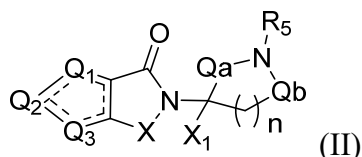


CLAIMS

1. A compound of Formula (II):

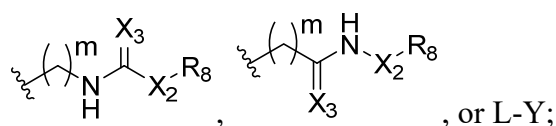


or a pharmaceutically acceptable salt or solvate thereof, wherein:

Q₁, Q₂, and Q₃, are each independently CR₁, CR₂, or -S-, and at least one of Q₁, Q₂, and Q₃, is CR₁;

each --- is independently selected from a carbon-carbon double bond, a carbon-carbon single bond, and a carbon-sulfur single bond;

R₁ and R₂ are each independently H, deuterium, hydroxyl, halogen, cyano, nitro, optionally substituted amino, optionally substituted C-amido, optionally substituted N-amido, optionally substituted ester, optionally substituted urea, optionally substituted C₁-C₆ alkoxy, optionally substituted C₁-C₆ alkyl, optionally substituted C₂-C₆ alkenyl, optionally substituted C₂-C₆ alkynyl, optionally substituted C₃-C₈ cycloalkyl, optionally substituted C₆-C₁₀ aryl, optionally substituted 3 to 10-membered heterocyclyl, optionally substituted 5 to 10-membered heteroaryl,



wherein when one of R₁ or R₂ is , the other of R₁ or R₂ is not L-Y;

R₅ is H, deuterium, optionally substituted C₁-C₆ alkyl, or optionally substituted C₂-C₆ alkenyl;

X is C(R₅)₂, CH(R₅), CH₂, C=O, or C=S;

X₁ is selected from the group consisting of H, deuterium, halogen, and optionally substituted C₁-C₆ alkyl;

X₂ is selected from the group consisting of (CH₂)_a, (CD₂)_a, (CF₂)_a, C=O, NH, N-(optionally substituted C₁-C₆ alkyl), and [(CH₂)_p-O-(CH₂)_q]_r;

X₃ is selected from the group consisting of O, NH, and S;

a is 0, 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;

n is 1, 2, or 3;

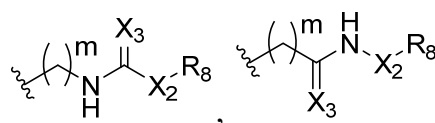
m is 1, 2, 3, 4, or 5;

p and q are independently 0, 1, 2, 3, 4, 5, or 6;

r is 0, 1, 2, 3, or 4;

Qa and Qb are each independently C=O or C=S;

wherein when n is 2, then Q3 is -S-, or when n is 2, then R1 is substituted C1-C6 alkyl,

 , optionally substituted C3-C8 cycloalkyl, optionally substituted 3 to 10-membered heterocyclyl, optionally substituted 5 to 10-membered heteroaryl, optionally substituted urea, or L-Y;

L is -Z1-(R6-O-R6)t-Z2-; -Z1(R6-NH-R6)t-Z2-; -Z1-(R6-S-R6)t-Z2-; -Z1-(R6-(C=O)-R6)t-Z2-; -Z1-(R6-(CO2)-R6)t-Z2-; -Z1-(R6-(NHCO)-R6)t-Z2-; -Z1-(R6-(CONH)-R6)t-Z2-Z1-(R6-(SO)-R6)t-Z2-; -Z1-(R6-(SO2)-R6)t-Z2-; -Z1-(R6-NH(C=NH)NH-R6)t-Z2-; -Z1-(R6-(NHCO2)-R6)t-Z2-; -Z1-(R6-(SO2NH)-R6)t-Z2-; -Z1-(R6-NH(C=O)NH-R6)t-Z2-; -Z1-(R6-NH(C=S)NH-R6)t-Z2-; or -Z1-(R6-R7-R6)t-Z2-;

each t is independently 1, 2, 3, 4, 5, 6, 7, or 8;

Z1 and Z2 are each independently -CH2-; -O-; -S-; S=O; -SO2-; C=O; -CO2-; -NH-; -NH(CO)-; -(CO)NH-; -NH-SO2-; -SO2-NH-; -R6CH2-; -R6O-; -R6S-; -R6-S=O; -R6SO2-; -R6-C=O; -R6CO2-; -R6NH-; -R6NH(CO)-; -R6(CO)NH-; -R6NH-SO2-; -R6SO2-NH-; -CH2R6-; -OR6-; -SR6-; -S=O-R6; -SO2R6-; -C=O-R6; -CO2R6-; -NHR6-; -NH(CO)R6-; -(CO)NHR6-; -NH-SO2R6-; or -SO2-NHR6-;

