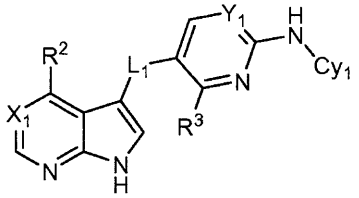
CLAIMS

What is claimed is:

1. A compound having the chemical structure of Formula I,



Formula I

or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof,

wherein:

X_1 is –N=, -C(H)=, or -C(R^1)= ;

Y_1 is –N= and R^3 is hydrogen; or Y_1 is -C(H)= and R^3 is fluoro or chloro;

L_1 is -C(H_2)- or -C(O)-;

Cy_1 is cycloalkyl optionally substituted with one or more R^4, phenyl optionally substituted with one or more R^5, or 5 or 6 membered heteroaryl optionally substituted on an available carbon atom with one or more R^6 and optionally substituted on an available nitrogen atom with R^7;

when X_1 is -C(R^1)=, R^2 is hydrogen;

when X_1 is –N= or -C(H)=, R^2 is selected from the group consisting of hydrogen, cycloalkyl, lower alkyl optionally substituted with one or more R^8, -N(R^{9a})(R^{9b}), and -O-R^9;

R^1 is fluoro, chloro, or lower alkyl optionally substitituted with one or more fluoro;

each R^4 is independently selected from the group consisting of fluoro, -OH, lower alkyl optionally substitituted with one or more fluoro, and lower alkoxy optionally substituted with one or more fluoro;

each R^5 is independently selected from the group consisting of fluoro, chloro, -O-R^{10}, -S-R^{11}, -S(O_2)-R^{12}, and lower alkyl optionally substitituted with one or more R^{13};

each R^6 is independently selected from the group consisting of fluoro, chloro, bromo, cycloalkyl, lower alkyl optionally substituted with one or more fluoro, and lower alkoxy optionally substituted with one or more fluoro; or two R^6 bound to adjacent carbon atoms of the heteroaryl ring form a fused cycloalkyl ring;

R^7 is cycloalkyl, lower alkoxy or lower alkyl optionally substituted with one or more fluoro;

R^8 is fluoro or lower alkoxy optionally substitituted with one or more fluoro;

R^{9a} is H and R^{9b} is selected from the group consisting of (i) H, lower alkyl, lower alkyl substituted with one or more fluoro, lower alkyl substituted with lower alkoxy or lower alkyl substituted with hydroxyl and (ii) cycloalkyl, cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, each of which is optionally substituted with one to three members selected from lower alkyl, haloalkyl, lower alkoxy or fluoro; or

R^{9a} and R^{9b} together with the nitrogen to which they are attached form a 5- or 6-membered ring having from 0 to 1 additional heteroatom selected from O, N or S, each of which is optionally substituted with one to three members selected from lower alkyl, haloalkyl, lower alkoxy or fluoro;

R^9 is lower alkyl, lower alkyl substituted with one or more fluoro, or lower alkyl substituted with lower alkoxy;

each R^{10}, R^{11} and R^{12} are independently lower alkyl optionally substituted with one or more fluoro; and

each R^{13} is independently selected from the group consisting of fluoro, -OH, and lower alkoxy optionally substituted with one or more fluoro.

2. The compound of claim **1**, wherein X_1 is N, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

3. The compound of claim **2**, wherein L_1 is CH_2, Y_1 is CH and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

4. The compound of claim **2**, wherein L_1 is CH_2, Y_1 is N and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

5. The compound of claim **2**, wherein L_1 is -C(=O)-, Y_1 is CH and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

6. The compound of claim **2**, wherein L_1 is -C(=O)-, Y_1 is N and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

7. The compound of claim **1**, wherein X_1 is $-C(R^1)=$, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

8. The compound of claim **7**, wherein L_1 is CH_2, Y_1 is CH and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

9. The compound of claim **7**, wherein L_1 is -C(=O)-, Y_1 is CH and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

10. The compound of claim **7**, wherein L_1 is $-CH_2$-, Y_1 is N and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

11. The compound of claim **7**, wherein L_1 is -C(=O)-, Y_1 is N and R^3 is F, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

12. The compound of claim **1**, wherein X_1 is N and R^2 is $-N(R^{9a})(R^{9b})$, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

13. The compound of any of claims **1-12**, wherein Cy_1 is cycloalkyl optionally substituted with one or more R^4, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

14. The compound of claim **13**, wherein Cy_1 is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclopentyl, each of which is optionally substituted with from 1 to 3 R^4, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

15. The compound of any of claims **1-12**, wherein Cy_1 is phenyl optionally substituted with one or more R^5, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

16. The compound of any of claims **1-12**, wherein Cy_1 is 5 or 6-membered heteroaryl optionally substituted on an available carbon atom with one or more R^6 and optionally substituted on an available nitrogen atom with R^7, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

17. The compound of claim **16**, wherein Cy_1 is 3-pyridyl, 2-pyrrolyl, 3-pyrrolyl or 4-pyrazolyl, optionally substituted on an available carbon atom with from 1 to 3 R^6 and optionally substituted on an available nitrogen atom with R^7, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

