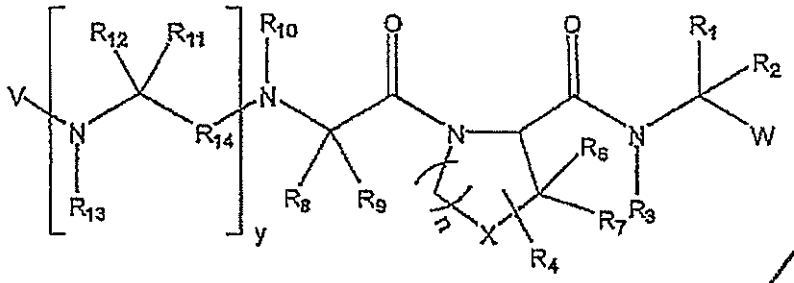
## CLAIMS

1. A compound of the Formula I:



I

and a pharmaceutically acceptable salt or stereoisomer thereof;

wherein

y is 0 or 1;

n and p are each independently selected from 0, 1 or 2;

$R^{14}$ is C(O) or $SO_2$;

$R^1$, $R^2$, W, $R^{13}$ and V are each, independently, selected from hydrogen or from the group consisting of alkyl, alkyl-aryl, heteroalkyl, heterocyclyl, heteroaryl, aryl-heteroaryl, alkyl-heteroaryl, cycloalkyl, alkyloxy, alkyl-aryloxy, aryloxy, heteroaryloxy, heterocyclyloxy, cycloalkyloxy, amino, alkylamino, arylamino, alkyl-arylamino, arylamino, heteroarylamino, cycloalkylamino, carboxyalkylamino, mono- and di-alkylcarboxamide, aralkyloxy and heterocyclylamino; each of which may be further independently substituted one or more times with $X^1$ and $X^2$; wherein $X^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, aralkyl, aryloxy, arylthio, arylheteroaryl, heteroaryl, heterocyclylamino, alkylheteroaryl, or heteroaralkyl; wherein $X^1$ can be independently substituted with one or more $X^2$ moieties which can be the same or different and are independently selected; wherein $X^2$ is hydroxy, oxo, alkyl, cycloalkyl, spirocycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkoxy, aryloxy, thio, alkylthio, amino, mono- and di-alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy, carboxamido, alkoxycarbonylamino, alkoxycarbonyl, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro; wherein each $X_2$ residue selected to be alkyl, alkoxy, and aryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different and are independently selected from alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, aralkyl, arylheteroaryl, heteroaryl, heterocyclylamino, alkylheteroaryl and heteroaralkyl;

W is also selected from the group consisting of C(O)-C(O)H, C(=N-O-$R_{24}$)-C(O)-amine, C(O)-C(O)-amine, C(O)$NR_{24}S(O)_pR_{24}$, C(O)$NR_{24}S(O)_pN(R_{24})_2$ and C(O)-$[C(O)]_z$-heterocycle,

wherein the heterocycle may be independently substituted one or more times with aryl, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, and $C_{3-6}$-cycloalkyl, wherein a is 0 or 1, wherein each $R_{24}$ is independently selected from hydrogen or the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl, substituted or unsubstituted aryl and substituted or unsubstituted heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

V is also selected from the group consisting of $-Q^1-Q^2$, wherein $Q^1$ is absent, C(O), N(H), N($C_{1-4}$-alkyl), C=N(CN), C=N($SO_2CH_3$), C=N-COH-$C_{1-4}$-alkyl, or C=N-COH, and $Q^2$ is hydrogen or is selected from the group consisting of $C_{1-4}$-alkyl, O-$C_{1-4}$-alkyl, $NH_2$, N(H)-$C_{1-4}$-alkyl, N($C_{1-4}$-alkyl)$_2$, $SO_2$-aryl, $SO_2$-$C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl-$C_{0-4}$-alkyl, aryl, heteroaryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, or $C_{3-6}$-cycloalkyl;

or $R^1$ and $R^2$ may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

$R^3$ is selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

X is $CR^5R^{5a}$;

$R^4$ represents 0-4 substituents, each of which is independently selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl, aryl, heterocycle and heteroaryl, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

$R^5$ and $R^{5a}$ taken in combination form a 3 to 6 member spirocyclic carbocycle substituted with a spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which 3 to 6 member spirocyclic ring is substituted with 0-2 substituents selected from halogen, $C_{1-6}$-alkyl, $C_{2-6}$-alkenyl, $C_{2-6}$-alkynyl, $C_{1-6}$-alkoxy, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, phenyl-$C_{0-4}$-alkyl, naphthyl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, and which spirocyclic 3 to 7 member ring is substituted with 0-3 independently selected halogen atoms or $C_{1-4}$-alkyl groups;

$R^6$ and $R^7$ are each, independently, selected from the group consisting of hydrogen, hydroxy, amino, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and mono- and di-$C_{1-4}$alkylamino, and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

$R^8$, $R^9$, $R^{10}$, $R^{11}$ and $R^{12}$ are each, independently, selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

or $R^6$ and $R^7$ may together form a spirocyclic ring having between 3 and 7 ring atoms and having 0, 1, or 2 ring heteroatoms, which is optionally substituted by 0-4 substituents

selected from cyano, halogen, hydroxyl, amino, thiol, $C_{1-8}$-alkyl, $C_{2-8}$-alkenyl, $C_{2-8}$-alkynyl, $C_{1-8}$-alkoxy-$C_{0-4}$alkyl, $C_{1-8}$-haloalkyl, $C_{2-8}$-haloalkenyl, $C_{2-8}$-haloalkynyl, $C_{1-8}$-haloalkoxy, $C_{1-8}$-alkylthio, $C_{1-8}$-alkylsulfonyl, $C_{1-8}$-alkylsulfoxy, $C_{1-8}$-alkanoyl, $C_{1-8}$-alkoxycarbonyl, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, aryl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, COOH, $C(O)NH_2$, mono- and di-$C_{1-4}$-alkyl-carboxamide, mono- and di-$C_{1-4}$-alkyl-amino-$C_{0-4}$alkyl, $SO_3H$, $SO_2NH_2$, and mono-and di-$C_{1-4}$-alkylsulfonamide, or two substituents taken together form a fused or spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which fused or spirocyclic ring has 0 to 2 independently selected substituents selected from halogen, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, $C_{1-4}$alkanoyl, mono- and di-$C_{1-4}$-alkylamino, mono- and di-$C_{1-4}$-alkyl-carboxamide, $C_{1-4}$-alkoxycarbonyl, and phenyl;

or $R^3$ and W may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

or when y is 0, $R^{10}$ and V may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times.

2. The compound of claim 1,

wherein

y is 0 or 1;

n is 0 or 1;

$R^{14}$ is C(O) or $SO_2$

$R^1$ is selected from the group consisting of H and $C_{1-4}$-alkyl;

$R^2$ is selected from the group consisting of $C_{1-4}$-alkyl, $C(O)C_{1-4}$-alkyl, $C(O)OC_{1-4}$-alkyl, and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

$R^1$ and $R^2$ together form a cyclopropane ring;

W is also selected from the group consisting of C(O)-C(O)H, C(=N-O-$R_{24}$)-C(O)-amine, C(O)-C(O)-amine, $C(O)NR_{24}S(O)_pR_{24}$, $C(O)NR_{24}S(O)_pN(R_{24})_2$ and C(O)-$[C(O)]_a$-heterocycle, wherein the heterocycle may be independently substituted one or more times with aryl, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, and $C_{3-6}$-cycloalkyl, wherein a is 0 or 1, wherein each $R_{24}$ is independently selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$cycloalkyl$C_{0-4}$alkyl, substituted or unsubstituted aryl and substituted or unsubstituted heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

p is 0, 1 or 2;

$R^3$ is selected from the group consisting of H and $C_{1-4}$-alkyl;

X is $CR^5R^{5a}$;

$R^4$ is selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl, aryl, heterocycle and heteroaryl, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

or $R^5$ and $R^{5a}$ taken in combination form a 3 to 6 member spirocyclic carbocycle substituted with a spirocyclic 3 to 7 member carbocyclic ring, which 3 to 6 member spirocyclic ring is substituted with 0-2 substituents selected from halogen, $C_{1-6}$-alkyl, $C_{2-6}$-alkenyl, $C_{2-6}$-alkynyl, $C_{1-6}$-alkoxy, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, phenyl-$C_{0-4}$-alkyl, naphthyl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, and which spirocyclic 3 to 7 member carbocyclic ring is substituted with 0-3 independently selected halogen atoms or $C_{1-4}$-alkyl groups;

$R^8$, $R^{10}$ and $R^{11}$ are each, independently, selected from the group consisting of H and $C_{1-4}$-alkyl;

$R^6$ and $R^7$ are each, independently, selected from the group consisting of hydrogen, hydroxy, amino, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and mono- and di-$C_{1-4}$alkylamino;

$R^{13}$ is H;

$R^9$ and $R^{12}$ are each, independently, selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$-cycloalkyl; and

V is also selected from the group consisting of $-Q^1-Q^2$, wherein $Q^1$ is absent, C(O), N(H), N($C_{1-4}$-alkyl), C=N(CN), C=N($SO_2CH_3$), C=N-COH-$C_{1-4}$-alkyl, or C=N-COH, and $Q^2$ is hydrogen or is selected from the group consisting of $C_{1-4}$-alkyl, O-$C_{1-4}$-alkyl, $NH_2$, N(H)-$C_{1-4}$-alkyl, N($C_{1-4}$-alkyl)$_2$, $SO_2$-aryl, $SO_2$-$C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl-$C_{0-4}$-alkyl, aryl, heteroaryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, or $C_{3-6}$-cycloalkyl;

or $R^3$ and W can together form a 6-membered ring of the formula II:



II

wherein formula II may be further substituted;

or when y is 0, $R^{10}$ and V can form a cyclopropyl ring that may be further substituted by an amide group.

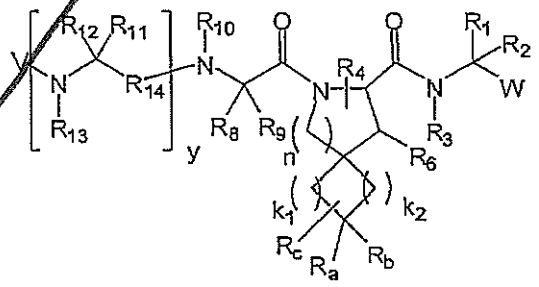
3. The compound of claim 1, wherein $R^{14}$ is C(O).

4. The compound of claim 1, wherein y is 0, and $R^{10}$ and V form a cyclopropyl ring that is substituted with C(O)N(H)-pyrazine.

5. The compound of claim 1, wherein $R^1$ and $R^2$, are independently selected from hydrogen or from the group consisting of $C_{1-4}$alkyl, $C_{2-4}$alkenyl, $C_{2-4}$alkynyl, $C_{3-6}$cycloalkyl$C_{0-4}$alkyl, $C_{3-6}$cycloalkenyl$C_{0-4}$alkyl, $C_{1-4}$alkoxy$C_{0-4}$alkyl, and heterocycloalkyl$C_{0-4}$alkyl, each of which is unsubstituted or substituted with one or more groups selected from fluoro, chloro, hydroxy, $C_{1-2}$alkylS, $C_{1-2}$alkylS(O), and $C_{1-2}$alkylS$(O)_2$, and wherein the heterocycloalkyl is a 3 to 6 membered ring having one or two N, O or S ring atoms.

6. The compound of claim 1, wherein $R_1$ is hydrogen and $R_2$ is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, allyl, propargyl, 3-fluoro-n-propyl, n-butyl, n-pentyl, iso-propyl, sec-butyl, iso-butyl, 3-methyl-n-butyl, 3,3,3-trifluoro-n-propyl, 2,2-difluoroethyl, trifluoromethyl, 1,1-difluoro-n-propyl, 2,2,2-trifluoroethyl, 2,2-difluoro-n-but-3-enyl, 4-pentenyl, 3,3-difluoro-allyl, 2-methyl-allyl, 3-butenyl, 2-cyanoethyl, 3,3-difluoropropyl, 2,2-difluoro-3-butenyl, 2,2-difluoro-n-propyl, 4,4,4-trifluorobutyl, $C_{3-6}$cycloalkyl, oxetan-2-ylmethyl, thietan-2-ylmethyl, 3-fluorocyclobutylmethyl, 3-hydroxycyclobutylmethyl, 3-butynyl, methoxymethyl, 2-methoxyethyl, methyl-S$(O)_{0-2}$$C_{1-2}$alkyl, 3,3-difluorocyclobutylmethyl, oxetan-3-ylmethyl, $C_{3-6}$cycloalkylmethyl, 1-methylcyclopropylmethyl, $C_{3-6}$cycloalkyl-difluoromethyl, $C_{3-6}$cycloalkylethyl, thietan-3-ylmethyl, 1-fluorocyclobutylmethyl, 1-fluorocyclopropylmethyl, 2,2-difluorocyclopropylmethyl, and cyclopenten-2-ylmethyl.

