

BENZO [C] ISOXAZOLOAZEPINE BROMODOMAIN INHIBITORS AND USES THEREOF

RELATED APPLICATION

[0001] This application claims the benefit of U.S. Provisional Application No. 61/656,205, filed June 6, 2012. The entire teachings of the above application is incorporated herein by reference.

TECHNICAL FIELD OF THE INVENTION

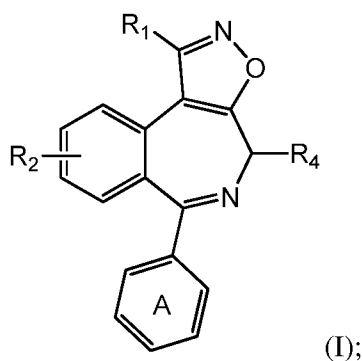
[0002] The present invention relates to compounds useful as inhibitors of one or more bromodomain-containing proteins.

BACKGROUND OF THE INVENTION

[0003] Packaging the 3 billion nucleotides of the human genome into the nucleus of a cell requires tremendous compaction. To accomplish this feat, DNA in our chromosomes is wrapped around spools of proteins called histones to form dense repeating protein/DNA polymers known as chromatin: the defining template for gene regulation. Far from serving as mere packaging modules, chromatin templates form the basis of a newly appreciated and fundamentally important set of gene control mechanisms termed epigenetic regulation. By conferring a wide range of specific chemical modifications to histones and DNA, epigenetic regulators modulate the structure, function, and accessibility of our genome, thereby exerting a tremendous impact on gene expression. Hundreds of epigenetic effectors have recently been identified, many of which are chromatin-binding proteins or chromatin-modifying enzymes. Significantly, an increasing number of these proteins have been associated with a variety of disorders such as neurodegenerative disorders, metabolic diseases, inflammation, and cancer. Thus, highly selective therapeutic agents directed against this emerging class of gene regulatory proteins promise new approaches to the treatment of human diseases.

SUMMARY OF THE INVENTION

[0004] It has now been found that compounds described herein, and pharmaceutically acceptable compositions thereof, are effective as inhibitors of one or more bromodomain-containing proteins. Such compounds include those of Formula (I):



or a pharmaceutically acceptable salt thereof, wherein each of R^1 , R^2 , and R^4 are as defined and described herein.

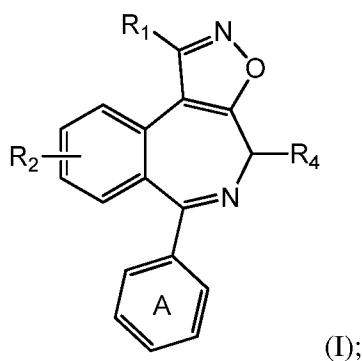
[0005] The provided compounds, and pharmaceutically acceptable compositions thereof, are useful for treating a variety of diseases, disorders or conditions associated with abnormal cellular responses triggered by events mediated by bromodomain-containing proteins. Such diseases, disorders, or conditions include those described herein.

[0006] The provided compounds are also useful for the study of bromodomain-containing proteins in biological and pathological phenomena, the study of intracellular signal transduction pathways mediated by bromodomain-containing proteins, and the comparative evaluation of new inhibitors of bromodomain-containing proteins.

DETAILED DESCRIPTION OF CERTAIN EMBODIMENTS

1. General Description of Compounds of the Invention

[0007] In certain embodiments, the present invention provides a compound of Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

R_1 is hydrogen or (C_1-C_6) alkyl;

R_2 is optionally substituted 5-6 membered heteroaryl;

phenyl ring A is optionally substituted; and

R₄ is selected from (C₁-C₆)alkyl, (C₂-C₆)alkenyl, and (C₂-C₆)alkynyl, each of which may be optionally substituted with one or more groups selected from -C(=O)OR^a, -C(=O)NR^aR^b, -C(=O)R^a, -C(=NOR^a)R^b, -C(=NR^a)NR^bR^a, -NR^aC(=O)NR^bR^a, -NR^aC(=O)R^b, -NR^aC(=NR^b)NR^aR^b, -NR^aC(=O)OR^b, -OC(=O)NR^aR^b, -OC(=O)R^a, -OC(=O)OR^a, -S(O)₀₋₃R^a, -SO₂NR^aR^b, -NR^aSO₂R^b, -NR^aSO₂NR^bR^a, and -P(=O)OR^aOR^b, wherein each R^a and R^b are independently hydrogen or (C₁-C₆)alkyl;

provided that the compound of Formula (I) is not 2-(8-(6-aminopyridin-3-yl)-1-methyl-6-(4-(trifluoromethyl)phenyl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, 2-(8-(6-aminopyridin-3-yl)-6-(4-chlorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, or 2-(8-(6-aminopyridin-3-yl)-6-(4-fluorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, or a pharmaceutically acceptable salt thereof.

2. Compounds and Definitions

[0008] Definitions of specific functional groups and chemical terms are described in more detail below. For purposes of this invention, the chemical elements are identified in accordance with the Periodic Table of the Elements, CAS version, *Handbook of Chemistry and Physics*, 75th Ed., inside cover, and specific functional groups are generally defined as described therein. Additionally, general principles of organic chemistry, as well as specific functional moieties and reactivity, are described in *Organic Chemistry*, Thomas Sorrell, University Science Books, Sausalito, 1999; Smith and March *March's Advanced Organic Chemistry*, 5th Edition, John Wiley & Sons, Inc., New York, 2001; Larock, *Comprehensive Organic Transformations*, VCH Publishers, Inc., New York, 1989; Carruthers, *Some Modern Methods of Organic Synthesis*, 3rd Edition, Cambridge University Press, Cambridge, 1987; the entire contents of each of which are incorporated herein by reference.

[0009] Unless otherwise stated, structures depicted herein are also meant to include all isomeric (e.g., enantiomeric, diastereomeric, and geometric (or conformational)) forms of the structure; for example, the R and S configurations for each asymmetric center, Z and E double bond isomers, and Z and E conformational isomers. Therefore, single stereochemical isomers as well as enantiomeric, diastereomeric, and geometric (or conformational) mixtures of the present compounds are within the scope of the invention. Unless otherwise stated, all tautomeric forms of the compounds of the invention are within the scope of the invention. Optionally, the present structures include the replacement of one or more hydrogen atoms by deuterium. Alternatively, hydrogen is present at natural abundance at all positions. Such

compounds are useful, for example, as analytical tools, as probes in biological assays, or as therapeutic agents in accordance with the present invention.

[0010] Where a particular enantiomer is preferred, it may, in some embodiments be provided substantially free of the corresponding enantiomer, and may also be referred to as “optically enriched.” “Optically enriched,” as used herein, means that the compound is made up of a significantly greater proportion of one enantiomer. In certain embodiments the compound is made up of at least about 90% by weight of a preferred enantiomer. In other embodiments the compound is made up of at least about 95%, 98%, or 99% by weight of a preferred enantiomer. Preferred enantiomers may be isolated from racemic mixtures by any method known to those skilled in the art, including chiral high pressure liquid chromatography (HPLC) and the formation and crystallization of chiral salts or prepared by asymmetric syntheses. See, for example, Jacques et al., *Enantiomers, Racemates and Resolutions* (Wiley Interscience, New York, 1981); Wilen, et al., *Tetrahedron* 33:2725 (1977); Eliel, E.L. *Stereochemistry of Carbon Compounds* (McGraw-Hill, NY, 1962); Wilen, S.H. *Tables of Resolving Agents and Optical Resolutions* p. 268 (E.L. Eliel, Ed., Univ. of Notre Dame Press, Notre Dame, IN 1972).

[0011] As used herein, natural abundance refers to the abundance of isotopes of a chemical element as naturally found where the relative atomic mass (a weighted average) of these isotopes is the atomic weight listed for the element in the periodic table.

[0012] The term “heteroatom” means one or more of oxygen, sulfur, nitrogen, phosphorus, or silicon (including, any oxidized form of nitrogen, sulfur, phosphorus, or silicon; the quaternized form of any basic nitrogen or; a substitutable nitrogen of a heterocyclic ring, for example N (as in 3,4-dihydro-2*H*-pyrrolyl), NH (as in pyrrolidinyl) or NR⁺ (as in N-substituted pyrrolidinyl)).

[0013] The terms “halo” and “halogen” as used herein refer to an atom selected from fluorine (fluoro, -F), chlorine (chloro, -Cl), bromine (bromo, -Br), and iodine (iodo, -I).

[0014] The term “alkyl,” as used herein, refers to a monovalent saturated, straight- or branched-chain hydrocarbon radical derived from an aliphatic moiety containing between one and six carbon atoms by removal of a single hydrogen atom. In some embodiments, alkyl contains 1–5 carbon atoms. In another embodiment, alkyl contains 1–4 carbon atoms. In still other embodiments, alkyl contains 1–3 carbon atoms. In yet another embodiment, alkyl contains 1–2 carbons. Examples of alkyl radicals include, but are not limited to, methyl, ethyl, n-propyl, isopropyl, n-butyl, iso-butyl, sec-butyl, sec-pentyl, iso-pentyl, tert-

butyl, n-pentyl, neopentyl, n-hexyl, sec-hexyl, n-heptyl, n-octyl, n-decyl, n-undecyl, dodecyl, and the like.

[0015] The term “alkenyl,” as used herein, denotes a monovalent group derived from a straight- or branched-chain aliphatic moiety having at least one carbon-carbon double bond by the removal of a single hydrogen atom. In certain embodiments, alkenyl contains 2–6 carbon atoms. In certain embodiments, alkenyl contains 2–5 carbon atoms. In some embodiments, alkenyl contains 2–4 carbon atoms. In another embodiment, alkenyl contains 2–3 carbon atoms. Alkenyl groups include, for example, ethenyl (“vinyl”), propenyl (“allyl”), butenyl, 1-methyl-2-buten-1-yl, and the like.

[0016] The term “alkynyl,” as used herein, refers to a monovalent group derived from a straight- or branched-chain aliphatic moiety having at least one carbon-carbon triple bond by the removal of a single hydrogen atom. In certain embodiments, alkynyl contains 2–6 carbon atoms. In certain embodiments, alkynyl contains 2–5 carbon atoms. In some embodiments, alkynyl contains 2–4 carbon atoms. In another embodiment, alkynyl contains 2–3 carbon atoms. Representative alkynyl groups include, but are not limited to, ethynyl, 2-propynyl (“propargyl”), 1-propynyl, and the like.

[0017] The term “aryl” used alone or as part of a larger moiety as in “aralkyl”, “aralkoxy”, or “aryloxyalkyl”, refers to monocyclic, bicyclic, and carbocyclic ring systems having a total of five to 10 ring members, wherein at least one ring in the system is aromatic and wherein each ring in the system contains three to seven ring members. The term “aryl” may be used interchangeably with the term “aryl ring”. In certain embodiments of the present invention, “aryl” refers to an aromatic ring system which includes, but not limited to, phenyl (abbreviated as “Ph”), biphenyl, naphthyl, anthracyl and the like, which may bear one or more substituents. Also included within the scope of the term “aryl”, as it is used herein, is a group in which an aromatic ring is fused to one or more non-aromatic rings, such as indanyl, phthalimidyl, naphthimidyl, phenantriidynyl, or tetrahydronaphthyl, and the like.

[0018] The terms “heteroaryl” and “heteroar-”, used alone or as part of a larger moiety, e.g., “heteroaralkyl”, or “heteroaralkoxy”, refer to groups having 5 to 10 ring atoms, preferably 5, 6, 8, or 9 ring atoms; and from one to five heteroatoms. The term “heteroatom” refers to nitrogen, oxygen, or sulfur, and includes any oxidized form of nitrogen or sulfur, and any quaternized form of a basic nitrogen. Heteroaryl groups include, without limitation, thienyl, furanyl, pyrrolyl, imidazolyl, pyrazolyl, triazolyl, tetrazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiazolyl, isothiazolyl, thiadiazolyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, indolizinyl, purinyl, naphthyridinyl, and pteridinyl. The terms “heteroaryl” and “heteroar-”,

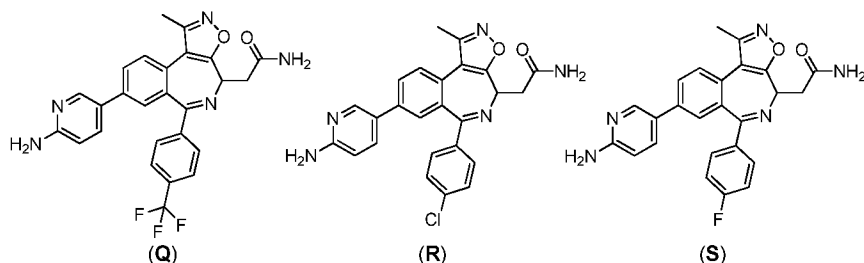
as used herein, also include groups in which a heteroaromatic ring is fused to one or more aryl, cycloalkyl, heteroaryl, or heterocyclyl rings, where the radical or point of attachment is on the heteroaromatic ring. Nonlimiting examples include indolyl, isoindolyl, benzothienyl, benzofuranyl, dibenzofuranyl, indazolyl, benzimidazolyl, benzthiazolyl, quinolyl, isoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, 4*H*-quinoliziny, carbazolyl, acridinyl, phenazinyl, phenothiazinyl, phenoxazinyl, tetrahydroquinolinyl, tetrahydroisoquinolinyl, and pyrido[2,3-*b*]-1,4-oxazin-3(4*H*)-one. A heteroaryl group may be mono- or bicyclic. The term "heteroaryl" may be used interchangeably with the terms "heteroaryl ring", "heteroaryl group", or "heteroaromatic", any of which terms include rings that are optionally substituted. The term "heteroaralkyl" refers to an alkyl group substituted by a heteroaryl, wherein the alkyl and heteroaryl portions independently are optionally substituted.

[0019] As used herein, the terms "heterocycle", "heterocyclyl", "heterocyclic radical", and "heterocyclic ring" are used interchangeably and refer to a stable 4- to 7-membered monocyclic or 7–10-membered bicyclic heterocyclic moiety that is either saturated or partially unsaturated, and having, in addition to carbon atoms, one or more, preferably one to four, heteroatoms, as defined above. When used in reference to a ring atom of a heterocycle, the term "nitrogen" includes a substituted nitrogen. As an example, in a saturated or partially unsaturated ring having 0–3 heteroatoms selected from oxygen, sulfur or nitrogen, the nitrogen may be N (as in 3,4-dihydro-2*H*-pyrrolyl), NH (as in pyrrolidinyl), or ⁺NR (as in *N*-substituted pyrrolidinyl).

[0020] A heterocyclic ring can be attached to its pendant group at any heteroatom or carbon atom that results in a stable structure and any of the ring atoms can be optionally substituted. Examples of such saturated or partially unsaturated heterocyclic radicals include, without limitation, tetrahydrofuranyl, tetrahydrothienyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, tetrahydroquinolinyl, tetrahydroisoquinolinyl, decahydroquinolinyl, oxazolidinyl, piperazinyl, dioxanyl, dioxolanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholinyl, and quinuclidinyl. The terms "heterocycle", "heterocyclyl", "heterocyclyl ring", "heterocyclic group", "heterocyclic moiety", and "heterocyclic radical", are used interchangeably herein, and also include groups in which a heterocyclyl ring is fused to one or more aryl, heteroaryl, or cycloalkyl rings, such as indolinyl, 3*H*-indolyl, chromanyl, phenanthridinyl, 2-azabicyclo[2.2.1]heptanyl, octahydroindolyl, or tetrahydroquinolinyl, where the radical or point of attachment is on the heterocyclyl ring. A heterocyclyl group may be mono- or bicyclic. The term "heterocyclylalkyl" refers to an alkyl group substituted

by a heterocyclyl, wherein the alkyl and heterocyclyl portions independently are optionally substituted.

[0021] As referenced to below, 2-(8-(6-aminopyridin-3-yl)-1-methyl-6-(4-(trifluoromethyl)phenyl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide (**Q**), 2-(8-(6-aminopyridin-3-yl)-6-(4-chlorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide (**R**), and 2-(8-(6-aminopyridin-3-yl)-6-(4-fluorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide (**S**), have the following structures.



[0022] As described herein, compounds of the invention may contain “optionally substituted” moieties. In general, the term “substituted”, whether preceded by the term “optionally” or not, means that one or more hydrogens of the designated moiety are replaced with a suitable substituent. Unless otherwise indicated, an “optionally substituted” group may have a suitable substituent at each substitutable position of the group, and when more than one position in any given structure may be substituted with more than one substituent selected from a specified group, the substituent may be either the same or different at each position. Combinations of substituents envisioned under this invention are preferably those that result in the formation of stable or chemically feasible compounds. The term “stable”, as used herein, refers to compounds that are not substantially altered when subjected to conditions to allow for their production, detection, and, in certain embodiments, their recovery, purification, and use for one or more of the purposes disclosed herein.

[0023] Suitable monovalent substituents on a substitutable carbon atom of an “optionally substituted” group are independently, e.g., halogen; $-(CH_2)_{0-4}R^\circ$; $-(CH_2)_{0-4}OR^\circ$; $-O-(CH_2)_{0-4}C(O)OR^\circ$; $-(CH_2)_{0-4}CH(OR^\circ)_2$; $-(CH_2)_{0-4}SR^\circ$; $-(CH_2)_{0-4}Ph$, which may be substituted with R° ; $-(CH_2)_{0-4}O(CH_2)_{0-1}Ph$ which may be substituted with R° ; $-CH=CHPh$, which may be substituted with R° ; $-NO_2$; $-CN$; $-N_3$; $-(CH_2)_{0-4}N(R^\circ)_2$; $-(CH_2)_{0-4}N(R^\circ)C(O)R^\circ$; $-N(R^\circ)C(S)R^\circ$; $-(CH_2)_{0-4}N(R^\circ)C(O)NR^\circ_2$; $-N(R^\circ)C(S)NR^\circ_2$; $-(CH_2)_{0-4}N(R^\circ)C(O)OR^\circ$; $-N(R^\circ)N(R^\circ)C(O)R^\circ$; $-N(R^\circ)N(R^\circ)C(O)NR^\circ_2$; $-N(R^\circ)N(R^\circ)C(O)OR^\circ$; $-(CH_2)_{0-4}C(O)R^\circ$; $-C(S)R^\circ$; $-(CH_2)_{0-4}C(O)OR^\circ$; $-(CH_2)_{0-4}C(O)SR^\circ$; $-(CH_2)_{0-4}C(O)OSiR^\circ_3$; $-(CH_2)_{0-4}OC(O)R^\circ$; $-OC(O)(CH_2)_{0-4}SR$; $-SC(S)SR^\circ$; $-(CH_2)_{0-4}SC(O)R^\circ$; $-(CH_2)_{0-4}C(O)NR^\circ_2$; $-C(S)NR^\circ_2$;

-C(S)SR[°]; -SC(S)SR[°], -(CH₂)₀₋₄OC(O)NR[°]₂; -C(O)N(OR[°])R[°]; -C(O)C(O)R[°];
 -C(O)CH₂C(O)R[°]; -C(NOR[°])R[°]; -(CH₂)₀₋₄SSR[°]; -(CH₂)₀₋₄S(O)₂R[°]; -(CH₂)₀₋₄S(O)₂OR[°];
 -(CH₂)₀₋₄OS(O)₂R[°]; -S(O)₂NR[°]₂; -(CH₂)₀₋₄S(O)R[°]; -N(R[°])S(O)₂NR[°]₂; -N(R[°])S(O)₂R[°];
 -N(OR[°])R[°]; -C(NH)NR[°]₂; -P(O)₂R[°]; -P(O)R[°]₂; -OP(O)R[°]₂; -OP(O)(OR[°])₂; -SiR[°]₃; -(C₁₋₄
 straight or branched alkylene)O-N(R[°])₂; or -(C₁₋₄ straight or branched
 alkylene)C(O)O-N(R[°])₂, wherein each R[°] may be substituted as defined below and is
 independently hydrogen, C₁₋₆alkyl, -CH₂Ph, -O(CH₂)₀₋₁Ph, or a 5-6-membered saturated,
 partially unsaturated, or aryl ring having 0-4 heteroatoms independently selected from
 nitrogen, oxygen, or sulfur, or, notwithstanding the definition above, two independent
 occurrences of R[°], taken together with their intervening atom(s), form a 3-12-membered
 saturated, partially unsaturated, or aryl mono- or bicyclic ring having 0-4 heteroatoms
 independently selected from nitrogen, oxygen, or sulfur, which may be substituted as defined
 below. Alternatively, R[°] is independently hydrogen, C₁₋₆alkyl, -CH₂Ph, and, -O(CH₂)₀₋₁Ph
 wherein Ph (phenyl) is optionally substituted with halogen, (C₁-C₆)alkoxy, (C₁-
 C₆)haloalkoxy, (C₁-C₆)alkyl, (C₁-C₆)haloalkyl, -CN, -NO₂, -NH₂, or, -OH.

[0024] Suitable monovalent substituents on R[°] (or the ring formed by taking two
 independent occurrences of R[°] together with their intervening atoms), are, e.g., independently
 halogen, -(CH₂)₀₋₂R[•], -(haloR[•]), -(CH₂)₀₋₂OH, -(CH₂)₀₋₂OR[•], -(CH₂)₀₋₂CH(OR[•])₂;
 -O(haloR[•]), -CN, -N₃, -(CH₂)₀₋₂C(O)R[•], -(CH₂)₀₋₂C(O)OH, -(CH₂)₀₋₂C(O)OR[•], -(CH₂)₀₋₂
 SR[•], -(CH₂)₀₋₂SH, -(CH₂)₀₋₂NH₂, -(CH₂)₀₋₂NHR[•], -(CH₂)₀₋₂NR[•]₂, -NO₂, -SiR[•]₃, -OSiR[•]₃,
 -C(O)SR[•], -(C₁₋₄ straight or branched alkylene)C(O)OR[•], or -SSR[•] wherein each R[•] is
 unsubstituted or where preceded by “halo” is substituted only with one or more halogens, and
 is independently selected from C₁₋₄alkyl, -CH₂Ph, -O(CH₂)₀₋₁Ph, or a 5-6-membered
 saturated, partially unsaturated, or aryl ring having 0-4 heteroatoms independently selected
 from nitrogen, oxygen, or sulfur. Suitable divalent substituents on a saturated carbon atom of
 R[°] include =O and =S.

