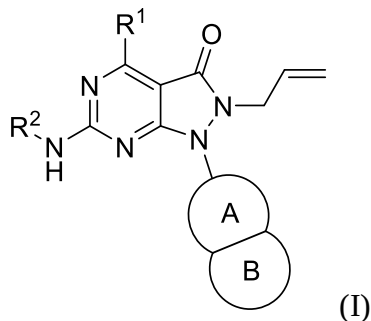


CLAIMS

1. A compound of Formula (I), or a pharmaceutically acceptable salt thereof, having the structure:

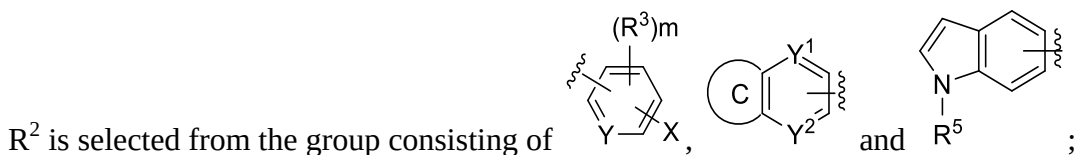


wherein:

R^1 is selected from the group consisting of hydrogen, halogen and a substituted or unsubstituted C_1 - C_6 alkyl;

Ring A is selected from the group consisting of a substituted or unsubstituted phenyl and a substituted or unsubstituted 5-6 membered monocyclic heteroaryl;

Ring B is selected from the group consisting of a substituted or unsubstituted monocyclic 5-7 membered carbocyclyl and a substituted or unsubstituted 5-7 membered monocyclic heterocyclyl;



m is 0, 1, 2 or 3;

R^3 is selected from the group consisting of halogen and a substituted or unsubstituted C_1 - C_6 alkyl;

X is selected from the group consisting of hydrogen, halogen, hydroxy, cyano, a substituted or unsubstituted 4-6 membered monocyclic heterocyclyl, a substituted or unsubstituted amine(C_1 - C_6 alkyl), a substituted or unsubstituted $-NH-(CH_2)_{1-6}$ -amine, a mono-substituted amine, a di-substituted amine, an amino, a substituted or unsubstituted C_1 - C_6 alkyl, a substituted or unsubstituted C_1 - C_6 alkoxy, a substituted or unsubstituted C_3 - C_6 cycloalkoxy, a substituted or unsubstituted (C_1 - C_6 alkyl)acyl, a substituted or unsubstituted C-amido, a substituted or unsubstituted N-amido, a substituted or unsubstituted C-carboxy, a substituted or

unsubstituted O-carboxy, a substituted or unsubstituted O-carbamyl and a substituted or unsubstituted N-carbamyl;

Y is CH or N;

Y¹ is CR^{4A} or N;

Y² is CR^{4B} or N;

