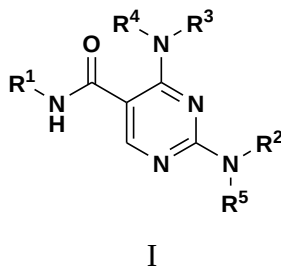


WHAT IS CLAIMED IS:

1. A compound having the following formula (I):



or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein:

R^1 is C_{1-3} alkyl optionally substituted by 0-7 R^{1a} ;

R^{1a} at each occurrence is independently hydrogen, deuterium, F, Cl, Br, CF_3 or CN;

R^2 is $-(CH_2)_r$ -3-14 membered carbocycle, each group substituted with 0-4 R^{2a} ;

R^{2a} at each occurrence is independently hydrogen, =O, halo, OCF_3 , NO_2 , $-(CH_2)_rOR^b$, $-(CH_2)_rSR^b$, $-(CH_2)_rC(O)R^b$, $-(CH_2)_rC(O)OR^b$, $-(CH_2)_rOC(O)R^b$, $-(CH_2)_rNR^{11}R^{11}$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-(CH_2)_rNR^bC(O)R^c$, $-(CH_2)_rNR^bC(O)OR^c$, $NR^bC(O)NR^{11}R^{11}$, $S(O)_pNR^{11}R^{11}$, $NR^bS(O)_pR^c$, $S(O)_pR^c$, C_{1-6} alkyl substituted with 0-3 R^a , C_{1-6} haloalkyl, C_{2-6} alkenyl substituted with 0-3 R^a , C_{2-6} alkynyl substituted with 0-3 R^a , $-(CH_2)_r$ -3-14 membered carbocycle substituted with 0-1 R^a or a $-(CH_2)_r$ -5-7 membered heterocycle comprising carbon atoms or 1-4 heteroatoms selected from N, O and $S(O)_p$ substituted with 0-2 R^a ;

R^3 is C_{3-10} cycloalkyl, C_{6-10} aryl, or a 5-10 membered heterocycle containing 1-4 heteroatoms selected from N, O, and S, each group substituted with 0-4 R^{3a} ;

R^{3a} at each occurrence is independently hydrogen, =O, halo, OCF_3 , CF_3 , CHF_2 , NO_2 , $-(CH_2)_rOR^b$, $-(CH_2)_rSR^b$, $-(CH_2)_rC(O)R^b$, $-(CH_2)_rC(O)OR^b$, $-(CH_2)_rOC(O)R^b$, $-(CH_2)_rNR^{11}R^{11}$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-(CH_2)_rNR^bC(O)R^c$, $-(CH_2)_rNR^bC(O)OR^c$, $NR^bC(O)NR^{11}R^{11}$, $S(O)_pNR^{11}R^{11}$, $NR^bS(O)_pR^c$, $S(O)_pR^c$, C_{1-6} alkyl substituted with 0-3 R^a , C_{2-6} alkenyl substituted with 0-3 R^a , C_{2-6} alkynyl substituted with 0-3 R^a , C_{1-6} haloalkyl, $-(CH_2)_r$ -3-14 membered carbocycle substituted with 0-3 R^a or a $-(CH_2)_r$ -5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$ substituted with 0-3 R^a ;

or two R^{3a}, together with the atoms to which they are attached, combine to form a fused ring wherein said ring is selected from phenyl and a 5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, S or O said fused ring further substituted by R^{a1},

R⁴ and R⁵ are independently hydrogen, or a C₁₋₄ alkyl substituted with 0-1 R^f;

R¹¹ at each occurrence is independently hydrogen, C₁₋₄ alkyl substituted with 0-3 R^f, CF₃, C₃₋₁₀ cycloalkyl substituted with 0-1 R^f, (CH)_r-phenyl substituted with 0-3 R^d, or -(CH₂)_r-5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^d;

R^a and R^{a1} at each occurrence are independently hydrogen, F, Cl, Br, OCF₃, CF₃, CHF₂, CN, NO₂, -(CH₂)_rOR^b, -(CH₂)_rSR^b, -(CH₂)_rC(O)R^b, -(CH₂)_rC(O)OR^b, -(CH₂)_rOC(O)R^b, -(CH₂)_rNR¹¹R¹¹, -(CH₂)_rC(O)NR¹¹R¹¹, -(CH₂)_rNR^bC(O)R^c, -(CH₂)_rNR^bC(O)OR^c, -NR^bC(O)NR¹¹R¹¹, -S(O)_pNR¹¹R¹¹, -NR^bS(O)_pR^c, -S(O)R^c, -S(O)₂R^c, C₁₋₆ alkyl substituted with 0-3 R^f, C₁₋₆ haloalkyl, C₂₋₆ alkenyl substituted with 0-3 R^a, C₂₋₆ alkynyl substituted with 0-3 R^a, -(CH₂)_r-3-14 membered carbocycle or -(CH₂)_r-5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^f;

