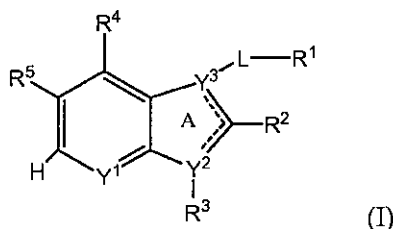


WHAT IS CLAIMED IS:

1. A compound of Formula I:



or a pharmaceutically acceptable salt, a prodrug, solvate, a tautomer, an isomer or a deuterated analog thereof,

wherein:

(i) Y² is N and Y³ is C; or

(ii) Y² is C and Y³ is N;

Y¹ is CH or N;

L is a bond, optionally substituted C₁₋₆alkylene, optionally substituted deuterated C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)NR⁹-, -CH₂N(R⁹)-, -SO₂N(R⁹)-, -N(R⁹)C(O)N(R⁹)-, -N(R⁹)SO₂-, -N(R⁹)CH₂-, -OC₁₋₄alkylene-, -C₁₋₄alkylene-O-, -NR⁹C(O)-, -N(R⁹)SO₂-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, optionally substituted C₂₋₆alkenylene, optionally substituted -CH=C(R^b)- or optionally substituted -Si(R^c)(R^c); or R⁶ and R⁷ taken together with the carbon atom to which they attach form an optionally substituted 3- to 6-membered ring having from 0-2 heteroatoms selected from O, N or S or an oxo; R^a is optionally substituted C₁₋₆alkyl, optionally substituted aryl or optionally substituted heteroaryl; R^b is H or C₁₋₆alkyl; or R^b and R¹ taken together with the carbon atom to which they attach form an optionally substituted 3- to 6-membered carbocyclic ring or an optionally substituted 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized; each R^c is independently C₁₋₆alkyl or C₁₋₆alkoxy; R⁹ is H, C₁₋₄alkyl or C₁₋₄haloalkyl;

R¹, R², R⁴, R⁶ and R⁷ are each independently H, D, optionally substituted C₁₋₆alkyl, optionally substituted C₁₋₆alkenyl, optionally substituted C₁₋₆alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted cycloalkylalkyl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted -Si(R^c)(R^c) or R¹³ selected from halogen, -CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -CH=C(R⁵)(R⁵), -OR⁵, -SR⁵, -OC(O)R⁵, -OC(S)R⁵, -P(=O)HR⁵, -P(=O)R⁵R⁵, -PH(=O)OR⁵, -P(=O)(OR⁵)₂, -OP(=O)(OR⁵)₂, -C(O)H, -O(CO)OR⁵, -C(O)R⁵, -C(S)R⁵, -C(O)OR⁵,

-C(S)OR^g, -S(O)R^g, -S(O)₂R^g, -C(O)NHR^g, -C(S)NHR^g, -C(O)NR^gR^g, -C(S)NR^gR^g, -S(O)₂NHR^g, -S(O)₂NR^gR^g, -C(NH)NHR^g, -C(NH)NR^gR^g, -NHC(O)R^g, -NHC(S)R^g, -NR^gC(O)R^g, -NR^gC(S)R^g, -NHS(O)₂R^g, -NR^gS(O)₂R^g, -NHC(O)NHR^g, -NHC(S)NHR^g, -NR^gC(O)NH₂, -NR^gC(S)NH₂, -NR^gC(O)NHR^g, -NR^gC(S)NHR^g, -NHC(O)NR^gR^g, -NHC(S)NR^gR^g, -NR^gC(O)NR^gR^g, -NR^gC(S)NR^gR^g, -NHS(O)₂NHR^g, -NR^gS(O)₂NH₂, -NR^gS(O)₂NHR^g, -NHS(O)₂NR^gR^g, -NR^gS(O)₂NR^gR^g, -NHR^g or -NR^gR^g, wherein each R^g is independently H, optionally substituted C₁₋₆alkyl, optionally substituted C₁₋₆alkenyl, optionally substituted C₁₋₆alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted cycloalkylalkyl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl or optionally substituted heterocycloalkylalkyl; or two R^g groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized; wherein the aliphatic or aromatic portion of R^g is optionally substituted with from 1-3 R^h substituents independently selected from halogen, -CN, -OH, -NH₂, -NO₂, -CH=C(Rⁱ)(Rⁱ), -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -ORⁱ, -SRⁱ, -OC(O)Rⁱ, -OC(S)Rⁱ, -P(=O)HRⁱ, -P(=O)RⁱRⁱ, -PH(=O)ORⁱ, -P(=O)(ORⁱ)₂, -OP(=O)(ORⁱ)₂, -C(O)H, -O(CO)ORⁱ, -C(O)Rⁱ, -C(S)Rⁱ, -C(O)ORⁱ, -C(S)ORⁱ, -S(O)Rⁱ, -S(O)₂Rⁱ, -C(O)NHRⁱ, -C(S)NHRⁱ, -C(O)NRⁱRⁱ, -C(S)NRⁱRⁱ, -S(O)₂NHRⁱ, -S(O)₂NRⁱRⁱ, -C(NH)NHRⁱ, -C(NH)NRⁱRⁱ, -NHC(O)Rⁱ, -NHC(S)Rⁱ, -NRⁱC(O)Rⁱ, -NRⁱC(S)Rⁱ, -NHS(O)₂Rⁱ, -NRⁱS(O)₂Rⁱ, -NHC(O)NHRⁱ, -NHC(S)NHRⁱ, -NRⁱC(O)NH₂, -NRⁱC(S)NH₂, -NRⁱC(O)NHRⁱ, -NRⁱC(S)NHRⁱ, -NHC(O)NRⁱRⁱ, -NHC(S)NRⁱRⁱ, -NRⁱC(O)NRⁱRⁱ, -NRⁱC(S)NRⁱRⁱ, -NHS(O)₂NHRⁱ, -NRⁱS(O)₂NH₂, -NRⁱS(O)₂NHRⁱ, -NHS(O)₂NRⁱRⁱ, -NRⁱS(O)₂NRⁱRⁱ, Rⁱ, -NHRⁱ or -NRⁱRⁱ, wherein each Rⁱ is independently C₁₋₆alkyl, aryl, aryl-C₁₋₂alkyl, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, heterocycloalkyl or heterocycloalkyl-C₁₋₄alkyl, wherein each Rⁱ is further optionally substituted with from 1-3 R^p groups independently selected from halogen, CN, -OH, -NH₂, -N(R^q)(R^q), -NO₂, -C(O)OH, -C(O)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -C(NH)NH₂, -P(=O)HR^q, -P(=O)R^qR^q, -PH(=O)OR^q, -P(=O)(OR^q)₂, -OP(=O)(OR^q)₂, -OC(O)R^q, -OC(S)R^q, -C(O)R^q, -C(S)R^q, -C(O)OR^q, -S(O)₂R^q, -C(O)NHR^q, C₁₋₆alkyl, C₁₋₆alkoxy, halogen, C₁₋₆haloalkyl or C₁₋₆haloalkoxy, wherein R^q is C₁₋₆alkyl;

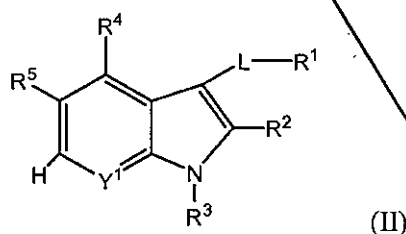
R³ is H, halogen, -CN, optionally substituted C₁₋₆alkyl, optionally substituted deuterated C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl-C₁₋₄alkyl, optionally substituted heteroaryl, optionally substituted heteroaryl-C₁₋₄alkyl, optionally substituted C₃₋₈cycloalkyl, optionally substituted C₃₋₈cycloalkenyl, optionally substituted C₃₋₈cycloalkyl-C₁₋₄alkyl, optionally substituted C₂₋₆alkynyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkyl-C₁₋₄alkyl or R^j selected from halogen, -CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂,

-NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -CH=C(R^k)(R^k), -OR^k, -SR^k, -OC(O)R^k, -OC(S)R^k, -P(=O)HR^k, -P(=O)R^kR^k, -PH(=O)OR^k, -P(=O)(OR^k)₂, -OP(=O)(OR^k)₂, -C(O)H, -O(CO)OR^k, -C(O)R^k, -C(S)R^k, -C(O)OR^k, -C(S)OR^k, -S(O)R^k, -S(O)₂R^k, -C(O)NHR^k, -C(S)NHR^k, -C(O)NR^kR^k, -C(S)NR^kR^k, -S(O)₂NHR^k, -S(O)₂NR^kR^k, -C(NH)NHR^k, -C(NH)NR^kR^k, -NHC(O)R^k, -NHC(S)R^k, -NR^kC(O)R^k, -NR^kC(S)R^k, -NHS(O)₂R^k, -NR^kS(O)₂R^k, -NHC(O)NHR^k, -NHC(S)NHR^k, -NR^kC(O)NH₂, -NR^kC(S)NH₂, -NR^kC(O)NHR^k, -NR^kC(S)NHR^k, -NHC(O)NR^kR^k, -NHC(S)NR^kR^k, -NR^kC(O)NR^kR^k, -NR^kC(S)NR^kR^k, -NHS(O)₂NHR^k, -NR^kS(O)₂NH₂, -NR^kS(O)₂NHR^k, -NHS(O)₂NR^kR^k, -NR^kS(O)₂NR^kR^k, -NHR^k or -NR^kR^k; or two R^k groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized; wherein each R^k is independently H, C₁₋₆alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl, wherein R^k is optionally substituted with from 1-3 R^h;

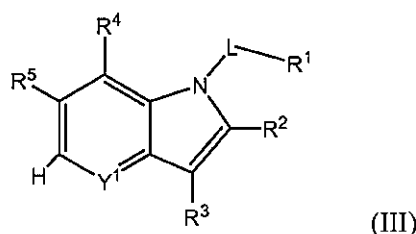
R⁵ is an optionally substituted 5- or 6-membered heteroaryl having from 1 to 4 heteroatoms as ring members selected from O, N or S; or an optionally substituted heterocycloalkyl; and

==== is a single bond or a double bond to maintain ring A being aromatic, with the proviso that the compound is other than 3,5-dimethyl-4-(1H-pyrrolo[2,3-b]pyridin-5-yl)isoxazole; or R³ and -L-R¹ are not simultaneously hydrogen.

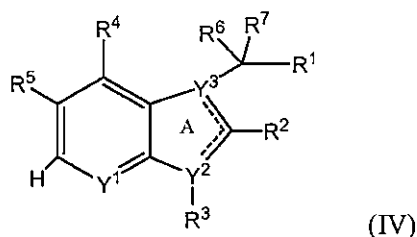
2. The compound of claim 1, wherein -L-R¹ and R³ are other than hydrogen.
3. The compound of claim 1, having formula (II).



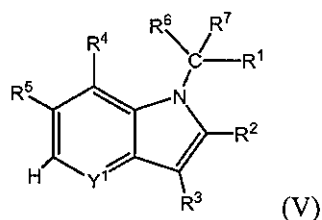
4. The compound of claim 1, having formula (III):



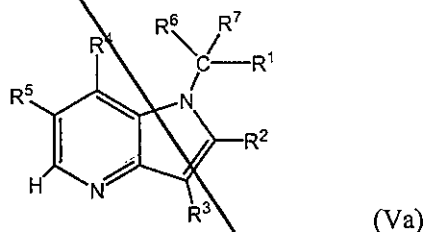
5. The compound of claim 1, having formula (IV):



6. The compound of claim 1, having formula V:



7. The compound of claim 1, having formula Va:



8. The compound of any of claims 1-6, wherein Y¹ is N.
9. The compound of any of claims 1-6 wherein Y¹ is CH.
10. The compound of any of claims 1, 5 or 8-9, wherein Y² is C and Y³ is N.
11. The compound of any of claims 1, 5 or 8-9, wherein Y² is N and Y³ is C.
12. The compound of any of claims 1-11, wherein R³ is halogen, -CN, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted aryl-C₁₋₄alkyl, optionally substituted heteroaryl, optionally substituted heteroaryl-C₁₋₄alkyl, optionally substituted C₃₋₈ cycloalkyl, optionally substituted C₃₋₈ cycloalkenyl, optionally substituted C₃₋₈ cycloalkyl-C₁₋₄alkyl, optionally substituted C₂₋₆ alkynyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkyl-C₁₋₄alkyl or R^j.
13. The compound of any of claims 1-12, wherein R³ is halogen, -CN, -CD₃, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkenyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, C₂₋₆ alkynyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl or R^j, wherein each R³ is optionally substituted with from 1-3 R^m groups independently selected from CN, -OH, -NH₂, -NO₂.

-C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -B(OH)₂, -Si(Rⁿ)₃, -CH=C(Rⁿ)(Rⁿ), -ORⁿ, -SRⁿ, -OC(O)Rⁿ, -OC(S)Rⁿ, -P(=O)HRⁿ, -P(=O)RⁿRⁿ, -PH(=O)ORⁿ, -P(=O)(ORⁿ)₂, -OP(=O)(ORⁿ)₂, -C(O)H, -O(CO)ORⁿ, -C(O)Rⁿ, -C(S)Rⁿ, -C(O)ORⁿ, -C(S)ORⁿ, -S(O)Rⁿ, -S(O)₂Rⁿ, -C(O)NHRⁿ, -C(S)NHRⁿ, -C(O)NRⁿRⁿ, -C(S)NRⁿRⁿ, -S(O)₂NHRⁿ, -S(O)₂NRⁿRⁿ, -C(NH)NHRⁿ, -C(NH)NRⁿRⁿ, -NHC(O)Rⁿ, -NHC(S)Rⁿ, -NRⁿC(O)Rⁿ, -NRⁿC(S)Rⁿ, -NHS(O)₂Rⁿ, -NRⁿS(O)₂Rⁿ, -NHC(O)NHRⁿ, -NHC(S)NHRⁿ, -NRⁿC(O)NH₂, -NRⁿC(S)NH₂, -NRⁿC(O)NHRⁿ, -NRⁿC(S)NHRⁿ, -NHC(O)NRⁿRⁿ, -NHC(S)NRⁿRⁿ, -NRⁿC(O)NRⁿRⁿ, -NRⁿC(S)NRⁿRⁿ, -NHS(O)₂NHRⁿ, -NRⁿS(O)₂NH₂, -NRⁿS(O)₂NHRⁿ, -NHS(O)₂NRⁿRⁿ, -NRⁿS(O)₂NRⁿRⁿ, -NHRⁿ, Rⁿ or -NRⁿRⁿ, wherein each Rⁿ is independently selected from H, C₁₋₆alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl; or two Rⁿ groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized, wherein the aliphatic or aromatic portion of Rⁿ is further optionally substituted with from 1-3 R^h.

14. The compound of any of claims 1-13, wherein R³ is halogen, -CN, -CD₃, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkenyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, C₂₋₆ alkynyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl or Rⁱ, wherein each R³ is optionally substituted with from 1-3 R^o members independently selected from halogen, vinyl, C₁₋₆alkyl, -OH, C₁₋₆alkoxy, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -CN, -NH₂, -NH(C₁₋₆alkyl), -N(C₁₋₆alkyl)₂, C₃₋₆cycloalkyl, heterocycloalkyl, aryl, heteroaryl, wherein each R^o is further independently optionally substituted with from 1-3 R^h.