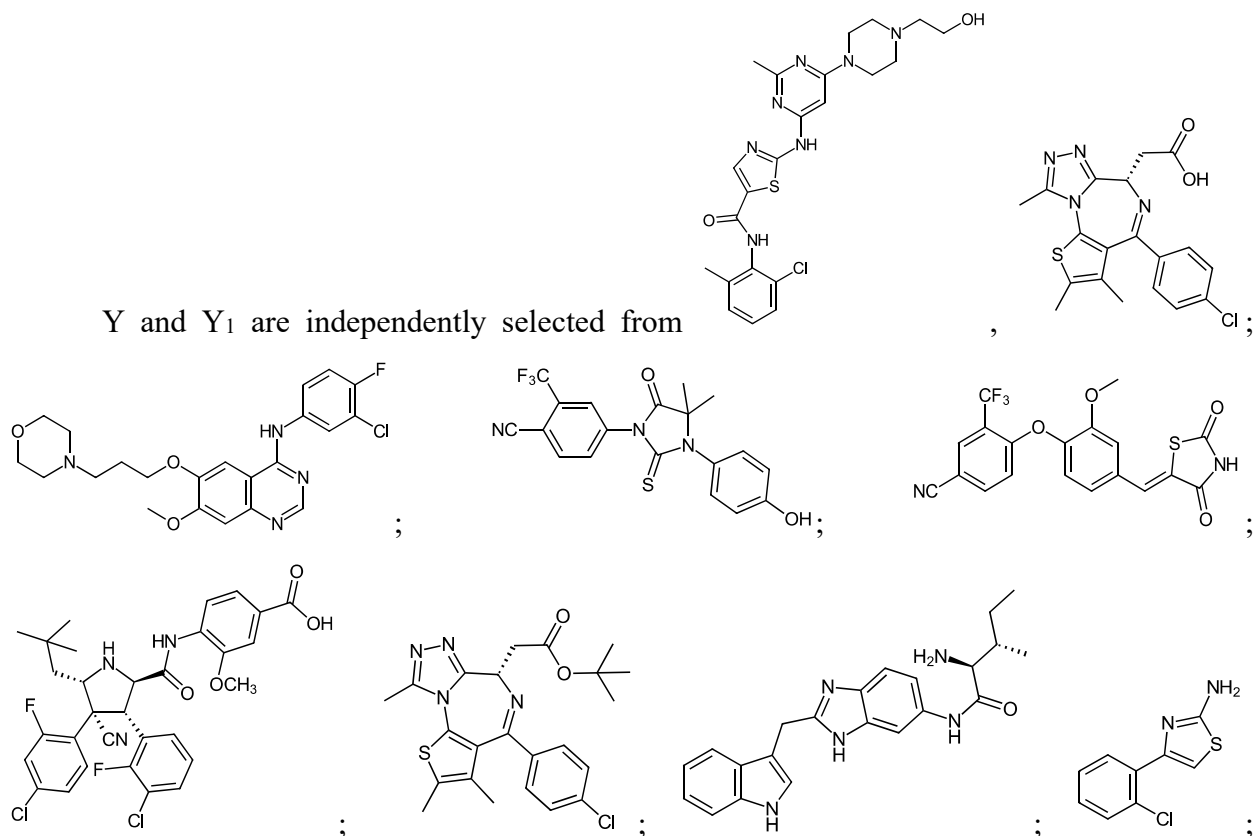
each R6 is absent, or independently C1-C6 alkyl, C2-C6 alkenyl, C2-C6 alkynyl, C6-C10 aryl, 3 to 10-membered heterocyclyl, or 5 to 10-membered heteroaryl;

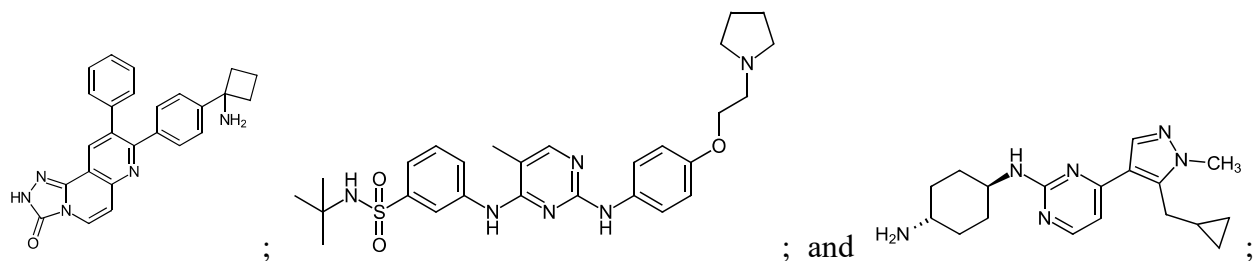
R7 is optionally substituted C3-C8 cycloalkyl, optionally substituted C6-C10 aryl, optionally substituted 3 to 10-membered heterocyclyl, or optionally substituted 5 to 10-membered heteroaryl;

R8 is selected from the group consisting of optionally substituted C3-C10 cycloalkyl, optionally substituted C6-C10 aryl, optionally substituted 5 to 10-membered heteroaryl, optionally substituted 3 to 10-membered heterocyclyl, optionally substituted C1-C10 alkyl, R8A and R8B;