R^b at each occurrence is independently hydrogen, C₁₋₆ alkyl substituted with 0-3 R^d, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl substituted with 0-2 R^d, or -(CH₂)_r-5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^f or (CH₂)_r-phenyl substituted with 0-3 R^d;

R^c is C₁₋₆ alkyl substituted with 0-3 R^f, (CH₂)_r-C₃₋₆ cycloalkyl substituted with 0-3 R^f, (CH₂)_r-phenyl substituted with 0-3 R^f, or

R^d at each occurrence is independently hydrogen, F, Cl, Br, OCF₃, CF₃, CN, NO₂, -OR^e, -(CH₂)_rC(O)R^c, -NR^eR^e, -NR^eC(O)OR^c, C₁₋₆ alkyl, or (CH₂)_r-phenyl substituted with 0-3 R^f;

R^e at each occurrence is independently selected from hydrogen, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_r-phenyl substituted with 0-3 R^f;

R^f independently at each occurrence is hydrogen, halo, CN, NH₂, OH, C₃₋₆ cycloalkyl, CF₃, O(C₁₋₆alkyl), or a -(CH₂)_r-5-7 membered heteroaryl comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p;

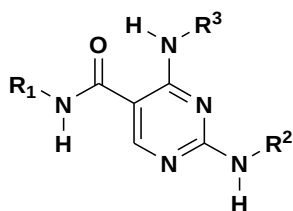
p is 0, 1, or 2; and

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

2. A compound of claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^2 is C_{3-6} cycloalkyl or phenyl, each substituted by 0-4 groups selected from R^{2a} .

3. A compound according to claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein both R^4 and R^5 are hydrogen.

4. A compound according to claim 1 having the following formula



or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein:

R^1 is C_{1-3} alkyl substituted by 0-7 R^{1a} ;

R^{1a} at each occurrence is independently hydrogen or deuterium:

R^2 is C_{3-6} cycloalkyl or phenyl, each group substituted by 0-4 groups selected from R^{2a} ;

R^{2a} at each occurrence is independently hydrogen, halo, $-(CH_2)_rOR^b$, $-(CH_2)_rC(O)R^b$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-S(O)_pNR^{11}R^{11}$, C_{1-6} alkyl substituted with 0-3 R^a , C_{1-6} haloalkyl, $-(CH_2)_r$ -3-14 membered carbocycle substituted with 0-1 R^a or a $-(CH_2)_r$ -5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-2 R^a ;

R^3 is C_{3-10} cycloalkyl, a C_{6-10} aryl, or a 5-10 membered heterocycle containing 1-4 heteroatoms selected from N, O, and S, each group substituted with 0-4 R^{3a} ;

R^{3a} at each occurrence is independently hydrogen, halo, OCF_3 , CF_3 , CHF_2 , $-(CH_2)_rOR^b$, $-(CH_2)_rSR^b$, $-(CH_2)_rC(O)R^b$, $-(CH_2)_rNR^{11}R^{11}$, $-(CH_2)_rC(O)NR^{11}R^{11}$, $-(CH_2)_rNR^bC(O)R^c$, $-S(O)_pNR^{11}R^{11}$, $-NR^bS(O)_pR^c$, $-S(O)_pR^c$, C_{1-6} alkyl substituted with 0-3 R^a , C_{1-6} haloalkyl, a $-(CH_2)_r$ -3-14 membered carbocycle substituted with 0-3 R^a or a $-(CH_2)_r$ -5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p substituted with 0-3 R^a ;

or two R^{3a} , together with the atoms to which they are attached, combine to form a fused ring wherein that ring is selected from phenyl, or a 5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, S or O substituted by 0-3 R^{a1} ;

R^{11} at each occurrence is independently hydrogen, C_{1-4} alkyl substituted with 0-3 R^f , or C_{3-10} cycloalkyl substituted with 0-1 R^f ;

R^a and R^{a1} at each occurrence are independently hydrogen, =O, F, $-(CH_2)_rOR^b$ or C_{1-6} alkyl substituted with 0-3 R^f ;

R^b at each occurrence is independently hydrogen, C_{1-6} alkyl substituted with 0-3 R^d , C_{1-6} haloalkyl, C_{3-6} cycloalkyl substituted with 0-2 R^d , or $-(CH_2)_r$ -5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$ substituted with 0-3 R^f or $(CH_2)_r$ -phenyl substituted with 0-3 R^d ;

R^c is C_{1-6} alkyl substituted with 0-3 R^f ;

