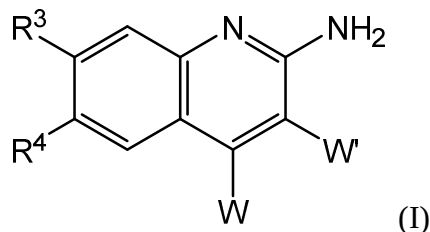


WHAT IS CLAIMED IS:

1. A compound having formula (I), or a pharmaceutically acceptable salt, or a stereoisomer thereof:



~~W' is R² or Q'-R²;~~

~~Q' is NH, O, or S;~~

~~W is H, R², or Q-R²;~~

10 ~~Q is NR¹, CHR¹, O, or S;~~

~~R¹ is independently H or X-R⁵; wherein:~~

~~X is selected from: C₁₋₁₀ alkylene, C₂₋₁₀ alkenylene, and C₂₋₁₀ alkynylene, wherein each of which is optionally interrupted by one O or S and/or each of which is optionally substituted with from 1-4 R^e;~~

~~R⁵ is selected from:~~

~~(i) hydrogen;~~

20 ~~(ii) -OH;~~

~~(iii) C₁₋₄ alkoxy;~~

~~(iv) C₁₋₄ haloalkoxy;~~

~~(v) -CO₂R^a;~~

~~(vi) -CONR'R'';~~

~~(vi) cyano;~~

~~(vii) -NR^bR^e;~~

~~(viii) Q¹-aryl that is optionally substituted with from 1-3 R^d;~~

- (ix) ~~Q¹-heteroaryl including from 5-6 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^d;~~
- (x) ~~Q¹-C₃₋₁₀-cycloalkyl that is optionally substituted with from 1-4 R^g;~~
- (xi) ~~Q¹-heterocyclyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N, N(R^f) and O, wherein the heterocyclyl is optionally substituted with from 1-4 R^g;~~
- (xii) ~~C₁₋₄-thioalkoxy;~~
- (xiii) ~~-SH~~
- 10 (xiv) ~~-N₃;~~
- (xv) ~~-CO₂H;~~
- (xvi) ~~-C(O)R^a; and~~
- (xvii) ~~-SO₁₋₂(R^h);~~

~~Q¹ is independently selected from: a bond, O, -O(C₁₋₃-alkylene)-, S, and -S(C₁₋₃-alkylene)-;~~

~~R² is independently selected from: H, R⁶, and Q²-Y-R⁶;~~

20 ~~Q² is selected from: a bond, C(O), N(R^f), O, and S;~~

~~Y is selected from: C₁₋₁₀-alkylene, C₂₋₁₀-alkenylene, and C₂₋₁₀-alkynylene, each of which is optionally substituted with from 1-4 R^e and/or each of which is optionally interrupted by one or more of the following:~~

- (i) ~~O;~~
- (ii) ~~S;~~
- (iii) ~~N(R^f);~~
- (iv) ~~C₃₋₆-cycloalkylene optionally substituted with from 1-4 R^g;~~
- (v) ~~C₆₋₁₀-arylene, optionally further substituted with from 1-4 R^d;~~
- 30 (vi) ~~heteroarylene including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, and which is optionally substituted with from 1-4 R^g, or~~

(vii) heterocycloalkylene including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N, N(R^f), O and S(O)₁₋₂, and which is optionally further substituted with from 1-4 R^g, and

R⁶ is independently selected from:

(i) hydrogen;

(ii) OH;

(iii) C₁₋₄ alkoxy;

(iv) C₁₋₄ haloalkoxy;

(v) CO₂R^a;

(vi) CONR'R'';

(vi) cyano;

(vii) NR^bR^c;

(viii) Q¹-aryl that is optionally substituted with from 1-3 R^d;

(ix) Q¹-heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^d;

(x) Q¹-C₃₋₁₀-cycloalkyl that is optionally substituted with from 1-4 R^g;

(xi) Q¹-heterocyclyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N, N(R^f) and O, wherein the heterocyclyl is optionally substituted with from 1-4 R^g;

(xii) C₁₋₄-thioalkoxy;

(xiii) SH

(xiv) N₃;

(xv) CO₂H;

(xvi) C(O)R^a; and

(xvii) SO₁₋₂(R^h);

R³ and R⁴ are each independently selected from:

(i) hydrogen;

(ii) halo;

(iii) cyano;

- (iv) ~~CO₂R^a~~;
- (v) ~~CONR'R''~~;
- (vi) ~~C₁₋₄ alkyl, optionally substituted with from 1-2 independently selected R^e~~;
- (vii) ~~C₁₋₄ haloalkyl~~;
- (viii) ~~C₁₋₄ alkoxy~~;
- (ix) ~~C₁₋₄ haloalkoxy~~;
- (x) ~~Y⁴-(C₁₋₃ alkylene)_y-C₅₋₈ cycloalkyl, wherein the cycloalkyl is optionally substituted with from 1-4 independently selected R^g, wherein y is 0 or 1; and Y⁴ is a bond, N(R^f), O, or S;~~
- 10 (xi) ~~Y⁴-(C₁₋₃ alkylene)_y heterocyclyl including from 5-8 ring atoms, wherein from 1-3 ring atoms are each independently selected from N(R^f), O, and S, wherein the heterocyclyl is optionally substituted with from 1-4 independently selected R^g, wherein y is 0 or 1; and Y⁴ is a bond, N(R^f), O, or S;~~
- (xii) ~~Y⁴-(C₁₋₃ alkylene)_y-C₆₋₁₀ aryl optionally substituted with from 1-4 R^d, wherein y is 0 or 1; and Y⁴ is a bond, N(R^f), O, or S;~~
- (xiii) ~~Y⁴-(C₁₋₃ alkylene)_y heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^d, wherein y is 0 or 1; and Y⁴ is a bond, N(R^f), O, or S;~~
- 20 (xiv) ~~N₃~~;
- (xv) ~~CO₂H~~;
- (xvi) ~~OH~~;
- (xvii) ~~SO₁₋₂(R^h)~~;
- (xviii) ~~NR^bR^e~~;
- (xvix) ~~SO₁₋₂(NR'R'')~~; and
- (xx) ~~thioalkoxy~~;
- provided that at least one of R³ and R⁴ is a substituent other than H;

R^a is:

- 30 (i) ~~C₁₋₈ alkyl optionally substituted with from 1-2 independently selected R^e~~;
- (ii) ~~(C₀₋₆ alkylene)-C₃₋₁₀ cycloalkyl, wherein the cycloalkyl is optionally substituted with from 1-4 independently selected R^g~~;

~~(iii) (C₀₋₆-alkylene)-heterocyclyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N(R^f), O, and S, wherein the heterocyclyl is optionally substituted with from 1-4 independently selected R^g;~~

~~(iv) (C₀₋₆-alkylene)-(C₆₋₁₀-aryl), wherein the aryl is optionally substituted with from 1-5 independently selected R^d; or~~

~~(v) (C₀₋₆-alkylene)-heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 independently selected R^d;~~

- 10 ~~each occurrence of R^b and R^e is independently selected from: H; R^a; C(O)(R^a); C(O)O(R^a); S(O)₁₋₂(R^h); C(O)NR'R'', S(O)₁₋₂(NR'R''), OH, and C₁₋₄-alkoxy;~~

~~each occurrence of R^d is independently selected from:~~

~~(i) halo;~~

~~(ii) cyano;~~

~~(iii) C₁₋₆-alkyl optionally substituted with from 1-2 independently selected R^e;~~

~~(iv) C₂₋₆-alkenyl;~~

~~(v) C₂₋₆-alkynyl;~~

~~(vi) C₁₋₄-haloalkyl;~~

- 20 ~~(vii) C₁₋₄-alkoxy;~~

~~(viii) C₁₋₄-haloalkoxy;~~

~~(ix) (C₀₋₃-alkylene)-C₃₋₆-cycloalkyl optionally substituted with from 1-4 independently selected C₁₋₄-alkyl;~~

~~(x) (C₀₋₃-alkylene)-heterocyclyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N(R^f), O, and S, wherein the heterocyclyl is optionally substituted with from 1-4 independently selected C₁₋₄-alkyl;~~

~~(xi) (C₀₋₃-alkylene)-phenyl optionally substituted with from 1-3 R^m;~~

~~(xii) (C₀₋₃-alkylene)-heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^m;~~