15. The compound of any of claims 1-14, wherein R³ is aryl, heteroaryl or C₂₋₆ alkynyl, each of which is optionally substituted with from 1-3 independently selected R^m; or 1-3 independently selected R^o.

16. The compound of any of claims 1-4 and 8-15, wherein L is a bond, -CD₂-, C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, C₂₋₆alkenylene, -CH=C(R^b)- or -Si(R^c)(R^c), wherein:

R⁶ and R⁷ are each independently H, halogen, -OH, C₁₋₆alkyl, deuterated C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, C₁₋₆alkoxy, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl, heteroaryl, heteroarylalkyl, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d; or R⁶ and R⁷ taken together with the carbon atom to which they attach form a 3- to 6-membered ring having from 0-2

heteroatoms selected from O, N or S; each R^d is independently selected from H, C₁₋₆alkyl, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl or aryl, each of which is optionally substituted; and

R^b and R¹ taken together with the carbon atom to which they attach form a 3- to 6-membered carbocyclic ring or 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized.

17. The compound of claim 16, wherein L is -CD₂-, C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, C₂₋₆alkenylene, -CH=C(R^b)- or -Si(R^c)(R^c).

18. The compound of any of claims 1-4 and 8-15, wherein L is a bond, -CD₂-, C₁₋₆alkylene, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(C₁₋₆alkyl)-, -P(O)(aryl)-, -CH(OH)-, -CHF-, -CF₂-, -CH(C₁₋₆alkyl)-, -C(OC₁₋₆alkyl)-, -C(C₁₋₆alkyl)₂-, -CH(C₃₋₆cycloalkyl)-, -CH(haloalkyl)-, -C(C₃₋₆cycloalkyl)₂-, C₂₋₆alkenylene, -CH(R⁸)-, -C(C₁₋₆alkyl)(R⁸)-, -CHCH=C(R^b)- or -Si(R^c)(R^c), wherein:

R^b and R¹ taken together with the carbon atom to which they attach form an optionally substituted 3 to 6-membered cycloalkane or cycloalkene ring or an optionally substituted 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized;

each R⁸ is independently selected from C₁₋₆alkyl, haloalkyl, haloalkoxy, R^d, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d; wherein the aliphatic or aromatic portion of L is optionally further substituted with from 1-3 R^c substituents independently selected from C₁₋₆alkyl, C₁₋₆alkoxy, halogen, -OH, -CN, -NH₂, C₃₋₆cycloalkyl, aryl, C₁₋₆haloalkyl or C₁₋₆haloalkoxy.

19. The compound of claim 1-18, wherein L is -CD₂-, C₁₋₆alkylene, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(C₁₋₆alkyl)-, -P(O)(aryl)-, -CH(OH)-, -CHF-, -CF₂-, -CH(C₁₋₆alkyl)-, -C(OC₁₋₆alkyl)-, -C(C₁₋₆alkyl)₂-, -CH(C₃₋₆cycloalkyl)-, -CH(haloalkyl)-, -C(C₃₋₆cycloalkyl)₂-, C₂₋₆alkenylene, -CH(R⁸)-, -C(C₁₋₆alkyl)(R⁸)-, -CHCH=C(R^b)- or -Si(R^c)(R^c); and each R⁸ is independently selected from C₁₋₆alkyl, haloalkyl, haloalkoxy, R^d, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d.

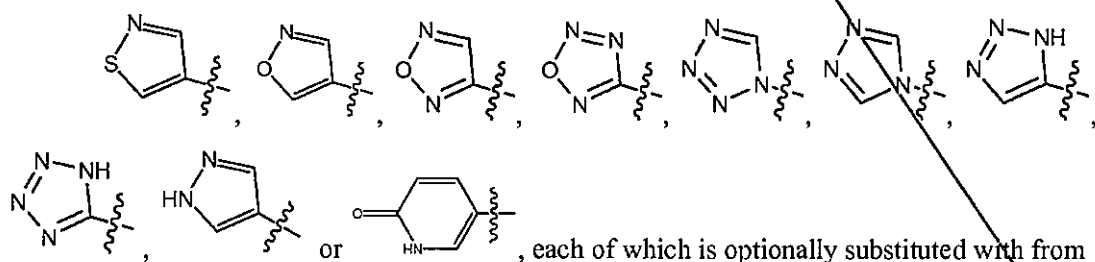
20. The compound of any of claims 1-4 and 8-15, wherein L is a bond, -CH₂-, -CD₂-, -C(O)-, -C(OC₁₋₆alkyl)-, -CH(C₁₋₆alkyl)-, -C(C₁₋₆alkyl)₂-, -CH(OH)-, -CHF-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(C₁₋₆alkyl)-, -P(O)(C₆H₅)-, -CH(C₃₋₆cycloalkyl)-, -C(C₃₋₆cycloalkyl)₂-, -C(OH)(C₁₋₆alkyl)-, -CH(COOH)-, -CH(CONR^b)-, -Si(C₁₋₆alkyl)₂- or -CH(CD₂OH)-, each of which is optionally substituted with from 1-3 R^c groups independently selected from C₁₋₆alkyl, C₁₋₆alkoxy, halogen, -OH, -CN, -NH₂, C₃₋₆cycloalkyl, aryl, C₁₋₆haloalkyl or C₁₋₆haloalkoxy.

21. The compound of claim 1-20, L is $-\text{CH}_2-$, $-\text{CD}_2-$, $-\text{C}(\text{O})-$, $-\text{C}(\text{OC}_{1-6}\text{alkyl})-$, $-\text{CH}(\text{C}_{1-6}\text{alkyl})-$, $-\text{C}(\text{C}_{1-6}\text{alkyl})_2-$, $-\text{CH}(\text{OH})-$, $-\text{CHF}-$, $-\text{S}(\text{O})-$, $-\text{SO}_2-$, $-\text{O}-$, $-\text{S}-$, $-\text{P}(\text{O})(\text{C}_{1-6}\text{alkyl})-$, $-\text{P}(\text{O})(\text{C}_6\text{H}_5)-$, $-\text{CH}(\text{C}_{3-6}\text{cycloalkyl})-$, $-\text{C}(\text{C}_{3-6}\text{cycloalkyl})_2-$, $-\text{C}(\text{OH})(\text{C}_{1-6}\text{alkyl})-$, $-\text{CH}(\text{COOH})-$, $-\text{CH}(\text{CONR}^b)-$, $-\text{Si}(\text{C}_{1-6}\text{alkyl})_2-$ or $-\text{CH}(\text{CD}_2\text{OH})-$, each of which is optionally substituted with from 1-3 R^e groups independently selected from $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{1-6}\text{alkoxy}$, halogen, $-\text{OH}$, $-\text{CN}$, $-\text{NH}_2$, $\text{C}_{3-6}\text{cycloalkyl}$, aryl, $\text{C}_{1-6}\text{haloalkyl}$ or $\text{C}_{1-6}\text{haloalkoxy}$.

