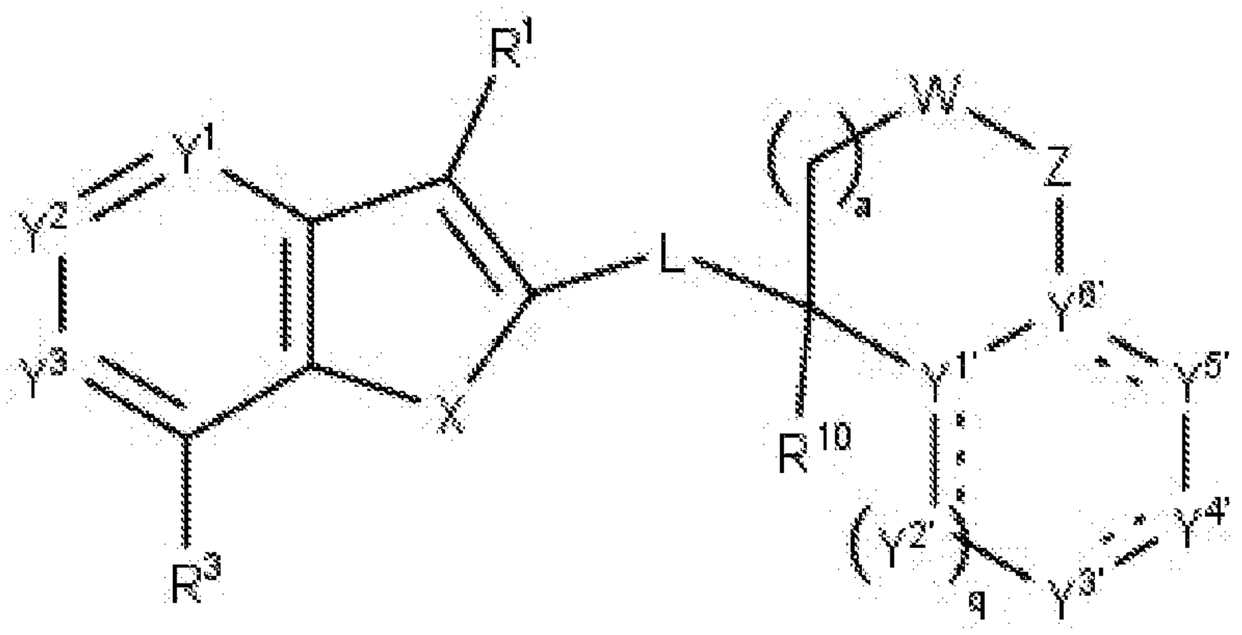
WHAT IS CLAIMED IS:

1. A compound of Formula I:

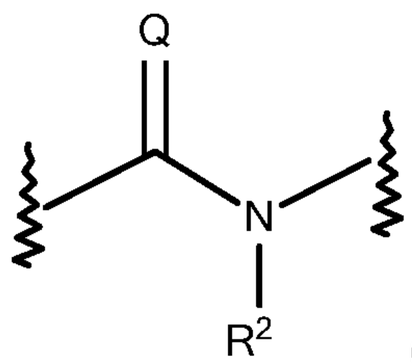


(I),

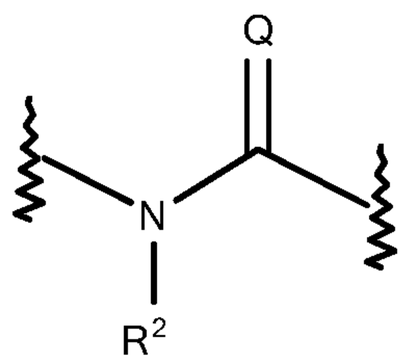
or pharmaceutically acceptable salt thereof,

wherein:

L is L1 or L2:



(L1),



(L2);

R^1 is hydrogen, cyano, halo, hydroxyl, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted aryloxy, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkyloxy, optionally substituted heterocyclyl, optionally substituted alkylcarbonyl, optionally substituted alkoxycarbonyl, aminocarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, $-SO_p$(optionally substituted alkyl or haloalkyl), $-SF_5$, or $-NR^aR^b$ wherein R^a and R^b are independently H or optionally substituted alkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-

membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^2 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, or optionally substituted aryl;

$R^{2'}$ is optionally substituted alkyl, optionally substituted cycloalkyl, or optionally substituted aryl;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted alkylcarbonyl, optionally substituted alkoxycarbonyl, aminocarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, -$S(O)_p$(optionally substituted alkyl), -SF_5, optionally substituted heterocyclyl, optionally substituted 6- to 10-membered aryl, optionally substituted 5- to 10-membered heteroaryl, a spirocyclic heterocyclyl-carbocyclyl group, a spirocyclic heterocyclyl-heterocyclyl group, a spirocyclic carbocyclyl-carbocyclyl group, a spirocyclic carbocycylyl-heterocyclyl group, or –NR^aR^b wherein R^a and R^b are independently H or optionally substituted alkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^4 is independently in each occurrence hydrogen, cyano, halo, hydroxyl, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl; optionally substituted aryloxy, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkyloxy, optionally substituted heterocyclyl, optionally substituted alkylcarbonyl, optionally substituted alkoxycarbonyl, optionally substituted aminocarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, -SO_p(optionally substituted alkyl or haloalkyl), -SF_5, or –NR^aR^b wherein R^a and R^b are independently H or optionally substituted alkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may include one to

three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted

R^5 and $R^{5'}$ are independently in each occurrence, hydrogen, halogen, cyano, nitro, hydroxyl, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted cycloalkyl, optionally substituted cycloalkyloxy, optionally substituted aryl, optionally substituted heteroaryl, $-SF_5$, $-SO_p$(optionally substituted alkyl or haloalkyl), or $-NR^cR^d$ wherein R^c and R^d are independently H or optionally substituted alkyl; or R^c and R^d may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^{10} is hydrogen, halogen, alkyl, haloalkyl, cycloalkyl, alkenyl or alkynyl;

X is O or S;

Q is O, S or $NR^{2'}$;

Y^1, Y^2 and Y^3 are each independently -N- or $-CR^4-$;

$Y^{1'}$ and $Y^{6'}$ are each independently N, C, or $-CR^5-$;

$Y^{2'}$, $Y^{3'}$, $Y^{4'}$, $Y^{5'}$ are each independently N, NR^2, S, O, $-CR^5-$ or $CR^5R^{5'}$;

W is CR^6R^7, O, S, or N-R^8,

Z is CR^6R^7, O, S, or N-R^8,

wherein

R^6 and R^7 are independently in each occurrence hydrogen, halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy or C_3-C_8-cycloalkoxy;

R^8 is hydrogen or C_1-C_4-alkyl;

and

wherein at most three of $Y^{1'}$, $Y^{2'}$, $Y^{3'}$, $Y^{4'}$, $Y^{5'}$ and $Y^{6'}$ are heteroatoms;

a is 0 or 1;

q is 0 or 1;

p is independently in each occurrence is 0, 1, or 2; and

the dashed bonds (- - - -) signify a single or double bond;

a stereoisomer, tautomer, N-oxide, hydrate, solvate, or salt thereof.