- 30 ~~(xiii) S(O)₁₋₂(R^h); and~~

~~(xiv) NR^jR^k;~~

~~(xv) -OH;~~
~~(xvi) -S(O)₁₋₂(NR'R'');~~
~~(xvii) -C₁₋₄ thioalkoxy;~~
~~(xviii) -NO₂;~~
~~(xix) -N(Rⁿ)(C(=O)C₁₋₃-alkyl);~~
~~(xx) -C(=O)(C₁₋₄-alkyl);~~
~~(xxi) -C(=O)O(C₁₋₄-alkyl);~~
~~(xxii) -C(=O)OH, and~~
~~(xxiii) -C(=O)N(R')(R'');~~

10

~~each occurrence of R^e is independently selected from: -OH; F; -NRⁱR^k;~~
~~-N(Rⁿ)(C(=O)C₁₋₄-alkyl); -N(Rⁿ)(C(=O)OC₁₋₄-alkyl); C₁₋₄-alkoxy; C₁₋₄-haloalkoxy;~~
~~-C(=O)O(C₁₋₄-alkyl); -C(=O)(C₁₋₄-alkyl); -C(=O)OH; -CON(R')(R'');~~ ~~-S(O)₁₋₂(NR'R'');~~
~~-S(O)₁₋₂(C₁₋₄-alkyl); and cyano;~~

20

~~each occurrence of R^f is independently selected from: H; C₁₋₄-alkyl; C₃₋₆-cycloalkyl;~~
~~phenyl; -C(O)(C₁₋₄-alkyl); -C(O)O(C₁₋₄-alkyl); -CON(R')(R'');~~ ~~-S(O)₁₋₂(NR'R'');~~
~~-S(O)₁₋₂R^h; -OH; and C₁₋₄-alkoxy; wherein each C₁₋₄-alkyl is optionally substituted with~~
~~from 1-2 independently selected R^e; each C₃₋₆-cycloalkyl is optionally substituted with~~
~~from 1-2 independently selected R^g; and each phenyl is optionally substituted with from~~
~~1-2 independently selected R^d;~~

30

~~each occurrence of R^g is independently selected from: -C₁₋₆-alkyl optionally substituted~~
~~with from 1-2 independently selected R^e; C₁₋₄-haloalkyl; -OH; oxo; F; Cl; Br; -NRⁱR^k;~~
~~-N(Rⁿ)(C(=O)C₁₋₄-alkyl); C₁₋₄-alkoxy; C₁₋₄-haloalkoxy; -C(=O)(C₁₋₄-alkyl);~~
~~-C(=O)O(C₁₋₄-alkyl); -C(=O)OH; -C(=O)N(R')(R'');~~ ~~-S(O)₁₋₂(NR'R'');~~
~~-S(O)₁₋₂(C₁₋₄-alkyl); cyano; C₃₋₆-cycloalkyl optionally substituted with from 1-4~~
~~independently selected C₁₋₄-alkyl; heteroaryl including from 5-10 ring atoms, wherein~~
~~from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the~~
~~heteroaryl is optionally substituted with from 1-3 R^m; and phenyl optionally substituted~~
~~with from 1-4 R^m;~~

each occurrence of R^h is independently selected from: C_{1-6} -alkyl, C_{1-4} -haloalkyl, C_{1-4} -alkoxy, C_{1-4} -haloalkoxy, phenyl optionally substituted with from 1-3 R^m , and heteroaryl including from 5-6 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, $N(R^f)$, O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^m ;

10 each occurrence of R^j and R^k is independently selected from: H and C_{1-4} -alkyl, which is optionally substituted with from 1-2 independently selected R^u , wherein each occurrence of R^u is independently selected from: OH, $N(R^p)(R^q)$, $N(R^n)(C(=O)C_{1-4}\text{-alkyl})$, $N(R^n)(C(=O)OC_{1-4}\text{-alkyl})$, C_{1-4} -alkoxy, C_{1-4} -haloalkoxy, $C(=O)(C_{1-4}\text{-alkyl})$; $C(=O)O(C_{1-4}\text{-alkyl})$; $C(=O)OH$; $C(=O)N(R^p)(R^q)$, $S(O)_{1-2}(C_{1-4}\text{-alkyl})$; $S(O)_{1-2}(N(R^p)(R^q))$, and cyano;

each occurrence of R^m is independently selected from: C_{1-4} -alkyl; C_{1-4} -haloalkyl; OH, F, Cl, Br, $N(R^j)(R^k)$, $N(R^n)(C(=O)C_{1-4}\text{-alkyl})$, $N(R^n)(C(=O)OC_{1-4}\text{-alkyl})$, C_{1-4} -alkoxy, C_{1-4} -haloalkoxy, $C(=O)(C_{1-4}\text{-alkyl})$; $C(=O)O(C_{1-4}\text{-alkyl})$; $C(=O)OH$, $C(=O)N(R^p)(R^q)$, $S(O)_{1-2}(C_{1-4}\text{-alkyl})$; $S(O)_{1-2}(N(R^p)(R^q))$, and cyano;

20 each occurrence of R^n , R^p , and R^q is independently selected from: H and C_{1-4} -alkyl;

each occurrence of R' and R'' is independently selected from: H and C_{1-4} -alkyl, which is optionally substituted with from 1-2 independently selected R^u ; or R' and R'' together with the nitrogen atom to which each is attached forms a ring including from 3-8 ring atoms, wherein the ring includes: (a) from 1-7 ring carbon atoms, each of which is substituted with from 1-2 substituents independently selected from H and R^5 ; and (b) from 0-3 ring heteroatoms (in addition to the nitrogen atom attached to R' and R''), which are each independently selected from $N(R^f)$, O, and S;

30 each occurrence of R^5 is independently selected from: C_{1-6} -alkyl optionally substituted with from 1-2 independently selected R^u ; C_{1-4} -haloalkyl; OH; oxo; F; Cl; Br; NR^iR^k ; $N(R^n)(C(=O)C_{1-4}\text{-alkyl})$; C_{1-4} -alkoxy; C_{1-4} -haloalkoxy; $C(=O)(C_{1-4}\text{-alkyl})$; $C(=O)O(C_{1-4}\text{-alkyl})$; $C(=O)OH$; $C(=O)N(R^p)(R^q)$; $S(O)_{1-2}(N(R^p)(R^q))$;

~~-S(O)₁₋₂(C₁₋₄ alkyl); cyano; heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^m; phenyl optionally substituted with from 1-4 R^m; and C₃₋₆-cycloalkyl optionally substituted with from 1-4 independently selected R^u; and~~

~~each occurrence of R^t is independently selected from: H; C₁₋₄ alkyl; C₃₋₆-cycloalkyl; phenyl; C(O)(C₁₋₄ alkyl); C(O)O(C₁₋₄ alkyl); CON(R^p)(R^q); S(O)₁₋₂(N(R^p)(R^q)); -S(O)₁₋₂R^h; -OH; and C₁₋₄ alkoxy; wherein each C₁₋₄ alkyl is optionally substituted with from 1-2 independently selected R^u; each C₃₋₆-cycloalkyl is optionally substituted with from 1-4 independently selected R^s; and each phenyl is optionally substituted with from 1-2 independently selected R^m.~~

~~2. — The compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein: W' is R² or Q' R²;~~

~~Q' is NH, O, or S;~~

~~W is H, R², or Q R²;~~

~~Q is NR¹, CHR¹, O, or S;~~

~~R¹ is independently H or C₁₋₄ alkyl;~~

~~R² is independently R⁶ or Q²-Y R⁶;~~

~~Q² is a bond or C(O);~~

~~Y is independently C₁₋₁₀ alkylene which is optionally substituted with from 1-4 R^e and/or is optionally interrupted by one or more of the following:~~

~~(i) O;~~

~~(ii) N(R^f);~~

~~(iii) C₃₋₆-cycloalkylene optionally substituted with from 1 to 2 R^g;~~

~~(iv) C₆₋₁₀-arylene, optionally further substituted with from 1 to 2 R^d;~~

(v) heteroarylene including from 5 to 6 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, N(R^f), O, and S, and which is optionally substituted with from 1 to 2 R^g, or

(vi) heterocycloalkylene including from 5 to 6 ring atoms, wherein from 1 to 2 ring atoms are each independently selected from N, N(R^f), O and S(O)₁₋₂, and which is optionally further substituted with from 1 to 2 R^g;

R⁶ is independently selected from: H, OH, C₁₋₄ alkoxy, C₁₋₄ haloalkoxy, C(O)R^a,

CO₂R^a, CONR'R'', NR^bR^e, cyano; phenyl that is optionally substituted with from 1-3 independently selected R^d; and heteroaryl including from 5 to 10 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^d;

