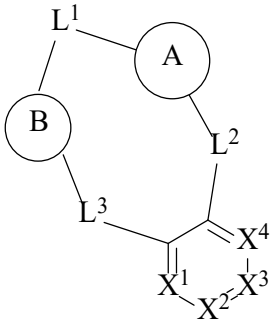
CLAIMS

We claim:

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



Formula (I)

wherein,

ring A is C_3-C_7cycloalkyl, 4- to 12-membered heterocycloalkyl, phenyl, or 5- to 10-membered heteroaryl, each of which is optionally substituted with one or more R^a;

ring B is phenyl, 5- to 10-membered heteroaryl, C_3-C_{12}cycloalkyl, or 5- to 12-membered heterocycloalkyl, each of which is optionally substituted with one or more R^b;

L^1 is a bond or a linker moiety connecting ring A and ring B, wherein the linker moiety comprises a linear sequence ranging from 1 to 20 non-hydrogen atoms, optionally substituted with one or more R^c;

L^2 is a bond, -O-, -S-, -N(R^8)-, -N(R^8)CO-, -CON(R^8)-, C_1-C_6alkylene, or C_1-C_6heteroalkylene, wherein the alkylene and heteroalkylene is optionally substituted with one or more R;

L^3 is a bond, -O-, -S-, -N(R^8)CO-, -CON(R^8)-, -N(R^8)-, C_1-C_6alkylene, or C_1-C_6heteroalkylene, wherein the alkylene and heteroalkylene is optionally substituted with one or more R;

X^1 is N or CR^1;

X^2 is N or CR^2;

X^3 is N or CR^3;

X^4 is N or CR^4;

R^1, R^2 and R^4 are each independently selected from hydrogen, -CN, -OH, -SH, halogen, amino, C_1-C_6alkyl, C_1-C_6alkoxyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl and C_2-C_6alkynyl, wherein the alkyl, alkoxyl, heteroalkyl, alkenyl and alkynyl are each optionally substituted with one or more R^6;

each R^6 is independently selected from halogen, -CN, -NO_2, -OH, oxo, -OR^7, -OC(=O)R^7, -OC(=O)OR^7, -OC(=O)NR^8R^8, -SH, -SR^7, -S(=O)R^7, -$S(=O)_2R^7$, -$S(=O)_2NR^8R^8$, -S(=O)(=NR^8)R^7, -NR^8R^8, -NR^8C(=O)NR^8R^8, -NR^8C(=O)R^8, -NR^8C(=O)OR^7, -$NR^8S(=O)_2R^7$, -N=S(=O)$(R^7)_2$, -C(=O)R^7, -C(=O)OR^8, -C(=O)NR^8R^8, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6aminoalkyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl, and C_2-C_6alkynyl;

R^3 is -CN or a group -Z-R^5;

or R^4 and R^3 are taken together to form a cycloalkyl, heterocycloalkyl, aryl, or heteroaryl, each of which is optionally substituted with -Z-R^5 and one or more R^d;

or R^3 and R^2 are taken together to form a cycloalkyl, heterocycloalkyl, aryl, or heteroaryl, each of which is optionally substituted with -Z-R^5 and one or more R^d;

or R^2 and R^1 are taken together to form a cycloalkyl, heterocycloalkyl, aryl, or heteroaryl, each of which is optionally substituted with one or more R^d;

Z is a bond, C_1-C_8alkylene, C_1-C_8heteroalkylene, -NR^8-, -S(=O)C_0-C_6alkylene-, -NR^8SO_2-(C_0-C_6alkylene)-, -SO_2NR^8-(C_0-C_6alkylene)-, -$NR^8SO_2NR^8$-, - $NR^8SO_2NR^8C$(=O)O-, -(C_0-C_6alkylene)-S(=O)(=NH)-, -(C_0-C_6alkylene)-NR^8-S(=O)(=NH)-, -(C_0-C_6alkylene)-S-, -(C_0-C_6alkylene)-S(=O)-, -(C_0-C_6alkylene)-SO_2-, -O-, -P(=O)-, -$P(=O)_2$-, -P(=O)(OR^8)-, -(C=O)-, -(C=O)NR^8-, or -NR^8(C=O)-, wherein the alkylene or heteroalkylene is optionally substituted with one or more R;

R^5 is selected from the group consisting of hydrogen, halogen, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6aminoalkyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, cycloalkyl, heterocycloalkyl, aryl, and heteroaryl, wherein the alkyl, haloalkyl, hydroxyalkyl, aminoalkyl, heteroalkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, aryl, or heteroaryl is optionally substituted with one or more R^e; or

the group -Z-R^5 is -N=S(=O)-(R^5)$_2$, wherein the two R^5 can alternatively combine with the sulfur atom to which they are attached to form a heterocycloalkyl, which is optionally substituted with one or more R^e;

R^a, R^b, R^c, and R^d are each independently selected from halogen, oxo, -CN, -NO_2, -OH, -OR^7, -OC(=O)R^7, -OC(=O)OR^7, -OC(=O)NR^8R^8, -SH, -SR^7, -S(=O)R^7, -$S(=O)_2R^7$, -$S(=O)_2NR^8R^8$, -S(=O)(=NR^8)R^7, -NR^8R^8, -NR^8C(=O)NR^8R^8, -NR^8C(=O)R^7, -NR^8C(=O)OR^7, -$NR^8S(=O)_2R^7$, -N=S(=O)(R^7)$_2$, -C(=O)R^7, -C(=O)OR^8, -C(=O)NR^8R^8, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6aminoalkyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, cycloalkyl, and heterocycloalkyl, wherein the alkyl, haloalkyl, hydroxyalkyl, aminoalkyl, heteroalkyl, alkenyl, alkynyl, cycloalkyl, or heterocycloalkyl is optionally substituted with one or more R;

or two R^c are taken together with the atom they are attached to form a cycloalkyl or heterocycloalkyl, each of which is optionally substituted with one or more R;

or two R^c are taken together with the intervening atoms to form a cycloalkyl or heterocycloalkyl, each of which is optionally substituted with one or more R;

or two R^c attached to adjacent atoms are taken together to form a bond;

each R^e is independently selected from halogen, oxo, -CN, -NO_2, OH, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6aminoalkyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, cycloalkyl, heterocycloalkyl, -OR^7, -OC_1-C_4haloalkyl, -CN, -C(=O)R^7, -C(=O)OR^8, -C(=O)N(R^8)$_2$, -C(=NR^8)N(R^8)$_2$, -OC(=O)R^7, -OC(=O)N(R^8)$_2$, -S(=O)(=NR^8)R^7, -NR^8R^8, -OC_2-C_6alkylene)N(R^8)$_2$, -OC_2-C_6alkyleneOR^8, -SH, -SR^7, -S(=O)R^7, -$S(=O)_2R^7$, -$S(=O)_2$N(R^8)2, -N(R^8)C(=O)R^7, -NR^8C(=O)OR^7, -N(R^8)C(=O)N(R^8)$_2$, -N(R^8)C(=NR^8)N(R^8)$_2$, -N=S(=O)(R^7)$_2$, -

$N(R^8)S(=O)_2R^7$, $-N(R^8)S(=O)_2N(R^8)_2$, $-NR^8C_2$-C_6alkyleneN$(R^8)_2$, $-NR^8C_2$-C_6alkyleneOR^8, $-C_1$-C_6alkyleneN$(R^8)_2$, $-C_1$-C_6alkyleneOR^8, $-C_1$-C_6alkyleneN(R^8)C(=O)R^7, $-C_1$-C_6alkyleneOC(=O)R^8, $-C_1$-C_6alkyleneC(=O)N$(R^8)_2$, and $-C_1$-C_6alkyleneC(=O)OR^7, wherein the alkyl, haloalkyl, hydroxyalkyl, aminoalkyl, heteroalkyl, alkenyl, alkynyl, cycloalkyl, or heterocycloalkyl is optionally substituted with one or more R;

R^7 is C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6aminoalkyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, cycloalkyl, or heterocycloalkyl, each of which is optionally substituted with one or more R;

each R^8 is independently hydrogen, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6aminoalkyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, C_1-C_6alkylene(cycloalkyl), or C_1-C_6alkylene(heterocycloalkyl), wherein the alkyl, haloalkyl, hydroxyalkyl, aminoalkyl, heteroalkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, or alkylene is optionally substituted with one or more R; or

two R^8 on the same atom are taken together with the atom to which they are attached to form a heterocycloalkyl optionally substituted with one or more R; and

each R is independently halogen, -CN, -OH, oxo, $-SF_5$, -SH, -S(=O)C_1-C_3alkyl, $-S(=O)_2C_1$-C_3alkyl, $-S(=O)_2NH_2$, $-S(=O)_2NHC_1$-C_3alkyl, $-S(=O)_2N(C_1$-C_3alkyl$)_2$, -S(=O)(=NC_1-C_3alkyl)(C_1-C_3alkyl), $-NH_2$, $-NHC_1$-C_3alkyl, $-N(C_1$-C_3alkyl$)_2$, $-N=S(=O)(C_1$-C_3alkyl$)_2$, -C(=O)C_1-C_3alkyl, -C(=O)OH, -C(=O)OC_1-C_3alkyl, $-C(=O)NH_2$, $-C(=O)NHC_1$-C_3alkyl, $-C(=O)N(C_1$-C_3alkyl$)_2$, $-P(=O)(C_1$-C_3alkyl$)_2$, C_1-C_3alkyl, C_1-C_3alkoxy, C_1-C_3haloalkyl, C_1-C_3haloalkoxy, C_1-C_3hydroxyalkyl, C_1-C_3aminoalkyl, C_1-C_3heteroalkyl, or C_3-C_6cycloalkyl.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein L^1 is C_1-C_6alkylene or C_1-C_6heteroalkylene, each of which is optionally substituted with one or more R^c, wherein:

each R^c is independently selected from halogen, oxo, -OH, -OR^7, C_1-C_6haloalkyl, C_1-C_6alkyl, and cycloalkyl, wherein the alkyl or cycloalkyl is optionally substituted with one or more R;