[0025] Suitable divalent substituents on a saturated carbon atom of an “optionally
 substituted” group include, e.g., the following: =O, =S, =NNR^{*}₂, =NNHC(O)R^{*},
 =NNHC(O)OR^{*}, =NNHS(O)₂R^{*}, =NR^{*}, =NOR^{*}, -O(C(R^{*})₂)₂₋₃O-, or -S(C(R^{*})₂)₂₋₃S-,
 wherein each independent occurrence of R^{*} is selected from hydrogen, C₁₋₆alkyl which may
 be substituted as defined below, or an unsubstituted 5-6-membered saturated, partially
 unsaturated, or aryl ring having 0-4 heteroatoms independently selected from nitrogen,
 oxygen, or sulfur. Suitable divalent substituents that are bound to vicinal substitutable

carbons of an “optionally substituted” group include: $-O(CR^*)_{2-3}O-$, wherein each independent occurrence of R^* is selected from hydrogen, C_{1-6} alkyl which may be substituted as defined below, or an unsubstituted 5–6-membered saturated, partially unsaturated, or aryl ring having 0–4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

Alternatively, R^* is hydrogen, C_{1-6} alkyl, $-CH_2Ph$, and, $-O(CH_2)_{0-1}Ph$ wherein Ph (phenyl) is optionally substituted with halogen, (C_{1-6}) alkoxy, (C_{1-6}) haloalkoxy, (C_{1-6}) alkyl, (C_{1-6}) haloalkyl, $-CN$, $-NO_2$, $-NH_2$, or, $-OH$.

[0026] Suitable substituents on the alkyl group of R^* include, e.g., halogen, $-R^\bullet$, $-(haloR^\bullet)$, $-OH$, $-OR^\bullet$, $-O(haloR^\bullet)$, $-CN$, $-C(O)OH$, $-C(O)OR^\bullet$, $-NH_2$, $-NHR^\bullet$, $-NR^\bullet_2$, or $-NO_2$, wherein each $R^\bullet$ is unsubstituted or where preceded by “halo” is substituted only with one or more halogens, and is independently C_{1-4} alkyl, $-CH_2Ph$, $-O(CH_2)_{0-1}Ph$, or a 5–6-membered saturated, partially unsaturated, or aryl ring having 0–4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

[0027] Suitable substituents on a substitutable nitrogen of an “optionally substituted” group include, e.g., $-R^\dagger$, $-NR^\dagger_2$, $-C(O)R^\dagger$, $-C(O)OR^\dagger$, $-C(O)C(O)R^\dagger$, $-C(O)CH_2C(O)R^\dagger$, $-S(O)_2R^\dagger$, $-S(O)_2NR^\dagger_2$, $-C(S)NR^\dagger_2$, $-C(NH)NR^\dagger_2$, or $-N(R^\dagger)S(O)_2R^\dagger$; wherein each $R^\dagger$ is independently hydrogen, C_{1-6} alkyl which may be substituted as defined below, unsubstituted $-OPh$, or an unsubstituted 5–6-membered saturated, partially unsaturated, or aryl ring having 0–4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or, notwithstanding the definition above, two independent occurrences of $R^\dagger$, taken together with their intervening atom(s) form an unsubstituted 3–12-membered saturated, partially unsaturated, or aryl mono- or bicyclic ring having 0–4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

[0028] Suitable substituents on the alkyl group of $R^\dagger$ are independently, e.g., halogen, $-R^\bullet$, $-(haloR^\bullet)$, $-OH$, $-OR^\bullet$, $-O(haloR^\bullet)$, $-CN$, $-C(O)OH$, $-C(O)OR^\bullet$, $-NH_2$, $-NHR^\bullet$, $-NR^\bullet_2$, or $-NO_2$, wherein each $R^\bullet$ is unsubstituted or where preceded by “halo” is substituted only with one or more halogens, and is independently C_{1-4} alkyl, $-CH_2Ph$, $-O(CH_2)_{0-1}Ph$, or a 5–6-membered saturated, partially unsaturated, or aryl ring having 0–4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

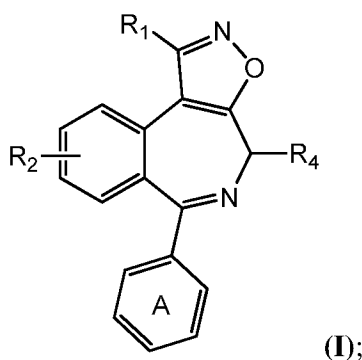
[0029] As used herein, the term “inhibitor” is defined as a compound that binds to and /or inhibits the target bromodomain-containing protein (such as a BET protein, *e.g.*, BRD2, BRD3, BRD4, and/or BRDT) with measurable affinity. In certain embodiments, an inhibitor

has an IC_{50} and/or binding constant of less than about 50 μM , less than about 1 μM , less than about 500 nM, less than about 100 nM, or less than about 10 nM.

[0030] The terms “measurable affinity” and “measurably inhibit,” as used herein, means a measurable change in activity of at least one bromodomain-containing protein between a sample comprising a provided compound, or composition thereof, and at least one histone methyltransferase, and an equivalent sample comprising at least one bromodomain-containing protein, in the absence of said compound, or composition thereof.

3. Description of Exemplary Compounds

[0031] In a first embodiment, the present invention provides a compound of Formula (I),



or a pharmaceutically acceptable salt thereof, wherein

R_1 is hydrogen or (C_1-C_6) alkyl;

R_2 is optionally substituted 5-6 membered heteroaryl;

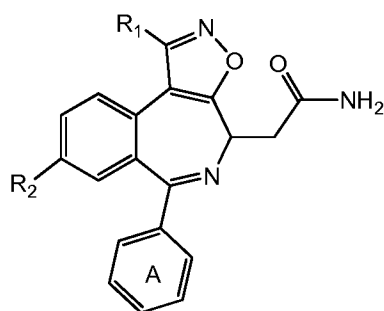
phenyl ring A is optionally substituted; and

R_4 is selected from (C_1-C_6) alkyl, (C_2-C_6) alkenyl, and (C_2-C_6) alkynyl, each of which may be optionally substituted with one or more groups selected from $-C(=O)OR^a$, $-C(=O)NR^aR^b$, $-C(=O)R^a$, $-C(=NOR^a)R^b$, $-C(=NR^a)NR^bR^a$, $-NR^aC(=O)NR^bR^a$, $-NR^aC(=O)R^b$, $-NR^aC(=NR^b)NR^aR^b$, $-NR^aC(=O)OR^b$, $-OC(=O)NR^aR^b$, $-OC(=O)R^a$, $-OC(=O)OR^a$, $-S(O)_{0-3}R^a$, $-SO_2NR^aR^b$, $-NR^aSO_2R^b$, $-NR^aSO_2NR^bR^a$, and $-P(=O)OR^aOR^b$, wherein each R^a and R^b are independently hydrogen or (C_1-C_6) alkyl. Alternatively, R_4 is selected from $-CH_2C(=O)OR^a$, $-CH_2C(=O)NR^aR^b$, and $-CH_2C(=O)R^a$, wherein each R^a and R^b are independently hydrogen or (C_1-C_6) alkyl;

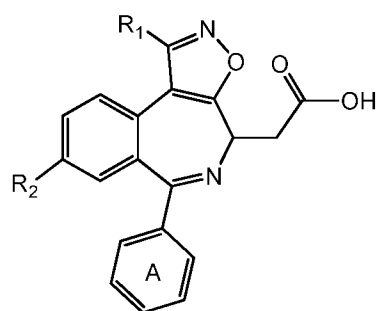
provided that the compound of Formula (I) is not 2-(8-(6-aminopyridin-3-yl)-1-methyl-6-(4-(trifluoromethyl)phenyl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, 2-(8-(6-aminopyridin-3-yl)-6-(4-chlorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-

yl)acetamide, or 2-(8-(6-aminopyridin-3-yl)-6-(4-fluorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, or a pharmaceutically acceptable salt thereof.

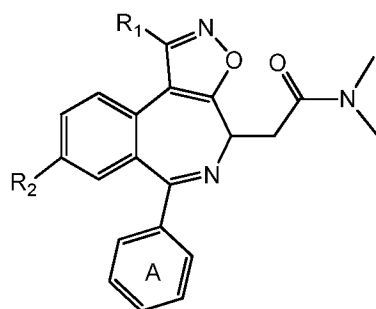
[0032] In a second embodiment, the compound of Formula (I) is of Formula (II), (III), or (IV):



(II);



(III); or

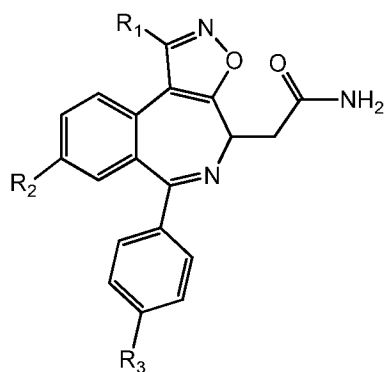


(IV);

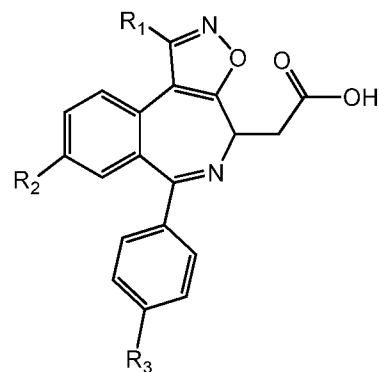
or a pharmaceutically acceptable salt thereof, wherein phenyl ring A is optionally substituted; and the remainder of the variables in structural Formulae (II), (III), and (IV) are as described in the first embodiment.

[0033] Alternatively, phenyl ring A in structural Formulae (II), (III), and (IV) is optionally substituted with one or more groups represented by R_3 , wherein R_3 is selected from hydrogen, halogen, (C_1-C_6) alkoxy, (C_1-C_6) haloalkoxy, (C_1-C_6) alkyl, (C_1-C_6) haloalkyl, -CN, $-NO_2$, $-OH$, $-NR^cR^c$, $-S(O)_iR^c$, $-NR^cS(O)_2R^c$, $-S(O)_2NR^cR^c$, $-C(=O)OR^c$, $-OC(=O)OR^c$, $-C(=S)OR^c$, $-O(C=S)R^c$, $-C(=O)NR^cR^c$, $-NR^cC(=O)R^c$, $-C(=S)NR^cR^c$, $-NR^cC(=S)R^c$, $-NR^c(C=O)OR^c$, $-O(C=O)NR^cR^c$, $-NR^c(C=S)OR^c$, $-O(C=S)NR^cR^c$, $-NR^c(C=O)NR^cR^c$, $-NR^c(C=S)NR^cR^c$, $-C(=S)R^c$, and $-C(=O)R^c$; and wherein each R^c is independently hydrogen or (C_1-C_6) alkyl; and the remainder of the variables are as described in the first and second embodiment.

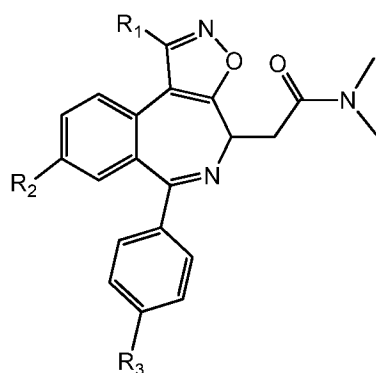
[0034] In a third embodiment, compounds having the formulae described above are of Formula (V), (VI), or (VII):



(V);



(VI); or



(VII);

or a pharmaceutically acceptable salt thereof, wherein the variables in structural Formulae (V), (VI), and (VII) are as described in the first and second embodiments. Alternatively, R_2 is selected from optionally substituted pyridinyl, optionally substituted pyrazolyl, and optionally substituted oxadiazolyl; and the remainder of the variables in structural Formulae (V), (VI), and (VII) are as described in the first and second embodiments. In other embodiments, R_2 is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are substituted with one or more groups selected from hydrogen, halogen, (C_1-C_6) alkoxy, (C_1-C_6) haloalkoxy, (C_1-C_6) alkyl, (C_1-C_6) haloalkyl, $-CN$, $-NO_2$, $-OH$, $-NR^cR^c$, $-S(O)_2R^c$, $-NR^cS(O)_2R^c$, $-S(O)_2NR^cR^c$, $-C(=O)OR^c$, $-OC(=O)OR^c$, $-C(=S)OR^c$, $-O(C=S)R^c$, $-C(=O)NR^cR^c$, $-NR^cC(=O)R^c$, $-C(=S)NR^cR^c$, $-NR^cC(=S)R^c$, $-NR^c(C=O)OR^c$, $-O(C=O)NR^cR^c$, $-NR^c(C=S)OR^c$, $-O(C=S)NR^cR^c$, $-NR^c(C=O)NR^cR^c$, $-NR^c(C=S)NR^cR^c$, $-C(=S)R^c$, and $-C(=O)R^c$; and wherein each R^c is independently hydrogen or (C_1-C_6) alkyl; and the remainder of the variables are as described in the first, second, and third embodiment.

[0035] In a fourth embodiment of compounds of the formulae (I)-(VII), R_1 is alkyl; R_2 is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are substituted with one or more groups selected from (C_1-C_6) alkoxy, (C_1-C_6) haloalkoxy, (C_1-C_6) alkyl, (C_1-C_6) haloalkyl,

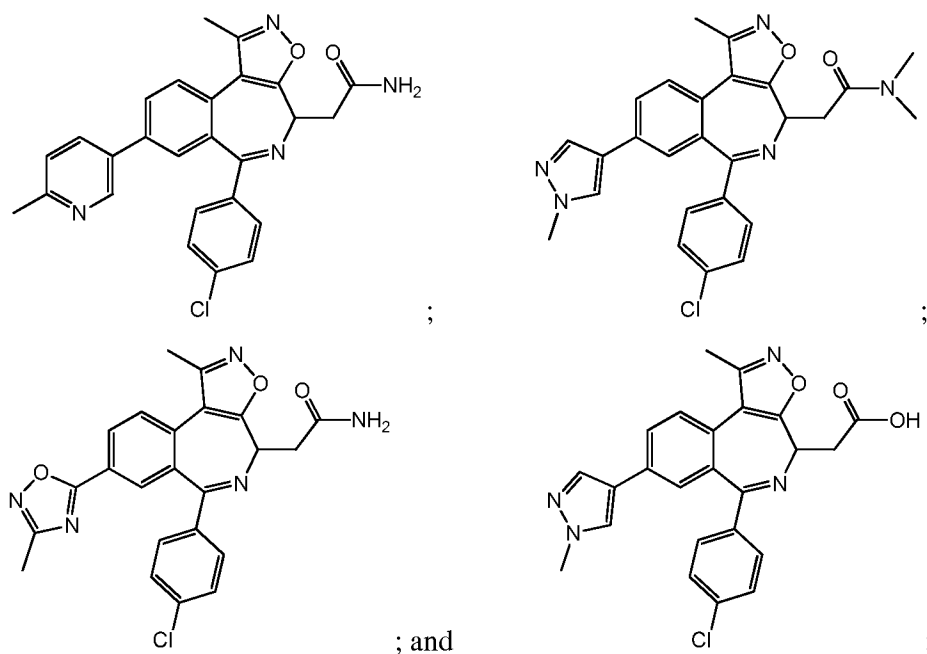
halo, hydroxyl, cyano, $-\text{NH}(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{NH}_2$, $-\text{N}(\text{C}_1\text{-C}_6)\text{alkyl}_2$, $-\text{C}(=\text{O})\text{OR}^c$, $-\text{OC}(=\text{O})\text{OR}^c$, and $-\text{C}(=\text{O})\text{R}^c$; and R_3 is selected from $(\text{C}_1\text{-C}_6)\text{alkoxy}$, $(\text{C}_1\text{-C}_6)\text{haloalkoxy}$, $(\text{C}_1\text{-C}_6)\text{alkyl}$, $(\text{C}_1\text{-C}_6)\text{haloalkyl}$, halo, hydroxyl, cyano, $-\text{NH}(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{NH}_2$, $-\text{N}(\text{C}_1\text{-C}_6)\text{alkyl}_2$, $-\text{C}(=\text{O})\text{OR}^c$, $-\text{OC}(=\text{O})\text{OR}^c$, and $-\text{C}(=\text{O})\text{R}^c$; and the remainder of the variables are as described in the first, second, and third embodiment.

[0036] In a fifth embodiment of compounds of the formulae (I)-(VII), R_1 is methyl; R_2 is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are substituted with one or more groups selected from $(\text{C}_1\text{-C}_6)\text{alkoxy}$, $(\text{C}_1\text{-C}_6)\text{haloalkoxy}$, $(\text{C}_1\text{-C}_6)\text{alkyl}$, $(\text{C}_1\text{-C}_6)\text{haloalkyl}$, and halo; and R_3 is selected from $(\text{C}_1\text{-C}_6)\text{alkoxy}$, $(\text{C}_1\text{-C}_6)\text{haloalkoxy}$, $(\text{C}_1\text{-C}_6)\text{alkyl}$, $(\text{C}_1\text{-C}_6)\text{haloalkyl}$, and halo; and the remainder of the variables are as described in the first, second, and third embodiment.

[0037] In a sixth embodiment of compounds of the formulae (I)-(VII), R_1 is methyl; R_2 is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are optionally substituted with $(\text{C}_1\text{-C}_6)\text{alkyl}$; and R_3 is halo; and the remainder of the variables are as described in the first, second, and third embodiment.

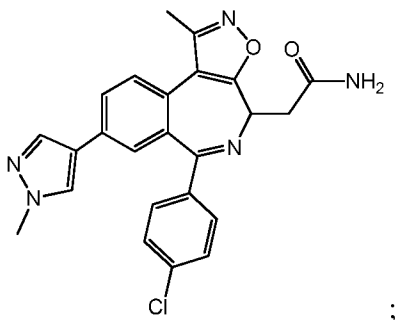
[0038] In other embodiments, the present invention relates to compounds as exemplified and pharmaceutically acceptable salts thereof.

[0039] In some embodiments, compounds described herein are of a formula selected from:



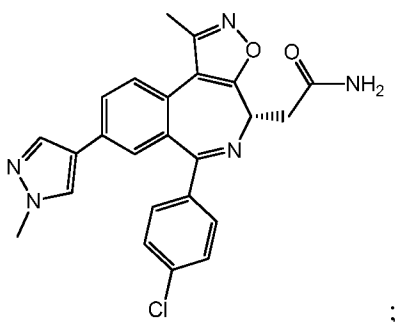
or a pharmaceutically acceptable salt thereof.

[0040] In one embodiment, compounds described herein are of the formula:



or a pharmaceutically acceptable salt thereof.

[0041] In another embodiment, compounds described herein are of the formula:



or a pharmaceutically acceptable salt thereof.

[0042] In certain embodiments, the present invention provides a method of treating a patient (e.g., a human) with a disorder modulated by a bromodomain-containing protein (such as a BET protein, e.g., BRD2, BRD3, BRD4, and/or BRDT) comprising the step of administering to the patient an effective amount of the compound with any compound described herein, or a pharmaceutically acceptable salt or composition thereof.

4. Uses, Formulation and Administration

Pharmaceutically acceptable compositions

[0043] According to another embodiment, the present invention provides a method of treating a patient (e.g., a human) with a disorder modulated by a bromodomain-containing protein (such as a BET protein, e.g., BRD2, BRD3, BRD4, and/or BRDT) using a composition comprising a compound of Formula (I) and a pharmaceutically acceptable carrier, adjuvant, or vehicle. In certain embodiments, the amount of compound of Formula (I) in a provided composition is such that is effective to measurably inhibit one or more bromodomain-containing proteins (such as a BET protein, e.g., BRD2, BRD3, BRD4, and/or BRDT), or a mutant thereof, in a biological sample or in a patient. In certain embodiments, a

provided composition is formulated for administration to a patient in need of such composition. In some embodiments, a provided composition is formulated for oral administration to a patient.

[0044] The term "patient," as used herein, means an animal, such as a mammal, such as a human.

[0045] The term "pharmaceutically acceptable carrier, adjuvant, or vehicle" refers to a non-toxic carrier, adjuvant, or vehicle that does not destroy the pharmacological activity of the compound with which it is formulated. Pharmaceutically acceptable carriers, adjuvants or vehicles that may be used in the compositions of this disclosure include, but are not limited to, ion exchangers, alumina, aluminum stearate, lecithin, serum proteins, such as human serum albumin, buffer substances such as phosphates, glycine, sorbic acid, potassium sorbate, partial glyceride mixtures of saturated vegetable fatty acids, water, salts or electrolytes, such as protamine sulfate, disodium hydrogen phosphate, potassium hydrogen phosphate, sodium chloride, zinc salts, colloidal silica, magnesium trisilicate, polyvinyl pyrrolidone, cellulose-based substances, polyethylene glycol, sodium carboxymethylcellulose, polyacrylates, waxes, polyethylene-polyoxypropylene-block polymers, polyethylene glycol and wool fat.

[0046] Compositions described herein may be administered orally, parenterally, by inhalation spray, topically, rectally, nasally, buccally, vaginally or via an implanted reservoir. The term "parenteral" as used herein includes subcutaneous, intravenous, intramuscular, intra-articular, intra-synovial, intrasternal, intrathecal, intrahepatic, intralesional and intracranial injection or infusion techniques.

[0047] Liquid dosage forms for oral administration include, but are not limited to, pharmaceutically acceptable emulsions, microemulsions, solutions, suspensions, syrups and elixirs. In addition to the active compounds, the liquid dosage forms may contain inert diluents commonly used in the art such as, for example, water or other solvents, solubilizing agents and emulsifiers such as ethyl alcohol, isopropyl alcohol, ethyl carbonate, ethyl acetate, benzyl alcohol, benzyl benzoate, propylene glycol, 1,3-butylene glycol, dimethylformamide, oils (in particular, cottonseed, groundnut, corn, germ, olive, castor, and sesame oils), glycerol, tetrahydrofurfuryl alcohol, polyethylene glycols and fatty acid esters of sorbitan, and mixtures thereof. Besides inert diluents, the oral compositions can also include adjuvants such as wetting agents, emulsifying and suspending agents, sweetening, flavoring, and perfuming agents.