R_{8A} is selected from the group consisting of hydroxyl, halogen, cyano, nitro, unsubstituted amino, mono-substituted amino, di-substituted amino, optionally substituted C-amido, optionally substituted N-amido, optionally substituted ester, optionally substituted sulfonyl, optionally substituted S-sulfonamido, optionally substituted N-sulfonamido, optionally substituted sulfonate, optionally substituted O-thiocarbamyl, optionally substituted N-thiocarbamyl, optionally substituted N-carbamyl, optionally substituted O-carbamyl, optionally substituted urea, optionally substituted thiourea, optionally substituted C₁-C₆ alkoxy, optionally substituted C₁-C₆ haloalkoxy, optionally substituted C₃-C₁₀ cycloalkyl(C₁-C₆ alkyl), optionally substituted C₆-C₁₀ aryl(C₁-C₆ alkyl), optionally substituted 5 to 10 membered heteroaryl(C₁-C₆ alkyl), and optionally substituted 3 to 10 membered heterocyclyl (C₁-C₆ alkyl);

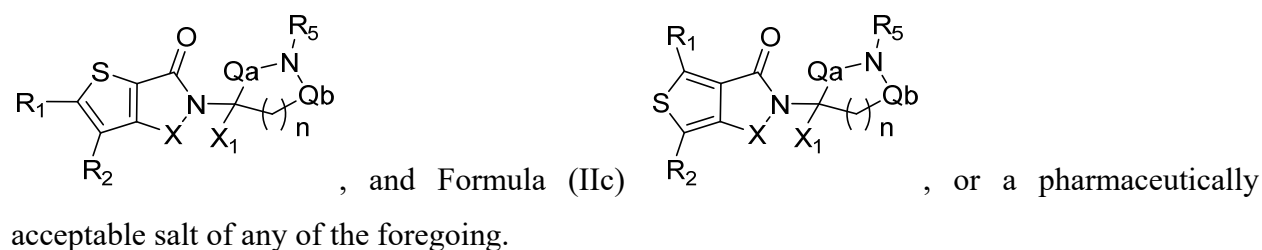
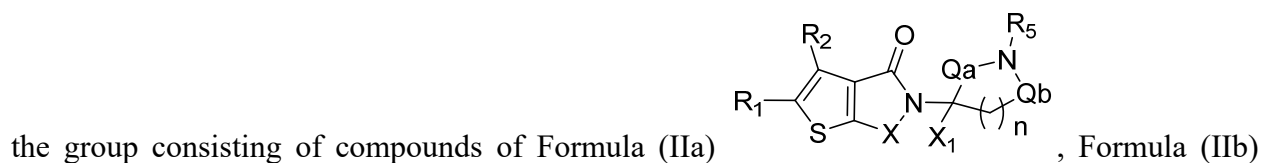
R_{8B} is Y₁;



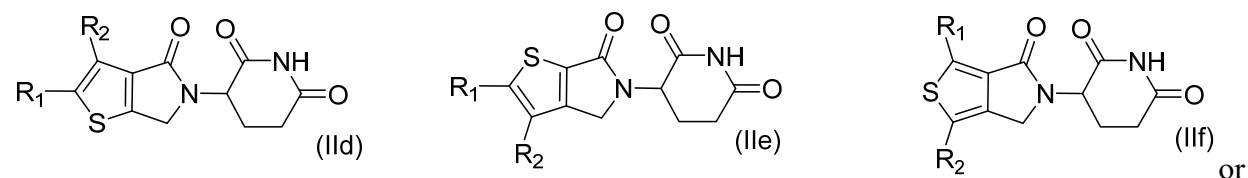


wherein Y is derivatized to attach to L and Y₁ is derivatized to attach to X₂.

2. The compound of claim 1, wherein the compound of Formula (II) is selected from



3. The compound of claim 1, wherein the compound of Formula (II) is selected from Formulae (IIId), (IIe) and (IIIf):



a pharmaceutically acceptable salt thereof.

4. The compound of claim 2, wherein Qa is C=O and Qb is C=O.
 5. The compound of claim 2, wherein n is 2.
 6. The compound of claim 2, wherein n is 3.
 7. The compound of claim 2, wherein R₅ is H.
 8. The compound of claim 2, wherein X is CH₂.
 9. The compound of claim 2, wherein X₁ is selected from the group consisting of H, deuterium, and fluoro.
 10. The compound of claim 2, wherein R₁ is optionally substituted C₃-C₆ cycloalkyl or optionally substituted C₁-C₆ alkyl; or R₂ is optionally substituted C₃-C₆ cycloalkyl or optionally substituted C₁-C₆ alkyl.