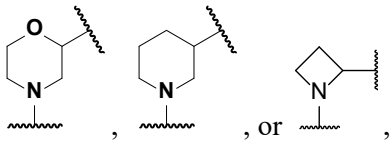
two R^c are taken together with the atom they are attached to form a C_3-C_6 cycloalkyl, which is optionally substituted with one or more R;

two R^c are taken together with the intervening atoms to form a C_3-C_6 cycloalkyl, which is optionally substituted with one or more R; or

two R^c are taken together with the intervening atoms to form a 4- to 6-membered heterocycloalkyl comprising 1 or 2 heteroatoms selected from N and O, which is optionally substituted with one or more R; or

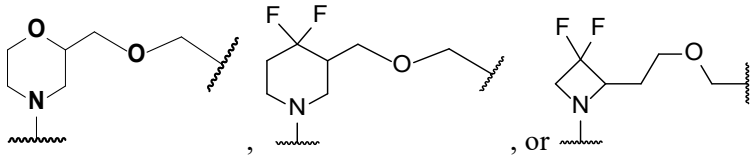
two R^c attached to adjacent atoms are taken together to form a bond.

3. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein two R^c are taken together with the intervening atoms to form



, each of which is optionally substituted with one or more R.

4. The compound of claim 3, or a pharmaceutically acceptable salt thereof, wherein L^1 is

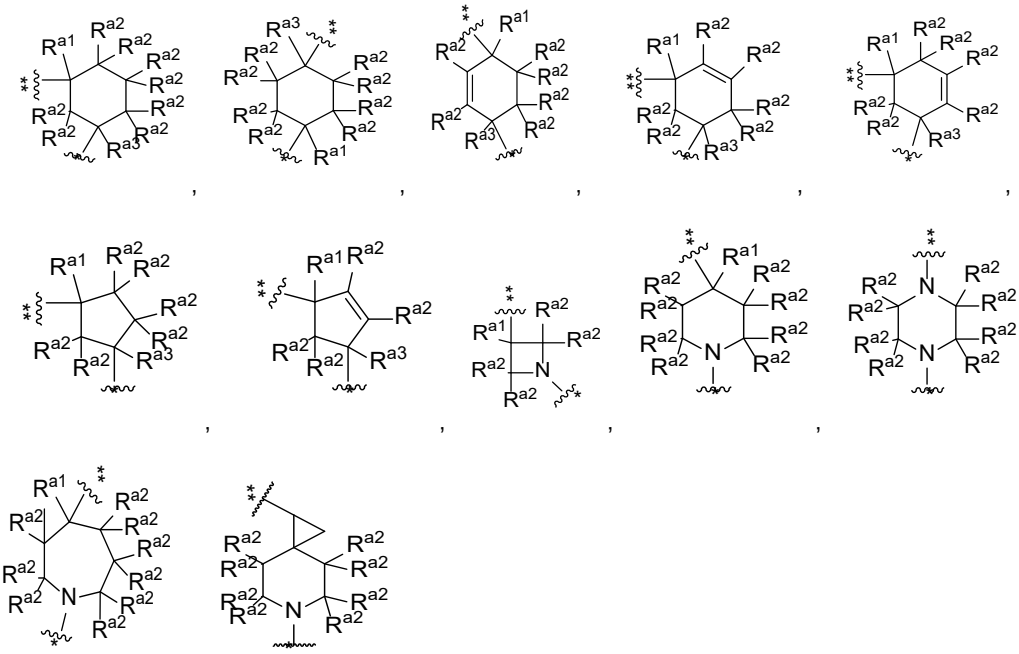


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5. The compound of any one of claims 1 to 4, or a pharmaceutically acceptable salt thereof, wherein L^2 is selected from a bond, -OCH_2-, or -CH_2O-; and L^3 is -NHC(=O)-.

6. The compound of any one of claims 1 to 5, or a pharmaceutically acceptable salt thereof, wherein ring A is C_4-C_7 cycloalkyl, monocyclic 4- to 7-membered heterocycloalkyl, or bicyclic 6- to 10-membered heterocycloalkyl, each of which is optionally substituted with one or more R^a.

7. The compound of any one of claims 1 to 6, or a pharmaceutically acceptable salt thereof, wherein ring A is from the group consisting of:

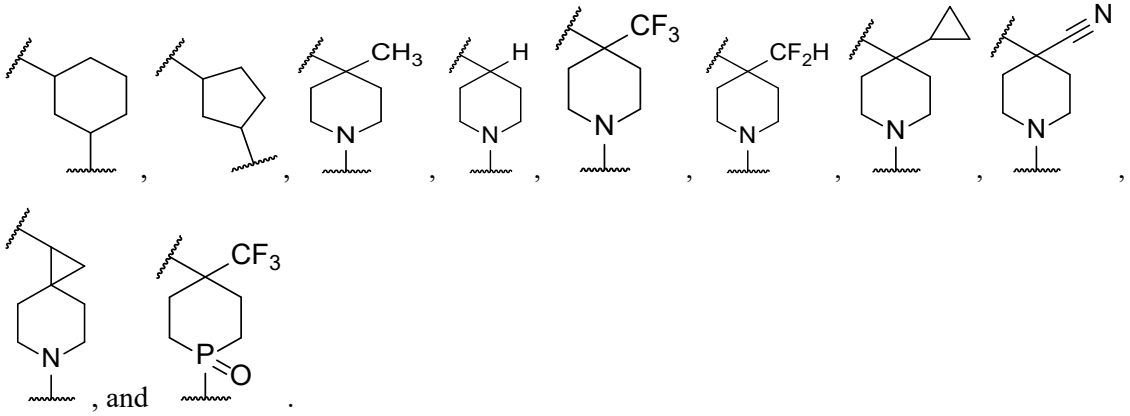


, wherein * indicates the attachment point to L^2, and ** indicates the attachment point to L^1, and wherein,

R^{a1}, R^{a2}, and R^{a3} are each independently selected from hydrogen, halogen, oxo, -CN, -NO_2, -OH, -OR^7, -OC(=O)R^7, -OC(=O)OR^7, -OC(=O)NR^8R^8, -SH, -SR^7, -S(=O)R^7, -$S(=O)_2R^7$, -

$S(=O)_2NR^8R^8$, $-S(=O)(=NR^8)R^7$, $-NR^8R^8$, $-NR^8C(=O)NR^8R^8$, $-NR^8C(=O)R^7$, $-NR^8C(=O)OR^7$, $-NR^8S(=O)_2R^7$, $-N=S(=O)(R^7)_2$, $-C(=O)R^7$, $-C(=O)OR^8$, $-C(=O)NR^8R^8$, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6aminoalkyl, C_1-C_6heteroalkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, 3- to 9-membered cycloalkyl, and 3- to 9-membered heterocycloalkyl, wherein the alkyl, haloalkyl, hydroxyalkyl, aminoalkyl, heteroalkyl, alkenyl, alkynyl, cycloalkyl, or heterocycloalkyl is optionally substituted with one or more R.

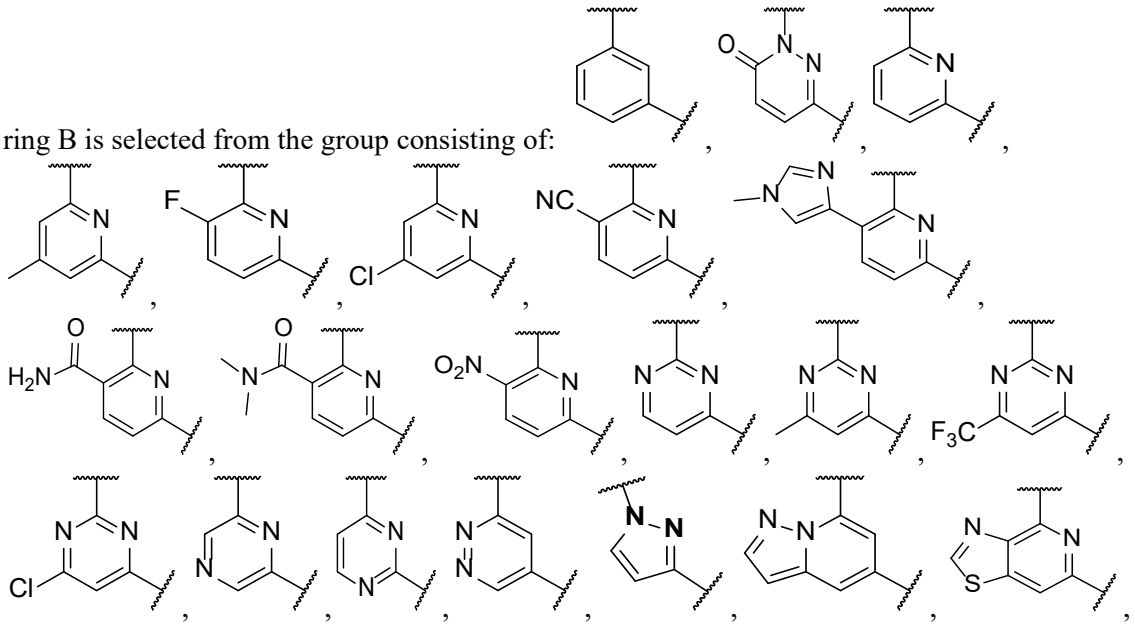
8. The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein ring A is selected from the group consisting of:

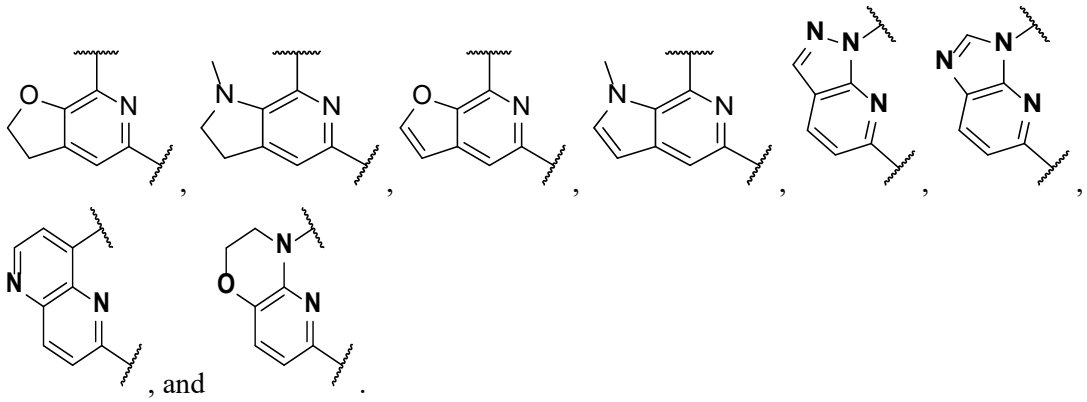


, and .

9. The compound of any one of claims 1 to 8, or a pharmaceutically acceptable salt thereof, wherein ring B is a phenyl, a 5- to 6-membered heteroaryl, or a 9- to 10-membered heterocycloalkyl, each of which is optionally substituted with one or more R^b.

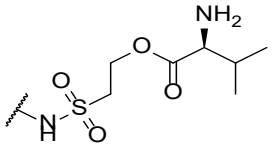
10. The compound of any one of claims 1 to 9, or a pharmaceutically acceptable salt thereof, wherein ring B is selected from the group consisting of:



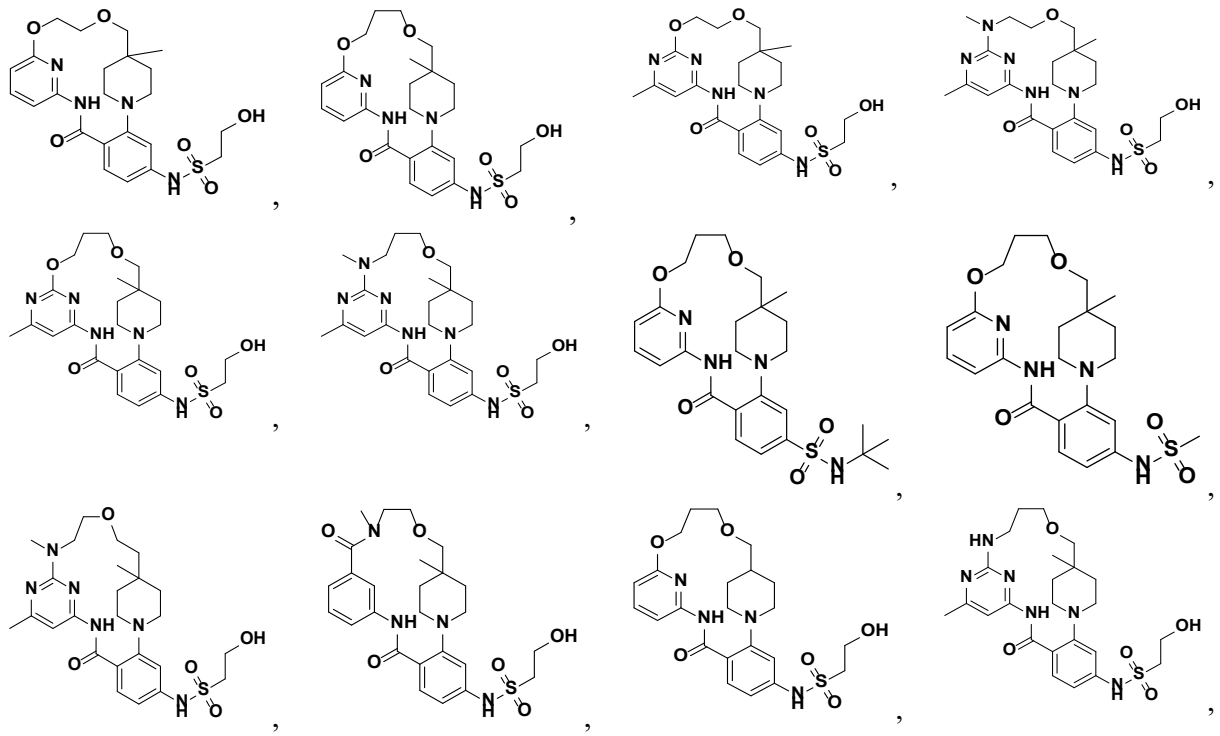


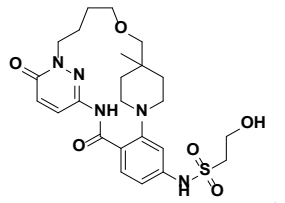
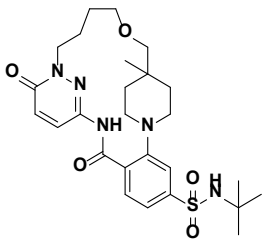
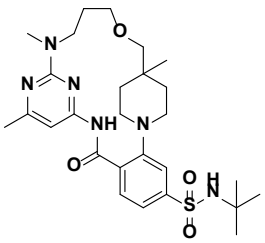
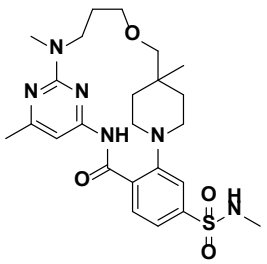
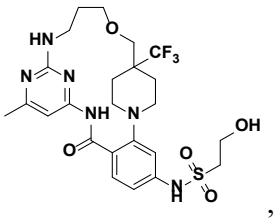
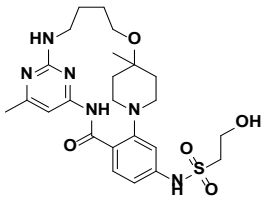
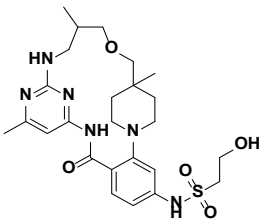
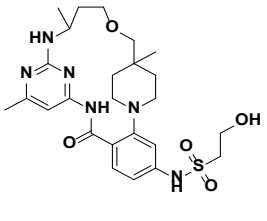
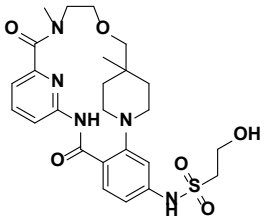
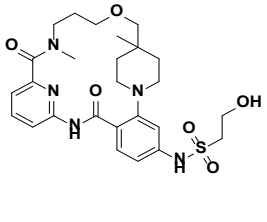
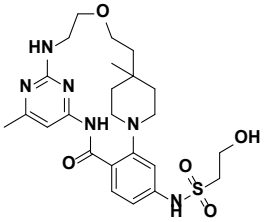
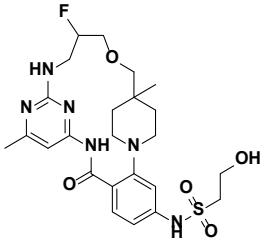
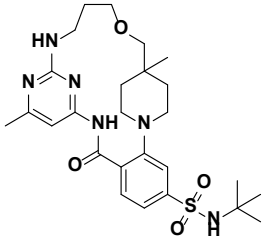
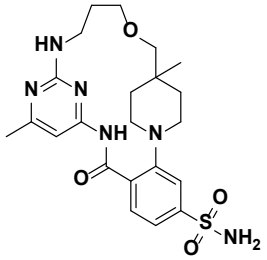
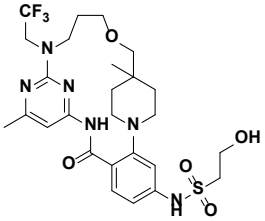
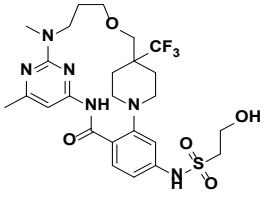
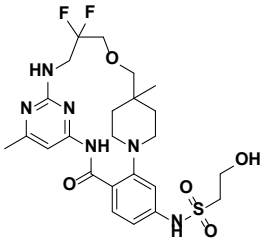
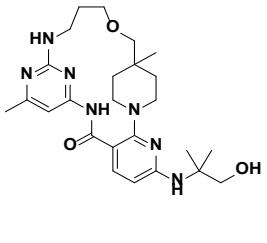
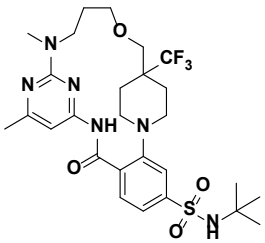
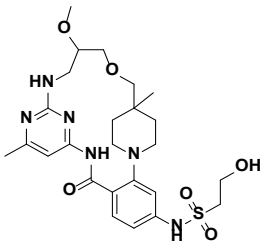
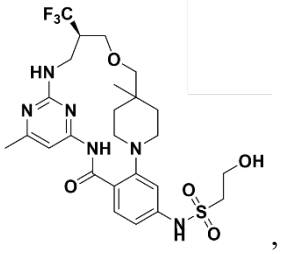
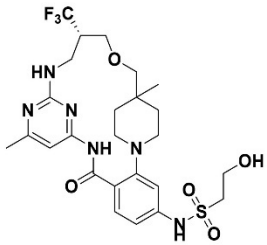
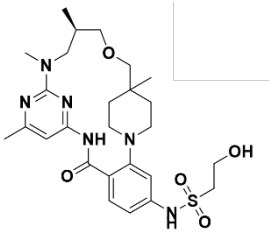
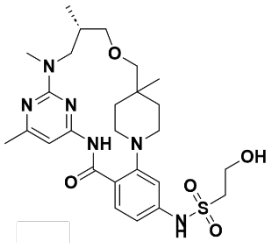
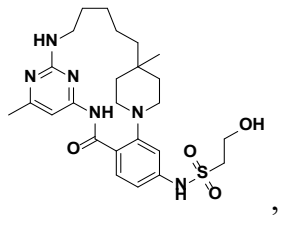
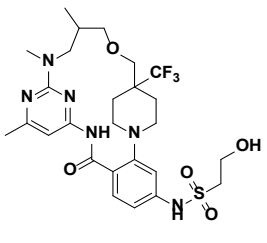
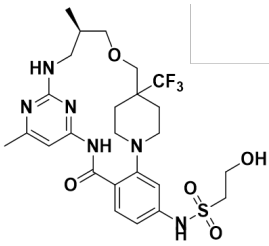
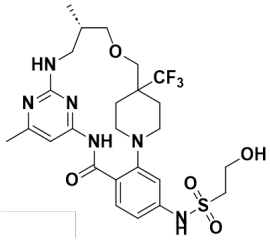
, and .