7. A compound of claim 1 according to the formula:



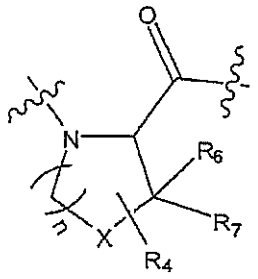
wherein

$k_1$ and $k_2$ are 0 or 1 such that a sum of $k_1$ and $k_2$ equals 1 or 2;

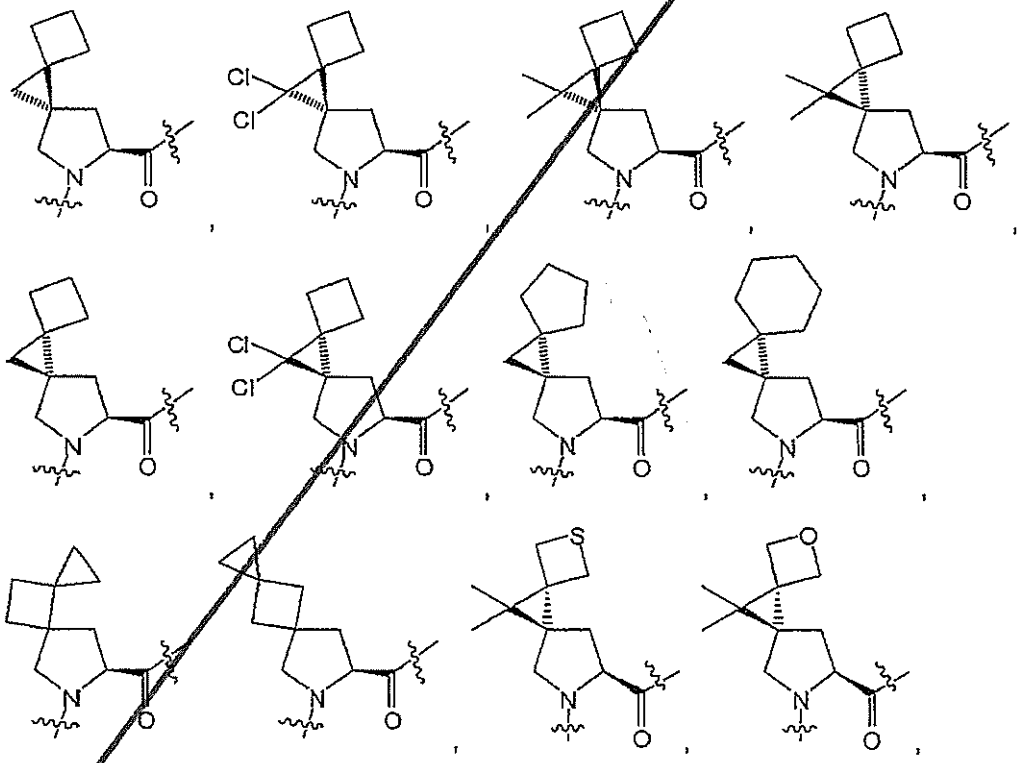
$R_a$ and $R_b$, taken together, form a spirocyclic 3 to 6 membered carbocyclic ring , which has 0 to

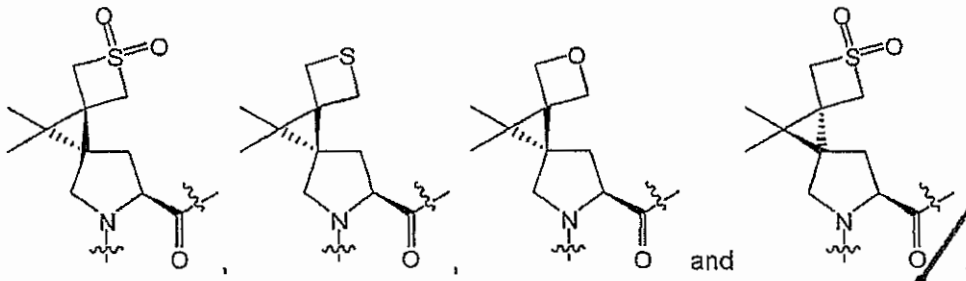
2 independently selected substituents selected from halogen or $C_{1-4}$alkyl ;
$R_c$ represents 0 to 2 substituents which are independently selected at each occurrence of $R_c$ from the group consisting of halogen and $C_{1-4}$alkyl ;
$R_4$ represents 0, 1, or 2 substituents each of which is independently selected from H and $C_{1-4}$-alkyl; and
$R_6$ is hydrogen or $C_{1-4}$alkyl.

8. The compound of claim 1, wherein the divalent residue:



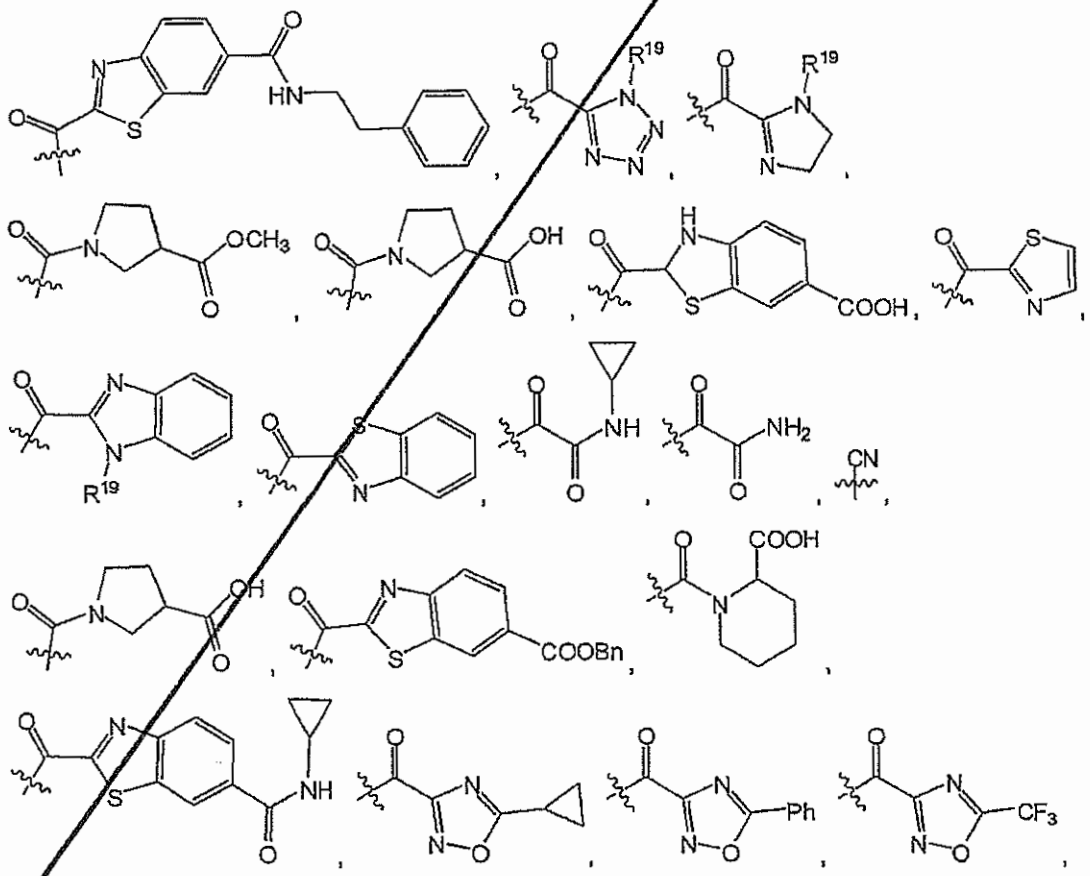
is selected from the group consisting of:

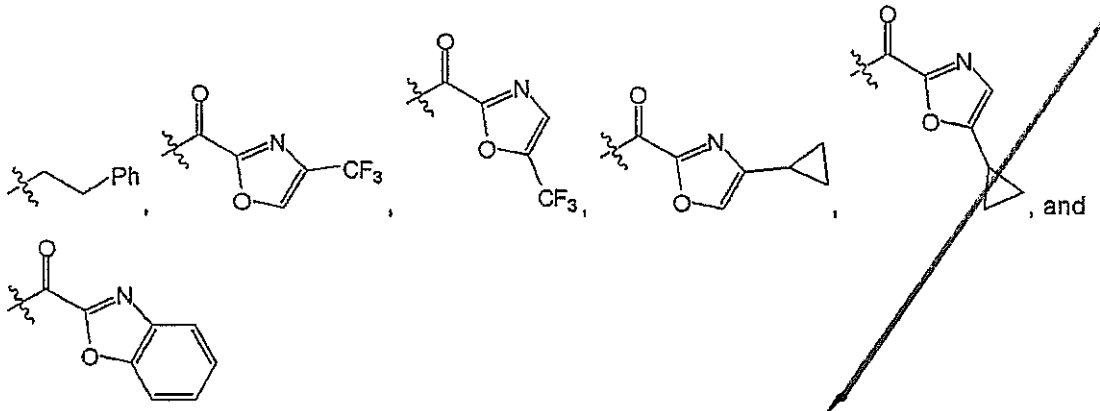




9. The compound of claim 1, wherein W is selected from the group consisting of C(O)-C(O)$NH_2$, C(O)-C(O)N(H)-cyclopropyl, C(O)-benzothiazole, C(O)-benzoimidazole, C(O)-oxazole, C(O)-imidazole, and C(O)-oxadiazole, wherein the benzothiazole, benzoimidazole, oxazole and oxadiazole groups may be independently substituted one or more times with a halogen atom, aryl, trihalomethyl, $C_{3-6}$-cycloalkyl or $C_{1-4}$-alkyl.

10. The compound of claim 1, wherein W is selected from the group consisting of





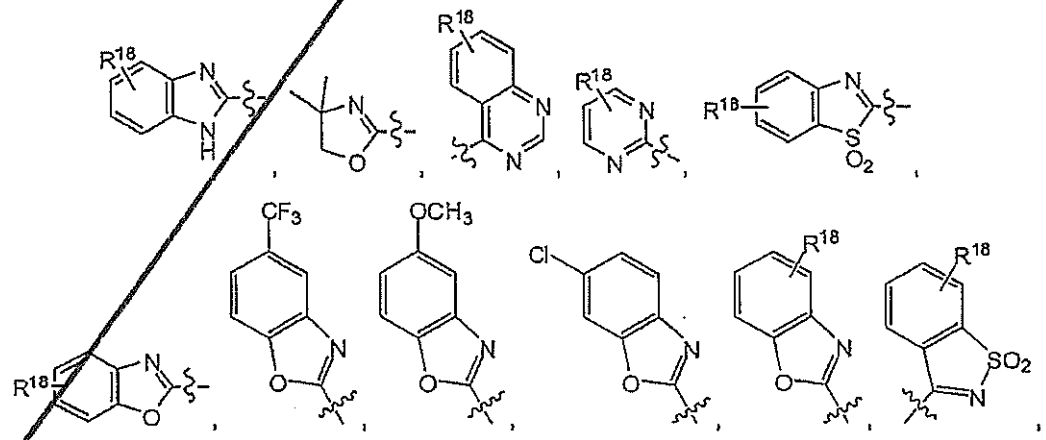
wherein $R^{19}$ is selected from the group consisting of hydrogen, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

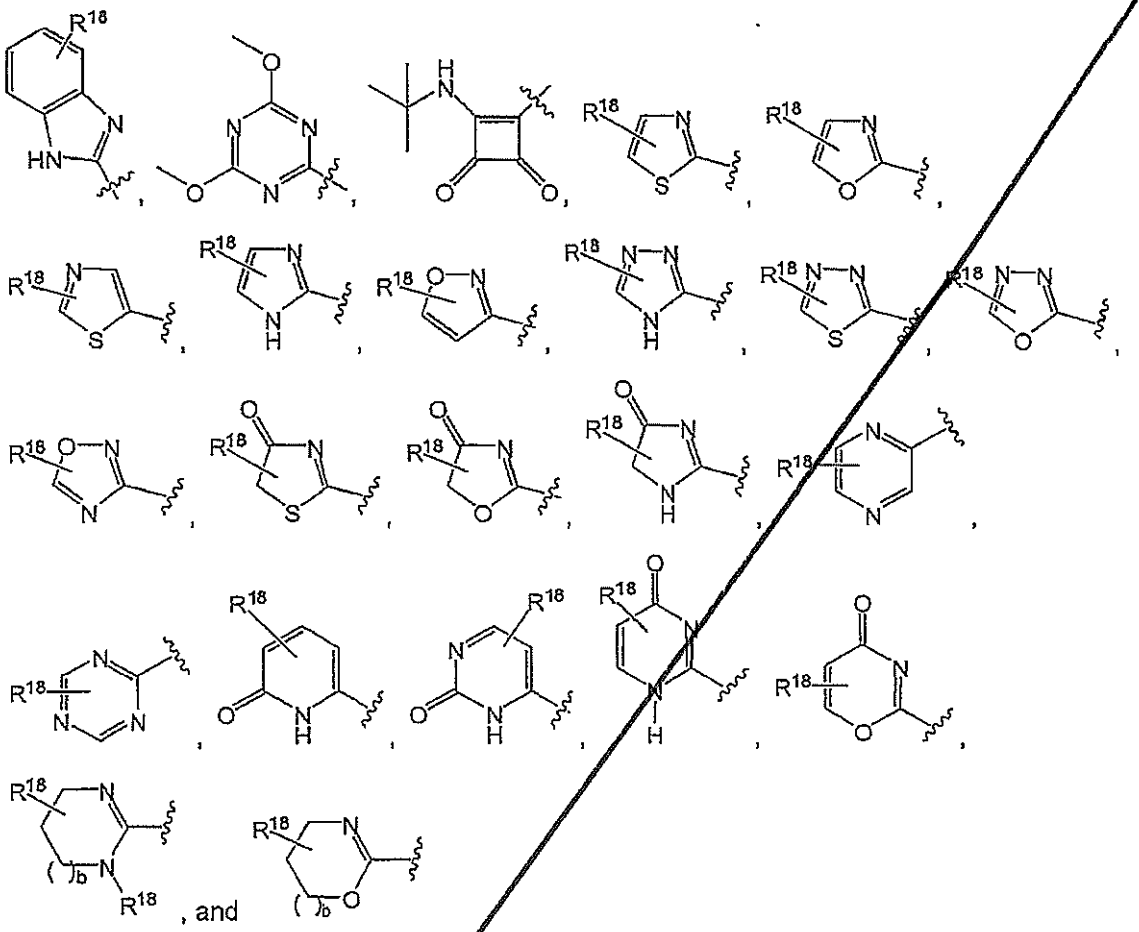
11. The compound of claim 1, wherein $R^2$ is selected from the group consisting of propyl and $(CH_2)_2$-cyclobutyl.