2. The compound of Formula (I) of claim 1,

wherein:

R^1 is hydrogen, cyano, halo, hydroxyl, C_1-C_6-alkyl, C_1-C_6-haloalkyl, hydroxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-haloalkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-haloalkoxy-C_1-C_6-alkyl, amino-C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-haloalkoxy, C_2-C_6-alkenyl, C_2-C_6-haloalkenyl, C_2-C_6-alkynyl, C_2-C_6-haloalkynyl, C_1-C_6-alkylcarbonyl, C_1-C_6-haloalkylcarbonyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-haloalkoxycarbonyl, aminocarbonyl, C_1-C_6-alkylaminocarbonyl, C_1-C_6-haloalkylaminocarbonyl, di-C_1-C_6-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, optionally substituted aryl, optionally substituted aryloxy, optionally substituted heteroaryl, optionally substituted C_3-C_8-cycloalkyl, optionally substituted C_3-C_8-cycloalkyloxy, optionally substituted 3- to 7-membered heterocyclyl, C_1-C_6-alkylcarbonyl, C_1-C_6-haloalkylcarbonyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-haloalkoxycarbonyl, aminocarbonyl, C_1-C_6-alkylaminocarbonyl, C_1-C_6-haloalkylaminocarbonyl, di-C_1-C_6-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, $-SF_5$, $-SO_p$(optionally substituted C_1-C_6-alkyl or C_1-C_6-haloalkyl), or $-NR^aR^b$ wherein R^a and R^b are independently H or optionally substituted C_1-C_6-alkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^2 is hydrogen, C_1-C_6-alkyl, C_1-C_6-haloalkyl, optionally substituted C_3-C_8-cycloalkyl, or optionally substituted phenyl;

$R^{2'}$ is C_1-C_6-alkyl, C_1-C_6-haloalkyl, optionally substituted C_3-C_8-cycloalkyl, or optionally substituted phenyl;

R^3 is C_1-C_6-alkyl, C_1-C_6-haloalkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-haloalkoxy-C_1-C_6-alkyl, optionally substituted C_3-C_8- cycloalkyl, C_1-C_6-alkylcarbonyl, C_1-C_6-haloalkylcarbonyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-haloalkoxycarbonyl, aminocarbonyl, C_1-C_6-alkylaminocarbonyl, C_1-C_6-haloalkylaminocarbonyl, di-C_1-C_6-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, $-SF_5$, $-S(O)_p$(C_1-C_6-alkyl or C_1-C_6-haloalkyl), optionally substituted 3- to 7-membered heterocyclyl containing from one to three heteroatoms selected from the group consisting of N, O and S; optionally substituted phenyl, optionally substituted 5- to 10-membered heteroaryl, a 5- to 11-membered spirocyclic heterocyclyl-carbocyclyl group, a 5- to 11-membered spirocyclic heterocyclyl-heterocyclyl group, a 5- to 11-membered spirocyclic carbocyclyl-carbocyclyl group, a 5- to 11-membered spirocyclic carbocyclyl-heterocyclyl group, or $-NR^aR^b$ wherein R^a and R^b are independently H, C_1-C_6-alkyl or C_1-C_6-haloalkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^4 is independently in each occurrence hydrogen, cyano, halo, hydroxyl, C_1-C_6-alkyl, C_1-C_6-haloalkyl, C_1-C_6-alkoxy, C_1-C_6-haloalkoxy, C_2-C_6-alkenyl, C_2-C_6-haloalkenyl, C_2-C_6-alkynyl, C_2-C_6-haloalkynyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-haloalkoxy-C_1-C_6-alkyl, optionally substituted phenyl; optionally substituted phenyloxy, optionally substituted 5- or 6-membered heteroaryl, optionally substituted C_3-C_8-cycloalkyl, optionally substituted C_3-C_8-cycloalkyloxy, optionally substituted 3- to 7-membered heterocyclyl containing from one to three heteroatoms selected from the group consisting of N, O and S, C_1-C_6-alkylcarbonyl, C_1-C_6-haloalkylcarbonyl, C_1-C_6- alkoxycarbonyl, C_1-C_6-haloalkoxycarbonyl, aminocarbonyl, C_1-C_6-alkylaminocarbonyl, C_1-C_6-haloalkylaminocarbonyl, di-C_1-C_6-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, $-SO_p$(optionally substituted C_1-C_6-alkyl or C_1-C_6-haloalkyl), SF_5, or $-NR^aR^b$ wherein R^a and R^b are independently H, C_1-C_6-alkyl or C_1-C_6-haloalkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl

group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^5 and $R^{5'}$ are independently in each occurrence, hydrogen, halogen, cyano, nitro, hydroxyl, C_1-C_6-alkyl, C_1-C_6-haloalkyl, C_1-C_6-alkoxy, C_1-C_6-haloalkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-haloalkoxy-C_1-C_6-alkyl, optionally substituted C_3-C_8-cycloalkyl, optionally substituted C_3-C_8-cycloalkyloxy, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, -SF_5, -SO_p(optionally substituted C_1-C_6-alkyl or C_1-C_6-haloalkyl), or –NR^cR^d wherein R^c and R^d are independently H, C_1-C_6-alkyl or C_1-C_6-haloalkyl; or R^c and R^d may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted; and

R^{10} is hydrogen, halogen, C_1-C_6-alkyl, C_1-C_6-haloalkyl, C_3-C_8-cycloalkyl, C_2-C_6-alkenyl or C_2-C_6-alkynyl.

3. The compound of Formula (I) according to claim 1 or 2, wherein

R^1 is hydrogen, cyano, optionally substituted C_1-C_4-alkyl, optionally substituted C_1-C_4-alkoxy, optionally substituted C_2-C_4-alkenyl, optionally substituted C_2-C_4-alkynyl, optionally substituted C_3-C_8-cycloalkyl, optionally substituted, saturated or unsaturated 5-, 6-, or 7-membered heterocycle, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryloxy, optionally substituted C_1-C_4-alkylcarbonyl, optionally substituted C_1-C_4-alkoxycarbonyl, optionally substituted aminocarbonyl, optionally substituted C_1-C_4-alkylaminocarbonyl, optionally substituted C_1-C_4-dialkylaminocarbonyl, optionally substituted alkyl-SO_p-, haloalkyl-SO_p-, amino, -NH-optionally substituted C_1-C_4-alkyl, or -NR^aR^b wherein R^a and R^b are independently optionally substituted alkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4- 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may be optionally substituted;

R^2 is hydrogen or C_1-C_4-alkyl;

R^3 is C_1-C_4-alkyl, 6- to 10-membered aryl, 5- to 10-membered heteroaryl, C_3-C_8-cycloalkyl, a 5- to 11-membered spirocyclic heterocyclyl-carbocyclyl group, a 5- to 11-membered spirocyclic heterocyclyl-heterocyclyl group, a 5- to 11-membered spirocyclic carbocyclyl-carbocyclyl group, or a 5- to 11-membered spirocyclic carbocyclyl-heterocyclyl group, each of which may be optionally substituted with 1, 2, or 3 substituents;

R^4 is independently hydrogen, halogen, cyano, nitro, -OH, optionally substituted C_1-C_4-alkyl, optionally substituted C_1-C_4-alkoxy, optionally substituted C_3-C_8-cycloalkyl, amino, NH-optionally substituted C_1-C_4-alkyl, $-SF_5$, or $-NR^aR^b$ wherein R^a and R^b are independently optionally substituted C_1-C_4-alkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3, 4, 5, 6, 7, or 8 membered- heterocyclyl group, which may be optionally substituted, $-SO_p$(optionally substituted C_1-C_4-alkyl or haloalkyl); and

R^5 is independently halogen, cyano, nitro, -OH, optionally substituted C_1-C_4-alkyl, optionally substituted C_1-C_4-alkoxy, optionally substituted C_3-C_8-cycloalkyl, amino, NH-optionally substituted C_1-C_4-alkyl, $-SF_5$, or $-NR^cR^d$ wherein R^c and R^d are independently optionally substituted C_1-C_4-alkyl; or R^c and R^d may form, with the nitrogen to which they are attached, a 3, 4, 5, 6, 7, or 8 membered- heterocyclyl group, which may be optionally substituted, SO_p(optionally substituted C_1-C_4-alkyl or haloalkyl.