R³ is independently (C₀₋₃ alkylene) heteroaryl including 5 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, NH, N(C₁₋₄ alkyl), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^d;

R⁴ is independently selected from: hydrogen; halo; cyano; OH, CO₂H; CO₂R^a; CONR'R''; C₁₋₄ haloalkyl; C₁₋₄ alkoxy; C₁₋₄ haloalkoxy; NR^bR^e; and C₁₋₄ alkyl

optionally substituted with from 1-2 independently selected R^e;

R^a is:

(i) C₁₋₈ alkyl optionally substituted with from 1-2 independently selected R^e;

(ii) (C₀₋₃ alkylene) C₃₋₁₀ cycloalkyl, wherein the cycloalkyl is optionally substituted with from 1-4 independently selected R^g;

(iii) (C₀₋₃ alkylene) heterocyclyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N(R^f), O, and S, wherein the heterocyclyl is optionally substituted with from 1-4 independently selected R^g;

(iv) (C₀₋₃ alkylene) (C₆₋₁₀ aryl), wherein the aryl is optionally substituted with from 1-5 independently selected R^d; or

~~(v) (C₀₋₃ alkylene) heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 independently selected R^d;~~

~~each occurrence of R^b and R^e is independently selected from: H; R^a; C(O)(R^a), C(O)O(R^a), S(O)₁₋₂(R^h), C(O)NR'R'', S(O)₁₋₂(NR'R''), OH, and C₁₋₄ alkoxy;~~

~~each occurrence of R^d is independently selected from:~~

~~(i) halo;~~

10 ~~(ii) cyano;~~

~~(iii) C₁₋₆ alkyl optionally substituted with from 1-2 independently selected R^e;~~

~~(iv) C₂₋₆ alkenyl;~~

~~(v) C₂₋₆ alkynyl;~~

~~(vi) C₁₋₄ haloalkyl;~~

~~(vii) C₁₋₄ alkoxy;~~

~~(viii) C₁₋₄ haloalkoxy;~~

~~(ix) (C₀₋₃ alkylene) C₃₋₆ cycloalkyl optionally substituted with from 1-4 independently selected C₁₋₄ alkyl;~~

20 ~~(x) (C₀₋₃ alkylene) heterocyclyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N(R^f), O, and S, wherein the heterocyclyl is optionally substituted with from 1-4 independently selected C₁₋₄ alkyl;~~

~~(xi) (C₀₋₃ alkylene) phenyl optionally substituted with from 1-3 R^m;~~

~~(xii) (C₀₋₃ alkylene) heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^m;~~

~~(xiii) NR^jR^k;~~

~~(xv) OH;~~

~~(xvii) C(=O)(C₁₋₄ alkyl);~~

~~(xviii) C(=O)O(C₁₋₄ alkyl);~~

30 ~~(xix) C(=O)OH, and~~

~~(xx) C(=O)N(R')(R'');~~

each occurrence of R^e is independently selected from: OH ; F ; C_{1-4} alkoxy;
 C_{1-4} haloalkoxy; and cyano;

each occurrence of R^f is independently selected from: H ; C_{1-4} alkyl; C_{3-6} cycloalkyl;
phenyl; and $\text{C}(\text{O})(\text{C}_{1-4}\text{ alkyl})$;

10 each occurrence of R^g is independently selected from: C_{1-6} alkyl optionally substituted
with from 1-2 independently selected R^e ; C_{1-4} haloalkyl; OH ; oxo; F ; Cl ; Br ; NR^jR^k ;
 C_{1-4} alkoxy; C_{1-4} haloalkoxy; $\text{C}(=\text{O})(\text{C}_{1-4}\text{ alkyl})$; $\text{C}(=\text{O})\text{O}(\text{C}_{1-4}\text{ alkyl})$; $\text{C}(=\text{O})\text{OH}$;
 $\text{C}(=\text{O})\text{N}(\text{R}')(\text{R}'')$; $\text{S}(\text{O})_{1-2}(\text{NR}'\text{R}'')$; $\text{S}(\text{O})_{1-2}(\text{C}_{1-4}\text{ alkyl})$; cyano; C_{3-6} cycloalkyl
optionally substituted with from 1-4 independently selected C_{1-4} alkyl; heteroaryl
including from 5-10 ring atoms, wherein from 1-4 ring atoms are each independently
selected from N , $\text{N}(\text{R}^f)$, O , and S , wherein the heteroaryl is optionally substituted with
from 1-3 R^m ; and phenyl optionally substituted with from 1-4 R^m ;

each occurrence of R^j and R^k is independently H or C_{1-4} alkyl;

20 each occurrence of R^m is independently selected from: C_{1-4} alkyl; C_{1-4} haloalkyl; OH , F ,
 Cl , Br , $\text{N}(\text{R}')(\text{R}^k)$, C_{1-4} alkoxy, C_{1-4} haloalkoxy, and cyano;

each occurrence of R' and R'' is independently selected from: H and C_{1-4} alkyl; or R'
and R'' together with the nitrogen atom to which each is attached forms a ring including
from 3-8 ring atoms, wherein the ring includes: (a) from 1-7 ring carbon atoms, each of
which is substituted with from 1-2 substituents independently selected from H and R^g ;
and (b) from 0-3 ring heteroatoms (in addition to the nitrogen atom attached to R' and
 R''), which are each independently selected from NH , $\text{N}(\text{C}_{1-4}\text{ alkyl})$, O , and S ; and

R^g is independently selected from: C_{1-6} alkyl; C_{1-4} haloalkyl; OH ; oxo; F ; Cl ; Br ;
 NR^jR^k ; C_{1-4} alkoxy; C_{1-4} haloalkoxy; and cyano.

30

3. — The compound of claim 1 or claim 2, or a pharmaceutically acceptable salt
thereof, wherein:

~~W' is independently R⁶ or Q²-Y-R⁶;~~

~~W is independently H, R⁶, -Q²-Y-R⁶, or -Q-Q²-Y-R⁶;~~

~~Q is independently selected from NH, N(C₁₋₄-alkyl), O, and CH₂;~~

~~Q² is independently a bond or C(O);~~

~~Y is independently C₁₋₈-alkylene, which is optionally substituted with from 1-2 R^e and/or is optionally interrupted by one or more of the following:~~

~~(i) O;~~

~~(ii) N(R^f);~~

~~(iii) C₃₋₆-cycloalkylene optionally substituted with from 1 to 2 R^g;~~

10 ~~(iv) phenylene optionally further substituted with from 1 to 2 R^d;~~

~~(v) heteroarylene including from 5 to 6 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, N(R^f), O, and S, and the heteroarylene is optionally substituted with from 1 to 2 R^g; or~~

~~(vi) heterocycloalkylene including from 3 to 7 ring atoms, wherein from 1 to 2 ring atoms are each independently selected from N, N(R^f), O and S(O)₁₋₂, and the heterocycloalkylene is optionally further substituted with from 1 to 2 R^g;~~

20 ~~R³ is independently heteroaryl including 5 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, NH, N(C₁₋₄-alkyl), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^d;~~

~~R⁴ is independently selected from: H, halo, C₁₋₄-alkyl, C₁₋₄-haloalkyl; C₁₋₄-alkoxy; and C₁₋₄-haloalkoxy;~~

30 ~~R⁶ is independently selected from: H, OH, CN, C₁₋₄-alkoxy, OBn, -NR^bR^e, -NR^bCOR^a, -NHC(O)O(C₁₋₄-alkyl), -CONR^aR^e, -NR^bC(O)NH(C₁₋₄-alkyl), -NR^bC(O)N(C₁₋₄-alkyl)₂, -NHS(O)₂(C₁₋₄-alkyl), -S(O)₂(C₁₋₄-alkyl); heterocyclyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are each independently selected from N, N(R^f) and O, wherein the heterocyclyl is optionally substituted with from 1-4 R^g; phenyl optionally substituted with from 1-3 R^d; and heteroaryl including from 5 to 10 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, N(R^f), O, and S, wherein the heteroaryl is optionally substituted with from 1-3 R^d;~~

R^a is independently selected from: C_{1-4} -alkyl, phenyl substituted with 0 to 2 R^d , and heteroaryl including from 5 to 6 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, $N(R^f)$, O, and S, wherein the heteroaryl is substituted 0 to 2 R^d ;