22. The compound of any of claims 1-16, wherein R^6 and R^7 are each independently H, D, halogen, $-\text{OH}$, $\text{C}_{1-6}\text{alkyl}$, deuterated $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{2-6}\text{alkenyl}$, $\text{C}_{2-6}\text{alkynyl}$, aryl, aryl- $\text{C}_{1-4}\text{alkyl}$, $\text{C}_{1-6}\text{alkoxy}$, $\text{C}_{3-6}\text{cycloalkyl}$, $\text{C}_{3-6}\text{cycloalkyl}-\text{C}_{1-4}\text{alkyl}$, heterocycloalkyl, heterocycloalkyl- $\text{C}_{1-4}\text{alkyl}$, heteroaryl, heteroarylalkyl, $\text{C}_{1-6}\text{haloalkyl}$, $\text{C}_{1-6}\text{haloalkoxy}$, R^j , $-\text{OR}^d$, $-\text{NR}^d\text{R}^d$, $-\text{C}(\text{O})\text{OR}^d$, $-\text{OC}(\text{O})\text{R}^d$, $-\text{OC}(\text{O})\text{OR}^d$, $-\text{C}(\text{O})\text{R}^d$, $-\text{NHC}(\text{O})\text{R}^d$, $-\text{C}(\text{O})\text{NR}^d\text{R}^d$, $-\text{SO}_2\text{R}^d$, $-\text{NHSO}_2\text{R}^d$ or $-\text{SO}_2\text{NR}^d\text{R}^d$, wherein at each occurrence, R^6 or R^7 is further optionally substituted with from 1-3 independently selected R^h members; wherein the aliphatic or aromatic portion of L is optionally substituted with from 1-3 R^e substituents independently selected from $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{1-6}\text{alkoxy}$, halogen, $-\text{OH}$, $-\text{CN}$, $-\text{NH}_2$, vinyl, ethynyl, $\text{C}_{3-6}\text{cycloalkyl}$, aryl, $\text{C}_{1-6}\text{haloalkyl}$, $\text{C}_{1-6}\text{haloalkoxy}$, $-\text{C}(\text{O})\text{OR}^f$, $-\text{OC}(\text{O})\text{R}^f$, $-\text{OC}(\text{O})\text{OR}^f$, $-\text{C}(\text{O})\text{R}^f$, $-\text{NHC}(\text{O})\text{R}^f$, $-\text{C}(\text{O})\text{NR}^f\text{R}^f$, $-\text{SO}_2\text{R}^f$, $-\text{NHSO}_2\text{R}^f$ or $-\text{SO}_2\text{NR}^f\text{R}^f$; R^9 is H, $\text{C}_{1-4}\text{alkyl}$ or $\text{C}_{1-4}\text{haloalkyl}$; each R^d is independently selected from H, $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{3-6}\text{cycloalkyl}$, $\text{C}_{3-6}\text{cycloalkyl}-\text{C}_{1-4}\text{alkyl}$ or aryl, each of which is optionally substituted; each R^f is independently H or $\text{C}_{1-6}\text{alkyl}$.

23. The compound of any of claims 1-22, wherein R^5 is an optionally substituted 5- or 6-membered heteroaryl having from 2 to 4 heteroatoms as ring members selected from O, N or S; or an optionally substituted heterocycloalkyl.

24. The compound of any of claims 1-23, wherein R^5 is selected from:



, each of which is optionally substituted with from 1 to 2 R^{11} groups independently selected from D, halogen, $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{1-4}\text{haloalkyl}$, $\text{C}_{1-4}\text{haloalkoxy}$ or CN; or 1-2 R^{12} members independently selected from D, halogen, CH_3 , CD_3 , $-\text{CF}_3$, $-\text{CHF}_2$, CH_2F , CH_2Cl or CN, wherein the wavy line indicates the point of attachment to the rest of molecule.

25. The compound of any of claims 1-24, wherein R^5 is optionally substituted 4-isoxazolyl.

26. The compound of any of claims 1-23, wherein R⁵ is an optionally substituted 6-membered heteroaryl having from 1 to 2 nitrogen atoms as ring members.

27. The compound of any of claims 1-26, wherein R¹ is H, halogen, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, C₃₋₈-cycloalkyl, C₃₋₆-cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C₂₋₆alkenyl or C₂₋₆alkynyl, each of which is optionally substituted with from 1-3 R^j groups, wherein two R^j substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 R^h groups; or two R^j groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

28. The compound of any of claims 1-27, R¹ is halogen, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, C₃₋₈-cycloalkyl, C₃₋₆-cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C₂₋₆alkenyl or C₂₋₆alkynyl, each of which is optionally substituted with from 1-3 R^j groups, wherein two R^j substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 R^h groups; or two R^j groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

29. The compound of any of claims 1-27, wherein R¹ is H, halogen, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, C₃₋₈-cycloalkyl, C₃₋₆-cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C₂₋₆alkenyl or C₂₋₆alkynyl, each of which is optionally substituted with from 1-3 R^h groups, wherein two R^h substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 members independently selected from halogen, C₁₋₆alkyl, -OH, C₁₋₆alkoxy, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -CN, -NH₂, -NH(C₁₋₆alkyl) or -N(C₁₋₆alkyl)₂; or two R^h groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

30. The compound of any of claims 1-29, wherein R^1 is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each of which is optionally substituted with from 1-3 independently selected R^h groups, wherein two R^h substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together with the atoms to which they attach form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 members independently selected from halogen, C_{1-6} alkyl, -OH, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NH₂, -NH(C_{1-6} alkyl) or -N(C_{1-6} alkyl)₂; or two R^h groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

31. The compound of any of claims 1-30, wherein R^2 is H, halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, -OH or CN.

32. The compound of any of claims 1-31, wherein R^4 is H, halogen, C_{1-6} alkyl, C_{1-6} alkoxy, CN, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, OH, CN, vinyl or ethynyl.

33. The compound of any claims 1-32, wherein R^2 and R^4 are H.

34. A pharmaceutical composition comprising a compound of any of claims 1-33 and a pharmaceutical acceptable excipient or carrier.

35. A pharmaceutical composition comprising a compound of any of claims 1-33 and another therapeutic agent.

36. A method for modulating bromodomain, said method comprising: administering to a subject a compound of any of claims 1-33 or a composition of claim 34 or 35.

37. A method for modulating bromodomain, said method comprising: contacting a cell with a compound of any of claims 1-33 or a composition of claim 34 or 35.

38. A method for treating a subject suffering or at risk of a disease or condition mediated by a bromodomain, said method comprising:

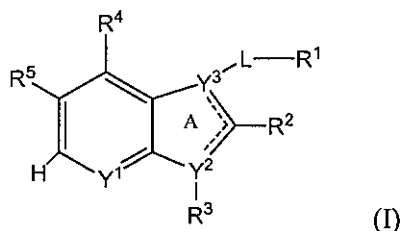
administering to the subject in need thereof an effective amount of a compound of any of claims 1-33 or a composition of claim 34 or 35.

39. The method of claim 38, wherein the disease or condition is selected from a cancer, an autoimmune, an inflammatory condition or a combination thereof.

40. The method of any claims 36-39, wherein the bromodomain is a member in the BET family.

CLAIMS

1. A compound of Formula I:



or a pharmaceutically acceptable salt, a prodrug, solvate, a tautomer, an isomer or a deuterated analog thereof,

wherein:

(i) Y² is N and Y³ is C; or

(ii) Y² is C and Y³ is N;

Y¹ is CH or N;

L is a bond, optionally substituted C₁₋₆alkylene, optionally substituted deuterated C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)NR⁹-, -CH₂N(R⁹)-, -SO₂N(R⁹)-, -N(R⁹)C(O)N(R⁹)-, -N(R⁹)SO₂-, -N(R⁹)CH₂-, -OC₁₋₄alkylene-, -C₁₋₄alkylene-O-, -NR⁹C(O)-, -N(R⁹)SO₂-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, optionally substituted C₂₋₆alkenylene, optionally substituted -CH=C(R^b)- or optionally substituted -Si(R^c)(R^c); or R⁶ and R⁷ taken together with the carbon atom to which they attach form an optionally substituted 3- to 6-membered ring having from 0-2 heteroatoms selected from O, N or S or an oxo; R^a is optionally substituted C₁₋₆alkyl, optionally substituted aryl or optionally substituted heteroaryl; R^b is H or C₁₋₆alkyl; or R^b and R¹ taken together with the carbon atom to which they attach form an optionally substituted 3- to 6-membered carbocyclic ring or an optionally substituted 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized; each R^c is independently C₁₋₆alkyl or C₁₋₆alkoxy; R⁹ is H, C₁₋₄alkyl or C₁₋₄haloalkyl;