4. The compound of Formula (I) according to any one of claims 1 to 3, wherein X is S.

5. The compound of Formula (I) according to any one of claims 1 to 3, wherein X is O.

6. The compound of Formula (I) according to any one of claims 1 to 5, wherein a is 1 and q is 1.

7. The compound of Formula (I) according to any one of claims 1 to 5, wherein a is 0 and q is 0.

8. The compound of Formula (I) according to any one of claims 1 to 5, wherein a is 1 and q is 0.

9. The compound of Formula (I) according to any one of claims 1 to 8, wherein:

L is L1;

R^1 is halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, hydroxy-C_1-C_4-alkyl, hydroxy-C_1-C_4-haloalkyl, alkoxy-C_1-C_4-alkyl, alkoxy-C_1-C_4-haloalkyl, C_2-C_4-alkenyl, C_2-C_4-haloalkenyl, C_2-C_4-alkynyl, C_2-C_4-haloalkynyl, C_1-C_4-alkylcarbonyl, C_1-C_4-haloalkylcarbonyl, C_1-C_4-alkoxycarbonyl, C_1-C_4-haloalkoxycarbonyl, aminocarbonyl, C_1-C_4-alkylaminocarbonyl, C_1-C_4-haloalkylaminocarbonyl, di-C_1-C_4-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, optionally substituted 5- or 6-membered heteroaryl or optionally substituted 5- or 6-membered heterocyclyl containing 1 to 3 N, S or O heteroatoms or $-NR^aR^b$ wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5- or 6-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^2 is hydrogen or C_1-C_4-alkyl;

R^3 is C_1-C_6-alkyl, C_1-C_6-haloalkyl, optionally substituted C_3-C_8- cycloalkyl, C_1-C_6-alkylcarbonyl, C_1-C_6-haloalkylcarbonyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-haloalkoxycarbonyl, aminocarbonyl, C_1-C_6-alkylaminocarbonyl, C_1-C_6-haloalkylaminocarbonyl, di-C_1-C_6-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, $-SO_p$(optionally substituted C_1-C_6-alkyl or C_1-C_6-haloalkyl), $-SF_5$, optionally substituted 3- to 7-membered heterocyclyl containing from one to three heteroatoms selected from the group consisting of N, O and S; optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, a 5- to 11-membered spirocyclic heterocyclyl-carbocyclyl group, a 5- to 11-membered spirocyclic heterocyclyl-heterocyclyl group, a 5- to 11-membered spirocyclic carbocyclyl-carbocyclyl group, wherein each ring of said spirocyclic group contains 3, 4, 5 or 6 ring atoms; or $-NR^aR^b$ wherein R^a and R^b are independently H, C_1-C_6-alkyl or C_1-C_6-haloalkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5-, 6-, 7-, or 8-membered-heterocyclyl group, which may include one to three additional

heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^4 is independently in each occurrence hydrogen, halo, -SF_5, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, C_2-C_4-alkenyl, C_2-C_4-haloalkenyl, C_2-C_4-alkynyl, C_2-C_4-haloalkynyl, optionally substituted C_3-C_6-cycloalkyl, C_1-C_4-alkylcarbonyl, C_1-C_4-haloalkylcarbonyl, C_1-C_4-alkoxycarbonyl, C_1-C_4-haloalkoxycarbonyl, aminocarbonyl, C_1-C_4-alkylaminocarbonyl, C_1-C_4-haloalkylaminocarbonyl, di-C_1-C_4-alkylaminocarbonyl, di-C_1-C_4-haloalkylaminocarbonyl, -SO_p(optionally substituted C_1-C_4-alkyl or C_1-C_4-haloalkyl) , or –NR^aR^b wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^5 is independently in each occurrence, hydrogen, halogen, -SF_5, C_1-C_6-alkyl, C_1-C_4-haloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, -SO_p(optionally substituted C_1-C_4-alkyl or C_1-C_4-haloalkyl), or –NR^cR^dwherein R^c and R^d are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^{10} is hydrogen, halogen, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

Q is O or S;

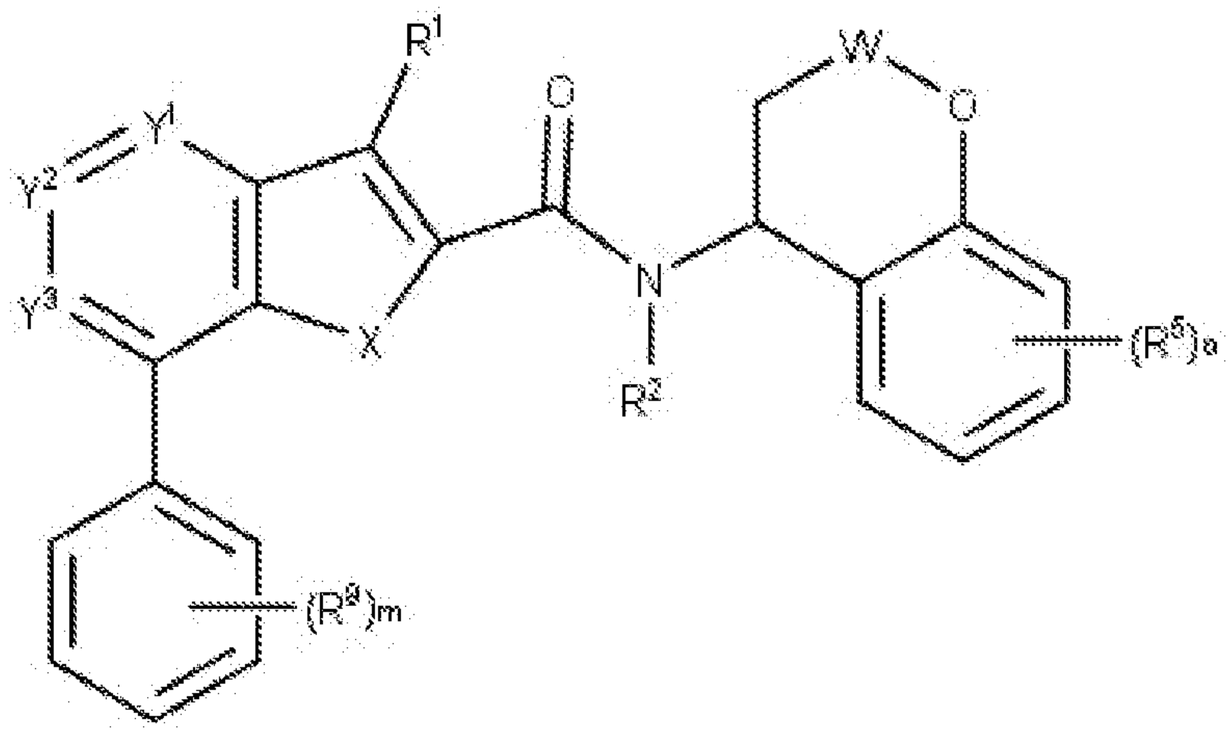
Z is O; and

W is CR^6R^7.

10. The compound of Formula (I) according to claim 9 wherein a is 1 and q is 1.

11. The compound of Formula (I) according to claim 9, wherein a is 0 or 1 and q is 0.

12. The compound of Formula (I) according to claim 9, which is represented by the following structure of Formula (IC):



(IC)

wherein

R^9 is independently halo, cyano, nitro, C_3-C_8-cycloalkyl, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-halocycloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, or –NR^aR^b wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^1 is halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, hydroxy-C_1-C_4-alkyl, alkoxy-C_1-C_4-alkyl, C_2-C_4-alkenyl, C_2-C_4-haloalkenyl, C_2-C_4-alkynyl, C_2-C_4-haloalkynyl, C_1-C_4-alkylcarbonyl, C_1-C_4-haloalkylcarbonyl, C_1-C_4-alkoxycarbonyl, C_1-C_4-haloalkoxycarbonyl, aminocarbonyl, C_1-C_4-alkylaminocarbonyl, C_1-C_4-haloalkylaminocarbonyl, di-C_1-C_4-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, optionally substituted 5- or 6-membered heterocyclyl containing 1 to 3 N, S or O heteroatoms or –NR^aR^b wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5- or 6-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^4 is in each occurrence independently hydrogen, halo, C_1-C_6-alkyl, C_1-C_6-haloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, -SO_p(optionally substituted C_1-C_4-alkyl or C_1-C_4-haloalkyl), -SF_5, or –NR^aR^b wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^5 is halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, -SO_p(optionally substituted C_1-C_4-alkyl or C_1-C_4-haloalkyl), -SF_5, or –NR^cR^d wherein R^c and R^d are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

W is CR^6R^7;