R^b is independently H or C_{1-4} -alkyl;

R^e is independently H or C_{1-4} -alkyl;

10 R^d is independently halo, C_{1-4} -alkoxy, $-C(O)O(C_{1-4}\text{-alkyl})$, or C_{1-4} -alkyl substituted with from 0 to 2 R^e ;

R^e is independently F or OH;

R^f is independently H, C_{1-4} -alkyl, $-C(O)O(C_{1-4}\text{-alkyl})$, or $-C(O)O(C_{1-4}\text{-alkyl})$;

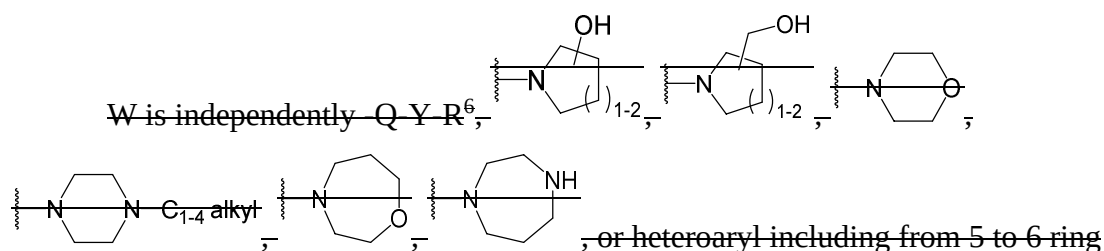
R^g is independently selected from: C_{1-4} -alkyl, C_{1-4} -haloalkyl, OH, oxo, F, Cl, C_{1-4} -alkoxy, C_{1-4} -haloalkoxy, and $N(C_{1-4}\text{-alkyl})_2$;

20 each occurrence of R' and R'' is independently selected from: H and C_{1-4} -alkyl; or R' and R'' together with the nitrogen atom to which each is attached forms a ring including from 5 to 6 ring atoms, wherein the ring includes: (a) from 3 to 5 ring carbon atoms, each of which is substituted with from 1 to 2 substituents independently selected from H and R^g ; and (b) from 0 to 2 ring heteroatoms (in addition to the nitrogen atom attached to R' and R''), which are each independently selected from NH, $N(C_{1-4}\text{-alkyl})$, O, and S; and

R^g is independently selected from: C_{1-4} -alkyl, C_{1-4} -haloalkyl, OH, oxo, F, Cl, C_{1-4} -alkoxy, C_{1-4} -haloalkoxy, and cyano.

4. — The compound of any one of claims 1 to 3, or a pharmaceutically acceptable salt thereof, wherein:

W' is H;



Q is independently selected from NH, N(C₁₋₄ alkyl), O, and CH₂;

Y is C₁₋₆ alkylene, which is optionally substituted with from 1-2 R^e and/or is optionally interrupted by one or more of the following:

(i) O;

(ii) N(R^f);

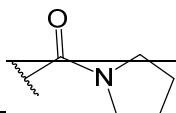
10 (iii) C₃₋₆ cycloalkylene optionally substituted with from 1 to 2 R^g; or

(iv) heterocycloalkylene including from 5 to 6 ring atoms, wherein from 1 to 2 ring atoms are each independently selected from N, N(R^f), O and S(O)₁₋₂, and the heterocycloalkylene is optionally further substituted with from 1 to 2 R^g;

R³ is independently pyrazolyl, thienyl or isothiazolyl;

R⁴ is independently H or F;

R⁶ is independently selected from: H, OH, CN, C₁₋₄ alkoxy, phenyl, NR^bR^e, NR^bCOR^a, NHC(O)O(C₁₋₄ alkyl), C(O)NH(C₁₋₄ alkyl), C(O)N(C₁₋₄ alkyl)₂, NR^bC(O)NH(C₁₋₄ alkyl), NR^bC(O)N(C₁₋₄ alkyl)₂, S(O)₂(C₁₋₄ alkyl),

10  $_{1-2}$,  $_{1-2}$, CO-morpholinyl, phenyl, and heteroaryl including from 5 to 6 ring atoms, wherein from 1 to 3 ring atoms are each independently selected from N, N(R^f), O, and S, wherein said phenyl and heteroaryl are optionally substituted with from 1-2 R^d;

R^a is independently selected from: C₁₋₄ alkyl, phenyl, and heteroaryl including from 5 to 6 ring atoms, wherein from 1 to 4 ring atoms are each independently selected from N, N(R^f), O, and S; wherein the phenyl and heteroaryl are substituted with 0 to 2 R^d;

R^b is independently H or C₁₋₄ alkyl;

R^e is independently H or C_{1-4} alkyl;

R^d is independently F, C_{1-4} alkyl, C_{1-4} alkoxy, or
 $-NHSO_2(C_{1-4} \text{ alkyl})$;

R^e is independently F or OH;

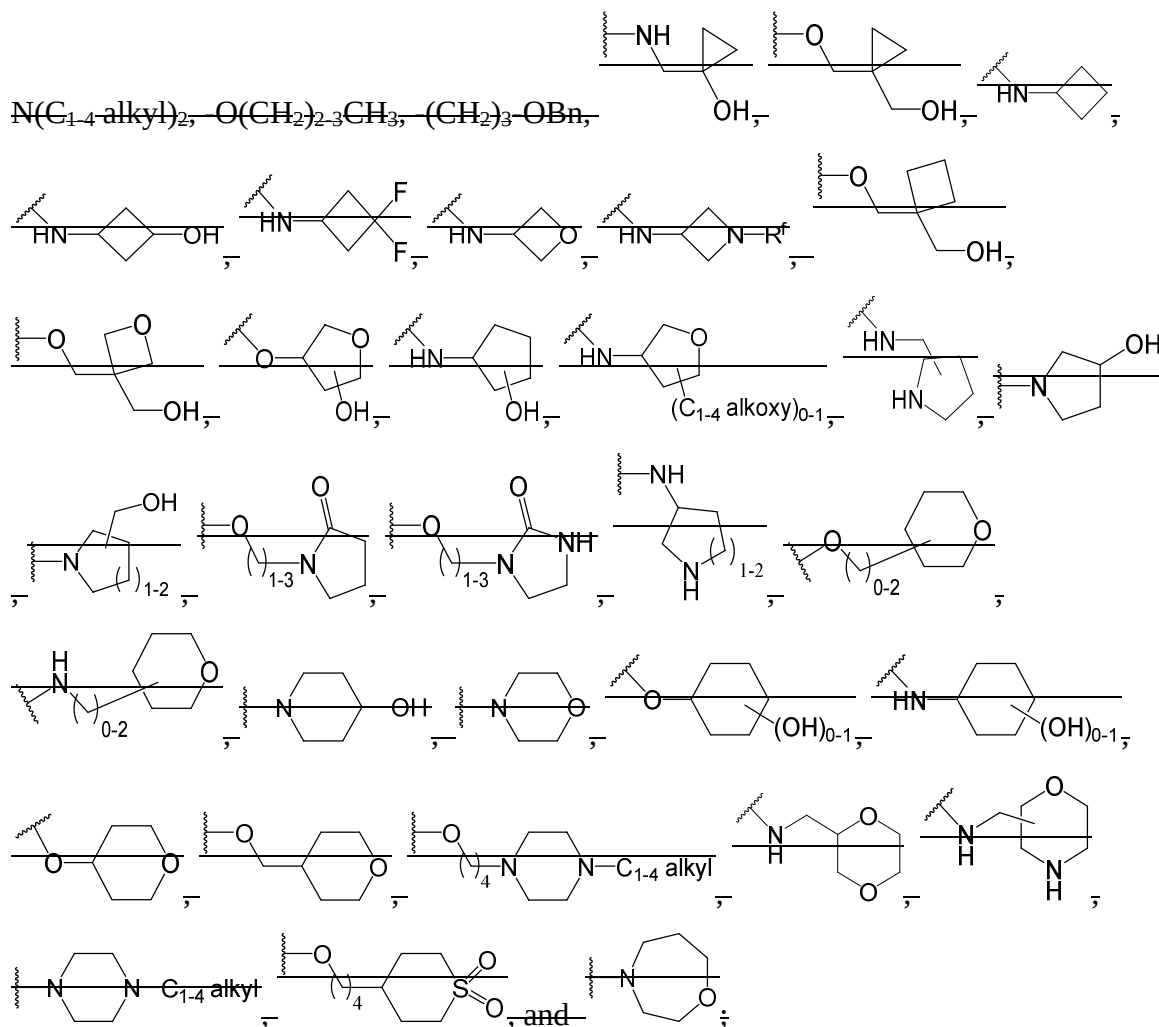
R^f is independently H, C_{1-4} alkyl, $-C(O)(C_{1-4} \text{ alkyl})$ or $-C(O)O(C_{1-4} \text{ alkyl})$; and

R^g is independently selected from: F, Cl, C_{1-4} alkyl, OH, and oxo.