R¹, R², R⁴, R⁶ and R⁷ are each independently H, D, optionally substituted C₁₋₆alkyl, optionally substituted C₁₋₆ alkenyl, optionally substituted C₁₋₆ alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted cycloalkylalkyl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted -Si(R^c)(R^c) or R¹³ selected from halogen, -CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -

$\text{CH}=\text{C}(\text{R}^{\text{e}})(\text{R}^{\text{e}})$, $-\text{OR}^{\text{e}}$, $-\text{SR}^{\text{e}}$, $-\text{OC}(\text{O})\text{R}^{\text{e}}$, $-\text{OC}(\text{S})\text{R}^{\text{e}}$, $-\text{P}(=\text{O})\text{HR}^{\text{e}}$, $-\text{P}(=\text{O})\text{R}^{\text{e}}\text{R}^{\text{e}}$, $-\text{PH}(=\text{O})\text{OR}^{\text{e}}$, $-\text{P}(=\text{O})(\text{OR}^{\text{e}})_2$, $-\text{OP}(=\text{O})(\text{OR}^{\text{e}})_2$, $-\text{C}(\text{O})\text{H}$, -
 $\text{O}(\text{CO})\text{OR}^{\text{e}}$, $-\text{C}(\text{O})\text{R}^{\text{e}}$, $-\text{C}(\text{S})\text{R}^{\text{e}}$, $-\text{C}(\text{O})\text{OR}^{\text{e}}$, $-\text{C}(\text{S})\text{OR}^{\text{e}}$, $-\text{S}(\text{O})\text{R}^{\text{e}}$, $-\text{S}(\text{O})_2\text{R}^{\text{e}}$, $-\text{C}(\text{O})\text{NHR}^{\text{e}}$, $-\text{C}(\text{S})\text{NHR}^{\text{e}}$, $-\text{C}(\text{O})\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{C}(\text{S})\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{S}(\text{O})_2\text{NHR}^{\text{e}}$, $-\text{S}(\text{O})_2\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{C}(\text{NH})\text{NHR}^{\text{e}}$, $-\text{C}(\text{NH})\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{NHC}(\text{O})\text{R}^{\text{e}}$, $-\text{NHC}(\text{S})\text{R}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{C}(\text{O})\text{R}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{C}(\text{S})\text{R}^{\text{e}}$, $-\text{NHS}(\text{O})_2\text{R}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{S}(\text{O})_2\text{R}^{\text{e}}$, $-\text{NHC}(\text{O})\text{NHR}^{\text{e}}$, $-\text{NHC}(\text{S})\text{NHR}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{C}(\text{O})\text{NH}_2$, $-\text{NR}^{\text{e}}\text{C}(\text{S})\text{NH}_2$, $-\text{NR}^{\text{e}}\text{C}(\text{O})\text{NHR}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{C}(\text{S})\text{NHR}^{\text{e}}$, $-\text{NHC}(\text{O})\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{NHC}(\text{S})\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{C}(\text{O})\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{C}(\text{S})\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{NHS}(\text{O})_2\text{NHR}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{S}(\text{O})_2\text{NH}_2$, $-\text{NR}^{\text{e}}\text{S}(\text{O})_2\text{NHR}^{\text{e}}$, $-\text{NHS}(\text{O})_2\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{NR}^{\text{e}}\text{S}(\text{O})_2\text{NR}^{\text{e}}\text{R}^{\text{e}}$, $-\text{NHR}^{\text{e}}$ or $-\text{NR}^{\text{e}}\text{R}^{\text{e}}$, wherein each R^{e} is independently H, optionally substituted C_{1-6} alkyl, optionally substituted C_{1-6} alkenyl, optionally substituted C_{1-6} alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted cycloalkylalkyl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl or optionally substituted heterocycloalkylalkyl; or two R^{e} groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized; wherein the aliphatic or aromatic portion of R^{e} is optionally substituted with from 1-3 R^{h} substituents independently selected from halogen, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{NO}_2$, $-\text{CH}=\text{C}(\text{R}^{\text{i}})(\text{R}^{\text{i}})$, $-\text{C}(\text{O})\text{OH}$, -
 $\text{C}(\text{S})\text{OH}$, $-\text{C}(\text{O})\text{NH}_2$, $-\text{C}(\text{S})\text{NH}_2$, $-\text{S}(\text{O})_2\text{NH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$, $-\text{NHC}(\text{S})\text{NH}_2$, $-\text{NHS}(\text{O})_2\text{NH}_2$, $-\text{C}(\text{NH})\text{NH}_2$, -
 OR^{i} , $-\text{SR}^{\text{i}}$, $-\text{OC}(\text{O})\text{R}^{\text{i}}$, $-\text{OC}(\text{S})\text{R}^{\text{i}}$, $-\text{P}(=\text{O})\text{HR}^{\text{i}}$, $-\text{P}(=\text{O})\text{R}^{\text{i}}\text{R}^{\text{i}}$, $-\text{PH}(=\text{O})\text{OR}^{\text{i}}$, $-\text{P}(=\text{O})(\text{OR}^{\text{i}})_2$, $-\text{OP}(=\text{O})(\text{OR}^{\text{i}})_2$, $-\text{C}(\text{O})\text{H}$, -
 $\text{O}(\text{CO})\text{OR}^{\text{i}}$, $-\text{C}(\text{O})\text{R}^{\text{i}}$, $-\text{C}(\text{S})\text{R}^{\text{i}}$, $-\text{C}(\text{O})\text{OR}^{\text{i}}$, $-\text{C}(\text{S})\text{OR}^{\text{i}}$, $-\text{S}(\text{O})\text{R}^{\text{i}}$, $-\text{S}(\text{O})_2\text{R}^{\text{i}}$, $-\text{C}(\text{O})\text{NHR}^{\text{i}}$, $-\text{C}(\text{S})\text{NHR}^{\text{i}}$, $-\text{C}(\text{O})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{C}(\text{S})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{S}(\text{O})_2\text{NHR}^{\text{i}}$, $-\text{S}(\text{O})_2\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{C}(\text{NH})\text{NHR}^{\text{i}}$, $-\text{C}(\text{NH})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NHC}(\text{O})\text{R}^{\text{i}}$, $-\text{NHC}(\text{S})\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{O})\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{S})\text{R}^{\text{i}}$, $-\text{NHS}(\text{O})_2\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{R}^{\text{i}}$, $-\text{NHC}(\text{O})\text{NHR}^{\text{i}}$, $-\text{NHC}(\text{S})\text{NHR}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{O})\text{NH}_2$, $-\text{NR}^{\text{i}}\text{C}(\text{S})\text{NH}_2$, $-\text{NR}^{\text{i}}\text{C}(\text{O})\text{NHR}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{S})\text{NHR}^{\text{i}}$, $-\text{NHC}(\text{O})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NHC}(\text{S})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{O})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{C}(\text{S})\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NHS}(\text{O})_2\text{NHR}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{NH}_2$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{NHR}^{\text{i}}$, $-\text{NHS}(\text{O})_2\text{NR}^{\text{i}}\text{R}^{\text{i}}$, $-\text{NR}^{\text{i}}\text{S}(\text{O})_2\text{NR}^{\text{i}}\text{R}^{\text{i}}$, R^{i} , $-\text{NHR}^{\text{i}}$ or $-\text{NR}^{\text{i}}\text{R}^{\text{i}}$, wherein each R^{i} is independently C_{1-6} alkyl, aryl, aryl- C_{1-2} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-4} alkyl, heteroaryl, heteroaryl- C_{1-4} alkyl, heterocycloalkyl or heterocycloalkyl- C_{1-4} alkyl, wherein each R^{i} is further optionally substituted with from 1-3 R^{p} groups independently selected from halogen, CN, $-\text{OH}$, $-\text{NH}_2$, -
 $\text{N}(\text{R}^{\text{q}})(\text{R}^{\text{q}})$, $-\text{NO}_2$, $-\text{C}(\text{O})\text{OH}$, $-\text{C}(\text{O})\text{NH}_2$, $-\text{S}(\text{O})_2\text{NH}_2$, $-\text{NHC}(\text{O})\text{NH}_2$, $-\text{C}(\text{NH})\text{NH}_2$, $-\text{P}(=\text{O})\text{HR}^{\text{q}}$, -
 $\text{P}(=\text{O})\text{R}^{\text{q}}\text{R}^{\text{q}}$, $-\text{PH}(=\text{O})\text{OR}^{\text{q}}$, $-\text{P}(=\text{O})(\text{OR}^{\text{q}})_2$, -
 $\text{OP}(=\text{O})(\text{OR}^{\text{q}})_2$, $-\text{OC}(\text{O})\text{R}^{\text{q}}$, $-\text{OC}(\text{S})\text{R}^{\text{q}}$, $-\text{C}(\text{O})\text{R}^{\text{q}}$, $-\text{C}(\text{S})\text{R}^{\text{q}}$, $-\text{C}(\text{O})\text{OR}^{\text{q}}$, $-\text{S}(\text{O})_2\text{R}^{\text{q}}$, $-\text{C}(\text{O})\text{NHR}^{\text{q}}$, C_{1-6} alkyl, C_{1-6} alkoxy, halogen, C_{1-6} haloalkyl or C_{1-6} haloalkoxy, wherein R^{q} is C_{1-6} alkyl;
 R^{3} is H, halogen, $-\text{CN}$, optionally substituted C_{1-6} alkyl, optionally substituted deuterated C_{1-6} alkyl, optionally substituted aryl, optionally substituted aryl- C_{1-4} alkyl, optionally substituted heteroaryl,