11. The compound of any one of claims 1-10, or a pharmaceutically acceptable salt thereof, wherein Z is selected from the group consisting of a bond, C_1-C_8alkylene, -NR^8-, -NR^8SO_2-(C_0-C_6alkylene)-, -SO_2NR^8-(C_0-C_6alkylene)-, -$NR^8SO_2NR^8$-, and -(C_0-C_6alkylene)-SO_2-, and wherein R^5 is selected from the group consisting of hydrogen, C_1-C_6alkyl, C_1-C_4haloalkyl, and C_1-C_6hydroxyalkyl.

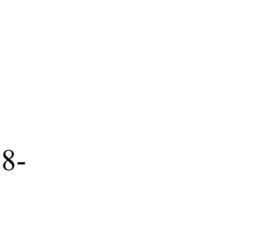
12. The compound of any one of claims 1-10, or a pharmaceutically acceptable salt thereof, wherein -Z-R^5 is selected from the group consisting of: -$NHSO_2CH_2CH_2OH$, -$NHSO_2CH_2CH_3$, -$NHSO_2CH_3$, -$NHC(CH_3)_2CH_2OH$, and  ; or wherein -Z-R^5 is selected from the group consisting of: -$SO_2NHCH_2CH_2OH$, -$SO_2NHC(CH_3)_3$, -SO_2NHCH_3, and -SO_2NH_2.

13. A compound, or a pharmaceutically acceptable salt or stereoisomer thereof, wherein the compound is any one selected from

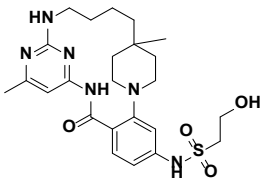
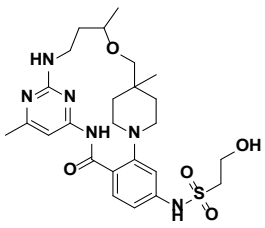
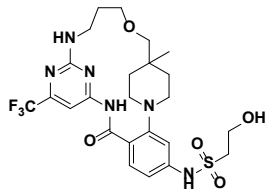
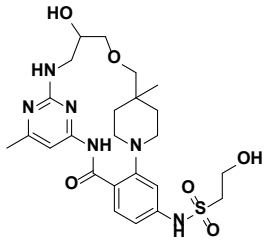
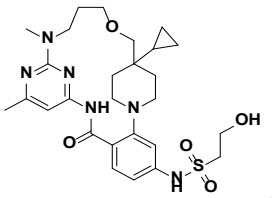
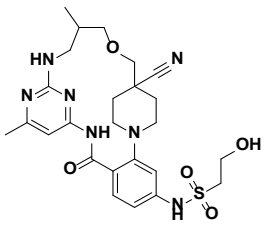
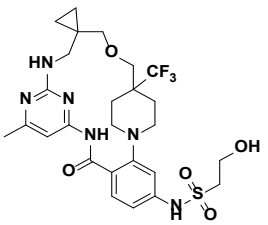
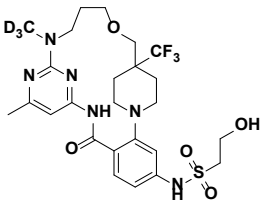
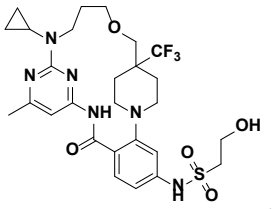
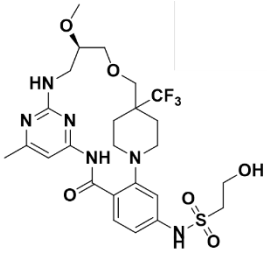
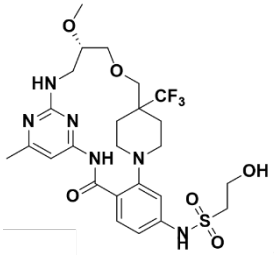
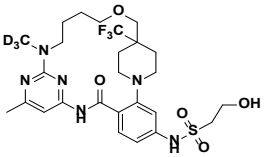
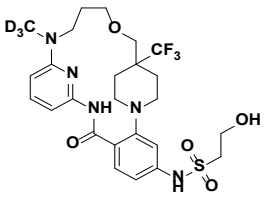
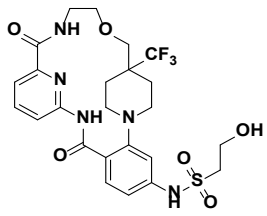
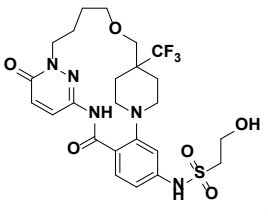
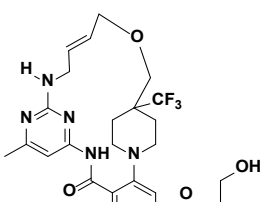
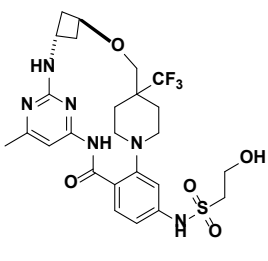
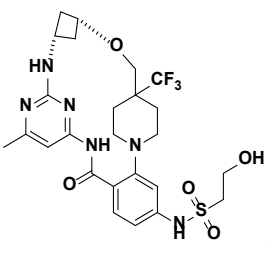
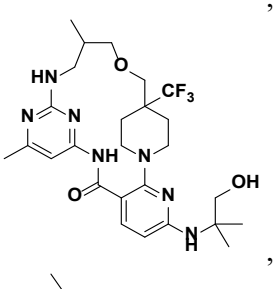
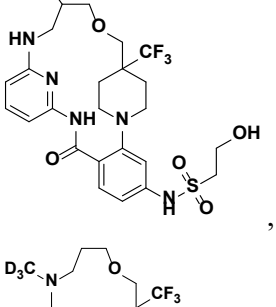
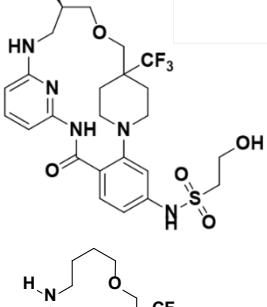
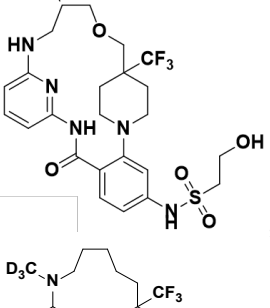
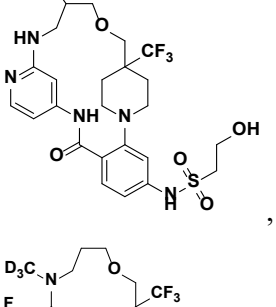
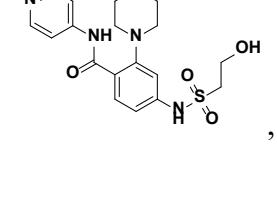
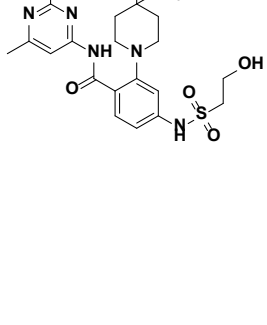
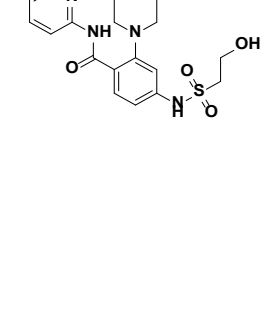
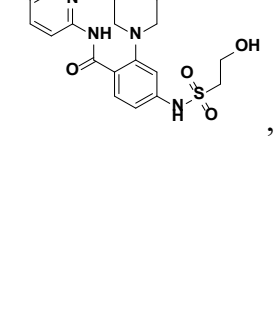