[0048] Injectable preparations, for example, sterile injectable aqueous or oleaginous suspensions may be formulated according to the known art using suitable dispersing or

wetting agents and suspending agents. The sterile injectable preparation may also be a sterile injectable solution, suspension or emulsion in a nontoxic parenterally acceptable diluent or solvent, for example, as a solution in 1,3-butanediol. Among the acceptable vehicles and solvents that may be employed are water, Ringer's solution, U.S.P. and isotonic sodium chloride solution. In addition, sterile, fixed oils are conventionally employed as a solvent or suspending medium. For this purpose any bland fixed oil can be employed including synthetic mono- or diglycerides. In addition, fatty acids such as oleic acid are used in the preparation of injectables.

[0049] Injectable formulations can be sterilized, for example, by filtration through a bacterial-retaining filter, or by incorporating sterilizing agents in the form of sterile solid compositions which can be dissolved or dispersed in sterile water or other sterile injectable medium prior to use.

[0050] In order to prolong the effect of a provided compound, it is often desirable to slow the absorption of the compound from subcutaneous or intramuscular injection. This may be accomplished by the use of a liquid suspension of crystalline or amorphous material with poor water solubility. The rate of absorption of the compound then depends upon its rate of dissolution that, in turn, may depend upon crystal size and crystalline form. Alternatively, delayed absorption of a parenterally administered compound form is accomplished by dissolving or suspending the compound in an oil vehicle. Injectable depot forms are made by forming microencapsule matrices of the compound in biodegradable polymers such as polylactide-polyglycolide. Depending upon the ratio of compound to polymer and the nature of the particular polymer employed, the rate of compound release can be controlled. Examples of other biodegradable polymers include poly(orthoesters) and poly(anhydrides). Depot injectable formulations are also prepared by entrapping the compound in liposomes or microemulsions that are compatible with body tissues.

[0051] Compositions for rectal or vaginal administration are preferably suppositories which can be prepared by mixing the compounds of this invention with suitable non-irritating excipients or carriers such as cocoa butter, polyethylene glycol or a suppository wax which are solid at ambient temperature but liquid at body temperature and therefore melt in the rectum or vaginal cavity and release the active compound.

[0052] Solid dosage forms for oral administration include capsules, tablets, pills, powders, and granules. In such solid dosage forms, the active compound is mixed with at least one inert, pharmaceutically acceptable excipient or carrier such as sodium citrate or dicalcium phosphate and/or a) fillers or extenders such as starches, lactose, sucrose, glucose,

mannitol, and silicic acid, b) binders such as, for example, carboxymethylcellulose, alginates, gelatin, polyvinylpyrrolidinone, sucrose, and acacia, c) humectants such as glycerol, d) disintegrating agents such as agar--agar, calcium carbonate, potato or tapioca starch, alginic acid, certain silicates, and sodium carbonate, e) solution retarding agents such as paraffin, f) absorption accelerators such as quaternary ammonium compounds, g) wetting agents such as, for example, cetyl alcohol and glycerol monostearate, h) absorbents such as kaolin and bentonite clay, and i) lubricants such as talc, calcium stearate, magnesium stearate, solid polyethylene glycols, sodium lauryl sulfate, and mixtures thereof. In the case of capsules, tablets and pills, the dosage form may also comprise buffering agents.

[0053] Solid compositions of a similar type may also be employed as fillers in soft and hard-filled gelatin capsules using such excipients as lactose or milk sugar as well as high molecular weight polyethylene glycols and the like. The solid dosage forms of tablets, dragees, capsules, pills, and granules can be prepared with coatings and shells such as enteric coatings and other coatings well known in the pharmaceutical formulating art. They may optionally contain opacifying agents and can also be of a composition that they release the active ingredient(s) only, or preferentially, in a certain part of the intestinal tract, optionally, in a delayed manner. Examples of embedding compositions that can be used include polymeric substances and waxes. Solid compositions of a similar type may also be employed as fillers in soft and hard-filled gelatin capsules using such excipients as lactose or milk sugar as well as high molecular weight polyethylene glycols and the like.

[0054] Provided compounds can also be in micro-encapsulated form with one or more excipients as noted above. The solid dosage forms of tablets, dragees, capsules, pills, and granules can be prepared with coatings and shells such as enteric coatings, release controlling coatings and other coatings well known in the pharmaceutical formulating art. In such solid dosage forms the active compound may be admixed with at least one inert diluent such as sucrose, lactose or starch. Such dosage forms may also comprise, as is normal practice, additional substances other than inert diluents, e.g., tableting lubricants and other tableting aids such as magnesium stearate and microcrystalline cellulose. In the case of capsules, tablets and pills, the dosage forms may also comprise buffering agents. They may optionally contain opacifying agents and can also be of a composition that they release the active ingredient(s) only, or preferentially, in a certain part of the intestinal tract, optionally, in a delayed manner. Examples of embedding compositions that can be used include polymeric substances and waxes.

[0055] Dosage forms for topical or transdermal administration of a compound of this invention include ointments, pastes, creams, lotions, gels, powders, solutions, sprays, inhalants or patches. The active component is admixed under sterile conditions with a pharmaceutically acceptable carrier and any needed preservatives or buffers as may be required. Ophthalmic formulation, ear drops, and eye drops are also contemplated as being within the scope of this invention. Additionally, the present invention contemplates the use of transdermal patches, which have the added advantage of providing controlled delivery of a compound to the body. Such dosage forms can be made by dissolving or dispensing the compound in the proper medium. Absorption enhancers can also be used to increase the flux of the compound across the skin. The rate can be controlled by either providing a rate controlling membrane or by dispersing the compound in a polymer matrix or gel.

[0056] Pharmaceutically acceptable compositions provided herein may also be administered by nasal aerosol or inhalation. Such compositions are prepared according to techniques well-known in the art of pharmaceutical formulation and may be prepared as solutions in saline, employing benzyl alcohol or other suitable preservatives, absorption promoters to enhance bioavailability, fluorocarbons, and/or other conventional solubilizing or dispersing agents.

[0057] Pharmaceutically acceptable compositions provided herein may be formulated for oral administration. Such formulations may be administered with or without food. In some embodiments, pharmaceutically acceptable compositions of this disclosure are administered without food. In other embodiments, pharmaceutically acceptable compositions of this disclosure are administered with food.

[0058] The amount of provided compounds that may be combined with carrier materials to produce a composition in a single dosage form will vary depending upon the patient to be treated and the particular mode of administration. Provided compositions may be formulated such that a dosage of between 0.01 – 100 mg/kg body weight/day of the inhibitor can be administered to a patient receiving these compositions.

[0059] It should also be understood that a specific dosage and treatment regimen for any particular patient will depend upon a variety of factors, including age, body weight, general health, sex, diet, time of administration, rate of excretion, drug combination, the judgment of the treating physician, and the severity of the particular disease being treated. The amount of a provided compound in the composition will also depend upon the particular compound in the composition.

Uses of Compounds and Pharmaceutically Acceptable Compositions

[0060] Compounds and compositions described herein are generally useful for the inhibition of activity of one or more proteins involved in epigenetic regulation. Thus, in some embodiments, the present invention provides a method of inhibiting one or more proteins involved in epigenetic regulation, such as proteins containing acetyl-lysine recognition motifs, also known as bromodomains (e.g., BET proteins, such as BRD2, BRD3, BRD4, and/or BRDT), by administering a provided compound or composition.

[0061] Epigenetics is the study of heritable changes in gene expression caused by mechanisms other than changes in the underlying DNA sequence. Molecular mechanisms that play a role in epigenetic regulation include DNA methylation and chromatin/histone modifications. Chromatin recognition, in particular, is critical in many epigenetic phenomena.

[0062] Chromatin, the organized assemblage of nuclear DNA and histone proteins, is the basis for a multitude of vital nuclear processes including regulation of transcription, replication, DNA-damage repair and progression through the cell cycle. A number of factors, such as chromatin-modifying enzymes, have been identified that play an important role in maintaining the dynamic equilibrium of chromatin (Margueron, et al. (2005) Curr. Opin. Genet. Dev. 15:163-176).

[0063] Histones are the chief protein components of chromatin. They act as spools around which DNA winds, and they play a role in gene regulation. There are a total of six classes of histones (H1, H2A, H2B, H3, H4, and H5) organized into two super classes: core histones (H2A, H2B, H3, and H4) and linker histones (H1 and H5). The basic unit of chromatin is the nucleosome, which consists of about 147 base pairs of DNA wrapped around the histone octamer, consisting of two copies each of the core histones H2A, H2B, H3, and H4 (Luger, et al. (1997) Nature 389:251-260).

[0064] Histones, particularly residues of the amino termini of histones H3 and H4 and the amino and carboxyl termini of histones H2A, H2B and H1, are susceptible to a variety of post-translational modifications including acetylation, methylation, phosphorylation, ribosylation sumoylation, ubiquitination, citrullination, deimination, and biotinylation. The core of histones H2A and H3 can also be modified. Histone modifications are integral to diverse biological processes such as gene regulation, DNA repair, and chromosome condensation.

[0065] One type of histone modification, lysine acetylation, is recognized by bromodomain-containing proteins. Bromodomain-containing proteins are components of

transcription factor complexes and determinants of epigenetic memory (Dey, et al. (2009) Mol. Biol. Cell 20:4899-4909). There are 46 human proteins containing a total of 57 bromodomains discovered to date. One family of bromodomain-containing proteins, BET proteins (BRD2, BRD3, BRD4, and BRDT) have been used to establish proof-of-concept for targeting protein-protein interactions of epigenetic “readers,” as opposed to chromatin-modifying enzymes, or so-called epigenetic “writers” and “erasers” (Filippakopoulos, et al. “Selective Inhibition of BET Bromodomains,” (*Nature*, **2010**, 468, 1067-1073); Nicodeme, et al. “Suppression of Inflammation by a Synthetic Histone Mimic,” (*Nature*, **2010**, 468, 1119-1123)).

[0066] Examples of proteins inhibited by the compounds and compositions described herein and against which the methods described herein are useful include bromodomain-containing proteins, such as BET proteins, such as BRD2, BRD3, BRD4, and/or BRDT, or an isoform or mutant thereof.

[0067] The activity of a provided compound, or composition thereof, as an inhibitor of a bromodomain-containing protein, such as a BET protein, such as BRD2, BRD3, BRD4, and/or BRDT, or an isoform or mutant thereof, may be assayed in vitro, in vivo, or in a cell line. In vitro assays include assays that determine inhibition of bromodomain-containing proteins, such as BET proteins, such as BRD2, BRD3, BRD4, and/or BRDT, or a mutant thereof. Alternatively, inhibitor binding may be determined by running a competition experiment where a provided compound is incubated with a bromodomain-containing protein, such as a BET protein, such as BRD2, BRD3, BRD4, and/or BRDT bound to known ligands, labeled or unlabeled. Detailed conditions for assaying a provided compound as an inhibitor of a bromodomain-containing protein, such as a BET protein, such as BRD2, BRD3, BRD4, and/or BRDT or a mutant thereof, are set forth in the Examples below.

[0068] Acetylated histone recognition and bromodomain-containing proteins (such as BET proteins) have been implicated in proliferative disease. BRD4 knockout mice die shortly after implantation and are compromised in their ability to maintain an inner cell mass, and heterozygotes display pre- and postnatal growth defects associated with reduced proliferation rates. BRD4 regulates genes expressed during M/G1, including growth-associated genes, and remains bound to chromatin throughout the cell cycle (Dey, et al. (2009) Mol. Biol. Cell 20:4899-4909). BRD4 also physically associates with Mediator and P-TEFb (CDK9/cyclin T1) to facilitate transcriptional elongation (Yang, et al. (2005) Oncogene 24:1653-1662; Yang, et al. (2005) Mol. Cell 19:535-545). CDK9 is a validated target in chronic

lymphocytic leukemia (CLL), and is linked to c-Myc-dependent transcription (Phelps, et al. Blood 113:2637-2645; Rahl, et al. (2010) Cell 141:432-445).

[0069] BRD4 is translocated to the NUT protein in patients with lethal midline carcinoma, an aggressive form of human squamous carcinoma (French, et al. (2001) Am. J. Pathol. 159:1987-1992; French, et al. (2003) Cancer Res. 63:304-307). In vitro analysis with RNAi supports a causal role for BRD4 in this recurrent t(15;19) chromosomal translocation. Pharmacologic inhibition of the BRD4 bromodomains results in growth arrest/differentiation of BRD4-NUT cell lines in vitro and in vivo (Filippakopoulos, et al. "Selective Inhibition of BET Bromodomains," (*Nature*, **2010**, 468, 1067-1073)).

[0070] Bromodomain-containing proteins (such as BET proteins) have also been implicated in inflammatory diseases. BET proteins (e.g., BRD2, BRD3, BRD4, and BRDT) regulate assembly of histone acetylation-dependent chromatin complexes that control inflammatory gene expression (Hargreaves, et al. (2009) Cell 138:129-145; LeRoy, et al. (2008) Mol. Cell 30:51-60; Jang, et al. (2005) Mol. Cell 19:523-534; Yang, et al. (2005) Mol. Cell 19:535-545). Key inflammatory genes (secondary response genes) are down-regulated upon bromodomain inhibition of the BET subfamily, and non-responsive genes (primary response genes) are poised for transcription. BET bromodomain inhibition protects against LPS-induced endotoxic shock and bacteria-induced sepsis in vivo (Nicodeme, et al. "Suppression of Inflammation by a Synthetic Histone Mimic," (*Nature*, **2010**, 468, 1119-1123)).

[0071] Bromodomain-containing proteins (such as BET proteins) also play a role in viral disease. For example, BRD4 is implicated in human papilloma virus (HPV). In the primary phase of HPV infection of basal epithelia, the viral genome is maintained in an extra-chromosomal episome. In some strains of HPV, BRD4 binding to the HPV E2 protein functions to tether the viral genome to chromosomes. E2 is critical for both the repression of E6/E7 and the activation of HPV viral genes. Disruption of BRD4 or the BRD4-E2 interaction blocks E2-dependent gene activation. BRD4 also functions to tether other classes of viral genomes to host chromatin (e.g., Herpesvirus, Epstein-Barr virus).

[0072] As used herein, the terms "treatment," "treat," and "treating" refer to reversing, alleviating, delaying the onset of, or inhibiting the progress of a disease or disorder, or one or more symptoms thereof, as described herein. In some embodiments, treatment may be administered after one or more symptoms have developed, i.e., therapeutic treatment. In other embodiments, treatment may be administered in the absence of symptoms. For example, treatment may be administered to a susceptible individual prior to the onset of

symptoms (e.g., in light of a history of symptoms and/or in light of genetic or other susceptibility factors), i.e., prophylactic treatment. Treatment may also be continued after symptoms have resolved, for example to prevent or delay their recurrence.

[0073] In certain embodiments, a provided compound inhibits one or more of BRD2, BRD3, BRD4, BRDT, and/or another member of the bromodomain-containing proteins, or a mutant thereof. In some embodiments, a provided compound inhibits two or more of BRD2, BRD3, BRD4, BRDT, and/or another member of the bromodomain-containing proteins, or a mutant thereof. Provided compounds are inhibitors of one or more of the bromodomain-containing proteins, such as BRD2, BRD3, BRD4, and/or BRDT and are therefore useful for treating one or more disorders associated with activity of one or more of the bromodomain-containing proteins, such as BRD2, BRD3, BRD4, and/or BRDT. Thus, in certain embodiments, the present invention provides a method for treating a bromodomain-containing protein-mediated disorder, such as a BET-mediated, a BRD2-mediated, a BRD3-mediated, a BRD4-mediated disorder, and/or a BRDT-mediated disorder comprising the step of inhibiting a bromodomain-containing protein, such as a BET protein, such as BRD2, BRD3, BRD4, and/or BRDT, or a mutant thereof, by administering to a patient in need thereof a provided compound, or a pharmaceutically acceptable composition thereof.

[0074] As used herein, the terms “bromodomain-containing protein-mediated”, “BET-mediated”, “BRD2-mediated”, “BRD3-mediated”, “BRD4-mediated”, and/or “BRDT-mediated” disorders or conditions means any disease or other deleterious condition in which one or more of the bromodomain-containing proteins, such as BET proteins, such as BRD2, BRD3, BRD4 and/or BRDT, or a mutant thereof, are known to play a role. Accordingly, another embodiment of the present invention relates to treating or lessening the severity of one or more diseases in which one or more of the bromodomain-containing proteins, such as BET proteins, such as BRD2, BRD3, BRD4, and/or BRDT, or a mutant thereof, are known to play a role.

[0075] Diseases and conditions treatable according to the methods of this invention include, but are not limited to, cancer and other proliferative disorders, inflammatory diseases, sepsis, autoimmune disease, and viral infection. In one embodiment, a human patient is treated with a compound of Formula (I) and a pharmaceutically acceptable carrier, adjuvant, or vehicle, wherein said compound is present in an amount to measurably inhibit bromodomain-containing protein activity (such as BET protein, e.g., BRD2, BRD3, BRD4, and/or BRDT) in the patient.

[0076] The invention further relates to a method for treating or ameliorating cancer or another proliferative disorder by administration of an effective amount of a compound according to this invention to a mammal, in particular a human in need of such treatment. In some aspects of the invention, the disease to be treated by the methods of the present invention is cancer. Examples of cancers treated using the compounds and methods described herein include, but are not limited to, adrenal cancer, acinic cell carcinoma, acoustic neuroma, acral lentiginous melanoma, acrospiroma, acute eosinophilic leukemia, acute erythroid leukemia, acute lymphoblastic leukemia, acute megakaryoblastic leukemia, acute monocytic leukemia, acute promyelocytic leukemia, adenocarcinoma, adenoid cystic carcinoma, adenoma, adenomatoid odontogenic tumor, adenosquamous carcinoma, adipose tissue neoplasm, adrenocortical carcinoma, adult T-cell leukemia/lymphoma, aggressive NK-cell leukemia, AIDS-related lymphoma, alveolar rhabdomyosarcoma, alveolar soft part sarcoma, ameloblastic fibroma, anaplastic large cell lymphoma, anaplastic thyroid cancer, angioimmunoblastic T-cell lymphoma, angiomyolipoma, angiosarcoma, astrocytoma, atypical teratoid rhabdoid tumor, B-cell chronic lymphocytic leukemia, B-cell prolymphocytic leukemia, B-cell lymphoma, basal cell carcinoma, biliary tract cancer, bladder cancer, blastoma, bone cancer, Brenner tumor, Brown tumor, Burkitt's lymphoma, breast cancer, brain cancer, carcinoma, carcinoma in situ, carcinosarcoma, cartilage tumor, cementoma, myeloid sarcoma, chondroma, chordoma, choriocarcinoma, choroid plexus papilloma, clear-cell sarcoma of the kidney, craniopharyngioma, cutaneous T-cell lymphoma, cervical cancer, colorectal cancer, Degos disease, desmoplastic small round cell tumor, diffuse large B-cell lymphoma, dysembryoplastic neuroepithelial tumor, dysgerminoma, embryonal carcinoma, endocrine gland neoplasm, endodermal sinus tumor, enteropathy-associated T-cell lymphoma, esophageal cancer, fetus in fetu, fibroma, fibrosarcoma, follicular lymphoma, follicular thyroid cancer, ganglioneuroma, gastrointestinal cancer, germ cell tumor, gestational choriocarcinoma, giant cell fibroblastoma, giant cell tumor of the bone, glial tumor, glioblastoma multiforme, glioma, gliomatosis cerebri, glucagonoma, gonadoblastoma, granulosa cell tumor, gynandroblastoma, gallbladder cancer, gastric cancer, hairy cell leukemia, hemangioblastoma, head and neck cancer, hemangiopericytoma, hematological malignancy, hepatoblastoma, hepatosplenic T-cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, invasive lobular carcinoma, intestinal cancer, kidney cancer, laryngeal cancer, lentigo maligna, lethal midline carcinoma, leukemia, leydig cell tumor, liposarcoma, lung cancer, lymphangioma, lymphangiosarcoma, lymphoepithelioma, lymphoma, acute lymphocytic leukemia, acute myelogenous leukemia, chronic lymphocytic

leukemia, liver cancer, small cell lung cancer, non-small cell lung cancer, MALT lymphoma, malignant fibrous histiocytoma, malignant peripheral nerve sheath tumor, malignant triton tumor, mantle cell lymphoma, marginal zone B-cell lymphoma, mast cell leukemia, mediastinal germ cell tumor, medullary carcinoma of the breast, medullary thyroid cancer, medulloblastoma, melanoma, meningioma, merkel cell cancer, mesothelioma, metastatic urothelial carcinoma, mixed Mullerian tumor, mucinous tumor, multiple myeloma, muscle tissue neoplasm, mycosis fungoides, myxoid liposarcoma, myxoma, myxosarcoma, nasopharyngeal carcinoma, neurinoma, neuroblastoma, neurofibroma, neuroma, nodular melanoma, ocular cancer, oligoastrocytoma, oligodendroglioma, oncocytoma, optic nerve sheath meningioma, optic nerve tumor, oral cancer, osteosarcoma, ovarian cancer, Pancoast tumor, papillary thyroid cancer, paraganglioma, pinealoblastoma, pineocytoma, pituicytoma, pituitary adenoma, pituitary tumor, plasmacytoma, polyembryoma, precursor T-lymphoblastic lymphoma, primary central nervous system lymphoma, primary effusion lymphoma, primary peritoneal cancer, prostate cancer, pancreatic cancer, pharyngeal cancer, pseudomyxoma peritonei, renal cell carcinoma, renal medullary carcinoma, retinoblastoma, rhabdomyoma, rhabdomyosarcoma, Richter's transformation, rectal cancer, sarcoma, Schwannomatosis, seminoma, Sertoli cell tumor, sex cord-gonadal stromal tumor, signet ring cell carcinoma, skin cancer, small blue round cell tumors, small cell carcinoma, soft tissue sarcoma, somatostatinoma, soot wart, spinal tumor, splenic marginal zone lymphoma, squamous cell carcinoma, synovial sarcoma, Sezary's disease, small intestine cancer, squamous carcinoma, stomach cancer, T-cell lymphoma, testicular cancer, thecoma, thyroid cancer, transitional cell carcinoma, throat cancer, urachal cancer, urogenital cancer, urothelial carcinoma, uveal melanoma, uterine cancer, verrucous carcinoma, visual pathway glioma, vulvar cancer, vaginal cancer, Waldenstrom's macroglobulinemia, Warthin's tumor, and Wilms' tumor.

