, or a pharmaceutically acceptable salt thereof, wherein Cy^1 is selected from C_{3-10} cycloalkyl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7.

14. The compound of any one of claims 1-7 and 11, or a pharmaceutically acceptable salt thereof, wherein Cy^1 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7.

15. The compound of any one of claims 1-7 and 11or a pharmaceutically acceptable salt thereof, wherein Cy^1 is pyridinyl.

16. The compound of any one of claims 1-7 and 11 or a pharmaceutically acceptable salt thereof, wherein Cy^1 is cyclopropyl.

17. The compound of any one of claims 1-9 and 11-14, or a pharmaceutically acceptable salt thereof, wherein each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{e12}R^{d12}$.

18. The compound of any one of claims 1-9 and 11-14, or a pharmaceutically acceptable salt thereof, wherein each R^7 is independently selected from from CN, OR^{a12}, $NR^{e12}R^{d12}$ and D.

19. The compound of any one of claims 1-9 and 11-14, or a pharmaceutically acceptable salt thereof, wherein each R^7 is independently selected from D, CN, OH, NH_2, and methoxy.

20. The compound of any one of claims 1-9, 11-14, 17, and 18, or a pharmaceutically acceptable salt thereof, wherein R^{a12} is H.

21. The compound of any one of claims 1-9, 11-14, 17, and 18, or a pharmaceutically acceptable salt thereof, wherein R^{e12} and R^{d12} are each H.

9~~22~~. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein:

(i) Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptan-2-yl; 3-aminopyrrolidin-1-yl; 2-(aminomethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)pyrrolidin-1-yl; 2-(methoxymethyl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl; 4-hydroxy-2-methylpyrrolidin-1-yl; 2-(pyridin-2-yl)pyrrolidin-1-yl; hexahydropyrrolo[3,4-b]pyrrol-1(2*H*)-yl; 2-methylpiperazin-1-yl; 2-(hydroxymethyl)piperazin-1-yl; 3-(hydroxymethyl)morpholino; 5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; (2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl); 5-(propylcarbamoyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-5-methylpiperazin-1-yl; 6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl; 4-amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl; 4-amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl-d2)pyrrolidin-1-yl; 3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 4-amino-2-methylpiperidin-1-yl; piperidin-4-yl; 4-(dimethylamino)-2-(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-4-(isopropylamino)pyrrolidin-1-yl; 4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; 2-(hydroxymethyl)morpholino; 2-(2-((dimethylamino)methyl)morpholino; 2-(cyanomethyl)morpholino; 3-oxotetrahydro-3H-oxazolo[3,4-a]pyrazin-7(1H)-yl; 3-(hydroxymethyl)piperazin-1-yl; 3-(methoxymethyl)azetidin-1-yl; 2-(hydroxymethyl)azetidin-1-yl; 2-((dimethylamino)methyl)azetidin-1-yl; 4-methylpiperazin-1-yl; and 4-(2-hydroxyethyl)piperazin-1-yl;~~.~~

(ii)

~~23. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein~~ Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptan-2-yl; 3-aminopyrrolidin-1-yl; 2-(aminomethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)pyrrolidin-1-yl; 2-(methoxymethyl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl; 4-hydroxy-2-methylpyrrolidin-1-yl; 2-(pyridin-2-yl)pyrrolidin-1-yl; hexahydropyrrolo[3,4-b]pyrrol-1(2*H*)-yl; 2-methylpiperazin-1-yl; 2-(hydroxymethyl)piperazin-1-yl; 3-(hydroxymethyl)morpholino; 5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; (2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl); and 5-(propylcarbamoyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; or~~.~~

(iii)

~~24. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein~~ Cy^A is 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl.~~.~~

~~25. The compound of any one of claims 1 and 3, wherein Cy^A is selected from cyclopentyl and cyclohexyl, wherein the cyclopentyl and cyclohexyl are optionally substituted with NH_2.~~

10~~26~~. The compound of any one of claims 1-9~~25~~, or a pharmaceutically acceptable salt thereof, wherein R^1 is selected from H, D, halo, CN, C_{1-6} alkyl and OR^{a15}; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g.