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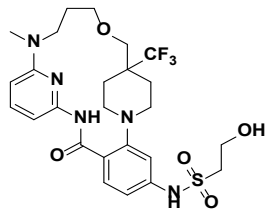
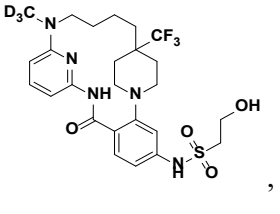
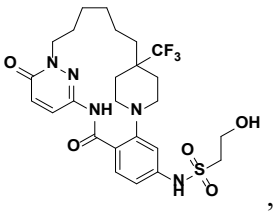
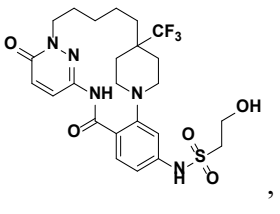
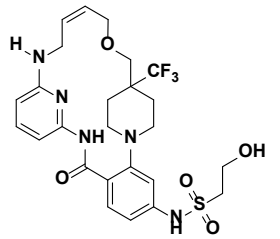
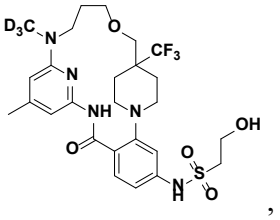
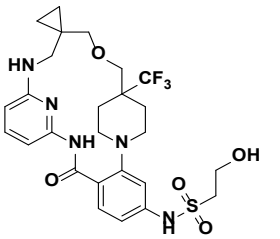
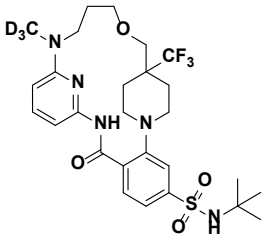
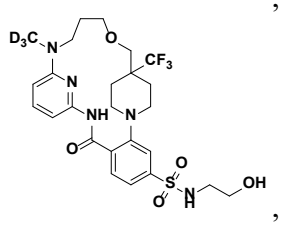
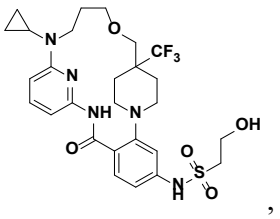
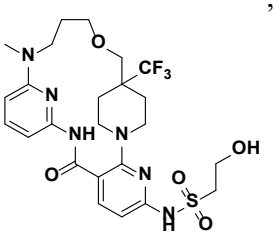
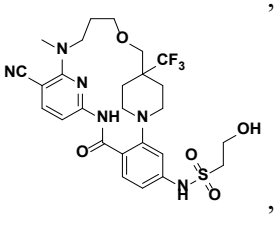
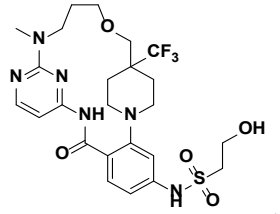
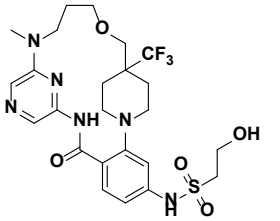
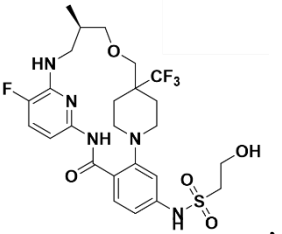
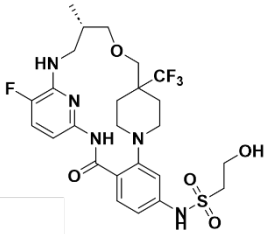
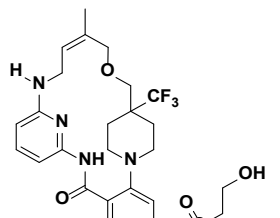
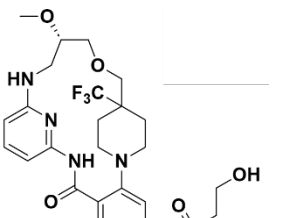
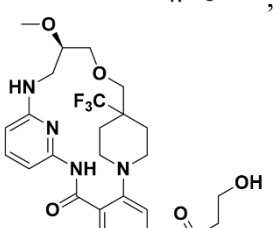
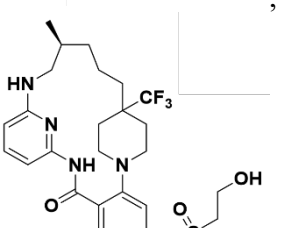
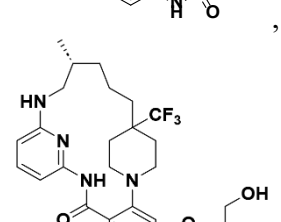
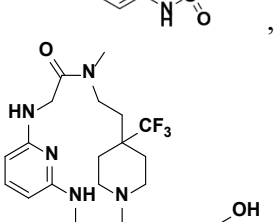
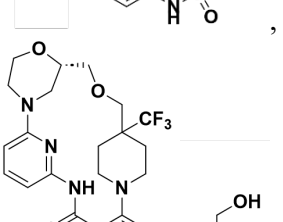
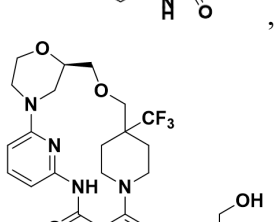
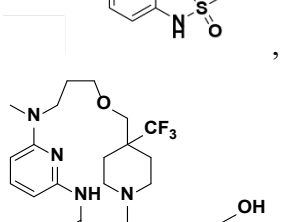
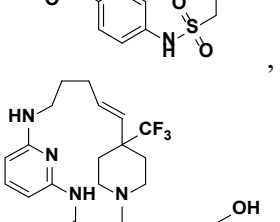
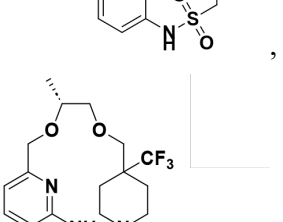
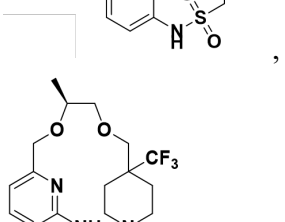
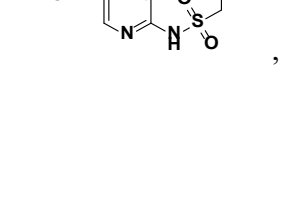
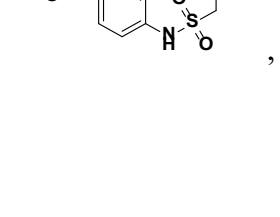
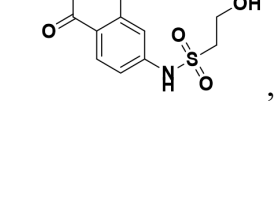
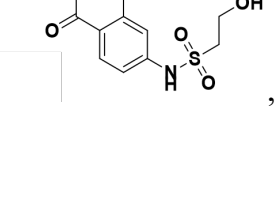

