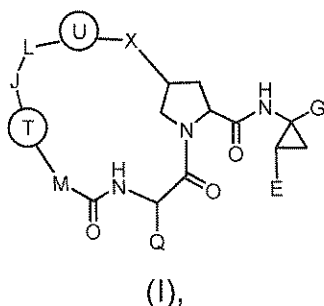


Antiviral agents that are less susceptible to viral resistance are also needed. For example, resistance mutations at positions 155 and 168 in the HCV protease frequently cause a substantial decrease in antiviral efficacy of HCV protease inhibitors (Mani, N. *Ann Forum Collab HIV Res.*, 2012, 14, 1-8; Romano, KP et al, *PNAS*, 2010, 107, 20986-20991; Lenz O, *Antimicrobial agents and chemotherapy*, 2010, 54,1878–1887.)

SUMMARY

In an aspectembodiment, there is provided a compound of formula (I):



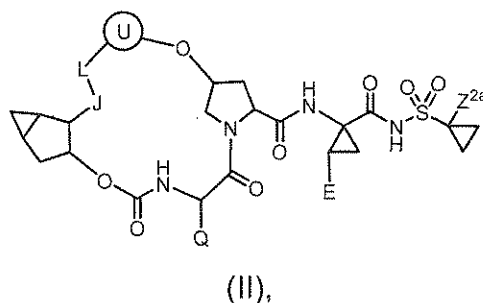
Ⓣ is T^1, T^2, T^3, T^4, T^5 , or T^6 .

X is -O-, -CH₂-, -OC(O)-, -C(O)O-, -C(O)-, -SO₂-, -S(O)-, -N(R¹⁶)-, -S-, =N-
a bond;

Q is $Q^1, Q^2, Q^3, Q^4, Q^5, Q^6$ or Q^7 .

E is E^1, E^2, E^3, E^4, E^5 , or E^6 .

In another ~~aspect~~embodiment, there is provided a compound of formula (II):



or a pharmaceutically acceptable salt thereof. In certain embodiments, in the compound of formula II:

L is L¹, L², L³, L⁴, L⁵, L⁶, L⁷, L⁸, L⁹, L¹⁰, L¹¹ or L¹²;

Q is Q¹, Q², Q³, Q⁴, Q⁵, Q⁶ or Q⁷;

E is E¹, E², E³, E⁴, E⁵, or E⁶;

J is -CH₂- or -CF₂-;

Ⓢ is U¹, U², U³, U⁴, U⁵, U⁶, U⁷ or U⁸;

L¹ is C₁-C₈ alkylene or C₂-C₈ alkenylene;

L² is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 halogen atoms;

L³ is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 Z³ groups and wherein said C₁-C₈ alkylene or C₂-C₈ alkenylene is optionally substituted with 1-4 halogen atoms;

L⁴ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ carbocyclyl group, wherein L⁴ is optionally substituted with 1-4 Z¹ groups;

L⁵ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L⁵ is optionally substituted with 1-4 additional Z¹ groups;

L⁶ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene;

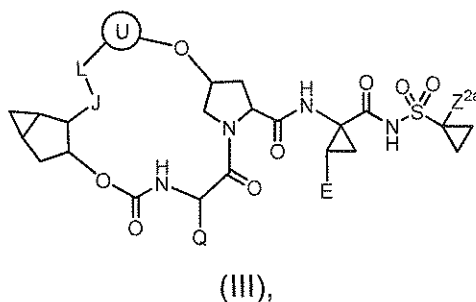
L⁷ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein the carbon atoms of said heteroalkylene or heteroalkenylene is substituted with 1-4 halogen atoms;

bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^2 is optionally substituted with 1-4 Z^{2a} groups;

each Z^{2a} is independently selected from hydrogen, oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-(C_2-C_8 \text{ alkynyl})\text{aryl}$, $-(C_2-C_8 \text{ alkynyl})\text{heteroaryl}$, $-\text{CN}$, $-\text{C}(\text{O})(C_1-C_6 \text{ alkyl})$, $-\text{C}(\text{O})\text{O}(C_1-C_6 \text{ alkyl})$, $-\text{C}(\text{O})\text{N}(C_1-C_6 \text{ alkyl})_2$, $-\text{NH}_2$, $-\text{NH}(C_1-C_6 \text{ alkyl})$, $-\text{N}(C_1-C_6 \text{ alkyl})_2$, $-\text{NHC}(\text{O})\text{O}(C_1-C_6 \text{ alkyl})$, $-\text{NHC}(\text{O})(C_1-C_6 \text{ alkyl})$, $-\text{NHC}(\text{O})\text{NH}(C_1-C_6 \text{ alkyl})$, $-\text{OH}$, $-\text{O}(C_1-C_6 \text{ alkyl})$, halo(C_1 - C_6 alkoxy), C_3 - C_8 cycloalkoxy, $-\text{S}(C_1-C_6 \text{ alkyl})$, or $-\text{SO}_2\text{N}(C_1-C_6 \text{ alkyl})_2$; wherein any alkyl, alkynyl, carbocyclyl, cycloalkoxy, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portions of Z^{2a} is optionally substituted with 1-4 halogen or C_1 - C_6 alkoxy groups;

each Z^3 is independently selected from oxo, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-\text{CN}$, $-\text{C}(\text{O})\text{OR}^{16}$, $-\text{C}(\text{O})\text{NR}^{17}\text{R}^{18}$, $-\text{NR}^{17}\text{R}^{18}$, $-\text{NR}^{16}\text{C}(\text{O})\text{NR}^{17}\text{R}^{18}$, $-\text{OR}^{16}$, $-\text{SR}^{16}$ or $-\text{SO}_2\text{R}^{16}$, wherein any alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^3 is optionally substituted with 1-4 halogen.

In another ~~aspect~~embodiment, there is provided a compound of formula (III):



or a pharmaceutically acceptable salt thereof. In certain embodiments:

L is C_1 - C_8 alkylene or C_2 - C_8 alkenylene wherein said C_1 - C_8 alkylene or said C_2 - C_8 alkenylene is optionally substituted with one or more R^{25} , wherein each R^{25} is independently selected from halogen, C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, C_3 - C_6 carbocyclyl, 3 to 6 membered heteroalkyl, $-\text{OH}$, or $-\text{O}(C_1-C_4 \text{ alkyl})$, or oxo;

Q is H, C₁-C₈ alkyl, 4-8 membered heterocyclyl, or C₃-C₈ carbocyclyl;

E is C₁-C₄ alkyl, C₂-C₄ alkenyl, C₃-C₆ carbocyclyl, wherein E is optionally substituted with or more halogen atoms;

J is -CH₂- or -CF₂-;

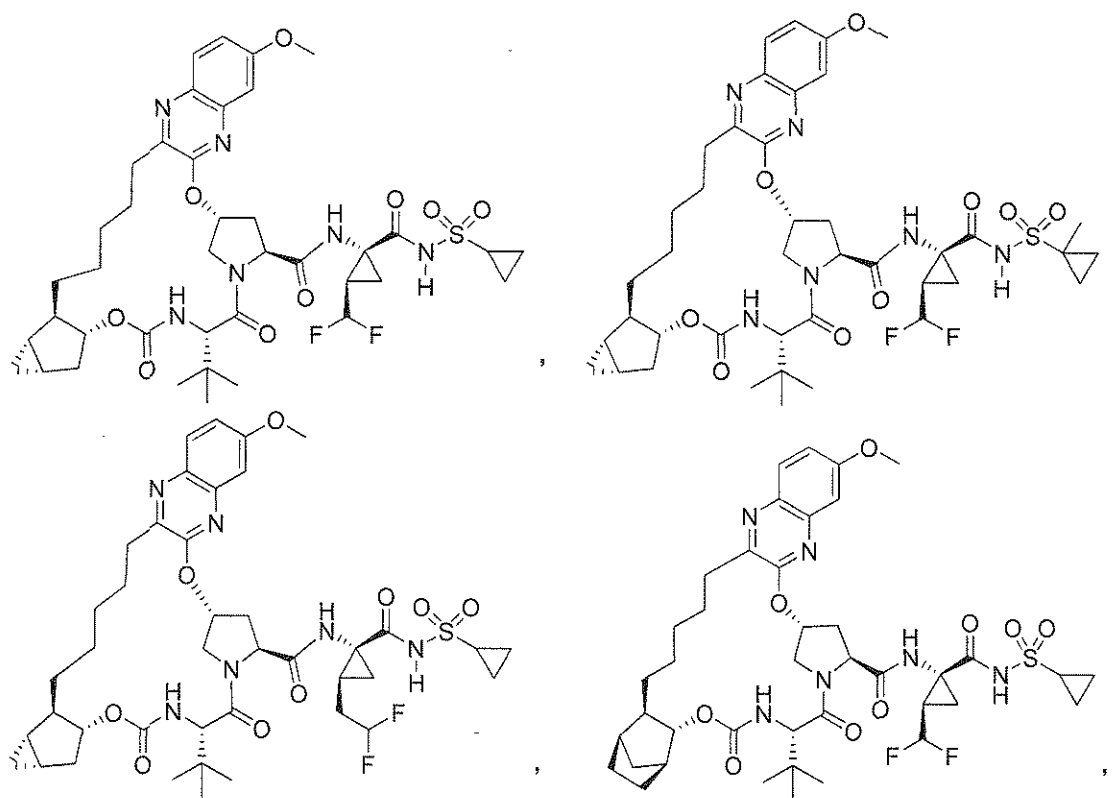
Ⓢ is a bicyclic or tricyclic heteroaryl or heterocyclyl, optionally substituted with 1-2 W groups;

each W is independently halogen, -OR⁶, C₁-C₆ alkyl, -CN, -CF₃, or C₁-C₆ haloalkyl;

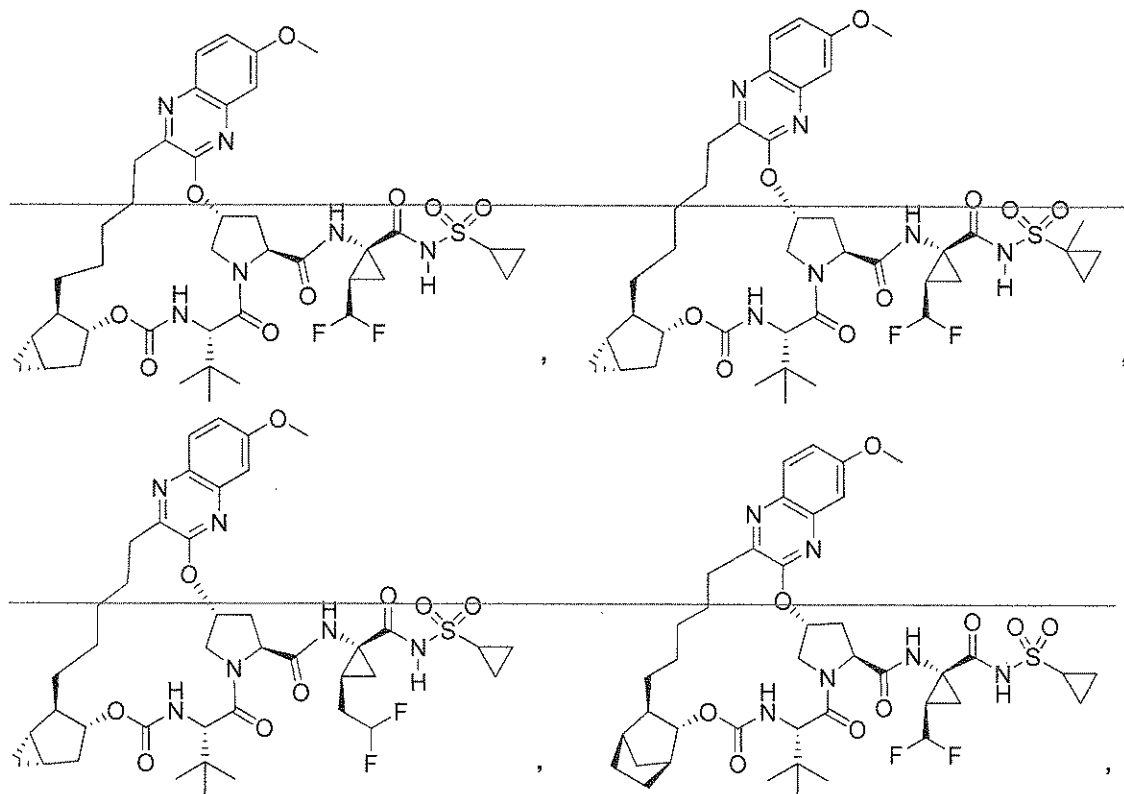
each R⁶ is independently selected from H, or C₁-C₄ alkyl; and

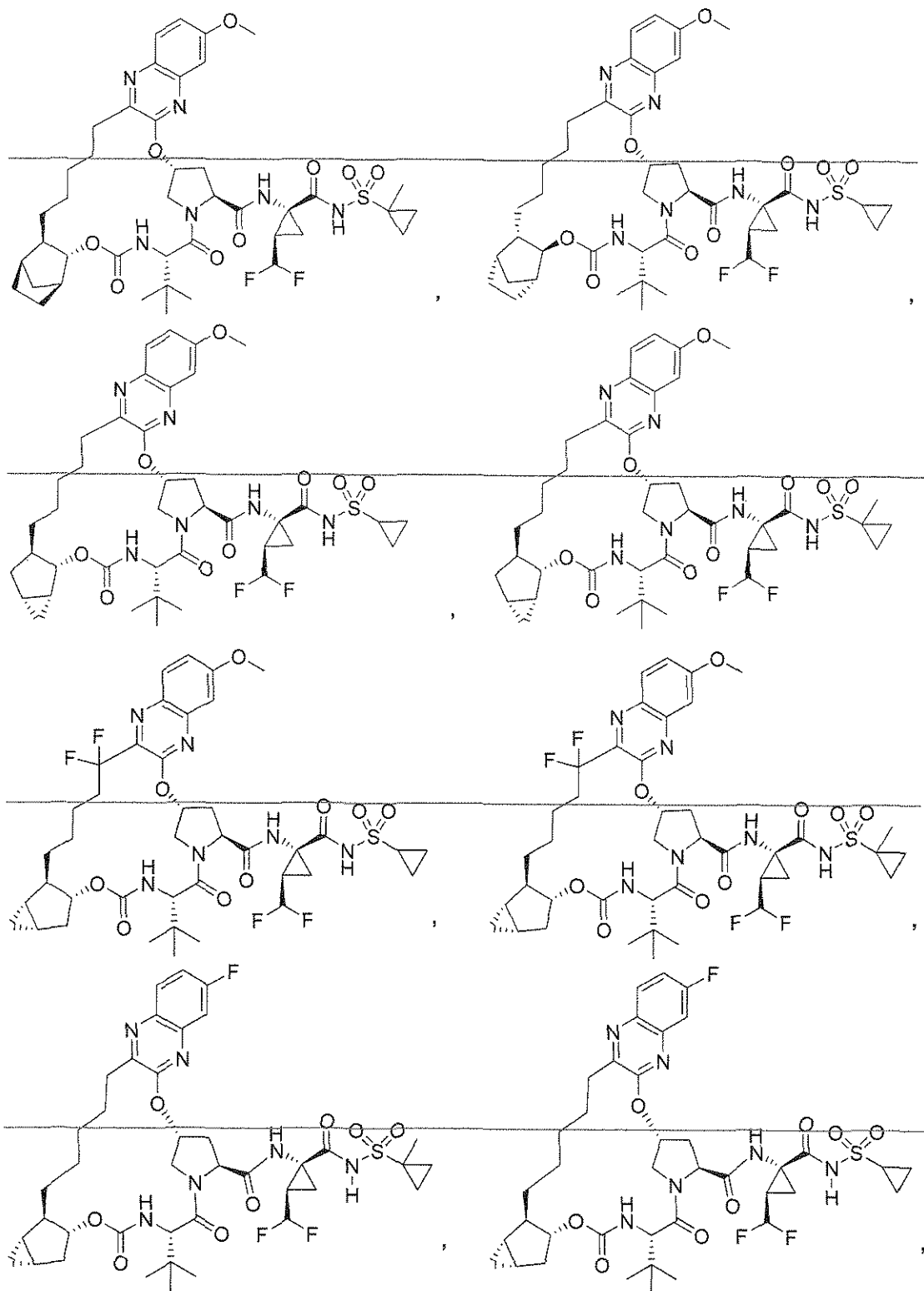
Z^{2a} is hydrogen or C₁-C₄ alkyl.