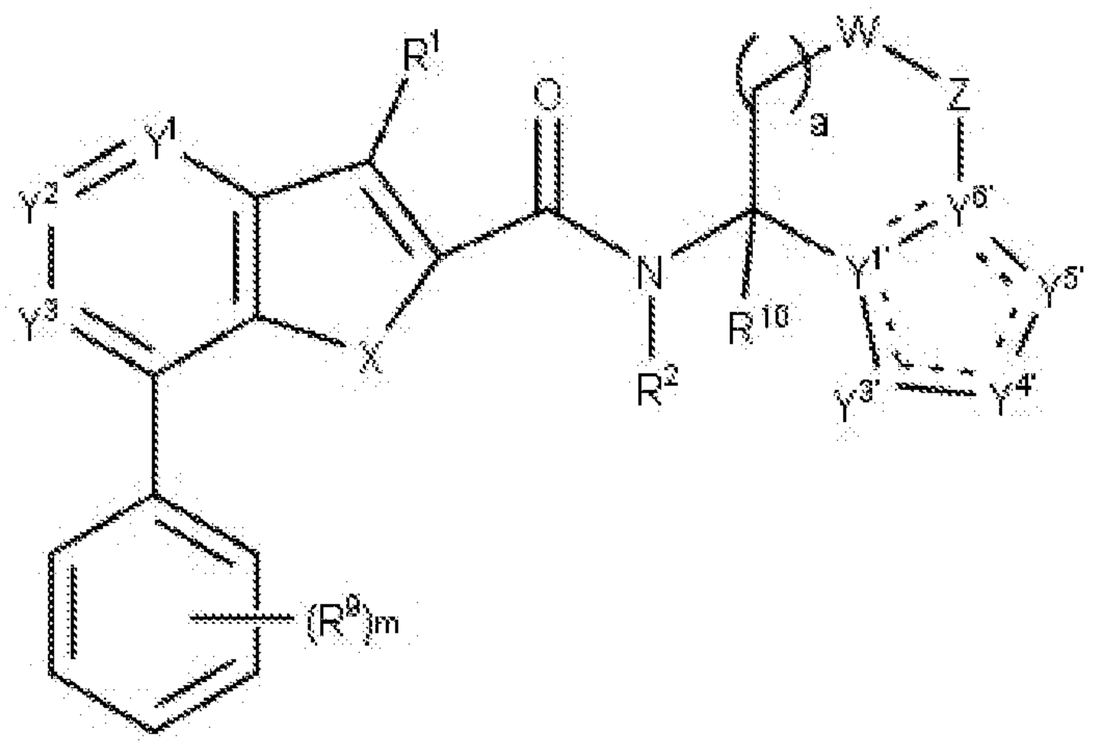
R^2 is hydrogen or C_1-C_3-alkyl;

R^{10} is hydrogen;

o is 0, 1 or 2; and

m is 0, 1, 2, or 3.

13. The compound of Formula (I) according to claim 9, which is represented by the following structure:



wherein:

R^9 is independently halo, cyano, nitro, C_3-C_8-cycloalkyl, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-halocycloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, or –NR^aR^b wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^1 is halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, hydroxy-C_1-C_4-alkyl, alkoxy-C_1-C_4-alkyl, C_2-C_4-alkenyl, C_2-C_4-haloalkenyl, C_2-C_4-alkynyl, C_2-C_4-haloalkynyl, C_1-C_4-alkylcarbonyl, C_1-C_4-haloalkylcarbonyl, C_1-C_4-alkoxycarbonyl, C_1-C_4-haloalkoxycarbonyl, aminocarbonyl, C_1-C_4-alkylaminocarbonyl, C_1-C_4-

haloalkylaminocarbonyl, di-C_1-C_4-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, optionally substituted 5- or 6-membered heterocyclyl containing 1 to 3 N, S or O heteroatoms or $-NR^aR^b$ wherein R^a and R^b are independently H, C_1-C_6-alkyl or C_1-C_6-haloalkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5- or 6-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^4 is independently in each occurrence hydrogen, halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, -SO_p(optionally substituted C_1-C_4-alkyl or C_1-C_4-haloalkyl), -SF_5, or $-NR^aR^b$ wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^5 and $R^{5'}$ are independently in each occurrence hydrogen, halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, -SO_p(optionally substituted C_1-C_4-alkyl or C_1-C_4-haloalkyl), -SF_5, or $-NR^cR^d$ wherein R^c and R^d are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^2 is hydrogen or C_1-C_3-alkyl;

R^{10} is hydrogen;

Z is CR^6R^7 or O;

$Y^{1'}$ and $Y^{6'}$ are each independently C, N or CR^5;

$Y^{3'}$, $Y^{4'}$, $Y^{5'}$ are independently CR^5, $CR^5R^{5'}$, N, NR^2, O or S;

the dashed bonds (- - - -) signify a single or double bond;

a is 0 or 1; and

m is 0, 1, 2, or 3.

14. The compound according to claim 13, wherein $Y^{1'}$ and $Y^{6'}$ are each C;

$Y^{3'}$ and $Y^{4'}$ are independently CR^5; and

$Y^{5'}$ is S.

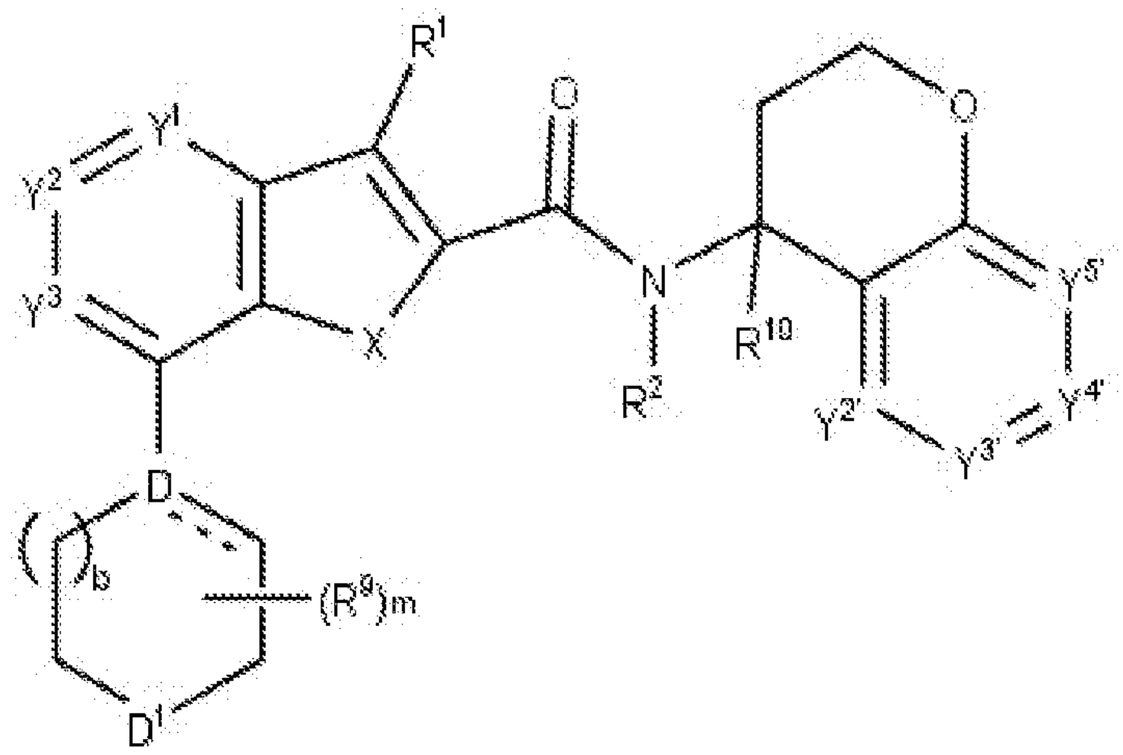
15. The compound according to claim 13, wherein $Y^{3'}$ and $Y^{6'}$ are N;

$Y^{1'}$ is C; and

$Y^{4'}$ and $Y^{5'}$ are independently CR^5.

16. The compound according to claim 13, wherein $Y^{1'}$ and $Y^{5'}$ are N; $Y^{6'}$ is C; and $Y^{3'}$ and $Y^{4'}$ are independently CR^5.