[0077] In some embodiments, the present invention provides a method of treating a benign proliferative disorder. Such benign proliferative disorders include, but are not limited to, benign soft tissue tumors, bone tumors, brain and spinal tumors, eyelid and orbital tumors, granuloma, lipoma, meningioma, multiple endocrine neoplasia, nasal polyps, pituitary tumors, prolactinoma, pseudotumor cerebri, seborrheic keratoses, stomach polyps, thyroid nodules, cystic neoplasms of the pancreas, hemangiomas, vocal cord nodules, polyps, and cysts, Castleman disease, chronic pilonidal disease, dermatofibroma, pilar cyst, pyogenic granuloma, and juvenile polyposis syndrome.

[0078] The invention further relates to a method for treating infectious and noninfectious inflammatory events and autoimmune and other inflammatory diseases by administration of an effective amount of a provided compound to a mammal, in particular a human in need of such treatment. Examples of autoimmune and inflammatory diseases, disorders, and syndromes treated using the compounds and methods described herein include inflammatory pelvic disease, urethritis, skin sunburn, sinusitis, pneumonitis, encephalitis, meningitis, myocarditis, nephritis, osteomyelitis, myositis, hepatitis, gastritis, enteritis, dermatitis, gingivitis, appendicitis, pancreatitis, cholecystitis, agammaglobulinemia, psoriasis, allergy, Crohn's disease, irritable bowel syndrome, ulcerative colitis, Sjogren's disease, tissue graft rejection, hyperacute rejection of transplanted organs, asthma, allergic rhinitis, chronic obstructive pulmonary disease (COPD), autoimmune polyglandular disease (also known as autoimmune polyglandular syndrome), autoimmune alopecia, pernicious anemia, glomerulonephritis, dermatomyositis, multiple sclerosis, scleroderma, vasculitis, autoimmune hemolytic and thrombocytopenic states, Goodpasture's syndrome, atherosclerosis, Addison's disease, Parkinson's disease, Alzheimer's disease, Type I diabetes, septic shock, systemic lupus erythematosus (SLE), rheumatoid arthritis, psoriatic arthritis, juvenile arthritis, osteoarthritis, chronic idiopathic thrombocytopenic purpura, Waldenstrom macroglobulinemia, myasthenia gravis, Hashimoto's thyroiditis, atopic dermatitis, degenerative joint disease, vitiligo, autoimmune hypopituitarism, Guillain-Barre syndrome, Behcet's disease, scleracierma, mycosis fungoides, acute inflammatory responses (such as acute respiratory distress syndrome and ischemia/reperfusion injury), and Graves' disease.

[0079] In some embodiments, the present invention provides a method of treating systemic inflammatory response syndromes such as LPS-induced endotoxic shock and/or bacteria-induced sepsis by administration of an effective amount of a provided compound to a mammal, in particular a human in need of such treatment.

[0080] The invention further relates to a method for treating viral infections and diseases by administration of an effective amount of a provided compound to a mammal, in particular a human in need of such treatment. Examples of viral infections and diseases treated using the compounds and methods described herein include episome-based DNA viruses including, but not limited to, human papillomavirus, Herpesvirus, Epstein-Barr virus, human immunodeficiency virus, hepatitis B virus, and hepatitis C virus.

[0081] The invention further provides a method of treating a subject, such as a human, suffering from one of the abovementioned conditions, illnesses, disorders or diseases. The method comprises administering a therapeutically effective amount of one or more provided

compounds, which function by inhibiting a bromodomain and, in general, by modulating gene expression, to induce various cellular effects, in particular induction or repression of gene expression, arresting cell proliferation, inducing cell differentiation and/or inducing apoptosis, to a subject in need of such treatment.

[0082] The invention further provides a therapeutic method of modulating protein methylation, gene expression, cell proliferation, cell differentiation and/or apoptosis in vivo in diseases mentioned above, in particular cancer, inflammatory disease, and/or viral disease comprising administering to a subject in need of such therapy a pharmacologically active and therapeutically effective amount of one or more provided compounds.

[0083] The invention further provides a method of regulating endogenous or heterologous promoter activity by contacting a cell with a provided compound.

[0084] The invention further relates to the use of provided compounds for the production of pharmaceutical compositions which are employed for the treatment and/or prophylaxis and/or amelioration of the diseases, disorders, illnesses and/or conditions as mentioned herein.

[0085] The invention further relates to the use of provided compounds for the production of pharmaceutical compositions which are employed for the treatment and/or prophylaxis of diseases and/or disorders responsive or sensitive to the inhibition of bromodomain-containing proteins, particularly those diseases mentioned above, such as e.g. cancer, inflammatory disease, viral disease.

[0086] Compounds or compositions described herein may be administered using any amount and any route of administration effective for treating or lessening the severity of cancer or other proliferative disorder. The exact amount required will vary from subject to subject, depending on the species, age, and general condition of the subject, the severity of the infection, the particular agent, its mode of administration, and the like. Provided compounds are preferably formulated in unit dosage form for ease of administration and uniformity of dosage. The expression "unit dosage form" as used herein refers to a physically discrete unit of agent appropriate for the patient to be treated. It will be understood, however, that the total daily usage of the compounds and compositions of the present disclosure will be decided by the attending physician within the scope of sound medical judgment. The specific effective dose level for any particular patient or organism will depend upon a variety of factors including the disorder being treated and the severity of the disorder; the activity of the specific compound employed; the specific composition employed; the age, body weight, general health, sex and diet of the patient; the time of administration, route of administration,

and rate of excretion of the specific compound employed; the duration of the treatment; drugs used in combination or coincidental with the specific compound employed, and like factors well known in the medical arts.

[0087] Pharmaceutically acceptable compositions of this disclosure can be administered to humans and other animals orally, rectally, parenterally, intracisternally, intravaginally, intraperitoneally, topically (as by powders, ointments, or drops), buccally, as an oral or nasal spray, or the like, depending on the severity of the infection being treated. In certain embodiments, provided compounds may be administered orally or parenterally at dosage levels of about 0.01 mg/kg to about 50 mg/kg and preferably from about 1 mg/kg to about 25 mg/kg, of subject body weight per day, one or more times a day, to obtain the desired therapeutic effect.

[0088] According to some embodiments, the invention relates to a method of inhibiting bromodomain-containing proteins in a biological sample comprising the step of contacting said biological sample with a provided compound, or a composition thereof.

[0089] According to some embodiments, the invention relates to a method of inhibiting a bromodomain-containing protein, such as a BET protein, such as BRD2, BRD3, BRD4 and/or BRDT, or a mutant thereof, activity in a biological sample comprising the step of contacting said biological sample with a provided compound, or a composition thereof.

[0090] The term “biological sample”, as used herein, includes, without limitation, cell cultures or extracts thereof, biopsied material obtained from a mammal or extracts thereof, and blood, saliva, urine, feces, semen, tears, or other body fluids or extracts thereof.

[0091] Inhibition of activity of a protein, e.g., a bromodomain-containing protein, such as a BET protein, such as BRD2, BRD3, BRD4 and/or BRDT, or a mutant thereof, in a biological sample is useful for a variety of purposes that are known to one of skill in the art. Examples of such purposes include, but are not limited to, blood transfusion, organ-transplantation, biological specimen storage, and biological assays.

[0092] According to another embodiment, the invention relates to a method of inhibiting activity of one or more bromodomain-containing protein, such as a BET protein, such as BRD2, BRD3, BRD4, and/or BRDT, or a mutant thereof, in a patient comprising the step of administering to said patient a provided compound, or a composition comprising said compound. In certain embodiments, the present invention provides a method for treating a disorder mediated by one or more bromodomain-containing proteins, such as a BET protein, such as BRD2, BRD3, BRD4, and/or BRDT, or a mutant thereof, in a patient in need thereof, comprising the step of administering to said patient a provided compound or

pharmaceutically acceptable composition thereof. Such disorders are described in detail herein.

[0093] Depending upon the particular condition, or disease, to be treated, additional therapeutic agents that are normally administered to treat that condition may also be present in the compositions of this disclosure or administered separately as a part of a dosage regimen. As used herein, additional therapeutic agents that are normally administered to treat a particular disease, or condition, are known as “appropriate for the disease, or condition, being treated.”

[0094] In some embodiments, the additional therapeutic agent is an epigenetic drug. As used herein, the term “epigenetic drug” refers to a therapeutic agent that targets an epigenetic regulator. Examples of epigenetic regulators include the histone lysine methyltransferases, histone arginine methyl transferases, histone demethylases, histone deacetylases, histone acetylases, and DNA methyltransferases. Histone deacetylase inhibitors include, but are not limited to, vorinostat.

[0095] Other therapies, chemotherapeutic agents, or other anti-proliferative agents may be combined with a provided compound to treat proliferative diseases and cancer. Examples of therapies or anticancer agents that may be used in combination with compounds of formula I include surgery, radiotherapy (e.g., gamma-Radiation, neutron beam radiotherapy, electron beam radiotherapy, proton therapy, brachytherapy, and systemic radioactive isotopes), endocrine therapy, a biologic response modifier (e.g., an interferon, an interleukin, tumor necrosis factor (TNF), hyperthermia and cryotherapy, an agent to attenuate any adverse effects (e.g., an antiemetic), and any other approved chemotherapeutic drug.

[0096] A provided compound may also be used to advantage in combination with one or more antiproliferative compounds. Such antiproliferative compounds include an aromatase inhibitor; an anti-estrogen; an anti-androgen; a gonadorelin agonist; a topoisomerase I inhibitor; a topoisomerase II inhibitor; a microtubule active agent; an alkylating agent; a retinoid, a carotenoid, or a tocopherol; a cyclooxygenase inhibitor; an MMP inhibitor; an mTOR inhibitor; an antimetabolite; a platinum compound; a methionine aminopeptidase inhibitor; a bisphosphonate; an antiproliferative antibody; a heparanase inhibitor; an inhibitor of Ras oncogenic isoforms; a telomerase inhibitor; a proteasome inhibitor; a compound used in the treatment of hematologic malignancies; a Flt-3 inhibitor; an Hsp90 inhibitor; a kinesin spindle protein inhibitor; a MEK inhibitor; an antitumor antibiotic; a nitrosourea; a compound targeting/decreasing protein or lipid kinase activity, a compound targeting/decreasing protein or lipid phosphatase activity, or any further anti-angiogenic compound.

[0097] Exemplary aromatase inhibitors include steroids, such as atamestane, exemestane and formestane, and non-steroids, such as aminoglutethimide, roglethimide, pyridoglutethimide, trilostane, testolactone, ketokonazole, vorozole, fadrozole, anastrozole and letrozole.

[0098] Exemplary anti-estrogens include tamoxifen, fulvestrant, raloxifene and raloxifene hydrochloride. Anti-androgens include, but are not limited to, bicalutamide. Gonadorelin agonists include, but are not limited to, abarelix, goserelin and goserelin acetate.

[0099] Exemplary topoisomerase I inhibitors include topotecan, gimatecan, irinotecan, camptothecin and its analogues, 9-nitrocamptothecin and the macromolecular camptothecin conjugate PNU-166148. Topoisomerase II inhibitors include, but are not limited to, the anthracyclines such as doxorubicin, daunorubicin, epirubicin, idarubicin and nemorubicin, the anthraquinones mitoxantrone and losoxantrone, and the podophyllotoxines etoposide and teniposide.

[0100] Exemplary microtubule active agents include microtubule stabilizing, microtubule destabilizing compounds and microtubulin polymerization inhibitors including, but not limited to taxanes, such as paclitaxel and docetaxel; vinca alkaloids, such as vinblastine or vinblastine sulfate, vincristine or vincristine sulfate, and vinorelbine; discodermolides; colchicine and epothilones and derivatives thereof.

[0101] Exemplary alkylating agents include cyclophosphamide, ifosfamide, melphalan or nitrosoureas such as carmustine and lomustine.

[0102] Exemplary cyclooxygenase inhibitors include Cox-2 inhibitors, 5-alkyl substituted 2-arylaminophenylacetic acid and derivatives, such as celecoxib, rofecoxib, etoricoxib, valdecoxib or a 5-alkyl-2- arylaminophenylacetic acid, such as lumiracoxib.

[0103] Exemplary matrix metalloproteinase inhibitors ("MMP inhibitors") include collagen peptidomimetic and nonpeptidomimetic inhibitors, tetracycline derivatives, batimastat, marimastat, prinomastat, metastat, BMS-279251, BAY 12-9566, TAA211, MMI270B, and AAJ996.

[0104] Exemplary mTOR inhibitors include compounds that inhibit the mammalian target of rapamycin (mTOR) and possess antiproliferative activity such as sirolimus, everolimus, CCI-779, and ABT578.

[0105] Exemplary antimetabolites include 5-fluorouracil (5-FU), capecitabine, gemcitabine, DNA demethylating compounds, such as 5-azacytidine and decitabine, methotrexate and edatrexate, and folic acid antagonists such as pemetrexed.

[00106] Exemplary platin compounds include carboplatin, cis-platin, cisplatinum, and oxaliplatin.

[00107] Exemplary methionine aminopeptidase inhibitors include bengamide or a derivative thereof and PPI-2458.

[00108] Exemplary bisphosphonates include etridonic acid, clodronic acid, tiludronic acid, pamidronic acid, alendronic acid, ibandronic acid, risedronic acid and zoledronic acid.

[00109] Exemplary antiproliferative antibodies include trastuzumab, trastuzumab-DM1, cetuximab, bevacizumab, rituximab, PRO64553, and 2C4. The term “antibody” is meant to include intact monoclonal antibodies, polyclonal antibodies, multispecific antibodies formed from at least two intact antibodies, and antibody fragments, so long as they exhibit the desired biological activity.

[00110] Exemplary heparanase inhibitors include compounds that target, decrease or inhibit heparin sulfate degradation, such as PI-88 and OGT2115.

[00111] The term “an inhibitor of Ras oncogenic isoforms,” such as H-Ras, K-Ras, or N-Ras, as used herein refers to a compound which targets, decreases, or inhibits the oncogenic activity of Ras; for example, a farnesyl transferase inhibitor such as L-744832, DK8G557, tipifarnib, and lonafarnib.

[00112] Exemplary telomerase inhibitors include compounds that target, decrease or inhibit the activity of telomerase, such as compounds which inhibit the telomerase receptor, such as telomestatin.

[00113] Exemplary proteasome inhibitors include compounds that target, decrease or inhibit the activity of the proteasome including, but not limited to, bortezomib.

[00114] The phrase “compounds used in the treatment of hematologic malignancies” as used herein includes FMS-like tyrosine kinase inhibitors, which are compounds targeting, decreasing or inhibiting the activity of FMS-like tyrosine kinase receptors (Flt-3R); interferon, 1- β -D-arabinofuransylcytosine (ara-c) and bisulfan; and ALK inhibitors, which are compounds which target, decrease or inhibit anaplastic lymphoma kinase.

[00115] Exemplary Flt-3 inhibitors include PKC412, midostaurin, a staurosporine derivative, SU11248 and MLN518.

[00116] Exemplary HSP90 inhibitors include compounds targeting, decreasing or inhibiting the intrinsic ATPase activity of HSP90; degrading, targeting, decreasing or inhibiting the HSP90 client proteins via the ubiquitin proteasome pathway. Compounds targeting, decreasing or inhibiting the intrinsic ATPase activity of HSP90 are especially compounds, proteins or antibodies which inhibit the ATPase activity of HSP90, such as 17-

allylamino,17-demethoxygeldanamycin (17AAG), a geldanamycin derivative; other geldanamycin related compounds; radicicol and HDAC inhibitors.

[00117] The phrase "a compound targeting/decreasing a protein or lipid kinase activity; or a protein or lipid phosphatase activity; or any further anti-angiogenic compound" as used herein includes a protein tyrosine kinase and/or serine and/or threonine kinase inhibitor or lipid kinase inhibitor, such as a) a compound targeting, decreasing or inhibiting the activity of the platelet-derived growth factor-receptors (PDGFR), such as a compound which targets, decreases, or inhibits the activity of PDGFR, such as an N-phenyl-2-pyrimidine-amine derivatives, such as imatinib, SU101, SU6668 and GFB-111; b) a compound targeting, decreasing or inhibiting the activity of the fibroblast growth factor-receptors (FGFR); c) a compound targeting, decreasing or inhibiting the activity of the insulin-like growth factor receptor I (IGF-IR), such as a compound which targets, decreases, or inhibits the activity of IGF-IR; d) a compound targeting, decreasing or inhibiting the activity of the Trk receptor tyrosine kinase family, or ephrin B4 inhibitors; e) a compound targeting, decreasing or inhibiting the activity of the Axl receptor tyrosine kinase family; f) a compound targeting, decreasing or inhibiting the activity of the Ret receptor tyrosine kinase; g) a compound targeting, decreasing or inhibiting the activity of the Kit/SCFR receptor tyrosine kinase, such as imatinib; h) a compound targeting, decreasing or inhibiting the activity of the c-Kit receptor tyrosine kinases, such as imatinib; i) a compound targeting, decreasing or inhibiting the activity of members of the c-Abl family, their gene-fusion products (e.g. Bcr-Abl kinase) and mutants, such as an N-phenyl-2-pyrimidine-amine derivative, such as imatinib or nilotinib; PD180970; AG957; NSC 680410; PD173955; or dasatinib; j) a compound targeting, decreasing or inhibiting the activity of members of the protein kinase C (PKC) and Raf family of serine/threonine kinases, members of the MEK, SRC, JAK, FAK, PDK1, PKB/Akt, and Ras/MAPK family members, and/or members of the cyclin-dependent kinase family (CDK), such as a staurosporine derivative disclosed in US 5,093,330, such as midostaurin; examples of further compounds include UCN-01, safinol, BAY 43-9006, bryostatin 1, perifosine; ilmofosine; RO 318220 and RO 320432; GO 6976; Isis 3521; LY333531/LY379196; a isochinoline compound; a farnesyl transferase inhibitor; PD184352 or QAN697, or AT7519; k) a compound targeting, decreasing or inhibiting the activity of a protein-tyrosine kinase, such as imatinib mesylate or a tyrphostin such as Tyrphostin A23/RG-50810; AG 99; Tyrphostin AG 213; Tyrphostin AG 1748; Tyrphostin AG 490; Tyrphostin B44; Tyrphostin B44 (+) enantiomer; Tyrphostin AG 555; AG 494; Tyrphostin AG 556, AG957 and adaphostin (4-[(2,5- dihydroxyphenyl)methyl]amino}-benzoic acid

adamantyl ester; NSC 680410, adaphostin); l) a compound targeting, decreasing or inhibiting the activity of the epidermal growth factor family of receptor tyrosine kinases (EGFR, ErbB2, ErbB3, ErbB4 as homo- or heterodimers) and their mutants, such as CP 358774, ZD 1839, ZM 105180; trastuzumab, cetuximab, gefitinib, erlotinib, OSI-774, CI-1033, EKB-569, GW-2016, antibodies E1.1, E2.4, E2.5, E6.2, E6.4, E2.11, E6.3 and E7.6.3, and 7H-pyrrolo-[2,3-d]pyrimidine derivatives; and m) a compound targeting, decreasing or inhibiting the activity of the c-Met receptor.

[00118] Exemplary compounds that target, decrease or inhibit the activity of a protein or lipid phosphatase include inhibitors of phosphatase 1, phosphatase 2A, or CDC25, such as okadaic acid or a derivative thereof.

[00119] Further anti-angiogenic compounds include compounds having another mechanism for their activity unrelated to protein or lipid kinase inhibition, e.g. thalidomide and TNP-470.

[00120] Additional exemplary chemotherapeutic compounds, one or more of which may be used in combination with provided compounds, include: daunorubicin, adriamycin, Ara-C, VP-16, teniposide, mitoxantrone, idarubicin, carboplatinum, PKC412, 6-mercaptopurine (6-MP), fludarabine phosphate, octreotide, SOM230, FTY720, 6-thioguanine, cladribine, 6-mercaptopurine, pentostatin, hydroxyurea, 2-hydroxy-1H-isoindole-1,3-dione derivatives, 1-(4-chloroanilino)-4-(4-pyridylmethyl)phthalazine or a pharmaceutically acceptable salt thereof, 1-(4-chloroanilino)-4-(4-pyridylmethyl)phthalazine succinate, angiostatin, endostatin, anthranilic acid amides, ZD4190, ZD6474, SU5416, SU6668, bevacizumab, rhuMAb, rhuFab, macugen; FLT-4 inhibitors, FLT-3 inhibitors, VEGFR-2 IgG1 antibody, RPI 4610, bevacizumab, porfimer sodium, anecortave, triamcinolone, hydrocortisone, 11- α -epihydrocortisol, cortexolone, 17 α -hydroxyprogesterone, corticosterone, desoxycorticosterone, testosterone, estrone, dexamethasone, fluocinolone, a plant alkaloid, a hormonal compound and/or antagonist, a biological response modifier, such as a lymphokine or interferon, an antisense oligonucleotide or oligonucleotide derivative, shRNA or siRNA, or a miscellaneous compound or compound with other or unknown mechanism of action.

[00121] For a more comprehensive discussion of updated cancer therapies see, The Merck Manual, Seventeenth Ed. 1999, the entire contents of which are hereby incorporated by reference. See also the National Cancer Institute (NCI) website (www.nci.nih.gov) and the Food and Drug Administration (FDA) website for a list of the FDA approved oncology drugs.

[00122] Other examples of agents, one or more of which a provided compound may also be combined with include: a treatment for Alzheimer's Disease such as donepezil and rivastigmine; a treatment for Parkinson's Disease such as L-DOPA/carbidopa, entacapone, ropinrole, pramipexole, bromocriptine, pergolide, trihexephendyl, and amantadine; an agent for treating multiple sclerosis (MS) such as beta interferon (e.g., Avonex® and Rebif®), glatiramer acetate, and mitoxantrone; a treatment for asthma such as albuterol and montelukast; an agent for treating schizophrenia such as zyprexa, risperdal, seroquel, and haloperidol; an anti-inflammatory agent such as a corticosteroid, a TNF blocker, IL-1 RA, azathioprine, cyclophosphamide, and sulfasalazine; an immunomodulatory agent, including immunosuppressive agents, such as cyclosporin, tacrolimus, rapamycin, mycophenolate mofetil, an interferon, a corticosteroid, cyclophosphamide, azathioprine, and sulfasalazine; a neurotrophic factor such as an acetylcholinesterase inhibitor, an MAO inhibitor, an interferon, an anti-convulsant, an ion channel blocker, riluzole, or an anti-Parkinson's agent; an agent for treating cardiovascular disease such as a beta-blocker, an ACE inhibitor, a diuretic, a nitrate, a calcium channel blocker, or a statin; an agent for treating liver disease such as a corticosteroid, cholestyramine, an interferon, and an anti-viral agent; an agent for treating blood disorders such as a corticosteroid, an anti-leukemic agent, or a growth factor; or an agent for treating immunodeficiency disorders such as gamma globulin.