11~~27~~. The compound of any one of claims 1-19~~25~~, or a pharmaceutically acceptable salt thereof, wherein:

(i) R^1 is selected from H, D, F, CN, methyl, hydroxymethyl and methoxy;~~.~~

(ii)

~~28. The compound of any one of claims 1-25, or a pharmaceutically acceptable salt thereof, wherein R^1 is H; or.~~

(iii)

~~29. The compound of any one of claims 1-26, or a pharmaceutically acceptable salt thereof, wherein R^1 is F.~~

12~~30~~. The compound of any one of claims 1-11~~29~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is selected from H, D, Cy^2, C_{1-6} alkyl, halo, and $S(O)_2R^b$; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10}.

13~~31~~. The compound of any one of claims 1-12~~30~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is selected from isopropyl, F, Cl, Br, and $S(O)_2CH_3$.

14~~32~~. The compound of any one of claims 1-12~~30~~, or a pharmaceutically acceptable salt thereof, wherein R^2 is Cy^2.

15~~33~~. The compound of any one of claims 1-12~~30~~ and 14~~32~~, or a pharmaceutically acceptable salt thereof, wherein

(i) Cy^2 is selected from 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least

one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10}; or.

(ii)

34. The compound of any one of claims 1-30 and 32, or a pharmaceutically acceptable salt thereof, wherein Cy^2 is C_{6-10} aryl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10}.

1635. The compound of any one of claims 1-12, 14 and 1530 and 32-34, or a pharmaceutically acceptable salt thereof, wherein each R^{10} is independently selected from C_{1-6} alkyl, 4-10 membered heterocycloalkyl, halo, CN, OH, OR^{a1}, $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11}.

1736. The compound of any one of claims 1-12, 14 and 1530 and 32-34, or a pharmaceutically acceptable salt thereof, wherein each R^{10} is independently selected from OH, F, CN, methyl, hydroxymethyl, methylcarbamoyl, methoxy, morpholino, and cyclobutylamino.

1837. The compound of any one of claims 1-12 and 14-1630 and 32-35, or a pharmaceutically acceptable salt thereof, wherein:

(i) each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11}; and/or

.

(ii)

38. The compound of any one of claims 1-30, 32-35, and 37, or a pharmaceutically acceptable salt thereof, wherein each R^{11} is OR^{a2}; or .

39. The compound of any one of claims 1-30, 32-35, 37, and 38, or a pharmaceutically acceptable salt thereof, wherein each R^{11} is OH.

1940. The compound of any one of claims 1-1129, or a pharmaceutically acceptable salt thereof, wherein:

(i) -Cy^2 is selected from 1-methyl-1*H*-pyrazol-4-yl; 6-(hydroxymethyl)pyridin-3-yl; 6-(methylcarbamoyl)pyridin-3-yl; 1-methyl-6-oxo-1,6-dihydropyridin-3-yl; 2-methylpyridin-3-yl; 4-methoxypyridin-3-yl; 4-cyanopyridin-3-yl; 1,3,5-trimethyl-1*H*-pyrazol-4-yl; morpholino; azetidin-1-yl; 2-(methoxymethyl)azetidin-1-yl); 3-cyanopyridin-4-yl; 3-methoxypyridin-4-yl; 2-cyano-6-fluorophenyl; 3-cyanopyridin-2-yl; 4-cyano-1-methyl-1H-pyrazol-5-yl; tetrahydro-2H-pyran-4-yl; 5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl; and 1-cyanocyclopropyl;~~.~~

(ii)

~~41. The compound of any one of claims 1-29, or a pharmaceutically acceptable salt thereof, wherein~~ Cy^2 is selected from 1-methyl-1*H*-pyrazol-4-yl; 6-(hydroxymethyl)pyridin-3-yl; 6-(methylcarbamoyl)pyridin-3-yl; 1-methyl-6-oxo-1,6-dihydropyridin-3-yl; 2-methylpyridin-3-yl; 4-methoxypyridin-3-yl; 4-cyanopyridin-3-yl; 1,3,5-trimethyl-1*H*-pyrazol-4-yl; morpholino; and azetidin-1-yl; or~~.~~

(iii)

~~42. The compound of any one of claims 1-29, or a pharmaceutically acceptable salt thereof, wherein~~ Cy^2 is selected from 3-cyanopyridin-4-yl; 4-cyanopyridin-3-yl; and 3-cyanopyridin-2-yl.