11. The compound of claim 2, wherein

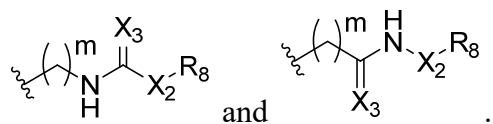
L is $-Z_1-(R_6-O-R_6)_t-Z_2-$; $-Z_1(R_6-NH-R_6)_t-Z_2-$; $-Z_1-(R_6-(NHCO)-R_6)_t-Z_2-$; $-Z_1-(R_6-NH(C=O)NH-R_6)_t-Z_2-$; $-Z_1-(R_6-NH(C=NH)NH-R_6)_t-Z_2-$; $-Z_1-(R_6-NH(C=S)NH-R_6)_t-Z_2-$; or $-Z_1-(R_6-(CONH)-R_6)_t-Z_2-$;

t is 1, 2, 3, or 4; and

Z_1 and Z_2 are each independently $-CH_2-$; $-O-$; $-NH-$; $-NH(CO)-$; or $-(CO)NH-$.

12. The compound of claim 2, wherein one of R_1 and R_2 is an optionally substituted urea, and the other of R_1 and R_2 is H, fluoro, optionally substituted C_1-C_6 alkyl or optionally substituted C_3-C_6 cycloalkyl.

13. The compound of claim 2, wherein one of R^1 and R^2 is selected from



14. The compound of claim 13, wherein m is 1, 2, or 3.

15. The compound of claim 14, wherein m is 1.

16. The compound of claim 13, wherein X_3 is O or S.

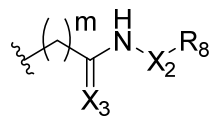
17. The compound of claim 13, wherein X_2 is $(CH_2)_a$.

18. The compound of claim 17, wherein n is 2 or 3.

19. The compound of claim 13, wherein X_2 is NH.

20. The compound of claim 13, wherein m is 1, 2, or 3; X_2 is NH; and X_3 is O or S.

21. The compound of claim 13, wherein one of R^1 and R^2 is $\begin{array}{c} \text{X}_3 \\ | \\ \text{---} \text{N} \text{---} \text{X}_2 \text{---} \text{R}_8 \\ | \\ \text{H} \end{array}$ or

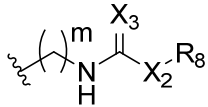
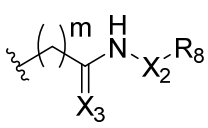


; and R_8 is selected from the group consisting of an optionally substituted C_3-C_{10} cycloalkyl, an optionally substituted C_6-C_{10} aryl, an optionally substituted 5 to 10-membered heteroaryl, and an optionally substituted 3 to 10-membered heterocyclyl.

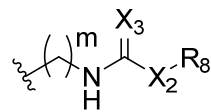
22. The compound of claim 21, wherein the optionally substituted C_6-C_{10} aryl is a mono-substituted phenyl group, a di-substituted group, or a tri-substituted phenyl group.

23. The compound of claim 22, wherein the optionally substituted C₆-C₁₀ aryl is a C₆ aryl group substituted with halogen, a C₆ aryl group substituted with an unsubstituted C₁-C₆ alkyl, a C₆ aryl group substituted with an unsubstituted C₁-C₆ alkyl and halogen, a C₆ aryl group substituted with an unsubstituted C₁-C₆ alkyl and an unsubstituted C₁-C₃ alkoxy, a C₆ aryl group substituted with an unsubstituted C₁-C₃ alkoxy and halogen, a C₆ aryl group substituted with an unsubstituted C₁-C₆ alkyl and an unsubstituted di(C₁-C₃ alkyl)amino, or a C₆ aryl group substituted with an unsubstituted di(C₁-C₃ alkyl)amino and halogen.

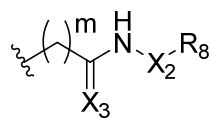
24. The compound of claim 21, wherein R₈ is selected from the group consisting of a 5-6 membered heteroaryl group substituted with halogen, a 5-6 membered heteroaryl group substituted with an unsubstituted C₁-C₆ alkyl, a 5-6 membered heteroaryl group substituted with an unsubstituted C₁-C₆ alkyl and halogen, a 5-6 membered heteroaryl group substituted with an unsubstituted C₁-C₆ alkyl and an unsubstituted C₁-C₃ alkoxy, a 5-6 membered heteroaryl group substituted with an unsubstituted C₁-C₃ alkoxy and halogen, a 5-6 membered heteroaryl group substituted with an unsubstituted C₁-C₆ alkyl and an unsubstituted di(C₁-C₃ alkyl)amino, or a 5-6 membered heteroaryl group substituted with an unsubstituted di(C₁-C₃ alkyl)amino and halogen.

25. The compound of claim 1, wherein one of R¹ and R² is  or ; and R₈ is R_{8A} and R_{8A} is selected from: optionally substituted C₃-C₁₀ cycloalkyl(C₁-C₆ alkyl), optionally substituted C₆-C₁₀ aryl(C₁-C₆ alkyl), optionally substituted 5 to 10 membered heteroaryl(C₁-C₆ alkyl), and optionally substituted 3 to 10 membered heterocyclyl (C₁-C₆ alkyl).