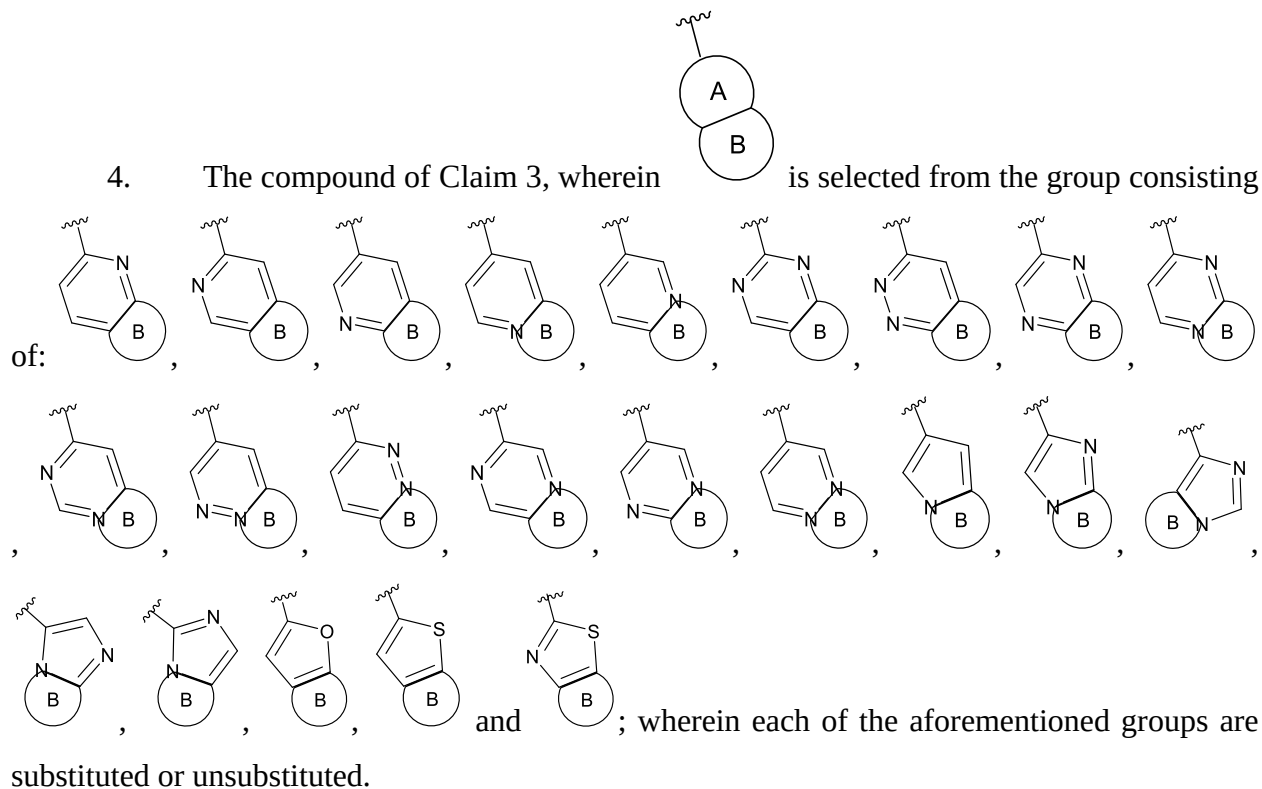
Ring C is selected from the group consisting of a substituted or unsubstituted C₆-C₁₀ aryl, a substituted or unsubstituted monocyclic 5-10 membered heteroaryl, a substituted or unsubstituted monocyclic 5-7 membered carbocyclyl, a substituted or unsubstituted 5-7 membered monocyclic heterocyclyl and a substituted or unsubstituted 7-10 membered bicyclic heterocyclyl;

R^{4A} and R^{4B} are independently selected from the group consisting of hydrogen, halogen and an unsubstituted C₁₋₄ alkyl; and

R⁵ is a substituted or unsubstituted 5-7 membered monocyclic heterocyclyl.

2. The compound of Claim 1, wherein R¹ is hydrogen.

3. The compound of any one of Claims 1-2, wherein Ring A is a substituted or unsubstituted 5-6 membered monocyclic heteroaryl.

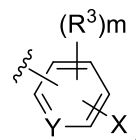


5. The compound of Claim 4, wherein Ring A is unsubstituted.

6. The compound of any one of Claims 1-5, wherein Ring B is a substituted or unsubstituted monocyclic 5-7 membered carbocyclyl.

7. The compound of Claim 6, wherein Ring B is a substituted or unsubstituted monocyclic 5 membered carbocyclyl.

8. The compound of any one of Claims 1-7, wherein Ring B is substituted with 1, 2 or 3 substituents independently selected from the group consisting of fluoro, hydroxy, amino, an unsubstituted $\text{-NHC(O)C}_1\text{-C}_6$ alkyl, an unsubstituted $\text{C}_1\text{-C}_6$ haloalkyl and an unsubstituted $\text{C}_1\text{-C}_6$ alkyl.



9. The compound of any one of Claims 1-8, wherein R^2 is

10. The compound of Claim 9, wherein Y is CH.

11. The compound of any one of Claims 9-10, wherein X is a substituted or unsubstituted 4-6 membered monocyclic heterocyclyl.