17. The compound according to claim 9, which is represented by the following structure:



wherein

R^9 is independently halo, cyano, nitro, C_3-C_8-cycloalkyl, C_1-C_4-alkyl, C_1-C_4-haloalkyl, C_1-C_4-halocycloalkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkoxy, or $-NR^aR^b$ wherein R^a and R^b are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^1 is halo, C_1-C_4-alkyl, C_1-C_4-haloalkyl, hydroxy-C_1-C_4-alkyl, alkoxy-C_1-C_4-alkyl, C_2-C_4-alkenyl, C_2-C_4-haloalkenyl, C_2-C_4-alkynyl, C_2-C_4-haloalkynyl, C_1-C_4-alkylcarbonyl, C_1-C_4-haloalkylcarbonyl, C_1-C_4-alkoxycarbonyl, C_1-C_4-haloalkoxycarbonyl, aminocarbonyl, C_1-C_4-alkylaminocarbonyl, C_1-C_4-haloalkylaminocarbonyl, di-C_1-C_4-alkylaminocarbonyl, di-C_1-C_6-haloalkylaminocarbonyl, optionally substituted 5- or 6-membered heterocyclyl containing 1 to 3 N, S or O heteroatoms or $-NR^aR^b$ wherein R^a

and R^b are independently H, C_1-C_6-alkyl or C_1-C_6-haloalkyl; or R^a and R^b may form, with the nitrogen to which they are attached, a 3-, 4-, 5- or 6-membered-heterocyclyl group, which may include one to three additional heteroatoms selected from the group consisting of N, O and S and may be optionally substituted;

R^5 is halo, C_1-C_6-alkyl, C_1-C_6-haloalkyl, C_1-C_6-alkoxy, C_1-C_6-haloalkoxy, -SO_p(optionally substituted C_1-C_6-alkyl or C_1-C_6-haloalkyl), -SF_5, or –NR^cR^d wherein R^c and R^d are independently H, C_1-C_4-alkyl or C_1-C_4-haloalkyl;

R^2 is hydrogen or C_1-C_3-alkyl;

R^{10} is hydrogen;

D is -N- or -CH-,

D^1 is -NH-, -O-, -CH_2-; or

D^1 is bonded to a 2- to 5-membered chain, optionally containing an N, O or S heteroatom, to form a spirocyclic heterocyclyl-heterocyclyl group, a spirocyclic heterocyclyl-carbocyclyl group, a spirocyclic carbocyclyl-carbocyclyl group or a spirocyclic carbocyclyl-heterocyclyl group;

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

b is 0 or 1.

18. The compound according to claim 12, wherein

R^1 C_1-C_4-alkyl, C_1-C_4 alkenyl, C_1-C_4-cycloalkyl, amino, C_1-C_4-alkylamino, di(C_1-C_4-alkyl)amino, morpholino, pyranyl, tetrahydropyranyl, or dihydropyranyl;

R^4 is independently in each occurrence hydrogen, halogen, cyano, C_1-C_4-alkyl, C_1-C_4 haloalkyl, C_1-C_4-cycloalkyl, or phenyl optionally substituted 1 or 2 times by halo or C_1-C_4-alkyl; and

R^5 is independently in each occurrence a halogen, cyano, C_1-C_4-alkyl, C_1-C_4 haloalkyl, C_1-C_4-cycloalkyl, or phenyl optionally substituted 1 or 2 times by halo or C_1-C_4-alkyl.

19. The compound according to claim 13, wherein

R^1 C_1-C_4-alkyl, C_1-C_4 alkenyl, C_1-C_4-cycloalkyl, amino, C_1-C_4-alkylamino, di(C_1-C_4-alkyl)amino, morpholino, pyranyl, tetrahydropyranyl, or dihydropyranyl;

R^4 is independently in each occurrence hydrogen, halogen, cyano, C_1-C_4-alkyl, C_1-C_4 haloalkyl, C_1-C_4-cycloalkyl, or phenyl optionally substituted 1 or 2 times by halo or C_1-C_4-alkyl; and

R^5 is independently in each occurrence a halogen, cyano, C_1-C_4-alkyl, C_1-C_4 haloalkyl, C_1-C_4-cycloalkyl, or phenyl optionally substituted 1 or 2 times by halo or C_1-C_4-alkyl.

20. The compound according to claim 17, wherein

R^1 C_1-C_4-alkyl, C_1-C_4 alkenyl, C_1-C_4-cycloalkyl, amino, C_1-C_4-alkylamino, di(C_1-C_4-alkyl)amino, morpholino, pyranyl, tetrahydropyranyl, or dihydropyranyl;

R^4 is independently in each occurrence hydrogen, halogen, cyano, C_1-C_4-alkyl, C_1-C_4 haloalkyl, C_1-C_4-cycloalkyl, or phenyl optionally substituted 1 or 2 times by halo or C_1-C_4-alkyl; and

R^5 is independently in each occurrence a halogen, cyano, C_1-C_4-alkyl, C_1-C_4 haloalkyl, C_1-C_4-cycloalkyl, or phenyl optionally substituted 1 or 2 times by halo or C_1-C_4-alkyl.

21. The compound of any of claims 1 to 20, wherein each of Y^1, Y^2 and Y^3 are -C-R^4.

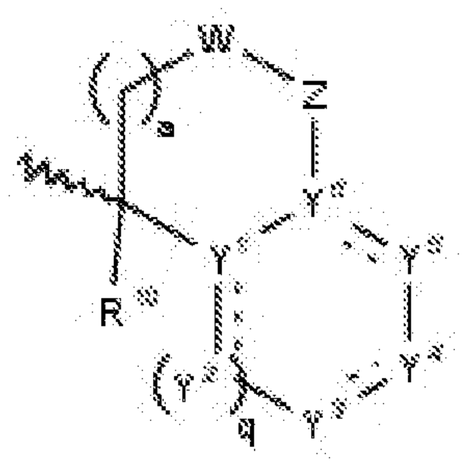
22. The compound of any of claims 1 to 20, wherein Y^1 is N; and Y^2 and Y^3 are -C-R^4.

23. The compound of any of claims 1 to 20, wherein Y^2 is N; and Y^1 and Y^3 are -CR^4.

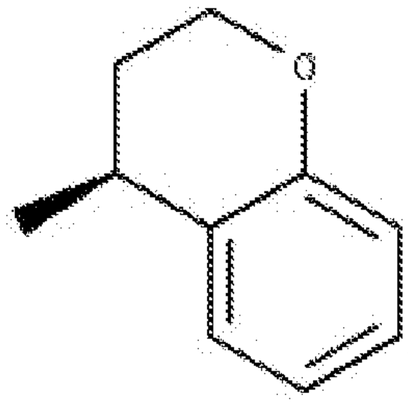
24. The compound of any of claims 1 to 20, wherein Y^1 and Y^3 are N; and Y^2 is -CR^4.

25. The compound of any of claims 1 to 20, wherein Y^1 and Y^2 are N; and Y^3 is -CR^4.

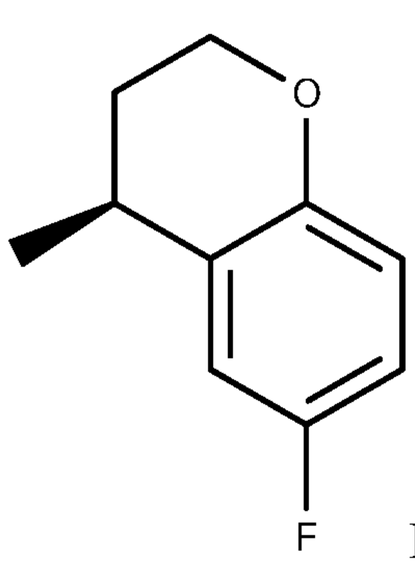
26. The compound of claim 1, wherein the compound has the structure presented in the table below, wherein R^2 and $R^{2'}$ are both hydrogen; Q is oxygen; and the group



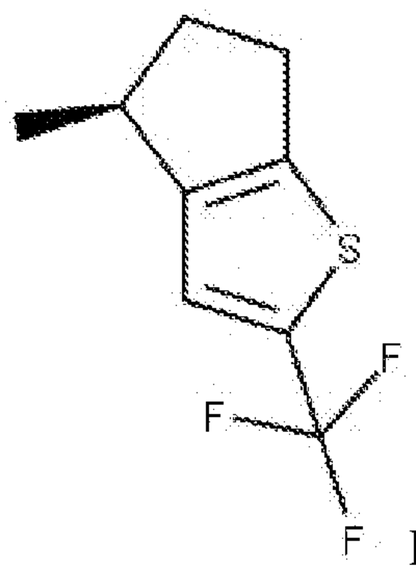
is abbreviated "Ring System" in the table and represents the following groups:



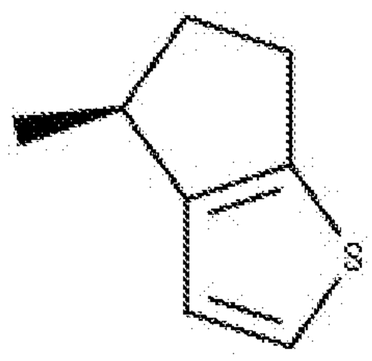
Ring System A;