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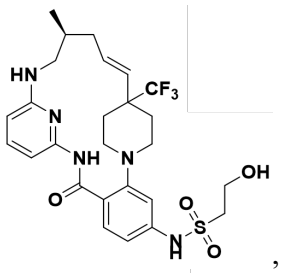
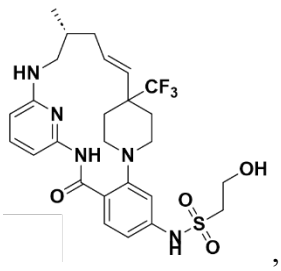
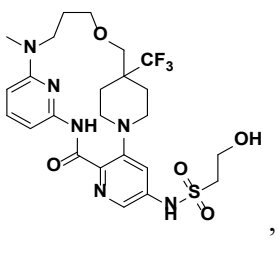
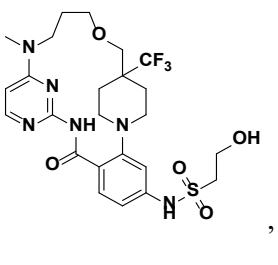
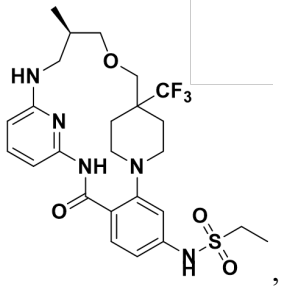
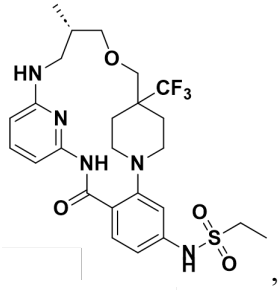
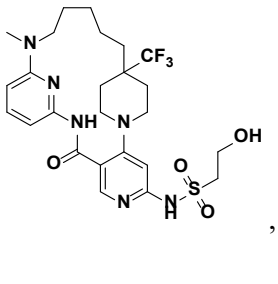
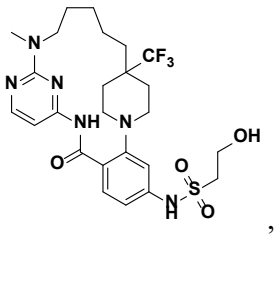
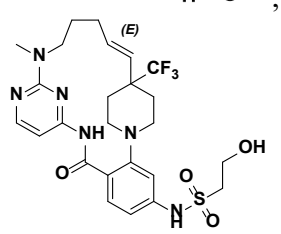
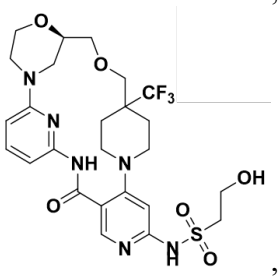
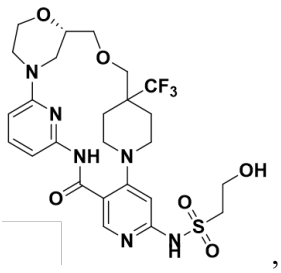
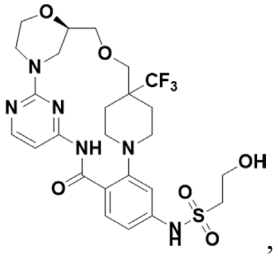
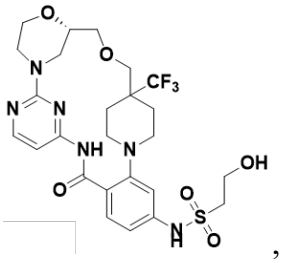
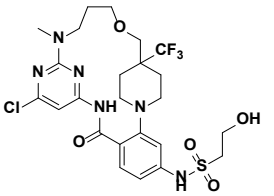
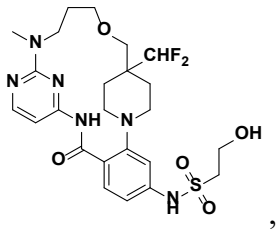
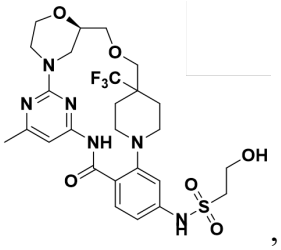
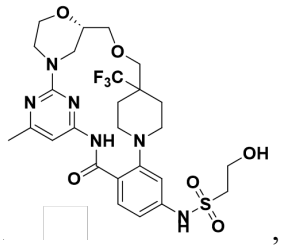
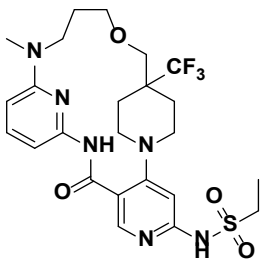
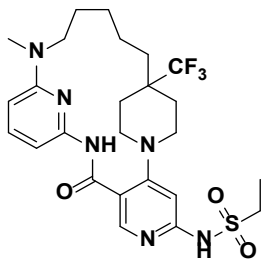
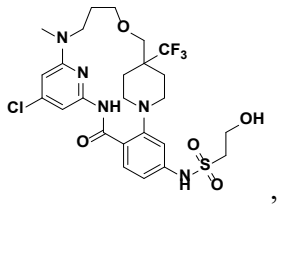
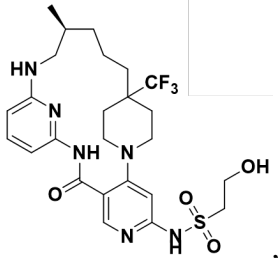
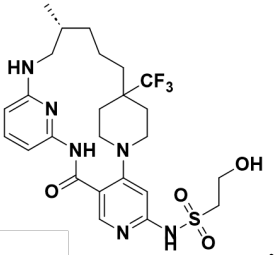
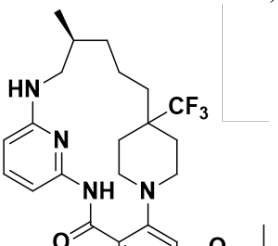
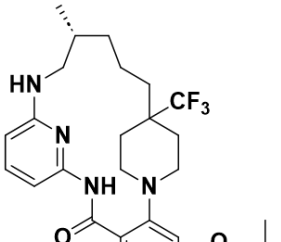
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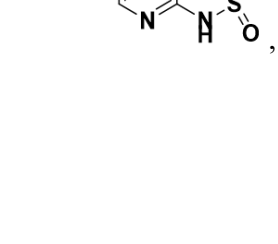
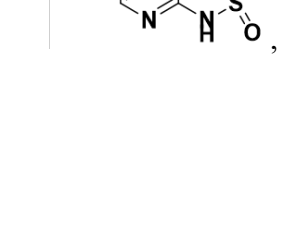
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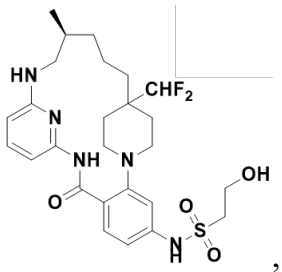
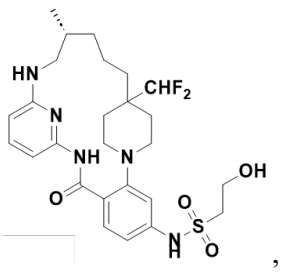
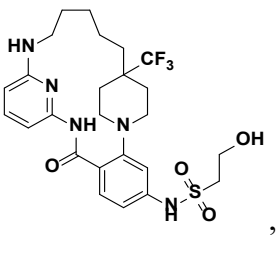
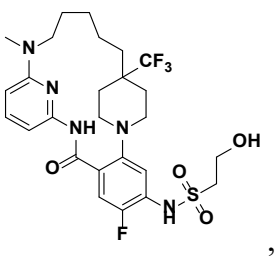
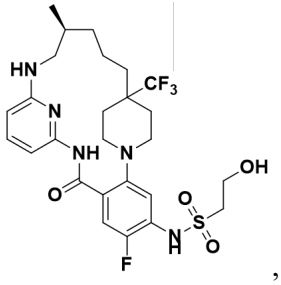
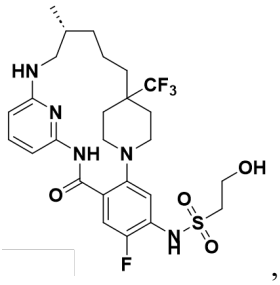
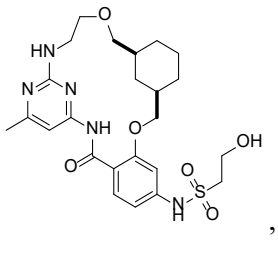
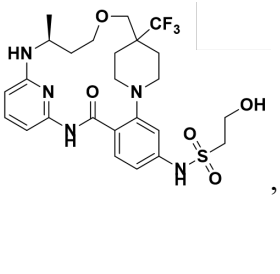
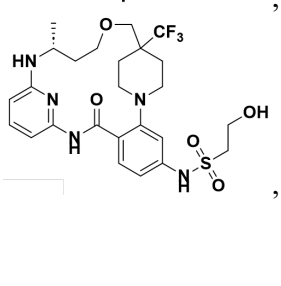
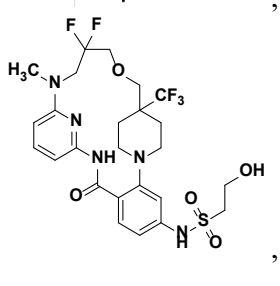
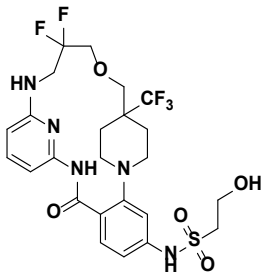
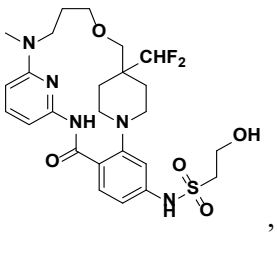
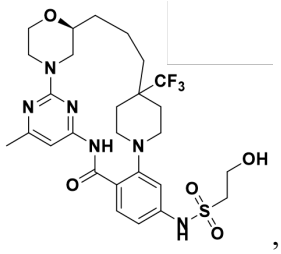
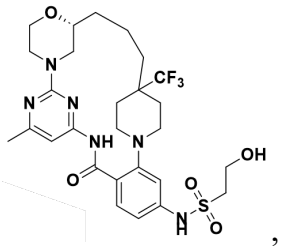
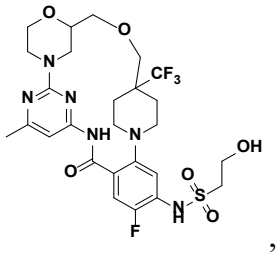
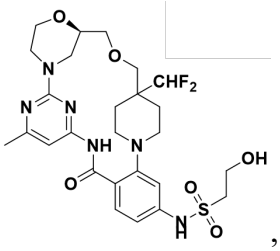