12. The compound of claim 1, wherein $R^{11}$ is H and $R^{12}$ is $C_{3-6}$-cycloalkyl.

13. The compound of claim 1, wherein V is $R^{20}$ or C(O)-$R^{20}$, wherein $R^{20}$ is selected from the group consisting of $C_{3-6}$-cycloalkyl, mono- and di-$C_{1-4}$alkylamino, phenyl, pyrazine, benzooxazole, 4,4-dimethyl-4,5-dihydro-oxazole, benzoimidazole, pyrimidine, benzothiazole 1,1-dioxide and quinazoline, each of which may be further independently substituted with a halogen atom, $CF_3$, $C_{1-4}$-alkyl or $C_{3-6}$-cycloalkyl.

14. The compound of claim 1, wherein V is selected from $R^{20}$ or C(O)$R^{20}$, wherein $R^{20}$ is selected from the group consisting of

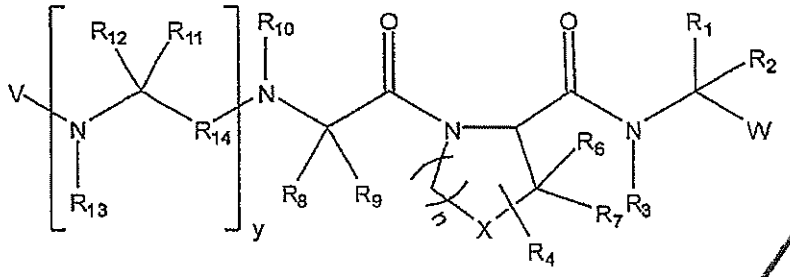




wherein b is 0, 1, or 2; and $R_{18}$ is selected from the group consisting of hydrogen, a halogen atom, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

15. The compound of claim 1, wherein W is selected from the group consisting of $C(O)$-$C(O)N(R^{23})_2$, wherein $R^{23}$ is independently selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl, aryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl.

16. A compound of the formula III:



III

and pharmaceutically acceptable salt or stereoisomer thereof;

wherein

y is 0 or 1;

n is 0, 1 or 2;

$R^{14}$ is C(O) or $SO_2$;

$R^1$, $R^2$, W, $R^{13}$ and V are each, independently, selected from hydrogen or from the group consisting of alkyl, alkyl-aryl, heteroalkyl, heterocyclyl, heteroaryl, aryl-heteroaryl, alkyl-heteroaryl, cycloalkyl, alkyloxy, alkyl-aryloxy, aryloxy, heteroaryloxy, heterocyclyloxy, cycloalkyloxy, amino, alkylamino, arylamino, alkyl-arylamino, arylamino, heteroarylamino, cycloalkylamino, mono and dialkylcarboxamide, carboxyalkylamino, arlylalkyloxy and heterocyclylamino; each of which may be further independently substituted one or more times with $X^1$ and $X^2$; wherein $X^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, aralkyl, aryloxy, arylthio, arylheteroaryl, heteroaryl, heterocyclylamino, alkylheteroaryl, or heteroaralkyl; wherein $X^1$ can be independently substituted with one or more $X^2$ moieties which can be the same or different and are independently selected; wherein $X^2$ is hydroxy, oxo, alkyl, cycloalkyl, spirocycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkoxy, aryloxy, thio, alkylthio, amino, mono- and di-alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy, carboxamido, alkoxycarbonylamino, alkoxycarbonyl, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro; wherein each $X_2$ residue selected to be alkyl, alkoxy, and aryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different and are independently selected from alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, aralkyl, arylheteroaryl, heteroaryl, heterocyclylamino, alkylheteroaryl and heteroaralkyl;

W is also selected from the group consisting of C(O)OH, $C(O)OR_{24}$, C(O)-amine, $P(O)(OR_{24})_2$, C(O)-C(O)OH, $C(=N\text{-}O\text{-}R_{24})$-C(O)-amine, $C(O)NHS(O)_2R_{24}$, $C(O)NHS(O)_pN(R_{24})_2$, $C(O)NR_{24}S(O)_pN(R_{24})_2C(O)$-C(O)-amine, $CON(H)SO_2$-amine and C(O)-$[C(O)]_a$-heterocycle,

wherein the heterocycle may be substituted or unsubstituted, wherein a is 0 or 1, wherein each $R_{24}$ is independently selected from the group consisting of hydrogen, halogen, hydroxyl, formyl, carboxylate, amide, amino, substituted or unsubstituted-$C_{1-4}$-alkyl, substituted or unsubstituted-$C_{1-4}$-alkoxy, substituted or unsubstituted-$C_{1-4}$-alkanoyl, substituted or unsubstituted-$C_{1-4}$-alkoxycarbonyl, substituted or unsubstituted-$C_{1-4}$-alkanoyloxy, substituted or unsubstituted mono- and di-$C_{1-4}$-alkylamino, substituted or unsubstituted-$C_{3-6}$cycloalkyl-$C_{0-4}$alkyl, substituted or unsubstituted aryl-$C_{0-4}$alkyl, and substituted or unsubstituted heterocycle-$C_{0-4}$alkyl;

V is also selected from the group consisting of $-Q^1-Q^2$, wherein $Q^1$ is absent, C(O), N(H), N($C_{1-4}$-alkyl), C=N(CN), C=N($SO_2CH_3$), or C=N-COH, and $Q^2$ is hydrogen or is selected from the group consisting of $C_{1-4}$-alkyl, O-$C_{1-4}$-alkyl, $NH_2$, N(H)-$C_{1-4}$-alkyl, N($C_{1-4}$-alkyl)$_2$, $SO_2$-aryl, $SO_2$-$C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl-$C_{0-4}$-alkyl, aryl, heteroaryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, or $C_{3-6}$-cycloalkyl;

or $R^1$ and $R^2$ may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

$R^3$ is selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl;

X is $CR^5R^{5a}$;

$R^4$ represents 0-4 substituents, each of which is independently selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl, aryl, heterocycle and heteroaryl, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

$R^5$ and $R^{5a}$, taken in combination, form a spirocyclic ring having between 3 and 7 ring atoms and having 0, 1, or 2 ring heteroatoms, which spirocyclic ring is substituted with a spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, and wherein each of the spirocyclic rings has 0 to 2 independently selected substituents selected from cyano, halogen, hydroxyl, amino, thiol, $C_{1-8}$-alkyl, $C_{2-8}$-alkenyl, $C_{2-8}$-alkynyl, $C_{1-8}$-alkoxy-$C_{0-4}$alkyl, $C_{1-8}$-haloalkyl, $C_{2-8}$-haloalkenyl, $C_{2-8}$-haloalkynyl, $C_{1-8}$-haloalkoxy, $C_{1-8}$-alkylthio, $C_{1-8}$-alkylsulfonyl, $C_{1-8}$-alkylsulfoxy, $C_{1-8}$-alkanoyl, $C_{1-8}$-alkoxycarbonyl, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, aryl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, COOH, C(O)$NH_2$, mono- and di-$C_{1-4}$-alkyl-carboxamide, mono- and di-$C_{1-4}$-alkyl-amino-$C_{0-4}$alkyl, $SO_3H$, $SO_2NH_2$, and mono-and di-$C_{1-4}$-alkylsulfonamide;

$R^6$ and $R^7$ are each, independently, selected from the group consisting of hydroxy, amino, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and mono- and di-$C_{1-4}$alkylamino, and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

$R^8$, $R^9$, $R^{10}$, $R^{11}$ and $R^{12}$ are each, independently, selected from the group consisting of

hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl;

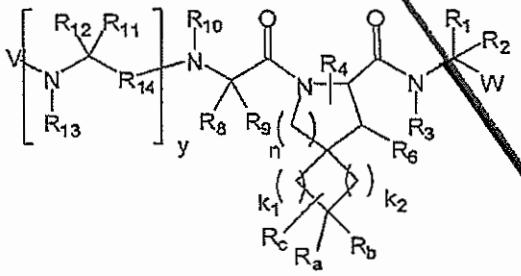
or $R^6$ and $R^7$ may together form a spirocyclic ring having between 3 and 7 ring atoms and having 0, 1, or 2 ring heteroatoms, which is optionally substituted by 0-4 substituents selected from cyano, halogen, hydroxyl, amino, thiol, $C_{1-8}$-alkyl, $C_{2-8}$-alkenyl, $C_{2-8}$-alkynyl, $C_{1-8}$-alkoxy-$C_{0-4}$alkyl, $C_{1-8}$-haloalkyl, $C_{2-8}$-haloalkenyl, $C_{2-8}$-haloalkynyl, $C_{1-8}$-haloalkoxy, $C_{1-8}$-alkylthio, $C_{1-8}$-alkylsulfonyl, $C_{1-8}$-alkylsulfoxy, $C_{1-8}$-alkanoyl, $C_{1-8}$-alkoxycarbonyl, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, aryl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, COOH, $C(O)NH_2$, mono- and di-$C_{1-4}$-alkyl-carboxamide, mono- and di-$C_{1-4}$-alkyl-amino-$C_{0-4}$alkyl, $SO_3H$, $SO_2NH_2$, and mono-and di-$C_{1-4}$-alkylsulfonamide, or two substituents taken together form a fused or spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which fused or spirocyclic ring has 0 to 2 independently selected substituents selected from halogen, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, $C_{1-4}$alkanoyl, mono- and di-$C_{1-4}$-alkylamino, mono- and di-$C_{1-4}$-alkyl-carboxamide, $C_{1-4}$-alkoxycarbonyl, and phenyl;

or $R^3$ and W may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

or when y is 0, $R^{10}$ and V may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times.

17. The compound of claim 16, wherein $R^{14}$ is C(O).

18. A compound of claim 16, according to the formula:



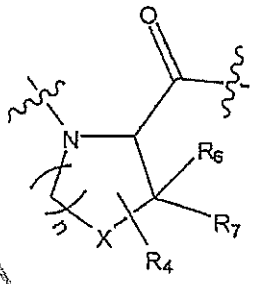
wherein

$k_1$ and $k_2$ are 0 or 1 such that a sum of $k_1$ and $k_2$ equals 1 or 2;

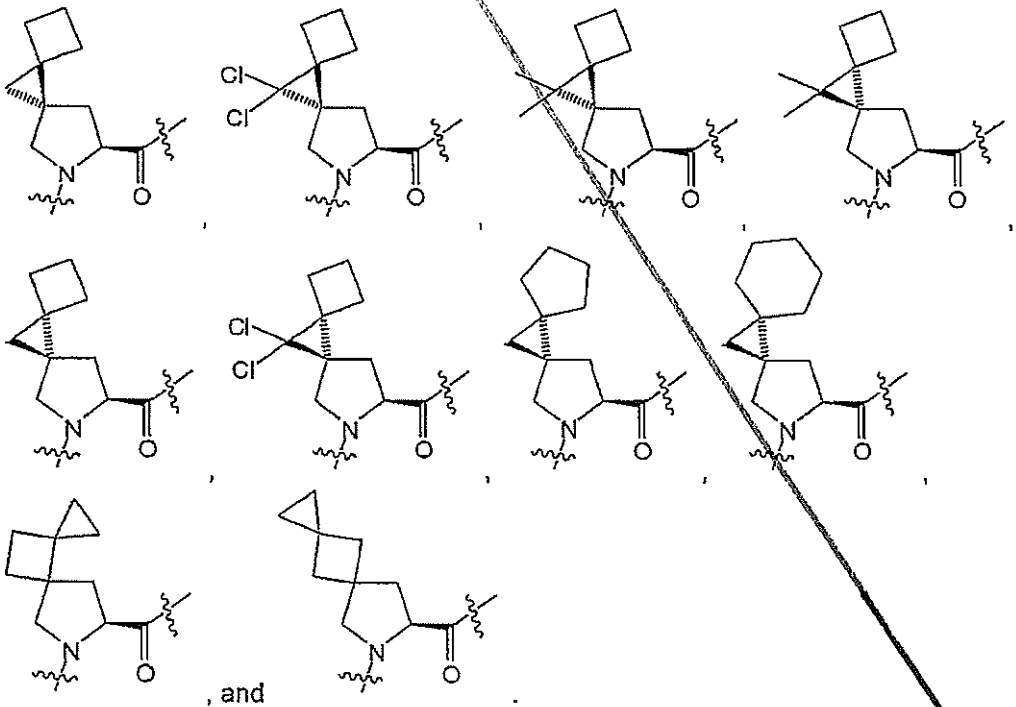
$R_a$ and $R_b$ taken together form a spirocyclic 3 to 6 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which spirocyclic ring has 0 to 2 independently selected

substituents selected from halogen, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, $C_{1-4}$alkanoyl, and phenyl;
$R_c$ represents 0 to 2 substituents which are independently selected at each occurrence of $R_c$ from the group consisting of halogen, $C_{1-4}$alkyl, and phenyl, or two geminal $R_c$ substituents, taken in combination form a 3 to 6 member spirocyclic ring;
$R_4$ represents 0, 1, or 2 substituents each of which is independently selected from H and $C_{1-4}$-alkyl; and
$R_5$ is hydrogen or $C_{1-4}$alkyl.