5. — The compound of any one of claims 1 to 4, or a pharmaceutically acceptable salt thereof, wherein:

10 W' is H;

W is independently selected from: $Q-Y-R^6$, pyrazolyl, NR^f -pyrazolyl, imidazolyl,



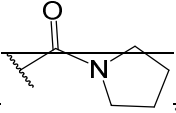
Q is independently selected from NH, $N(C_{1-4} \text{ alkyl})$, O, and CH_2 ;

20 Y is C_{1-6} alkylene, which is optionally substituted with from 1-2 R^e and/or is optionally interrupted by O;

R^3 is independently pyrazolyl or thienyl;

R^4 is independently H or F;

R^6 is independently selected from: H, OH, CN, C_{1-4} alkoxy, NR^bR^e , NR^bCOR^a ,
 ~~$NHC(O)O(C_{1-4}$ alkyl), $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl) $_2$,
 $NR^bC(O)NH(C_{1-4}$ alkyl), $NR^bC(O)N(C_{1-4}$ alkyl) $_2$, $S(O)_2(C_{1-4}$ alkyl),~~

~~$NHS(O)_2(C_{1-4}$ alkyl),~~ , morpholinyl, CO-morpholinyl, phenyl and
heteroaryl selected from thienyl, oxazolyl, thiazolyl, imidazolyl, $N(C_{1-4}$ alkyl)-imidazolyl,
pyrazolyl, $N(C_{1-4}$ alkyl)-pyrazolyl, trizolyl, $N(C_{1-4}$ alkyl)-trizolyl, pyridyl, pyrimidinyl,
and pyridazinyl, wherein said phenyl and heteroaryl are substituted with 0 to 2 R^d ;

- 10 R^a is independently C_{1-4} alkyl, phenyl or heteroaryl selected from thiazolyl,
 $N(C_{1-4}$ alkyl)-imidazolyl, and pyridyl; wherein the phenyl and heteroaryl are substituted
with 0 to 2 R^d ;

R^b is independently H or C_{1-4} alkyl;

R^e is independently H or C_{1-4} alkyl;

R^d is independently selected from F, C_{1-4} alkyl, C_{1-4} alkoxy, and
 ~~$NHSO_2(C_{1-4}$ alkyl);~~

R^e is independently F or OH; and

R^f is independently H, CH_2CH_2OH , or $C(O)O(C_{1-4}$ alkyl).

- 20 6. — The compound of any one of claims 1 to 5, or a pharmaceutically acceptable salt
thereof, wherein:

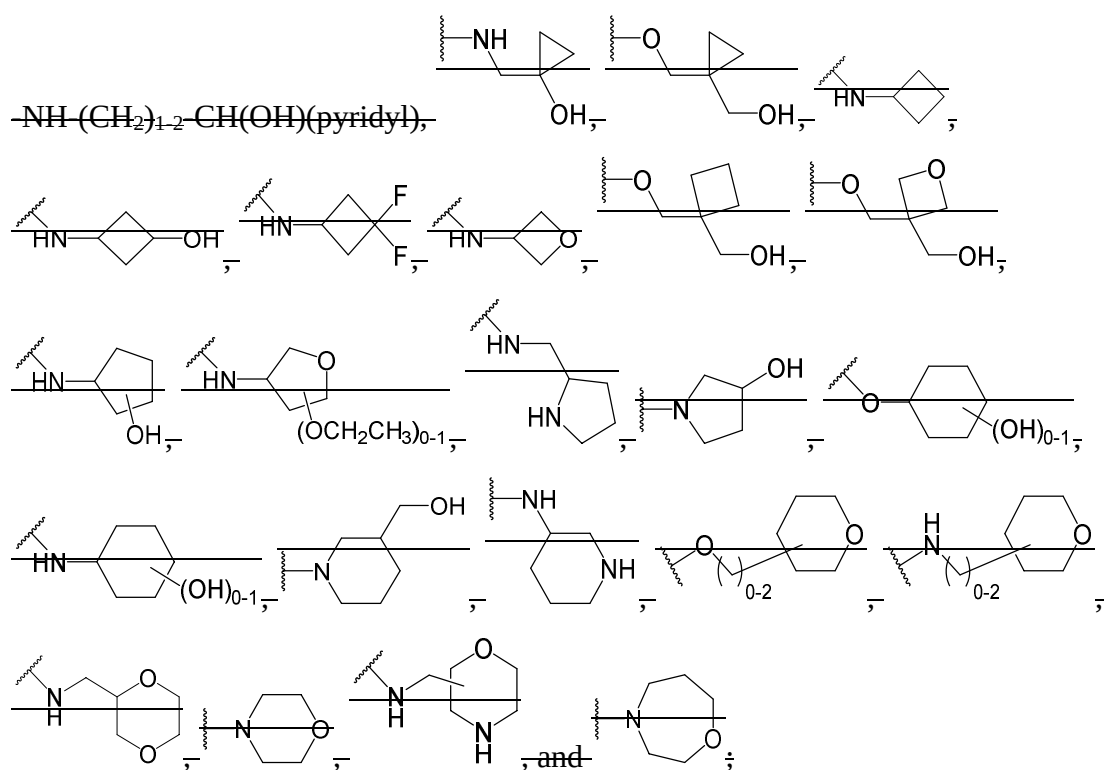
W' is H;

W is independently selected from: pyrazolyl, $(CH_2)_{1-5}-R^6$, $O-(CH_2)_{1-4}-R^6$,
 ~~$NH-(CH_2)_{1-4}-R^6$, $N(CH_3)-(CH_2)_{1-4}-R^6$, $(CH_2)_3-OBn$, $O-CH(CH_2OH)_2$,
 $O-CH_2CH(OH)(CH_2OH)$, $O-(CH_2)_{1-2}-C(CH_3)_2OH$, $O-(CH_2)_{1-2}-C(CH_3)_2CH_2OH$,
 $O-CH_2C(CH_3)(CH_2OH)_2$, $NH-(CH_2)_{1-2}-CH(OH)CH_2OH$, $NH-CH(CH_3)CH_2OH$,
 $NH-(CH_2)_{1-2}-CH(CH_3)OH$, $NH-(CH_2)_{1-2}-C(CH_3)_2OH$, $NH-(CH_2)_{1-2}-C(CH_3)_2CH_2OH$,
 $NH-CH(CH_2OH)_2$, $NH-(CH_2)_{1-2}-CH(OH)CH_2OH$, $NH-(CH_2)_{1-2}-CH(OH)CH_2OCH_3$,
 $NH-(CH_2)_{1-2}-C(CH_3)_2SO_2(CH_3)$, $NH-(CH_2)_{1-2}-CF_2$ (pyridyl),~~

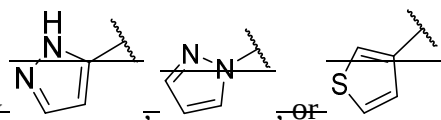
7. The compound of any one of claims 1 to 6, or a pharmaceutically acceptable salt thereof, wherein:

W' is H;

W is independently selected from: pyrazolyl, $(\text{CH}_2)_{1-4}\text{R}^6$, $\text{O}(\text{CH}_2)_{1-4}\text{R}^6$, $\text{NH}(\text{CH}_2)_{1-4}\text{R}^6$, $(\text{CH}_2)_3\text{OBn}$, $\text{OCH}(\text{CH}_2\text{OH})_2$, $\text{OCH}_2\text{CH}(\text{OH})(\text{CH}_2\text{OH})$, $\text{O}(\text{CH}_2)_{1-2}\text{C}(\text{CH}_3)_2\text{CH}_2\text{OH}$, $\text{NH}(\text{CH}_2)_{1-2}\text{CH}(\text{CH}_3)\text{OH}$, $\text{NHCH}(\text{CH}_3)\text{CH}_2\text{OH}$, $\text{NH}(\text{CH}_2)_{1-2}\text{C}(\text{CH}_3)_2\text{OH}$, $\text{NH}(\text{CH}_2)_{1-2}\text{C}(\text{CH}_3)_2\text{CH}_2\text{OH}$, $\text{NHCH}(\text{CH}_2\text{OH})_2$, $\text{NH}(\text{CH}_2)_{1-2}\text{CH}(\text{OH})\text{CH}_2\text{OH}$, $\text{NH}(\text{CH}_2)_{1-2}\text{CH}(\text{OH})\text{CH}_2\text{OCH}_3$, $\text{NH}(\text{CH}_2)_{1-2}\text{C}(\text{CH}_3)_2\text{SO}_2(\text{CH}_3)$, $\text{NH}(\text{CH}_2)_{1-2}\text{CF}_2(\text{pyrid-1-yl})$,