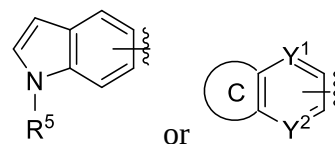
12. The compound of Claim 11, wherein X is selected from the group consisting of a substituted or unsubstituted azetidine, a substituted or unsubstituted oxetane, a substituted or unsubstituted diazetidine, a substituted or unsubstituted azaoxetane, a substituted or unsubstituted pyrrolidine, a substituted or unsubstituted tetrahydrofuran, a substituted or unsubstituted imidazoline, a substituted or unsubstituted pyrazolidine, a substituted or unsubstituted piperidine, a substituted or unsubstituted tetrahydropyran, a substituted or unsubstituted piperazine, a substituted or unsubstituted morpholine and a substituted or unsubstituted dioxane.

13. The compound of any one of Claims 1-12, wherein X is substituted.

14. The compound of Claim 13, wherein X is substituted with 1 or 2 substituents independently selected from the group consisting of fluorine, an unsubstituted $\text{C}_1\text{-C}_6$ alkyl, an unsubstituted $\text{C}_1\text{-C}_6$ hydroxyalkyl, an unsubstituted amine($\text{C}_1\text{-C}_6$ alkyl) and an unsubstituted ($\text{C}_1\text{-C}_6$ alkyl)acyl.