19. The compound of claim 16, wherein the divalent residue:



is selected from the group consisting of:

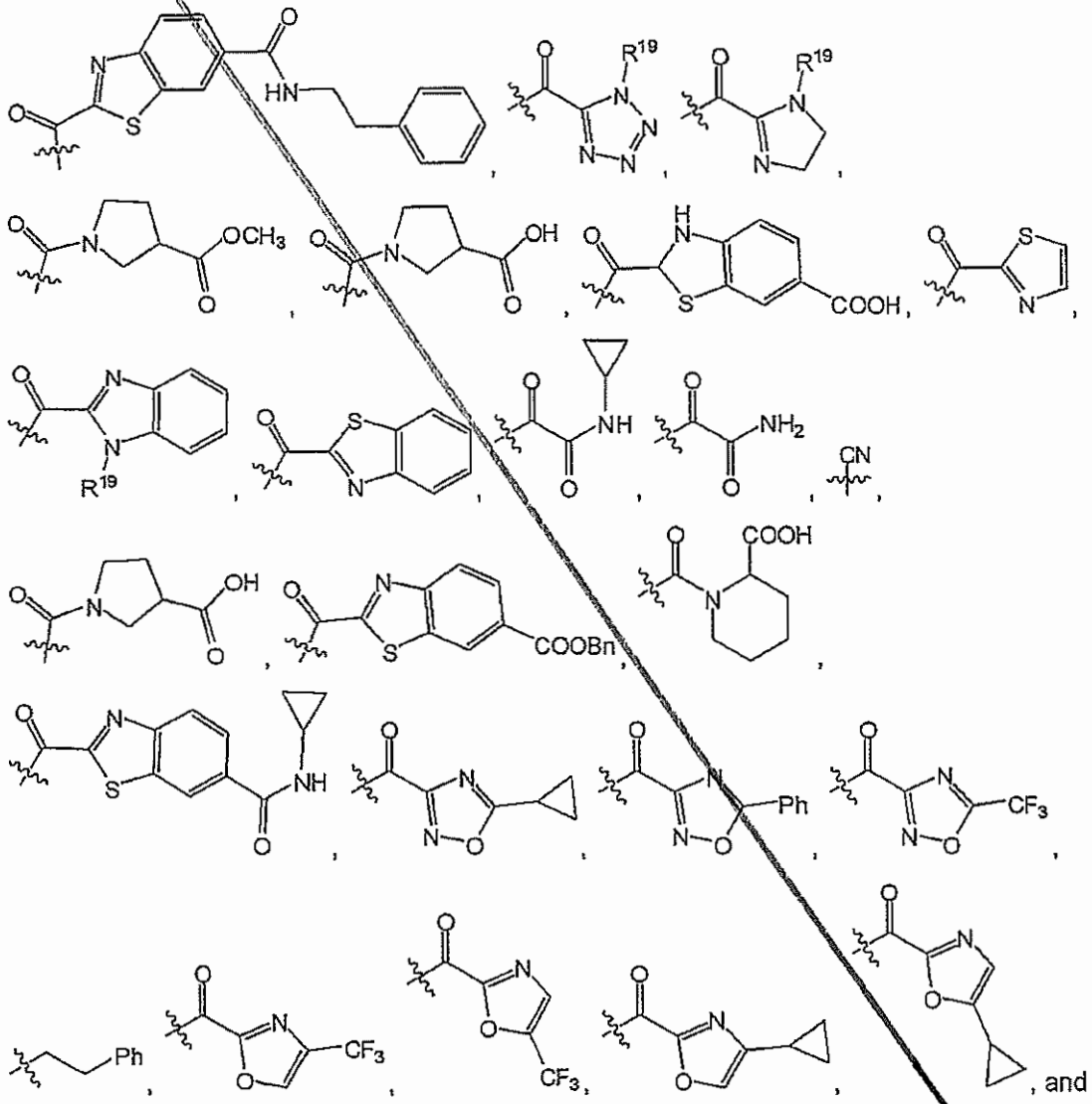


, and

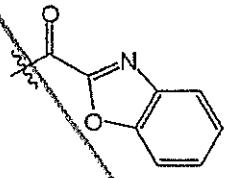
20. The compound of claim 16, wherein W is selected from the group consisting of

C(O)-C(O)$NH_2$, C(O)-C(O)N(H)-cyclopropyl, C(O)-benzothiazole, C(O)-benzoimidazole, C(O)-oxazole, C(O)-imidazole, and C(O)-oxadiazole, wherein the benzothiazole, benzoimidazole, oxazole and oxadiazole groups may be independently substituted one or more times with a halogen atom, aryl, trihalomethyl, $C_{3-6}$-cycloalkyl or $C_{1-4}$-alkyl.

21. The compound of claim 16, wherein W is selected from the group consisting of



, and



wherein $R^{19}$ is selected from the group consisting of hydrogen, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

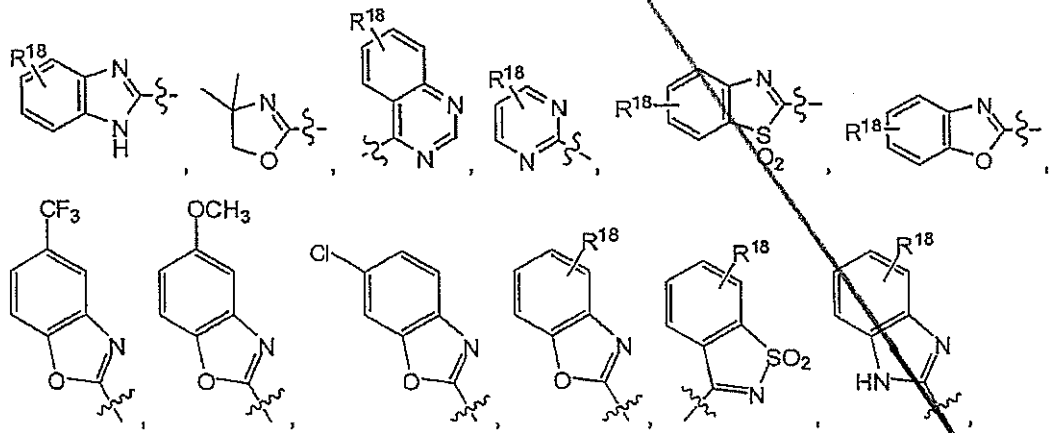
22. The compound of claim 16, wherein $R^2$ is selected from the group consisting of propyl and $(CH_2)_2$-cyclobutyl.

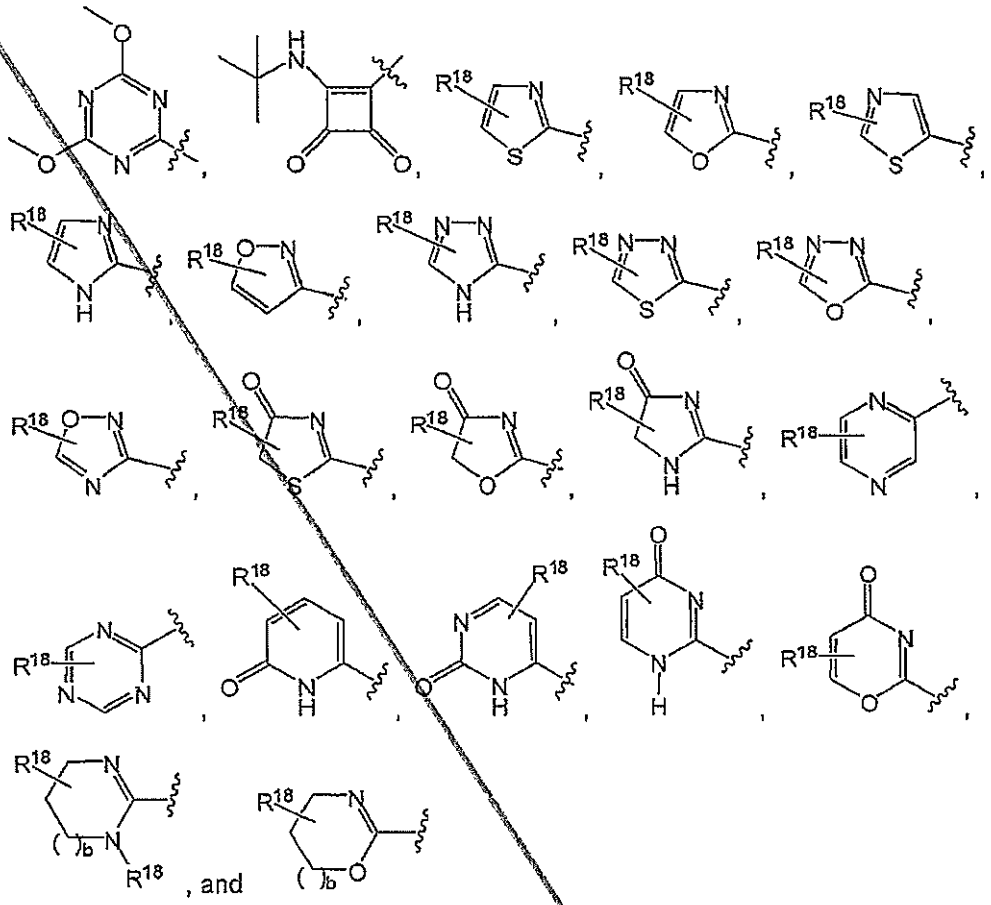
23. The compound of claim 16, wherein $R^{11}$ is H and $R^{12}$ is $C_{3-6}$-cycloalkyl.

24. The compound of claim 16, wherein $R^{12}$ is cyclohexyl.

25. The compound of claim 16, wherein V is $R^{20}$ or C(O)-$R^{20}$, wherein $R^{20}$ is selected from the group consisting of $C_{3-6}$-cycloalkyl, mono- and di-$C_{1-4}$alkylamino, phenyl, pyrazine, benzooxazole, 4,4-dimethyl-4,5-dihydro-oxazole, benzoimidazole, pyrimidine, benzothiazole 1,1-dioxide and quinazoline, each of which may be further independently substituted with a halogen atom, $CF_3$, $C_{1-4}$-alkyl or $C_{3-6}$-cycloalkyl.

26. The compound of claim 16, wherein V is $R^{20}$ or C(O)-$R^{20}$, wherein $R^{20}$ is selected from the group consisting of





wherein b is 0, 1, or 2; and $R_{18}$ is selected from the group consisting of hydrogen, a halogen atom, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

27. The compound of claim 16, wherein W is selected from the group consisting of $C(O)$-$C(O)N(R^{23})_2$, wherein $R^{23}$ is independently selected from hydrogen or the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl, aryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl.

28. A compound of claim 1 for use in the treatment of an HCV infection.

29. The use of the compound of claim 1 in the manufacture of a medicament for the treatment of an HCV infection.

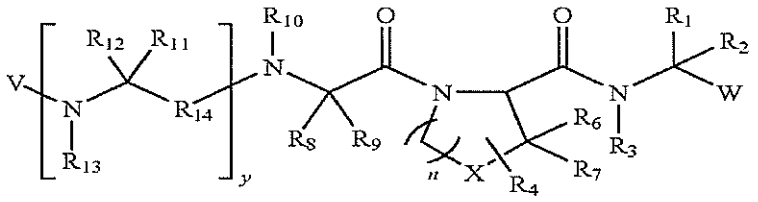
30. A pharmaceutical composition comprising a compound of claim 1 and a

pharmaceutically acceptable excipient.

31. A pharmaceutical composition comprising a compound of claim 24 and a pharmaceutically acceptable excipient.

# CLAIMS

1. A compound of the Formula I:



I

or a pharmaceutically acceptable salt or stereoisomers thereof;

wherein

y is 0 or 1;

n and p are each independently selected from 0, 1 or 2;

$R^{14}$ is C(O) or $SO_2$;

$R^1$, $R^2$, W, $R^{13}$ and V are each, independently, selected from hydrogen or from the group consisting of alkyl, alkyl-aryl, heteroalkyl, heterocyclyl, heteroaryl, aryl-heteroaryl, alkyl-heteroaryl, cycloalkyl, alkyloxy, alkyl-aryloxy, aryloxy, heteroaryloxy, heterocyclyloxy, cycloalkyloxy, amino, alkylamino, arylamino, alkyl-arylamino, arylamino, heteroarylamino, cycloalkyl-amino, carboxyalkylamino, mono- and di-alkylcarboxamide, aralkyloxy and heterocyclylamino; each of which may be further independently substituted one or more times with $X^1$ and $X^2$; wherein $X^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, aralkyl, aryloxy, arylthio, arylheteroaryl, heteroaryl, heterocyclylamino, alkylheteroaryl, or heteroaralkyl; wherein $X^1$ can be independently substituted with one or more $X^2$ moieties which can be the same or different and are independently selected; wherein $X^2$ is hydroxy, oxo, alkyl, cycloalkyl, spirocycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkoxy, aryloxy, thio, alkylthio, amino, mono- and di-alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy, carboxamido, alkoxycarbonylamino, alkoxycarbonyl, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro; wherein each $X_2$ residue selected to be alkyl, alkoxy, and aryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different and are independently selected from alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocycly-

lalkyl, aryl, alkylaryl, aralkyl, arylheteroaryl, heteroaryl, heterocyclylamino, alkylheteroaryl and heteroaralkyl;

W is also selected from the group consisting of C(O)—C(O)H, C(=N—O—$R_{24}$)—C(O)-amine, C(O)—C(O)-amine, C(O)N$R_{24}$S(O)$_p$$R_{24}$, C(O)N$R_{24}$S(O)$_p$N($R_{24}$)$_2$ and C(O)—[C(O)]$_a$-heterocycle, wherein the heterocycle may be independently substituted one or more times with aryl, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, and $C_{3-6}$-cycloalkyl, wherein a is 0 or 1, wherein each $R_{24}$ is independently selected from hydrogen or the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl$C_{0-4}$-alkyl, substituted or unsubstituted aryl and substituted or unsubstituted heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

V is also selected from the group consisting of -$Q^1$-$Q^2$, wherein $Q^1$ is absent, C(O), N(H), N($C_{1-4}$-alkyl), C=N(CN), C=N($SO_2CH_3$), C=N—COH—$C_{1-4}$-alkyl, or C=N—COH, and $Q^2$ is hydrogen or is selected from the group consisting of $C_{1-4}$-alkyl, O—$C_{1-4}$-alkyl, $NH_2$, N(H)—$C_{1-4}$-alkyl, N($C_{1-4}$-alkyl)$_2$, $SO_2$-aryl, $SO_2$—$C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl-$C_{0-4}$-alkyl, aryl, heteroaryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, or $C_{3-6}$-cycloalkyl;

or $R^1$ and $R^2$ may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

$R^3$ is selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

X is $CR^5R^{5a}$;

$R^5$ and $R^{5a}$ taken in combination form a 3 to 6 membered spirocyclic carbocycle substituted with a spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which 3 to 6 member spirocyclic ring is substituted with 0-2 substituents selected from halogen, $C_{1-6}$-alkyl, $C_{2-6}$-alkenyl, $C_{2-6}$-alkynyl, $C_{1-6}$-alkoxy, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, phenyl-$C_{0-4}$-alkyl, naphthyl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, and which spirocyclic 3 to 7 member ring is substituted with 0-3 independently selected halogen atoms or $C_{1-4}$-alkyl groups;

$R^6$ and $R^7$ are each, independently, selected from the group consisting of hydrogen, hydroxy, amino, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and mono- and di-$C_{1-4}$alkylamino, and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

$R^8$, $R^9$, $R^{10}$, $R^{11}$ and $R^{12}$ are each, independently, selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

or $R^6$ and $R^7$ may together form a spirocyclic ring having between 3 and 7 ring atoms and having 0, 1, or 2 ring heteroatoms, which is optionally substituted by 0-4 substituents selected from cyano, halogen, hydroxyl, amino, thiol, $C_{1-8}$-alkyl, $C_{2-8}$-alkenyl, $C_{2-8}$-alkynyl, $C_{1-8}$-alkoxy-$C_{0-4}$alkyl, $C_{1-8}$-haloalkyl, $C_{2-8}$-haloalkenyl, $C_{2-8}$-haloalkynyl, $C_{1-8}$-haloalkoxy, $C_{1-8}$-alkylthio, $C_{1-8}$-alkylsulfonyl, $C_{1-8}$-alkylsulfoxy, $C_{1-8}$-alkanoyl, $C_{1-8}$-alkoxycarbonyl, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, aryl-

$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, COOH, $C(O)NH_2$, mono- and di-$C_{1-4}$-alkyl-carboxamide, mono- and di-$C_{1-4}$-alkyl-amino-$C_{0-4}$alkyl, $SO_3H$, $SO_2NH_2$, and mono- and di-$C_{1-4}$-alkylsulfonamide, or two substituents taken together form a fused or spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which fused or spirocyclic ring has 0 to 2 independently selected substituents selected from halogen, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, $C_{1-4}$alkanoyl, mono- and di-$C_{1-4}$-alkylamino, mono- and di-$C_{1-4}$-alkyl-carboxamide, $C_{1-4}$-alkoxycarbonyl, and phenyl;

or $R^3$ and W may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

or when y is 0, $R^{10}$ and V may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times.