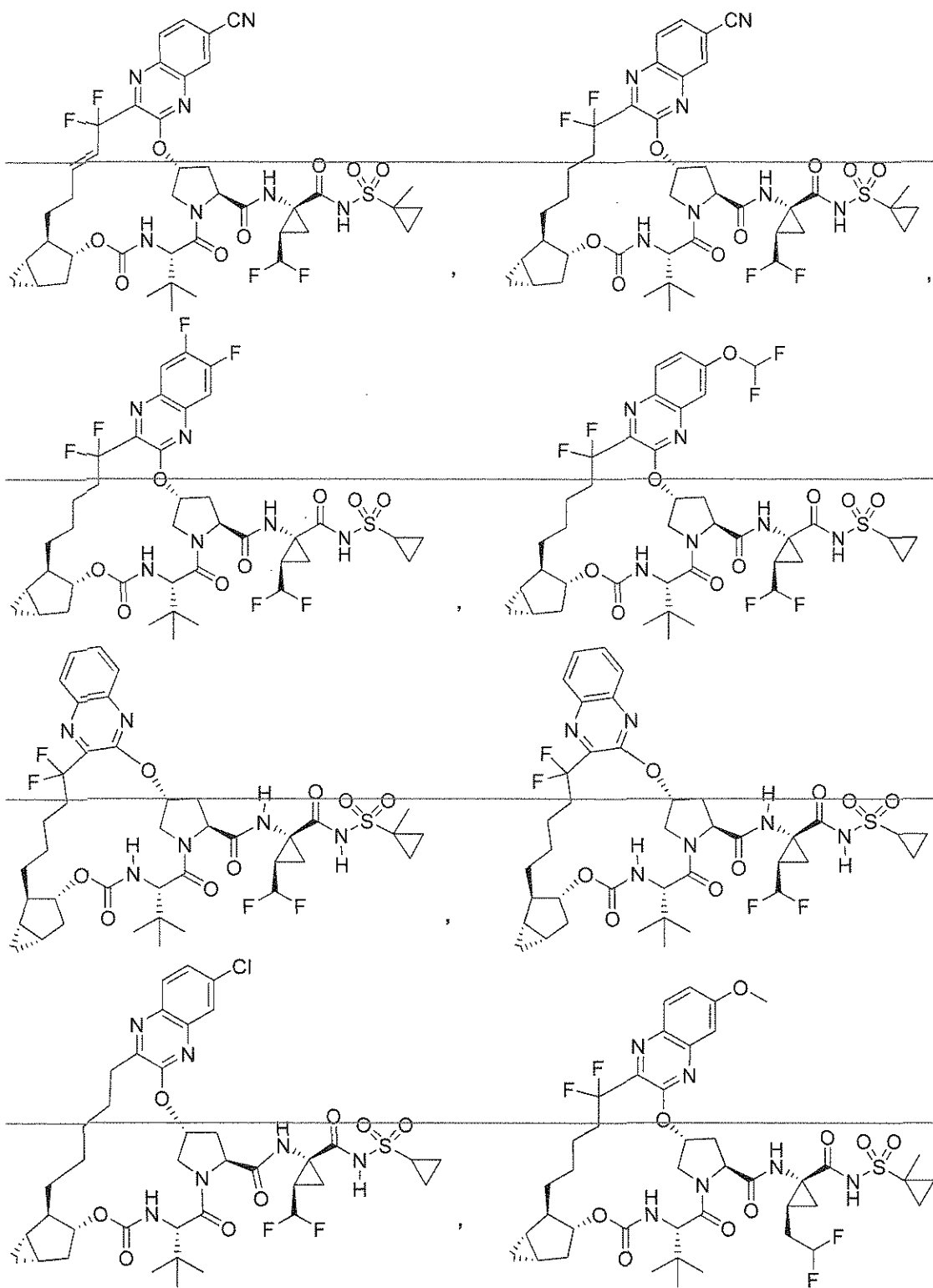
In another aspect, there is provided a compound selected from the group consisting of:

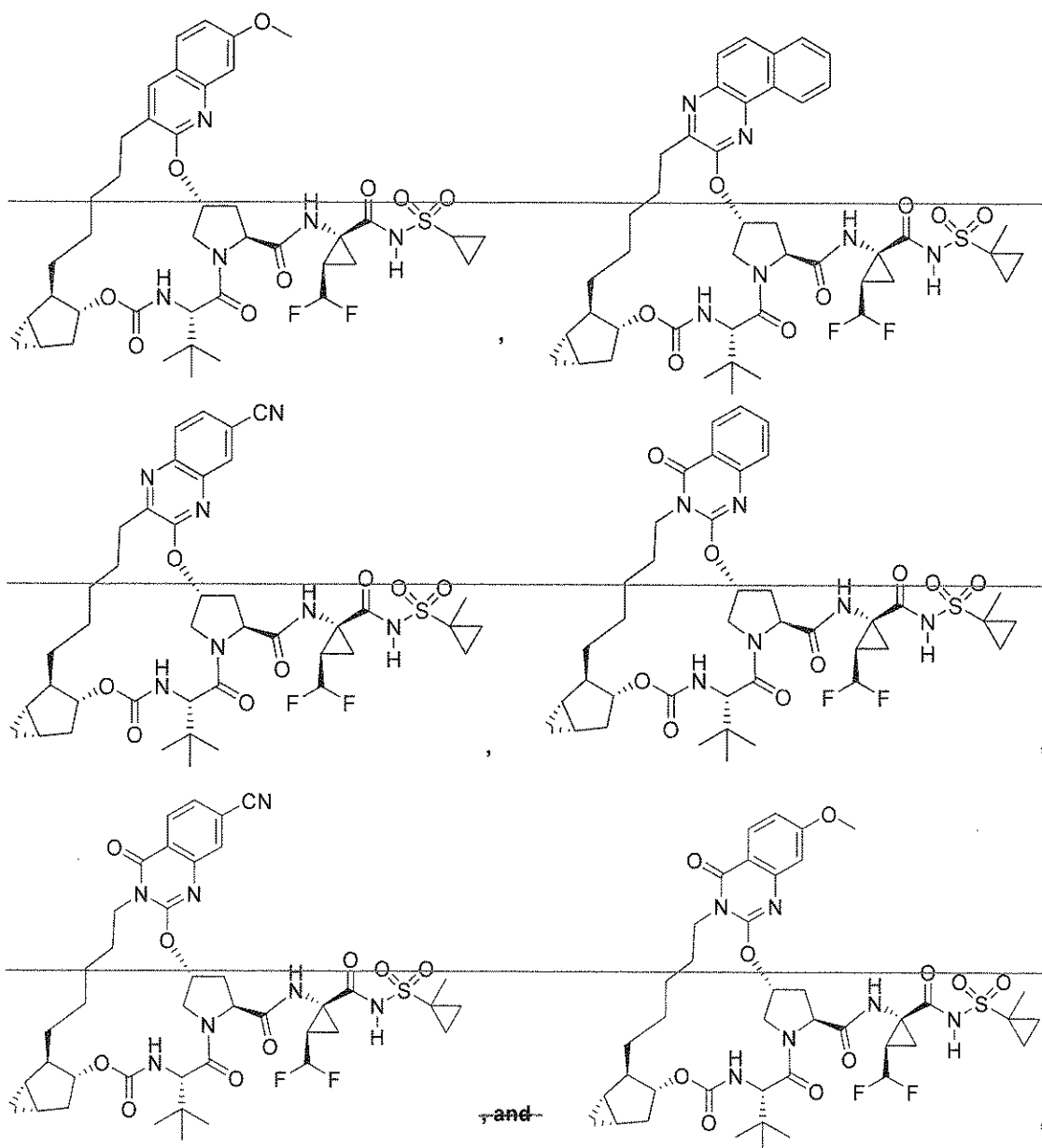


In another aspect, there is provided a compound selected from the group consisting of:





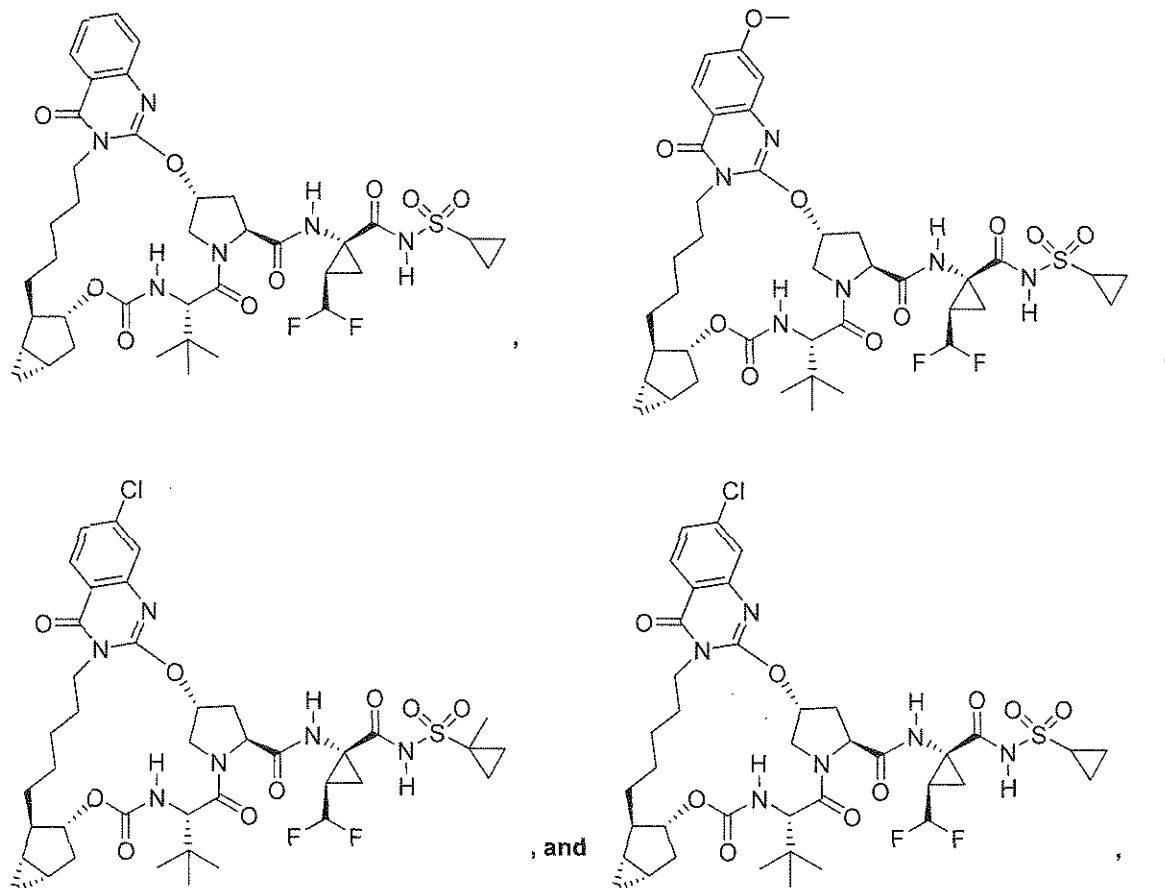




or a pharmaceutically acceptable salt thereof.

In another aspect, there is provided a compound selected from the group consisting of:

In another aspect, there is provided a compound selected from the group consisting of:



or a pharmaceutically acceptable salt thereof.

In another aspect, there is provided a pharmaceutical composition comprising a compound as defined above, and a pharmaceutically acceptable excipient.

One embodiment provides a pharmaceutical composition comprising a compound of Formula I, II, or III, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

One embodiment provides a method for treating a *Flaviviridae* viral infection (e.g., an HCV viral infection) in a patient in need thereof (e.g., mammal such as a human). The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

In another aspect, there is provided the use of a compound as defined above or pharmaceutical composition as defined above in the manufacture of a medicament for the treatment of hepatitis C virus (HCV).

One embodiment provides a method for inhibiting the proliferation of the HCV virus, treating HCV or delaying the onset of HCV symptoms in a patient in need thereof (e.g., mammal such as a human). The method includes administering a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof, to the patient.

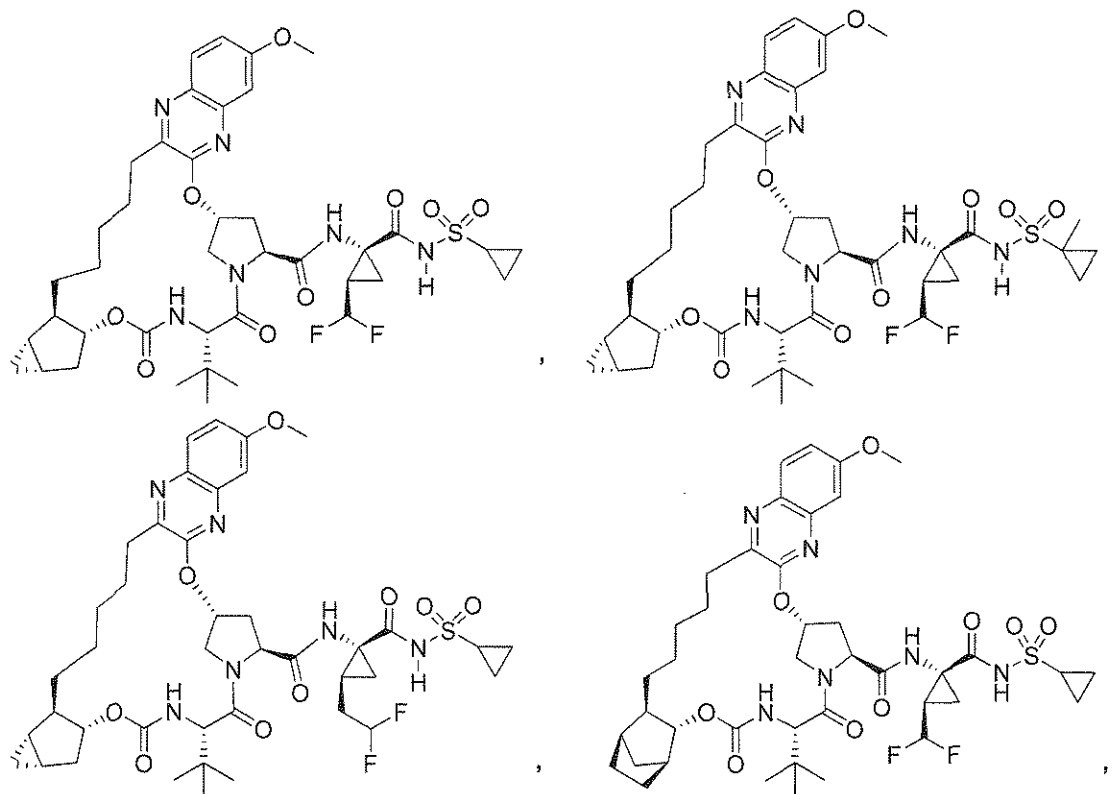
One embodiment provides a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof for use in medical therapy (e.g., for use in treating a *Flaviviridae* viral infection such as an HCV viral infection or in treating the proliferation of the HCV virus or delaying the onset of HCV symptoms in a patient in need thereof (e.g., mammal such as a human)).