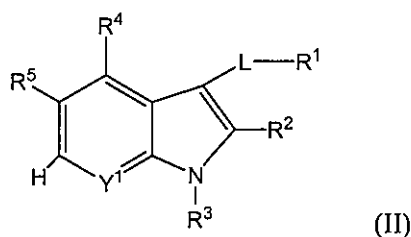
optionally substituted heteroaryl- C_{1-4} alkyl, optionally substituted C_{3-8} cycloalkyl, optionally substituted C_{3-8} cycloalkenyl, optionally substituted C_{3-8} cycloalkyl- C_{1-4} alkyl, optionally substituted C_{2-6} alkynyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkyl- C_{1-4} alkyl or R^j selected from halogen, -CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -CH=C(R^k)(R^k), -OR^k, -SR^k, -OC(O)R^k, -OC(S)R^k, -P(=O)HR^k, -P(=O)R^kR^k, -PH(=O)OR^k, -P(=O)(OR^k)₂, -OP(=O)(OR^k)₂, -C(O)H, -O(CO)OR^k, -C(O)R^k, -C(S)R^k, -C(O)OR^k, -C(S)OR^k, -S(O)R^k, -S(O)₂R^k, -C(O)NHR^k, -C(S)NHR^k, -C(O)NR^kR^k, -C(S)NR^kR^k, -S(O)₂NHR^k, -S(O)₂NR^kR^k, -C(NH)NHR^k, -C(NH)NR^kR^k, -NHC(O)R^k, -NHC(S)R^k, -NR^kC(O)R^k, -NR^kC(S)R^k, -NHS(O)₂R^k, -NR^kS(O)₂R^k, -NHC(O)NHR^k, -NHC(S)NHR^k, -NR^kC(O)NH₂, -NR^kC(S)NH₂, -NR^kC(O)NHR^k, -NR^kC(S)NHR^k, -NHC(O)NR^kR^k, -NHC(S)NR^kR^k, -NR^kC(O)NR^kR^k, -NR^kC(S)NR^kR^k, -NHS(O)₂NHR^k, -NR^kS(O)₂NH₂, -NR^kS(O)₂NHR^k, -NHS(O)₂NR^kR^k, -NR^kS(O)₂NR^kR^k, -NHR^k or -NR^kR^k; or two R^k groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized; wherein each R^k is independently H, C_{1-6} alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl, wherein R^k is optionally substituted with from 1-3 R^h;

R⁵ is an optionally substituted 5- or 6-membered heteroaryl having from 1 to 4 heteroatoms as ring members selected from O, N or S; or an optionally substituted heterocycloalkyl; and

==== is a single bond or a double bond to maintain ring A being aromatic, with the proviso that the compound is other than 3,5-dimethyl-4-(1H-pyrrolo[2,3-b]pyridin-5-yl)isoxazole; or R³ and -L-R¹ are not simultaneously hydrogen.

2. The compound of claim 1, wherein -L-R¹ and R³ are other than hydrogen.

3. The compound of claim 1, having formula (II):



4. The compound of claim 1, having formula (III):



-
- (IV)

- R1C(R6)(R7)n1c2cc(R3)c(R2)c(R4)c(R5)c2c1
- (V)

- R1C(R6)(R7)n1c2c(R3)cnc(R5)c(R4)c2
- (Va)

substituted C₃₋₈ cycloalkenyl, optionally substituted C₃₋₈ cycloalkyl-C₁₋₄alkyl, optionally substituted C₂₋₆ alkynyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkyl-C₁₋₄alkyl or R^j.

13. The compound of any of claims 1-12, wherein R³ is halogen, -CN, -CD₃, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkenyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, C₂₋₆ alkynyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl or R^j, wherein each R³ is optionally substituted with from 1-3 R^m groups independently selected from CN, -OH, -NH₂, -NO₂, -C(O)OH, -C(S)OH, -C(O)NH₂, -C(S)NH₂, -S(O)₂NH₂, -NHC(O)NH₂, -NHC(S)NH₂, -NHS(O)₂NH₂, -C(NH)NH₂, -B(OH)₂, -Si(Rⁿ)₃, -CH=C(Rⁿ)(Rⁿ), -ORⁿ, -SRⁿ, -OC(O)Rⁿ, -OC(S)Rⁿ, -P(=O)HRⁿ, -P(=O)RⁿRⁿ, -PH(=O)ORⁿ, -P(=O)(ORⁿ)₂, -OP(=O)(ORⁿ)₂, -C(O)H, -O(CO)ORⁿ, -C(O)Rⁿ, -C(S)Rⁿ, -C(O)ORⁿ, -C(S)ORⁿ, -S(O)Rⁿ, -S(O)₂Rⁿ, -C(O)NHRⁿ, -C(S)NHRⁿ, -C(O)NRⁿRⁿ, -C(S)NRⁿRⁿ, -S(O)₂NHRⁿ, -S(O)₂NRⁿRⁿ, -C(NH)NHRⁿ, -C(NH)NRⁿRⁿ, -NHC(O)Rⁿ, -NHC(S)Rⁿ, -NRⁿC(O)Rⁿ, -NRⁿC(S)Rⁿ, -NHS(O)₂Rⁿ, -NRⁿS(O)₂Rⁿ, -NHC(O)NHRⁿ, -NHC(S)NHRⁿ, -NRⁿC(O)NH₂, -NRⁿC(S)NH₂, -NRⁿC(O)NHRⁿ, -NRⁿC(S)NHRⁿ, -NHC(O)NRⁿRⁿ, -NHC(S)NRⁿRⁿ, -NRⁿC(O)NRⁿRⁿ, -NRⁿC(S)NRⁿRⁿ, -NHS(O)₂NHRⁿ, -NRⁿS(O)₂NH₂, -NRⁿS(O)₂NHRⁿ, -NHS(O)₂NRⁿRⁿ, -NRⁿS(O)₂NRⁿRⁿ, -NHRⁿ, Rⁿ or -NRⁿRⁿ, wherein each Rⁿ is independently selected from H, C₁₋₆alkyl or aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl or cycloalkylalkyl; or two Rⁿ groups when attached to the same carbon or nitrogen atom are taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized, wherein the aliphatic or aromatic portion of Rⁿ is further optionally substituted with from 1-3 R^h.