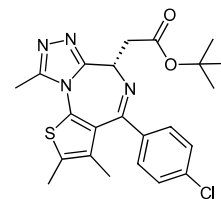
26. The compound of claim 1, wherein one of R¹ and R² is



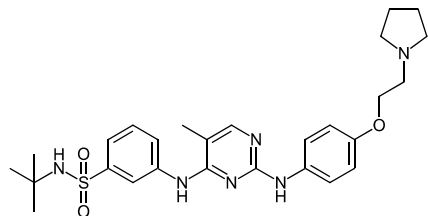
or



; and R₈ is R_{8B}; R_{8B} is Y₁; and Y₁ is

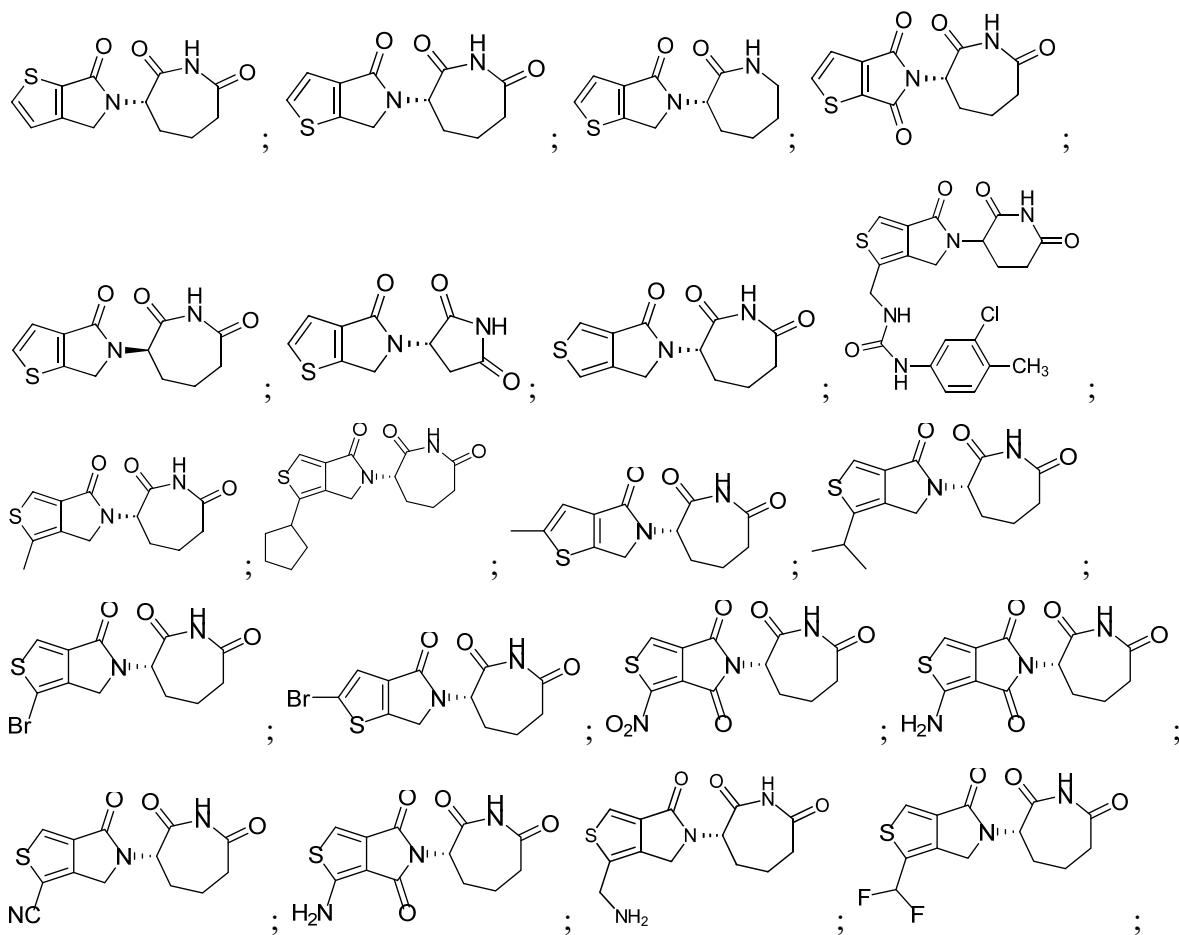


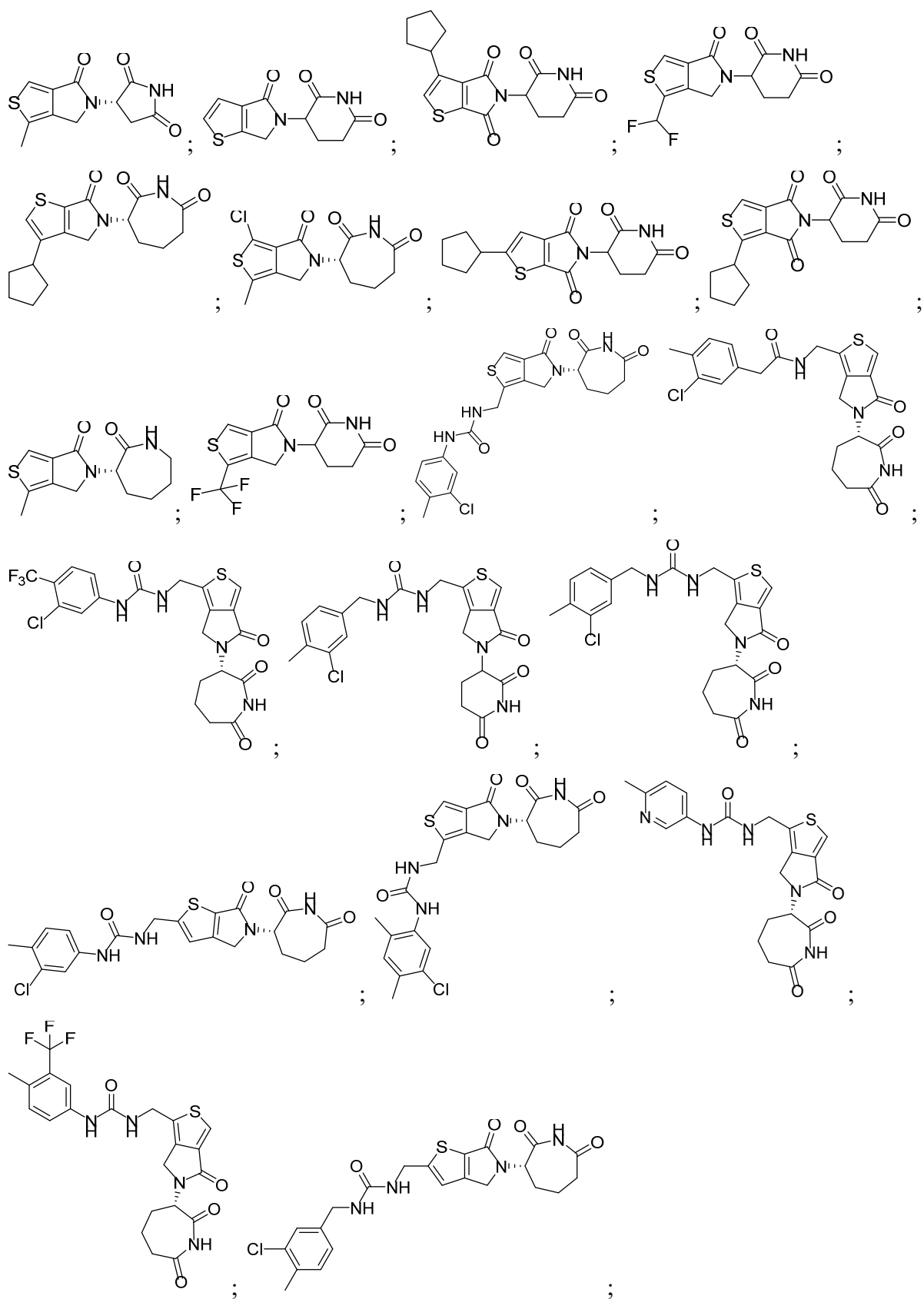
or

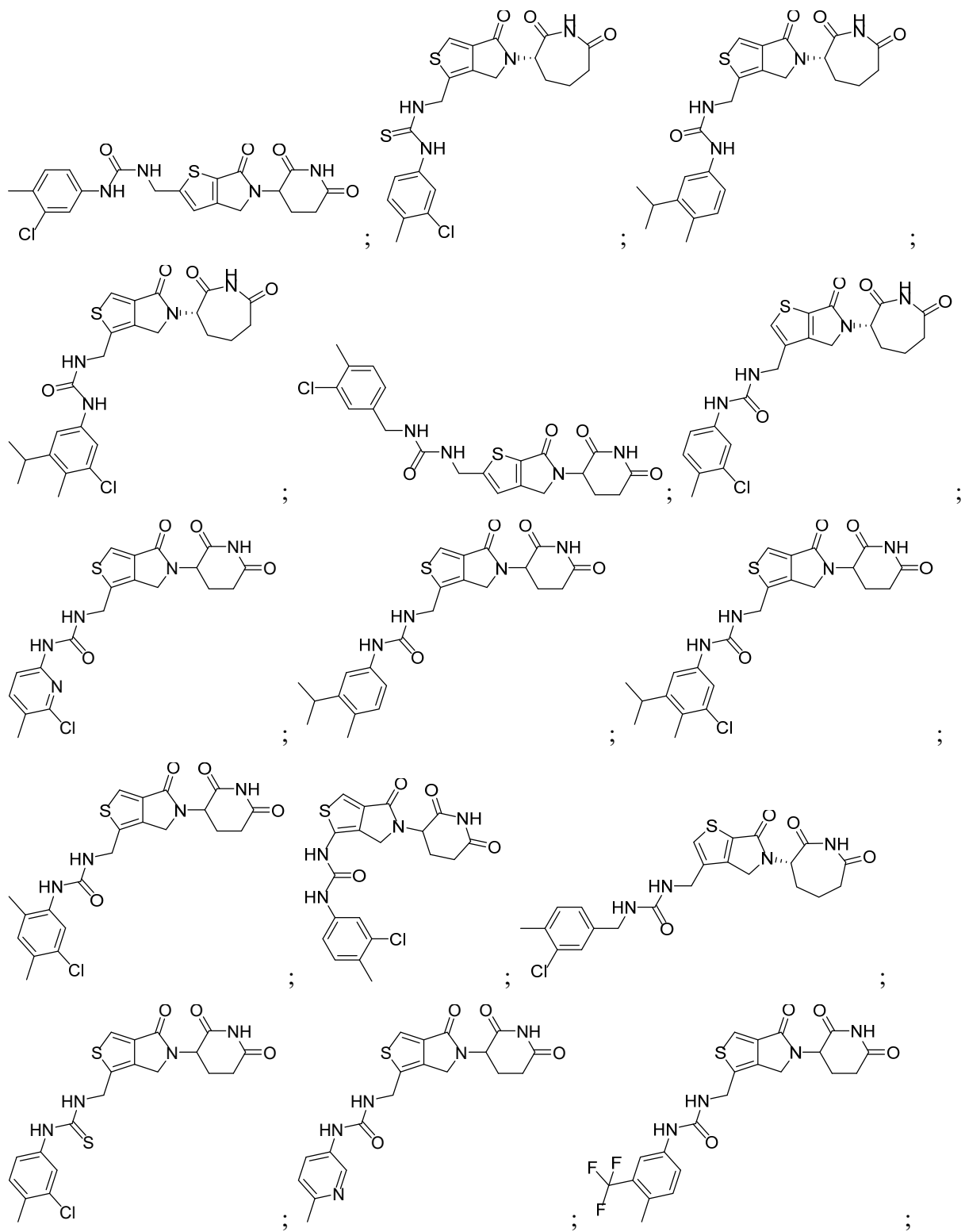


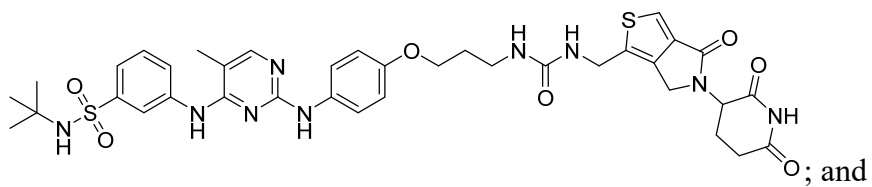
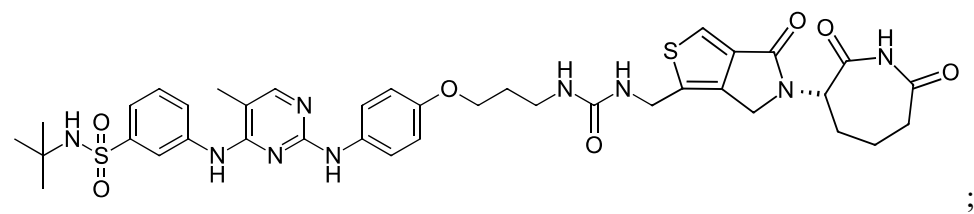