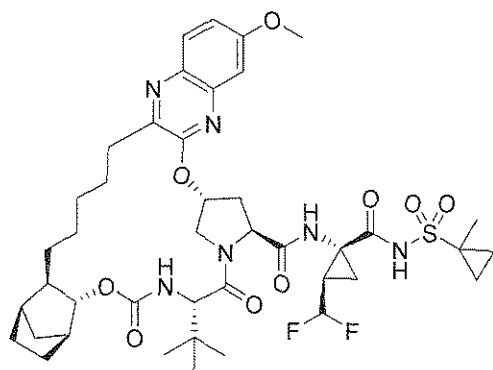
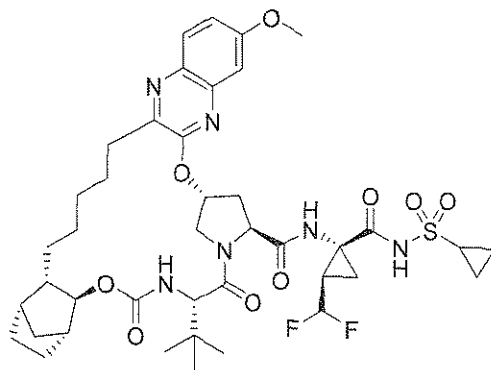
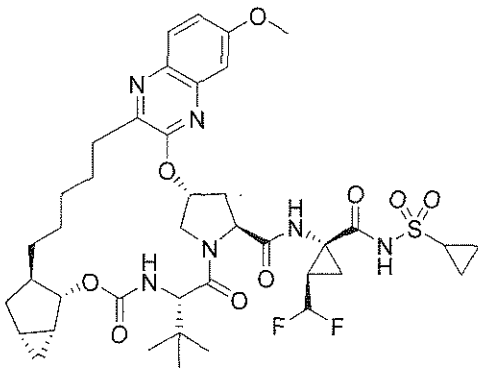
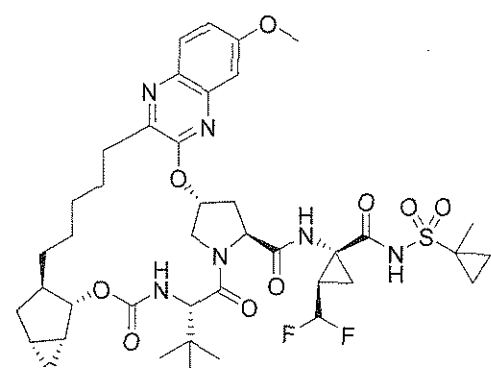
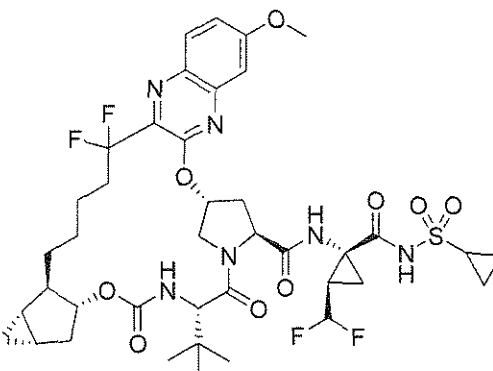
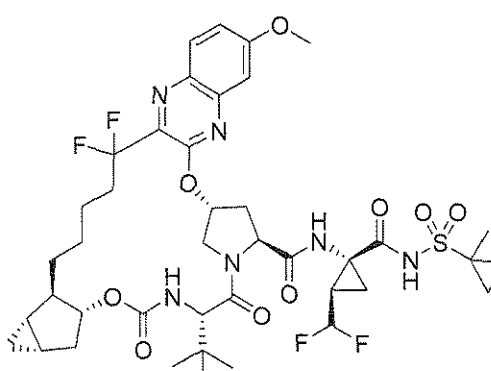
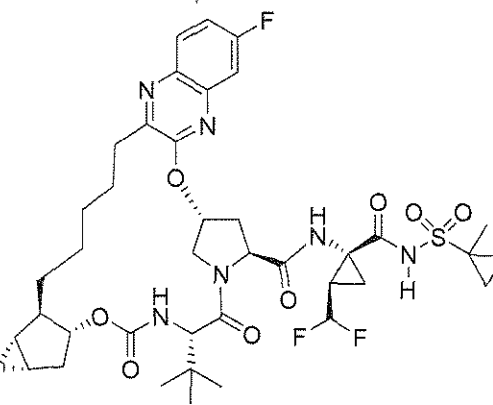
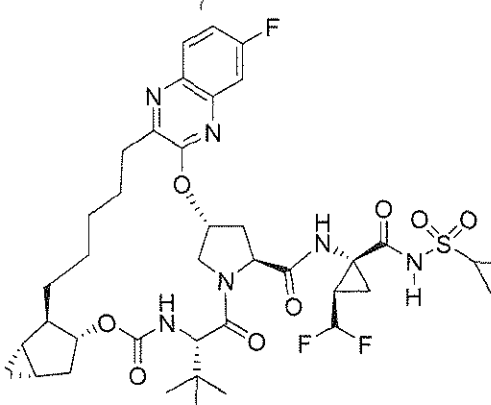
One embodiment provides a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof for use in the manufacture of a

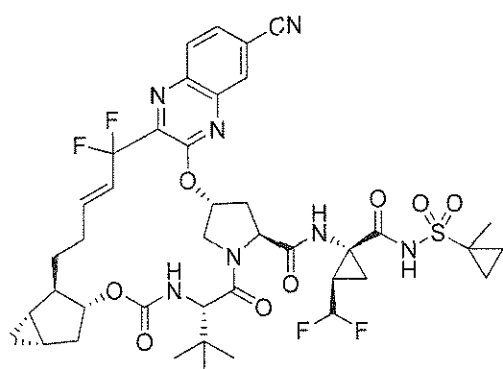
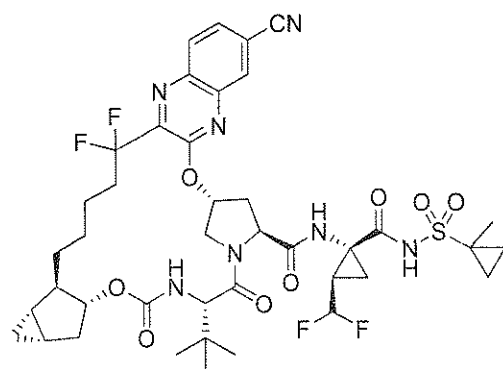
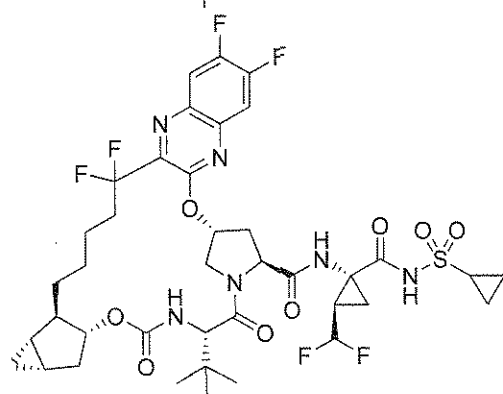
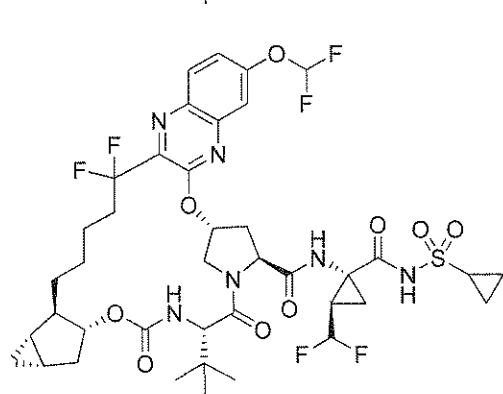
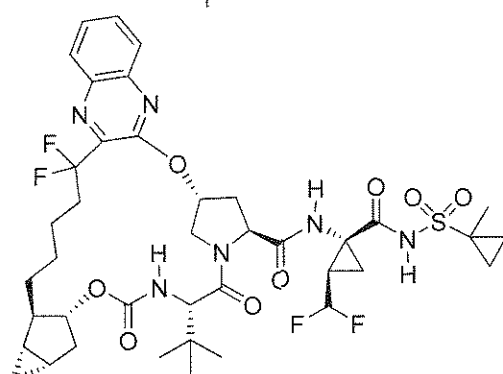
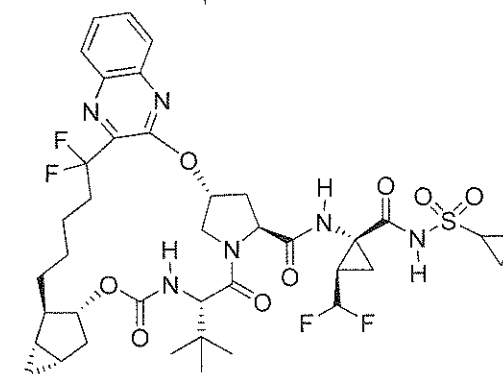
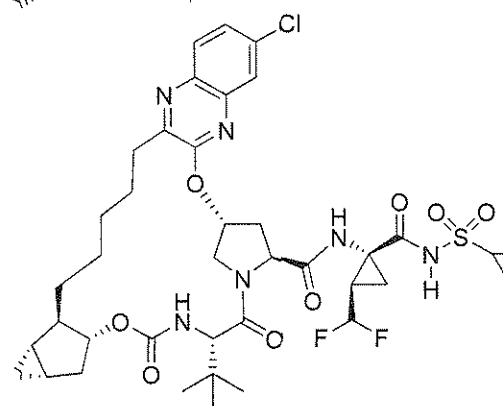
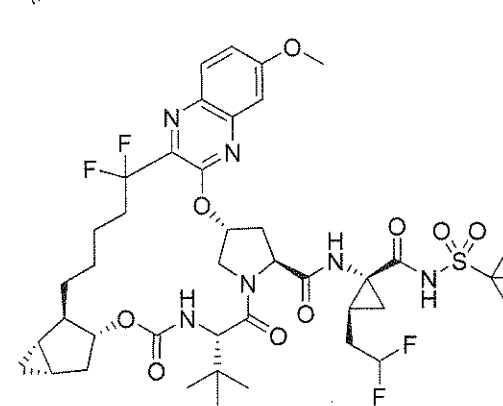
CLAIMS

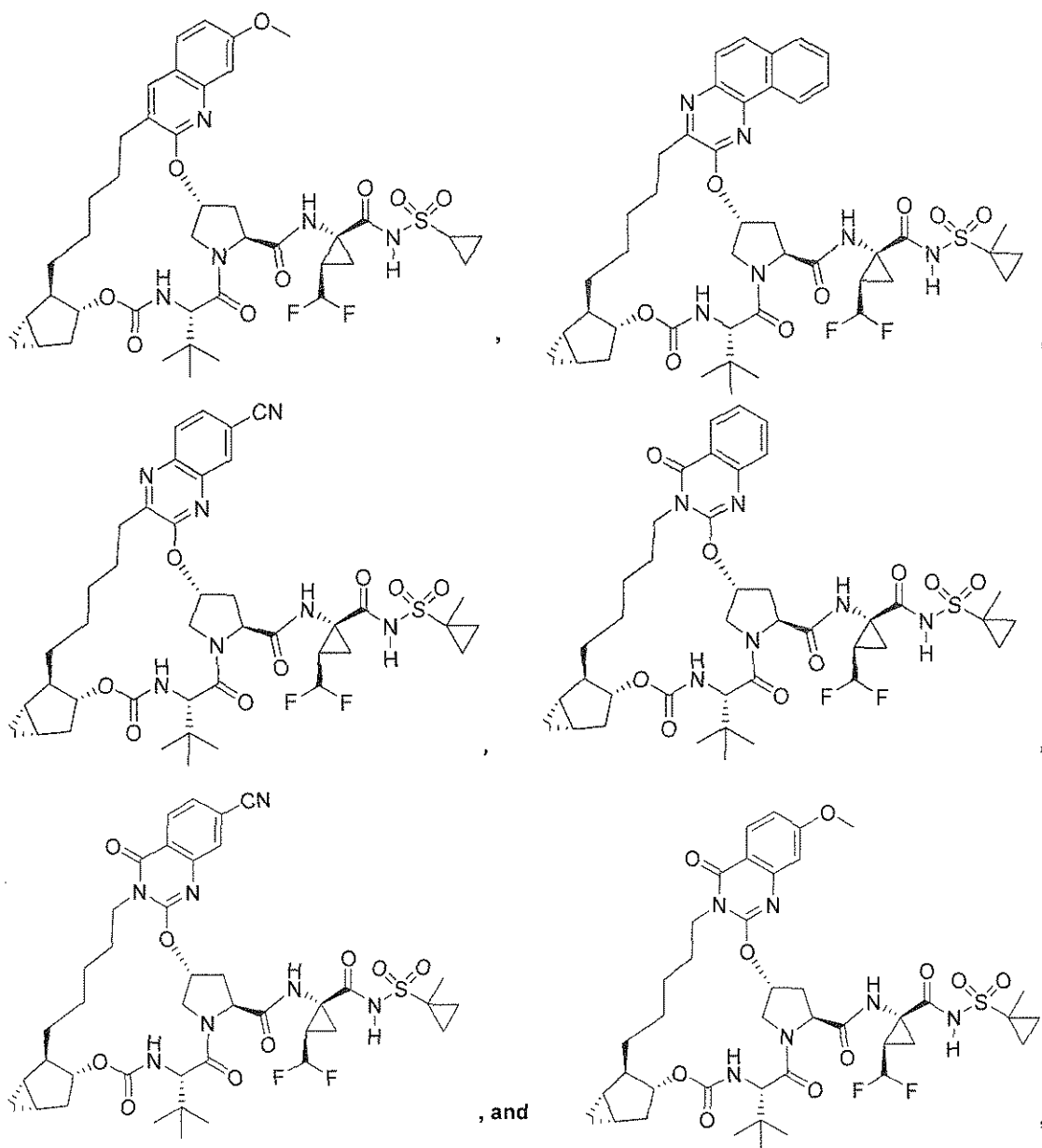
What is claimed is:

1. A compound selected from the group consisting of:



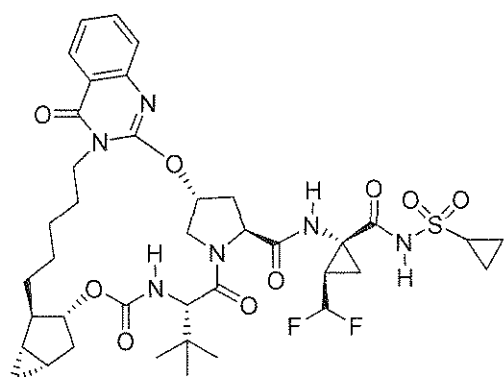
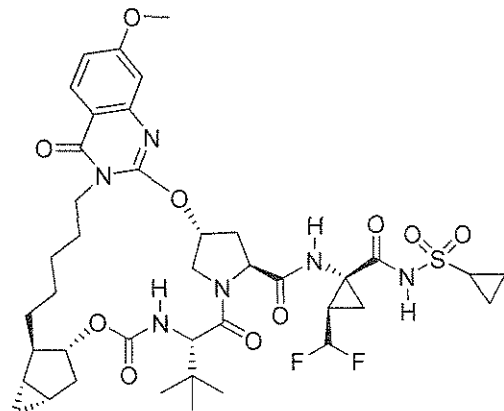
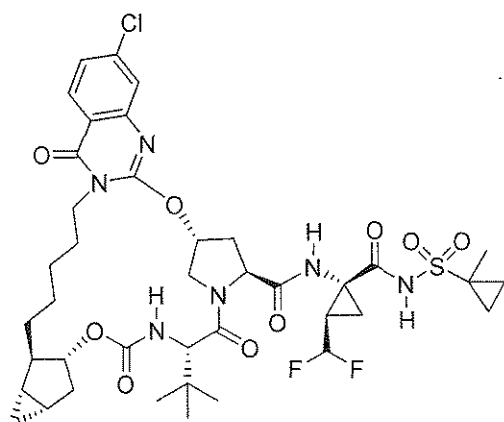




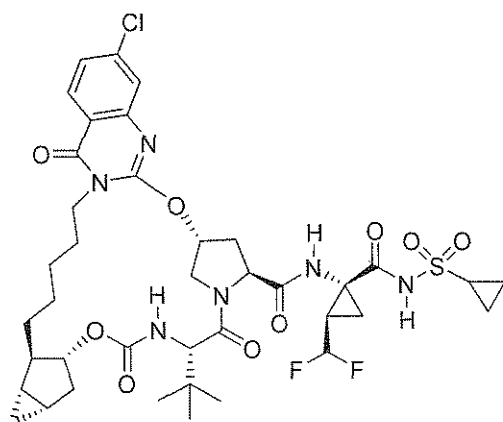


or a pharmaceutically acceptable salt thereof.