[00123] The above-mentioned compounds, one or more of which can be used in combination with a provided compound, can be prepared and administered as described in the art.

[00124] Provided compounds can be administered alone or in combination with one or more other therapeutic compounds, possible combination therapy taking the form of fixed combinations or the administration of a provided compound and one or more other therapeutic compounds being staggered or given independently of one another, or the combined administration of fixed combinations and one or more other therapeutic compounds. Provided compounds can besides or in addition be administered especially for tumor therapy in combination with chemotherapy, radiotherapy, immunotherapy, phototherapy, surgical intervention, or a combination of these. Long-term therapy is equally possible as is adjuvant therapy in the context of other treatment strategies, as described above. Other possible treatments are therapy to maintain the patient's status after tumor regression, or even chemopreventive therapy, for example in patients at risk.

[00125] Such additional agents may be administered separately from a composition containing a provided compound, as part of a multiple dosage regimen. Alternatively, those

agents may be part of a single dosage form, mixed together with a provided compound in a single composition. If administered as part of a multiple dosage regimen, the two active agents may be submitted simultaneously, sequentially or within a period of time from one another normally within five hours from one another.

[00126] As used herein, the term “combination,” “combined,” and related terms refers to the simultaneous or sequential administration of therapeutic agents in accordance with this invention. For example, a provided compound may be administered with another therapeutic agent simultaneously or sequentially in separate unit dosage forms or together in a single unit dosage form. Accordingly, an embodiment of the invention provides a single unit dosage form comprising a provided compound, an additional therapeutic agent, and a pharmaceutically acceptable carrier, adjuvant, or vehicle for use in the methods of the invention.

[00127] The amount of both, a provided compound and additional therapeutic agent (in those compositions which comprise an additional therapeutic agent as described above) that may be combined with the carrier materials to produce a single dosage form will vary depending upon the host treated and the particular mode of administration. Preferably, compositions should be formulated such that a dosage of between 0.01 - 100 mg/kg body weight/day of a provided compound can be administered.

[00128] In those compositions which comprise an additional therapeutic agent, that additional therapeutic agent and the provided compound may act synergistically. Therefore, the amount of additional therapeutic agent in such compositions will be less than that required in a monotherapy utilizing only that therapeutic agent. In such compositions a dosage of between 0.01 – 1,000 µg/kg body weight/day of the additional therapeutic agent can be administered.

[00129] The amount of additional therapeutic agent present in the compositions of this disclosure will be no more than the amount that would normally be administered in a composition comprising that therapeutic agent as the only active agent. Preferably the amount of additional therapeutic agent in the presently disclosed compositions will range from about 50% to 100% of the amount normally present in a composition comprising that agent as the only therapeutically active agent.

[00130] Provided compounds, or pharmaceutical compositions thereof, may also be incorporated into compositions for coating an implantable medical device, such as prostheses, artificial valves, vascular grafts, stents and catheters. Vascular stents, for example, have been

used to overcome restenosis (re-narrowing of the vessel wall after injury). However, patients using stents or other implantable devices risk clot formation or platelet activation. These unwanted effects may be prevented or mitigated by pre-coating the device with a pharmaceutically acceptable composition comprising a provided compound. Implantable devices coated with a compound of this invention are another embodiment of the present invention.

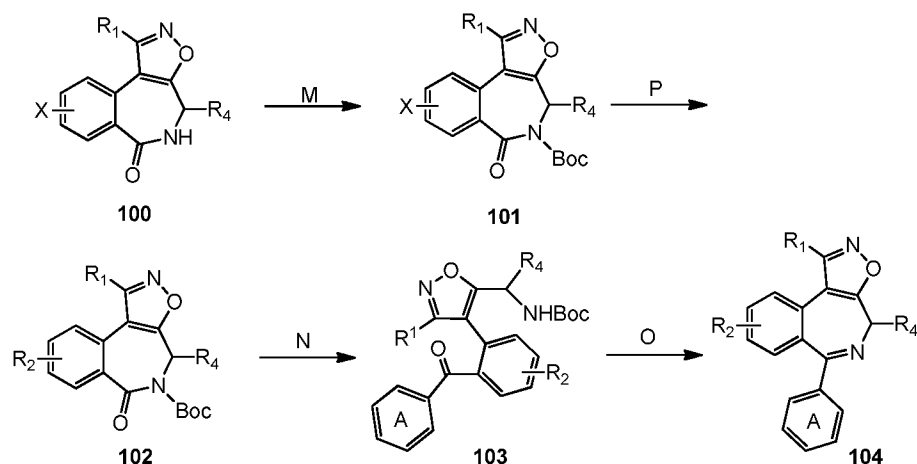
EXEMPLIFICATION

[00131] As depicted in the Examples below, in certain exemplary embodiments, compounds are prepared according to the following general procedures. It will be appreciated that, although the general methods depict the synthesis of certain compounds of the present invention, the following general methods, and other methods known to one of ordinary skill in the art, can be applied to all compounds and subclasses and species of each of these compounds, as described herein.

[00132] Preparation of Compounds of Formula I.

Scheme 1 below, sets forth a general method for making certain compounds of the invention.

[00133] Scheme 1:



[00134] **General Procedure for Imide 101 Formation (Step M).** To a solution of lactam starting material (intermediate **100** wherein X is a single halo substituent; 1 equivalent) and DMAP (0.10 equivalent or 10 mol %) in THF (0.5 M in substrate concentration) was added Boc₂O (1.2 – 1.3 equivalent). After 30 min, the reaction mixture was concentrated *in vacuo* to yield brown solids. The crude product may optionally purified either on Biotage system (gradient elution 5% EtOAc: 95% Hexanes to 10% EtOAc : 90% Hexanes, then isocratic

10% EtOAc : 90% Hexanes) or crystallized from EtOAc:Hexanes mixtures to deliver the titled N-Boc imide product **101** (generally in the range of 88% to 97% yield) as white solids.

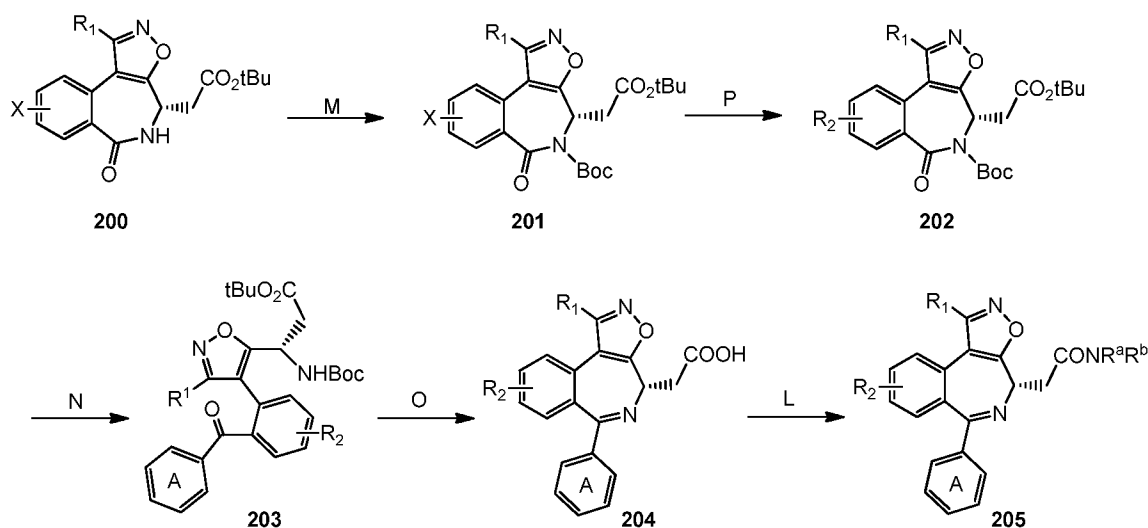
[00135] **General Procedure for Suzuki Cross-Coupling (Step P).** To a re-sealable vial the N-Boc imide product **101** from above (1.0 equivalent) was added Pd₂(dba)₃ (0.10 equivalent), tri-tert-butylphosphonium tetrafluoroborate (0.22 equivalent), potassium phosphate tribasic, monohydrate (2.0 equivalent), and the appropriate hetero-aryl boronic acid (1.5 equivalent). The flask was evacuated and purged (3x), followed by sequential addition of 1,4-dioxane and water (typical ratio 20:1), and the flask was once again evacuated and purged with N₂ (g) (3x) and the reaction mixture was heated to 100 °C until the consumption of the aryl chloride was detected by LC-MS. The reaction mixture was subsequently cooled to room temperature and filtered over a plug of Celite. The filter cake was washed with EtOAc (3x) and the filtrate was concentrated *in vacuo*. The cross-coupled product was optionally purified on Biotage system (generally gradient elution using mixtures of EtOAc-Hexanes) to yield the desired coupled product **102** (in 50 – 90 % yield).

[00136] **General Procedure for Addition of Nucleophiles to N-Boc-Imide 101 (Step N).** To a cooled (-40° C) solution of coupled product **102** (1 equivalent) in THF (0.5 M in substrate concentration) was added the appropriate Grignard reagent (typically 1.1 – 1.5 equivalent) in one-portion. After 5 min, the mixture was allowed to warm to room temperature and quenched with 1 N HCl. The aqueous layer was extracted with EtOAc (2x). The combined organic extracts were washed with aqueous saturated NaHCO₃, dried over Na₂SO₄, and concentrated *in vacuo*. The crude product was optionally purified on Biotage system (typically gradient elution 5% EtOAc : 95% Hexanes to 30% EtOAc : 70% Hexanes) to yield **103** (generally > 90% yield) generally as a either a white foam or solids.

[00137] **General Procedure for TFA-Deprotection and Azepine 104 Formation (Step O).** To a solution of **103** in CHCl₃ (0.2 M in substrate concentration) was added TFA (10-30 equivalent) and the reaction mixture was heated at reflux for ~24 h. The yellow reaction mixture is cooled to ambient temperatures and concentrated *in vacuo*. The excess TFA was azeotropically removed using excess CHCl₃, followed by toluene, to afford product **104**, which was optionally used with or without further purification.

[00138] **General Procedure for the Preparation of Compounds of Formula I, where R₄ is -CH₂C(=O)NR^aR^b (Step L)**

[00139] Scheme 2:



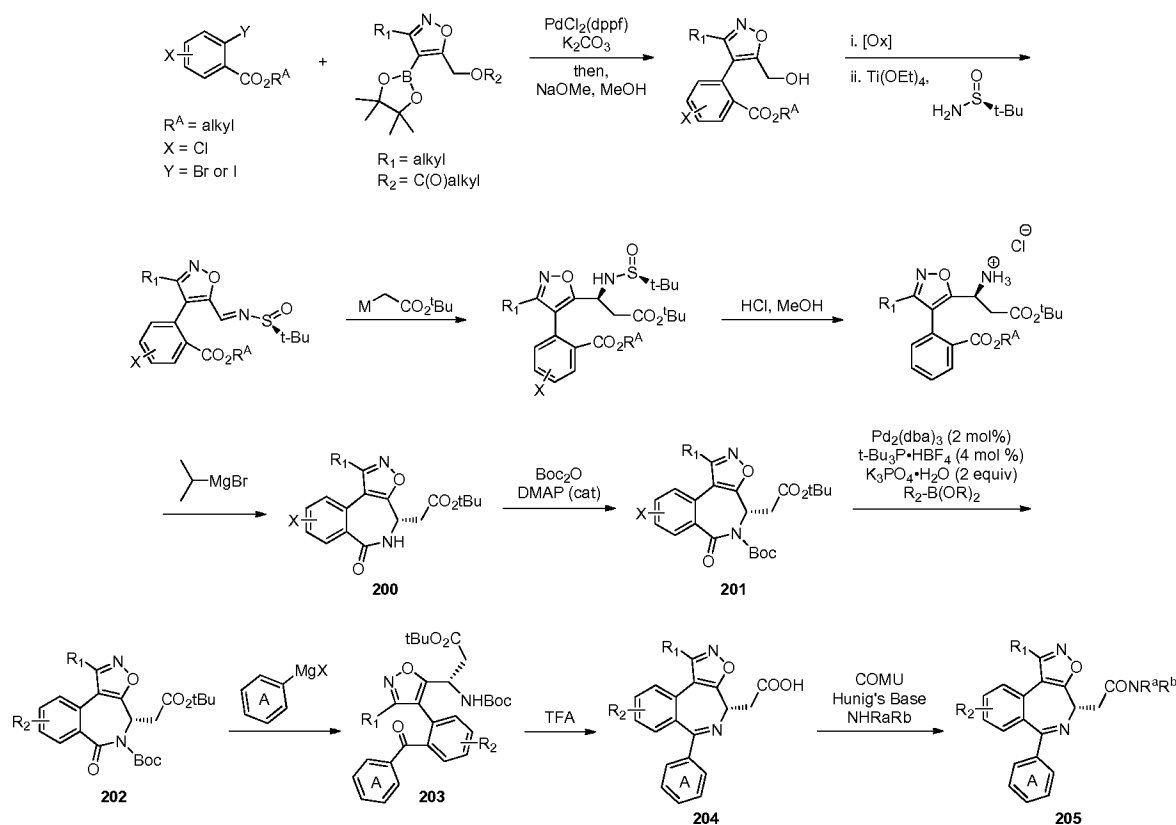
[00140] The formation of compounds **200** – **204** (Steps M, P, N, and O) are as described above. To a solution of imino tert-butyl ester **203** (1 equivalent) in CHCl_3 (typically 0.5 - 0.1 M in substrate) was added TFA (40 - 60 equivalent). The reaction mixture was heated to 36 °C until LC-MS analysis indicated complete consumption of ester and formation of desired acid. The yellow reaction mixture is cooled to ambient temperatures, concentrated *in vacuo*, and excess TFA is azeotropically removed using toluene (2x), followed by CHCl_3 (2x). The crude carboxylic acid is dried and used without further purification.

[00141] To a cooled (0 °C) solution of crude carboxylic acid **204** (1 equivalent) in DMF (typically 0.5 - 0.1 M in substrate concentration) was sequentially added base (10 equivalent), desired amine (8 equivalent), and coupling reagent (typically HATU or COMU, 1.5 equivalent). After complete addition of reagents the reaction mixture was warmed to room temperature and allowed to stir until complete consumption of carboxylic acid was detected by LC-MS. The reaction mixture was diluted with EtOAc and water. The organic layer was removed and the aqueous layer was extracted with EtOAc (3x), the combined organic extracts were washed with water, brine, and concentrated *in vacuo*. The crude couple product **205** was optionally purified on Biotage system.

[00142] An alternative method to the coupling step described in Step L utilized for converting carboxylic acid **204** to the corresponding carboxamide **205** is as follows. To a solution of carboxylic acid **204** (1 equivalent) in anhydrous dichloromethane was added oxalyl chloride (25 equivalents) in a dropwise manner. After stirring for 1 h, the mixture was concentrated. The resulting residue was dissolved in dichloromethane and 0.5 N ammonia in 1,4-dioxane (5 equivalents) was introduced. After aging for 2 h, the reaction mixture was

concentrated *in vacuo* and the resulting residue was optionally purified by flash column chromatography (silica-gel, dichloromethane: methanol = 20:1) to give the desired carboxamide **205** product as a solid.

[00143] Scheme 3: Synthesis of Lactam **200**, and elaboration to target compounds of general structure **205**.



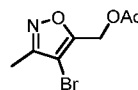
[00144] **Example 1: Synthesis of 2-((4S)-6-(4-Chlorophenyl)-1-methyl-8-(1-methyl-1H-pyrazol-4-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide (401).**

[00145] **(3-Methylisoxazol-5-yl)methyl acetate.**

[00146] To a suspension of *N*-chlorosuccinimide (71.5 g, 535 mmol) in CHCl₃ (360 mL) and pyridine (1.61 g, 20.3 mmol) was added a solution of (*E*)-acetaldehyde oxime (31.6 g, 535 mmol). After a period of 1 h, propargylacetate (35.0 g, 357 mmol) in a minimum of CHCl₃ was added to the previous mixture. Triethylamine (114 g, 1124 mmol) was then added dropwise and the reaction mixture was cooled in a water bath in order to maintain the internal temperature below the boiling point. After a period of 1 h, the reaction mixture was concentrated *in vacuo* followed by the addition of EtOAc. The mixture was filtered on a glass filter and the solid washed with EtOAc, the combined filtrates were evaporated. After

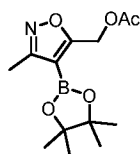
evaporation, additional EtOAc was added and the previous process repeated. The EtOAc was evaporated and the crude product was purified on a Biotage system (isocratic elution 40% EtOAc : 60% Hexanes) and the fractions followed by LC/MS to provide the titled compound as a clear oil. LC/MS m/z 156 $[M+H]^+$.

[00147] **(4-Bromo-3-methylisoxazol-5-yl)methyl acetate.**



[00148] To a solution of (3-methylisoxazol-5-yl)methyl acetate (200 g, 1.29 mol) in AcOH (2.00 L) was added *N*-bromosuccinimide (230 g, 1.29 mol) and H₂SO₄ (140 mL, 2.62 mol). The reaction was heated to 110 °C. After 1 h, the reaction mixture was cooled to room temperature and carefully poured into a beaker containing ice and saturated NaHCO₃. The biphasic mixture was vigorously stirred and basic solution (pH ~8-9) was extracted with EtOAc (2x). The organic layer was washed with 2% sodium thiosulfate, washed with brine, dried over Na₂SO₄, and concentrated to give a light yellow oil. The oil was purified on Biotage system (isocratic elution 10% EtOAc : 90% Hexanes) to give the titled compound (225 g, 74.8% yield) as a colorless yellow oil. LC/MS m/z 234 $[M+H]^+$.

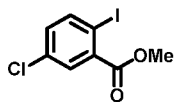
[00149] **(3-Methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isoxazol-5-**



yl)methyl acetate. (Prepared according to protocol described by Buchwald in *J. Org. Chem.* **2008**, 73, 5589–5591).

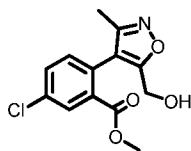
[00150] To a 500 mL flask (under N₂ (g)) was added dichlorobis(acetonitrile)palladium(II) (0.551 g, 2.12 mmol) and dicyclohexyl(2',6'-dimethoxybiphenyl-2-yl)phosphine (3.50 g, 8.53 mmol). To the solids were sequentially added a solution of (4-bromo-3-methylisoxazol-5-yl)methyl acetate (24.8 g, 106 mmol) in 1,4-dioxane (65 mL), Et₃N (44.3 mL, 318 mmol), and 4,4,5,5-tetramethyl-1,3,2-dioxaborolane (24.0 mL, 160 mmol). The flask was sequentially evacuated and purged under N₂, and this process was repeated three times. The reaction mixture was heated to 110 °C (under a constant stream of N₂ (g)) and allowed to stir for ~4 h. LC-MS analysis at this point showed complete conversion of the starting bromo-isoxazole. The reaction mixture was cooled to room temperature and EtOAc (100 mL) was added. After 15 min of stirring, the suspension was filtered over a pad of Celite. The filter cake was washed with EtOAc (3 x 100 mL), concentrated *in vacuo*, and the solvent was switched using 1,4-Dioxane (2 x 50 mL). The borate ester was used without further purification.

[00151] ***Methyl 5-chloro-2-iodobenzoate.***



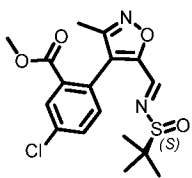
[00152] To a round bottom flask was added NaHCO₃ (22.3 g, 266 mmol), 5-chloro-2-iodobenzoic acid (25.0 g, 89.0 mmol), DMF (88 mL), and MeI (11.1 mL, 177 mmol) and the reaction was stirred at room temperature. After 24 h, the reaction was partitioned between water and EtOAc. The aqueous phase was extracted with EtOAc (2x). The combined organic extracts were washed with water (3x), brine, dried over Na₂SO₄, and concentrated. The crude residue was purified via Biotage to afford methyl 5-chloro-2-iodobenzoate (25.8 g, 87.0 mmol, 98% yield). LC/MS *m/z* 297 [M+H]⁺.

[00153] ***Methyl 5-chloro-2-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)benzoate.***



[00154] To a round bottom flask was added K₂CO₃ (8.86 g, 64.1 mmol), PdCl₂(dppf)-CH₂Cl₂ adduct (1.75 g, 2.14 mmol), and methyl 5-chloro-2-iodobenzoate (12.7 g, 42.7 mmol). The flask was evacuated/backfilled with N₂ (g) (3x) before addition of (3-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isoxazol-5-yl)methyl acetate (13.2 g, 47.0 mmol) dissolved in 1,4-dioxane (120 mL). To this solution was added water (20 mL) and the reaction heated to 105 °C overnight. The solution was cooled to room temperature and partitioned between water and EtOAc. The layers were separated and the aqueous layer was extracted with EtOAc (3x). The combined organic phases were washed with brine, dried over Na₂SO₄, and concentrated. The resultant residue was purified via Biotage (100g, EtOAc/hex) to afford a mixture of acylated and deacylated products. To a solution of a mixture of acylated and deacylated products in MeOH (120 mL) was added NaOMe (0.462 g, 8.55 mmol). The reaction mixture was stirred at room temperature for 2h. The solution was subsequently partitioned between water and EtOAc. The layers were separated and the aqueous phase was extracted with EtOAc (3x). The combined organic extracts were washed with brine, dried over Na₂SO₄, and concentrated. The crude residue was purified via Biotage (100g, EtOAc/hex) to give methyl 5-chloro-2-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)benzoate (7.13 g, 25.3 mmol, 59.2% yield). LC/MS *m/z* 282 [M+H]⁺.