15. The compound of Claim 14, wherein X is substituted 1 time with an unsubstituted $\text{C}_1\text{-C}_6$ alkyl.

16. The compound of any one of Claims 1-8, wherein R² is

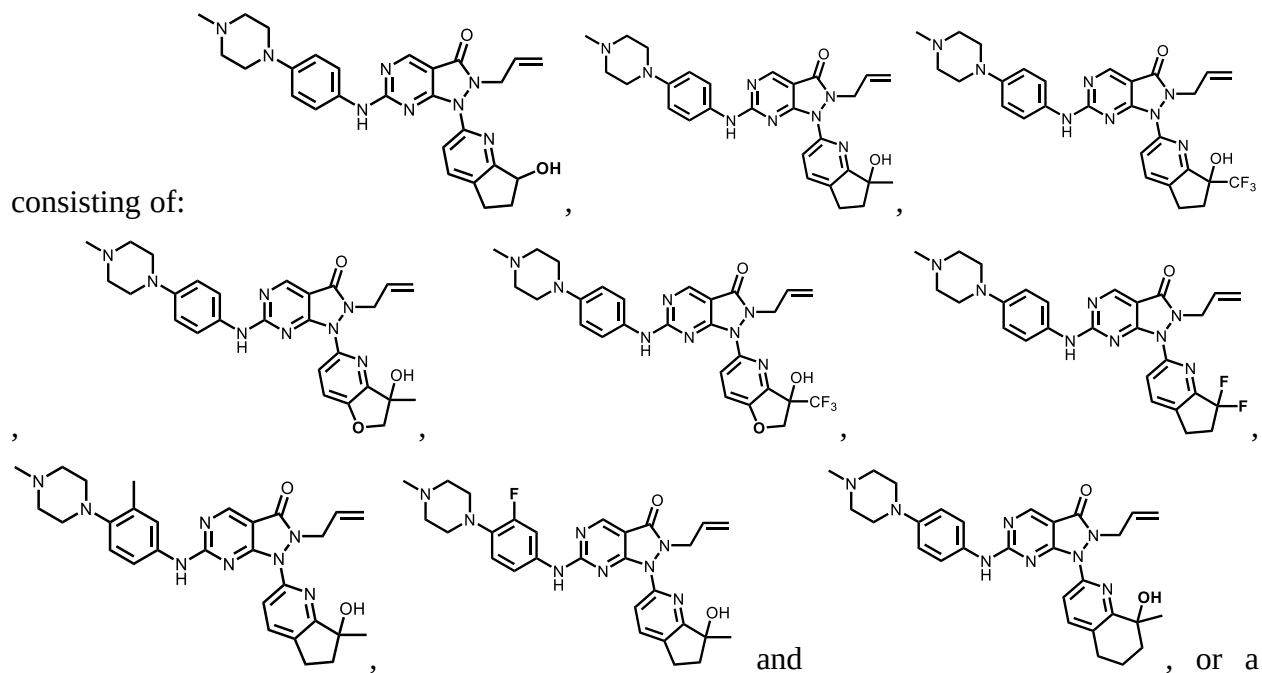


or

17. The compound of any one of Claims 1-15, wherein m is 0.

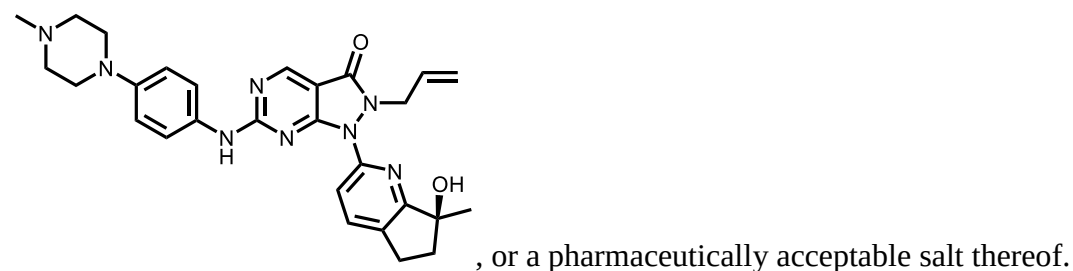
18. The compound of Claim 1, wherein the compound is selected from the group

consisting of:

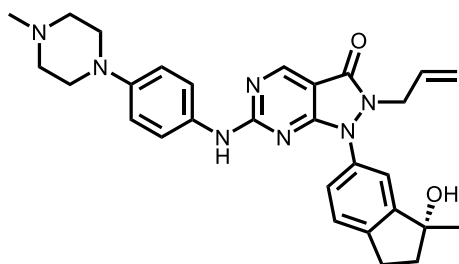


pharmaceutically acceptable salt of any of the foregoing.

19. The compound of Claim 18, wherein the compound is

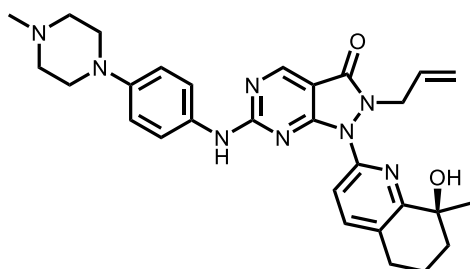


20. The compound of Claim 18, wherein the compound is



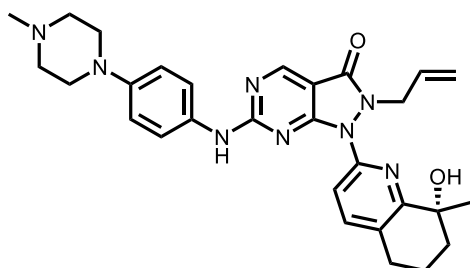
, or a pharmaceutically acceptable salt thereof.

21. The compound of Claim 18, wherein the compound is



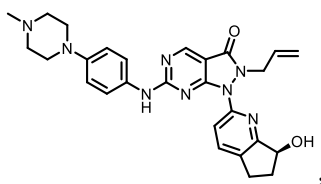
, or a pharmaceutically acceptable salt thereof.

22. The compound of Claim 18, wherein the compound is

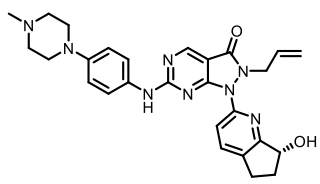


, or a pharmaceutically acceptable salt thereof.

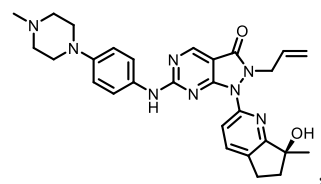
23. The compound of Claim 1, wherein the compound is selected from the group consisting of:



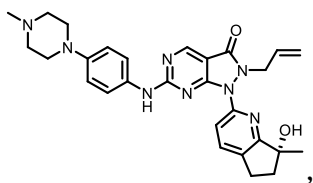
,



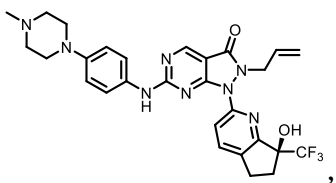
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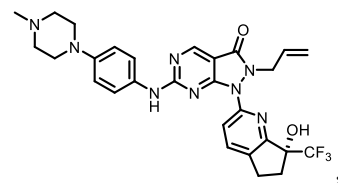
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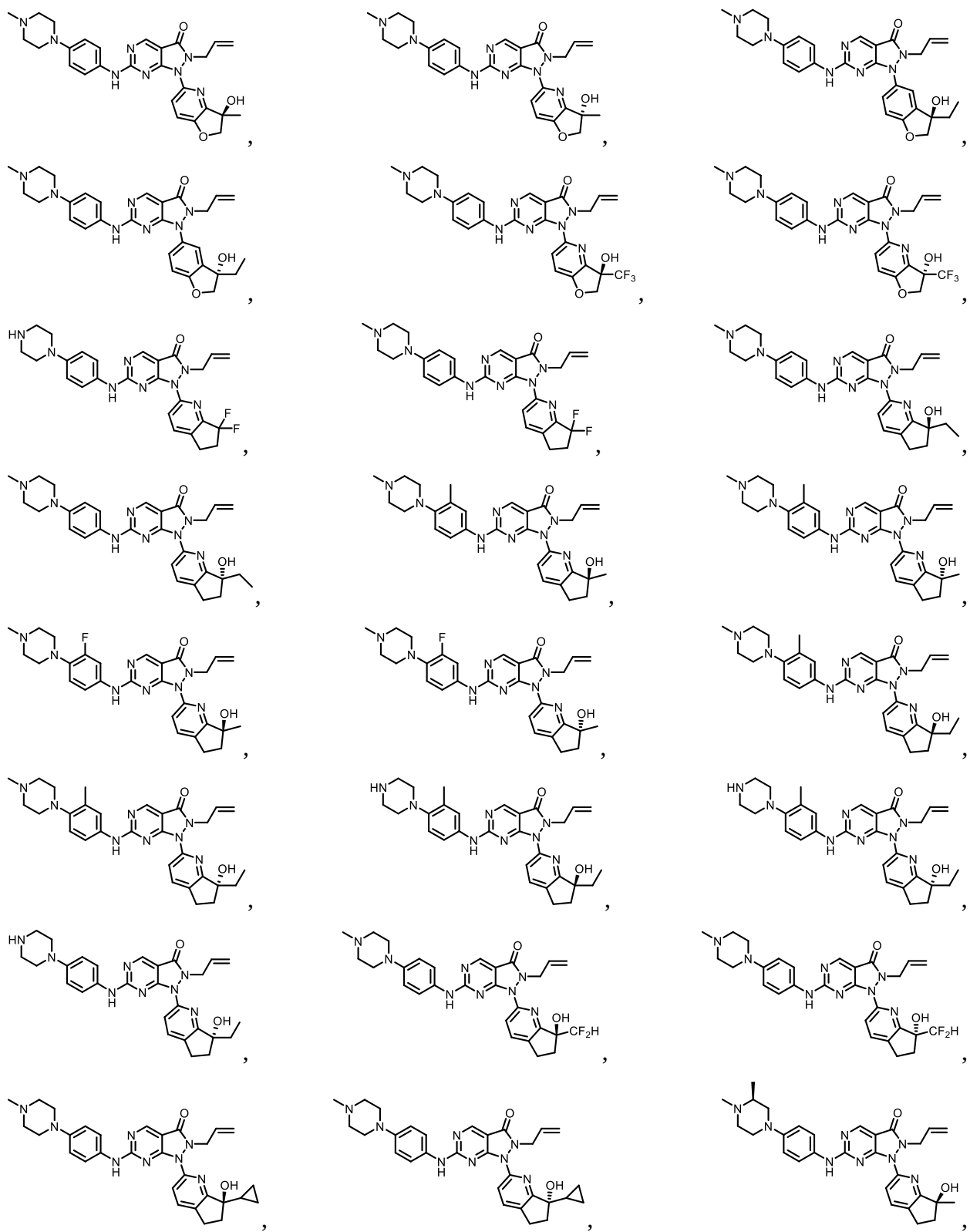
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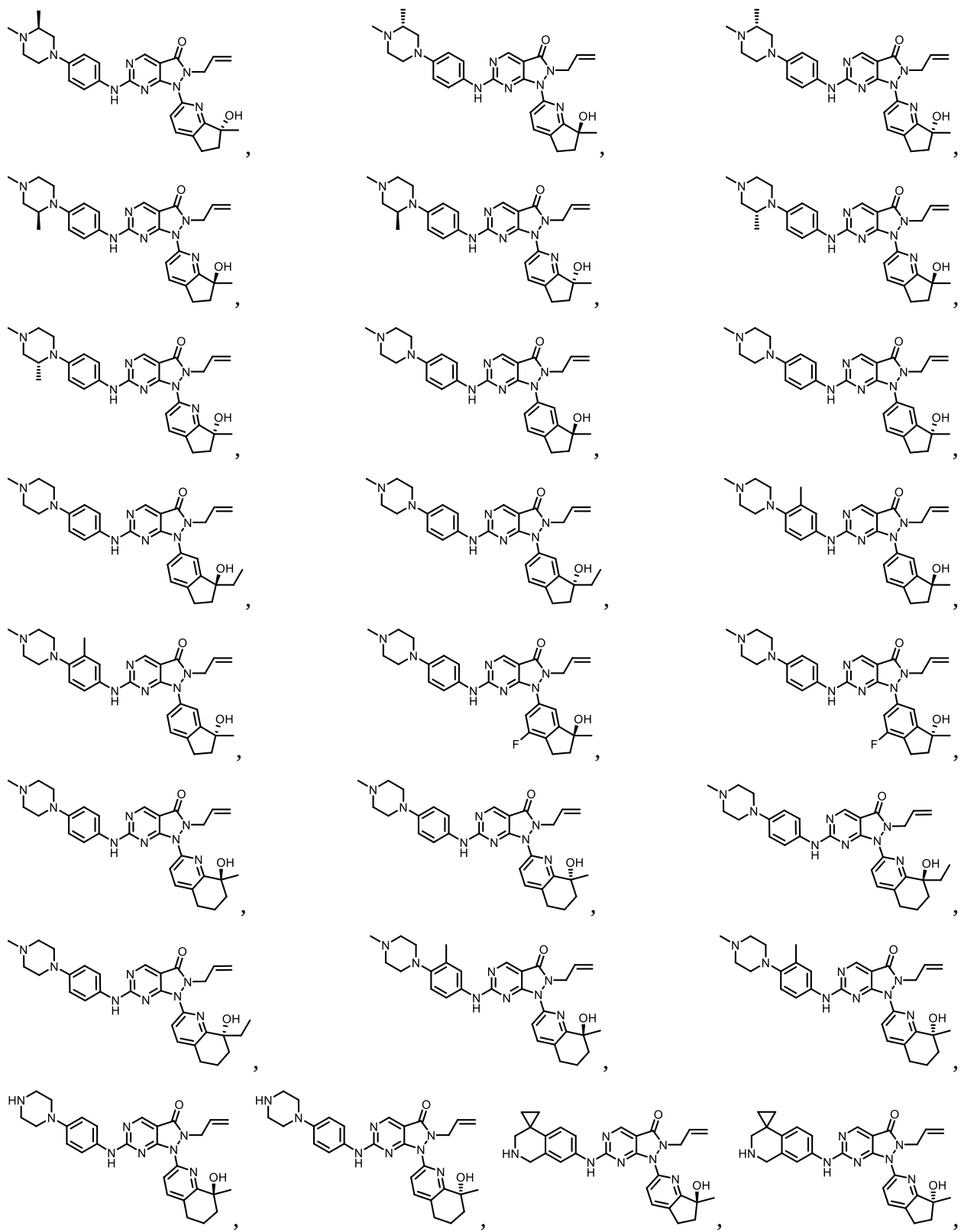