2043. The compound of any one of claims 1 and 2, or a pharmaceutically acceptable salt thereof, wherein Z is CR^3.

2144. The compound of any one of claims 1 and 2, or a pharmaceutically acceptable salt thereof, wherein Z is N.

2245. The compound of any one of claims 1-2043, or a pharmaceutically acceptable salt thereof, wherein R^3 is selected from H, D, Cy^3, halo and CN.

2346. The compound of any one of claims 1-2043, or a pharmaceutically acceptable salt thereof, wherein:

(i) -R^3 is selected from H, D, F, Br, and CN; or~~.~~

(ii)

~~47. The compound of any one of claims 1-43, or a pharmaceutically acceptable salt thereof, wherein~~ R^3 is H.

2448. The compound of any one of claims 1-2043, or a pharmaceutically acceptable salt thereof, wherein R^3 is Cy^3.

2549. The compound of any one of claims 1-20, 22 and 2443, 45, and 48, or a pharmaceutically acceptable salt thereof, wherein Cy^3 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13}.

2650. The compound of any one of claims 1-2043, 2245, 2448, and 2549, or a pharmaceutically acceptable salt thereof, wherein each R^{13} is independently C_{1-6} alkyl.

2751. The compound of any one of claims 1-2043, 2245, and 2549, or a pharmaceutically acceptable salt thereof, wherein R^{13} is methyl.

2852. The compound of any one of claims 1-2043 and 2245, or a pharmaceutically acceptable salt thereof, wherein Cy^3 is selected from pyridin-3-yl and 1-methyl-1*H*-pyrazol-4-yl.

2953. The compound of any one of claims 1-2852, or a pharmaceutically acceptable salt thereof, wherein each R^4 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, halo, D, CN, and OR^{a8}; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5.

3054. The compound of any one of claims 1-2852, or a pharmaceutically acceptable salt thereof, wherein:

(i) each R^4 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN, and OR^{a8}; or.

(ii)

~~55. The compound of any one of claims 1-52, or a pharmaceutically acceptable salt thereof, wherein~~ each R^4 is independently selected from halo and OR^{a8}.

31~~56~~. The compound of any one of claims 1-28~~52~~, or a pharmaceutically acceptable salt thereof, wherein:

(i) ~~each~~ R^4 is independently selected from halo;~~.~~

(ii)

~~57. The compound of any one of claims 1-52, or a pharmaceutically acceptable salt thereof, wherein~~ each R^4 is independently selected from F and Cl;~~.~~

(iii) ~~58. The compound of any one of claims 1-52, or a pharmaceutically acceptable salt thereof, wherein~~ each R^4 is independently selected from F and methoxy;~~.~~

(iv)

~~59. The compound of any one of claims 1-52, or a pharmaceutically acceptable salt thereof, wherein~~ each R^4 is independently selected from F and methyl; or~~.~~

(v)

~~60. The compound of any one of claims 1-52, or a pharmaceutically acceptable salt thereof, wherein~~ each R^4 is F.

32~~61~~. The compound of any one of claims 1-30~~55~~, or a pharmaceutically acceptable salt thereof, wherein:

(i) ~~each~~ R^5 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN, OR^{a9}, and $NR^{c9}R^{d9}$; or~~.~~

(ii)

~~62. The compound of any one of claims 1-55, or a pharmaceutically acceptable salt thereof, wherein~~ each R^5 is independently selected from D and F.