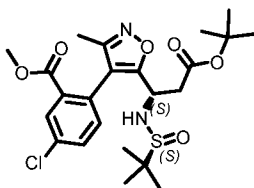
[00155] ***Methyl 2-(5-((E)-(((S)-tert-butylsulfinyl)imino)methyl)-3-methylisoxazol-4-yl)-5-chlorobenzoate.***



[00156] To a cooled (-78 °C) solution of oxalyl chloride (4.43 mL, 50.6 mmol) in CH₂Cl₂ (30 mL) was added a solution of DMSO (5.39 mL, 76.0 mmol) in CH₂Cl₂ (20 mL). The reaction was stirred for 15 min at -78 °C, followed by addition of a solution of methyl 5-chloro-2-(5-(hydroxymethyl)-3-methylisoxazol-4-yl)benzoate (7.13 g, 25.3 mmol) in CH₂Cl₂ (20 mL). The reaction mixture was stirred for 15 min at -78 °C, before addition of Et₃N (14.1 mL, 101 mmol). After stirring for overnight, the reaction mixture was diluted with water. The aqueous layer was extracted with CH₂Cl₂ (2x). The combined organic phases were dried over Na₂SO₄, filtered, and concentrated. The crude residue was purified via Biotage (100g, EtOAc/Hex) to afford methyl 5-chloro-2-(5-formyl-3-methylisoxazol-4-yl)benzoate (6.64 g, 23.74 mmol, 94% yield). LC/MS *m/z* 280 [M+H]⁺.

[00157] To a solution of methyl 5-chloro-2-(5-formyl-3-methylisoxazol-4-yl)benzoate (6.64 g, 23.74 mmol) and (S)-2-methylpropane-2-sulfinamide (3.45 g, 28.5 mmol) in CH₂Cl₂ (20 mL) was added Ti(OEt)₄ (9.96 mL, 47.5 mmol). After stirring for 24 h, a saturated solution of aqueous NaCl was introduced and the heterogeneous solution was stirred vigorously for 20 min. The solution was then decanted and the layers separated. The titanium salts were washed with EtOAc (2x). The organic phases were combined, dried over Na₂SO₄, filtered, and concentrated. The crude residue was purified via Biotage (100g, EtOAc/hex) to afford methyl 2-(5-((E)-((S)-*tert*-butylsulfinylimino)methyl)-3-methylisoxazol-4-yl)-5-chlorobenzoate (8.13 g, 21.23 mmol, 89% yield for two steps). LC/MS *m/z* 383 [M+H]⁺.

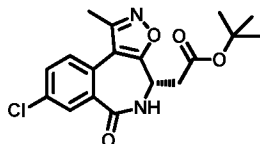
[00158] ***Methyl 2-(5-((S)-3-(tert-butoxy)-1-((S)-1,1-dimethylethylsulfinamido)-3-oxopropyl)-3-methylisoxazol-4-yl)-5-chlorobenzoate.***



[00159] To a cooled (-10 °C) solution of 2-(5-((E)-((S)-*tert*-butylsulfinylimino)methyl)-3-methylisoxazol-4-yl)-5-chlorobenzoate (5.70 g, 14.89 mmol) in NMP was added (2-*tert*-butoxy-2-oxoethyl)zinc(II) chloride (44.7 mL, 22.3 mmol). The reaction mixture was stirred at -8 °C for 2 h before addition of 1 N HCl and EtOAc. The aqueous layer was extracted with EtOAc (2x). The combined organic phases were washed

with water, brine, dried over Na₂SO₄, and concentrated. The crude residue was purified via Biotage (gradient EtOAc:Hex, partial separation of diastereomers were achieved during chromatographic separation) to afford methyl 2-(5-((*S*)-3-*tert*-butoxy-1-((*S*)-1,1-dimethylethylsulfonamido)-3-oxopropyl)-3-methylisoxazol-4-yl)-5-chlorobenzoate (4.14 g, 8.30 mmol, 55.8% yield). LC/MS *m/z* 499 [M+H]⁺.

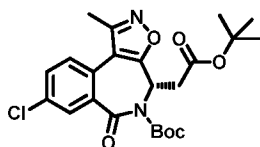
[00160] ***Tert-butyl 2-((4*S*)-8-chloro-1-methyl-6-oxo-5,6-dihydro-4*H*-benzo[*c*]isoxazolo[4,5-*e*]azepin-4-yl)acetate.***



[00161] To a round bottom flask containing 2-(5-((*S*)-3-(*tert*-butoxy)-1-((*S*)-1,1-dimethylethylsulfonamido)-3-oxopropyl)-3-methylisoxazol-4-yl)-5-chlorobenzoate (1.00 g, 2.00 mmol), MeOH (10 mL) was added 4 M HCl in dioxane (0.90 mL, 3.61 mmol). The reaction was stirred at room temperature for 1 hr and subsequently concentrated *in vacuo*. The resultant oil was azeotropically dried with toluene (20 mL) and hexane (20 mL) and further dried under reduced pressure (for 24 h) to afford methyl 2-(5-((*S*)-1-amino-3-(*tert*-butoxy)-3-oxopropyl)-3-methylisoxazol-4-yl)-5-chlorobenzoate as a white foam. Quantitative yield was assumed.

The ammonium chloride salt (0.791 g) was diluted in THF (10 mL) and cooled to -30 °C. To the cooled solution was added isopropylmagnesium bromide (2.31 mL, 6.69 mmol, 2.9 M in THF) and the reaction stirred for 30 minutes while warming to ambient temperatures. The mixture was quenched via addition of 1 N HCl and was diluted with EtOAc. The layers were separated and the aqueous layer was extracted with EtOAc (3x). The combined organic extracts were washed with brine, dried over Na₂SO₄, and concentrated to give a foam. The foam was purified on Biotage system (50% EtOAc:50% Hexane) to yield *tert*-butyl 2-((4*S*)-8-chloro-1-methyl-6-oxo-5,6-dihydro-4*H*-benzo[*c*]isoxazolo[4,5-*e*]azepin-4-yl)acetate (0.670 g, 83% for two steps). LC/MS *m/z* 363 [M+H]⁺.

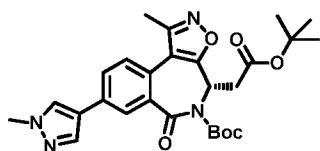
[00162] ***(4*S*)-Tert-butyl 4-(2-(tert-butoxy)-2-oxoethyl)-8-chloro-1-methyl-6-oxo-4*H*-benzo[*c*]isoxazolo[4,5-*e*]azepine-5(6*H*)-carboxylate.***



[00163] To a solution of *tert*-butyl 2-((4*S*)-8-chloro-1-methyl-6-oxo-5,6-dihydro-4*H*-

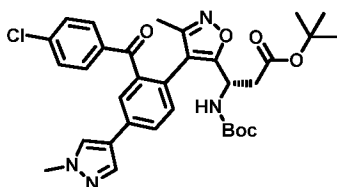
benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate (0.268 g, 0.739 mmol) and DMAP (0.018 g, 0.148 mmol) in THF (6 mL) was added di-*tert*-butyl dicarbonate (0.257 mL, 1.108 mmol) in one-portion. Vigorous evolution of CO₂ (g) was detected. The reaction mixture was stirred for 1 h and subsequently concentrated *in vacuo* to give a brown foam. The foam was purified on Biotage system (gradient elution 5% EtOAc : 95% Hexanes to 20% EtOAc : 80% Hexanes, then isocratic 20% EtOAc : 80% Hexanes) to yield (*4S*)-*tert*-butyl 4-(2-*tert*-butoxy-2-oxoethyl)-8-chloro-1-methyl-6-oxo-4H-benzo[c]isoxazolo[4,5-e]azepine-5(6H)-carboxylate (0.342 g, 0.739 mmol, 100% yield) as a white foam. LC/MS *m/z* 463 [M+H]⁺.

[00164] (*4S*)-*Tert*-butyl 4-(2-(*tert*-butoxy)-2-oxoethyl)-1-methyl-8-(1-methyl-1H-pyrazol-4-yl)-6-oxo-4H-benzo[c]isoxazolo[4,5-e]azepine-5(6H)-carboxylate.



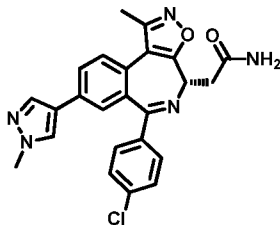
[00165] To a re-sealable vial containing (*4S*)-*tert*-butyl 4-(2-*tert*-butoxy-2-oxoethyl)-8-chloro-1-methyl-6-oxo-4H-benzo[c]isoxazolo[4,5-e]azepine-5(6H)-carboxylate (0.154 g, 0.333 mmol) was added Pd₂(dba)₃ (0.010 g, 0.110 mmol), tri-*tert*-butylphosphonium tetrafluoroborate (6.37 mg, 0.022 mmol), 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1H-pyrazole (0.090 g, 0.432 mmol), and potassium phosphate tribasic, monohydrate (0.153 g, 0.721 mmol). The vial was evacuated and purged under N₂ (g) (3x). To the vial was subsequently added 1,4-dioxane (1 mL) and water (0.05 mL) [~20:1 ratio by volume of dioxane:water]. The contents were once again evacuated and purged under N₂ (g) and the reaction mixture was heated to 100 °C for 1 h. After 1 h, the mixture was cooled to room temperature and filtered over a pad of Celite. The filter pad was rinsed with EtOAc (3x) and the filtrate was concentrated to give a red oil. The oil was purified on Biotage system (gradient elution 5% EtOAc : 95% Hexanes to 50% EtOAc : 50% Hexanes, then isocratic 50% EtOAc : 50% Hexanes) to afford (*4S*)-*tert*-butyl 4-(2-*tert*-butoxy-2-oxoethyl)-1-methyl-8-(1-methyl-1H-pyrazol-4-yl)-6-oxo-4H-benzo[c]isoxazolo[4,5-e]azepine-5(6H)-carboxylate (0.155 g, 0.305 mmol, 92% yield) as a light yellow foam. LC/MS *m/z* 509 [M+H]⁺.

[00166] (*3S*)-*Tert*-butyl 3-((*tert*-butoxycarbonyl)amino)-3-(4-(2-(4-chlorobenzoyl)-4-(1-methyl-1H-pyrazol-4-yl)phenyl)-3-methylisoxazol-5-yl)propanoate.



[00167] To a cooled (-40 °C) solution of *(4S)*-*tert*-butyl 4-(2-*tert*-butoxy-2-oxoethyl)-1-methyl-8-(1-methyl-1H-pyrazol-4-yl)-6-oxo-4H-benzo[c]isoxazolo[4,5-e]azepine-5(6H)-carboxylate (0.172 g, 0.338 mmol) in THF (1.5 mL, 0.2 M) was added 4-chlorophenylmagnesium bromide (0.40 mL, 0.400 mmol, 1.0 M in diethyl ether) in one-portion. The reaction mixture was stirred at -40 °C for 5 min and subsequently allowed to warm to room temperature. To the solution was added 1 N HCl and the aqueous layer was extracted with EtOAc (3x). The combined organic phases were washed with saturated NaHCO₃, brine, dried over Na₂SO₄, and concentrated to give a thick yellow oil. The oil was purified on Biotage system (gradient elution 5% EtOAc : 95% Hexanes to 65% EtOAc : 35% Hexanes, then isocratic 65% EtOAc : 35% Hexanes) to afford *(3S)*-*tert*-butyl 3-(*tert*-butoxycarbonylamino)-3-(4-(2-(4-chlorobenzoyl)-4-(1-methyl-1H-pyrazol-4-yl)phenyl)-3-methylisoxazol-5-yl)propanoate (0.184 g, 0.296 mmol, 88% yield) as a white foam. LC/MS *m/z* 621 [M+H]⁺.

[00168] **2-((*4S*)-6-(4-Chlorophenyl)-1-methyl-8-(1-methyl-1H-pyrazol-4-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide (401).**



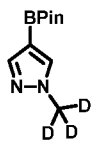
[00169] To a solution of *(3S)*-*tert*-butyl 3-(*tert*-butoxycarbonylamino)-3-(4-(2-(4-chlorobenzoyl)-4-(1-methyl-1H-pyrazol-4-yl)phenyl)-3-methylisoxazol-5-yl)propanoate (0.184 g, 0.296 mmol) in CHCl₃ (2 mL) was added trifluoroacetic acid (0.70 mL, 51.9 mmol). The reaction vessel was fitted with a reflux condenser and the mixture was heated to 85 °C. After 24 h at 85 °C, LC-MS analysis (in CHCl₃) indicated complete conversion to azepine. The mixture was cooled to room temperature and the concentrated to give the azepine carboxylic acid as a red oil. ¹H NMR (400MHz, DMSO-*d*₆) δ 8.18 (s, 1 H), 7.93 - 7.88 (m, 2 H), 7.81 (d, *J* = 7.9 Hz, 1 H), 7.54 (s, 1 H), 7.46 (s, 2 H), 7.38 (s, 2 H), 4.33 - 4.28 (m, 1 H), 3.83 (s, 3 H), 3.30 (s, 2 H), 2.52 (s, 3 H); LC/MS *m/z* 447 [M+H]⁺.

[00170] To a cooled (0 °C) solution of crude azepine carboxylic acid in DMAC (2 mL)

was sequentially added ammonium chloride (0.137 g, 2.56 mmol), *N,N*-diisopropylamine (0.550 mL, 3.15 mmol), and COMU (0.185 g, 0.432 mmol). After 2 h, the reaction mixture was partitioned between MTBE and water. The aqueous layer was extracted with MTBE (3x) and finally with 50% EtOAc:MTBE. The combined organic layers were washed with water (2x), brine, dried over Na₂SO₄, and concentrated to give a red oil. The oil was purified on Biotage system (gradient elution 9% CH₂Cl₂ : 6%IPA : 85% Hexanes to 30% CH₂Cl₂ : 20% IPA : 60% Hexanes, then isocratic 30% CH₂Cl₂ : 20% IPA : 60% Hexanes). The appropriate fractions were concentrated *in vacuo* to yield a light yellow foam. The foam was diluted with CH₃CN (1 mL) and water (0.5 mL), the solution was frozen and dried to provide 2-((4*S*)-6-(4-chlorophenyl)-1-methyl-8-(1-methyl-1*H*-pyrazol-4-yl)-4*H*-benzo[*c*]isoxazolo[4,5-*e*]azepin-4-yl)acetamide (92.0 mg, 0.206 mmol, 69.8% yield for two steps) as off-white solids. ¹H NMR (400 MHz, DMSO-*d*₆) δ 8.17 (s, 1H), 7.91 (dd, *J* = 1.9, 8.1 Hz, 1H), 7.88 (s, 1H), 7.81 (d, *J* = 8.3 Hz, 1H), 7.66 (br. s., 1H), 7.53 (d, *J* = 1.7 Hz, 1H), 7.47 - 7.42 (m, 2H), 7.40 - 7.34 (m, 2H), 7.04 (br. s., 1H), 4.34 (br. s., 1H), 3.83 (s, 3H), 3.27 - 3.07 (m, 2H), 2.52 (s, 3H); LC/MS *m/z* 446 [M+H]⁺.

[00171] **Example 2: 2-((4*S*)-6-(4-chlorophenyl)-1-methyl-8-(1-trideuteromethyl-1*H*-pyrazol-4-yl)-4*H*-benzo[*c*]isoxazolo[4,5-*e*]azepin-4-yl)-¹⁵N-acetamide (400).**

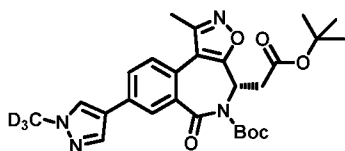
[00172] **1-Trideuteromethyl-4-boronic acid, pinacol ester.**



(Prepared according to protocol established by Deng, et. al. in WO2010118207).

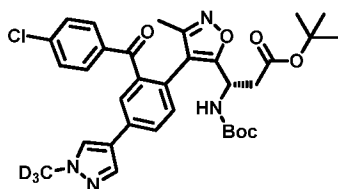
[00173] To a cooled (0 °C) solution of 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole (1.61 g, 8.30 mmol) in THF (35 mL) was added NaH (0.600 g, 15.00 mmol, 60% dispersion in oil) in portions. The reaction mixture turned heterogeneous with precipitates. After complete addition of NaH, D₃-methyl iodide (1.03 mL, 16.59 mmol, >99.5% atom D) was subsequently introduced to the heterogeneous reaction mixture. The reaction mixture was allowed to gradually warm to ambient temperatures and stirred overnight. After 24 h at room temperature, the reaction mixture was partitioned between EtOAc and water. The aqueous layer was extracted with EtOAc (3x). The combined organic extracts were washed with water (2x) and brine. The organic layer was dried over Na₂SO₄ and concentrated to give 1-trideuteromethylpyrazole-4-boronic acid, pinacol ester (0.835 g, 3.96 mmol, 47.7% yield) as a yellow oil.

[00174] **(4*S*)-Tert-butyl 4-(2-tert-butoxy-2-oxoethyl)-1-methyl-8-(1-trideuteromethyl-**

1H-pyrazol-4-yl)-6-oxo-4H-benzo[c]isoxazolo[4,5-e]azepine-5(6H)-carboxylate.

[00175] To a re-sealable vial containing (4*S*)-*tert*-butyl 4-(2-*tert*-butoxy-2-oxoethyl)-8-chloro-1-methyl-6-oxo-4H-benzo[c]isoxazolo[4,5-*e*]azepine-5(6H)-carboxylate (1.04 g, 2.25 mmol) was added Pd₂(dba)₃ (0.073 g, 0.080 mmol), tri-*tert*-butylphosphonium tetrafluoroborate (0.054 g, 0.186 mmol), 1-trideuteriomethylpyrazole-4-boronic acid, pinacol ester (0.726 g, 3.44 mmol, 0.48 M) in 1,4-dioxane, and potassium phosphate tribasic, monohydrate (1.09 g, 4.73 mmol). The vial was evacuated and purged under N₂ (g) (3x). To the vial was subsequently added 1,4-dioxane (10 mL) and water (0.5 mL). The contents were once again evacuated and purged under N₂ (g) and the reaction mixture was heated to 100 °C. After 3-4 h, the mixture was cooled to room temperature and filtered over a pad of Celite. The filter pad was rinsed with EtOAc (3x) and the filtrate was concentrated to give a red oil. The oil was purified on Biotage system (gradient elution 5% EtOAc : 95% Hexanes to 75% EtOAc : 25% Hexanes, then isocratic 75% EtOAc : 25% Hexanes) to afford (4*S*)-*tert*-butyl 4-(2-*tert*-butoxy-2-oxoethyl)-1-methyl-8-(1-trideuteriomethyl-1H-pyrazol-4-yl)-6-oxo-4H-benzo[c]isoxazolo[4,5-*e*]azepine-5(6H)-carboxylate (0.871 g, 1.70 mmol, 76% yield) as a white foam. LC/MS *m/z* 512 [M+H]⁺.

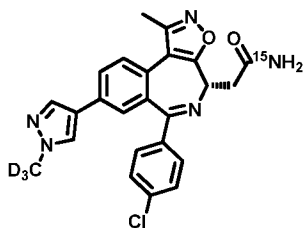
[00176] ***(3S)-Tert-butyl 3-((tert-butoxycarbonyl)amino)-3-(4-(2-(4-chlorobenzoyl)-4-(1-trideuteriomethyl-1H-pyrazol-4-yl)phenyl)-3-methylisoxazol-5-yl)propanoate***



[00177] To a cooled (-40 °C) solution of (4*S*)-*tert*-butyl 4-(2-*tert*-butoxy-2-oxoethyl)-1-methyl-8-(1-trideuteriomethyl-1H-pyrazol-4-yl)-6-oxo-4H-benzo[c]isoxazolo[4,5-*e*]azepine-5(6H)-carboxylate (0.870 g, 1.70 mmol) in THF (10 mL, ~0.2 M) was added (4-chlorophenyl)magnesium bromide (2.40 mL, 2.40 mmol, 1 M in diethyl ether) in one-portion. The reaction mixture was stirred at -40 °C for 5 min, then allowed to warm to room temperature. After stirring at room temperature for 15 min, 1 N HCl was introduced to the reaction mixture. The aqueous layer was extracted with EtOAc (3x). The combined organic phases were washed with sat. NaHCO₃, brine, dried over Na₂SO₄, and concentrated to give a

thick yellow oil. The oil was purified on Biotage system (gradient elution 5% EtOAc : 95% Hexanes to 65% EtOAc : 35% Hexanes, then isocratic 65% EtOAc : 35% Hexanes) to provide (3*S*)-*tert*-butyl 3-((*tert*-butoxycarbonyl)amino)-3-(4-(2-(4-chlorobenzoyl)-4-(1-trideuteromethyl-1*H*-pyrazol-4-yl)phenyl)-3-methylisoxazol-5-yl)propanoate (0.927 g, 1.485 mmol, 87% yield) as a white foam. LC/MS *m/z* 624 [M+H]⁺.

[00178] **2-((4*S*)-6-(4-chlorophenyl)-1-methyl-8-(1-trideuteromethyl-1*H*-pyrazol-4-yl)-4*H*-benzo[*c*]isoxazolo[4,5-*e*]azepin-4-yl)-¹⁵N-acetamide**

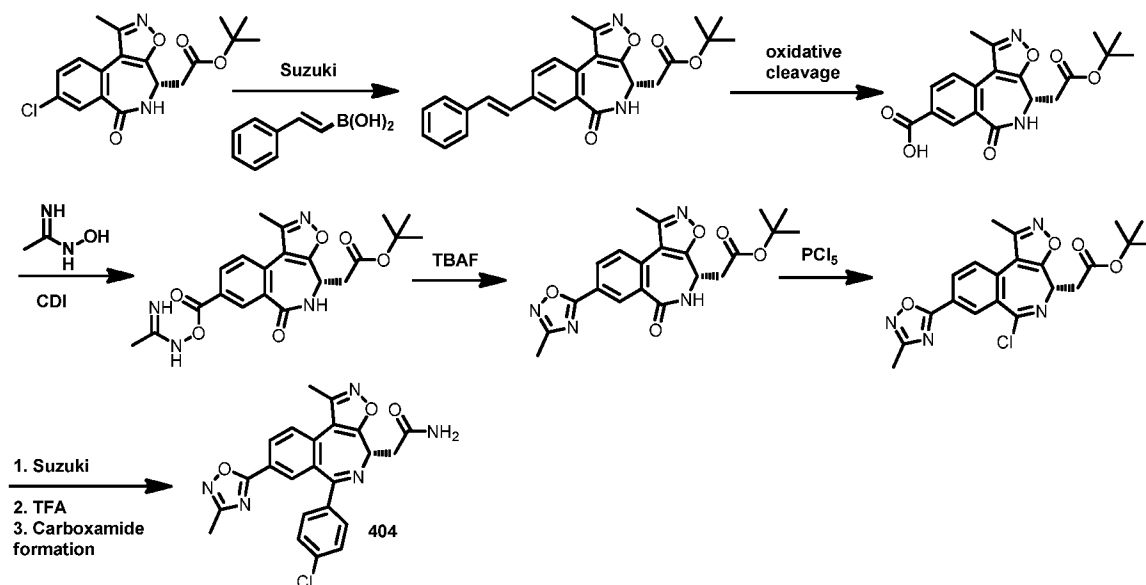


[00179] To a solution of (3*S*)-*tert*-butyl 3-((*tert*-butoxycarbonyl)amino)-3-(4-(2-(4-chlorobenzoyl)-4-(1-trideuteromethyl-1*H*-pyrazol-4-yl)phenyl)-3-methylisoxazol-5-yl)propanoate (0.899 g, 1.44 mmol) in CHCl₃ (8 mL) was added TFA (3.40 mL, 44.1 mmol). The reaction vessel was fitted with a reflux condenser and the mixture was heated to 85 °C. After 6 h, LC-MS analysis indicated complete conversion to azepine-acid. The reaction mixture was cooled to room temperature and concentrated to give a light brown oil. Excess TFA was azeotropically removed using CHCl₃ (2 x 25 mL), followed by hexane (20 mL). The product azepine-acid (0.813 g, 1.44 mmol, 100% yield) was isolated as a yellow foam after drying. The quantitative yield of the acid was assumed.

