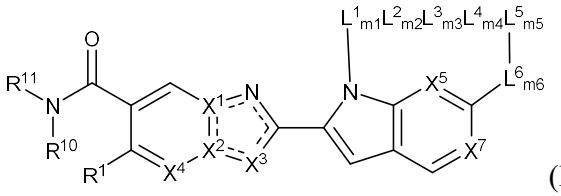
What is claimed is:

1. A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein:

X^1 and X^2 are C or N;

X^3 is N-R^3 or C-R^3; provided that two of X^1, X^2, and X^3 are C; where each dashed line represents an optional bond to complete valency requirements of each X^1, X^2 and X^3;

X^4 is N or C-R^2;

X^5 is N or CR^6;

X^7 is N or CR^7;

R^1 is hydrogen, halo, -CN, -OR^{12}, -N(R^{12})$_2$, -SR^{12}, -$C_{1\text{-}8}$ alkyl optionally substituted with 1 to 3 Z^1, $C_{3\text{-}6}$ cycloalkyl optionally substituted with 1 to 3 Z^1, or 4-6 membered heterocyclyl optionally substituted with 1 to 3 Z^1;

R^2 is hydrogen, halo, -CN, -OR^{12}, -N(R^{12})$_2$, -SR^{12}, -$C_{1\text{-}8}$ alkyl optionally substituted with 1 to 3 Z^2, $C_{3\text{-}6}$ cycloalkyl optionally substituted with 1 to 3 Z^2, or 4-6 membered heterocyclyl optionally substituted with 1 to 3 Z^2;

when X^3 is N-R^3, R^3 is hydrogen, $C_{1\text{-}8}$ alkyl optionally substituted with 1 to 3 Z^3, $C_{3\text{-}10}$ alkenyl optionally substituted with 1 to 3 Z^3, $C_{3\text{-}10}$ alkynyl optionally substituted with 1 to 3 Z^3, $C_{3\text{-}10}$ cycloalkyl optionally substituted with 1 to 3 Z^3, or 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^3; and

when X^3 is C-R^3; R^3 is hydrogen, halo, -CN, -OR^{12}, -N(R^{12})$_2$, -SR^{12}, $C_{1\text{-}8}$ alkyl optionally substituted with 1 to 3 Z^3, $C_{2\text{-}10}$ alkenyl optionally substituted with 1 to 3 Z^3, $C_{2\text{-}10}$ alkynyl optionally substituted with 1 to 3 Z^3, $C_{3\text{-}10}$ cycloalkyl optionally substituted with 1 to 3 Z^3, or 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^3; or

when R^2 is -C_{1-8} alkyl, -OR^{12}, or -$N(R^{12})_2$, and R^3 is C_{1-8} alkyl, then R^2 and R^3 may be taken together with the atoms to which they are attached to form an optionally substituted 6 to 8 membered ring;

R^6 is hydrogen, halo, -CN, -OR^{12}, -C_{1-8} alkyl optionally substituted with 1 to 3 Z^6, C_{3-6} cycloalkyl optionally substituted with 1 to 3 Z^6, or 4-6 membered heterocyclyl optionally substituted with 1 to 3 Z^6;

R^7 is hydrogen, halo, -CN, -OR^{12}, -C_{1-8} alkyl optionally substituted with 1 to 3 Z^7, C_{3-6} cycloalkyl optionally substituted with 1 to 3 Z^7, or 4-6 membered heterocyclyl optionally substituted with 1 to 3 Z^7;

L^1, L^2, L^3, L^4, L^5, and L^6 are each independently:

C_{1-10} alkylene, optionally substituted with 1 to 3 Z^8;

C_{2-10} alkenylene, optionally substituted with 1 to 3 Z^8;

C_{2-10} alkynylene, optionally substituted with 1 to 3 Z^8;

2-6 membered heteroalkylene, optionally substituted with 1 to 3 Z^8;

C_3-C_{10} cycloalkylene, optionally substituted with 1 to 3 Z^8;

4-10 membered heterocyclene, optionally substituted with 1 to 3 Z^8;

C_{6-10} arylene, optionally substituted with 1 to 3 Z^8;

5-10 membered heteroarylene, optionally substituted with 1 to 3 Z^8; or

-O-, -$N(R^8)$-, -S-, -C(O)-, -C(O)O-, -C(O)$N(R^8)$-, -SO-, -SO_2-, -$SO_2N(R^8)$-,-$N(R^8)$C(O)O-, -OC(O)O-, -$N(R^8)$C(O)$N(R^8)$-, -$N(R^8)S(O)_2N(R^8)$-, -$N(R^8)$C(N-CN)-, -S(O)(NR^8)-, or -S(O)$(NR^8)N(R^8)$-; and

m1, m2, m3, m4, m5, and m6 are each independently 0 or 1;

provided that $L^1{}_{m1}$, $L^2{}_{m2}$, $L^3{}_{m3}$, $L^4{}_{m4}$, $L^5{}_{m5}$, and $L^6{}_{m6}$ taken together with the four consecutive atoms between which they are attached form an optionally substituted 11 to 20 membered macrocyclic ring;

each R^8 and R^9 is independently hydrogen, C_{1-8} alkyl optionally substituted with 1 to 3 Z^{1b}, C_{2-8} alkenyl optionally substituted with 1 to 3 Z^{1b}, C_{2-8} alkynyl optionally substituted with 1 to 3 Z^{1b}, C_{3-10} cycloalkyl optionally substituted with 1 to 3 Z^{1b}, 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^{1b}, C_{6-10} aryl optionally substituted with 1 to 3 Z^{1b}, or 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1b};

R^{10} is hydrogen, -C_{1-8} alkyl optionally substituted with 1 to 3 Z^{10}, or C_{3-6} cycloalkyl optionally substituted with 1 to 3 Z^{10};

R^{11} is hydrogen, -C_{1-8} alkyl optionally substituted with 1 to 4 Z^{11}, -C_{3-8} cycloalkyl optionally substituted with 1 to 4 Z^{11}, or 4-12-membered heterocyclyl optionally substituted with 1 to 4 Z^{11}; or

R^{10} and R^{11} are taken together with nitrogen to which they are attached to form a 4-12-membered heterocyclyl optionally substituted with 1 to 4 Z^{11};

each R^{12} and R^{13} are independently hydrogen, C_{1-8} alkyl optionally substituted with 1 to 3 Z^{1b}, C_{2-8} alkenyl optionally substituted with 1 to 3 Z^{1b}, C_{2-8} alkynyl optionally substituted with 1 to 3 Z^{1b}, C_{3-10} cycloalkyl optionally substituted with 1 to 3 Z^{1b}, 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^{1b}, C_{6-10} aryl optionally substituted with 1 to 3 Z^{1b}, or 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1b};