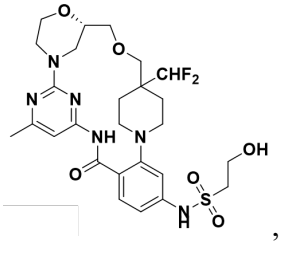
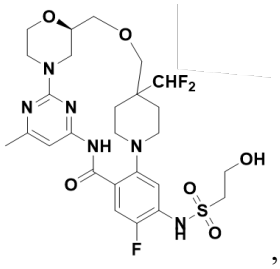
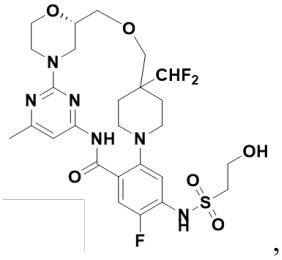
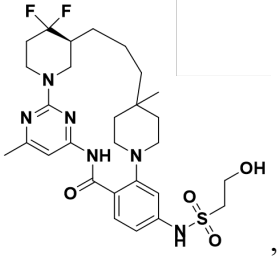
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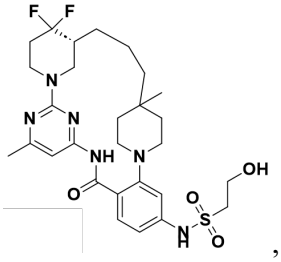
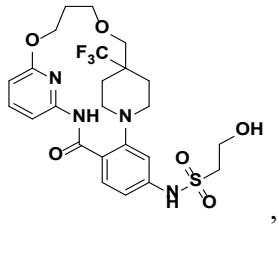
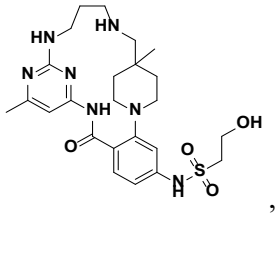
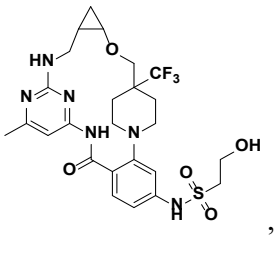
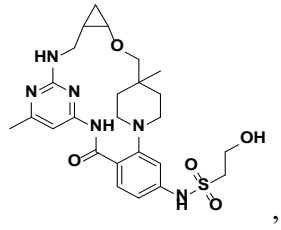
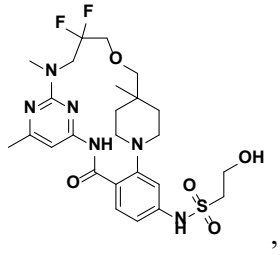
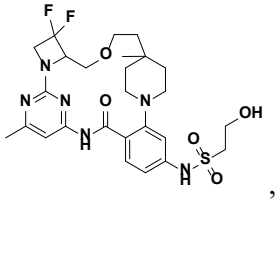
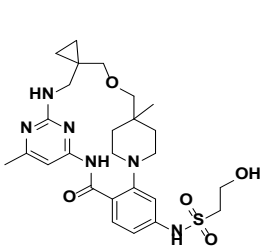
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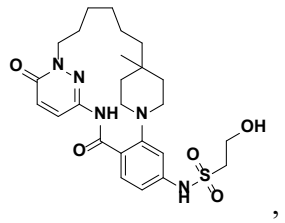
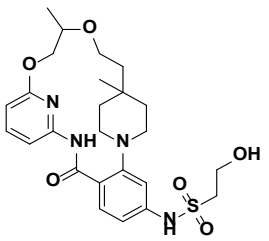
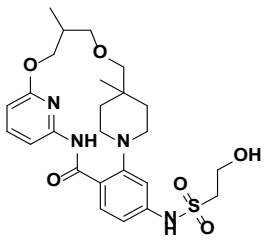
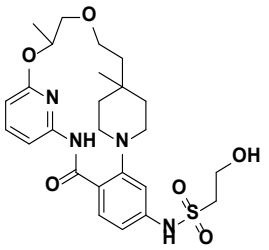
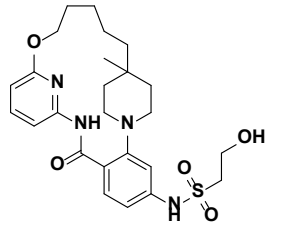
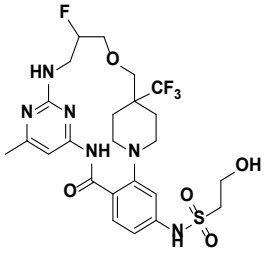
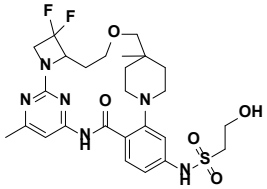
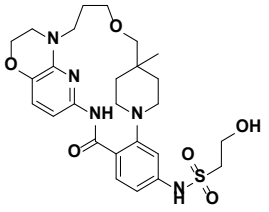
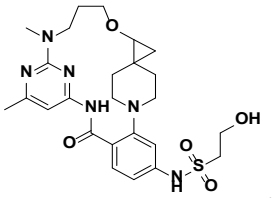
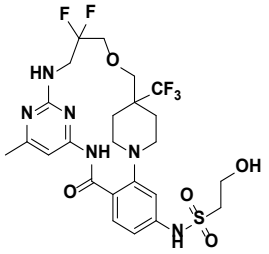
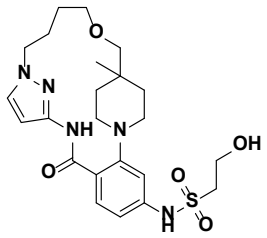
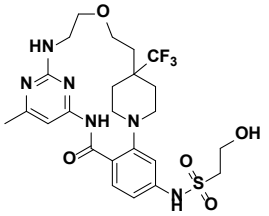
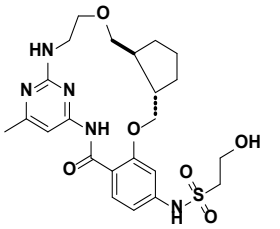
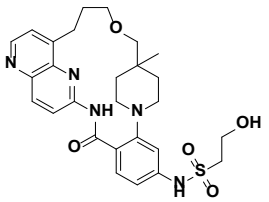
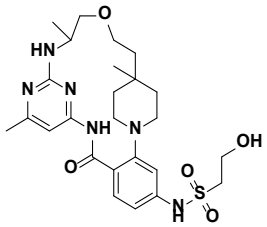
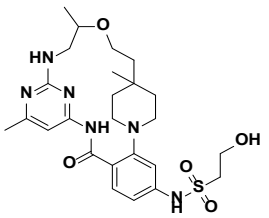
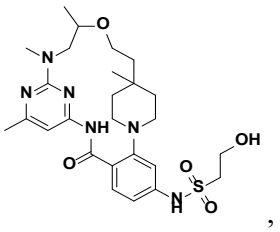
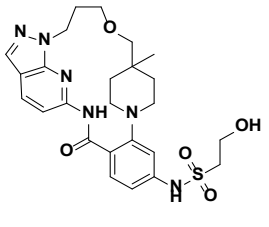
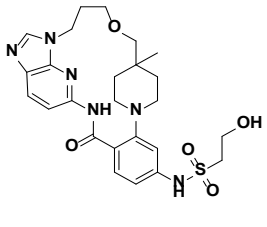
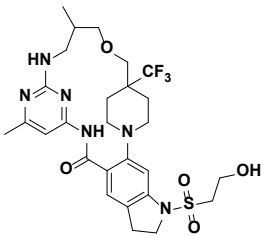
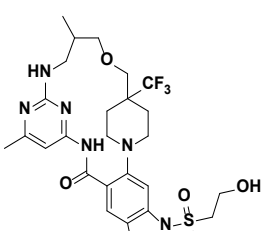
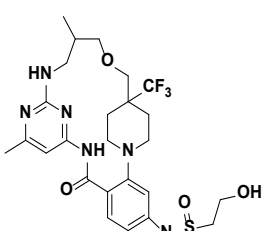
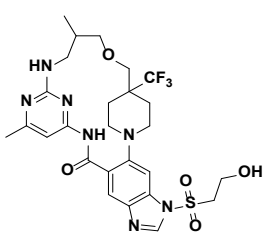
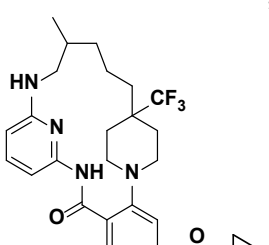
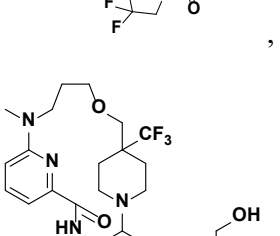
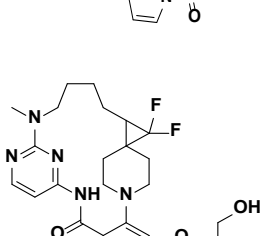
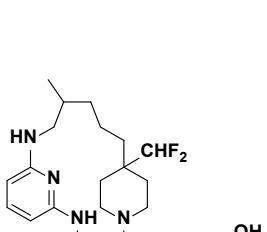
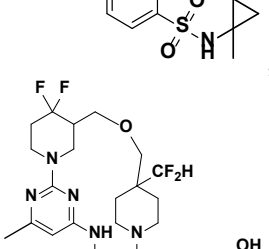
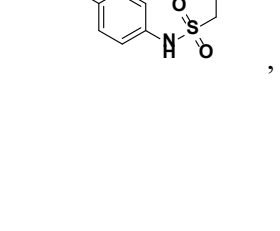
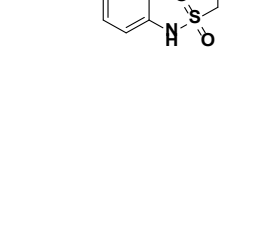
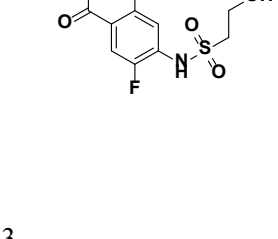
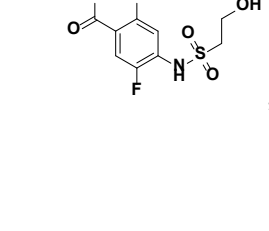