**2**. The compound of claim **1**,

wherein

y is 0 or 1;

n is 0 or 1;

$R^{14}$ is C(O) or $SO_2$

$R^1$ is selected from the group consisting of H and $C_{1-4}$-alkyl;

$R^2$ is selected from the group consisting of $C_{1-4}$-alkyl, $C(O)C_{1-4}$-alkyl, $C(O)OC_{1-4}$-alkyl, and $C_{3-6}$cycloalkyl$C_{0-4}$-alkyl;

or $R^1$ and $R_2$ together form a cyclopropane ring;

W is also selected from the group consisting of C(O)—C(O)H, C(=N—O—$R_{24}$)—C(O)-amine, C(O)—C(O)-amine, C(O)$NR_{24}S(O)_pR_{24}$, C(O)$NR_{24}S(O)_pN(R_{24})_2$ and C(O)—$[C(O)]_a$-heterocycle, wherein the heterocycle may be independently substituted one or more times with aryl, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, and $C_{3-6}$-cycloalkyl, wherein a is 0 or 1, wherein each $R_{24}$ is independently selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$cycloalkyl$C_{0-4}$alkyl, substituted or unsubstituted aryl and substituted or unsubstituted heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

p is 0, 1 or 2;

$R^3$ is selected from the group consisting of H and $C_{1-4}$-alkyl;

X is $CR^5R^{5a}$;

$R^4$ is selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl, aryl, heterocycle and heteroaryl, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

$R^5$ and $R^{5a}$ taken in combination form a 3 to 6 member spirocyclic carbocycle substituted with a spirocyclic 3 to 7 member carbocyclic ring, which 3 to 6 member spirocyclic ring is substituted with 0-2 substituents selected from halogen, $C_{1-6}$-alkyl, $C_{2-6}$-alkenyl, $C_{2-6}$-alkynyl, $C_{1-6}$-alkoxy, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, phenyl-$C_{0-4}$-alkyl, naphthyl-$C_{0-4}$alkyl, heteroaryl-$C_{0-4}$-alkyl, and which spirocyclic 3 to 7 member carbocyclic ring is substituted with 0-3 independently selected halogen atoms or $C_{1-4}$-alkyl groups;

$R^8$, $R^{10}$ and $R^{11}$ are each, independently, selected from the group consisting of H and $C_{1-4}$-alkyl;

$R^6$ and $R^7$ are each, independently, selected from the group consisting of hydrogen, hydroxy, amino, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and mono- and di-$C_{1-4}$alkylamino;

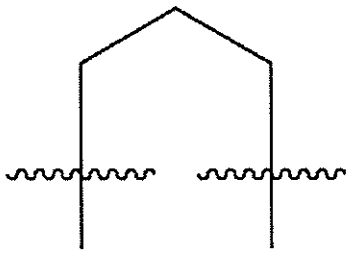
$R^{13}$ is H;

$R^9$ and $R^{12}$ are each, independently, selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$-cycloalkyl; and

V is also selected from the group consisting of $-Q^1-Q^2$, wherein $Q^1$ is absent, C(O), N(H), N($C_{1-4}$-alkyl), C=N(CN), C=N($SO_2CH_3$), C=N—COH—$C_{1-4}$-alkyl, or C=N—COH, and $Q^2$ is hydrogen or is selected from the group consisting of $C_{1-4}$-alkyl, O—$C_{1-4}$-alkyl, $NH_2$, N(H)—$C_{1-4}$-alkyl, N($C_{1-4}$-alkyl)$_2$, $SO_2$-aryl, $SO_2$—$C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl-$C_{0-4}$-alkyl, aryl, heteroaryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, or $C_{3-6}$-cycloalkyl;

or $R^3$ and W can together form a 6-membered ring of the formula II:

II



wherein formula II may be further substituted;

or when y is 0, $R^{10}$ and V can form a cyclopropyl ring that may be further substituted by an amide group.

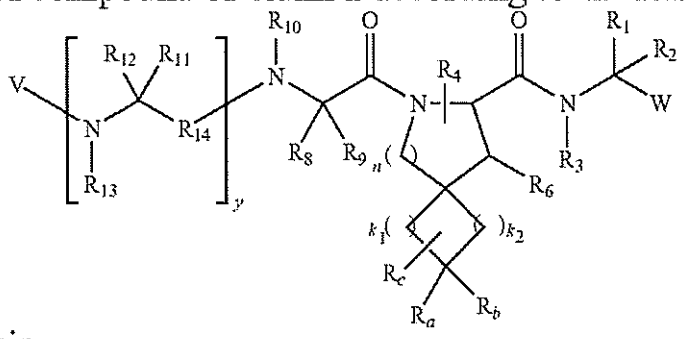
**3**. The compound of claim **1**, wherein $R^{14}$ is C(O).

**4**. The compound of claim **1**, wherein y is 0, and $R^{10}$ and V form a cyclopropyl ring that is substituted with C(O)N(H)-pyrazine.

**5**. The compound of claim **1**, wherein $R^1$ and $R^2$, are independently selected from hydrogen or from the group consisting of $C_{1-4}$alkyl, $C_{2-4}$alkenyl, $C_{2-4}$alkynyl, $C_{3-6}$cycloalkyl$C_{0-4}$ alkyl, $C_{3-6}$cycloalkenyl$C_{0-4}$alkyl, $C_{1-4}$alkoxy$C_{0-4}$alkyl, and heterocycloalkyl$C_{0-4}$alkyl, each of which is unsubstituted or substituted with one or more groups selected from fluoro, chloro, hydroxy, $C_{1-2}$alkylS, $C_{1-2}$alkylS(O), and $C_{1-2}$alkylS$(O)_2$, and wherein the heterocycloalkyl is a 3 to 6 membered ring having one or two N, O or S ring atoms.

**6**. The compound of claim **1**, wherein $R_1$ is hydrogen and $R_2$ is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, allyl, propargyl, 3-fluoro-n-propyl, n-butyl, n-pentyl, iso-propyl, sec-butyl, iso-butyl, 3-methyl-n-butyl, 3,3,3-trifluoro-n-propyl, 2,2-difluoroethyl, trifluoromethyl, 1,1-difluoro-n-propyl, 2,2,2-trifluoroethyl, 2,2-difluoro-n-but-3-enyl, 4-pentenyl, 3,3-difluoro-allyl, 2-methyl-allyl, 3-butenyl, 2-cyanoethyl, 3,3-difluoropropyl, 2,2-difluoro-3-butenyl, 2,2-difluoro-n-propyl, 4,4,4-trifluorobutyl, $C_{3-6}$cycloalkyl, oxetan-2-ylmethyl, thietan-2-ylmethyl, 3-fluorocyclobutylmethyl, 3-hydroxycyclobutylmethyl, 3-butynyl, methoxymethyl, 2-methoxyethyl, methyl-$S(O)_{0-2}C_{1-2}$alkyl, 3,3-difluorocyclobutylmethyl, oxetan-3-ylmethyl, $C_{3-6}$cycloalkylmethyl, 1-methylcyclopropylmethyl, $C_{3-6}$cycloalkyl-difluoromethyl, $C_{3-6}$cycloalkylethyl, thietan-3-ylmethyl, 1-fluorocyclobutylmethyl, 1-fluorocyclopropylmethyl, 2,2-difluorocyclopropylmethyl, and cyclopenten-2-ylmethyl.

7. A compound of claim **1** according to the formula:



wherein

$k_1$ and $k_2$ are 0 or 1 such that a sum of $k_1$ and $k_2$ equals 1 or 2;

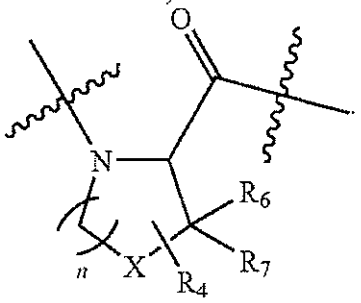
$R_a$ and $R_b$, taken together, form a spirocyclic 3 to 6 membered carbocyclic ring, which has 0 to 2 independently selected substituents selected from halogen or $C_{1-4}$alkyl;

$R_c$ represents 0 to 2 substituents which are independently selected at each occurrence of $R_c$ from the group consisting of halogen and $C_{1-4}$alkyl;

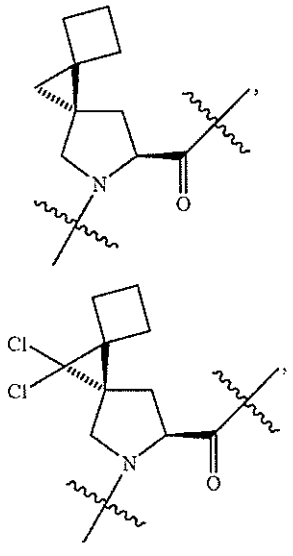
$R_4$ represents 0, 1, or 2 substituents each of which is independently selected from H and $C_{1-4}$-alkyl; and

$R_6$ is hydrogen or $C_{1-4}$alkyl.

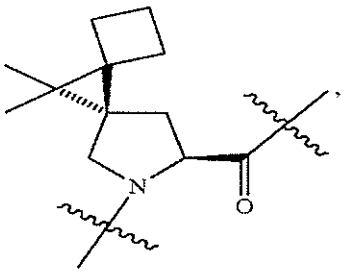
**8**. The compound of claim **1**, wherein the divalent residue:

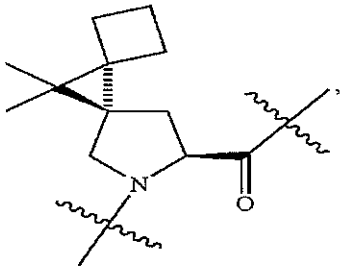


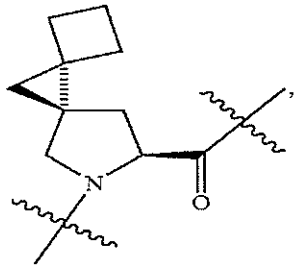
is selected from the group consisting of:

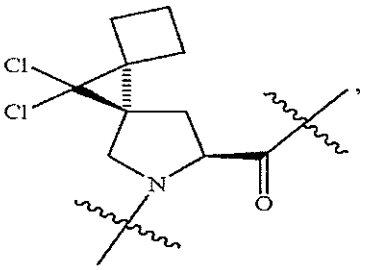


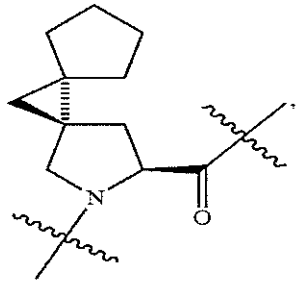
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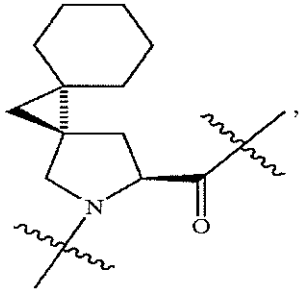




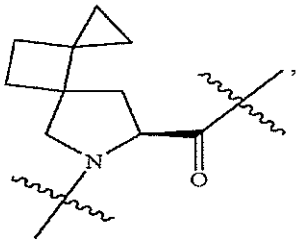


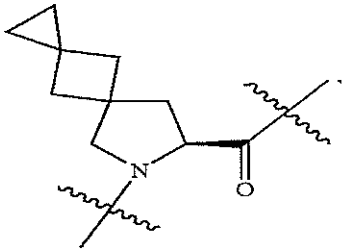


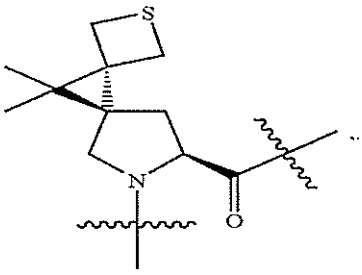


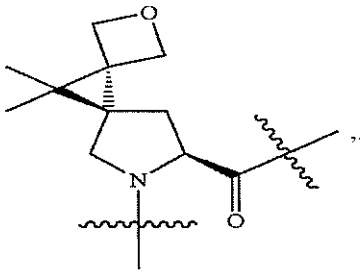


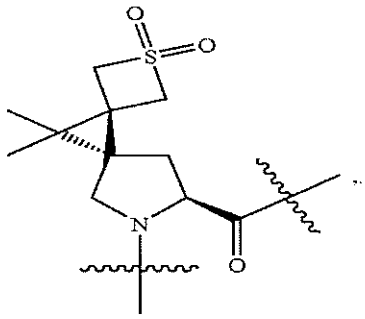
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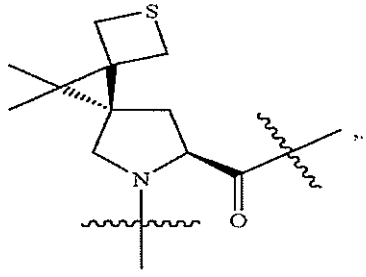