2. A compound selected from the group consisting of:



, and



or a pharmaceutically acceptable salt thereof.

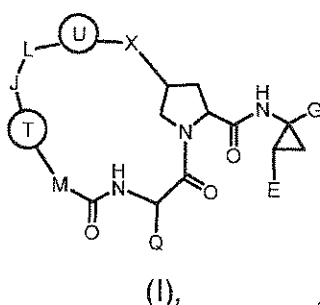
3. A pharmaceutical composition comprising a compound of claim 1 or 2, and a pharmaceutically acceptable excipient.

4. Use of a compound of claim 1 or 2 or pharmaceutical composition of claim 3 in the manufacture of a medicament for the treatment of hepatitis C virus (HCV).

CLAIMS

What is claimed is:

1. A compound of formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

$\textcircled{T}$ is T^1 , T^2 , T^3 , T^4 , T^5 , or T^6 ;

L is L^1 , L^2 , L^3 , L^4 , L^5 , L^6 , L^7 , L^8 , L^9 , L^{10} , L^{11} or L^{12} ;

X is -O-, -CH₂-, -OC(O)-, -C(O)O-,
-C(O)-, -SO₂-, -S(O)-, -N(R¹⁶)-, -S-, =N-O- or a bond;

M is a bond, C₁-C₆ alkylene, -O-, or -N(R¹⁶)-;

Q is Q¹, Q², Q³, Q⁴, Q⁵, Q⁶ or Q⁷;

E is E¹, E², E³, E⁴, E⁵ or E⁶;

$\textcircled{U}$ is aryl, heteroaryl or heterocyclic group wherein $\textcircled{U}$ is optionally substituted with 1-4 W groups;

J is -O-, -CH₂-, -CF₂-, -C(O)-, or -N(R¹⁶)-;

G is -CO₂H, -CONHSO₂Z², tetrazolyl, -CONHP(O)(R¹⁶)₂, -P(O)(OH)(R¹⁶),
or -P(O)(R¹⁶)₂;

T^1 is C₅-C₁₂ spiro bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said spiro bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

T^2 is C₅-C₁₂ fused bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said fused bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

T³ is C₅-C₁₂ bridged bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said bridged bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

T⁴ is C₅-C₁₂ spiro bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said spiro bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

T⁵ is C₅-C₁₂ fused bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said fused bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

T⁶ is C₅-C₁₂ bridged bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said bridged bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

L¹ is C₁-C₈ alkylene or C₂-C₈ alkenylene;

L² is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 halogen atoms;

L³ is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 Z³ groups and wherein said C₁-C₈ alkylene or C₂-C₈ alkenylene is optionally substituted with 1-4 halogen atoms;

L⁴ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ cycloalkyl group, wherein L⁴ is optionally substituted with 1-4 Z¹ groups;

L⁵ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L⁵ is optionally substituted with 1-4 additional Z¹ groups;

L⁶ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene;

L⁷ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein the carbon atoms of said heteroalkylene or heteroalkenylene is substituted with 1-4 halogen atoms;

L⁸ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein said heteroalkylene or heteroalkenylene is substituted with 1-4 Z³ groups

and said heteroalkylene or heteroalkenylene is optionally substituted with 1-4 halogen atoms;

L^9 is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal C_1 - C_4 alkyl groups that come together to form a spiro C_3 - C_8 carbocyclyl group, wherein said L^9 is optionally substituted with 1-4 Z^1 groups;

L^{10} is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal Z^1 groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L^{10} is optionally substituted with 1-4 additional Z^1 groups;

L^{11} is L^{11A} - L^{11B} - L^{11C} wherein L^{11A} and L^{11C} are each independently selected from C_1 - C_6 alkylene, C_1 - C_6 heteroalkylene, C_2 - C_6 alkenylene or a bond and L^{11B} is a 3- to 6- membered saturated or unsaturated ring containing 0 to 3 heteroatoms selected from N, O, or S, wherein L^{11A} and L^{11C} connect to L^{11B} at two different ring atoms and L^{11} is optionally substituted with 1-4 Z^1 groups;

L^{12} is C_3 - C_8 alkynylene that is optionally substituted with 1-4 Z^1 groups;

Q^1 is H, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein when Q^1 is not H, said Q^1 is optionally substituted with 1-3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-CN$, $-SO_2(C_1-C_6 \text{ alkyl})$, $-S(O)(C_1-C_6 \text{ alkyl})$, $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

Q^2 is C_5 - C_{10} spiro bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^3 is C_5 - C_{10} fused bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^4 is C_5 - C_{10} bridged bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^5 is 4-8 membered heterocyclyl having 1 heteroatom selected from N, O or S wherein Q^5 is optionally substituted with 1-4 Z^1 groups;

Q^6 is C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein Q^6 is substituted with 1 oxo group and optionally substituted with 1 to 3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-NO_2$, $-CN$, $-CF_3$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, and $-CON(R^6)_2$;

Q^7 is selected from C_3 - C_8 carbocyclyl, wherein Q^7 is substituted with 4-8 F atoms and each carbon of Q^7 is substituted with 0-2 F atoms;

E^1 is C_2 - C_6 alkenyl;

E^2 is C_1 - C_6 alkyl;

E^3 is C_1 - C_6 haloalkyl;

E^4 is C_2 - C_6 haloalkenyl;

E^5 is C_3 - C_6 carbocyclyl;

E^6 is C_1 - C_6 alkyl substituted with $-OCH_3$, $-OCD_3$, $-OCF_3$, or $-OCF_2H$;

W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 ;

W^1 is oxo, halogen, $-OR^6$, C_1 - C_6 alkyl, $-CN$, $-CF_3$, $-SR^6$, $-C(O)_2R^6$, $-C(O)N(R^6)_2$, $-C(O)R^6$, $-N(R^6)C(O)R^6$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), C_3 - C_8 carbocyclyl, C_3 - C_8 cycloalkoxy, C_1 - C_6 haloalkyl, $-N(R^6)_2$, $-NR^6(C_1$ - C_6 alkyl) $O(C_1$ - C_6 alkyl), halo(C_1 - C_6 alkoxy), $-NR^6SO_2R^6$, $-SO_2N(R^6)_2$, $-NHCOOR^6$, $-NHCONHR^6$, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl or $-O(4$ -10 membered heterocyclyl), wherein said C_1 - C_6 alkyl, C_3 - C_8 carbocyclyl, C_3 - C_8 cycloalkoxy, C_1 - C_6 haloalkyl, halo(C_1 - C_6 alkoxy), C_6 - C_{10} aryl, 5-14 membered heteroaryl, or 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

W^2 is C_1 - C_6 alkoxy substituted with a 5-14 membered heteroaryl or C_6 - C_{10} aryl; wherein said heteroaryl or aryl is substituted with 1-4 Z^{1c} groups;

W^3 is C_2 - C_6 alkynyl substituted with an C_6 - C_{10} aryl, C_3 - C_8 carbocyclyl, C_1 - C_8 alkyl, C_1 - C_6 haloalkyl, 4-10 membered heterocyclyl, or 5-14 membered heteroaryl; wherein said aryl, carbocyclyl, alkyl, haloalkyl, heterocyclyl, or heteroaryl is optionally substituted with 1-4 Z^1 groups;

W^4 is $-\text{SF}_5$;

W^5 is $-\text{O}(\text{C}_2\text{-C}_6 \text{ alkyl})\text{OR}^{22}$ wherein R^{22} is an $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

W^6 is $-\text{O}(\text{C}_2\text{-C}_6 \text{ alkyl})\text{NR}^{16}\text{R}^{22}$ wherein R^{22} is an $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

W^7 is $-\text{O}(5\text{-}14 \text{ membered heteroaryl})$; wherein said $-\text{O}(5\text{-}14 \text{ membered heteroaryl})$ is optionally substituted with 1-4 Z^1 groups and 2 adjacent substituents of said $-\text{O}(5\text{-}14 \text{ membered heteroaryl})$ may be taken together to form a 3- to 6-membered cyclic ring containing 0 to 3 heteroatoms independently selected from N, O, or S;

R^6 is H, $\text{C}_1\text{-C}_6$ alkyl or $\text{C}_6\text{-C}_{10}$ aryl, wherein said $\text{C}_6\text{-C}_{10}$ aryl or $\text{C}_1\text{-C}_6$ alkyl is optionally substituted with 1 to 4 substituents independently selected from halogen, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_6\text{-C}_{10}$ aryl, $\text{C}_3\text{-C}_8$ carbocyclyl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, halo($\text{C}_1\text{-C}_6$ alkoxy), $-\text{OH}$, $-\text{O}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{SH}$, $-\text{S}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NH}_2$, $-\text{NH}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{N}(\text{C}_1\text{-C}_6 \text{ alkyl})_2$, $-\text{C}(\text{O})(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{SO}_2\text{N}(\text{C}_1\text{-C}_6 \text{ alkyl})_2$, $-\text{NHCOO}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NHCO}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NHCONH}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{CO}_2(\text{C}_1\text{-C}_6 \text{ alkyl})$, and $-\text{C}(\text{O})\text{N}(\text{C}_1\text{-C}_6 \text{ alkyl})_2$, wherein said 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

R^{16} is H, $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_2\text{-C}_8$ alkenyl, $\text{C}_2\text{-C}_8$ alkynyl, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_5\text{-C}_{10}$ bicyclic carbocyclyl, $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein said $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_2\text{-C}_8$ alkenyl, $\text{C}_2\text{-C}_8$ alkynyl, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl of R^{16} is optionally substituted with 1-4 Z^{1c} groups;

R^{17} and R^{18} are each independently selected from H, $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_2\text{-C}_8$ alkenyl, $\text{C}_2\text{-C}_8$ alkynyl, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_5\text{-C}_{10}$ bicyclic carbocyclyl, $-\text{C}(\text{O})\text{R}^{16}$, $-\text{C}(\text{O})\text{OR}^{16}$, $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein said alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R^{17} or R^{18} is optionally substituted with 1-4 Z^{1c} groups, or R^{17} and R^{18} together with the nitrogen to which they are attached form a 4-7 membered

heterocyclyl group, wherein said 4-7 membered heterocyclyl group is optionally substituted with 1-4 Z^{1c} groups;

each Z^1 is independently oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O) R^{16} , -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)R¹⁶, -NR¹⁶C(O)NR¹⁷R¹⁸, -NR¹⁶S(O)₂R¹⁶, -NR¹⁶S(O)₂NR¹⁷R¹⁸, -NR¹⁶S(O)₂OR¹⁶, -OR¹⁶, -OC(O)R¹⁶, -OC(O)NR¹⁷R¹⁸, -SR¹⁶, -S(O)R¹⁶, -S(O)₂R¹⁶ or -S(O)₂NR¹⁷R¹⁸ wherein said alkyl, alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^1 is optionally substituted with 1-4 Z^{1a} groups;

each Z^{1a} is independently oxo, halogen, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)R¹⁶, -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)R¹⁶, -NR¹⁶C(O)OR¹⁶, -NR¹⁶C(O)NR¹⁷R¹⁸, -NR¹⁶S(O)₂R¹⁶, -NR¹⁶S(O)₂NR¹⁷R¹⁸, -NR¹⁶S(O)₂OR¹⁶, -OR¹⁶, -OC(O)R¹⁶, -OC(O)NR¹⁷R¹⁸, -SR¹⁶, -S(O)R¹⁶, -S(O)₂R¹⁶ or -S(O)₂NR¹⁷R¹⁸ wherein said alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^{1a} is optionally substituted with 1-4 Z^{1c} groups;

each Z^{1c} is independently oxo, halogen, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)(C_1 - C_8 alkyl), -C(O)O(C_1 - C_8 alkyl), -C(O)N(C_1 - C_8 alkyl)₂, -NH₂, -NH(C_1 - C_8 alkyl), -N(C_1 - C_8 alkyl)₂, -NHC(O)O(C_1 - C_8 alkyl), -NHC(O)(C_1 - C_8 alkyl), -NHC(O)NH(C_1 - C_8 alkyl), -OH, -O(C_1 - C_8 alkyl), C_3 - C_8 cycloalkoxy, C_5 - C_{10} bicyclic carbocycloxy, -S(C_1 - C_8 alkyl) or -S(O)₂N(C_1 - C_8 alkyl)₂ wherein said alkyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl, heterocyclyl or cycloalkoxy portion of Z^{1c} is optionally substituted with 1-4 halogen atoms, C_1 - C_6 alkoxy, S(O)₂ C_1 - C_6 alkyl, or C_1 - C_6 haloalkoxy;

each Z^2 is independently C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -NR¹⁷R¹⁸ or -OR¹⁶ wherein any alkyl, carbocyclyl, bicyclic

carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^2 is optionally substituted with 1-4 Z^{2a} groups;

each Z^{2a} is independently hydrogen, oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-(C_2$ - C_8 alkynyl)aryl, $-(C_2$ - C_8 alkynyl)heteroaryl, $-CN$, $-C(O)(C_1$ - C_6 alkyl), $-C(O)O(C_1$ - C_6 alkyl), $-C(O)N(C_1$ - C_6 alkyl)₂, $-NH_2$, $-NH(C_1$ - C_6 alkyl), $-N(C_1$ - C_6 alkyl)₂, $-NHC(O)O(C_1$ - C_6 alkyl), $-NHC(O)(C_1$ - C_6 alkyl), $-NHC(O)NH(C_1$ - C_6 alkyl), $-OH$, $-O(C_1$ - C_6 alkyl), halo(C_1 - C_6 alkoxy), C_3 - C_8 cycloalkoxy, $-S(C_1$ - C_6 alkyl), or $-SO_2N(C_1$ - C_6 alkyl)₂; wherein any alkyl, alkynyl, carbocyclyl, cycloalkoxy, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portions of Z^{2a} is optionally substituted with 1-4 halogen or C_1 - C_6 alkoxy groups;

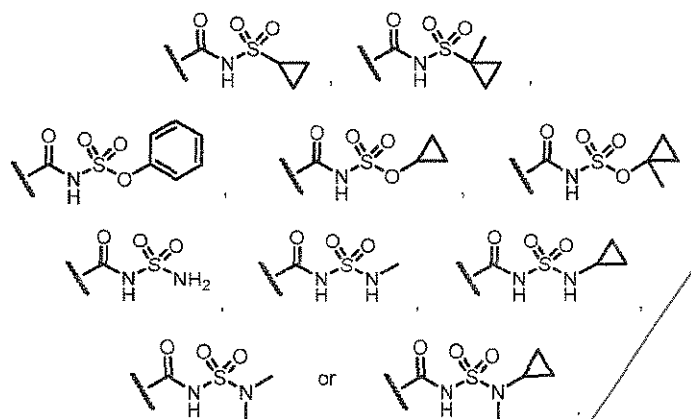
each Z^3 is independently oxo, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-CN$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)NR^{17}R^{18}$, $-OR^{16}$, $-SR^{16}$ or $-SO_2R^{16}$, wherein any alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^3 is optionally substituted with 1-4 halogen.

2. The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein M is $-O-$ or a direct bond.

3. The compound of claims 1-2, or a pharmaceutically acceptable salt thereof, wherein X is $-OC(O)-$, $-O-$, or a direct bond.