~~63. The compound of any one of claims 1-30 and 32-38, or a pharmaceutically acceptable salt thereof, wherein each R^{a2}, R^{c2}, and R^{d2} is independently H.~~

~~64. The compound of any one of claims 1-53, or a pharmaceutically acceptable salt thereof, wherein each R^{a8}, R^{c8}, and R^{d8} is independently selected from H, C_{1-6} alkyl, and C_{1-6} haloalkyl.~~

~~65. The compound of any one of claims 1-7, or a pharmaceutically acceptable salt thereof, wherein each R^{a11}, R^{e11}, and R^{d11} is independently selected from H and C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{7}.~~

~~66. The compound of any one of claims 1-26, or a pharmaceutically acceptable salt thereof, wherein each R^{a15}, R^{e15} and R^{d15} is independently selected from H and C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g}.~~

33~~67~~. The compound of any one of claims 1-32~~66~~, or a pharmaceutically acceptable salt thereof, wherein:

(i) ~~-~~each R^g is OH; and/or~~.~~

~~68. The compound of any one of claims 1-67, or a pharmaceutically acceptable salt thereof, wherein~~(ii) n is 2.

34~~69~~. The compound of any one of claims 1-3 and 5-33~~68~~, or a pharmaceutically acceptable salt thereof, wherein A is N.

35~~70~~. The compound of any one of claims 1, 2, and 5-33~~68~~, or a pharmaceutically acceptable salt thereof, wherein:

(i) ~~-~~A is CR^{16}; and/or~~.~~

(ii)

~~71. The compound of any one of claims 1, 2, 5-68, and 70, or a pharmaceutically acceptable salt thereof, wherein~~ R^{16} is H, CN, or OR^{a16}; and/or~~.~~

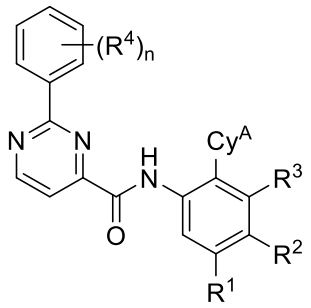
(iii)

~~72. The compound of any one of claims 1, 2, 5-68, 70, and 71, or a pharmaceutically acceptable salt thereof, wherein~~ R^{a16} is selected from H and C_{1-6} alkyl; or ~~.~~

~~73. The compound of any one of claims 1, 2, 5-68, and 70-72, or a pharmaceutically acceptable salt thereof, wherein~~ R^{a16} is methyl.

36~~74~~. The compound of any one of claims 1-4, having:

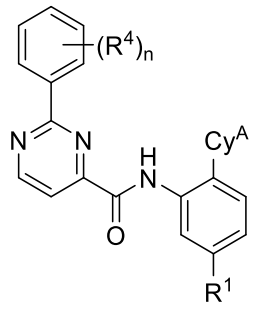
(i) -Formula IA:



IA,

or a pharmaceutically acceptable salt thereof;.

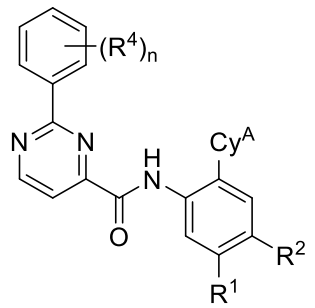
(ii) ~~77. The compound of any one of claims 1-4, having~~ Formula IIA:



IIA,

or a pharmaceutically acceptable salt thereof;.

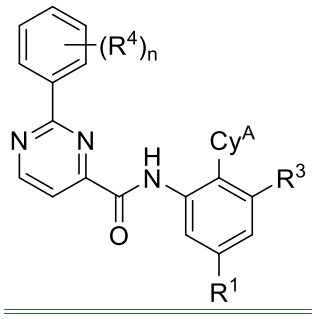
(iii) ~~78. The compound of any one of claims 1-4, having~~ Formula IIB:



IIB,

or a pharmaceutically acceptable salt thereof;.