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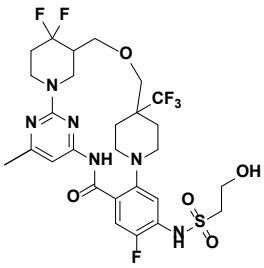
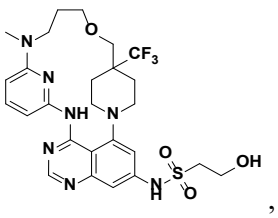
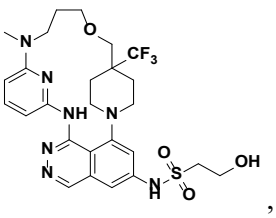
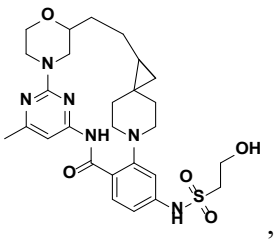
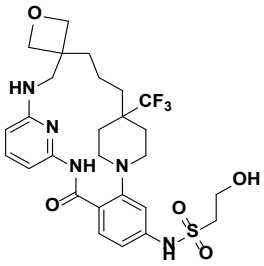
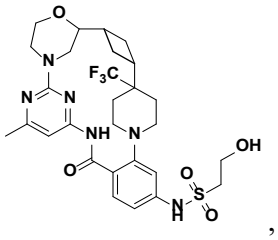
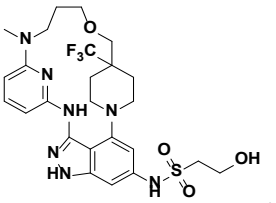
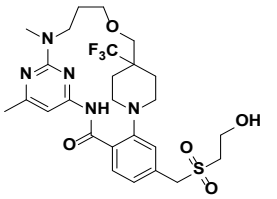
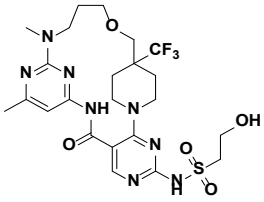
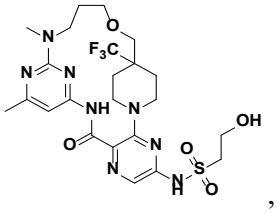
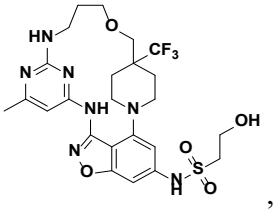
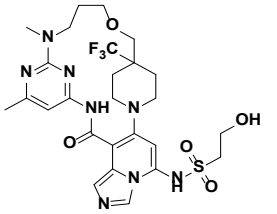
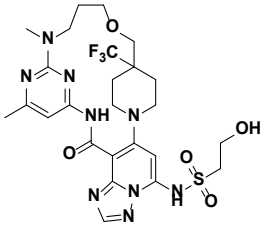
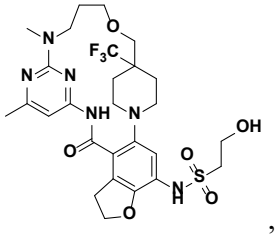
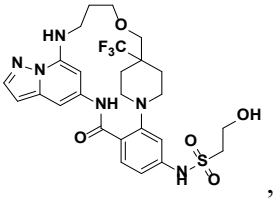
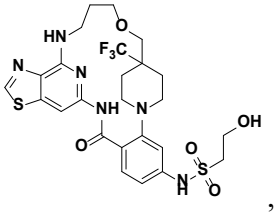
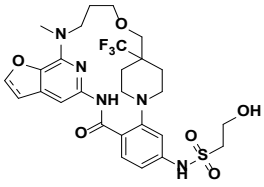
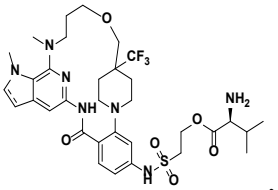
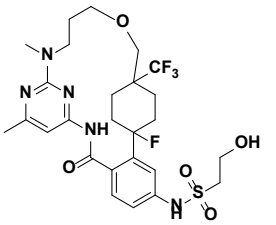
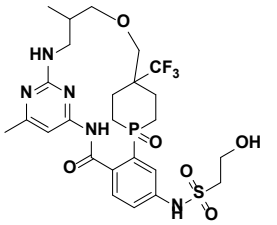
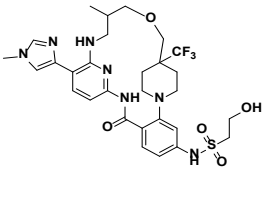
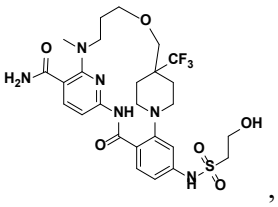
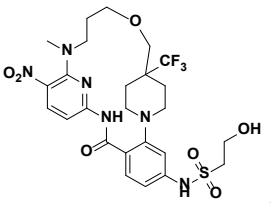
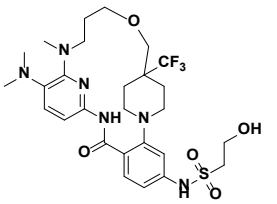
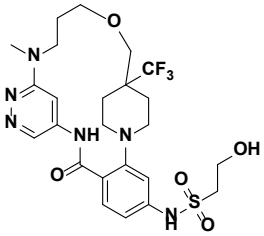
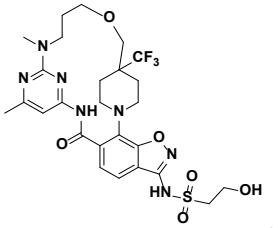
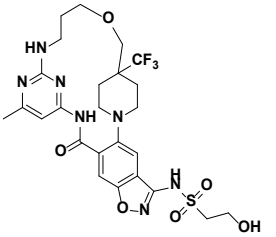
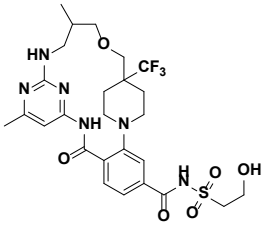
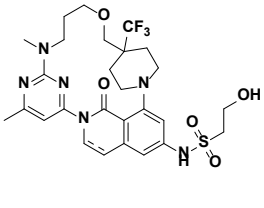
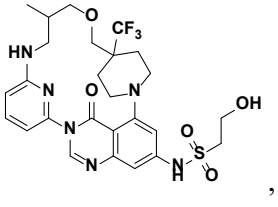
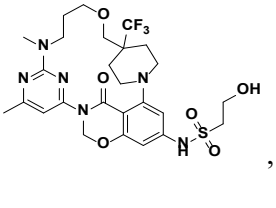
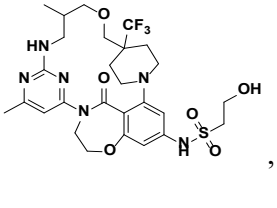
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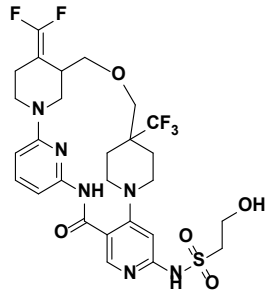
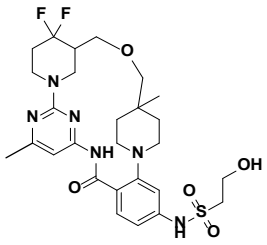
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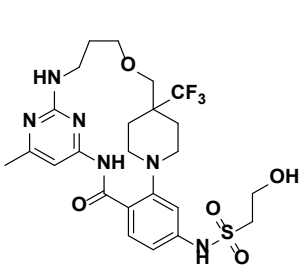
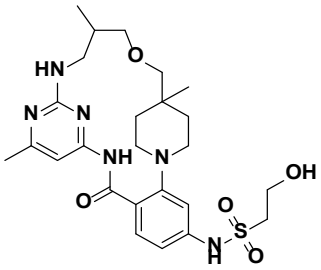
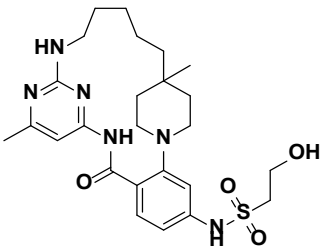
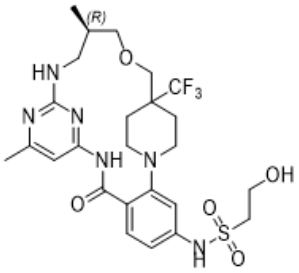
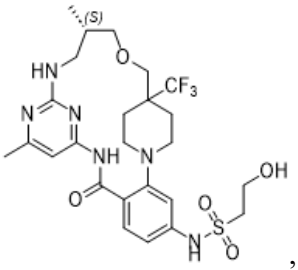
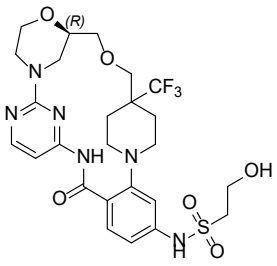
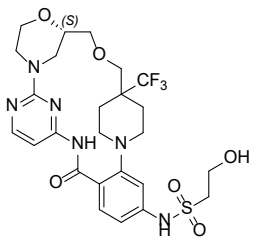
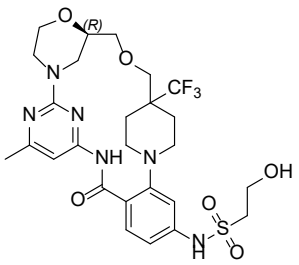
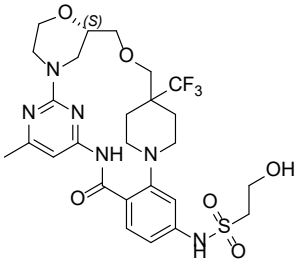
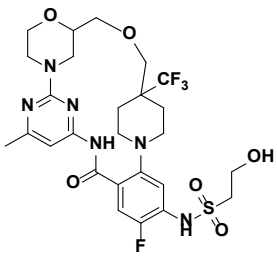
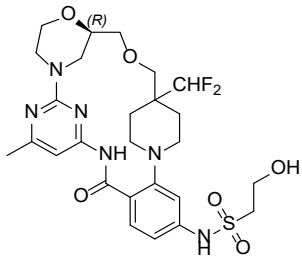
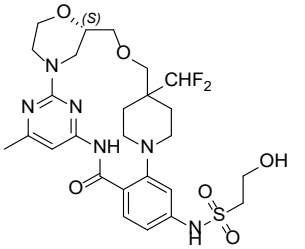
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14. The compound of claim 13, or a pharmaceutically acceptable salt thereof, wherein the compound is , , , , , , , , , , , , or .

15. A pharmaceutical composition comprising a compound of any one of claims 1-14, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable excipient.

16. Use of the compound of any one of claims 1-14, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of claim 15 in the manufacture of a medicament for treating cancer in a mammal in need thereof.