R^3 is independently



R^4 is independently H or F;

R^6 is independently selected from: H, OH, CN, C_{1-4} alkoxy, $\text{C}(\text{O})\text{NHCH}_3$,

$\text{N}(\text{CH}_2\text{CH}_3)\text{C}(\text{O})\text{CH}_3$, $\text{NHC}(\text{O})(\text{OCH}_3)$, $\text{NHC}(\text{O})\text{NH}_2\text{CHCH}_3$, $\text{NHC}(\text{O})\text{N}(\text{CH}_3)_2$,

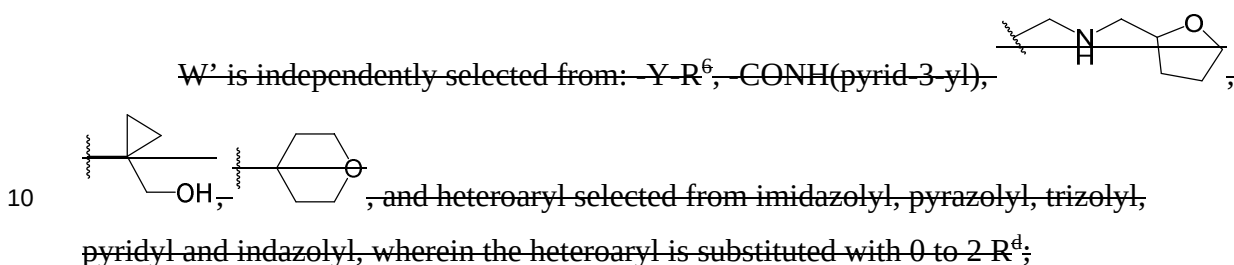
$\text{SO}_2(\text{CH}_3)$, $\text{NHS}(\text{O})_2\text{CH}_3$, NHCOR^a , phenyl and heteroaryl selected from thienyl, oxazolyl, pyrazolyl, N-CH_3 pyrazolyl, thiazolyl, imidazolyl, N-CH_3 imidazolyl, triazolyl,

N-CH₃-triazolyl, pyridyl, pyrimidinyl, and pyridazinyl, wherein said phenyl and heteroaryl are substituted with 0 to 2 R^d;

R^a is independently selected from C₁₋₄-alkyl, 2-(CH₃)-thiazol-4-yl and N-(CH₃)-imidazol-2-yl; and

R^d is independently selected from F, C₁₋₄-alkyl, C₁₋₄-alkoxy, and -NHSO₂(CH₃).

8. — The compound of any one of claims 1 to 3, or a pharmaceutically acceptable salt thereof, wherein:



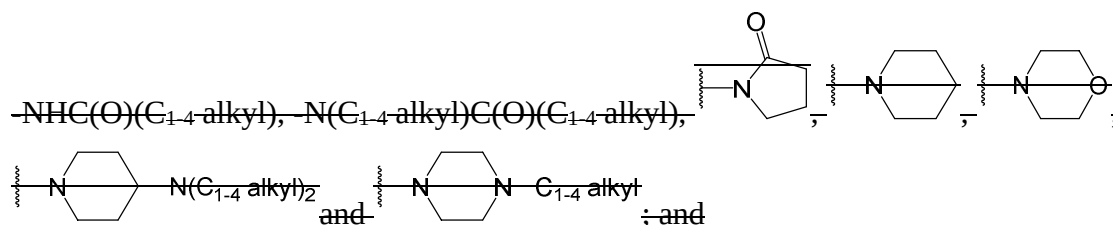
Y is (CH₂)₁₋₅ or (CH₂)₃₋₅-O-(CH₂)₁₋₂;

W is H;

R³ is independently pyrazolyl;

R⁴ is H; and

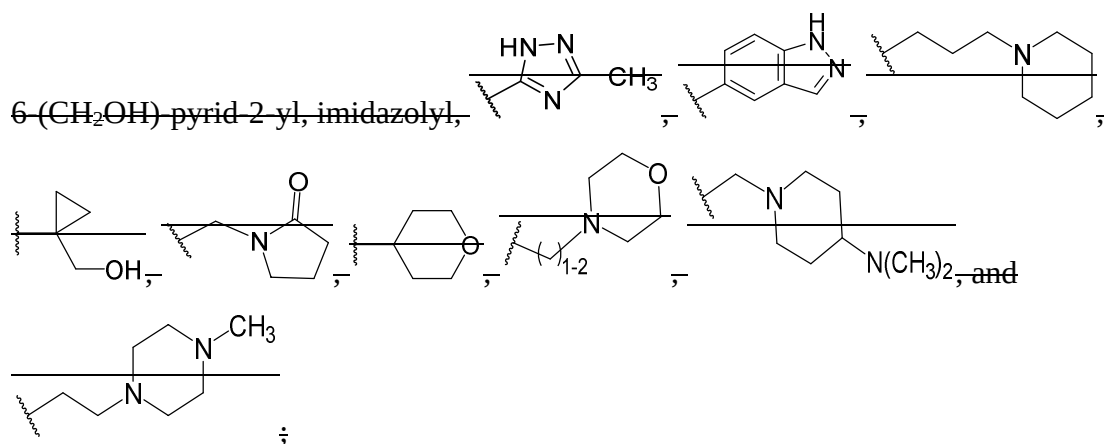
R⁶ is independently selected from: OH, OBn, C₁₋₄-alkoxy, phenyl, NH(C₁₋₄-alkyl),



R^d is independently CH₂OH or C₁₋₄-alkyl.

9. — The compound of any one of claims 1 to 3 and claim 8, or a pharmaceutically acceptable salt thereof, wherein:

W' is independently selected from: (CH₂)₃₋₅-OH, (CH₂)₃₋₅-OBn, (CH₂)₃₋₄-NHCH₂CH₃, (CH₂)₃₋₄-NHC(O)CH₃, (CH₂)₃₋₄-N(CH₂CH₃)C(O)CH₃,



W is H;

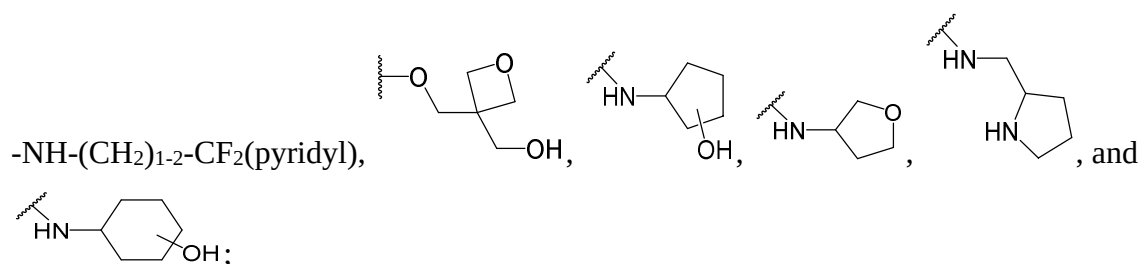
R³ is ~~1H-pyrazol-3-yl;~~ and

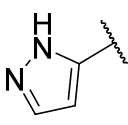
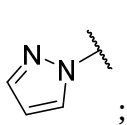
R⁴ is H.

10. ~~A compound according to claim 1, or a pharmaceutically acceptable salt thereof,~~
wherein:

10 W' is H;

W is independently selected from: -O-CH₂CH(OH)(CH₂OH), -NH-(CH₂)₃₋₄-OH, -NH-(CH₂)₁₋₂-CH(CH₃)OH, -NH-(CH₂)₁₋₂-C(CH₃)₂OH, -O-(CH₂)₁₋₂-(pyrazolyl), -NH-(CH₂)₁₋₂-(pyrazolyl), -NH-(CH₂)₁₋₂-(pyrimidinyl), -NH-(CH₂)₁₋₂-(pyridazinyl),



R³ is independently  or ; and

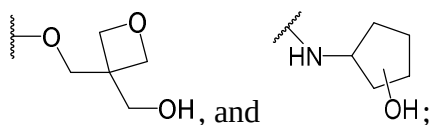
R⁴ is independently H or F.