each Z^1, Z^2, Z^3, Z^6, Z^7, and Z^8 is independently oxo, halo, -NO_2, -N_3, -CN, C_{1-8} alkyl optionally substituted by 1 to 3 Z^{1a}, C_{2-8} alkenyl optionally substituted by 1 to 3 Z^{1a}, C_{2-8} alkynyl optionally substituted by 1 to 3 Z^{1a}, C_{3-8} cycloalkyl optionally substituted by 1 to 3 Z^{1a}, 6-10 membered aryl optionally substituted by 1 to 3 Z^{1a}, 4-10 membered heterocyclyl optionally substituted by 1 to 3 Z^{1a}, 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1a}, -OR^9, -$C(O)R^9$, -$C(O)OR^9$, -$C(O)N(R^9)_2$, -$N(R^9)_2$, -$N(R^9)_3^+$, -$N(R^9)C(O)R^9$, -$N(R^9)C(O)OR^9$, -$N(R^9)C(O)N(R^9)_2$, -$N(R^9)S(O)_2(R^9)$, -$NR^9S(O)_2N(R^9)_2$, -$NR^9S(O)_2O(R^9)$, -$NS(O)(R^9)_2$, -$OC(O)R^9$, -$OC(O)OR^9$, -$OC(O)N(R^9)_2$, -$Si(R^9)_3$, -SR^9, -$S(O)R^9$, -SF_5, -$S(O)(NR^9)R^9$, -$S(NR^9)(NR^9)R^9$, -$S(O)(NR^9)N(R^9)_2$, -$S(O)(NCN)R^9$, -$S(O)_2R^9$, -$S(O)_2N(R^9)_2$, -$C(O)N(R^9)S(O)_2R^9$, or -$S(O)_2N(R^9)C(O)R^9$, wherein each Z^2, Z^3, Z^6, Z^7, and Z^8 is independently optionally substituted with 1 to 3 Z^{1a};

each Z^{1a} is independently oxo, halo, -NO_2, -N_3, -CN, C_{1-8} alkyl optionally substituted by 1 to 3 Z^{1b}, C_{2-8} alkenyl optionally substituted by 1 to 3 Z^{1b}, C_{2-8} alkynyl optionally substituted by 1 to 3 Z^{1b}, C_{3-8} cycloalkyl optionally substituted by 1 to 3 Z^{1b}, 6-10 membered aryl optionally substituted by 1 to 3 Z^{1b}, 4-10 membered heterocyclyl optionally substituted by 1 to 3 Z^{1b}, 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1b}, -OR^{13}, -$C(O)R^{13}$, -$C(O)OR^{13}$, -$C(O)N(R^{13})_2$, -$N(R^{13})_2$, -$N(R^{13})_3^+$, -$N(R^{13})C(O)R^{13}$, -$N(R^{13})C(O)OR^{13}$, -$N(R^{13})C(O)N(R^{13})_2$, -$N(R^{13})S(O)_2(R^{13})$, -$NR^{13}S(O)_2N(R^{13})_2$, -$NR^{13}S(O)_2O(R^{13})$, -$NS(O)(R^{13})_2$, -$OC(O)R^{13}$, -$OC(O)OR^{13}$, -$OC(O)N(R^{13})_2$, -$Si(R^{13})_3$, -SR^{13}, -$S(O)R^{13}$, -SF_5, -$S(O)(NR^{13})R^{13}$, -$S(NR^{13})(NR^{13})R^{13}$, -$S(O)(NR^{13})N(R^{13})_2$, -$S(O)(NCN)R^{13}$, -$S(O)_2R^{13}$, -$S(O)_2N(R^{13})_2$, -$C(O)N(R^{13})S(O)_2R^{13}$, or -$S(O)_2N(R^{13})C(O)R^{13}$;

each Z^{10} and Z^{11} is independently selected from oxo, halo, -CN, C_{1-8} alkyl optionally substituted by 1 to 3 Z^{1b}, C_{3-8} cycloalkyl optionally substituted by 1 to 3 Z^{1b}, aryl optionally substituted by 1 to 3 Z^{1b}, 4-10 membered heterocyclyl optionally substituted by 1 to 3 Z^{1b}, 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1b}, $-OR^{13}$, $-C(O)R^{13}$, $-C(O)OR^{13}$, $-C(O)N(R^{13})_2$, $-N(R^{13})_2$, $-N(R^{13})_3^+$, $-N(R^{13})C(O)R^{13}$, $-N(R^{13})C(O)OR^{13}$, $-N(R^{13})C(O)N(R^{13})_2$, $-OC(O)R^{13}$, $-OC(O)OR^{13}$, $-OC(O)-N(R^{13})_2$, and $-S-R^{13}$; and

each Z^{1b} is independently oxo, hydroxy, halo, $-NO_2$, $-N_3$, -CN, C_{1-9} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-15} cycloalkyl, C_{1-8} haloalkyl, aryl, heteroaryl, heterocyclyl, $-O(C_{1-9}$ alkyl), $-O(C_{2-6}$ alkenyl), $-O(C_{2-6}$ alkynyl), $-O(C_{3-15}$ cycloalkyl), $-O(C_{1-8}$ haloalkyl), -O(aryl), -O(heteroaryl), -O(heterocyclyl), -OC(O) (C_{1-9} alkyl), $-OC(O)(C_{2-6}$ alkenyl), $-OC(O)(C_{2-6}$ alkenyl), $-OC(O)(C_{2-6}$ alkynyl), $-OC(O)(C_{3-15}$ cycloalkyl), $-OC(O)(C_{1-8}$ haloalkyl), -OC(O)(aryl), -OC(O)(heteroaryl), -OC(O)(heterocyclyl), $-NH_2$, $-NH(C_{1-9}$ alkyl), $-NH(C_{2-6}$ alkenyl), $-NH(C_{2-6}$ alkynyl), $-NH(C_{3-15}$ cycloalkyl), $-NH(C_{1-8}$ haloalkyl), -NH(aryl), -NH(heteroaryl), -NH(heterocyclyl), $-N(C_{1-9}$ alkyl)$_2$, $-N(C_{3-15}$ cycloalkyl)$_2$, $-N(C_{2-6}$ alkenyl)$_2$, $-N(C_{2-6}$ alkynyl)$_2$, $-N(C_{3-15}$ cycloalkyl)$_2$, $-N(C_{1-8}$ haloalkyl)$_2$, $-N(aryl)_2$, $-N(heteroaryl)_2$, $-N(heterocyclyl)_2$, $-N(C_{1-9}$ alkyl)(C_{3-15} cycloalkyl), $-N(C_{1-9}$ alkyl)(C_{2-6} alkenyl), $-N(C_{1-9}$ alkyl)(C_{2-6} alkynyl), $-N(C_{1-9}$ alkyl)(C_{1-8} haloalkyl), $-N(C_{1-9}$ alkyl)(aryl), $-N(C_{1-9}$ alkyl)(heteroaryl), $-N(C_{1-9}$ alkyl)(heterocyclyl), $-C(O)(C_{1-9}$ alkyl), $-C(O)(C_{2-6}$ alkenyl), $-C(O)(C_{2-6}$ alkynyl), $-C(O)(C_{3-15}$ cycloalkyl), $-C(O)(C_{1-8}$ haloalkyl), -C(O)(aryl), -C(O)(heteroaryl), -C(O)(heterocyclyl), $-C(O)O(C_{1-9}$ alkyl), $-C(O)O(C_{2-6}$ alkenyl), $-C(O)O(C_{2-6}$ alkynyl), $-C(O)O(C_{3-15}$ cycloalkyl), $-C(O)O(C_{1-8}$ haloalkyl), -C(O)O(aryl), -C(O)O(heteroaryl), -C(O)O(heterocyclyl), $-C(O)NH_2$, $-C(O)NH(C_{1-9}$ alkyl), $-C(O)NH(C_{2-6}$ alkenyl), $-C(O)NH(C_{2-6}$ alkynyl), $-C(O)NH(C_{3-15}$ cycloalkyl), $-C(O)NH(C_{1-8}$ haloalkyl), -C(O)NH(aryl), -C(O)NH(heteroaryl), -C(O)NH(heterocyclyl), $-C(O)N(C_{1-9}$ alkyl)$_2$, $-C(O)N(C_{3-15}$ cycloalkyl)$_2$, $-C(O)N(C_{2-6}$ alkenyl)$_2$, $-C(O)N(C_{2-6}$ alkynyl)$_2$, $-C(O)N(C_{1-8}$ haloalkyl)$_2$, $-C(O)N(aryl)_2$, $-C(O)N(heteroaryl)_2$, $-C(O)N(heterocyclyl)_2$, $-NHC(O)(C_{1-9}$ alkyl), $-NHC(O)(C_{2-6}$ alkenyl), $-NHC(O)(C_{2-6}$ alkynyl), $-NHC(O)(C_{3-15}$ cycloalkyl), $-NHC(O)(C_{1-8}$ haloalkyl), -NHC(O)(aryl), -NHC(O)(heteroaryl), -NHC(O)(heterocyclyl), $-NHC(O)O(C_{1-9}$ alkyl), $-NHC(O)O(C_{2-6}$ alkenyl), $-NHC(O)O(C_{2-6}$ alkynyl), $-NHC(O)O(C_{3-15}$ cycloalkyl), $-NHC(O)O(C_{1-8}$ haloalkyl), -NHC(O)O(aryl), -NHC(O)O(heteroaryl), -NHC(O)O(heterocyclyl), $-NHC(O)NH(C_{1-9}$ alkyl), $-NHC(O)NH(C_{2-6}$ alkenyl), $-NHC(O)NH(C_{2-6}$ alkynyl), $-NHC(O)NH(C_{3-15}$ cycloalkyl), $-NHC(O)NH(C_{1-8}$ haloalkyl), -NHC(O)NH(aryl), -NHC(O)NH(heteroaryl), -NHC(O)NH(heterocyclyl), -SH, $-S(C_{1-9}$ alkyl), $-S(C_{2-6}$ alkenyl), $-S(C_{2-6}$ alkynyl), $-S(C_{3-15}$ cycloalkyl), $-S(C_{1-8}$ haloalkyl), -S(aryl), -S(heteroaryl), -S(heterocyclyl), $-NHS(O)(C_{1-9}$ alkyl), -