14. The compound of any of claims 1-13, wherein R³ is halogen, -CN, -CD₃, deuterated C₁₋₆alkyl, C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, heteroaryl, heteroaryl-C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkenyl, C₃₋₈ cycloalkyl-C₁₋₄alkyl, C₂₋₆ alkynyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl or R^j, wherein each R³ is optionally substituted with from 1-3 R^o members independently selected from halogen, vinyl, C₁₋₆alkyl, -OH, C₁₋₆alkoxy, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -CN, -NH₂, -NH(C₁₋₆alkyl), -N(C₁₋₆alkyl)₂, C₃₋₆cycloalkyl, heterocycloalkyl, aryl, heteroaryl, wherein each R^o is further independently optionally substituted with from 1-3 R^h.

15. The compound of any of claims 1-14, wherein R³ is aryl, heteroaryl or C₂₋₆ alkynyl, each of which is optionally substituted with from 1-3 independently selected R^m; or 1-3 independently selected R^o.

16. The compound of any of claims 1-4 and 8-15, wherein L is a bond, -CD₂-, C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, C₂₋₆alkenylene, -CH=C(R^b)- or -Si(R^c)(R^c), wherein:

R⁶ and R⁷ are each independently H, halogen, -OH, C₁₋₆alkyl, deuterated C₁₋₆alkyl, aryl, aryl-C₁₋₄alkyl, C₁₋₆alkoxy, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl, heterocycloalkyl, heterocycloalkyl-C₁₋₄alkyl, heteroaryl, heteroarylalkyl, C₁₋₆haloalkyl, C₁₋₆haloalkoxy, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d; or R⁶ and R⁷ taken together with the carbon atom to which they attach form a 3- to 6-membered ring having from 0-2 heteroatoms selected from O, N or S; each R^d is independently selected from H, C₁₋₆alkyl, C₃₋₆cycloalkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl or aryl, each of which is optionally substituted; and

R^b and R¹ taken together with the carbon atom to which they attach form a 3- to 6-membered carbocyclic ring or 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized.

17. The compound of claim 16, wherein L is -CD₂-, C₁₋₆alkylene, -C(R⁶R⁷)-, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(R^a)-, C₂₋₆alkenylene, -CH=C(R^b)- or -Si(R^c)(R^c).

18. The compound of any of claims 1-4 and 8-15, wherein L is a bond, -CD₂-, C₁₋₆alkylene, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(C₁₋₆alkyl)-, -P(O)(aryl)-, -CH(OH)-, -CHF-, -CF₂-, -CH(C₁₋₆alkyl)-, -C(OC₁₋₆alkyl)-, -C(C₁₋₆alkyl)₂-, -CH(C₃₋₆cycloalkyl)-, -CH(haloalkyl)-, -C(C₃₋₆cycloalkyl)₂-, C₂₋₆alkenylene, -CH(R⁸)-, -C(C₁₋₆alkyl)(R⁸)-, -CHCH=C(R^b)- or -Si(R^c)(R^c), wherein:

R^b and R¹ taken together with the carbon atom to which they attach form an optionally substituted 3 to 6-membered cycloalkane or cycloalkene ring or an optionally substituted 4- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms can be optionally oxidized;

each R⁸ is independently selected from C₁₋₆alkyl, haloalkyl, haloalkoxy, R^d, -OR^d, -NR^dR^d, -C(O)OR^d, -OC(O)R^d, -OC(O)OR^d, -C(O)R^d, -NHC(O)R^d, -C(O)NR^dR^d, -SO₂R^d, -NHSO₂R^d or -SO₂NR^dR^d; wherein the aliphatic or aromatic portion of L is optionally further substituted with from 1-3 R^c substituents independently selected from C₁₋₆alkyl, C₁₋₆alkoxy, halogen, -OH, -CN, -NH₂, C₃₋₆cycloalkyl, aryl, C₁₋₆haloalkyl or C₁₋₆haloalkoxy.

19. The compound of claim 1-18, wherein L is -CD₂-, C₁₋₆alkylene, -C(O)-, -S(O)-, -SO₂-, -O-, -S-, -P(O)(C₁₋₆alkyl)-, -P(O)(aryl)-, -CH(OH)-, -CHF-, -CF₂-, -CH(C₁₋₆alkyl)-, -C(OC₁₋₆alkyl)-, -C(C₁₋₆alkyl)₂-, -CH(C₃₋₆cycloalkyl)-, -CH(haloalkyl)-, -C(C₃₋₆cycloalkyl)₂-, C₂₋₆alkenylene, -CH(R⁸)-, -C(C₁₋₆alkyl)(R⁸)-, -CHCH=C(R^b)- or -Si(R^c)(R^c); and each R⁸ is independently selected from C₁₋₆alkyl,

haloalkyl, haloalkoxy, R^d , $-OR^d$, $-NR^dR^d$, $-C(O)OR^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $-C(O)R^d$, $-NHC(O)R^d$, $-C(O)NR^dR^d$, $-SO_2R^d$, $-NHSO_2R^d$ or $-SO_2NR^dR^d$.

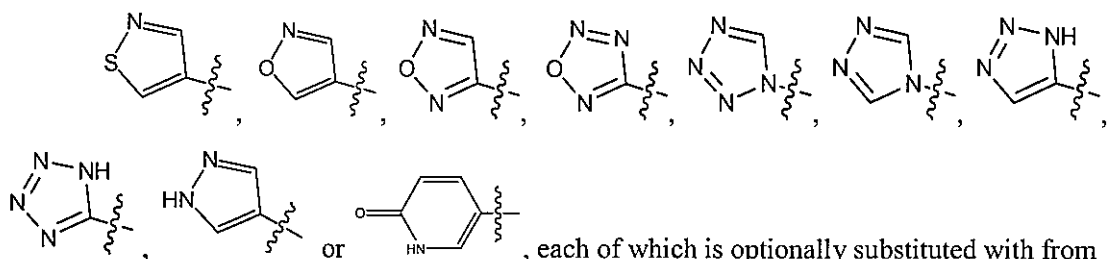
20. The compound of any of claims 1-4 and 8-15, wherein L is a bond, $-CH_2-$, $-CD_2-$, $-C(O)-$, $-C(OC_{1-6}alkyl)-$, $-CH(C_{1-6}alkyl)-$, $-C(C_{1-6}alkyl)_2-$, $-CH(OH)-$, $-CHF-$, $-S(O)-$, $-SO_2-$, $-O-$, $-S-$, $-P(O)(C_{1-6}alkyl)-$, $-P(O)(C_6H_5)-$, $-CH(C_{3-6}cycloalkyl)-$, $-C(C_{3-6}cycloalkyl)_2-$, $-C(OH)(C_{1-6}alkyl)-$, $-CH(COOH)-$, $-CH(CONR^b)-$, $-Si(C_{1-6}alkyl)_2-$ or $-CH(CD_2OH)-$, each of which is optionally substituted with from 1-3 R^e groups independently selected from $C_{1-6}alkyl$, $C_{1-6}alkoxy$, halogen, $-OH$, $-CN$, $-NH_2$, $C_{3-6}cycloalkyl$, aryl, $C_{1-6}haloalkyl$ or $C_{1-6}haloalkoxy$.