R^d at each occurrence is independently hydrogen, halo or -OH;

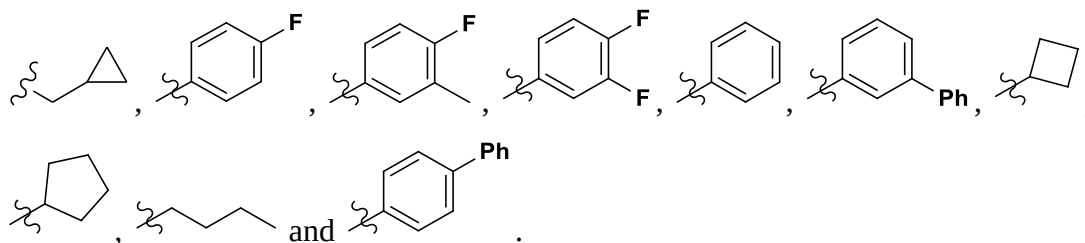
R^f at each occurrence is independently hydrogen, halo, CN, OH or $O(C_{1-6}alkyl)$;

p is 0, 1 or 2; and

r is 0, 1 or 2.

5. A compound according to claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^2 is cyclobutyl, cyclopentyl or phenyl, each group substituted with 0-3 R^{2a} .

6. A compound according to claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^2 is selected from:



7. A compound according to claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^3 is phenyl, cyclopentyl, cyclohexyl, furanyl, or pyranlyl, each substituted with 0-4 R^{3a} .

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

R^{3a} at each occurrence independently is hydrogen, phenyl, NH_2 , OCF_3 , OR^b , halo, cycloalkyl, $C(O)NR^{11}R^{11}$, $S(O)_2NR^{11}R^{11}$, $C(O)R^b$, SO_pR^c , $NR^bSO_pR^c$, $NR^bC(O)R^c$, haloalkyl, CN, 5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, S or O substituted with 0-3 R^a and C_{1-6} alkyl substituted with 0-3 R^a ; or

one R^{3a} and a second R^{3a} , together with the atoms to which they are attached, combine to form a fused 5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, S or O or phenyl;

R^{11} at each occurrence is independently hydrogen, cyclopropyl, or C_{1-4} alkyl substituted with 0-1 R^f

R^a at each occurrence is independently halo or OR^b ,

R^b at each occurrence is independently hydrogen, 5-7 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from N, S or O substituted with 0-3 R^f , or C_{1-6} alkyl substituted with 0-3 R^d ,

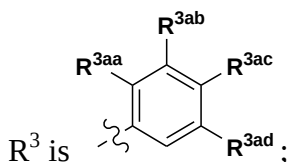
R^d at each occurrence is independently halo or OH;

R^c is C_{1-6} alkyl substituted with 0-3 R^f ,

R^f at each occurrence is independently hydrogen, halo, or OH; and

p is 2.

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



R^{3aa} is $S(O)_pR^c$, OR^b , Cl, F, CN, NH_2 , $C(O)NR^{11}R^{11}$, $NR^bSO_pR^c$, $NR^bC(O)R^c$, C_{1-6} alkyl substituted with 0-3 R^a or or a 5 to 6-membered heteroaryl containing 1-3 heteroatoms selected from N, O, and S substituted with 0-3 R^a ;

R^{3ab} , R^{3ac} , or R^{3ad} are independently hydrogen, Cl, F, Br, CN, OR^b , C_{1-6} alkyl substituted 0-3 R^a ; $C(O)NR^{11}R^{11}$, $C(O)R^b$, $S(O)_pR^c$, or a 4-7 membered heterocycle containing 1-3 heteroatoms selected from N, O, and S substituted with 0-3 R^a ;

R^a is OR^b or halo;

R^b is hydrogen, C_{1-6} alkyl substituted with 0-2 R^d , a 5 to 7-membered heterocycle containing 1-3 heteroatoms selected from N, O and S;

R^{11} at each occurrence independently is hydrogen, cyclopropyl substituted with 0-3 R^f , or C_{1-4} alkyl substituted with 0-3 R^f ,

R^b is hydrogen or C_{1-6} alkyl substituted with 0-2 R^d ;

R^c is C_{1-6} alkyl substituted with 0-3 R^f ;

R^d independently at each occurrence is F or OH,

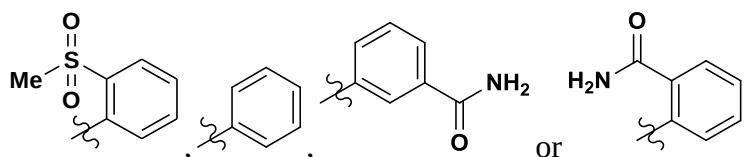
R^f is halo; and

p is 0-2.