N(C_{1-9} alkyl)(S(O)(C_{1-9} alkyl), -S(O)N(C_{1-9} alkyl)$_2$, -S(O)(C_{1-9} alkyl), -S(O)(NH)(C_{1-9} alkyl), -S(O)(C_{2-6} alkenyl), -S(O)(C_{2-6} alkynyl), -S(O)(C_{3-15} cycloalkyl), -S(O)(C_{1-8} haloalkyl), -S(O)(aryl), -S(O)(heteroaryl), -S(O)(heterocyclyl), -S(O)$_2$(C_{1-9} alkyl), -S(O)$_2$(C_{2-6} alkenyl), -S(O)$_2$(C_{2-6} alkynyl), -S(O)$_2$(C_{3-15} cycloalkyl), -S(O)$_2$(C_{1-8} haloalkyl), -S(O)$_2$(aryl), -S(O)$_2$(heteroaryl), -S(O)$_2$(heterocyclyl), -S(O)$_2$NH(C_{1-9} alkyl), or -S(O)$_2$N(C_{1-9} alkyl)$_2$;

wherein any alkyl, cycloalkyl, aryl, heteroaryl, or heterocyclyl of Z^{1b} is optionally substituted with one or more halo, C_{1-9} alkyl, C_{1-8} haloalkyl, -OH, -NH$_2$, -NH(C_{1-9} alkyl), -NH(C_{3-15} cycloalkyl), -NH(C_{1-8} haloalkyl), -NH(aryl), -NH(heteroaryl), -NH(heterocyclyl), -N(C_{1-9} alkyl)$_2$, -N(C_{3-15} cycloalkyl)$_2$, -NHC(O)(C_{3-15} cycloalkyl), -NHC(O)(C_{1-8} haloalkyl), -NHC(O)(aryl), -NHC(O)(heteroaryl), -NHC(O)(heterocyclyl), -NHC(O)O(C_{1-9} alkyl), -NHC(O)O(C_{2-6} alkynyl), -NHC(O)O(C_{3-15} cycloalkyl), -NHC(O)O(C_{1-8} haloalkyl), -NHC(O)O(aryl), -NHC(O)O(heteroaryl), -NHC(O)O(heterocyclyl), -NHC(O)NH(C_{1-9} alkyl), -S(O)(NH)(C_{1-9} alkyl), -S(O)$_2$(C_{1-9} alkyl), -S(O)$_2$(C_{3-15} cycloalkyl), -S(O)$_2$(C_{1-8} haloalkyl), -S(O)$_2$(aryl), -S(O)$_2$(heteroaryl), -S(O)$_2$(heterocyclyl), -S(O)$_2$NH(C_{1-9} alkyl), -S(O)$_2$N(C_{1-9} alkyl)$_2$, -O(C_{3-15} cycloalkyl), -O(C_{1-8} haloalkyl), -O(aryl), -O(heteroaryl), -O(heterocyclyl), or -O(C_{1-9} alkyl).

2. The compound of claim 1, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein

R^1 is hydrogen, fluoro, chloro, -CN, -OR^{12}, -C_{1-6} alkyl, or C_{3-5} cycloalkyl;

X^1 and X^2 are each C;

X^3 is N-R^3, and R^3 is hydrogen, C_{1-6} alkyl optionally substituted with 1 to 3 Z^3, C_{3-6} alkenyl optionally substituted with 1 to 3 Z^3, C_{3-6} alkynyl optionally substituted with 1 to 3 Z^3, C_{3-6} cycloalkyl optionally substituted with 1 to 3 Z^3, or 4-6 membered heterocyclyl optionally substituted with 1 to 3 Z^3;

X^4 is C-R^2, wherein R^2 is hydrogen, -F, -Cl, -CH$_3$, -CF$_3$, -CHF$_2$, cyclopropyl, -OCH$_3$, -O-ethyl, -O-propyl, -O-isopropyl, -O-cyclopropyl, -OCF$_3$, or -OCHF$_2$; and

X^5 is N.