21. The compound of claim 1-20, L is $-CH_2-$, $-CD_2-$, $-C(O)-$, $-C(OC_{1-6}alkyl)-$, $-CH(C_{1-6}alkyl)-$, $-C(C_{1-6}alkyl)_2-$, $-CH(OH)-$, $-CHF-$, $-S(O)-$, $-SO_2-$, $-O-$, $-S-$, $-P(O)(C_{1-6}alkyl)-$, $-P(O)(C_6H_5)-$, $-CH(C_{3-6}cycloalkyl)-$, $-C(C_{3-6}cycloalkyl)_2-$, $-C(OH)(C_{1-6}alkyl)-$, $-CH(COOH)-$, $-CH(CONR^b)-$, $-Si(C_{1-6}alkyl)_2-$ or $-CH(CD_2OH)-$, each of which is optionally substituted with from 1-3 R^e groups independently selected from $C_{1-6}alkyl$, $C_{1-6}alkoxy$, halogen, $-OH$, $-CN$, $-NH_2$, $C_{3-6}cycloalkyl$, aryl, $C_{1-6}haloalkyl$ or $C_{1-6}haloalkoxy$.

22. The compound of any of claims 1-16, wherein R^6 and R^7 are each independently H, D, halogen, $-OH$, $C_{1-6}alkyl$, deuterated $C_{1-6}alkyl$, $C_{2-6}alkenyl$, $C_{2-6}alkynyl$, aryl, aryl- $C_{1-4}alkyl$, $C_{1-6}alkoxy$, $C_{3-6}cycloalkyl$, $C_{3-6}cycloalkyl-C_{1-4}alkyl$, heterocycloalkyl, heterocycloalkyl- $C_{1-4}alkyl$, heteroaryl, heteroarylalkyl, $C_{1-6}haloalkyl$, $C_{1-6}haloalkoxy$, R^j , $-OR^d$, $-NR^dR^d$, $-C(O)OR^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $-C(O)R^d$, $-NHC(O)R^d$, $-C(O)NR^dR^d$, $-SO_2R^d$, $-NHSO_2R^d$ or $-SO_2NR^dR^d$, wherein at each occurrence, R^6 or R^7 is further optionally substituted with from 1-3 independently selected R^h members; wherein the aliphatic or aromatic portion of L is optionally substituted with from 1-3 R^e substituents independently selected from $C_{1-6}alkyl$, $C_{1-6}alkoxy$, halogen, $-OH$, $-CN$, $-NH_2$, vinyl, ethynyl, $C_{3-6}cycloalkyl$, aryl, $C_{1-6}haloalkyl$, $C_{1-6}haloalkoxy$, $-C(O)OR^f$, $-OC(O)R^f$, $-OC(O)OR^f$, $-C(O)R^f$, $-NHC(O)R^f$, $-C(O)NR^fR^f$, $-SO_2R^f$, $-NHSO_2R^f$ or $-SO_2NR^fR^f$; R^9 is H, $C_{1-4}alkyl$ or $C_{1-4}haloalkyl$; each R^d is independently selected from H, $C_{1-6}alkyl$, $C_{3-6}cycloalkyl$, $C_{3-6}cycloalkyl-C_{1-4}alkyl$ or aryl, each of which is optionally substituted; each R^f is independently H or $C_{1-6}alkyl$.

23. The compound of any of claims 1-22, wherein R^5 is an optionally substituted 5- or 6-membered heteroaryl having from 2 to 4 heteroatoms as ring members selected from O, N or S; or an optionally substituted heterocycloalkyl.

24. The compound of any of claims 1-23, wherein R^5 is selected from:



, each of which is optionally substituted with from 1 to 2 R^{11} groups independently selected from D, halogen, C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} haloalkoxy or CN; or 1-2 R^{12} members independently selected from D, halogen, CH_3 , CD_3 , $-CF_3$, $-CHF_2$, CH_2F , CH_2Cl or CN, wherein the wavy line indicates the point of attachment to the rest of molecule.

25. The compound of any of claims 1-24, wherein R^5 is optionally substituted 4-isoxazolyl.

26. The compound of any of claims 1-23, wherein R^5 is an optionally substituted 6-membered heteroaryl having from 1 to 2 nitrogen atoms as ring members.

27. The compound of any of claims 1-26, wherein R^1 is H, halogen, deuterated C_{1-6} alkyl, C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{3-8} -cycloalkyl, C_{3-6} -cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C_{2-6} alkenyl or C_{2-6} alkynyl, each of which is optionally substituted with from 1-3 R^j groups, wherein two R^j substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 R^h groups; or two R^j groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

28. The compound of any of claims 1-27, R^1 is halogen, deuterated C_{1-6} alkyl, C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{3-8} -cycloalkyl, C_{3-6} -cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C_{2-6} alkenyl or C_{2-6} alkynyl, each of which is optionally substituted with from 1-3 R^j groups, wherein two R^j substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 R^h groups; or two R^j groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

29. The compound of any of claims **1-27**, wherein R^1 is H, halogen, deuterated C_{1-6} alkyl, C_{1-6} alkyl, aryl, aryl- C_{1-4} alkyl, C_{3-8} -cycloalkyl, C_{3-6} -cycloalkylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, C_{2-6} alkenyl or C_{2-6} alkynyl, each of which is optionally substituted with from 1-3 R^h groups, wherein two R^h substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together to form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 members independently selected from halogen, C_{1-6} alkyl, -OH, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NH₂, -NH(C_{1-6} alkyl) or -N(C_{1-6} alkyl)₂; or two R^h groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

30. The compound of any of claims **1-29**, wherein R^1 is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each of which is optionally substituted with from 1-3 independently selected R^h groups, wherein two R^h substituents when attached to adjacent atoms of aryl, heteroaryl, cycloalkyl or heterocycloalkyl ring are optionally taken together with the atoms to which they attach form a 5- or 6-membered ring having from 0-2 heteroatoms selected from O, N or S, wherein the 5- or 6-membered ring is optionally substituted with from 1-3 members independently selected from halogen, C_{1-6} alkyl, -OH, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NH₂, -NH(C_{1-6} alkyl) or -N(C_{1-6} alkyl)₂; or two R^h groups when attached to the same carbon or nitrogen atom are optionally taken together to form a 3- to 6-membered carbocyclic ring or 3- to 8-membered heterocyclic ring having from 1-2 heteroatoms as ring members selected from O, N or S, wherein the nitrogen or sulfur ring atoms are optionally oxidized.

31. The compound of any of claims **1-30**, wherein R^2 is H, halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, -OH or CN.

32. The compound of any of claims **1-31**, wherein R^4 is H, halogen, C_{1-6} alkyl, C_{1-6} alkoxy, CN, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, OH, CN, vinyl or ethynyl.

33. The compound of any claims **1-32**, wherein R^2 and R^4 are H.

34. A pharmaceutical composition comprising a compound of any of claims **1-33** and a pharmaceutical acceptable excipient or carrier.

35. A pharmaceutical composition comprising a compound of any of claims **1-33** and another therapeutic agent.

36. A compound of any of claims 1-33 or a composition of claim 34 or 35 for modulating bromodomain.

37. A method for modulating bromodomain, said method comprising: contacting a cell in vitro with a compound of any of claims 1-33 or a composition of claim 34 or 35.

38. A compound of any of claims 1-33 or a composition of claim 34 or 35 for use in the treatment of a disease or condition mediated by a bromodomain.

39. The compound or composition of claim 38, wherein the disease or condition is selected from a cancer, an autoimmune condition, an inflammatory condition or a combination thereof.

40. The method of any claims 36-37, wherein the bromodomain is a member in the BET family.

41. The compound or composition of claim 38 or 39, wherein the bromodomain is a member in the BET family.

42. Use of a compound of any of claims 1-33 in the manufacture of a medicament for the treatment of a cancer, an autoimmune condition, an inflammatory condition or a combination thereof.

43. The use of claim 42, wherein the bromodomain is a member in the BET family.