4. The compound of claims 1-3, or a pharmaceutically acceptable salt thereof, wherein G is $-CO_2H$ or $-CONHSO_2Z^2$.

5. The compound of claims 1-3, or a pharmaceutically acceptable salt thereof, wherein G is:



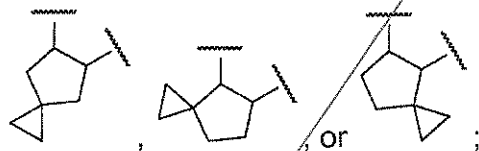
6. The compound of claims 1-5, or a pharmaceutically acceptable salt

thereof, wherein T is T^1 , T^2 , or T^3 ;

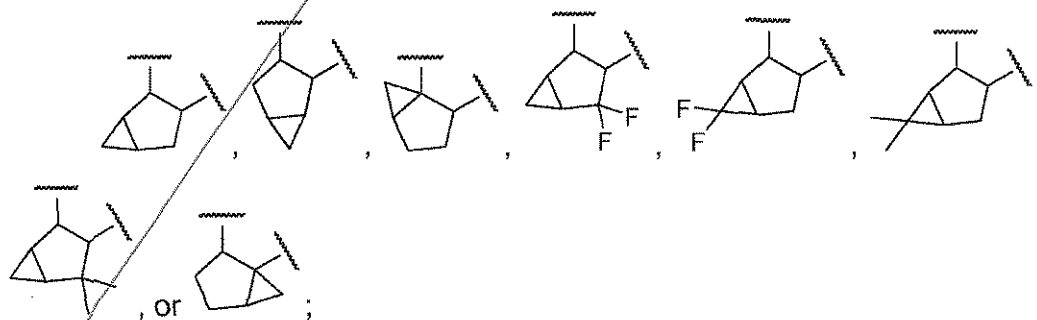
7. The compound of claims 1-5, or a pharmaceutically acceptable salt

thereof, wherein T is T^1 , T^2 , or T^3 ; and wherein

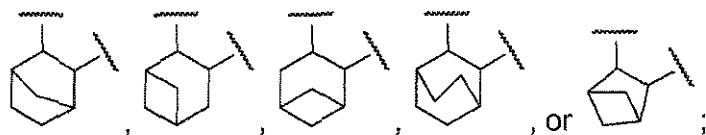
T^1 is



T^2 is



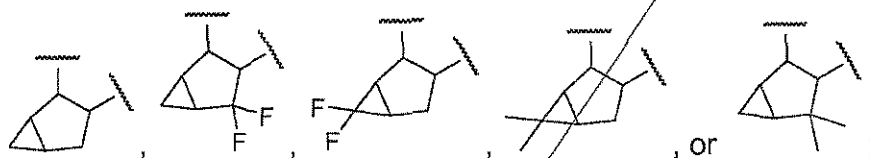
T^3 is



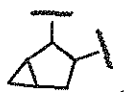
wherein T¹, T², or T³ is optionally substituted with 1-4 Z¹ groups.

8. The compound of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein $\textcircled{\text{T}}$ is T², and wherein T² is optionally substituted with 1-4 Z¹ groups.

9. The compound of Claim 8, or a pharmaceutically acceptable salt thereof, wherein T² is:



10. The compound of Claim 8, or a pharmaceutically acceptable salt thereof, wherein T² is:

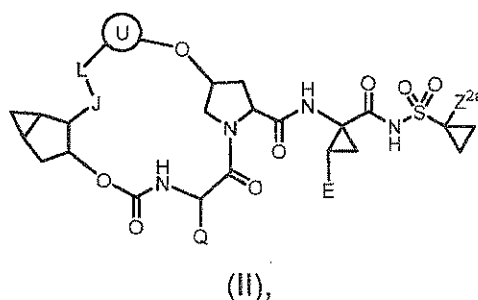


11. The compound of Claims 1-10 or a pharmaceutically acceptable salt thereof, wherein J is -O- or -N(R¹⁶)-.

12. The compound of Claims 1-10 or a pharmaceutically acceptable salt thereof, wherein J is selected from -CH₂-, -CF₂-, or -C(O)-.

13. The compound of Claims 1-10 or a pharmaceutically acceptable salt thereof, wherein J is selected from -CH₂- or -CF₂-.

14. A compound of Formula (II):



or a pharmaceutically acceptable salt thereof, wherein:

L is L¹, L², L³, L⁴, L⁵, L⁶, L⁷, L⁸, L⁹, L¹⁰, L¹¹ or L¹²;

Q is Q¹, Q², Q³, Q⁴, Q⁵, Q⁶ or Q⁷;

E is E¹, E², E³, E⁴, E⁵, or E⁶;

J is -CH₂- or -CF₂-;

Ⓢ is U¹, U², U³, U⁴, U⁵, U⁶, U⁷ or U⁸;

L¹ is C₁-C₈ alkylene or C₂-C₈ alkenylene;

L² is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 halogen atoms;

L³ is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 Z³ groups and wherein said C₁-C₈ alkylene or C₂-C₈ alkenylene is optionally substituted with 1-4 halogen atoms;

L⁴ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ cycloalkyl group, wherein L⁴ is optionally substituted with 1-4 Z¹ groups;

L⁵ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L⁵ is optionally substituted with 1-4 additional Z¹ groups;

L⁶ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene;

L⁷ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein the carbon atoms of said heteroalkylene or heteroalkenylene is substituted with 1-4 halogen atoms;

L^8 is 2–8 membered heteroalkylene or 4–8 membered heteroalkenylene, wherein said heteroalkylene or heteroalkenylene is substituted with 1–4 Z^3 groups and said heteroalkylene or heteroalkenylene is optionally substituted with 1–4 halogen atoms;

L^9 is 2–8 membered heteroalkylene or 4–8 membered heteroalkenylene substituted with two geminal C_1 – C_4 alkyl groups that come together to form a spiro C_3 – C_8 carbocyclyl group, wherein said L^9 is optionally substituted with 1–4 Z^1 groups;

L^{10} is 2–8 membered heteroalkylene or 4–8 membered heteroalkenylene substituted with two geminal Z^1 groups that come together to form a spiro 4–8 membered heterocyclyl group, wherein L^{10} is optionally substituted with 1–4 additional Z^1 groups;

L^{11} is L^{11A} – L^{11B} – L^{11C} wherein L^{11A} and L^{11C} are each independently selected from C_1 – C_6 alkylene, C_1 – C_6 heteroalkylene, C_2 – C_6 alkenylene or a bond and L^{11B} is a 3- to 6- membered saturated or unsaturated ring containing 0 to 3 heteroatoms selected from N, O, or S, wherein L^{11A} and L^{11C} connect to L^{11B} at two different ring atoms and L^{10} is optionally substituted with 1–4 Z^1 groups;

L^{12} is C_3 – C_8 alkynylene that is optionally substituted with 1–4 Z^1 groups;

Q^1 is H, C_1 – C_8 alkyl, C_3 – C_8 carbocyclyl, C_6 – C_{10} aryl, 5–6 membered heteroaryl, or 5–6 membered heterocyclyl, wherein when Q^1 is not H, said Q^1 is optionally substituted with 1–3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 – C_{10} aryl, C_1 – C_6 alkyl, C_1 – C_6 haloalkyl, C_1 – C_6 haloalkoxy, $-CN$, $-SO_2(C_1$ – C_6 alkyl), $-S(O)(C_1$ – C_6 alkyl), $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

Q^2 is C_5 – C_{10} spiro bicyclic carbocyclyl that is optionally substituted with 1–4 Z^1 groups;

Q^3 is C_5 – C_{10} fused bicyclic carbocyclyl that is optionally substituted with 1–4 Z^1 groups;

Q^4 is C_5 – C_{10} bridged bicyclic carbocyclyl that is optionally substituted with 1–4 Z^1 groups;

Q^5 is 4-8 membered heterocyclyl having 1 heteroatom selected from N, O or S wherein Q^5 is optionally substituted with 1-4 Z^1 groups;

Q^6 is selected from C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein Q^6 is substituted with 1 oxo group and with 0 to 3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-NO_2$, $-CN$, $-CF_3$, $-SO_2(C_1-C_6 \text{ alkyl})$, $-S(O)(C_1-C_6 \text{ alkyl})$, $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

Q^7 is C_3 - C_8 carbocyclyl, wherein Q^7 is substituted with 4-8 F atoms and each carbon of Q^7 is substituted with 0-2 F atoms;

E^1 is C_2 - C_6 alkenyl;

E^2 is C_1 - C_6 alkyl;

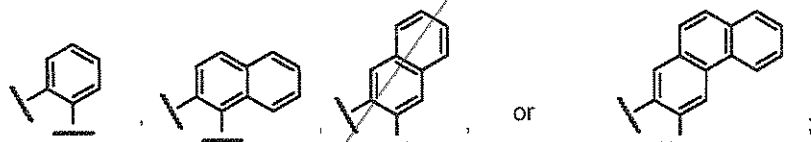
E^3 is C_1 - C_6 haloalkyl;

E^4 is C_2 - C_6 haloalkenyl;

E^5 is C_3 - C_6 carbocyclyl;

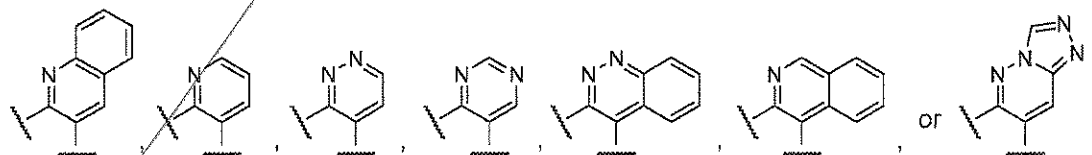
E^6 is C_1 - C_6 alkyl substituted with $-OCH_3$, $-OCD_3$, $-OCF_3$, or $-OCF_2H$;

U^1 is



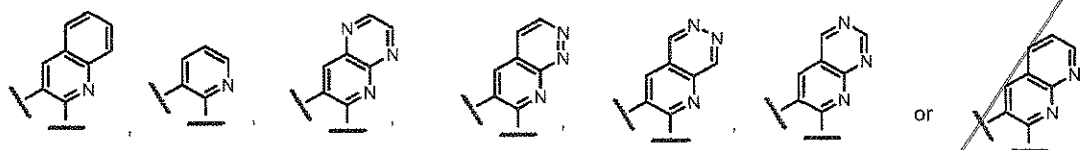
wherein each U^1 is optionally substituted with 1-2 W groups;

U^2 is



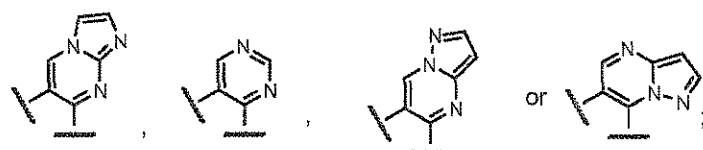
wherein each U^2 is optionally substituted with 1-2 W groups;

U^3 is



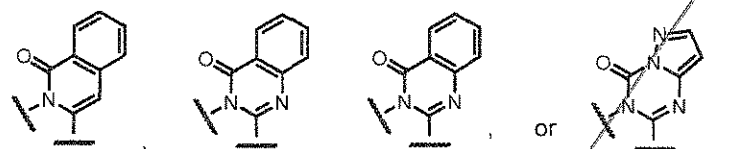
wherein each U^3 is optionally substituted with 1-2 W groups;

U^4 is



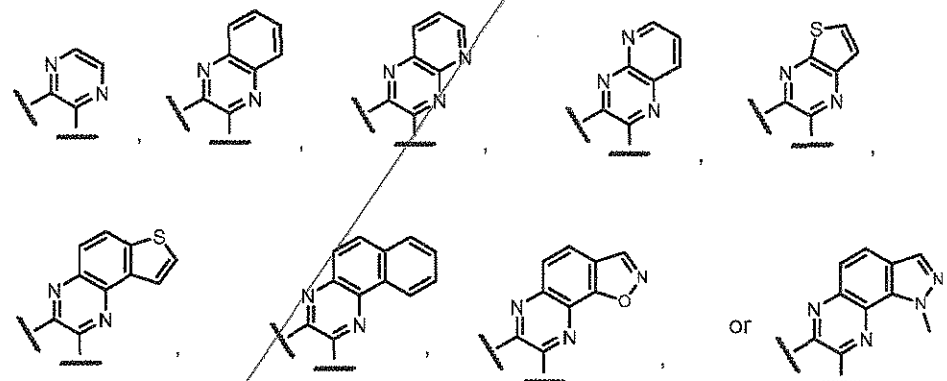
wherein each U^4 is optionally substituted with 1-2 W groups;

U^5 is



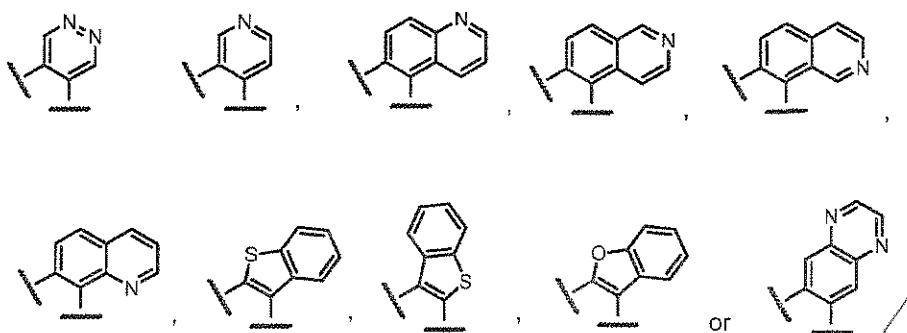
wherein each U^5 is optionally substituted with 1-2 W groups;

U^6 is



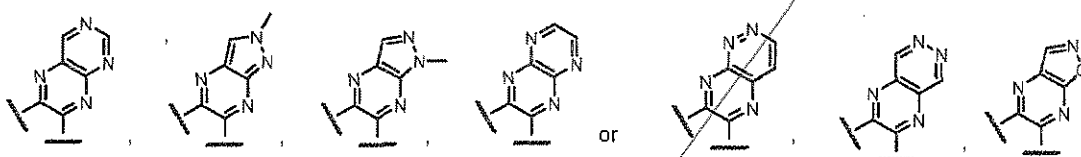
wherein each U^6 is optionally substituted with 1-2 W groups;

U^7 is



wherein each U^7 is optionally substituted with 1-2 W groups;

U^8 is



wherein each U^8 is optionally substituted with 1-2 W groups;

each W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 ;

each W^1 is oxo, halogen, $-OR^6$, C_1-C_6 alkyl, $-CN$, $-CF_3$, $-SR^6$, $-C(O)_2R^6$, $-C(O)N(R^6)_2$, $-C(O)R^6$, $-N(R^6)C(O)R^6$, $-SO_2(C_1-C_6 \text{ alkyl})$, $-S(O)(C_1-C_6 \text{ alkyl})$, C_3-C_8 carbocyclyl, C_3-C_8 cycloalkoxy, C_1-C_6 haloalkyl, $-N(R^6)_2$, $-NR^6(C_1-C_6 \text{ alkyl})O(C_1-C_6 \text{ alkyl})$, halo(C_1-C_6 alkoxy), $-NR^6SO_2R^6$, $-SO_2N(R^6)_2$, $-NHCOOR^6$, $-NHCONHR^6$, C_6-C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl or $-O(4-10 \text{ membered heterocyclyl})$, wherein said W^1 alkyl, carbocyclyl, cycloalkoxy, haloalkyl, haloalkoxy, aryl, heteroaryl, or heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

each W^2 is C_1-C_6 alkoxy substituted with a 5-14 membered heteroaryl or C_6-C_{10} aryl; wherein said heteroaryl or aryl is substituted with 1-4 Z^{1c} groups;

each W^3 is C_2-C_6 alkynyl substituted with an C_6-C_{10} aryl, C_3-C_8 carbocyclyl, C_1-C_8 alkyl, C_1-C_6 haloalkyl, 4-10 membered heterocyclyl, or 5-14 membered heteroaryl; wherein said aryl, carbocyclyl, alkyl, haloalkyl, heterocyclyl, or heteroaryl is optionally substituted with 1-4 Z^1 groups;

each W^4 is $-SF_5$;

each W^5 is $-O(C_2-C_6 \text{ alkyl})OR^{22}$ wherein R^{22} is an C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

each W^6 is $-O(C_2-C_6 \text{ alkyl})NR^{16}R^{22}$ wherein R^{22} is an C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

each W^7 is $-O(5-14 \text{ membered heteroaryl})$; wherein said $-O(5-14 \text{ membered heteroaryl})$ is optionally substituted with 1-4 Z^1 groups and 2 adjacent substituents of said $-O(5-14 \text{ membered heteroaryl})$ may be taken together to form a 3- to 6-membered cyclic ring containing 0 to 3 heteroatoms independently selected from N, O, or S;

each R^6 is independently selected from H, C_1-C_6 alkyl or C_6-C_{10} aryl, wherein said aryl or alkyl is optionally substituted with 1 to 4 substituents independently selected from halogen atoms, C_1-C_6 alkyl, C_6-C_{10} aryl, C_3-C_8 carbocyclyl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, halo(C_1-C_6 alkoxy), $-OH$, $-O(C_1-C_6 \text{ alkyl})$, $-SH$, $-S(C_1-C_6 \text{ alkyl})$, $-NH_2$, $-NH(C_1-C_6 \text{ alkyl})$, $-N(C_1-C_6 \text{ alkyl})_2$, $-C(O)(C_1-C_6 \text{ alkyl})$, $-SO_2N(C_1-C_6 \text{ alkyl})_2$, $-NHCOO(C_1-C_6 \text{ alkyl})$, $-NHCO(C_1-C_6 \text{ alkyl})$, $-NHCONH(C_1-C_6 \text{ alkyl})$, $-CO_2(C_1-C_6 \text{ alkyl})$, or $-C(O)N(C_1-C_6 \text{ alkyl})_2$, wherein said 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

each R^{16} is independently selected from H, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_8 carbocyclyl, C_5-C_{10} bicyclic carbocyclyl, C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein any alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R^{16} is optionally substituted with 1-4 Z^{1c} groups;