3. The compound of claims 1 or 2, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein L^1, L^2, L^3, L^4, L^5, and L^6 are each independently:

C_{1-10} alkylene optionally substituted with 1 to 2 Z^8;

C_{2-10} alkenylene optionally substituted with 1 to 2 Z^8;

C_{2-10} alkynylene optionally substituted with 1 to 2 Z^8;

2 to 6 membered heteroalkylene having 1 to 2 heteroatoms selected from O and N and optionally substituted with 1 to 2 Z^8;

C_3-C_{10} cycloalkylene optionally substituted with 1 to 2 Z^8;

4-8 membered heterocyclene having 1 to 2 heteroatoms selected from O and N and optionally substituted with 1 to 2 Z^8;

C_{6-10} arylene optionally substituted with 1 to 3 Z^8;

5-10 membered heteroarylene having 1 to 3 heteroatoms selected from O, N, and S and optionally substituted with 1 to 3 Z^8; or

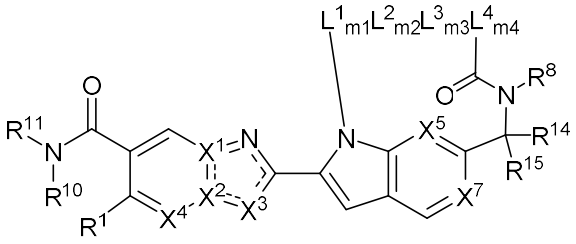
-O-, -N(R^8)-, -C(O)-, -C(O)O-, -C(O)N(R^8)-, -SO_2N(R^8)-, -SO_2-, -N(R^8)C(O)O-, -OC(O)O-, or -N(R^8)C(O)N(R^8); and

m1, m2, m3, m4, m5, and m6 are each independently 0 or 1;

provided that L^1_{m1}, L^2_{m2}, L^3_{m3}, L^4_{m4}, L^5_{m5}, and L^6_{m6} taken together with the four consecutive atoms between which they are attached form an optionally substituted 11 to 20 membered macrocyclic ring.

4. The compound of any one of claims 1-3, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein R^{10} is hydrogen or -CH_3, and R^{11} is hydrogen, C_{1-6} alkyl optionally substituted with 1 to 3 Z^{11}, C_{3-6} cycloalkyl optionally substituted with 1 to 3 Z^{11}, or 4-12 membered heterocyclyl optionally substituted with 1 to 3 Z^{11}; or R^{10} and R^{11} taken together with the nitrogen to which they are attached form a 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^{11}.

5. The compound of any one of claims 1-4, represented by Formula (Id):



(Id)

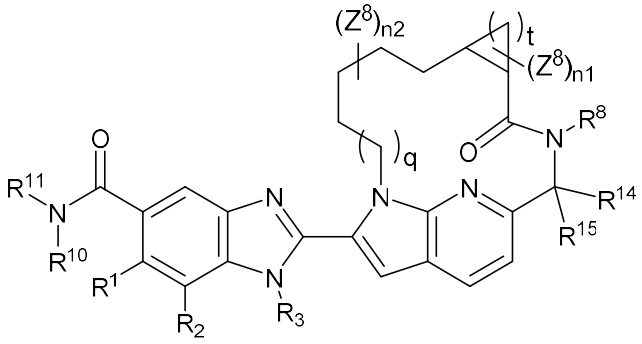
or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein:

R^{14} is hydrogen, C_{1-8} alkyl optionally substituted with 1-3 Z^{1a}, C_{3-8} cycloalkyl optionally substituted with 1-3 Z^{1a}, C_{4-6} heterocyclyl having 1-3 heteroatoms selected from O, N, and S, optionally substituted with 1-3 Z^{1a}; and

R^{15} is hydrogen, C_{1-8} alkyl optionally substituted with 1-3 Z^{1a}, C_{3-8} cycloalkyl optionally substituted with 1-3 Z^{1a}, C_{4-6} heterocyclyl having 1-3 heteroatoms selected from O, N, and S, optionally substituted with 1-3 Z^{1a};

or R^{14} and R^{15} can be taken together with the carbon to which they are attached to form a 3-6 membered cycloalkyl that is optionally substituted with 1 to 3 Z^{1a} or 4-6 membered heterocyclyl containing 1-2 heteroatoms independently selected from O, N, or S that is optionally substituted with 1-3 Z^{1a}.

6. The compound of any one of claims 1-5, represented by Formula (Ij-1):



(Ij-1)

or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein:

R^{14} and R^{15} are each independently hydrogen, C_{1-8} alkyl optionally substituted with 1-2 Z^{1a}, C_{3-8} cycloalkyl optionally substituted with 1-2 Z^{1a}, C_{4-6} heterocyclyl having 1-3 heteroatoms selected from O, N, and S, optionally substituted with 1-2 Z^{1a};

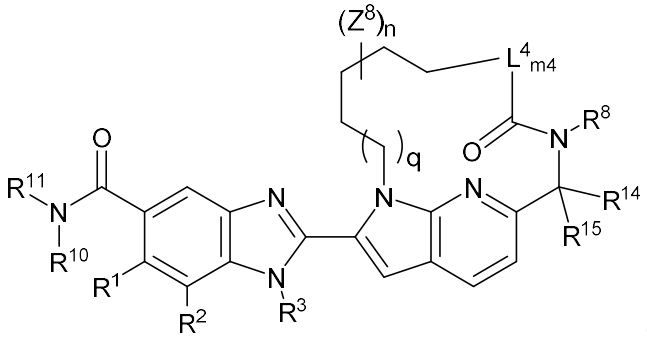
t is 1, 2, 3, or 4;

q is 0, 1 or 2;

n1 is 0, 1, or 2; and

n2 is 0, 1, 2, or 3.

7. The compound of any one of claims 1-6, represented by Formula (Iv-1):



(Iv-1)

or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein:

L^4 is methylene optionally substituted with 1 to 2 Z^8, C_{3-6} cycloalkylene optionally substituted with 1 to 2 Z^8, 4-10 membered heterocyclene optionally substituted with 1 to 2 Z^8, 6-10 membered arylene optionally substituted with 1 to 2 Z^8, or 5-10 membered heteroarylene optionally substituted with 1 to 2 Z^8;