10. A compound according to claim 9, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^{3aa} is OR^b .

11. A compound according to claim 9, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^{3aa} is $S(O)_pR^c$ or $C(O)NR^{11}R^{11}$.

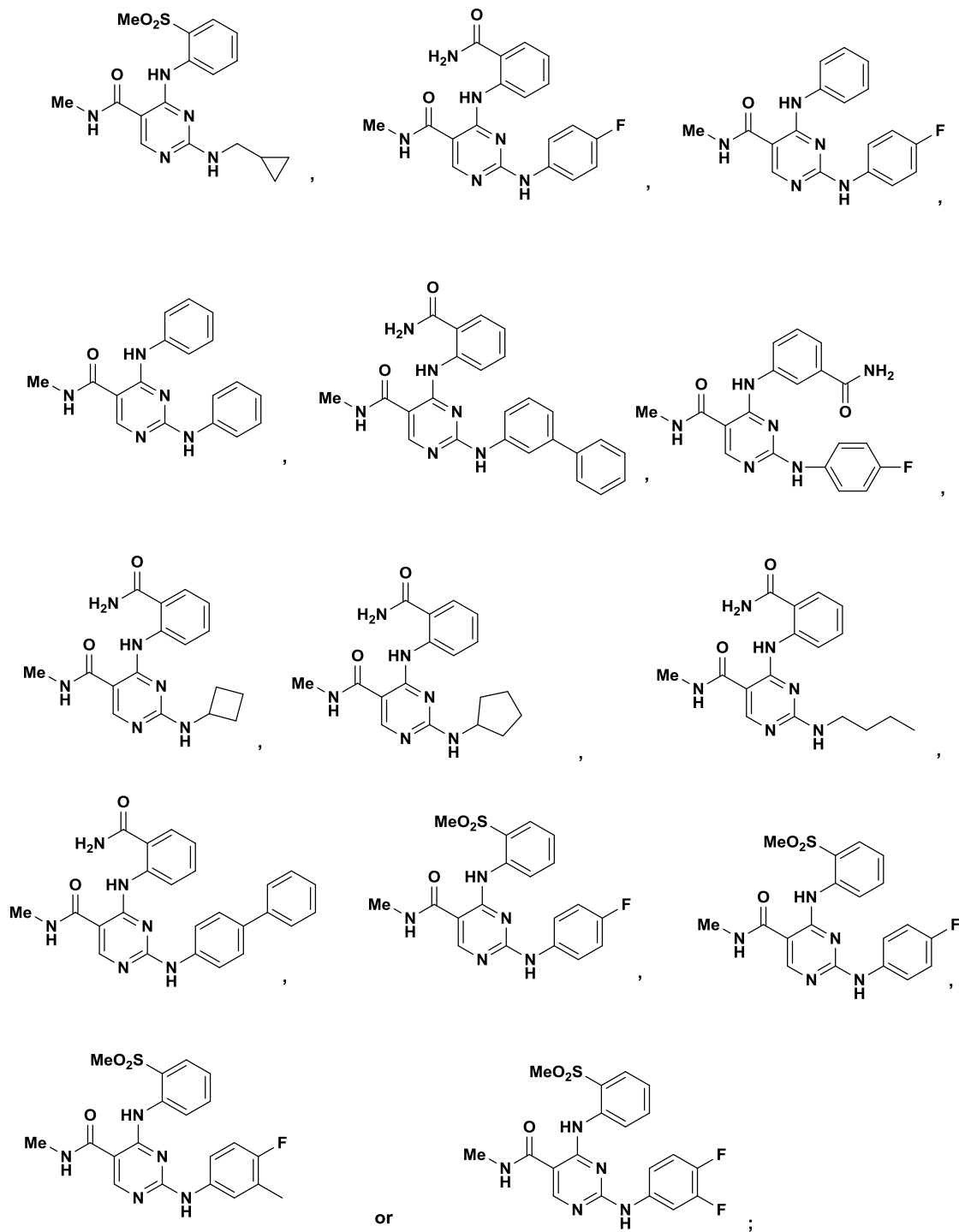
12. A compound according to claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^3 is:



13. A compound according to claim 1, or a stereoisomer or pharmaceutically-acceptable salt thereof, wherein R^1 is CH_3 , C_2H_5 , CD_3 or CD_2CD_3 .

14. A pharmaceutical composition comprising one or more compounds according to claim 1, and a pharmaceutically acceptable carrier or diluent.

15. A compound which is



or a stereoisomer or pharmaceutically-acceptable salt thereof.

16. A pharmaceutical composition comprising one or more compounds according to claim 15, and a pharmaceutically acceptable carrier or diluent.