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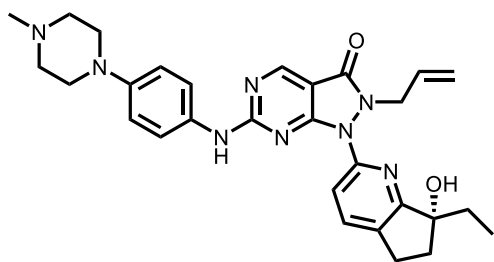


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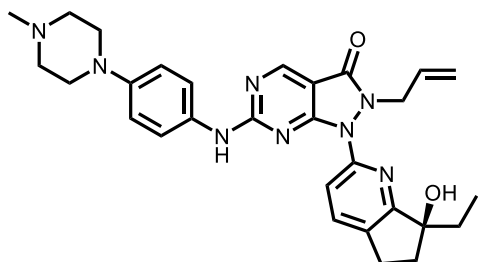


24. The compound of Claim 23, wherein the compound is



, or a pharmaceutically acceptable salt thereof.

25. The compound of Claim 23, wherein the compound is



, or a pharmaceutically acceptable salt thereof.

26. A pharmaceutical composition comprising an effective amount of the compound of any one of any one of Claims 1-25, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient or combination thereof.

27. Use of an effective amount of a compound of any one of Claims 1-25, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 26 in the manufacture of a medicament for ameliorating or treating a cancer, wherein the cancer is selected from a brain cancer, a cervicocerebral cancer, an esophageal cancer, a thyroid cancer, a small cell cancer, a non-small cell cancer, a breast cancer, a lung cancer, a stomach cancer, a gallbladder/bile duct cancer, a liver cancer, a pancreatic cancer, a colon cancer, a rectal cancer, an ovarian cancer, a choriocarcinoma, an uterus body cancer, an uterocervical cancer, a renal pelvis/ureter cancer, a bladder cancer, a prostate cancer, a penis cancer, a testicular cancer, a fetal cancer, Wilms' cancer, a skin cancer, malignant melanoma, a neuroblastoma, an osteosarcoma, an Ewing's tumor, a soft part sarcoma, an acute leukemia, a chronic lymphatic leukemia, a chronic myelocytic leukemia, polycythemia vera, a malignant lymphoma, multiple myeloma, a Hodgkin's lymphoma, and a non-Hodgkin's lymphoma.

28. Use of an effective amount of a compound of any one of Claims 1-25, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 26 in the manufacture of a medicament for inhibiting replication of a malignant growth or a tumor, wherein the malignant growth or tumor is due to a cancer selected from a brain cancer, a

cervicocerebral cancer, an esophageal cancer, a thyroid cancer, a small cell cancer, a non-small cell cancer, a breast cancer, a lung cancer, a stomach cancer, a gallbladder/bile duct cancer, a liver cancer, a pancreatic cancer, a colon cancer, a rectal cancer, an ovarian cancer, a choriocarcinoma, an uterus body cancer, an uterocervical cancer, a renal pelvis/ureter cancer, a bladder cancer, a prostate cancer, a penis cancer, a testicular cancer, a fetal cancer, Wilms' cancer, a skin cancer, malignant melanoma, a neuroblastoma, an osteosarcoma, an Ewing's tumor, a soft part sarcoma, an acute leukemia, a chronic lymphatic leukemia, a chronic myelocytic leukemia, polycythemia vera, a malignant lymphoma, multiple myeloma, a Hodgkin's lymphoma, and a non-Hodgkin's lymphoma.

29. Use of an effective amount of a compound of any one of Claims 1-25, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 26 in the manufacture of a medicament for ameliorating or treating a malignant growth or tumor, wherein the malignant growth or tumor is due to a cancer selected from a brain cancer, a cervicocerebral cancer, an esophageal cancer, a thyroid cancer, a small cell cancer, a non-small cell cancer, a breast cancer, a lung cancer, a stomach cancer, a gallbladder/bile duct cancer, a liver cancer, a pancreatic cancer, a colon cancer, a rectal cancer, an ovarian cancer, a choriocarcinoma, an uterus body cancer, an uterocervical cancer, a renal pelvis/ureter cancer, a bladder cancer, a prostate cancer, a penis cancer, a testicular cancer, a fetal cancer, Wilms' cancer, a skin cancer, malignant melanoma, a neuroblastoma, an osteosarcoma, an Ewing's tumor, a soft part sarcoma, an acute leukemia, a chronic lymphatic leukemia, a chronic myelocytic leukemia, polycythemia vera, a malignant lymphoma, multiple myeloma, a Hodgkin's lymphoma, and a non-Hodgkin's lymphoma.