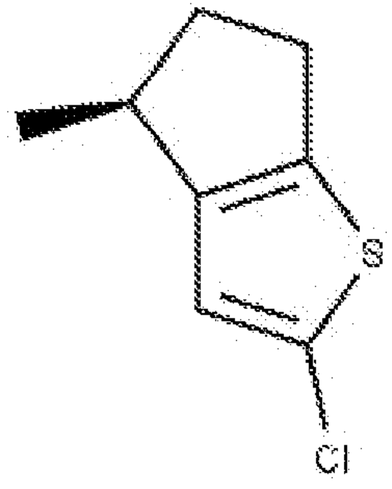
Ring System B;



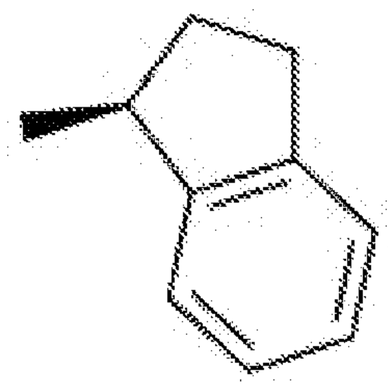
Ring System C;



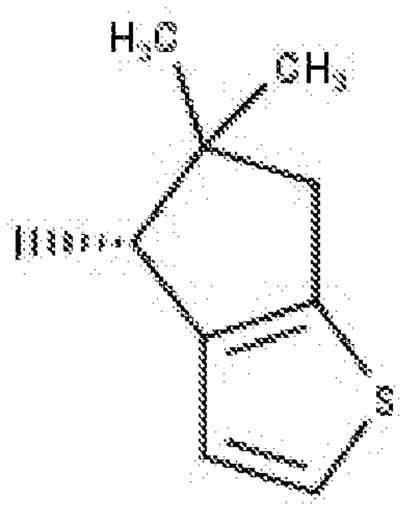
Ring System D;



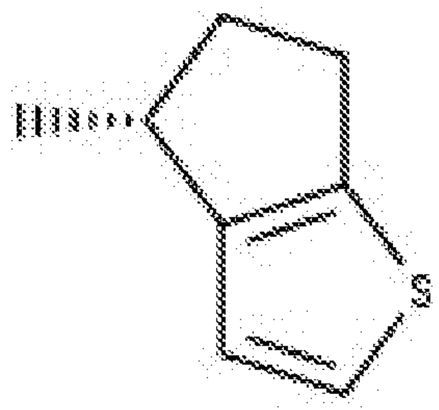
Ring System E;



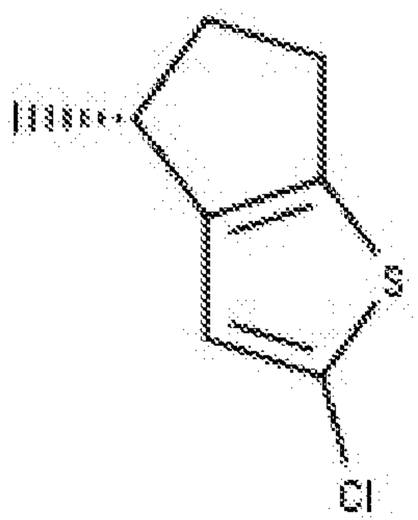
Ring System F;



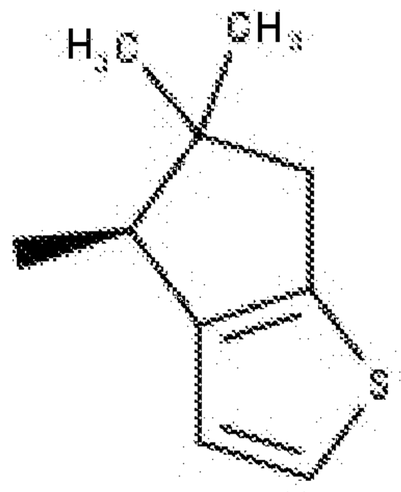
Ring System G;



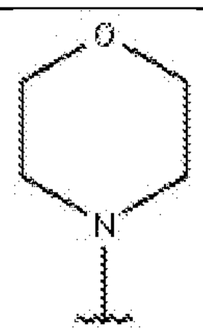
Ring System H;

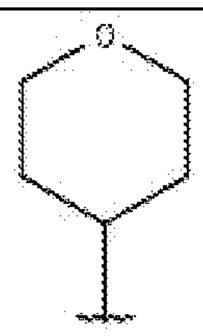


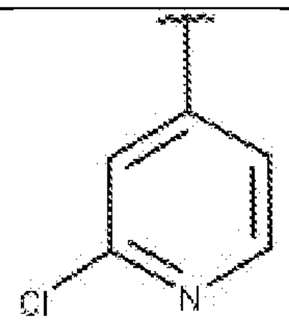
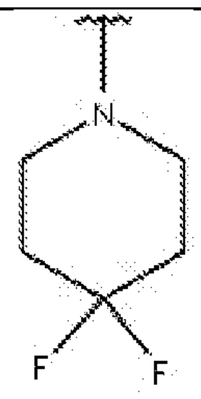
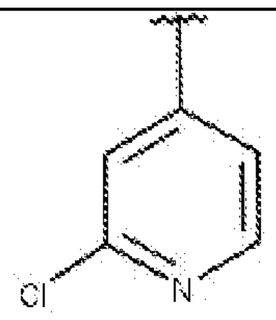
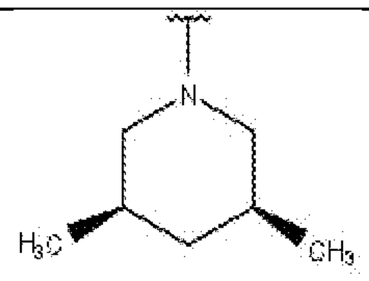
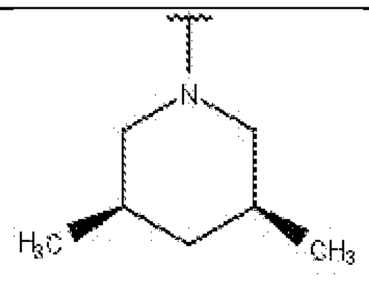
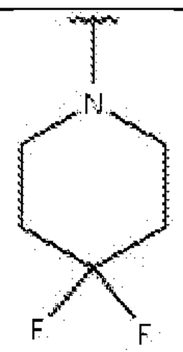
Ring System I; and

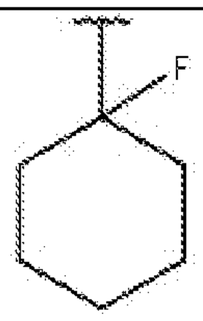
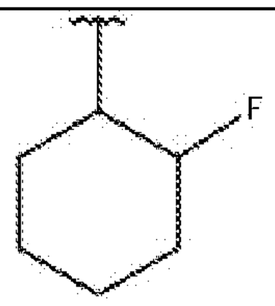
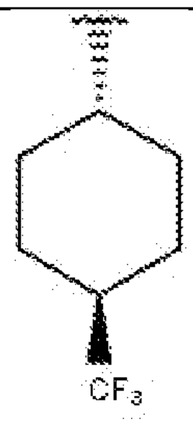
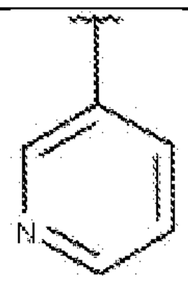


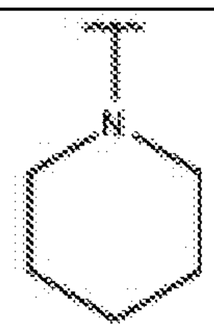
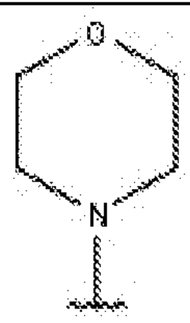
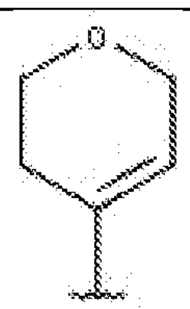
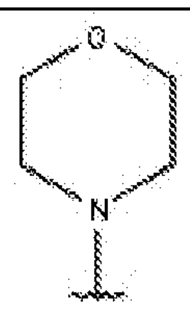
Ring System K:

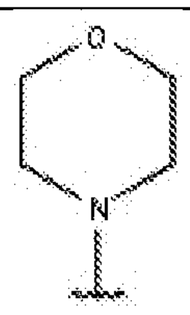
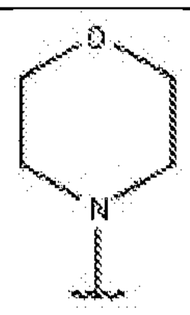
Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
309	N	CH	CF	L1	S	*i*-Pr	3,5-di-Cl-Ph	A
264-0	CH	N	CH	L1	S	2-OH-prop-2-yl	3,5-di-Cl-Ph	A
310	N	CH	CCl	L1	S	*i*-Pr	3,5-di-F-Ph	A
347	N	CH	CH	L1	S	*i*-Pr	2,3,5-tri-F-Ph	A
348	N	CH	CH	L1	S	*i*-Pr	2,3,5-tri-F-Ph	B
338	N	CH	CF	L1	S	*t*-Bu	3,5-di-Cl-Ph	B
336	N	CH	CF	L1	S	*t*-Bu	3,5-di-Cl-Ph	B
122	N	CH	CH	L1	S		3,5-di-F-Ph	B
263-8	N	CH	CF	L1	S	2-OH-prop-2-yl	3,5-di-Cl-Ph	A
263	N	CH	CF	L1	S	2-F-prop-2-yl	3,5-di-Cl-Ph	A
210	N	CH	CH	L1	S	*t*-Bu	3,5-di-F-Ph	A

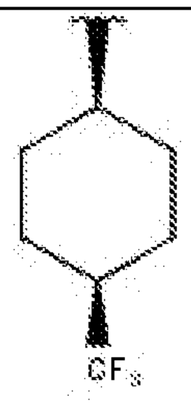
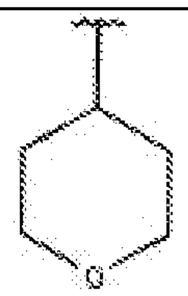
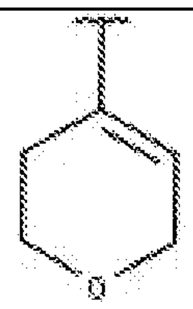
Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
204	N	CH	CF	L1	S	*i*-Pr	3,5-di-F-Ph	A
211	N	CH	CH	L1	S	*i*-Pr	3,5-di-Cl-Ph	B
311	N	CH	CH	L1	S	2-F-prop-2-yl	3,5-di-F-Ph	A
259-5	N	CH	CH	L1	S	2-OH-prop-2-yl	3,5-di-Cl-Ph	B
257	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	B
300	N	CH	CF	L1	S	2-F-prop-2-yl	3,5-di-F-Ph	B
264	CH	N	CH	L1	S	2-F-prop-2-yl	3,5-di-Cl-Ph	A
309	N	CH	CF	L1	S	*i*-Pr	3,5-di-Cl-Ph	A
259	N	CH	CH	L1	S	2-F-prop-2-yl	3,5-di-Cl-Ph	B
285	N	CH	CH	L1	S	prop-1-en-2-yl	3,5-di-Cl-Ph	A
260	N	CH	CF	L1	S	*i*-Pr	3,5-di-F-Ph	B
102	CH	CH	CH	L1	S		3,5-di-F-Ph	A
212	N	CH	CH	L1	S	2-F-prop-2-yl	3,5-di-Cl-Ph	A
119	N	CH	CH	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	A
120	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	A
207	N	CH	CH	L1	S	*i*-Pr	3-F-Ph	A
258	N	CH	CH	L1	S	*i*-Pr	3,5-di-Cl-Ph	B
212-0	N	CH	CH	L1	S	2-OH-prop-2-yl	3,5-di-Cl-Ph	A
128	CH	N	CH	L1	S	*i*-Pr	3,5-di-F-Ph	A
337	N	CH	CF	L1	S	*t*-Bu	3,5-di-F-Ph	B

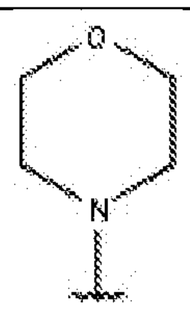
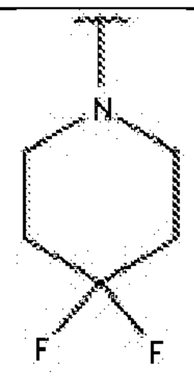
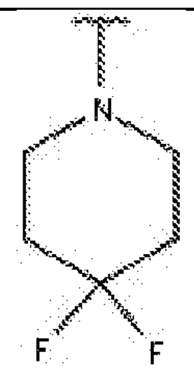
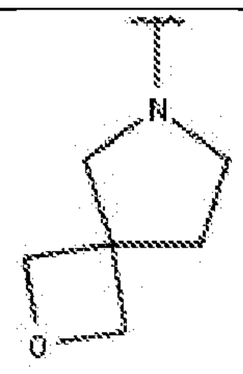
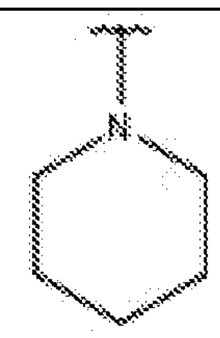
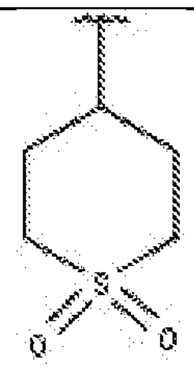
Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
268-4	N	CH	CH	L1	S	2-OH-prop-2-yl		A
234	N	CH	C-OMe	L1	S	*i*-Pr		A
254	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	C
268	N	CH	CH	L1	S	2-F-prop-2-yl		A
218	CH	N	CH	L1	S	*i*-Pr		A
220	N	CH	CH	L1	S	*i*-Pr		A
252	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	D
209	N	CH	CH	L1	S	*i*-Pr	2,6-di-F-Ph	A
253	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	E
246	N	CH	CH	L1	S	*i*-Pr		A

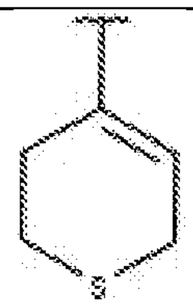
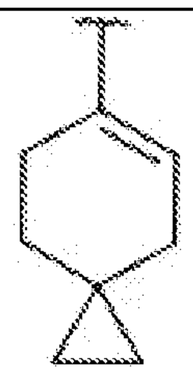
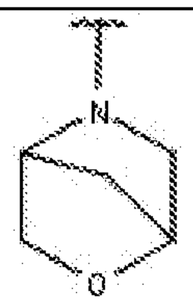
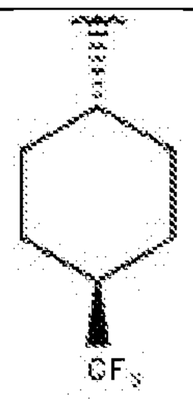
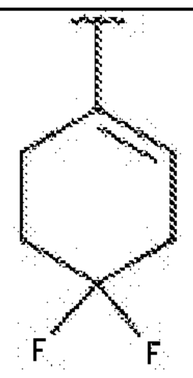
Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
222	N	CH	CH	L1	S	*i*-Pr	Cyclopentyl	A
206	N	CH	CH	L1	S	*i*-Pr	2,3-di-Cl-Ph	A
255	N	CH	CH	L1	S	*i*-Pr		A
255-0	N	CH	CH	L1	S	*i*-Pr		A
203	N	CH	CH	L1	S	*i*-Pr	2,3,6-tri-F-Ph	A
256	N	CH	CH	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	B
302	N	CH	CH	L1	S	*i*-Pr	$-CF_3$	A
301	N	CH	CH	L1	S	*i*-Pr	*t*-Bu	A
238	N	CH	CH	L1	S	$-CF_2CF_3$	3,5-di-F-Ph	A
243	N	CH	CH	L1	S	*i*-Pr		A
213	N	CH	CH	L1	S	*i*-Pr		A
236	N	CH	CH	L1	S	$-CF_3$	3,5-di-F-Ph	A
201	N	CH	CH	L1	S	*i*-Pr	4-F-2,6-di-Me-Ph	A
199	N	CH	CH	L1	S	2-OH-prop-2-yl	3,5-di-F-Ph	A