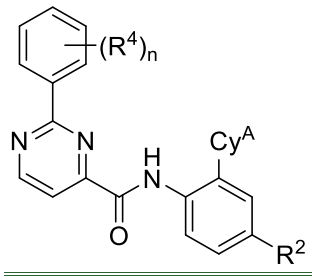
(iv) ~~79. The compound of any one of claims 1-4, having~~ Formula IIC:



IIC,

or a pharmaceutically acceptable salt thereof;~~.~~

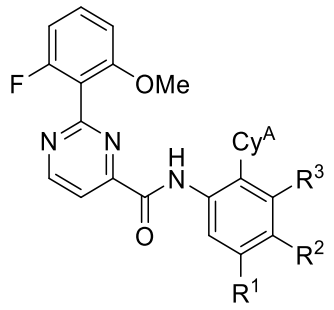
(v) ~~80. The compound of any one of claims 1-4, having~~ Formula IID:



IID,

or a pharmaceutically acceptable salt thereof; or~~.~~

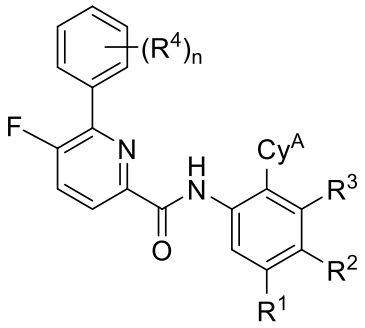
(vi) ~~81. The compound of any one of claims 1-4, having~~ Formula III:



III,

or a pharmaceutically acceptable salt thereof.

3775. The compound of any one of claims 1, 2, and 3, having Formula IB:

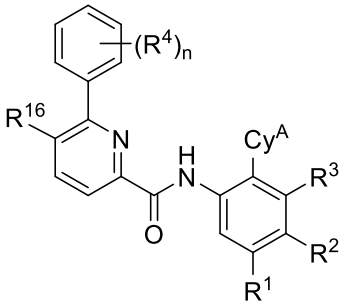


IB,

or a pharmaceutically acceptable salt thereof.

3876. The compound of any one of claims 1 and 2, having:

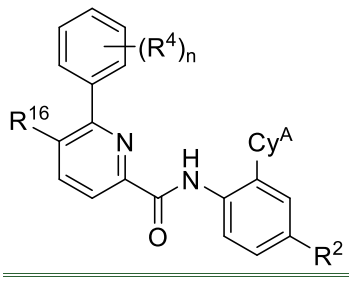
(i) Formula IC:



IC,

or a pharmaceutically acceptable salt thereof;.

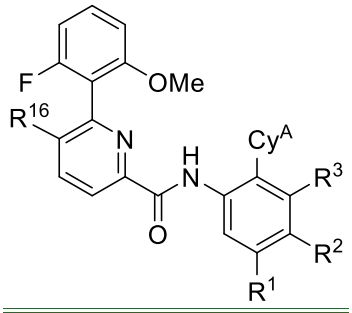
(ii) 82. The compound of any one of claims 1 and 2, having Formula IV:



IV,

or a pharmaceutically acceptable salt thereof;.

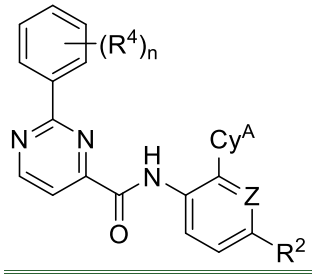
(iii) 83. The compound of any one of claims 1 and 2, having Formula V:



V,

or a pharmaceutically acceptable salt thereof; or.

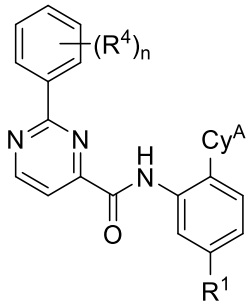
(iv) ~~84. The compound of any one of claims 1 and 2, having~~ Formula VI:



VI,

or a pharmaceutically acceptable salt thereof.