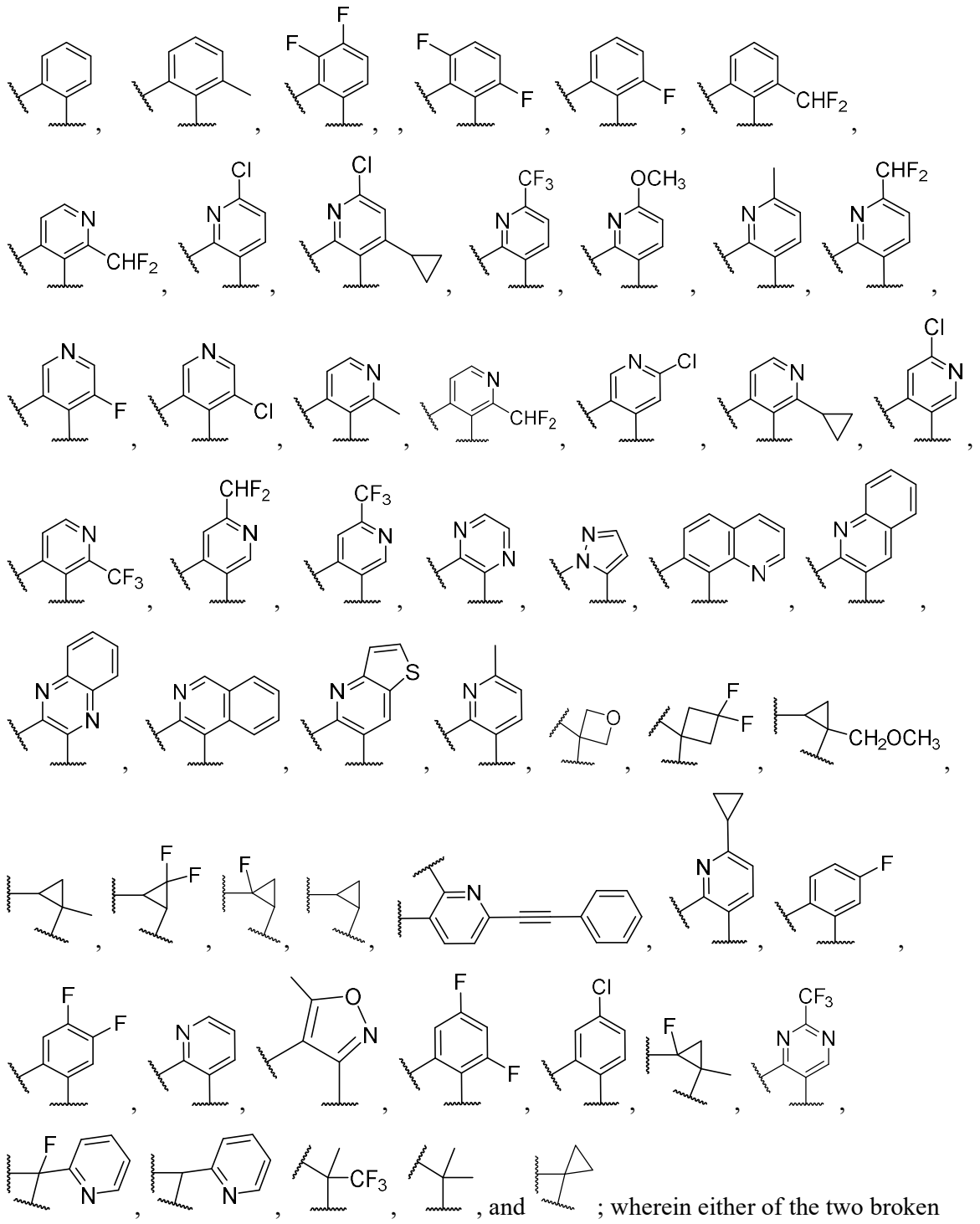
m4 is 1;

q is 0, 1 or 2;

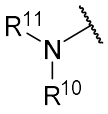
n is 0, 1, 2, 3, or 4; and

R^{14} and R^{15} are each independently hydrogen, C_{1-8} alkyl optionally substituted with 1-3 Z^{1a}, C_{3-8} cycloalkyl optionally substituted with 1-3 Z^{1a}, C_{4-6} heterocyclyl having 1-3 heteroatoms selected from O, N, and S, optionally substituted with 1-3 Z^{1a}.

8. The compound of claim 7, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein L^4 is selected from the group consisting of:

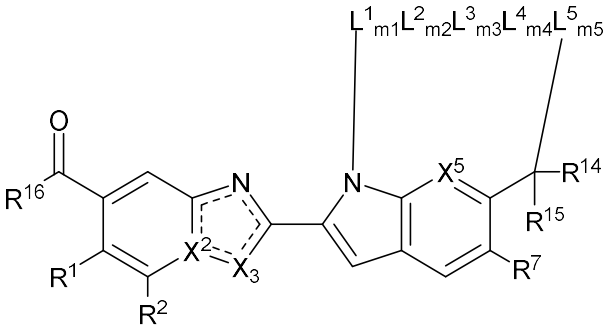


; wherein either of the two broken bonds may be attached to -CO- in -CO-NR^8-.

9. The compound of any one of claims 1-8, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof , wherein the moiety  is a 5-8 membered heterocyclyl optionally substituted with 1 to 3 substituents selected from the group

consisting of -NH_2, -NH(C_{1-5} alkyl), -OH, fluoro, C_{1-5} alkyl, and -O(C_{1-5} alkyl), wherein C_{1-5} alkyl or -O(C_{1-5} alkyl) may be optionally substituted with fluoro, -O(C_{1-5} alkyl), or -OH.

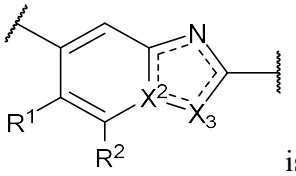
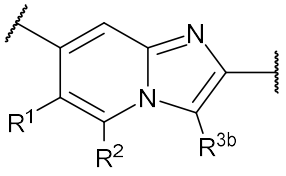
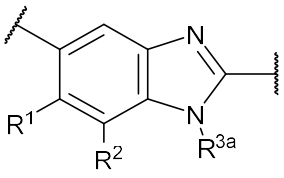
10. A compound of Formula (Iu):



(Iu),

or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof,

wherein

the moiety  is  or ;

R^1 is hydrogen or fluoro;

R^2 is hydrogen, -OCH_3, -CH_3, fluoro, chloro, -$OCHF_2$, or -OCF_3;

R^{3a} is -CH_3, -CH_2CH_3, -CH_2-cyclopropyl, -CH_2CHF_2, -$CH_2CH_2OCH_3$, or cyclopropyl optionally substituted with 1 to 3 fluoro or -CHF_2;

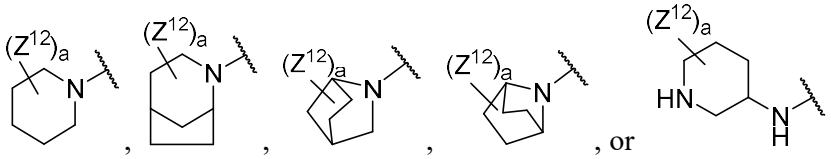
R^{3b} is -CH_3 or cyclopropyl;

X^5 is CH, N, or CF;

R^7 is hydrogen or fluoro;

R^{14} and R^{15} are each independently hydrogen, C_{1-6} alkyl, cyclopropyl, or $-CF_3$; or R^{14} and R^{15} taken together with the carbon to which they are attached form a C_{3-6} cycloalkyl;

R^{16} is



; each Z^{12} is independently $-NH_2$, fluoro, -OH, C_{1-6} alkyl optionally substituted with 1 to 3 fluoro, or $-OCH_3$ optionally substituted with 1 to 3 fluoro; a is 1, 2, or 3;

L^1 is C_{1-10} alkylene optionally substituted with 1 to 3 Z^8;

L^2 is C_3-C_6 cycloalkylene optionally substituted with 1 to 3 Z^8, or C_{2-6} alkenylene optionally substituted with 1 to 3 Z^8;

L^3 is -O-, -O-C_{1-8} alkylene optionally substituted with 1 to 3 Z^8, or C_{1-8} alkylene optionally substituted with 1 to 3 Z^8;