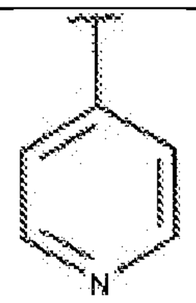
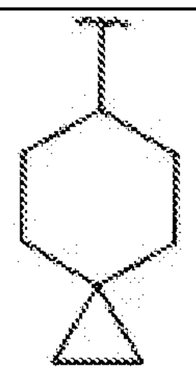
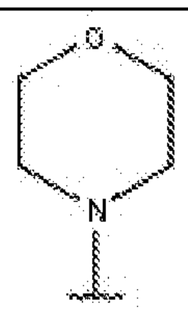
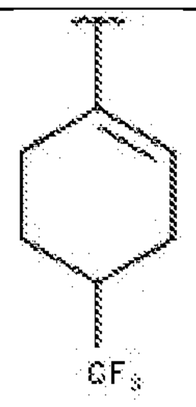
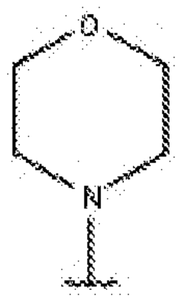
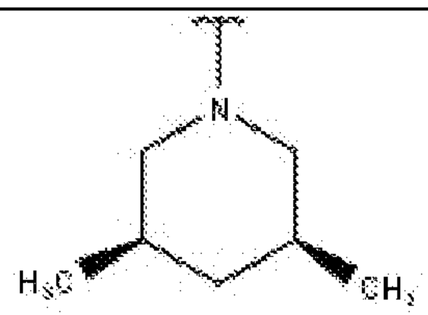
Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
205	N	CH	CH	L1	S	$-CHF_2$	3,5-di-F-Ph	A
229	N	CH	CH	L1	S	*i*-Pr		A
223	N	CH	CH	L1	S	*i*-Pr	cyclohexyl	A
224	N	CH	CH	L1	S	$-N(CH_3)_2$	cyclohexyl	A
115	N	CH	N	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	A
116	N	CH	N	L1	S	*i*-Pr	3,5-di-F-Ph	A
126	CH	CH	N	L1	S		3,5-di-F-Ph	A
125	CH	CH	N	L1	S	$-N(CH_3)_2$	3,5-di-F-Ph	A
127	CH	N	CH	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	A
129	CH	N	CH	L1	S	$-N(CH_3)_2$	3,5-di-F-Ph	A
102-1	CH	CH	CH	L1	S		3,5-di-F-Ph	A
101	CH	CH	CH	L1	S		3,5-di-F-Ph	A
090	CH	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	A

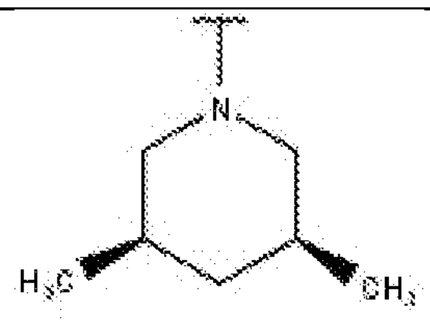
Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
130	CH	N	CH	L1	S		3,5-di-F-Ph	A
121	N	CH	CH	L1	S	$-N(CH_3)_2$	3,5-di-F-Ph	A
026	CH	CH	CH	L1	O	*i*-Pr	3,5-di-Cl-Ph	A
029	CH	CH	CH	L1	O	*i*-Pr	2,6-di-F-Ph	A
030	C-*i*-Pr	CH	CH	L1	O	H	3,5-di-Cl-Ph	A
027	CH	CH	CH	L1	O		3,5-di-Cl-Ph	A
098	CH	CH	C(3,5-di-F-Ph)	L1	S	prop-1-en-2-yl	H	A
100	CH	CH	C(3,5-di-F-Ph)	L1	S	$-N(CH_3)_2$	H	A
099	CH	CH	C(3,5-di-F-Ph)	L1	S	*i*-Pr	H	A
28	CH	CH	CH	L1	O	*i*-Pr	3,5-di-Cl-Ph	F
92	CH	CH	CH	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	A
83	CH	CH	CH	L1	S	$-N(CH_3)_2$	3,5-di-F-Ph	A
239-INT-1	N	N	CH	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	A

Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
239	N	N	CH	L1	S	*i*-Pr	3,5-di-F-Ph	A
117	N	CH	N	L1	S	$-N(CH_3)_2$	3,5-di-F-Ph	A
226-3	N	CH	CH	L1	S	$-N(CH_3)_2$	$-C(O)CH_3$	A
259-4	N	CH	CH	L1	S	$-C(O)CH_3$	3,5-di-Cl-Ph	B
221	N	CH	CH	L1	S	*i*-Pr	$-CH(CH_3)CH_2-CH(CH_3)_2$	A
319	N	CH	CF	L2	S	*i*-Pr	3,5-di-Cl-Ph	A
309	N	CH	CF	L1	S	*i*-Pr	3,5-di-Cl-Ph	A
115-INT-3	N	CH	N	L1	S	Br	3,5-di-F-Ph	A
237	N	C-CF_3	N	L1	S	*i*-Pr	3,5-di-F-Ph	A
225-0	N	CH	CH	L1	S	$-N(CH_3)_2$		A
226	N	CH	CH	L1	S	$-N(CH_3)_2$	$-CH(CH_3)CH_2-CH(CH_3)_2$	A
240	N	CH	CH	L1	S	*i*-Pr		A
241	N	CH	CH	L1	S	*i*-Pr		A

Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
216	N	CH	CH	L1	S			A
208	N	CH	CH	L1	S	*i*-Pr	2-Cl-6-F-Ph	A
230	N	CH	CH	L1	S	$-N(CH_3)_2$		A
232	N	CH	CH	L1	S	*i*-Pr		A
228	N	CH	CH	L1	S	$-N(CH_3)_2$		A
250	N	CH	CH	L1	S	*i*-Pr		A
219	CH	N	CH	L1	S	*i*-Pr		A
262	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	G

Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
249	N	CH	CH	L1	S	*i*-Pr		A
247	N	CH	CH	L1	S	*i*-Pr		A
237	N	C-CF_3	N	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	A
251	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	H
215	N	C-CF_3	CH	L1	S	*i*-Pr	3,5-di-Cl-Ph	A
231	N	CH	CH	L1	S	*i*-Pr		A
225	N	CH	CH	L1	S	-$N(CH_3)_2$		A
253-0	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	I
245	N	CH	CH	L1	S	*i*-Pr		A

Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
214	N	CH	CH	L1	S	*i*-Pr		A
211-0	N	CH	CH	L1	S	*i*-Pr	3-Cl-5-(3,5-di-Cl-Ph)-Ph	A
248	N	CH	CH	L1	S	*i*-Pr		A
118	N	CH	N	L1	S		3,5-di-F-Ph	A
202	N	CH	CH	L1	S	*i*-Pr	4-F-Ph	A
242	N	CH	CH	L1	S	*i*-Pr		A
261	N	CH	CH	L1	S	*i*-Pr	3,5-di-F-Ph	K
217	N	CH	CH	L1	S			A

Cmpd. #	Y^1	Y^2	Y^3	L	X	R^1	R^3	Ring System
227	N	CH	CH	L1	S	$-N(CH_3)_2$		A
124	CH	CH	N	L1	S	*i*-Pr	3,5-di-F-Ph	A
123	CH	CH	N	L1	S	prop-1-en-2-yl	3,5-di-F-Ph	A

27. A veterinary composition comprising the compound of any one of claims 1 to 26 or a pharmaceutically or a veterinarily acceptable salt thereof and a veterinarily acceptable carrier.

28. A veterinary composition comprising the compound of any one of claims 1 to 26 or a pharmaceutically or a veterinarily acceptable salt thereof, one or more additional active agent(s), and a veterinarily acceptable carrier.

29. Use of a compound according to any one of claims 1 to 26 in the preparation of a medicament for the treatment, control or prevention of a parasitic infection or infestation in an animal.

30. Use of the compound of Formula (I) of any of claims 1 to 26, for use in the treatment, control or prevention of a parasitic infection or infestation in an animal.