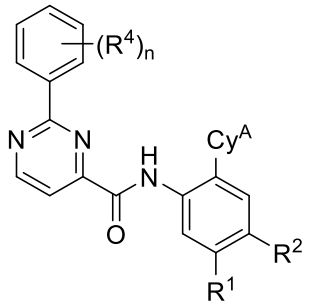
~~77. The compound of any one of claims 1-4, having Formula IIA:~~



~~IIA,~~

~~or a pharmaceutically acceptable salt thereof.~~

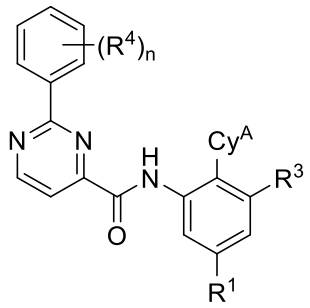
~~78. The compound of any one of claims 1-4, having Formula IIB:~~



~~IIB,~~

~~or a pharmaceutically acceptable salt thereof.~~

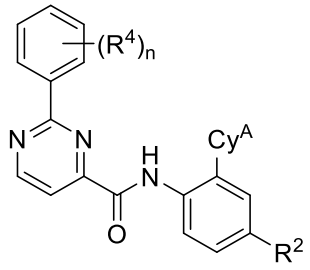
~~79. The compound of any one of claims 1-4, having Formula IIC:~~



~~IIC,~~

~~or a pharmaceutically acceptable salt thereof.~~

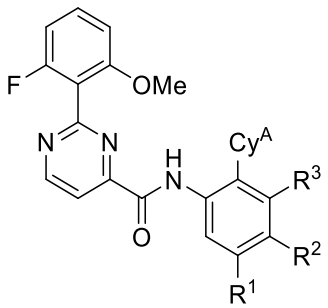
~~80. The compound of any one of claims 1-4, having Formula IID:~~



~~IID,~~

~~or a pharmaceutically acceptable salt thereof.~~

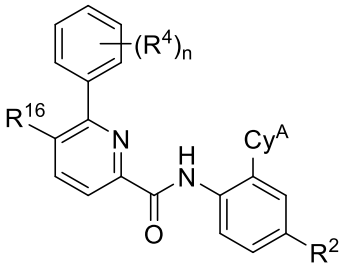
~~81. The compound of any one of claims 1-4, having Formula III:~~



~~III,~~

~~or a pharmaceutically acceptable salt thereof.~~

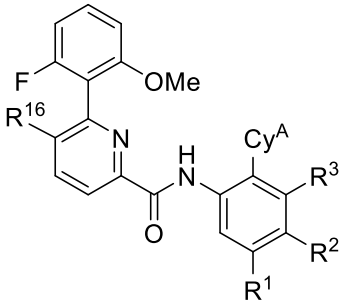
~~82. The compound of any one of claims 1 and 2, having Formula IV:~~



~~IV,~~

~~or a pharmaceutically acceptable salt thereof.~~

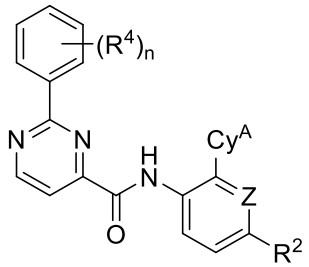
~~83. The compound of any one of claims 1 and 2, having Formula V:~~



~~V,~~

~~or a pharmaceutically acceptable salt thereof.~~

~~84. The compound of any one of claims 1 and 2, having Formula VI:~~



~~VI,~~

~~or a pharmaceutically acceptable salt thereof.~~

39~~85~~. The compound of claim 1 selected from:

(i)

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(2-(3-aminopyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(2-(2-(aminomethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(methoxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-((2*S*,4*S*)-4-hydroxy-2-methylpyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-(2-(pyridin-2-yl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-(hexahydropyrrolo[3,4-b]pyrrol-1(2*H*)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-(3-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-3-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-3-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(hydroxymethyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(methylcarbamoyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-6-oxo-1,6-dihydropyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-methoxypyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-morpholinophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(morpholinomethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-((cyclobutylamino)methyl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-((1*R*,4*R*)-5-(2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(1*R*,4*R*)-5-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-*N*-propyl-2,5-diazabicyclo[2.2.1]heptane-2-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-methoxyphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide; and