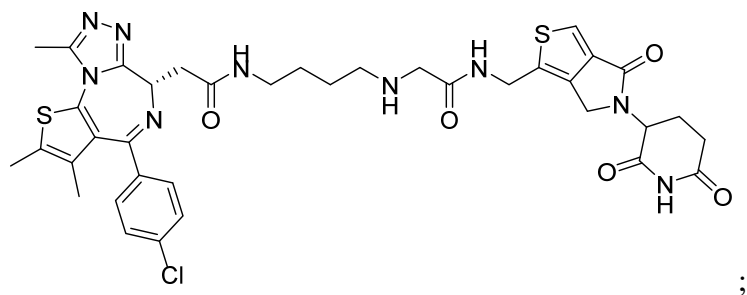
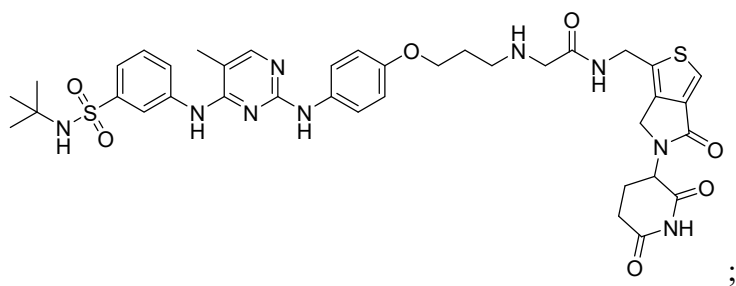
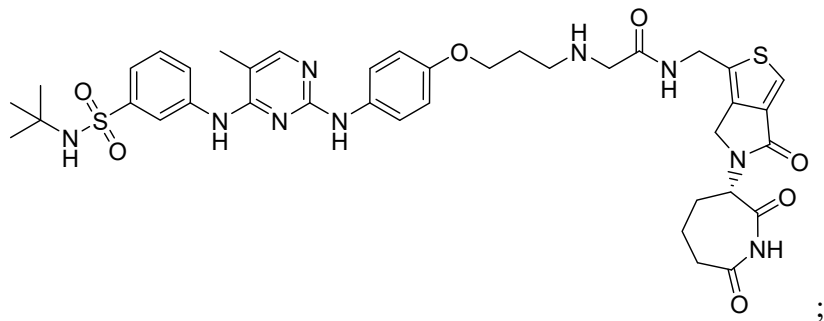
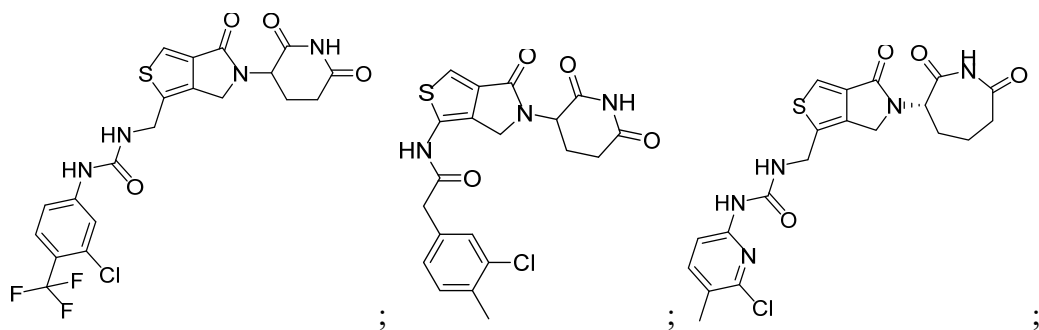
; wherein Y₁ is derivatized to attach to X₂.