L^4 is C_{1-10} alkylene optionally substituted with 1 to 3 Z^8, 4-10 membered heterocyclene optionally substituted with 1 to 3 Z^8, C_3-C_{10} cycloalkylene optionally substituted with 1 to 3 Z^8, 5-10 membered heteroarylene optionally substituted with 1 to 3 Z^8, or C_6-$_{10}$ arylene optionally substituted with 1 to 3 Z^8;

each Z^8 is independently halo, -CN, C_{1-8} alkyl optionally substituted with 1 to 3 Z^{1a}, C_{2-8} alkenyl optionally substituted with 1 to 3 Z^{1a}, C_{2-8} alkynyl optionally substituted with 1 to 3 Z^{1a}, C_{3-8} cycloalkyl optionally substituted with 1 to 3 Z^{1a}, 6-10 membered aryl optionally substituted with 1 to 3 Z^{1a}, 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^{1a}, 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1a}, $-OR^9$, $-C(O)R^9$, or $-C(O)OR^9$;

each Z^{1a} is independently halo, -CN, C_{1-8} alkyl optionally substituted with 1 to 3 Z^{1b}, C_{2-8} alkenyl optionally substituted with 1 to 3 Z^{1b}, or C_{2-8} alkynyl optionally substituted with 1 to 3 Z^{1b};

C_{3-8} cycloalkyl optionally substituted with 1 to 3 Z^{1b}, 6-10 membered aryl optionally substituted with 1 to 3 Z^{1b}, 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^{1b}, 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1b}, $-OR^{13}$, $-C(O)R^{13}$, or $-C(O)OR^{13}$;

each Z^{1b} is independently hydroxy, halo, -CN, C_{1-9} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-15} cycloalkyl, C_{1-8} haloalkyl, 6-10 membered aryl, 5-10 membered heteroaryl, 4-10 membered heterocyclyl, -O(C_{1-9} alkyl), -O(C_{3-15} cycloalkyl), -O(C_{1-8} haloalkyl), -C(O)O(C_{1-9} alkyl), -C(O)O(C_{3-15} cycloalkyl), or -C(O)O(C_{1-8} haloalkyl);

each R^9 and R^{13} are independently hydrogen, C_{1-8} alkyl optionally substituted with 1 to 3 Z^{1b}, C_{2-8} alkenyl optionally substituted with 1 to 3 Z^{1b}, C_{2-8} alkynyl optionally substituted with 1 to 3 Z^{1b}, C_{3-10} cycloalkyl optionally substituted with 1 to 3 Z^{1b}, 4-10 membered heterocyclyl optionally substituted with 1 to 3 Z^{1b}, C_{6-10} aryl optionally substituted with 1 to 3 Z^{1b}, or 5-10 membered heteroaryl optionally substituted with 1 to 3 Z^{1b};

L^5 is -NHCO-, -N(CH_3)CO-, or -N($COCH_3$)-;

m1 is 1;

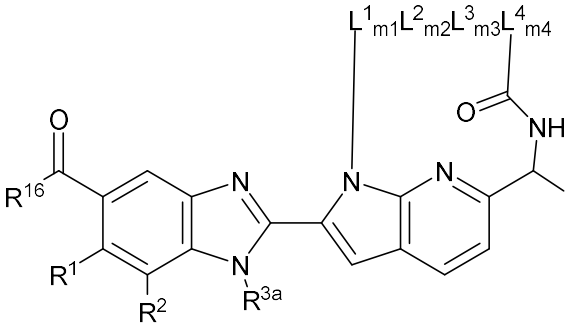
m2 is 0 or 1;

m3 is 0 or 1;

m4 is 0 or 1; and

m5 is 1.

11. The compound of claim 10, represented by Formula (Iu-1)



(Iu-1)

or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof.

12. The compound of claim 10 or 11, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein

L^1 is C_{1-10} alkylene optionally substituted with 1 to 3 halo;

L^2 is C_3-C_6 cycloalkylene optionally substituted with 1 to 3 halo, or C_{2-6} alkenylene optionally substituted with 1 to 3 halo;

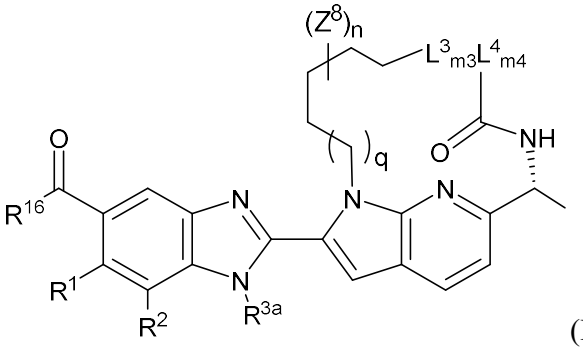
L^3 is -O-, -O-C_{1-8} alkylene optionally substituted with 1 to 3 halo, or C_{1-8} alkylene optionally substituted with 1 to 3 halo;

L^4 is C_{1-6} alkylene optionally substituted with 1 to 3 Z^{8a}, 5-10 membered nitrogen-containing heteroarylene optionally substituted with 1 to 3 Z^{8b}, C_{6-10} arylene optionally substituted with 1 to 3 Z^{8b}, or C_3-C_6 cycloalkylene optionally substituted with 1 to 3 Z^{8b};

each Z^{8a} is independently halo, or 5-10 membered heteroaryl optionally substituted with 1-2 halo; and

each Z^{8b} is independently halo, C_{1-6} alkyl, C_{1-6} haloalkyl, -O(C_{1-6} alkyl), -O(C_{1-6} haloalkyl), -O(C_{3-6} cycloalkyl), cyclopropyl, or phenylethynyl.

13. The compound of any one of claims 10-12, represented by formula (Iu-2)



(Iu-2)

or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein

L^3 is -O-;

m3 is 0 or 1;

m4 is 1;

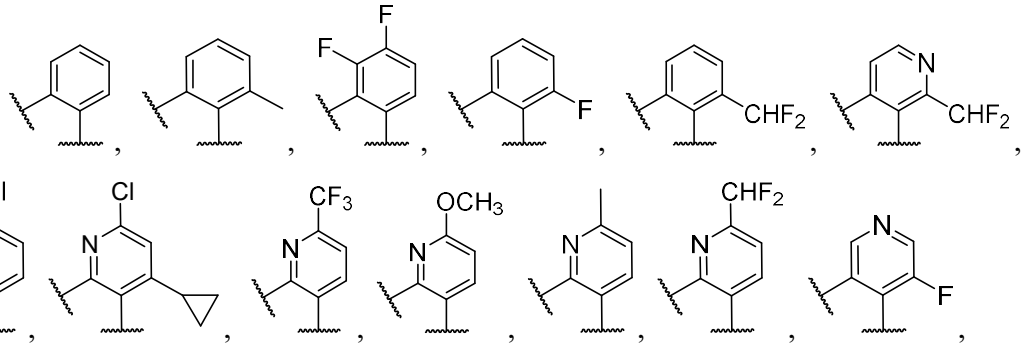
Z^8 is fluoro;