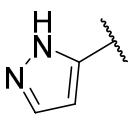
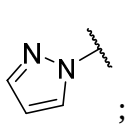
20 244. A compound according to claim 1, or a pharmaceutically acceptable salt, or a stereoisomer thereof, wherein:

W' is H;

W is independently selected from: -O-CH₂CH(OH)(CH₂OH), -NH-(CH₂)₃₋₄-OH,

-NH-(CH₂)₁₋₂-CH(CH₃)OH, -NH-(CH₂)₁₋₂-C(CH₃)₂OH, -NH-(CH₂)₁₋₂-(pyrazolyl), and



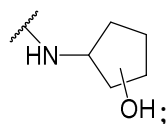
R³ is independently  or ; and

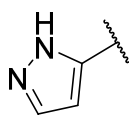
R⁴ is independently H or F.

312. A compound according to claim 1, or a pharmaceutically acceptable salt, or a stereoisomer thereof, wherein:

W' is H;

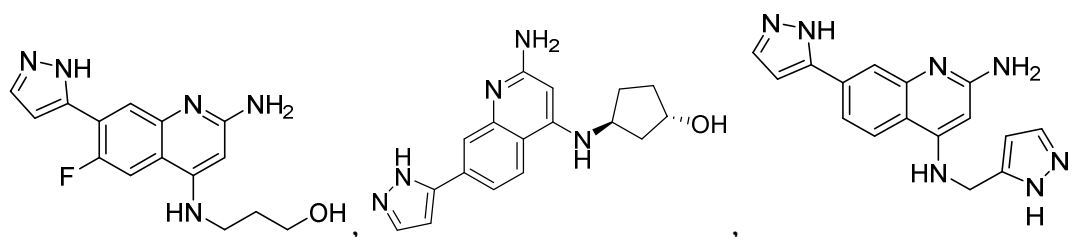
W is independently selected from: -O-CH₂CH(OH)(CH₂OH), -NH-(CH₂)₃₋₄-OH,
10 -NH-(CH₂)₁₋₂-CH(CH₃)OH, -NH-(CH₂)₁₋₂-C(CH₃)₂OH, -NH-(CH₂)₁₋₂-(pyrazolyl), and

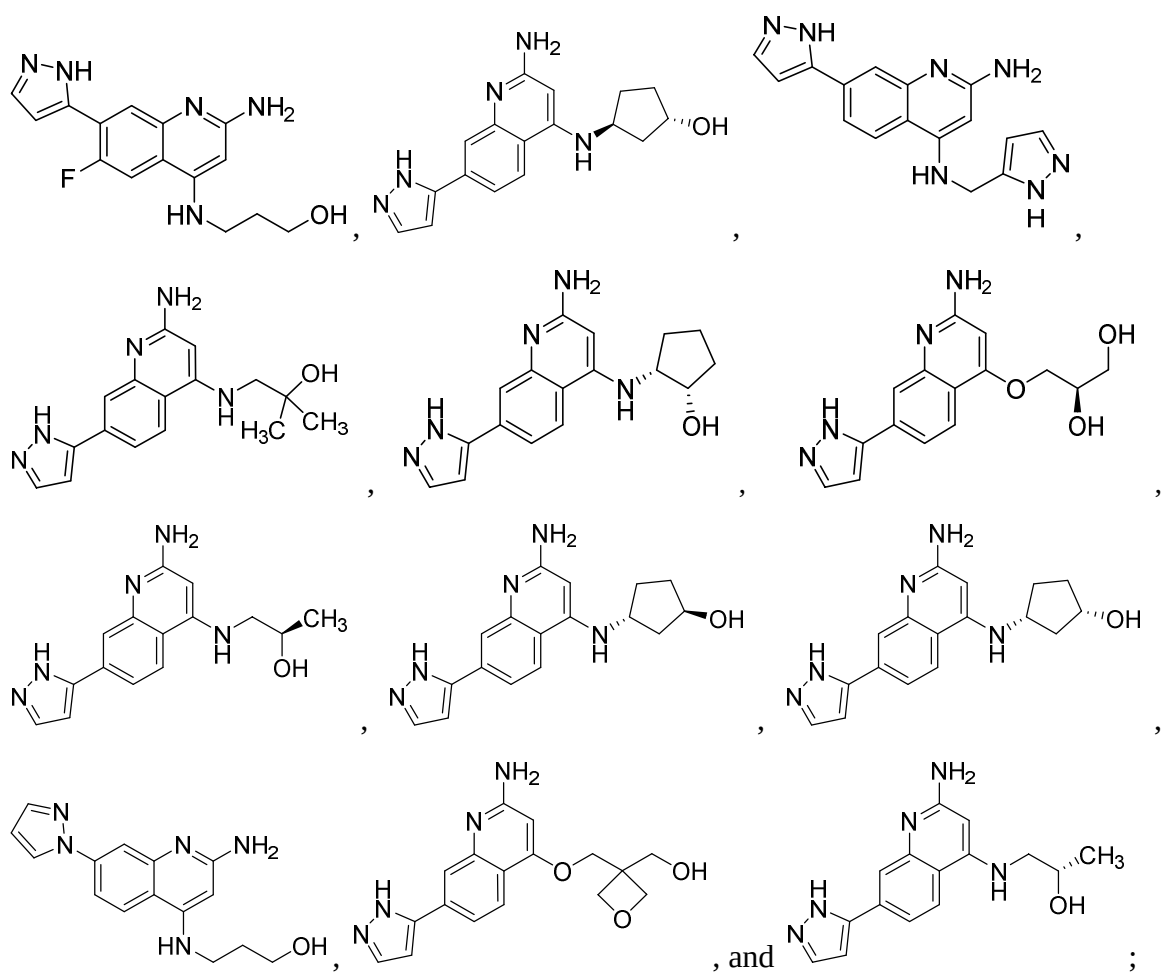


R³ is ; and

R⁴ is independently H or F.

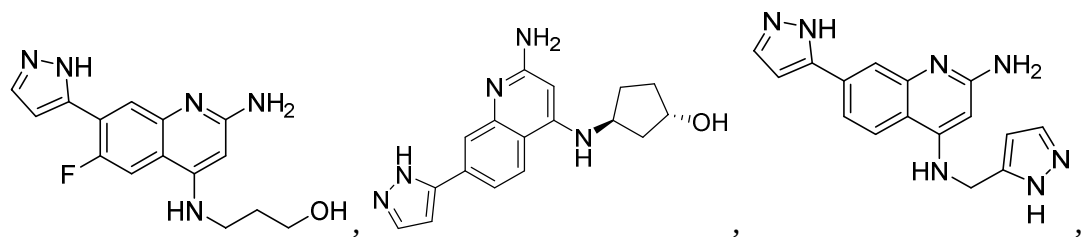
413. A compound according to claim 14, wherein the compound is selected from:

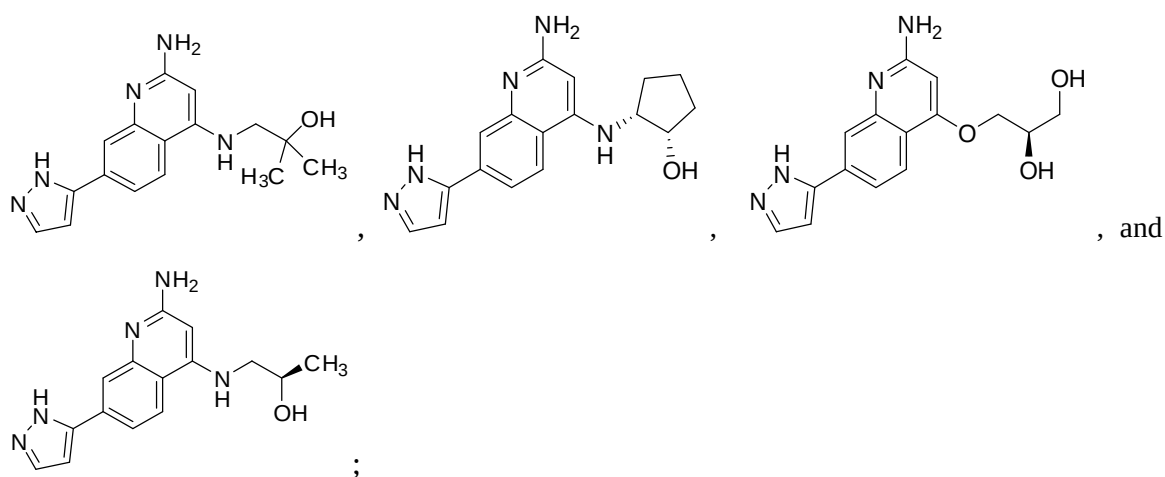




or a pharmaceutically acceptable salt thereof.