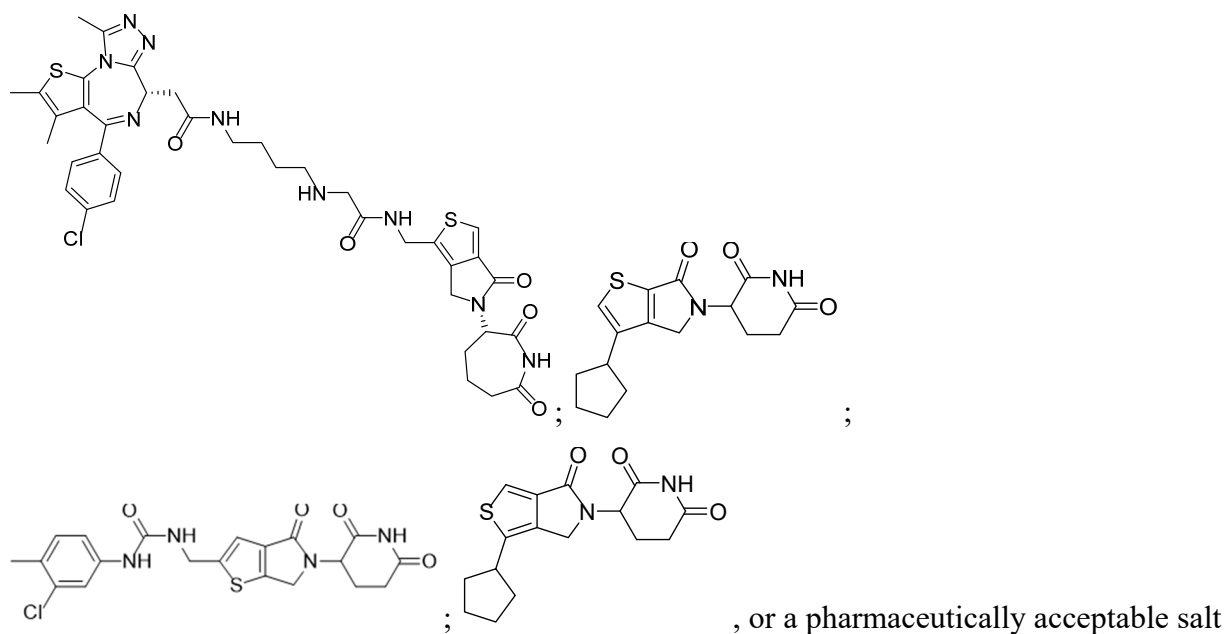
27. The compound of claim 1, wherein the compound of Formula (II) is selected from:











or solvates of any of the foregoing.

28. A pharmaceutical composition comprising a compound of claim 1, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier.

29. A method of inhibiting protein activity, comprising contacting an isolated cell with a compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the protein is aiolos, ikaros, helios, CK1 α , GSPT1, a cytokine, or a combination of any of the foregoing.