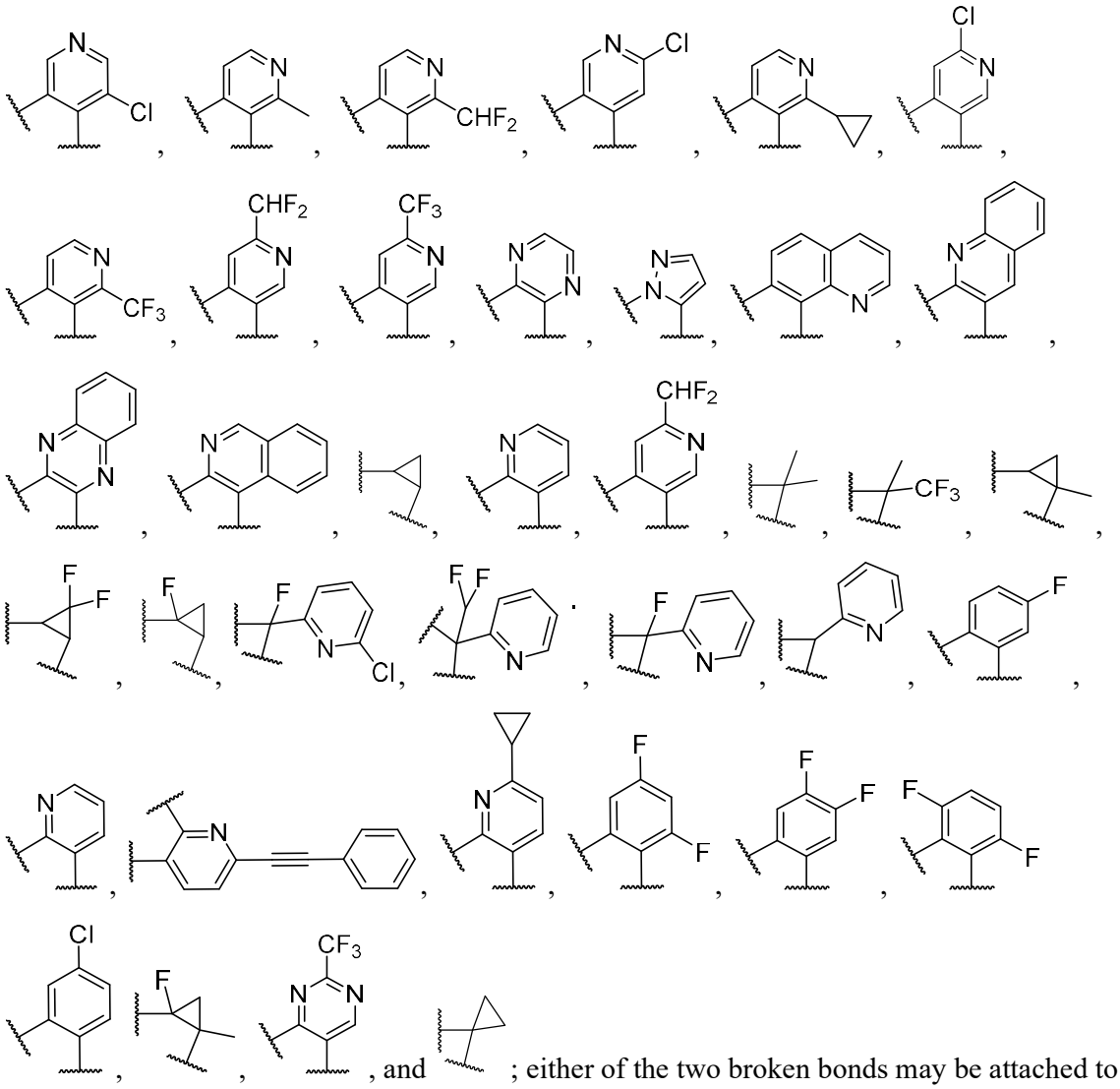
n is 0, 1, 2, or 3; and

q is 0, 1, or 2.

14. The compound of any one of claims 10-13, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein

L^4 is selected from the group consisting of





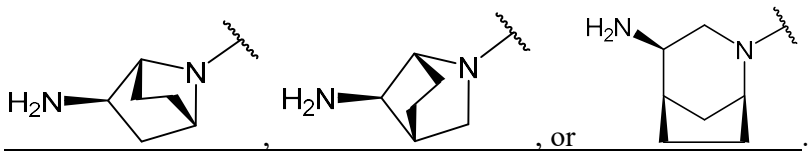
; either of the two broken bonds may be attached to L^5, or -CO- in -CO-NH-;

15. The compound of any one of claims 10-14, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, wherein

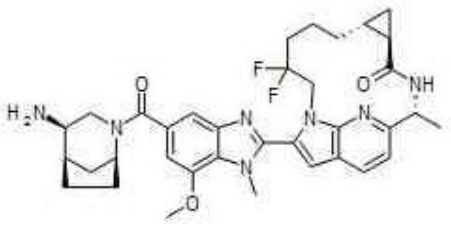
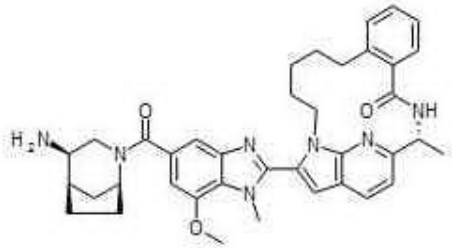
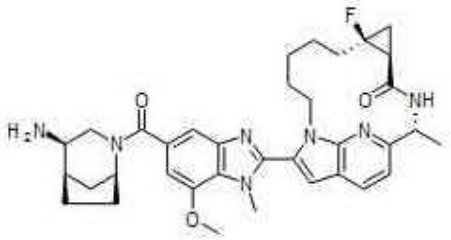
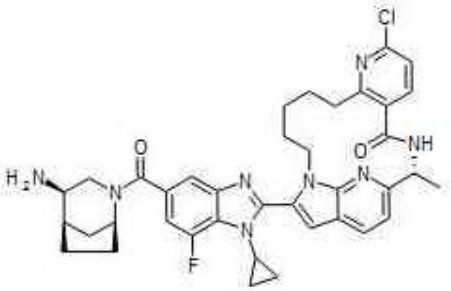
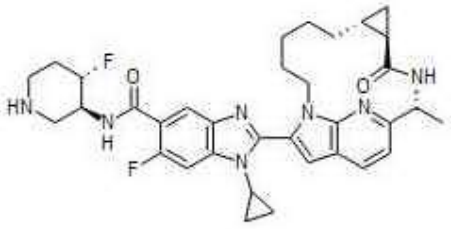
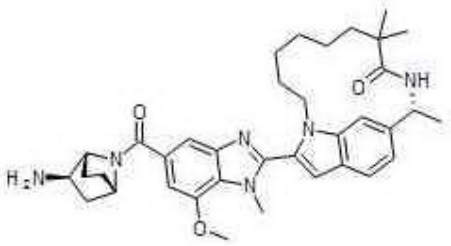
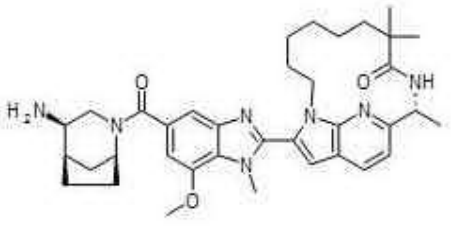
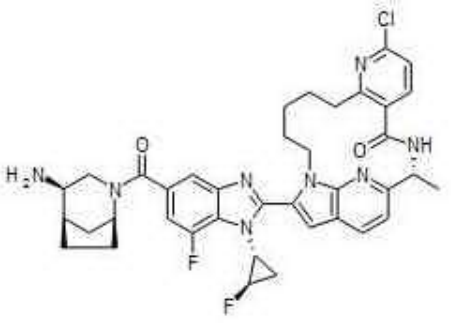
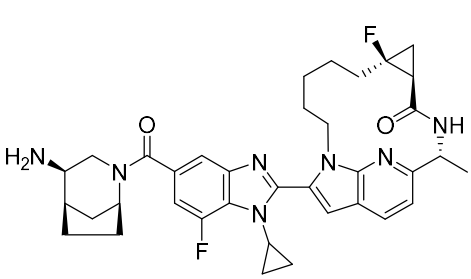
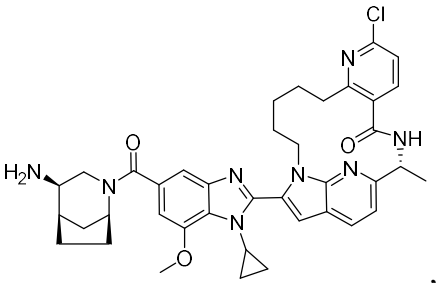
R^1 is hydrogen;