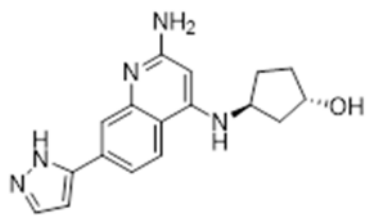
615. A compound according to claim 413, wherein the compound is selected from:





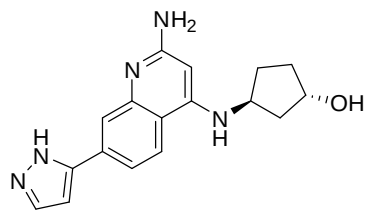
or a pharmaceutically acceptable salt thereof.

7. A compound according to claim 1, wherein the compound is:



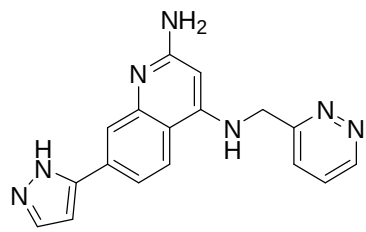
or a pharmaceutically acceptable salt thereof.

8. A compound according to claim 1, wherein the compound is:



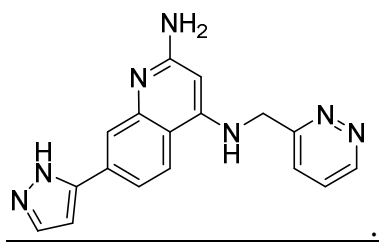
10

9. A compound according to claim 1, wherein the compound is:



or a pharmaceutically acceptable salt thereof.

10. A compound according to claim 1, wherein the compound is:



1146. A pharmaceutical composition comprising a compound or a pharmaceutically acceptable salt, or a stereoisomer thereof as claimed in any one of claims 1 to 1045 and one or more pharmaceutically acceptable excipients.

10 1247. A compound or a pharmaceutically acceptable salt, or a stereoisomer thereof according to anyone of claims 1 to 1045, or a pharmaceutical composition according to claim 1146, for use as a ~~medicament~~ in the treatment of cancer.

1348. Use of a compound or a pharmaceutically acceptable salt, or a stereoisomer thereof as claimed in any one of claims 1 to 1045, or a pharmaceutical composition as claimed in claim 1146 ~~for use in the~~ manufacture of a medicament for the treatment of cancer.

20 1449. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or ~~the~~ a pharmaceutical composition for use according to claim 12, or the use according to claim 1348, wherein the cancer is selected from acute myeloid leukemia, adrenocortical carcinoma, Kaposi sarcoma, lymphoma, anal cancer, appendix cancer, teratoid/rhabdoid tumor, basal cell carcinoma, bile duct cancer, bladder cancer, bone cancer, brain cancer, breast cancer, bronchial tumor, carcinoid tumor, cardiac tumor, cervical cancer, chordoma, chronic lymphocytic leukemia, chronic myeloproliferative neoplasm, colon cancer, colorectal cancer, craniopharyngioma, ~~bile duct cancer~~, endometrial cancer, ependymoma, esophageal cancer, esthesioneuroblastoma, Ewing sarcoma, eye cancer, fallopian tube cancer, gallbladder cancer, gastrointestinal carcinoid tumor, gastrointestinal stromal tumor, germ cell tumor, hairy cell leukemia, head and neck cancer, heart cancer, liver cancer, hypopharyngeal cancer, pancreatic cancer, kidney cancer, laryngeal cancer, chronic myelogenous leukemia, lip and oral cavity cancer, lung cancer, melanoma,

Merkel cell carcinoma, mesothelioma, mouth cancer, oral cancer, osteosarcoma, ovarian cancer, penile cancer, pharyngeal cancer, prostate cancer, rectal cancer, salivary gland cancer, skin cancer, small intestine cancer, soft tissue sarcoma, testicular cancer, throat cancer, thyroid cancer, urethral cancer, uterine cancer, vaginal cancer, and vulvar cancer.

1520. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or thea pharmaceutical composition for use according to claim 12 or claim 14, or the use according to claim 13 or claim 14~~18 or claim 19~~, wherein the cancer is a refractory cancer.

10

1624. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or thea pharmaceutical composition for use according to claim 12,18 or the use according to claim 13, wherein the cancer is selected from breast cancer, colon cancer, rectal cancer, colorectal cancer, pancreatic cancer, and prostate cancer.

1722. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or thea pharmaceutical composition for use according to claim 12,18 or the use according to claim 13, wherein the cancer is selected from hormone receptor positive breast cancer, microsatellite stable colon or rectal cancer, pancreatic cancer and prostate cancer.

20

1823. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or thea pharmaceutical composition for use according to any one of claims 12, and 14-17~~18 to 22~~ or the use of claims 13-17, wherein the ~~compound~~ compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or the pharmaceutical composition is to be administered in combination with one or more additional cancer therapies; or one or more additional therapeutic agent.

1924. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or thea pharmaceutical composition for use or the use according to claim 1823, wherein the one or more additional cancer therapies comprise surgery, radiotherapy, chemotherapy, toxin therapy, immunotherapy, cryotherapy or gene therapy, or a combination thereof.

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20. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or the pharmaceutical composition for use or the use according to claim 18, wherein the additional cancer therapy or additional therapeutic agent comprises one or more agents selected from cisplatin, carboplatin, mechlorethamine, cyclophosphamide, chlorambucil, ifosfamide, oxaliplatin; azathioprine, mercaptopurine, Vincristine, Vinblastine, Vinorelbine, Vindesine, Taxol, Paclitaxel, Docetaxel; irinotecan, topotecan, amsacrine, etoposide, etoposide phosphate, teniposide, actinomycin, anthracyclines, doxorubicin, daunorubicin, valrubicin, idarubicin, epirubicin, bleomycin, plicamycin, mitomycin, leuprolidine, goserelin, triptorelin, histrelin, bicalutamide, flutamide, nilutamide, Abciximab, Adalimumab, Alemtuzumab, Atlizumab, Basiliximab, Belimumab, Bevacizumab, Brentuximab vedotin, Canakinumab, Cetuximab, Certolizumab pegol, Daclizumab, Denosumab, Eculizumab, Efalizumab, Gemtuzumab, Golimumab, Ibritumomab tiuxetan, Infliximab, Ipilimumab, Muromonab-CD3, Natalizumab, Ofatumumab, Omalizumab, Palivizumab, Panitumumab, Ranibizumab, Rituximab, Tocilizumab, Tositumomab, Trastuzumab, interleukin-2 (IL-2), indoleamine 2,3-dioxygenase (IDO), IL-10, transforming growth factor- β (TGF β), CD39, CD73 Adenosine-CD39-CD73, and CXCR4-CXCL12.
- 20 2125. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or ~~thea~~ pharmaceutical composition for use or the use according to claim 1824, wherein the additional cancer therapy or additional therapeutic agent comprises one or more agents selected from nivolumab, pembrolizumab, PDR001, MEDI-0680, cemiplimab, JS001, BGB-A317, INCSHR1210, TSR-042, GLS-010, AM-0001, STI-1110, AGEN2034, MGD013, IBI308, BMS-936559, atezolizumab, durvalumab, avelumab, STI-1014, CX-072, LY3300054, CK-301, urelumab, PF-05082566, MEDI6469, TRX518, varlilumab, CP-870893, BMS-986016, MGA271, lirilumab, IPH2201, emactuzumab, INCB024360, galunisertib, ulocuplumab, BKT140, Bavituximab, CC-90002, bevacizumab, MNRP1685A, ipilimumab, MK-1308, AGEN-1884, and tremelimumab.

2226. The compound or a pharmaceutically acceptable salt, or a stereoisomer thereof or thea pharmaceutical composition for use or the use according to claim 1823, wherein the additional cancer therapy or additional therapeutic agent comprises one or more agents selected from nivolumab, ipilimumab, pembrolizumab, atezolizumab, durvalumab and avelumab.