R^{17} and R^{18} are each independently selected from H, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_8 carbocyclyl, C_5-C_{10} bicyclic carbocyclyl, $-C(O)R^{16}$, $-C(O)OR^{16}$, C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein any alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R^{17} or R^{18} is optionally substituted with 1-4 Z^{1c} groups, or R^{17} and R^{18} together with the nitrogen to which they are attached form a 4-7 membered

heterocyclyl group, wherein said 4-7 membered heterocyclyl group is optionally substituted with 1-4 Z^{1c} groups;

each Z^1 is independently selected from oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)R^{16}$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)R^{16}$, $-NR^{16}C(O)NR^{17}R^{18}$, $-NR^{16}S(O)_2R^{16}$, $-NR^{16}S(O)_2NR^{17}R^{18}$, $-NR^{16}S(O)_2OR^{16}$, $-OR^{16}$, $-OC(O)R^{16}$, $-OC(O)NR^{17}R^{18}$, $-SR^{16}$, $-S(O)R^{16}$, $-S(O)_2R^{16}$ or $-S(O)_2NR^{17}R^{18}$ wherein any alkyl, alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^1 is optionally substituted with 1-4 Z^{1a} groups;

each Z^{1a} is independently selected from oxo, halogen, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)R^{16}$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)R^{16}$, $-NR^{16}C(O)OR^{16}$, $-NR^{16}C(O)NR^{17}R^{18}$, $-NR^{16}S(O)_2R^{16}$, $-NR^{16}S(O)_2NR^{17}R^{18}$, $-NR^{16}S(O)_2OR^{16}$, $-OR^{16}$, $-OC(O)R^{16}$, $-OC(O)NR^{17}R^{18}$, $-SR^{16}$, $-S(O)R^{16}$, $-S(O)_2R^{16}$ or $-S(O)_2NR^{17}R^{18}$ wherein any alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^{1a} is optionally substituted with 1-4 Z^{1c} groups;

each Z^{1c} is independently selected from oxo, halogen, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)(C_1-C_8 \text{ alkyl})$, $-C(O)O(C_1-C_8 \text{ alkyl})$, $-C(O)N(C_1-C_8 \text{ alkyl})_2$, $-NH_2$, $-NH(C_1-C_8 \text{ alkyl})$, $-N(C_1-C_8 \text{ alkyl})_2$, $-NHC(O)O(C_1-C_8 \text{ alkyl})$, $-NHC(O)(C_1-C_8 \text{ alkyl})$, $-NHC(O)NH(C_1-C_8 \text{ alkyl})$, -OH, $-O(C_1-C_8 \text{ alkyl})$, C_3 - C_8 cycloalkoxy, C_5 - C_{10} bicyclic carbocycloxy, $-S(C_1-C_8 \text{ alkyl})$ or $-S(O)_2N(C_1-C_8 \text{ alkyl})_2$ wherein any alkyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl, heterocyclyl or cycloalkoxy portion of Z^{1c} is optionally substituted with 1-4 halogen atoms, C_1 - C_6 alkoxy, $-S(O)_2C_1-C_6\text{alkyl}$, or C_1 - C_6 haloalkoxy;

each Z^2 is independently selected from C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-NR^{17}R^{18}$ or $-OR^{16}$ wherein any alkyl, carbocyclyl, bicyclic

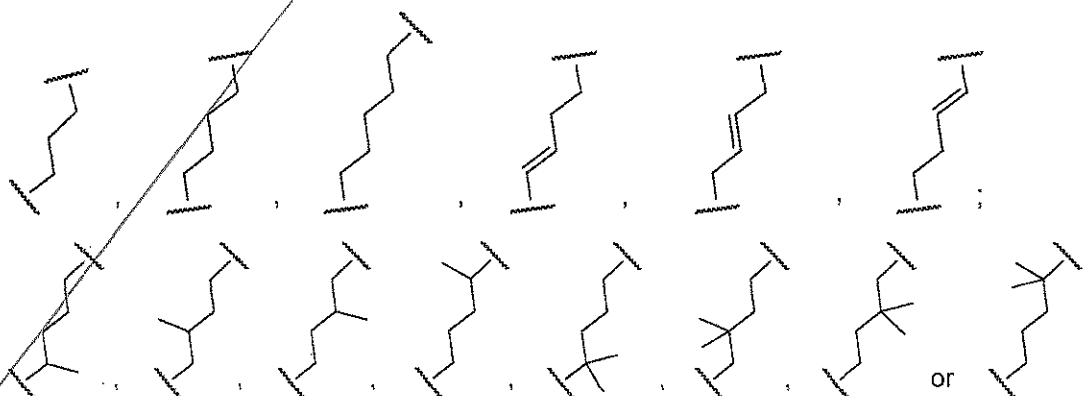
carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^2 is optionally substituted with 1-4 Z^{2a} groups;

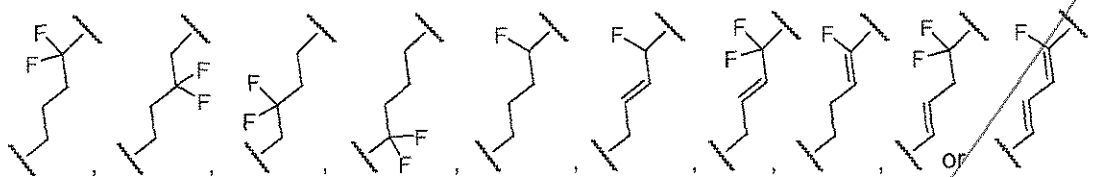
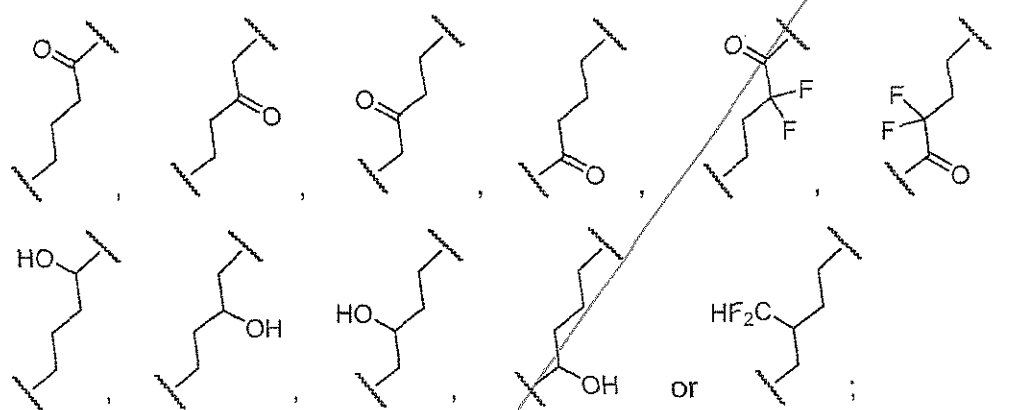
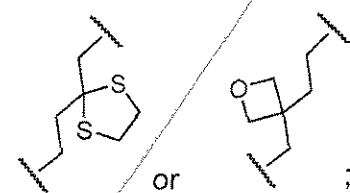
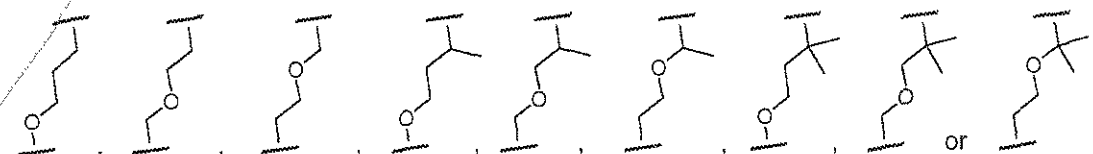
each Z^{2a} is independently selected from hydrogen, oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, - (C_2 - C_8 alkynyl)aryl, -(C_2 - C_8 alkynyl)heteroaryl, -CN, -C(O)(C_1 - C_6 alkyl), -C(O)O(C_1 - C_6 alkyl), -C(O)N(C_1 - C_6 alkyl)₂, -NH₂, -NH(C_1 - C_6 alkyl), -N(C_1 - C_6 alkyl)₂, -NHC(O)O(C_1 - C_6 alkyl), -NHC(O)(C_1 - C_6 alkyl), -NHC(O)NH(C_1 - C_6 alkyl), -OH, -O(C_1 - C_6 alkyl), halo(C_1 - C_6 alkoxy), C_3 - C_8 cycloalkoxy, -S(C_1 - C_6 alkyl), or -SO₂N(C_1 - C_6 alkyl)₂; wherein any alkyl, alkynyl, carbocyclyl, cycloalkoxy, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portions of Z^{2a} is optionally substituted with 1-4 halogen or C_1 - C_6 alkoxy groups;

each Z^3 is independently selected from oxo, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)NR¹⁷R¹⁸, -OR¹⁶, -SR¹⁶ or -SO₂R¹⁶, wherein any alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^3 is optionally substituted with 1-4 halogen.

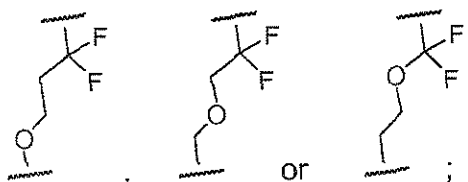
15. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein: L is L¹, L², L³, L⁴, L⁵, L⁶, L⁷, L⁸, L⁹, L¹⁰, L¹¹ or L¹²; and wherein

L¹ is

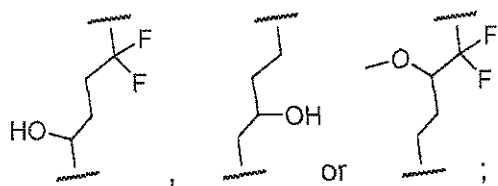


L^2 is L^3 is L^4 is L^5 is L^6 is

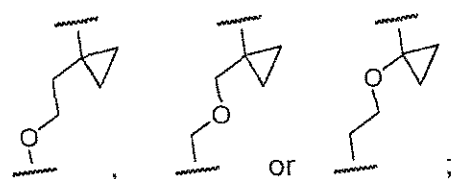
L⁷ is



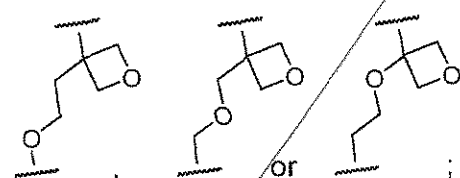
L⁸ is



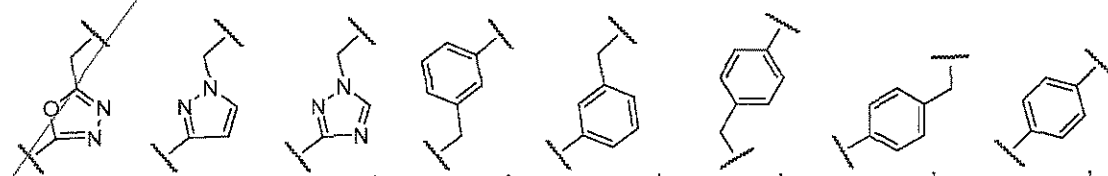
L⁹ is

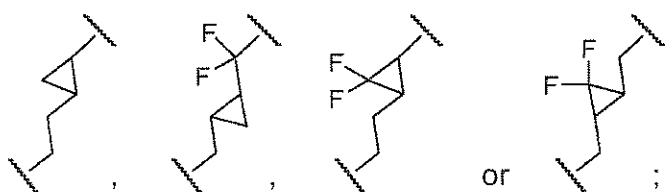


L¹⁰ is

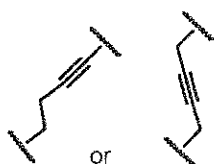


L¹¹ is

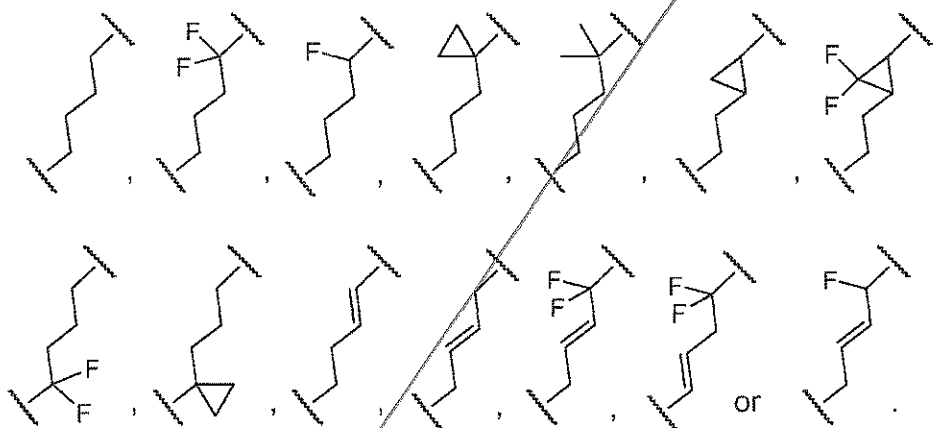




L^{12} is



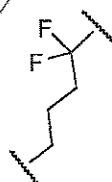
16. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



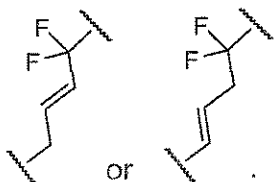
17. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



18. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



19. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



20. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



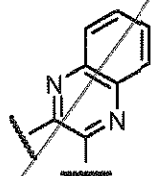
21. The compound of claims 14-20 or a pharmaceutically acceptable salt thereof, wherein Z^{2a} is



22. The compound of Claim 14-20 or a pharmaceutically acceptable salt thereof, wherein Z^{2a} is



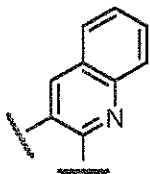
23. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein $\textcircled{U}$ is optionally substituted with one W at any substitutable position, and each W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 wherein $\textcircled{U}$ is



24. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein $\textcircled{U}$ is optionally substituted with one W at any substitutable

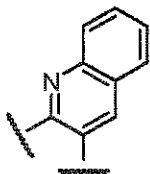
position, and each W is independently W¹, W², W³, W⁴, W⁵, W⁶ or W⁷ wherein

Ⓢ is



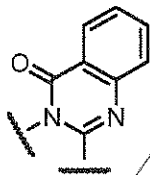
25. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein Ⓢ is optionally substituted with one W at any substitutable position, and each W is independently W¹, W², W³, W⁴, W⁵, W⁶ or W⁷ wherein