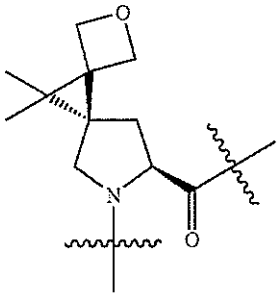




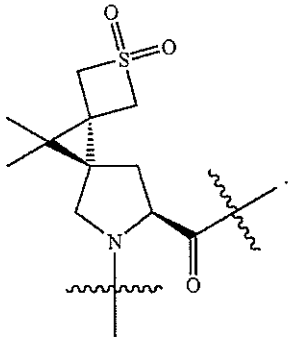




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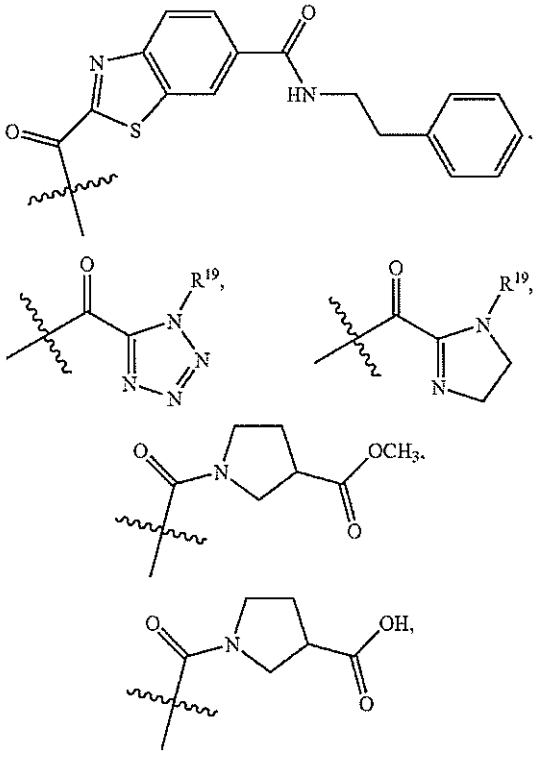


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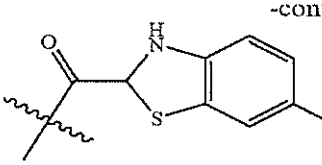


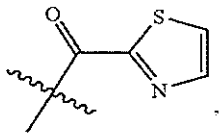
**9**. The compound of claim **1**, wherein W is selected from the group consisting of C(O)—C(O)$NH_2$, C(O)—C(O)N(H)-cyclopropyl, C(O)-benzothiazole, C(O)-benzoimidazole, C(O)-oxazole, C(O)-imidazole, and C(O)-oxadiazole, wherein the benzothiazole, benzoimidazole, oxazole and oxadiazole groups may be independently substituted one or more times with a halogen atom, aryl, trihalomethyl, $C_{3-6}$-cycloalkyl or $C_{1-4}$-alkyl.

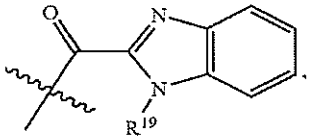
**10**. The compound of claim **1**, wherein W is selected from the group consisting of

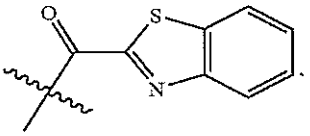


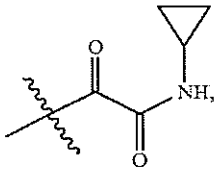
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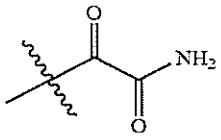


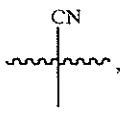


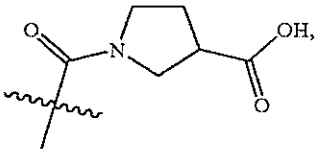


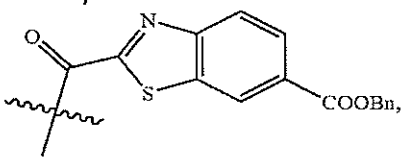


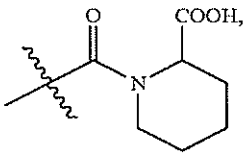


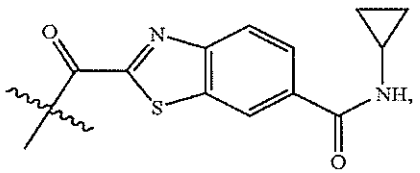


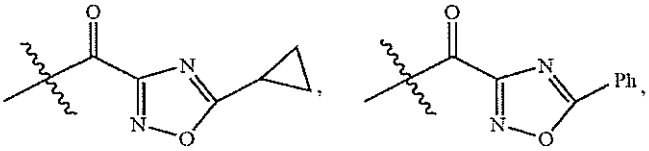


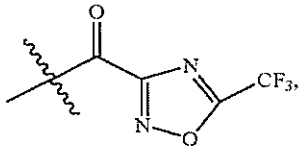


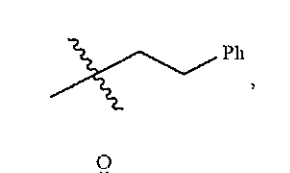


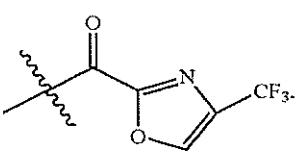


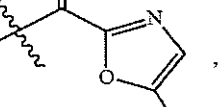


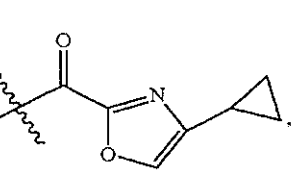


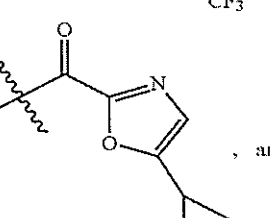




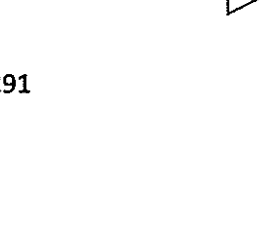






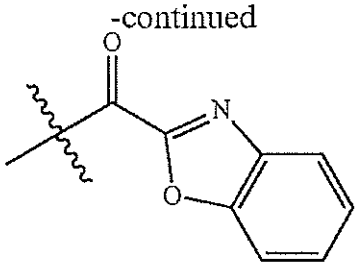






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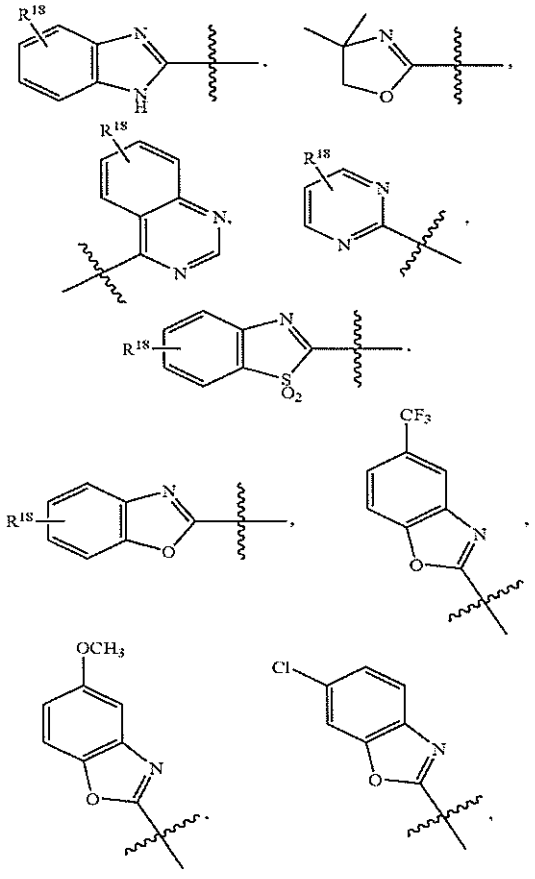
wherein $R^{19}$ is selected from the group consisting of hydrogen, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

**11**. The compound of claim **1**, wherein $R^2$ is selected from the group consisting of propyl and $(CH_2)_2$-cyclobutyl.

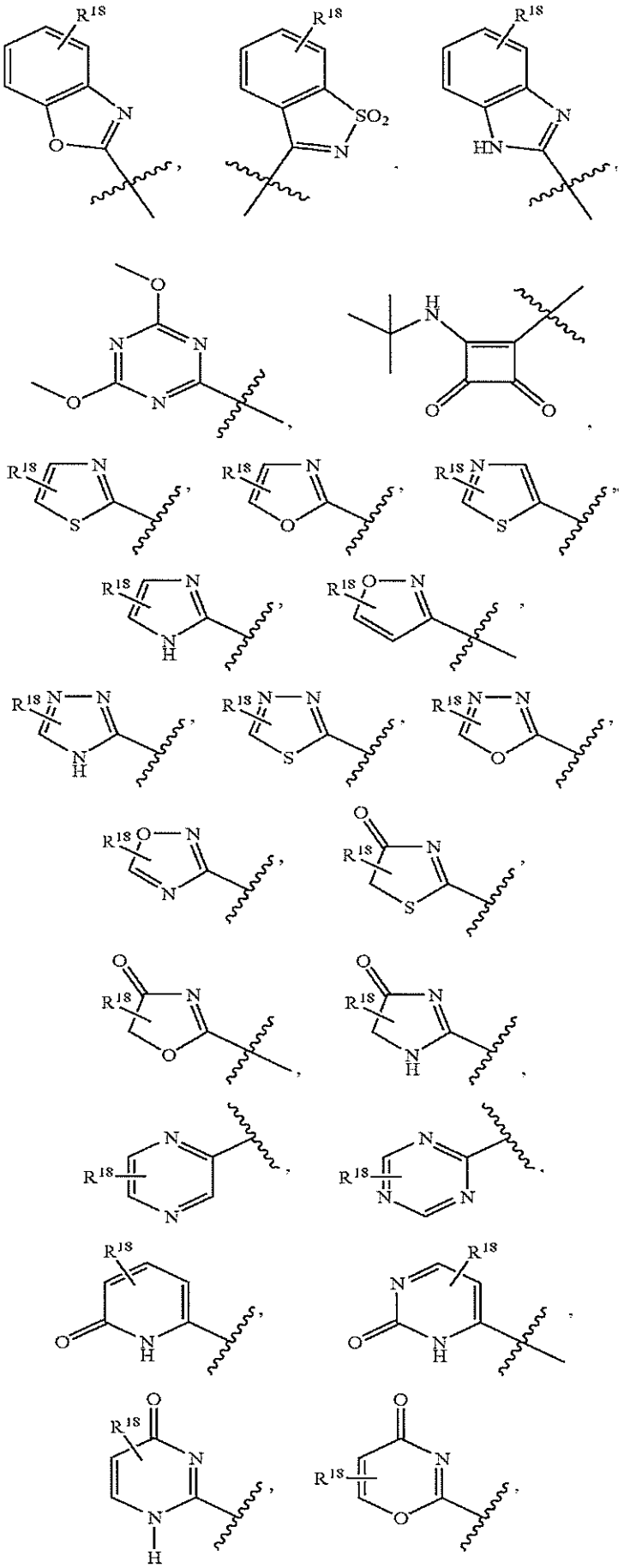
**12**. The compound of claim **1**, wherein $R^{11}$ is H and $R^{12}$ is $C_{3-6}$-cycloalkyl.

**13**. The compound of claim **1**, wherein V is $R^{20}$ or C(O)—$R^{20}$, wherein $R^{20}$ is selected from the group consisting of $C_{3-6}$-cycloalkyl, mono- and di-$C_{1-4}$alkylamino, phenyl, pyrazine, benzooxazole, 4,4-dimethyl-4,5-dihydro-oxazole, benzoimidazole, pyrimidine, benzothiazole 1,1-dioxide and quinazoline, each of which may be further independently substituted with a halogen atom, $CF_3$, $C_{1-4}$-alkyl or $C_{3-6}$-cycloalkyl.

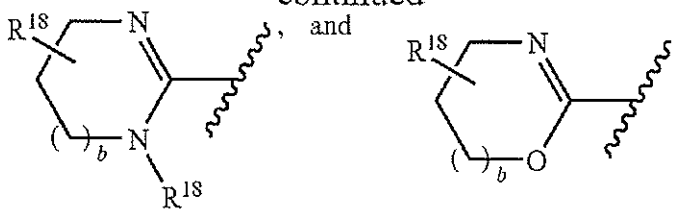
**14**. The compound of claim **1**, wherein V is selected from $R^{20}$ or C(O)$R^{20}$, wherein $R^{20}$ is selected from the group consisting of



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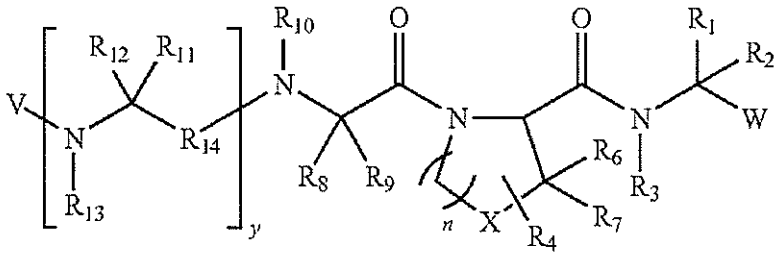


wherein b is 0, 1 or 2; and $R_{18}$ is selected from the group consisting of hydrogen, a halogen atom, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

**15**. The compound of claim **1**, wherein W is selected from the group consisting of C(O)—C(O)N($R^{23}$)$_2$, wherein $R^{23}$ is independently selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl, aryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl.