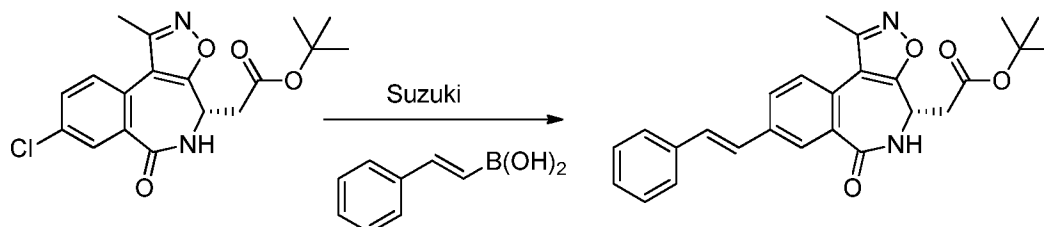
[00180] To a cooled (0 °C) crude mixture of azepine carboxylic acid and ¹⁵N-ammonium chloride (0.826 g, 15.44 mmol, >99% atom ¹⁵N) in THF (8 mL) were sequentially added *N,N*-diisopropylamine (4.50 mL, 25.8 mmol) and COMU (1.06 g, 2.475 mmol). After 1 h at 0 °C, MTBE and water were introduced to the reaction mixture. The aqueous layer was extracted with MTBE (3x). The combined organic layer was washed with water (2x), brine, dried over Na₂SO₄, and concentrated to give a red oil. The oil was purified on Biotage system (gradient elution 9% CH₂Cl₂ : 6% IPA : 85% Hexanes to 30% CH₂Cl₂ : 20% IPA : 60% Hexanes, then isocratic 30% CH₂Cl₂ : 20% IPA : 60% Hexanes). The appropriate fractions were concentrated *in vacuo* to provide light yellow solids. The solids were diluted with CH₃CN (1 mL) and water (0.5 mL), the solution was frozen and dried to afford 2-((4*S*)-6-(4-chlorophenyl)-1-methyl-8-(1-trideuteromethyl-1*H*-pyrazol-4-yl)-4*H*-benzo[*c*]isoxazolo[4,5-*e*]azepin-4-yl)-¹⁵N-acetamide (0.410 g, 0.911 mmol, 63.3% yield) as off-white solids. ¹H NMR (400MHz, DMSO-*d*₆) δ 8.17 (s, 1 H), 7.93 - 7.89 (m, 1 H), 7.88 (s, 1 H), 7.81 (d, *J* =

8.3 Hz, 1H), 7.66 (d, $J = 89.3$ Hz, 1H), 7.53 (s, 1H), 7.47 - 7.42 (m, 2H), 7.40 - 7.34 (m, 2H), 7.05 (d, $J = 87.5$ Hz, 1H), 4.34 (br. s., 1H), 3.18 (br. s., 2H), 2.52 (s, 3H); LC/MS m/z 450 $[M+H]^+$.

[00181] **Example 3: Synthesis of 2-((4S)-6-(4-chlorophenyl)-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide (404).**



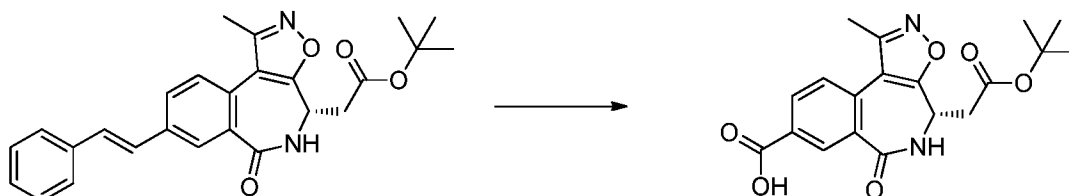
[00182] *tert-butyl 2-((4S)-1-methyl-6-oxo-8-((E)-styryl)-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate:*



[00183] (E)-styrylboronic acid (184 mg, 1.240 mmol), *tert-butyl* 2-((4S)-8-chloro-1-methyl-6-oxo-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate (150 mg, 0.413 mmol), $Pd_2(dba)_3$ (9.46 mg, 10.34 μ mol), $(^tBu)_3P-HBF_4$ (6.00 mg, 0.021 mmol), potassium phosphate tribasic, monohydrate (307 mg, 1.447 mmol) and 1,4-dioxane (1 mL)/ H_2O (0.1mL) were charged into a vial equipped with a stirbar and a septum. The tube was deoxygenated by vacuum/refill with nitrogen (4 cycles), then heated to 100 °C for 2 h. The solution was cooled and concentrated, then loaded directly onto a silica gel column and

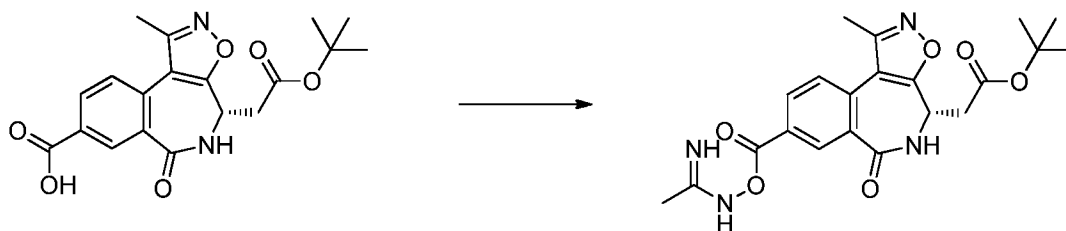
purified using an automated Biotage chromatography system to give the title compound.
LC/MS m/z 431 $[M+H]^+$.

[00184] **(4S)-4-(2-(tert-butoxy)-2-oxoethyl)-1-methyl-6-oxo-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepine-8-carboxylic acid:**



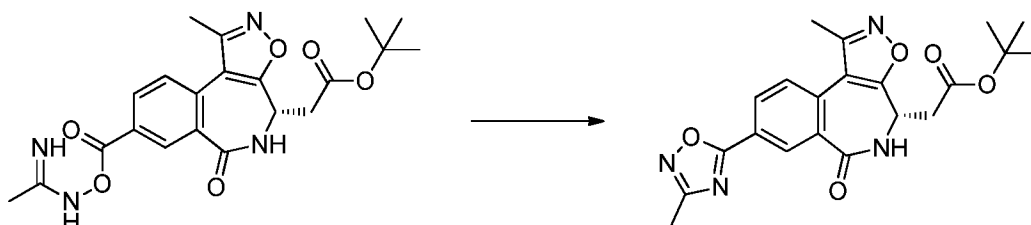
[00185] The title compound was prepared by oxidative cleavage of tert-butyl 2-((4S)-1-methyl-6-oxo-8-((E)-styryl)-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate using the protocol described in *J. Am. Chem. Soc.* **2002**, 124, 3824-3825. LC/MS m/z 317 $[M-^t\text{Bu}+H]^+$.

[00186] **tert-butyl 2-((4S)-8-((acetimidamidooxy)carbonyl)-1-methyl-6-oxo-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate:**



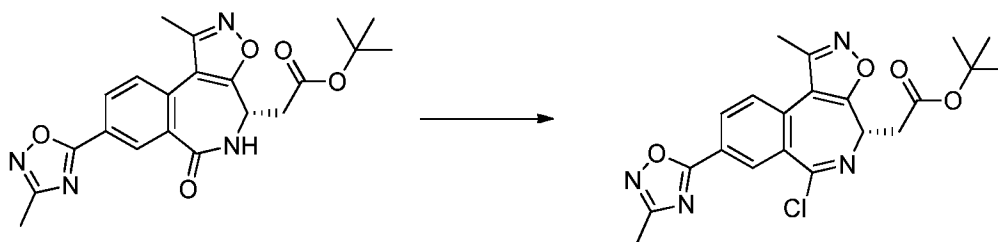
[00187] To a solution of (4S)-4-(2-tert-butoxy-2-oxoethyl)-1-methyl-6-oxo-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepine-8-carboxylic acid (100 mg, 0.269 mmol) in MeCN (5 mL) at room temperature was added CDI (43.5 mg, 0.269 mmol). After 5 h, additional CDI (43.5 mg, 0.269 mmol) was added, and the reaction was heated to 55 °C for 18 h. Then N-hydroxyacetimidamide (199 mg, 2.69 mmol) was added and the reaction was stirred at 55 °C. After 1h, water was added at room temperature and the desired product was extracted with DCM (4x). The combined organic layers were dried with Na₂SO₄, filtered and concentrated *in vacuo*. The residue was purified by flash chromatography (DCM/MeOH 10:0 to 9:1) to give the title compound (48 mg, 55% yield). LC/MS m/z 429 $[M+H]^+$.

[00188] **tert-butyl 2-((4S)-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-6-oxo-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate:**



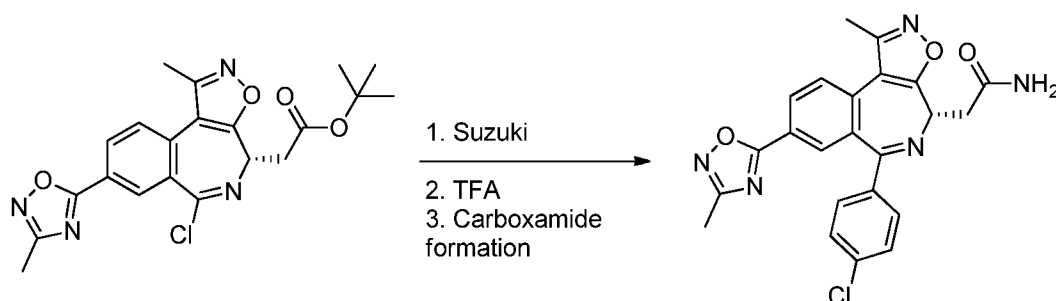
[00189] To a solution of tert-butyl 2-((4S)-8-((acetimidamidooxy)carbonyl)-1-methyl-6-oxo-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate (75 mg, 0.175 mmol) in MeCN (4mL) was added TBAF (1M in THF) (525 μ l, 0.525 mmol) at room temperature. The yellow-orange solution was stirred at room temperature for 40 min then at 55°C for 1 h. The reaction was concentrated to dryness and the residue was dried by forming an azeotrope with toluene (2x). To the dry residue was added anhydrous MeCN (4mL) and the reaction was heated to 60 °C. After 90 min, the reaction was concentrated to dryness and the residue was purified by flash chromatography (Hexane/EtOAc 8:2 to 0:10) to give the title compound (50 mg, 70% yield).

[00190] ***tert-butyl 2-((4S)-6-chloro-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate:***



[00191] To a solution of tert-butyl 2-((4S)-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-6-oxo-5,6-dihydro-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate (70 mg, 0.171 mmol) in CH₂Cl₂ (5 mL) was added PCl₅ (60.4 mg, 0.290 mmol) in one-portion. After stirring for 1 h, aqueous 2 M Na₂CO₃ was introduced to the orange heterogeneous mixture. The biphasic mixture was subsequently extracted with EtOAc (4x). The combined organic layers were dried over Na₂SO₄ and concentrated to dryness. The resultant residue was purified by flash chromatography (gradient elution, 5% EtOAc : 95% Hexane to 50% EtOAc : 50% Hexane) to yield tert-butyl 2-((4S)-6-chloro-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate (50.0 mg, 0.117 mmol, 68.4% yield). LC/MS *m/z* 425 [M(MeOH adduct)+H]⁺

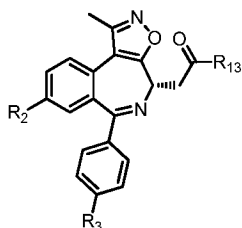
[00192] ***2-((4S)-6-(4-chlorophenyl)-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide (404):***



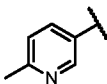
[00193] 4-chlorophenylboronic acid (36.5 mg, 0.233 mmol), tert-butyl 2-((4S)-6-chloro-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate (50 mg, 0.117 mmol), Pd(Ph₃P)₄ (6.74 mg, 5.83 μmol), and toluene (3 mL) were charged into a disposable reaction tube equipped with a stirbar and a septum. The tube was deoxygenated by vacuum/refill with nitrogen (4 cycles). Sodium carbonate solution (2.0 M, 117 μl, 0.233 mmol) was added and the tube was heated to 80°C for 1h, then cooled to room temperature, loaded onto a silica gel column and purified using an automated Biotage chromatography system to give the tert-butyl 2-((4S)-6-(4-chlorophenyl)-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate. Tert-butyl 2-((4S)-6-(4-chlorophenyl)-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetate (50 mg, 0.099 mmol), TFA (3.81 mL, 49.5 mmol), and CH₂Cl₂ (6 mL) were charged into a round-bottomed flask equipped with a stirbar and a septum, and stirred at room temperature for 1 h, then concentrated. The crude acid was dissolved in CH₂Cl₂ and concentrated to dryness and dried in vacuo. Crude 2-((4S)-6-(4-chlorophenyl)-1-methyl-8-(3-methyl-1,2,4-oxadiazol-5-yl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetic acid (0.099 mmol), ammonia hydrochloride (106 mg, 1.980 mmol), Hunig's Base (259 μl, 1.485 mmol) and DMF (5 mL) were charged into a round-bottomed flask equipped with a stirbar and a septum. The solution was stirred at room temperature for 5 min, then cooled to 0 °C and stirred for 5 min. COMU (85 mg, 0.198 mmol) was added at 0 °C and the resultant orange solution was stirred and allowed to warm to room temperature. After 1 h, the reaction was quenched with sat. NH₄Cl aqueous solution. The product was extracted with MTBE (4x). The organic layers were combined, dried over Na₂SO₄, filtered, concentrated to dryness, then purified by silica gel column chromatography using a Biotage system to give the title compound.

[00194] The following compounds in Table 1 were made using the general protocol described above.

[00195] Table 1.



Compound No.	R ₂	R ₃	R ₁₃	Physical Data	Synthesis
400		Cl	¹⁵ NH ₂	LC/MS <i>m/z</i> 450 [M+H] ⁺ ; ¹ H NMR (400 MHz, DMSO- <i>d</i> ₆) δ 8.17 (s, 1H), 7.93 - 7.89 (m, 1H), 7.88 (s, 1H), 7.81 (d, <i>J</i> = 8.3 Hz, 1H), 7.66 (d, <i>J</i> = 89.3 Hz, 1H), 7.53 (s, 1H), 7.47 - 7.42 (m, 2H), 7.40 - 7.34 (m, 2H), 7.05 (d, <i>J</i> = 87.5 Hz, 1H), 4.34 (br. s., 1H), 3.18 (br. s., 2H), 2.52 (s, 3H).	Described above
401		Cl	NH ₂	LC/MS <i>m/z</i> 446 [M+H] ⁺ ; ¹ H NMR (400 MHz, DMSO- <i>d</i> ₆) δ 8.17 (s, 1H), 7.91 (dd, <i>J</i> = 1.9, 8.1 Hz, 1H), 7.88 (s, 1H), 7.81 (d, <i>J</i> = 8.3 Hz, 1H), 7.66 (br. s., 1H), 7.53 (d, <i>J</i> = 1.7 Hz, 1H), 7.47 - 7.42 (m, 2H), 7.34 - 7.40 (m, 2H), 7.04 (br. s., 1H), 4.34 (br. s., 1H), 3.83 (s, 3H), 3.27 - 3.07 (m, 2H), 2.52 (s, 3H).	Described above
402		Cl	N(CH ₃) ₂	LC/MS <i>m/z</i> 474 [M+H] ⁺ ; ¹ H NMR (400 MHz, Acetone- <i>d</i> ₆) δ 8.00 (s, 1H), 7.92 - 7.88 (m, 1H), 7.83 - 7.78 (m, 2H), 7.62 (d, <i>J</i> = 1.8 Hz, 1H), 7.47 - 7.43 (m, 2H), 7.41 - 7.36 (m, 2H), 4.54 (br. s., 1H), 3.88 (s, 3H), 3.76 (br. s., 2 H), 3.25 (s, 3H), 2.94 (s, 3H), 2.53 (m, 3H).	Synthesized as a byproduct during synthesis of compound 401

Compound No.	R ₂	R ₃	R ₁₃	Physical Data	Synthesis
403		Cl	NH ₂	LC/MS <i>m/z</i> 457 [M+H] ⁺ ; ¹ H NMR (400 MHz, DMSO- <i>d</i> ₆) δ 8.74 (d, <i>J</i> = 2.3 Hz, 1H), 8.05 (dd, <i>J</i> = 2.0, 8.2 Hz, 1H), 7.98 - 7.91 (m, 2H), 7.70 - 7.63 (m, 2H), 7.47 - 7.41 (m, 2H), 7.40 - 7.35 (m, 2H), 7.32 (d, <i>J</i> = 8.1 Hz, 1H), 7.05 (br. s., 1H), 4.38 (br. s., 1H), 3.18 (br. s., 2H), 2.54 (s, 3H), 2.48 (s, 3H).	Synthesized via route for compound 401, using 6-methylpyridin-3-ylboronic acid.
404		Cl	NH ₂	LC/MS <i>m/z</i> 448 [M+H] ⁺ ; ¹ H NMR (400 MHz, DMSO- <i>d</i> ₆) δ 8.35 (dd, <i>J</i> = 1.9, 8.3 Hz, 1H), 8.08 (d, <i>J</i> = 8.1 Hz, 1H), 8.01 (d, <i>J</i> = 1.9 Hz, 1H), 7.67 (br. s., 1H), 7.52 - 7.44 (m, 2H), 7.41 - 7.36 (m, 2H), 7.06 (br. s., 1H), 4.41 (br. s., 1H), 3.20 (br. s., 2H), 2.54 (s, 3H), 2.40 (s, 3H).	Described above
405		Cl	OH	LC/MS <i>m/z</i> 447 [M+H] ⁺ ; ¹ H NMR (400 MHz, DMSO- <i>d</i> ₆) δ 8.18 (s, 1H), 7.93 - 7.88 (m, 2H), 7.81 (d, <i>J</i> = 7.9 Hz, 1H), 7.54 (s, 1H), 7.46 (s, 2H), 7.38 (s, 2H), 4.33 - 4.28 (m, 1H), 3.83 (s, 3H), 3.30 (s, 2H), 2.52 (s, 3H).	Described above absent carboxamide formation

[00196] **EXAMPLE 4: IC₅₀ measurements for inhibitors using BRD4 AlphaLisa**

Binding Assay. His/Flag epitope tagged BRD4 BD1₄₂₋₁₆₈ was cloned, expressed and purified to homogeneity. BRD4 binding and inhibition was assessed by monitoring the engagement of biotinylated H4-tetraacetyl peptide (Millipore #12-379) with the target using the AlphaLisa technology (Perkin-Elmer). Specifically, in a 384 well ProxiPlate BRD4(BD1) (30 nM final) was combined with peptide (200 nM final) in 40 mM HEPES (pH 7.0), 40 mM NaCl, 1 mM DTT, 0.01% (w/v) BSA, and 0.008% (w/v) Brij-35 either in the presence of DMSO (final 1.2% DMSO) or compound dilution series in DMSO. After 20 minute incubation at room temperature Alpha streptavidin donor beads and AlphaLisa anti-Flag acceptor beads were added to a final concentration of 10 ug/mL each. After three hours equilibration plates were read on an Envision instrument and IC₅₀s calculated using a four parameter non-linear curve fit. The results of this assay are set forth in Table 2, below.

[00197] **EXAMPLE 5: Cell-based Assays**

[00198] *cMyc RNA quantification assay (QuantiGene® Assay):* MV4:11 (AML) or Raji (Burkitt's lymphoma) cells were seeded in a 96-well plate and incubated in the presence of various concentrations of compounds for 4 h. Relative mRNA levels were quantitated by using QuantiGene 2.0 assay (Affymetrix) according to the manufacturer's recommendation. Signals were detected by using an Envision plate reader (Perkin-Elmer). Biological duplicates were averaged and normalized to vehicle (DMSO) control to calculate percent MYC mRNA levels.

[00199] *Cell-based IL-6 quantification assay (ELISA, Mesoscale assay):* 100,000 THP-1 cells were seeded in RPMI1640-10% FBS in 96-well plates. LPS (E. Coli Invitrogen) in RPMI-10%FBS at a final concentration of 4µg/mL was added to the wells and the cells are then incubated in the presence of various concentrations of compounds for 16 h. Plates are spun (2rpm, 5min), an aliquot of 25uL supernatant is transferred in to an ELISA plate (Mesoscale technology, MSD) and the detection of IL-6 is performed using manufacturer's instructions. The amount of cells in each well is assessed using CellTiter-Glo® (Promega). The ratio of ELISA value/ CellTiter-Glo value is used to calculate the percent of inhibition of IL-6 secretion. The result of these assays for certain compounds of the invention are set forth in Table 2 below.