Ⓢ is



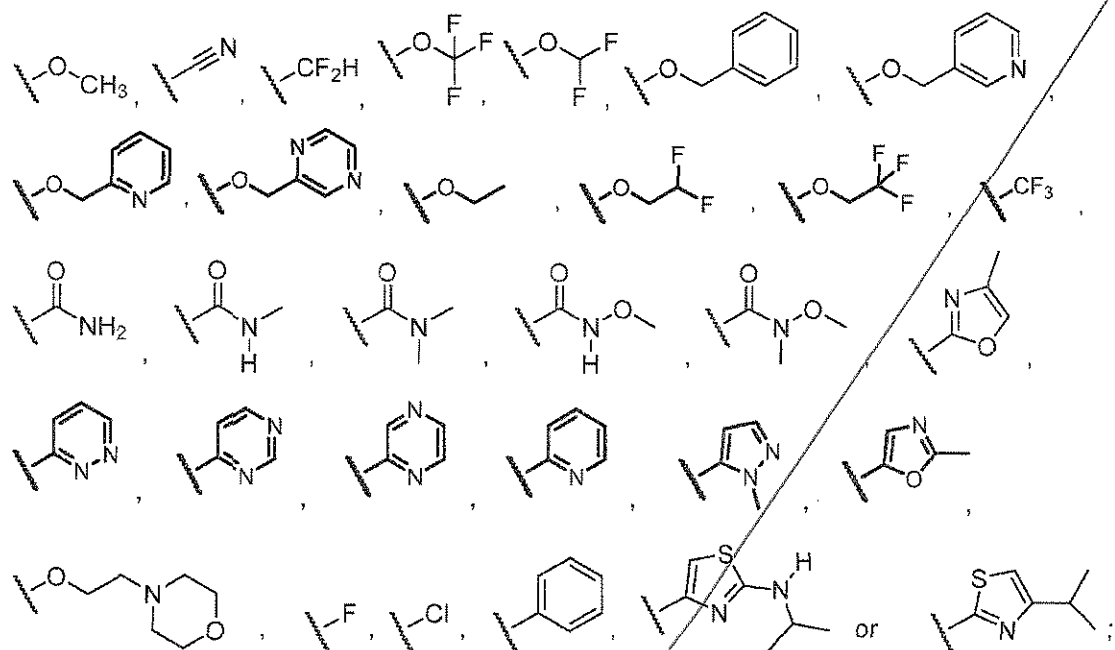
26. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein Ⓢ is optionally substituted with one W at any substitutable position, and each W is independently W¹, W², W³, W⁴, W⁵, W⁶ or W⁷ wherein

Ⓢ is

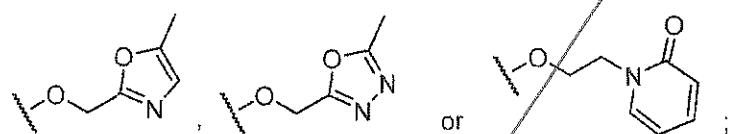


27. The compound of claims 14-26 or a pharmaceutically acceptable salt thereof, wherein each W is independently W¹, W², W³, W⁵, W⁶ or W⁷, and wherein

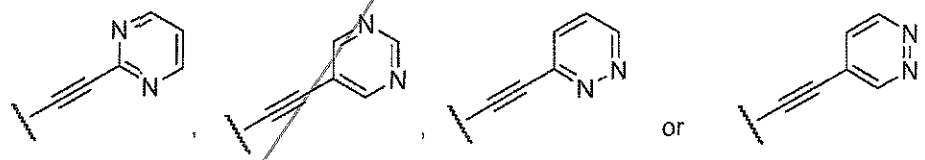
W¹ is



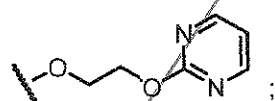
W^2 is



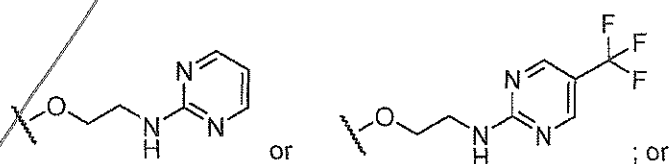
W^3 is



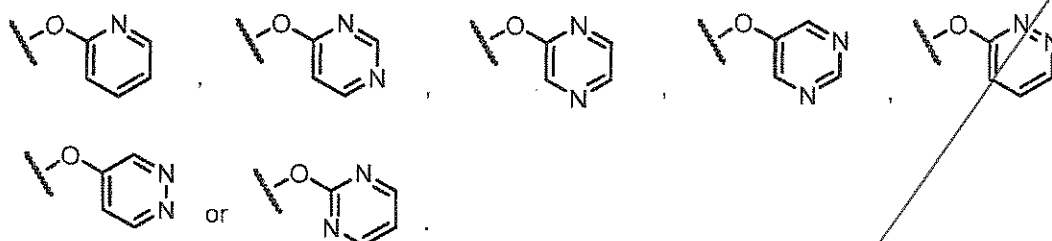
W^5 is



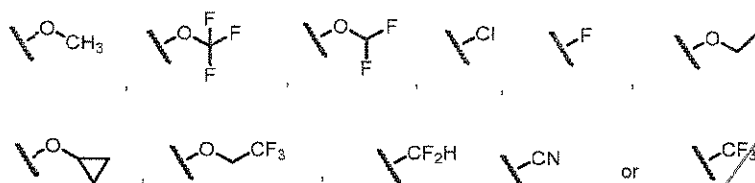
W^6 is



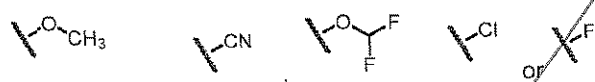
W^7 is



28. The compound of claims 14-26, or a pharmaceutically acceptable salt thereof, wherein W is

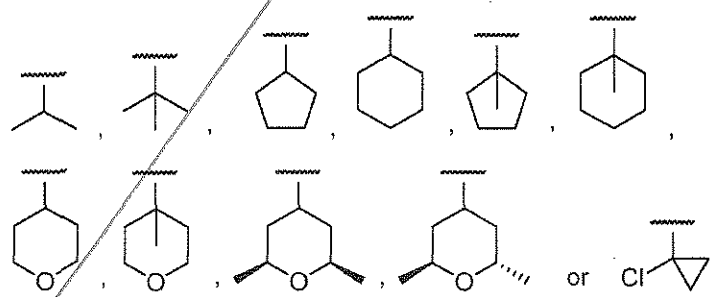


29. The compound of claims 14-26, or a pharmaceutically acceptable salt thereof, wherein W is

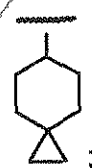


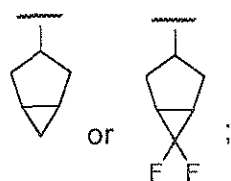
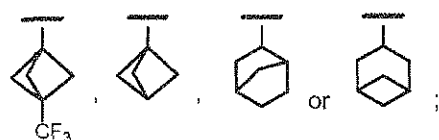
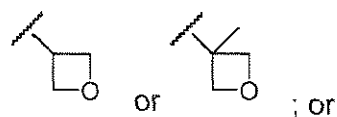
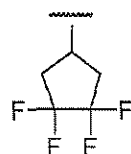
30. The compound of claims 14-29, or pharmaceutically acceptable salt thereof, wherein Q is Q¹, Q², Q³, Q⁴, Q⁵ or Q⁷; and wherein

Q¹ is

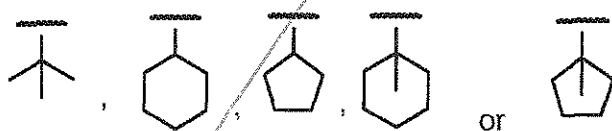


Q² is



Q³ isQ⁴ isQ⁵ isQ⁷ is

31. The compound of claims 14-29, or pharmaceutically acceptable salt thereof, wherein Q is



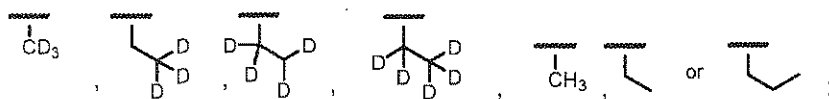
32. The compound of claims 14-29, or pharmaceutically acceptable salt thereof, wherein Q is



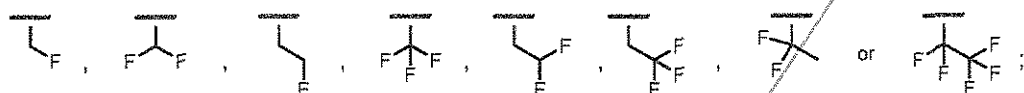
33. The compound of claims 14-32, or a pharmaceutically acceptable salt thereof, wherein E is E¹, E², E³, or E⁴ and wherein:

E¹ is

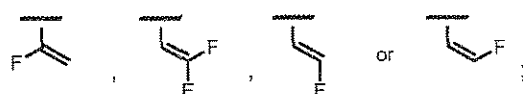
E^2 is



E^3 is



E^4 is



34. The compound of claims 14-32, or a pharmaceutically acceptable salt thereof, wherein E is E^3 .

35. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



36. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



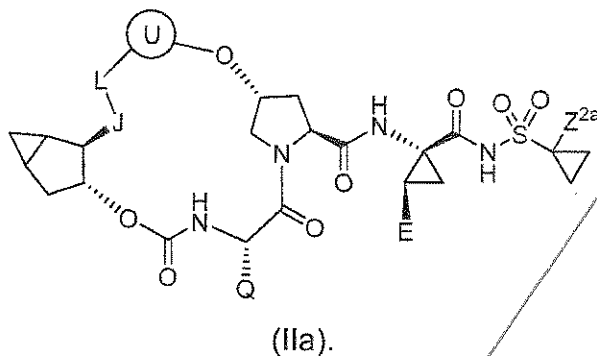
37. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



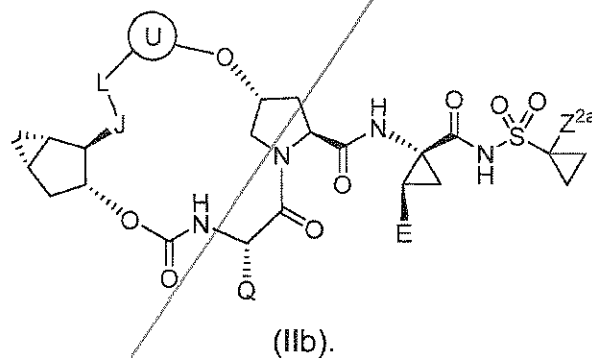
38. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



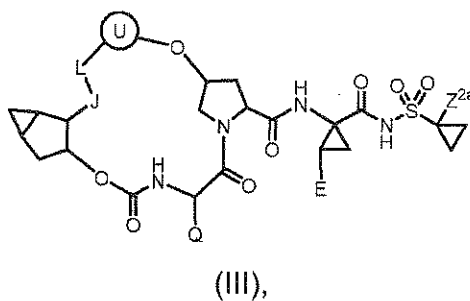
39. The compound of claims 14-38, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIa):



40. The compound of claims 14-39, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIb):



41. A compound of Formula (III):



or a pharmaceutically acceptable salt thereof, wherein:

L is C₁-C₈ alkylene, C₄-C₈ carbocyclylalkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene, C₄-C₈ carbocyclylalkylene, or said C₂-C₈ alkenylene is optionally substituted with one or more R²⁵, wherein each R²⁵ is independently selected from halogen, C₃-C₆ carbocyclyl, 3 to 6 membered heteroalkyl, -OH, or oxo;

Q is H, C₁-C₈ alkyl, 4-8 membered heterocyclyl, or C₃-C₈ carbocyclyl wherein said C₁-C₈ alkyl, 4-8 membered heterocyclyl, or C₃-C₈ carbocyclyl is optionally substituted with one or more halogens.

E is C₁-C₄ alkyl, C₂-C₄ alkenyl, C₃-C₆ cycloalkyl, wherein E is optionally substituted with or more halogen atoms;

J is -CH₂- or -CF₂-;

Ⓢ is a bicyclic or tricyclic aryl, heteroaryl or heterocyclyl, optionally substituted with 1-2 W groups;

each W is independently halogen, -OR⁶, C₁-C₆ alkyl, -CN, -CF₃, or C₁-C₆ haloalkyl;

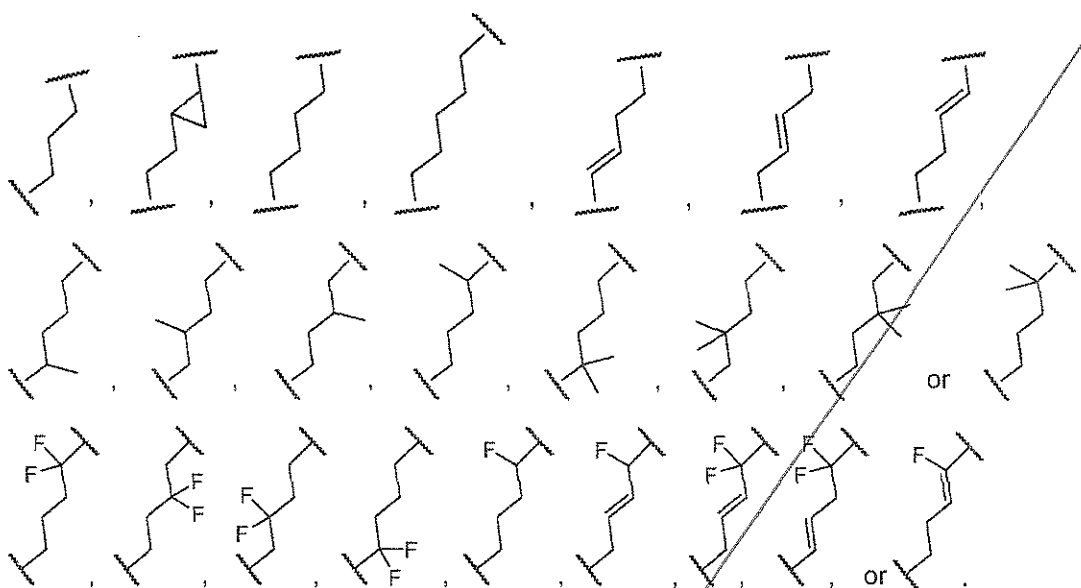
each R⁶ is independently selected from H, C₁-C₄ alkyl, or C₁-C₄ haloalkyl; and

Z^{2a} is hydrogen or C₁-C₄ alkyl.

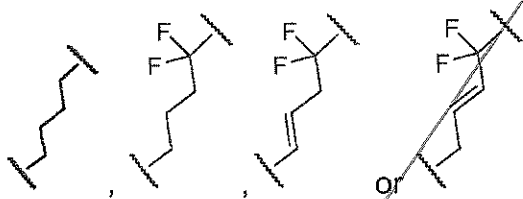
42. The compound of claim 41, or a pharmaceutically acceptable salt thereof, wherein J is -CH₂.

43. The compound of claims 40-42, or a pharmaceutically acceptable salt thereof, wherein L is C₃-C₈ alkylene, C₄-C₈ carbocyclylalkylene or C₃-C₈ alkenylene, wherein L is optionally substituted with up to two halogen atoms.

44. The compound of claims 40-43, or a pharmaceutically acceptable salt thereof, wherein: L is

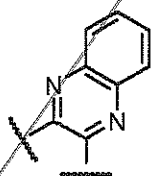


45. The compound of claims 40-43, or a pharmaceutically acceptable salt thereof, wherein L is



46. The compound of claims 40-45, or a pharmaceutically acceptable salt thereof, wherein Z^{2a} is H or CH_3 .

47. The compound of claims 40-46, or a pharmaceutically acceptable salt thereof, wherein U is



and wherein U is optionally substituted with one W at any substitutable position.

48. The compound of claims 40-47, or a pharmaceutically acceptable salt thereof, wherein each W is Cl, F, $-\text{OCH}_3$, $-\text{OCHF}_2$, $-\text{OCF}_3$ or $-\text{CN}$.

49. The compound of claims 40-48, or a pharmaceutically acceptable salt thereof, wherein Q is C_1 - C_6 alkyl, or C_3 - C_8 carbocyclyl.

50. The compound of claims 40-49, or pharmaceutically acceptable salt thereof, wherein Q is



51. The compound of claims 40-50, or a pharmaceutically acceptable salt thereof, wherein E is C_1 - C_4 alkyl substituted with one or more halogen atoms.

52. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is



53. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is



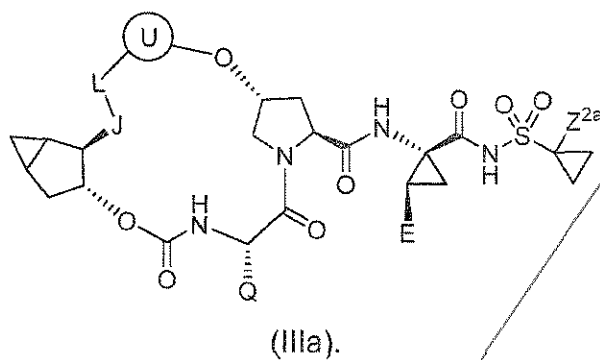
54. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is



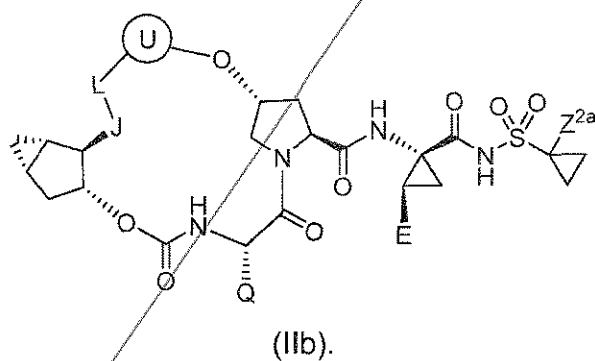
55. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is

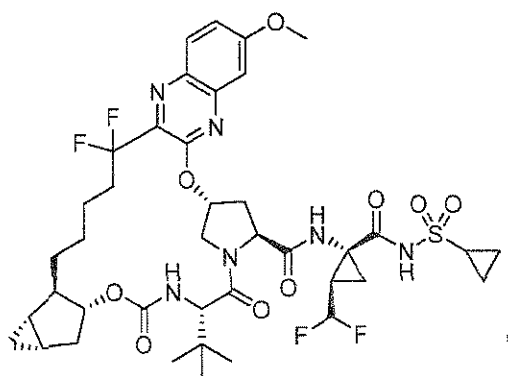
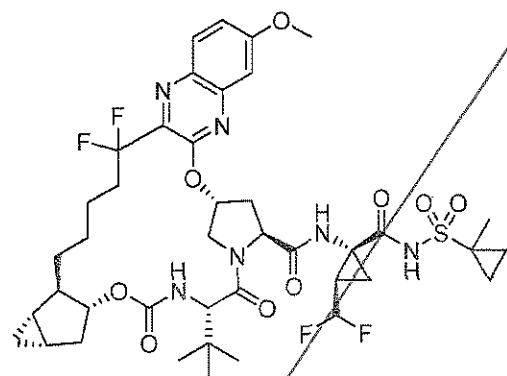
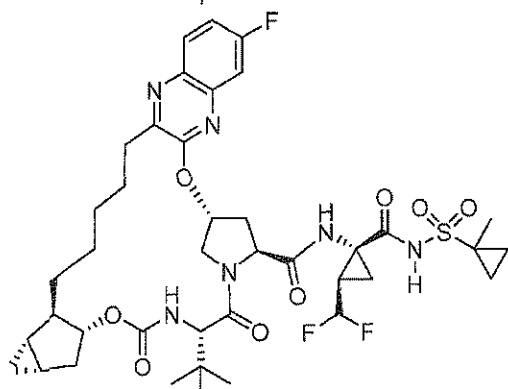
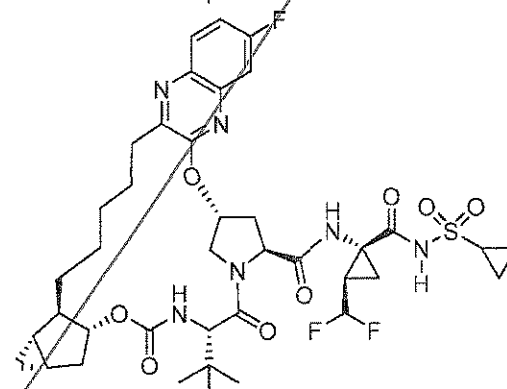
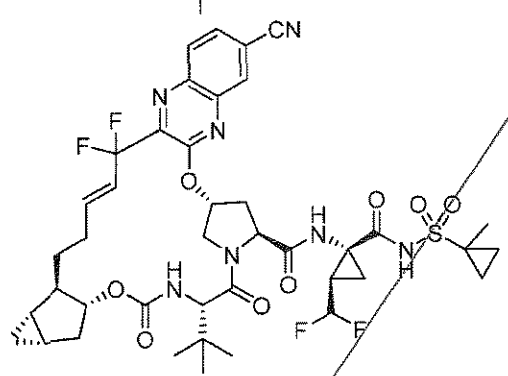
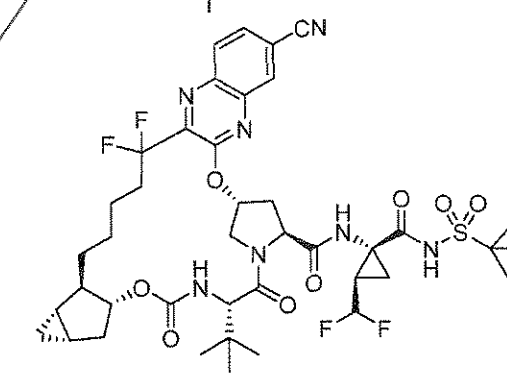
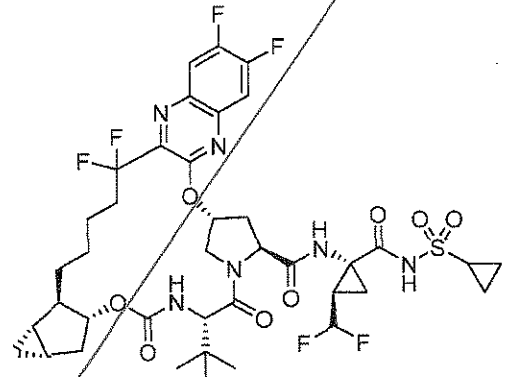
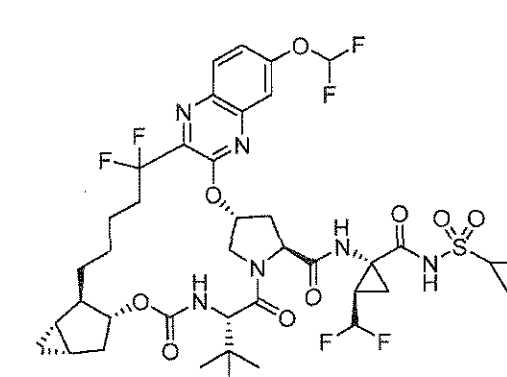


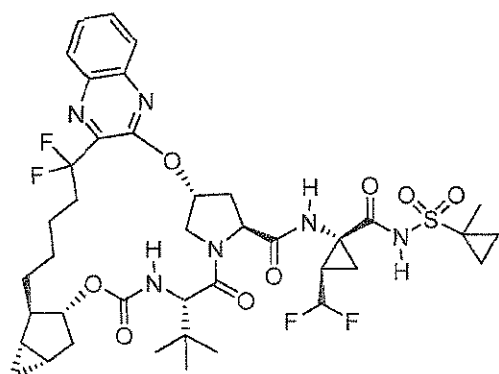
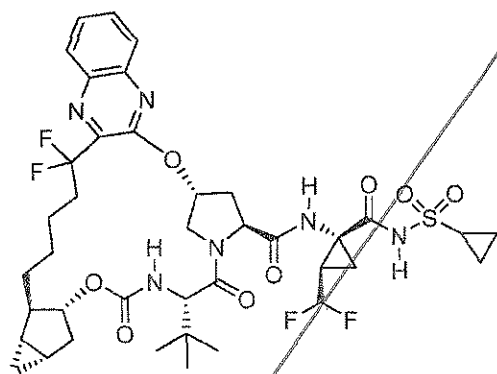
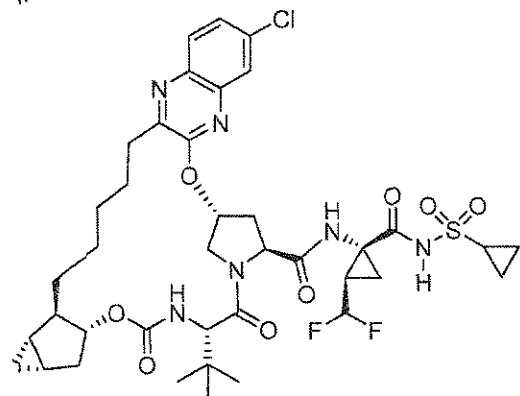
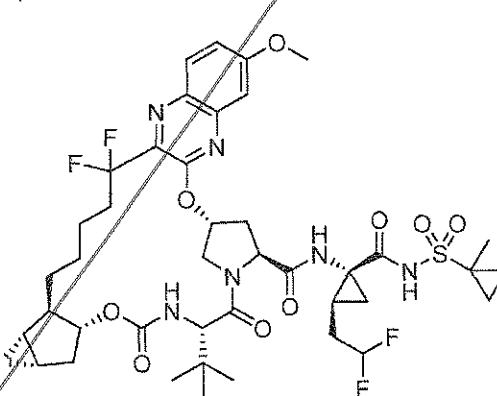
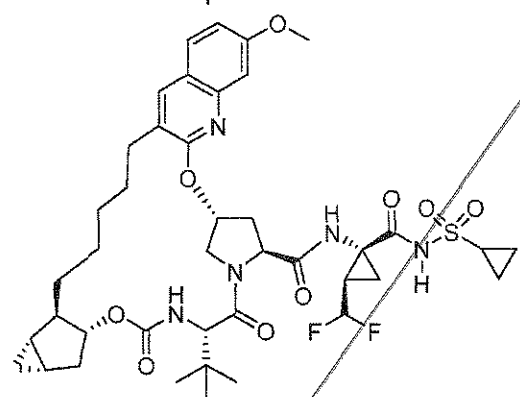
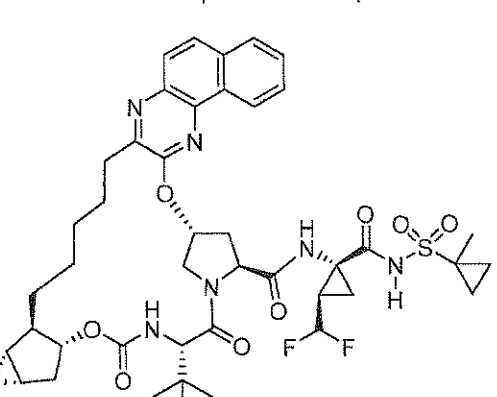
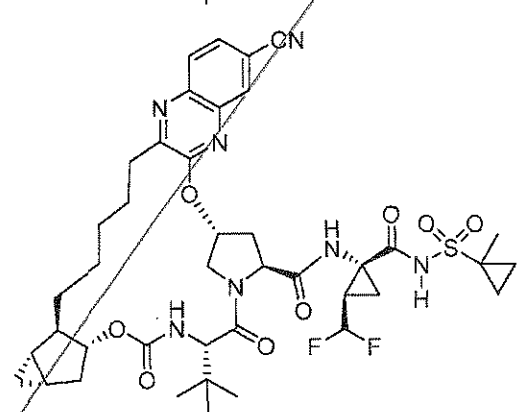
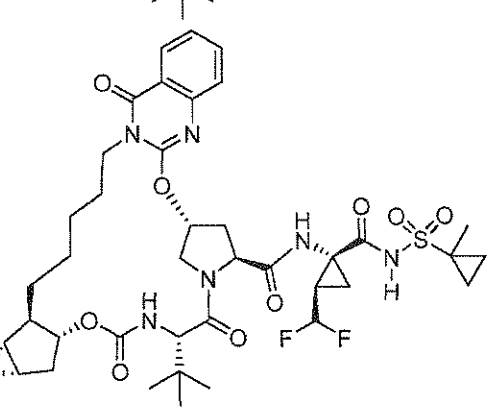
56. The compound of claims 40-55, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIIa):

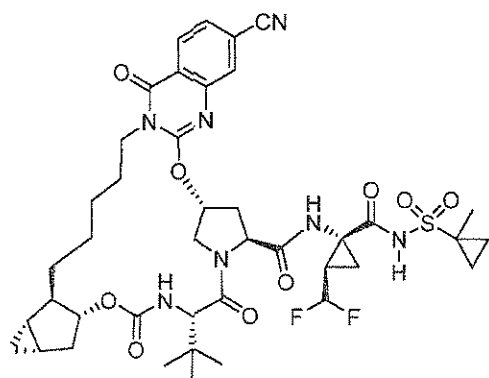


57. The compound of claims 40-56, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIIb):

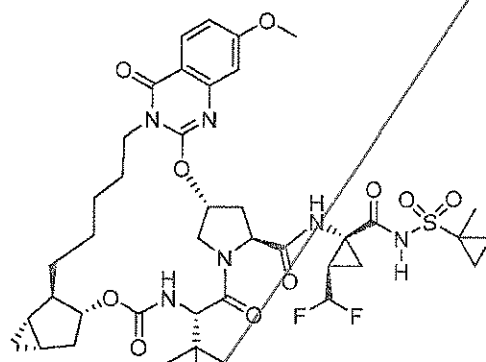






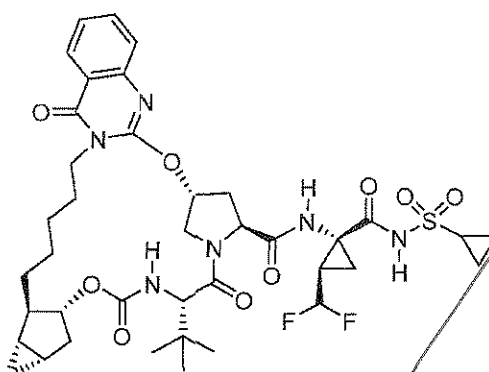


, and

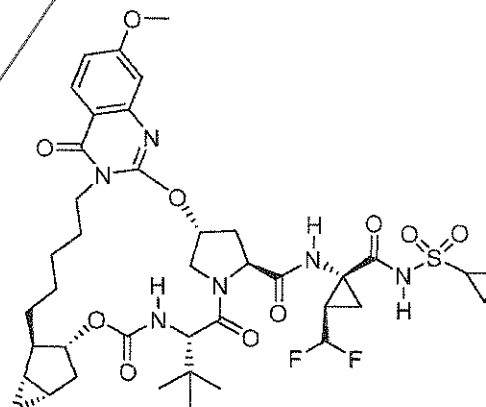


or a pharmaceutically acceptable salt thereof.

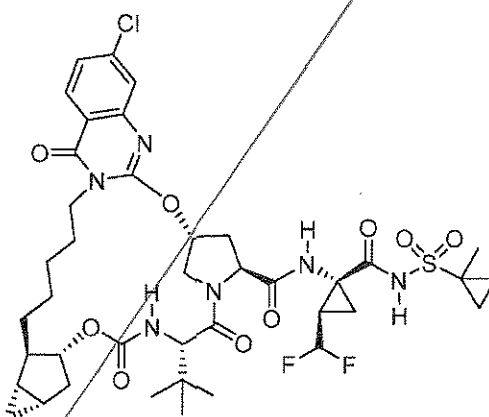
59. A compound selected from the group consisting of:



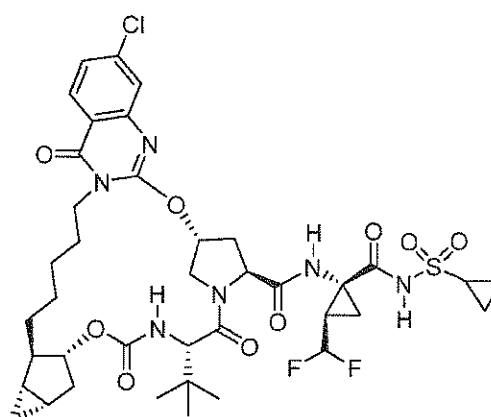
,



,



, and



or a pharmaceutically acceptable salt thereof.

60. A pharmaceutical composition comprising a compound of any of claims 1-59, and a pharmaceutically acceptable excipient.

61. Use of a compound of any of claims 1-59 or pharmaceutical composition of claim 60 in the manufacture of a medicament for the treatment of hepatitis C virus (HCV).