**16**. A compound of the formula III:

III



or a pharmaceutically acceptable salt or stereoisomers thereof,

wherein

y is 0 or 1;

n is 0, 1 or 2;

$R^{14}$ is C(O) or $SO_2$;

$R^1$, $R^2$, W, $R^{13}$ and V are each, independently, selected from hydrogen or from the group consisting of alkyl, alkyl-aryl, heteroalkyl, heterocyclyl, heteroaryl, aryl-heteroaryl, alkyl-heteroaryl, cycloalkyl, alkyloxy, alkyl-aryloxy, aryloxy, heteroaryloxy, heterocyclyloxy, cycloalkyloxy, amino, alkylamino, arylamino, alkyl-arylamino, arylamino, heteroarylamino, cycloalky-lamino, mono and dialkylcarboxamide, carboxyalky-lamino, arlylalkyloxy and heterocyclylamino; each of which may be further independently substituted one or more times with $X^1$ and $X^2$; wherein $X^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, het-erocyclylalkyl, aryl, alkylaryl, aralkyl, aryloxy, arylthio, arylheteroaryl, heteroaryl, heterocyclylamino, alkylhet-eroaryl, or heteroaralkyl; wherein $X^1$ can be indepen-dently substituted with one or more $X^2$ moieties which can be the same or different and are independently selected; wherein $X^2$ is hydroxy, oxo, alkyl, cycloalkyl, spirocycloalkyl, heterocycloalkyl, aryl, heteroaryl, alkoxy, aryloxy, thio, alkylthio, amino, mono- and di-alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, car-balkoxy, carboxamido, alkoxycarbonylamino, alkoxy-carbonyl, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro; wherein each $X_2$ residue selected to be alkyl, alkoxy, and aryl can be unsubsti-tuted or optionally independently substituted with one or more moieties which can be the same or different and are independently selected from alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocycly-

lalkyl, aryl, alkylaryl, aralkyl, arylheteroaryl, heteroaryl, heterocyclylamino, alkylheteroaryl and heteroaralkyl;

W is also selected from the group consisting of C(O)OH, $C(O)OR_{24}$, C(O)-amine, $P(O)(OR_{24})_2$, C(O)—C(O)OH, C(=N—O—$R_{24}$)—C(O)-amine, $C(O)NHS(O)_2R_{24}$,$C(O)NHS(O)_pN(R_{24})_2$, $C(O)NR_{24}S(O)_pN(R_{24})_2$C(O)—C(O)-amine, $CON(H)SO_2$-amine and C(O)—$[C(O)]_a$-heterocycle, wherein the heterocycle may be substituted or unsubstituted, wherein a is 0 or 1, wherein each $R_{24}$ is independently selected from the group consisting of hydrogen, halogen, hydroxyl, formyl, carboxylate, amide, amino, substituted or unsubstituted-$C_{1-4}$-alkyl, substituted or unsubstituted -$C_{1-4}$-alkoxy, substituted or unsubstituted-$C_{1-4}$-alkanoyl, substituted or unsubstituted-$C_{1-4}$-alkoxycarbonyl, substituted or unsubstituted-$C_{1-4}$-alkanoyloxy, substituted or unsubstituted mono- and di-$C_{1-4}$-alkylamino, substituted or unsubstituted-$C_{3-6}$cycloalkyl-$C_{0-4}$alkyl, substituted or unsubstituted aryl-$C_{0-4}$-alkyl, and substituted or unsubstituted heterocycle-$C_{0-4}$alkyl;

V is also selected from the group consisting of -$Q^1$-$Q^2$, wherein $Q^1$ is absent, C(O), N(H), N($C_{1-4}$-alkyl), C=N(CN), C=N($SO_2CH_3$), or C=N—COH, and $Q^2$ is hydrogen or is selected from the group consisting of $C_{1-4}$-alkyl, O—$C_{1-4}$-alkyl, $NH_2$, N(H)—$C_{1-4}$-alkyl, N($C_{1-4}$-alkyl)$_2$, $SO_2$-aryl, $SO_2$—$C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl-$C_{0-4}$-alkyl, aryl, heteroaryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom, $C_{1-4}$-alkyl, $C_{1-4}$-alkyl substituted by one or more halogen atoms, or $C_{3-6}$-cycloalkyl;

or $R^1$ and $R^2$ may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

$R^3$ is selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl;

X is $CR^5R^{5a}$;

$R^4$ represents 0-4 substituents, each of which is independently selected from hydrogen or from the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl, aryl, heterocycle and heteroaryl, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl;

$R^5$ and $R^{5a}$, taken in combination, form a spirocyclic ring between 3 and 7 ring atoms and having 0, 1, or 2 ring heteroatoms, which spirocyclic ring is substiteted with a spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, and wherein each of the spirocyclic rings has 0 to 2 independently selected substituents selected from cyano, halogen, hydroxyl, amino, thiol, $C_{1-8}$-alkyl, $C_{2-8}$-alkenyl, $C_{2-8}$-alkynyl, $C_{1-8}$-alkoxy-$C_{0-4}$-alkyl, $C_{1-8}$-haloalkyl, $C_{2-8}$-haloalkenyl, $C_{2-8}$-haloalkynyl, $C_{1-8}$-haloalkoxy, $C_{1-8}$-alkylthio, $C_{1-8}$-alkylsulfonyl, $C_{1-8}$-alkylsulfoxy, $C_{1-8}$-alkanoyl, $C_{1-8}$-alkoxycarbonyl, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, aryl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, COOH, $C(O)NH_2$, mono- and di-$C_{1-4}$-alkyl-carboxamide, mono- and di-$C_{1-4}$-alkyl-amino-$C_{0-4}$alkyl, $SO_3H$, $SO_2NH_2$, and mono-and di-$C_{1-4}$-alkylsulfonamide;

$R^6$ and $R^7$ are each, independently, selected from the group consisting of hydroxy, amino, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and mono- and di-$C_{1-4}$alkylamino, and $C_{3-6}$cycloalkyl$C_{0-4}$alkyl;

$R^8$, $R^9$, $R^{10}$, $R^{11}$ and $R^{12}$ are each, independently, selected from the group consisting of hydrogen, $C_{1-4}$-alkyl and $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl;

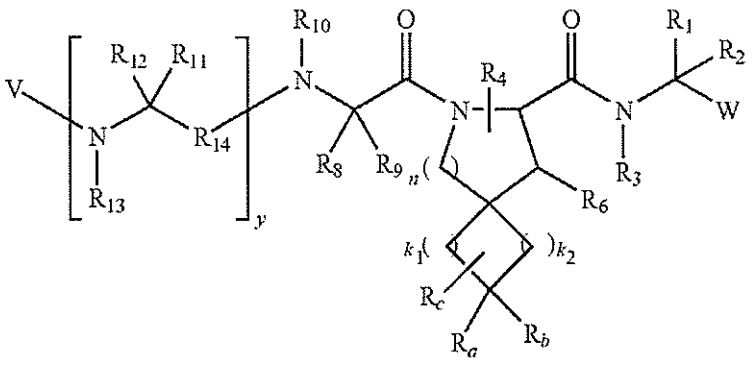
or $R^6$ and $R^7$ may together form a spirocyclic ring having between 3 and 7 ring atoms and having 0, 1, or 2 ring heteroatoms, which is optionally substituted by 0-4 substituents selected from cyano, halogen, hydroxyl, amino, thiol, $C_{1-8}$-alkyl, $C_{2-8}$-alkenyl, $C_{2-8}$-alkynyl, $C_{1-8}$-alkoxy-$C_{0-4}$alkyl, $C_{1-8}$-haloalkyl, $C_{2-8}$-haloalkenyl, $C_{2-8}$-haloalkynyl, $C_{1-8}$-haloalkoxy, $C_{1-8}$-alkylthio, $C_{1-8}$-alkylsulfonyl, $C_{1-8}$-alkylsulfoxy, $C_{1-8}$-alkanoyl, $C_{1-8}$-alkoxycarbonyl, $C_{3-7}$-cycloalkyl-$C_{0-4}$-alkyl, aryl-$C_{0-4}$-alkyl, heteroaryl-$C_{0-4}$-alkyl, COOH, $C(O)NH_2$, mono- and di-$C_{1-4}$-alkyl-carboxamide, mono- and di-$C_{1-4}$-alkyl-amino-$C_{0-4}$alkyl, $SO_3H$, $SO_2NH_2$, and mono- and di-$C_{1-4}$-alkylsulfonamide, or two substituents taken together form a fused or spirocyclic 3 to 7 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which fused or spirocyclic ring has 0 to 2 independently selected substituents selected from halogen, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, $C_{1-4}$alkanoyl, mono- and di-$C_{1-4}$-alkylamino, mono- and di-$C_{1-4}$-alkyl-carboxamide, $C_{1-4}$-alkoxycarbonyl, and phenyl;

or $R^3$ and W may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times;

or when y is 0, $R^{10}$ and V may together form a 3, 4, 5, 6 or 7-membered ring that is aromatic or non-aromatic and may contain one or more heteroatoms, wherein the ring may be further substituted one or more times.

**17**. The compound of claim **16**, wherein $R^{14}$ is C(O).

**18**. A compound of claim **16**, according to the formula:



wherein

$k_1$ and $k_2$ are 0 or 1 such that a sum of $k_1$ and $k_2$ equals 1 or 2;

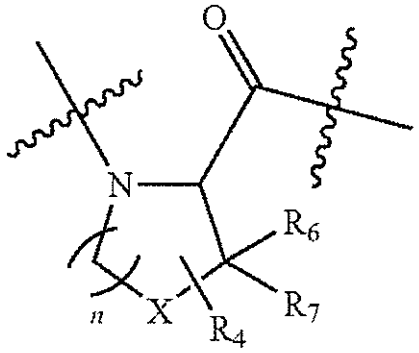
$R_a$ and $R_b$ taken together form a spirocyclic 3 to 6 membered ring having 0, 1 or 2 ring heteroatoms selected from N, O and S, which spirocyclic ring has 0 to 2 independently selected substituents selected from halogen, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, $C_{1-4}$alkanoyl, and phenyl;

$R_c$ represents 0 to 2 substituents which are independently selected at each occurrence of $R_c$ from the group consisting of halogen, $C_{1-4}$alkyl, and phenyl, or two geminal $R^c$ substituents, taken in combination form a 3 to 6 member spirocyclic ring;

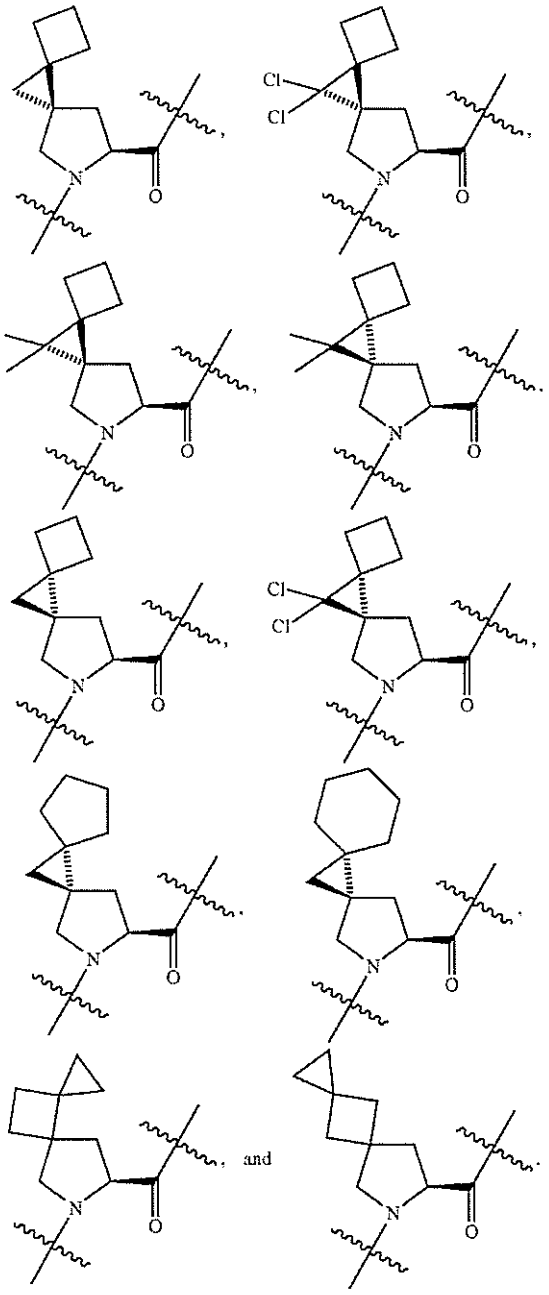
$R_4$ represents 0, 1, or 2 substituents each of which is independently selected from H and $C_{1-4}$-alkyl; and

$R_6$ is hydrogen or $C_{1-4}$alkyl.