[00200] **Table 2. Activity of Exemplary Compounds of the Invention.**

Compound No.	AlphaScreen IC ₅₀ (µM)	IL-6 Cellular EC ₅₀ (µM)	MYC Cellular EC ₅₀ (µM)
400	0.018	0.005	0.008
401	0.014	0.015	0.013
402	0.013	0.007	0.023
403	0.028	0.029	0.036
404	0.270	0.036	0.206
405	0.175	0.42	0.833

[00201] **EXAMPLE 6: *In vitro* cancer cell line 50% growth inhibition (GI₅₀)**

[00202] The concentration of Compound 401 needed to inhibit growth by 50% (GI₅₀) in specified cancer cell lines is shown below.

Cell Line	GI ₅₀ (μM)	Cell type
LP1	0.005	Multiple myeloma
KMS11	0.1	Multiple myeloma
OPM2	0.01	Multiple myeloma
U2932	0.625	DLBCL
SU-DHL-8	0.1	DLBCL
SU-DHL-10	0.1	DLBCL
SU-DHL-4	0.15	DLBCL
KARPAS 422	0.02	DLBCL
OCI-LY-19	0.06	DLBCL
HT	0.1	DLBCL
WSU-DLCL-2	0.045	DLBCL
SU-DHL-5	0.325	DLBCL
SU-DHL-6	0.06	DLBCL
DB	0.15	DLBCL
DOHH2	0.06	DLBCL
MV4-11	0.015	AML
THP-1	0.065	AML
ML-2	0.06	AML
MOLM-13	0.09	AML
ZR-75-1	0.3	Breast
143B	0.23	Osteosarcoma
A2780	0.09	Ovarian
A549	0.46	Lung
H23	0.21	Lung
H526	0.01	Lung
DLD-1	0.48	Colorectal
HT29	0.2	Colorectal
LP1	0.005	Multiple myeloma
KMS11	0.1	Multiple myeloma
OPM2	0.01	Multiple myeloma

[00203] **Method for GI₅₀ determination**

[00204] Adherent cells were plated in 96-well plates and the following day compound titrations were added to the cells. Suspensions cells were plated directly in 96-well plates containing compound titrations. Compound titrations were comprised of 9 two-fold dilutions. Cells were incubated for 72 hours before analysis of viability with resazurin. Viability relative to DMSO treated cells was plotted to determine the absolute GI₅₀ values.

[00205] **EXAMPLE 7: Tumor Growth Inhibition**

[00206] This study investigated the effects of Compound 401 on tumor growth inhibition in an MV4-11 lymphoblast cell subcutaneous xenograft mouse model.

MV4-11 cells thaw

[00207] One tube of MV4-11 (from ATCC) cell was thawed according the following procedure: (1). Cells were thawed by gentle agitation of the vial in a 37°C water bath. To reduce the possibility of contamination, the O-ring and cap were kept out of the water. The whole process should be rapid (approximately 2 minutes). (2). Vial was removed from the water bath as soon as the contents were thawed, and was decontaminated by spraying with 75% ethanol. All the operations from this point on should be carried out under strict aseptic conditions. (3). The content of the vials was transferred into a centrifuge tube containing 10 ml of complete culture medium (RPMI 1640 + 10% FBS) and was spin at 1000 rpm for 3 minutes. Supernatant was discarded. (4). Cell pellet was resuspended with the 3 ml of medium. The suspension was transferred into a 150 cm² flask, 27 ml of complete culture medium was added and mixed. (5). Cells were incubated at 37°C, 5% CO₂.

Subculture of the MV4-11 cells

[00208] MV4-11 cells were split according to the following procedure: (1). Cells were aspirated by gently pipetting. (2). 5 ml of the cell suspension was added into a new 175 cm² flask, 30 ml of complete culture medium was added and the flask was gently shaken to spread the suspension throughout the bottom. The subculture ratio was 1:6. (3). Cells were observed under an inverted microscope and were incubated at 37°C, 5% CO₂

Harvest of MV4-11 cells

[00209] MV4-11 cells were harvested according to the following procedure: (1). Cells were harvested in 90% confluence and viability was no less than 90%. MV4-11 cells were transferred into a conical tube and centrifuged at 1000 rpm for 6 min, supernatant was discard; (2). Cell was rinsed with 50 ml of PBS twice, the viable cells were counted on a counter, 10.6×10^8 cells were obtained; (3). 10.6 ml of PBS was added to make a cell suspension of 100×10^6 cells/ ml; (4). 10.6 ml of Matrigel was added and mixed.

MV4-11 cell injection

[00210] A total number of 120 female nude mice were purchased. These mice were allowed 3 days of acclimatization period before experiments started. The cell suspension was carried to the animal room in an ice box. Mice were implanted subcutaneously (s.c.) with 200

μL of 10×10^6 MV4-11 cells in 50% Matrigel in the right flank at the beginning of the study. All the mice were observed everyday to monitor the health and tumor size.

[00211] When tumors reached an average volume of $150\text{--}200\text{ mm}^3$, 100 out of the 120 mice were selected based on their tumor volume and randomly assigned to 10 groups prior to dosing. Each group consisted of 10 tumor-bearing mice ($n=10/\text{group}$).

[00212] Tumor-bearing mice were treated with Compound 401 or vehicle, by subcutaneous injection (5 mL/kg) or oral dose (10 mL/kg) starting on the day after randomization for 29 days according to Table 3.

[00213] **Table 3. Study Design**

Group	Treatment	Dose (mg/kg)	Route	Concentration (mg/mL)	Schedule	Females/Group	Duration (days)
1.	Vehicle	-	SC	-	BID	10	30
2.	Compound 401	1.5	SC	0.3	BID	10	30
3.	Compound 401	3	SC	0.6	BID	10	12
4.	Compound 401	3	SC	0.6	QD	10	30
5.	Compound 401	3	PO	0.3	QD	10	30
6.	Compound 401	6	PO	0.6	QD	10	30
7.	Compound 401	10	PO	1.0	QD	10	30

QD: 1 dose at 0h, BID: 2 doses at 0 and 12h. Group 3, stop dosing from day 13 to day 21 and dose again since day 21 at 30 mpk. Group 5, stop dosing from day 9 to day 28 and dose again since day 28 at 1.5 mpk. Group 10, stop dosing from day 13 to day 21 and dose again since day 21 at 30 mpk. PO = oral administration. SC is subcutaneous administration.

[00214] Mice were weighed at each dosing and recorded every day. Mice were observed closely for any overt signs of adverse, treatment-related side effects, which if any were recorded. Acceptable tolerability was defined as a group mean body-weight loss of less than 20% during the study and not more than 10% treatment-related mortality in a group of animals. Tumor size was measured three times a week in two dimensions using a caliper, and the tumor volume (V) was expressed in mm^3 using the formula: $V = 0.5 a \times b^2$ where a and b were the long and short diameters of the tumor, respectively.

[00215] Mice were euthanized by CO_2 exposure at 30min, 2 h, and 8 h after the last dose. Three mice were sacrificed at 30min and 2 h time points, four mice were sacrificed at 8 h time point. Tumor volume and weight, and mouse body weight were taken, mice were sacrificed and plasma and tumors were collected. If the tumors were too small to be separated into three pieces, no need to perform histology. Statistically significant reductions in tumor volumes were observed for all cohorts.

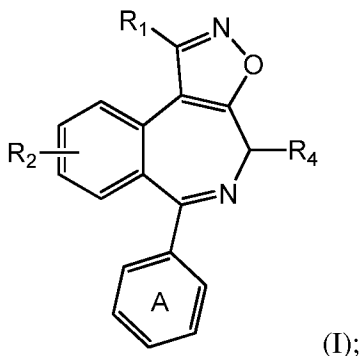
[00216] While we have described a number of embodiments of this invention, it is apparent that our basic examples may be altered to provide other embodiments that utilize the

compounds and methods of this invention. Therefore, it will be appreciated that the scope of this invention is to be defined by the appended claims rather than by the specific embodiments that have been represented by way of example.

[00217] The contents of all references (including literature references, issued patents, published patent applications, and co-pending patent applications) cited throughout this application are hereby expressly incorporated herein in their entireties by reference. Unless otherwise defined, all technical and scientific terms used herein are accorded the meaning commonly known to one with ordinary skill in the art.

CLAIMS**We claim:**

1. A compound of Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

R₁ is hydrogen or (C₁-C₆)alkyl;

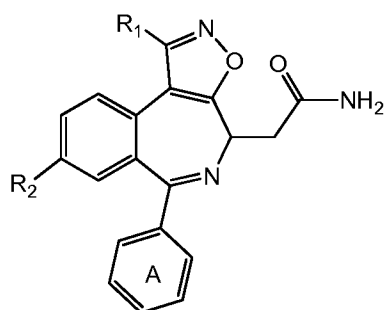
R₂ is optionally substituted 5-6 membered heteroaryl;

phenyl ring A is optionally substituted; and

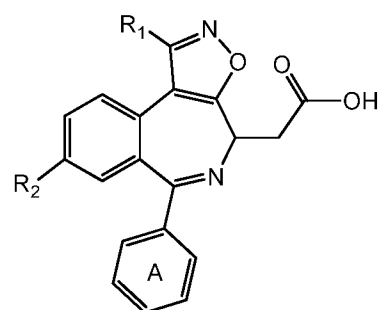
R₄ is selected from (C₁-C₆)alkyl, (C₂-C₆)alkenyl, and (C₂-C₆)alkynyl, each of which may be optionally substituted with one or more groups selected from -C(=O)OR^a, -C(=O)NR^aR^b, -C(=O)R^a, -C(=NOR^a)R^b, -C(=NR^a)NR^bR^a, -NR^aC(=O)NR^bR^a, -NR^aC(=O)R^b, -NR^aC(=NR^b)NR^aR^b, -NR^aC(=O)OR^b, -OC(=O)NR^aR^b, -OC(=O)R^a, -OC(=O)OR^a, -S(O)₀₋₃R^a, -SO₂NR^aR^b, -NR^aSO₂R^b, -NR^aSO₂NR^bR^a, and -P(=O)OR^aOR^b, wherein each R^a and R^b are independently hydrogen or (C₁-C₆)alkyl;

provided that the compound of Formula I is not 2-(8-(6-aminopyridin-3-yl)-1-methyl-6-(4-(trifluoromethyl)phenyl)-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, 2-(8-(6-aminopyridin-3-yl)-6-(4-chlorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, or 2-(8-(6-aminopyridin-3-yl)-6-(4-fluorophenyl)-1-methyl-4H-benzo[c]isoxazolo[4,5-e]azepin-4-yl)acetamide, or a pharmaceutically acceptable salt thereof.

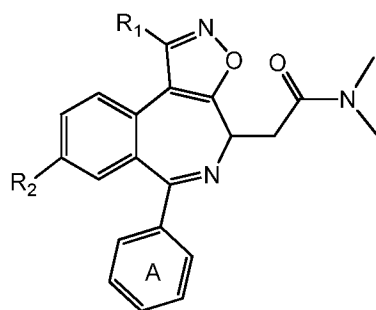
2. The compound of claim 1, wherein R₄ is selected from -CH₂C(=O)OR^a, -CH₂C(=O)NR^aR^b, and -CH₂C(=O)R^a.
3. The compound of claim 1 or 2, wherein the compound is of Formula (II), (III), or (IV):



(II);



(III); or

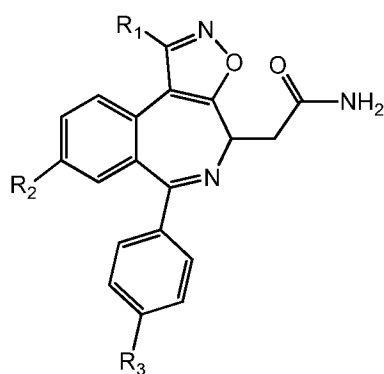
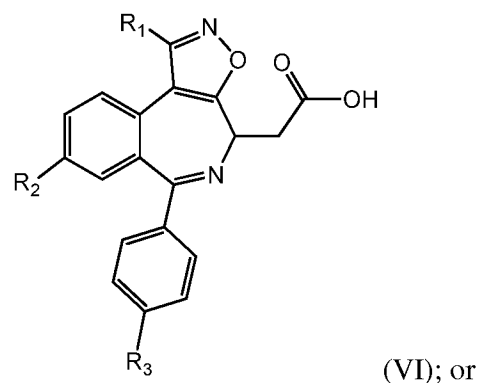
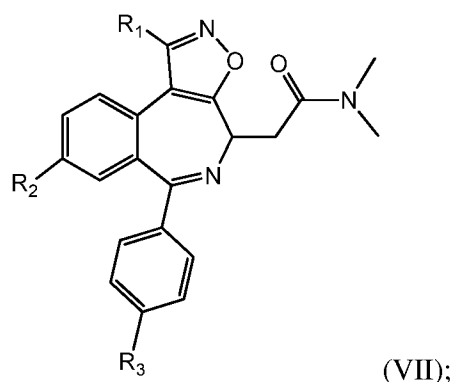


(IV);

or a pharmaceutically acceptable salt thereof, wherein phenyl ring A is optionally substituted.

4. The compound of any one of claims 1 to 3, wherein phenyl ring A is optionally substituted with one or more groups represented by R_3 , wherein R_3 is selected from hydrogen, halogen, (C_1-C_6) alkoxy, (C_1-C_6) haloalkoxy, (C_1-C_6) alkyl, (C_1-C_6) haloalkyl, $-CN$, $-NO_2$, $-OH$, $-NR^cR^c$, $-S(O)_iR^c$, $-NR^cS(O)_2R^c$, $-S(O)_2NR^cR^c$, $-C(=O)OR^c$, $-OC(=O)OR^c$, $-C(=S)OR^c$, $-O(C=S)R^c$, $-C(=O)NR^cR^c$, $-NR^cC(=O)R^c$, $-C(=S)NR^cR^c$, $-NR^cC(=S)R^c$, $-NR^c(C=O)OR^c$, $-O(C=O)NR^cR^c$, $-NR^c(C=S)OR^c$, $-O(C=S)NR^cR^c$, $-NR^c(C=O)NR^cR^c$, $-NR^c(C=S)NR^cR^c$, $-C(=S)R^c$, and $-C(=O)R^c$; and wherein each R^c is independently hydrogen or (C_1-C_6) alkyl.

5. The compound of any one of claims 1 to 4, wherein the compound is of Formula (V), (VI), or (VII):



or a pharmaceutically acceptable salt thereof.

6. The compound of any one of claims 1 to 5, wherein R_2 is selected from optionally substituted pyridinyl, optionally substituted pyrazolyl, and optionally substituted oxadiazolyl.

7. The compound of any one of claims 1 to 6, wherein R_2 is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are substituted with one or more groups selected from hydrogen, halogen, (C_1-C_6) alkoxy, (C_1-C_6) haloalkoxy, (C_1-C_6) alkyl, (C_1-C_6) haloalkyl, -CN, -NO₂, -OH, -NR^cR^c, -S(O)₂R^c, -NR^cS(O)₂R^c, -S(O)₂NR^cR^c, -C(=O)OR^c, -OC(=O)OR^c, -C(=S)OR^c, -O(C=S)R^c, -C(=O)NR^cR^c, -NR^cC(=O)R^c, -C(=S)NR^cR^c, -NR^cC(=S)R^c, -NR^c(C=O)OR^c, -O(C=O)NR^cR^c, -NR^c(C=S)OR^c, -O(C=S)NR^cR^c, -NR^c(C=O)NR^cR^c, -NR^c(C=S)NR^cR^c, -C(=S)R^c, and -C(=O)R^c; and wherein each R^c is independently hydrogen or (C_1-C_6) alkyl.

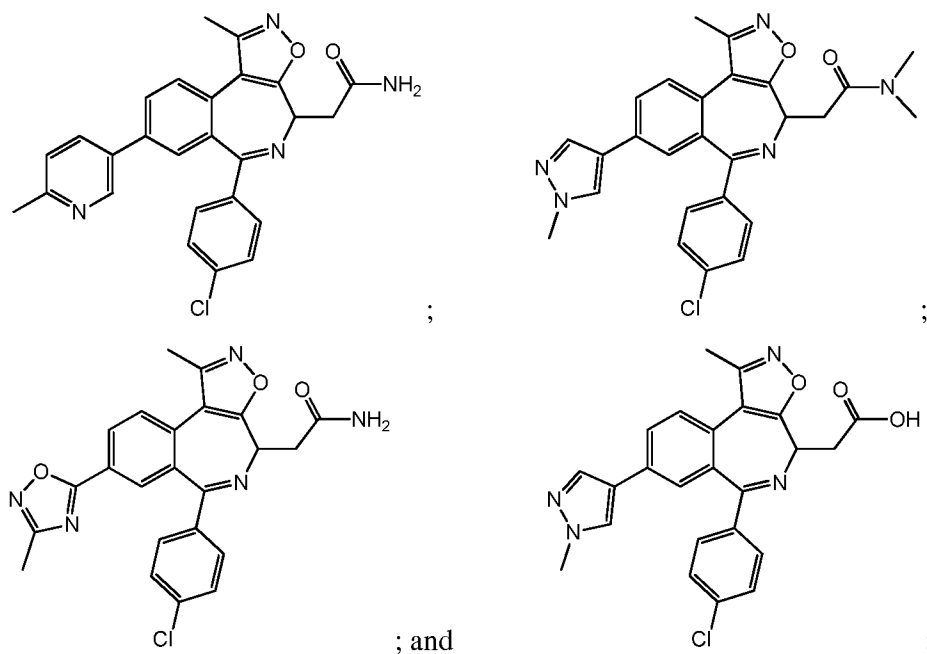
8. The compound of any one of claims 1 to 7, wherein R_1 is alkyl; R_2 is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are substituted with one or more groups

selected from (C₁-C₆)alkoxy, (C₁-C₆)haloalkoxy, (C₁-C₆)alkyl, (C₁-C₆)haloalkyl, halo, hydroxyl, cyano, -NH(C₁-C₆)alkyl, -NH₂, -N(C₁-C₆)alkyl₂, -C(=O)OR^c, -OC(=O)OR^c, and -C(=O)R^c; and R₃ is selected from (C₁-C₆)alkoxy, (C₁-C₆)haloalkoxy, (C₁-C₆)alkyl, (C₁-C₆)haloalkyl, halo, hydroxyl, cyano, -NH(C₁-C₆)alkyl, -NH₂, -N(C₁-C₆)alkyl₂, -C(=O)OR^c, -OC(=O)OR^c, and -C(=O)R^c.

9. The compound of any one of claims 1 to 8, wherein R₁ is methyl; R₂ is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are substituted with one or more groups selected from (C₁-C₆)alkoxy, (C₁-C₆)haloalkoxy, (C₁-C₆)alkyl, (C₁-C₆)haloalkyl, and halo; and R₃ is selected from (C₁-C₆)alkoxy, (C₁-C₆)haloalkoxy, (C₁-C₆)alkyl, (C₁-C₆)haloalkyl, and halo.

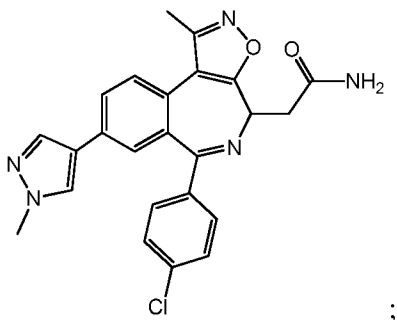
10. The compound of any one of claims 1 to 9, wherein R₁ is methyl; R₂ is selected from pyridinyl, pyrazolyl, and oxadiazolyl, each of which are optionally substituted with (C₁-C₆)alkyl; and R₃ is halo.

11. The compound of any one of claims 1 to 10, wherein the compound is of a formula selected from:



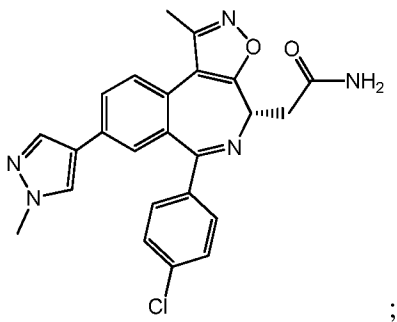
or a pharmaceutically acceptable salt thereof.

12. A compound that is of the formula:



or a pharmaceutically acceptable salt thereof.

13. The compound of claim 12, wherein the compound is of the formula:



or a pharmaceutically acceptable salt thereof.

14. A pharmaceutical composition comprising: i) a pharmaceutically acceptable carrier or diluent; and ii) the compound in any one of claims 1-13; or a pharmaceutically acceptable salt thereof.

15. A method of treating a human with a disorder modulated by a bromodomain-containing protein, comprising the step of administering to the human an effective amount of the compound in any one of claims 1-13, or a pharmaceutically acceptable salt thereof.

16. The method of claim 15, wherein the disorder is a proliferative disorder, inflammatory disease, sepsis, autoimmune disease, or viral infection.

17. The method of claim 16, wherein the proliferative disorder is a cancer selected from adenocarcinoma, hematological malignancies, adult T-cell leukemia/lymphoma, bladder cancer, blastoma, bone cancer, breast cancer, brain cancer, carcinoma, myeloid sarcoma, cervical cancer, colorectal cancer, esophageal cancer, gastrointestinal cancer, glioblastoma multiforme, glioma, gallbladder cancer, gastric cancer, head and neck cancer, Hodgkin's lymphoma, non-Hodgkin's lymphoma, intestinal cancer, kidney cancer, laryngeal cancer, leukemia, lung cancer, lymphoma, liver cancer, small cell lung cancer, non-small cell lung cancer, mesothelioma, multiple myeloma, ocular cancer, optic nerve tumor, oral cancer, ovarian cancer, pituitary tumor, primary central nervous system lymphoma, prostate cancer, pancreatic cancer, pharyngeal cancer, renal cell carcinoma, rectal cancer, sarcoma, skin cancer, spinal tumor, small intestine cancer, stomach cancer, T-cell lymphoma, testicular cancer, thyroid cancer, throat cancer, urogenital cancer, urothelial carcinoma, uterine cancer, vaginal cancer, or Wilms' tumor.
18. The method of claim 17, wherein the cancer is selected from Burkitt's lymphoma, myelogenous leukemia, hematological malignancies, multiple myeloma, breast cancer, osteosarcoma, ovarian cancer, lung cancer, and colorectal cancer.
19. The method of claim 18, wherein the cancer is acute myelogenous leukemia or Burkitt's lymphoma.
20. The compound of any one of claims 1 to 13, wherein all hydrogen atoms are present at natural abundance.