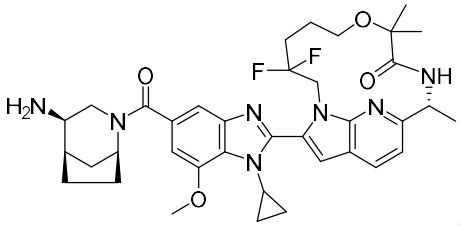
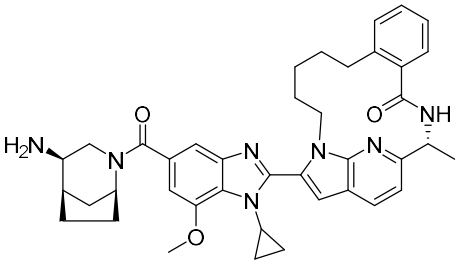
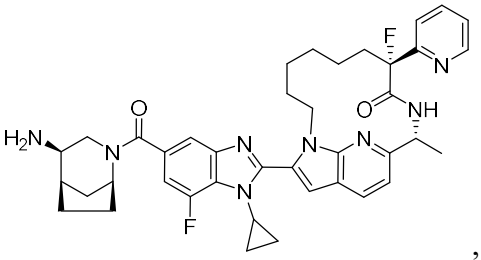
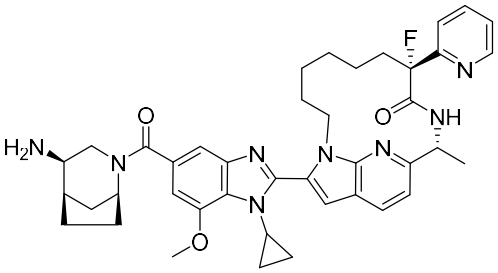
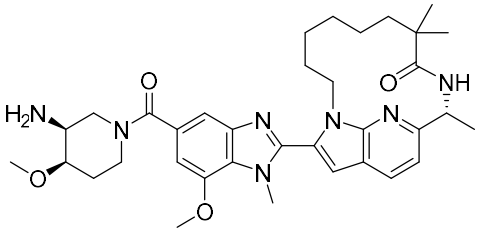
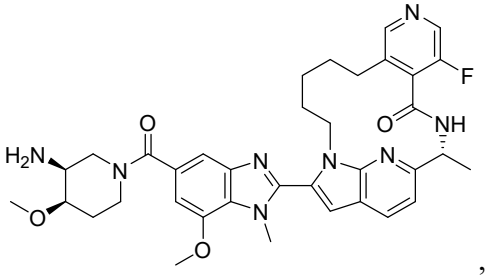
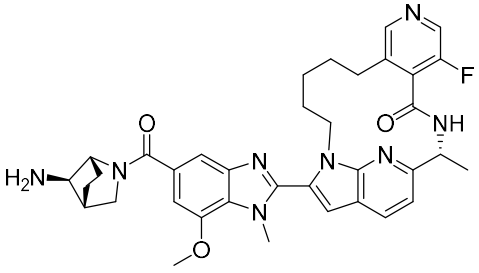
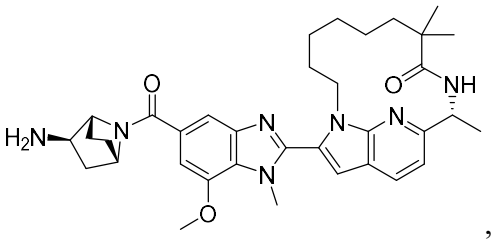
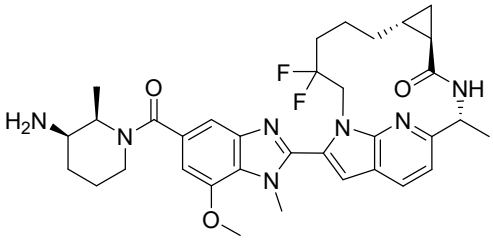
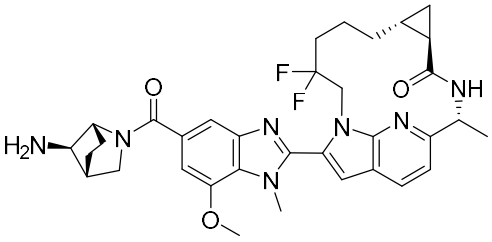
R^2 is fluoro, hydrogen or $-OCH_3$;

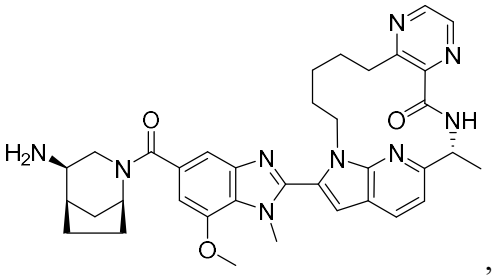
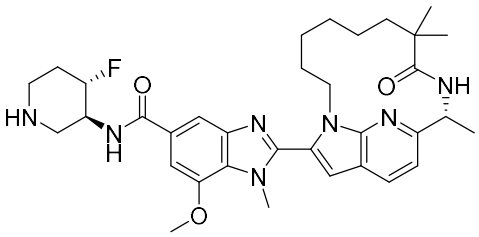
R^{3a} is $-CH_3$ or cyclopropyl; and

R^{16} is .

16. A compound which is:


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, or

or a pharmaceutically acceptable salt thereof.

17. A compound as shown in Table 1 or Table 1A, or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof.

18. The use of a pharmaceutical composition comprising a compound according to any one of claims 1-17 or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, and at least one pharmaceutically acceptable excipient for the manufacture of a medicament.

19. The use of claim 18 wherein, the medicament is used for treating inflammatory bowel disease, acute lymphocytic leukemia, ankylosing spondylitis, cancer, chronic lymphocytic leukemia, colitis, lupus, systemic lupus erythematosus, cutaneous lupus erythematosus, rheumatoid arthritis, multiple sclerosis, or ulcerative colitis.

20. A compound according to any one of claims 1-17 or a pharmaceutically acceptable salt, stereoisomer, mixture of stereoisomers, or tautomer thereof, for use in the manufacture of a medicament for treating rheumatoid arthritis.