**19**. The compound of claim **16**, wherein the divalent residue:

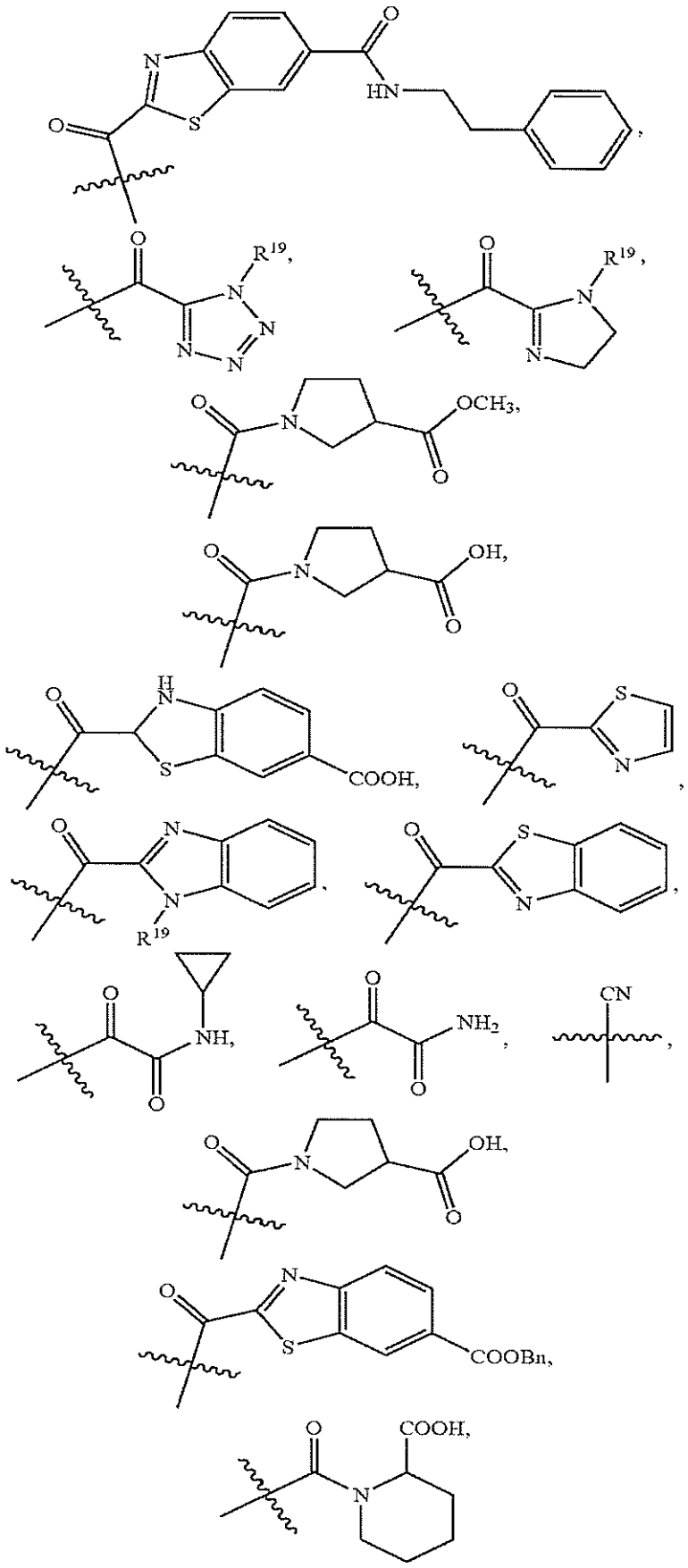


is selected from the group consisting of:

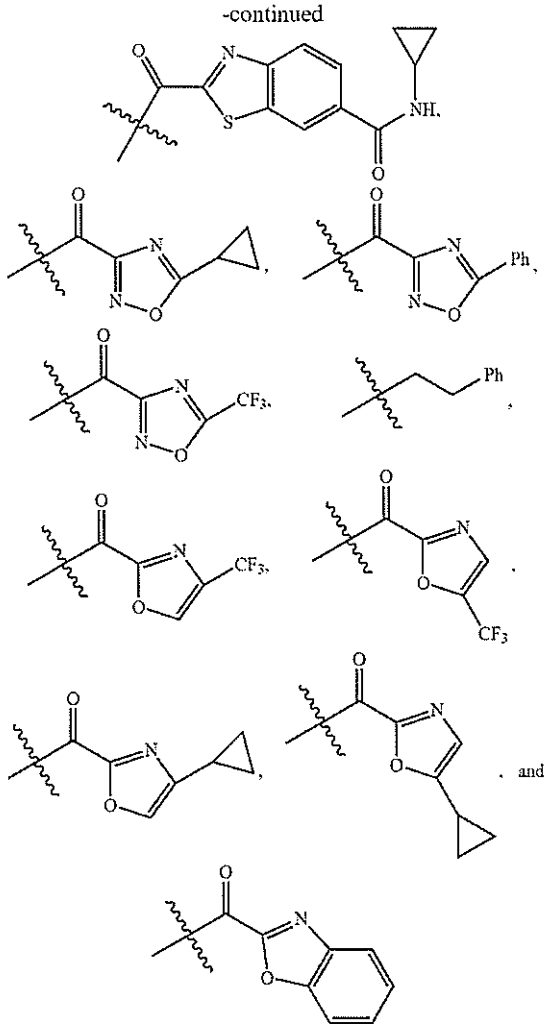


**20**. The compound of claim **16**, wherein W is selected from the group consisting of C(O)—$C(O)NH_2$, C(O)—C(O)N(H)-cyclopropyl, C(O)-benzothiazole, C(O)-benzoimidazole, C(O)-oxazole, C(O)-imidazole, and C(O)-oxadiazole, wherein the benzothiazole, benzoimidazole, oxazole and oxadiazole groups may be independently substituted one or more times with a halogen atom, aryl, trihalomethyl, $C_{3-6}$-cycloalkyl or $C_{1-4}$-alkyl.

**21**. The compound of claim **16**, wherein W is selected from the group consisting of



-continued



wherein $R^{19}$ is selected from the group consisting of hydrogen, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

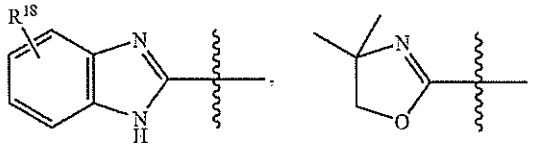
**22**. The compound of claim **16**, wherein $R^2$ is selected from the group consisting of propyl and $(CH_2)_2$-cyclobutyl.

**23**. The compound of claim **16**, wherein $R^{11}$ is H and $R^{12}$ is $C_{3-6}$-cycloalkyl.

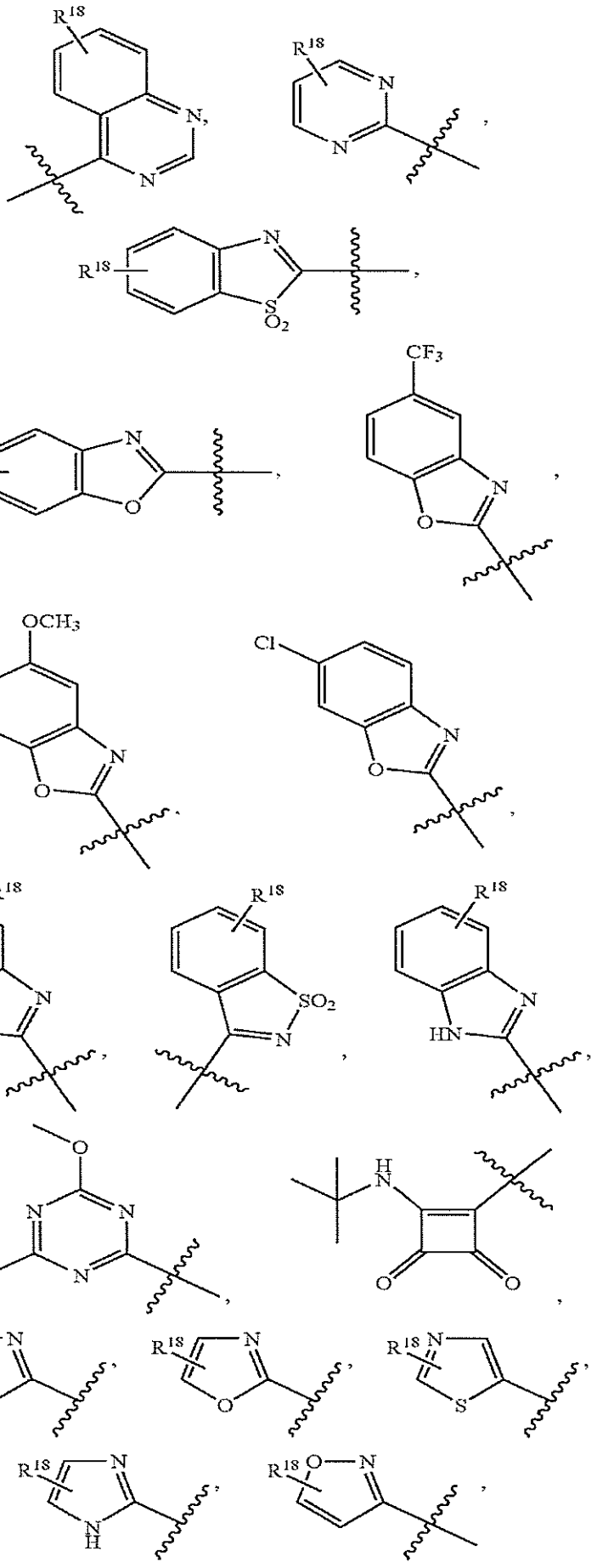
**24**. The compound of claim **16**, wherein $R^{12}$ is cyclohexyl.

**25**. The compound of claim **16**, wherein V is $R^{20}$ or C(O)—$R^{20}$, wherein $R^{20}$ is selected from the group consisting of $C_{3-6}$-cycloalkyl, mono- and di-$C_{1-4}$alkylamino, phenyl, pyrazine, benzooxazole, 4,4-dimethyl-4,5-dihydro-oxazole, benzoimidazole, pyrimidine, benzothiazole 1,1-dioxide and quinazoline, each of which may be further independently substituted with a halogen atom, $CF_3$, $C_{1-4}$-alkyl or $C_{3-6}$-cycloalkyl.

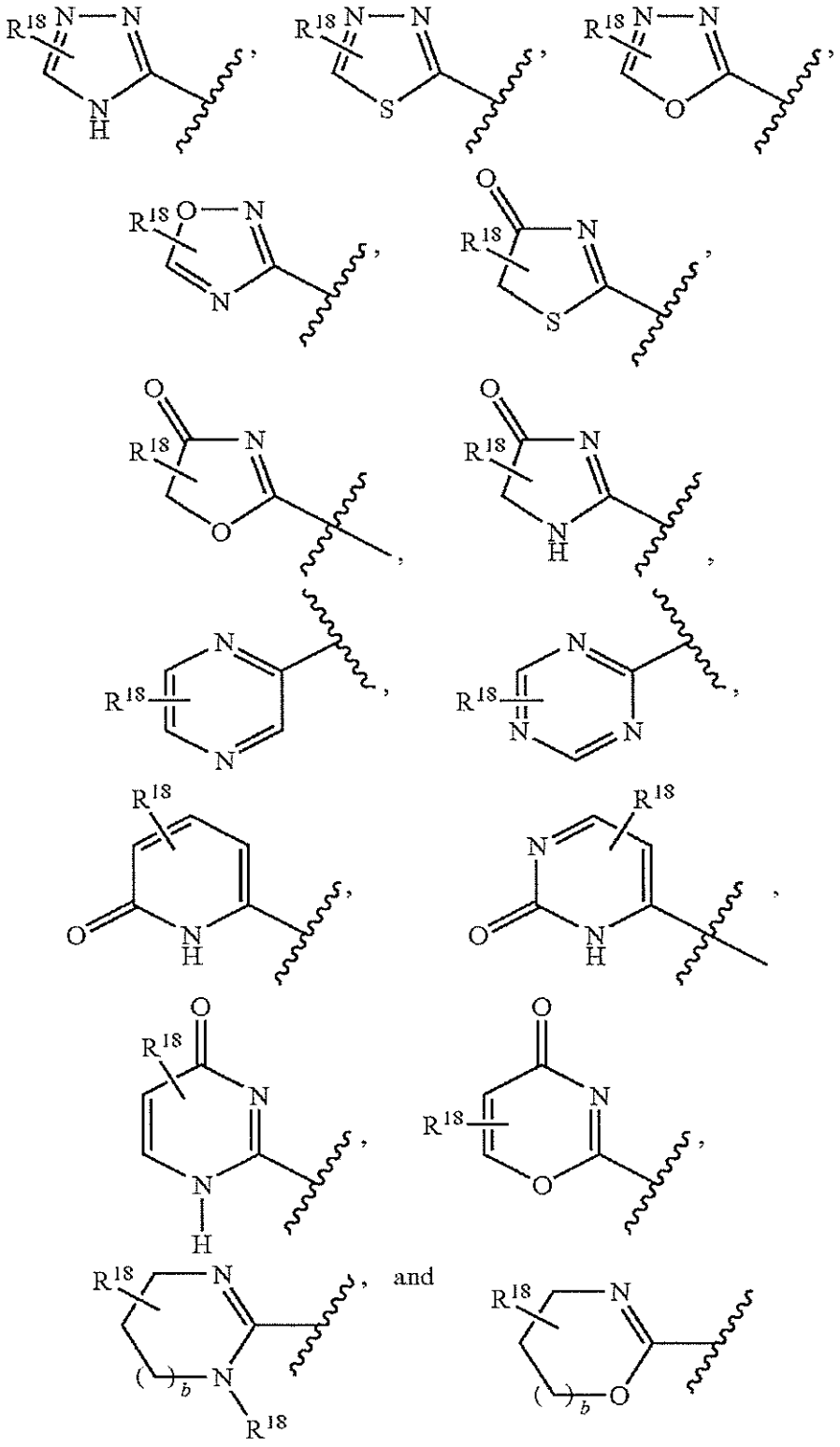
**26**. The compound of claim **16**, wherein V is $R^{20}$ or C(O)—$R^{20}$, wherein $R^{20}$ is selected from the group consisting of



-continued



-continued



wherein b is 0, 1, or 2; and $R_{18}$ is selected from the group consisting of hydrogen, a halogen atom, aryl, trihalomethyl, and $C_{1-4}$-alkyl.

**27**. The compound of claim **16**, wherein W is selected from the group consisting of C(O)—C(O)N($R^{23}$)$_2$, wherein $R^{23}$ is independently selected from hydrogen or the group consisting of $C_{1-4}$-alkyl, $C_{3-6}$-cycloalkyl$C_{0-4}$alkyl, aryl and heterocycle, each of which may be independently substituted one or more times with a halogen atom or $C_{1-4}$-alkyl.

**28**. A pharmaceutical composition comprising a compound of claim **1** and a pharmaceutically acceptable excipient.

**29**. A pharmaceutical composition comprising a compound of claim **16** and a pharmaceutically acceptable excipient.