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt thereof;~~.~~

(ii)

~~86. The compound of claim 1 selected from:~~

N-(4-(Azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-((*S*)-2-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(3-cyanopyridin-4-yl)-3-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-methoxypyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(3-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-2'-cyano-6'-fluorobiphenyl-4-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyano-1-methyl-1H-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(3-Cyanopyridin-4-yl)-2-((2*S*,4*S*)-4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((2*S*,5*R*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((2*S*,5*S*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl-d2)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,3*R*,4*S*)-3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-1-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-methylpiperidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)picolinamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-5-cyano-6-(2-fluoro-6-methoxyphenyl)picolinamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)-5-methoxypicolinamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-chloro-6-fluorophenyl)pyrimidine-4-carboxamide; and

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-6-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)pyridin-3-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt thereof; or.

(iii)

~~87. The compound of claim 1 selected from:~~

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(3-cyano-2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-(methoxy-d3)-3-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxy-4-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3-cyano-2-fluoro-6-(methoxy-d_3)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-(methoxy-d_3)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-(methoxy-d_3)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-d_3)phenyl-5-*d*)pyrimidine-4-carboxamide;

2-(2-Fluoro-6-methoxyphenyl)-*N*-(2-(piperidin-4-yl)phenyl)pyrimidine-4-carboxamide;

N-(2-(*cis*)4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl) pyrimidine-4-carboxamide;

N-(2-(*trans*)4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-(3-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-(3-aminocyclopentyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*trans*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*trans*)-4-aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*cis*)-4-Aminocyclohexyl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(methylsulfonyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-methylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-(Dimethylamino)-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-Fluoro-2-((2*S*,4*S*)-2-(hydroxymethyl)-4-(isopropylamino)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(tetrahydro-2*H*-pyran-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-chlorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(1-cyanocyclopropyl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-(difluoromethoxy)-6-fluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-d_3)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-cyclopropyl-6-fluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-ethoxy-6-fluorophenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(2-(2-(Cyanomethyl)morpholino)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(3-oxotetrahydro-3H-oxazolo[3,4-a]pyrazin-7(1*H*)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(3-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(4-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(4-(2-hydroxyethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide; and

(*S*)-*N*-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt thereof.

40. The compound of claim 1, which is *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide, or a pharmaceutically acceptable salt thereof.

41. The compound of claim 1, which is *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide, or a pharmaceutically acceptable salt thereof.

42. The compound of claim 1, which is *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide, or a pharmaceutically acceptable salt thereof.

43~~88~~. A pharmaceutical composition comprising a compound of any one of claims 1-42~~87~~, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier or excipient.

~~89. A method of inhibiting HPK1 activity, said method comprising contacting a compound of any one of claims 1-87, or a pharmaceutically acceptable salt thereof with HPK1.~~

~~90. The method of claim 89, wherein the contacting comprises administering the compound to a patient.~~

~~91. A method of treating a disease or disorder associated with inhibition of HPK1 interaction, said method comprising administering to a patient in need thereof a therapeutically effective amount of a compound of any one of claims 1-87, or a pharmaceutically acceptable salt thereof.~~

44~~92~~. A compound according to any one of claims 1 to 42, or a pharmaceutically acceptable salt thereof, for use in the treatment of ~~method for treating a~~ cancer, ~~in a patient, said method~~

~~comprising: administering to the patient a therapeutically effective amount of the compound of any one of claims 1-87, or a pharmaceutically acceptable salt thereof.~~

~~93. The method of claim 92,~~ optionally wherein the cancer is selected from breast cancer, colorectal cancer, lung cancer, ovarian cancer, and pancreatic cancer.

45. Use of a compound according to any one of claims 1 to 42, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of cancer, optionally wherein the cancer is selected from breast cancer, colorectal cancer, lung cancer, ovarian cancer, and pancreatic cancer.