18. The compound of claim **16** or **17**, wherein each R^6 is independently selected from the group consisting of fluoro, chloro, bromo, cycloalkyl, lower alkyl optionally substituted with from one to three fluoro, and lower alkoxy optionally substituted with one to three fluoro; or two R^6 bound to adjacent carbon atoms of the heteroaryl ring form a fused cycloalkyl ring, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

19. The compound of any of claims **1-12**, wherein R^{9a} is H and R^{9b} is selected from H, lower alkyl, lower alkyl substituted with hydroxy, lower alkyl substituted with lower alkoxy, lower alkyl substituted with 1 to 3 fluoro groups, cycloalkyl optionally substituted with lower alkyl or one to three fluoro, cycloalkylalkyl optionally substituted with lower alkyl or one to three fluoro substituents, heterocycloalkyl optionally substituted with lower alkyl, heterocycloalkylalkyl, arylalkyl optionally substituted with from 1 to 3 members selected from lower alkyl, fluoro or haloalkyl and heteroarylalkyl optionally substituted with from one to three members selected from alkyl, fluoro or haloalkyl.

20. The compound of claim **19**, wherein R^{9a} is H and R^{9b} is selected from (i) H, methyl, ethyl, t-butyl, propyl, isopropyl, 2-butyl, n-butyl, 2-hydroxy-2-methylpropyl, 2-methoxyethyl, 3-

methoxypropyl, 2,2,2-trifluoroethyl, or 4-methoxybutyl and (ii) cyclopropyl, cyclobutyl, cyclopentyl, cylohexyl, cyclopropylmethyl, cyclobutylmethyl, cyclopentylmethyl, cyclohexymethyl, benzyl, 1-methylbenzyl, 4,4-difluorocyclohexyl, 2-tetrahydrofuranylmethyl, 4-piperadinyl, 3-pyridyl, 2-pyridyl or 4-pyridyl,each of which is optionally substituted with from 1 to 3 members selected from lower alkyl, lower alkoxy, fluoro or CF_3, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

21. The compound of any of claims **1-12** , wherein -N(R^{9a})(R^{9b}) is 1-piperadinyl, 4-morpholinyl, 1-piperazinyl or 1-pyrrolidinyl, each of which is optionally substituted with one to three members selected from lower alkyl, haloalkyl, lower alkoxy or fluoro, or a salt, a prodrug, a solvate, a tautomer, or a stereoisomer thereof.

22. The compound according to claim **1**, wherein the compound is selected from any of compounds P-3001, P-3003 to P-3053, P-4001 to P-4032 and P-4036 to P-4202 as set forth in Table 1 or Table 2 , or a salt, a prodrug, a solvate, a tautomer, or a stereoisomer thereof.

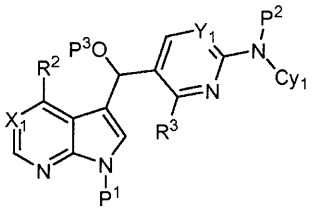
23. A composition comprising a compound according to any of claims **1-22**, or a salt, a prodrug, a solvate, a tautomer, or a stereoisomer thereof; and a pharmaceutically acceptable carrier.

24. A composition comprising a compound of any of claims **1-22**, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof, a pharmaceutically acceptable carrier and a chemotherapeutic agent.

25. A kit comprising a compound according to any of claims **1-22**, or a salt, a prodrug, a solvate, a tautomer or a stereoisomer thereof.

26. A method for preparing a compound of Formula I according to claim **1**, said method comprising:

contacting a compound of Formula (II):

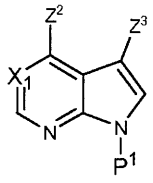


(II)

with an agent under conditions sufficient to prepare the compound of Formula (I), wherein P^1 and P^2 are each independently an amino protecting group and P^3 is H or a protecting group.

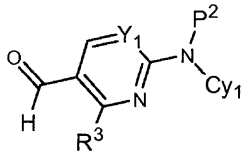
27. A method for preparing a compound of Formula II according to claim **26**, said method comprising:

contacting a compound of Formula (III):



(III)

with a compound of Formula IV:



IV

under conditions sufficient to form a compound of Formula (II), wherein Z^2 is Cl, Br or R^2 and Z^3 is iodo or a leaving group.

28. A method for treating a subject suffering from or at risk of a disease or condition, comprising administering to the subject in need thereof an effective amount of a compound according to any of claims **1-22**, wherein the disease or condition is selected from the group consisting of rheumatoid arthiritis, osteoarthritis, osteoporosis, peri-prosthetic osteolysis, systemic sclerosis, demyelinating disorders, multiple sclerosis, Charcot Marie Tooth syndrome, amyotrophic lateral sclerosis, Alzheimer's disease, Parkinson's disease, global ischemia, ulcerative colitis, Crohn's disease, immune thrombocytopenic purpura, atherosclerosis, systemic lupus erythematosis, myelopreparation for autologous transplantation, transplant rejection, glomerulonephritis, interstitial nephritis, Lupus nephritis, tubular necrosis, diabetic nephropathy, renal hypertrophy, type I diabetes, acute pain, inflammatory pain, neuropathic pain, acute myeloid leukemia, melanoma, multiple myeloma, breast cancer, prostate cancer, pancreatic cancer, lung cancer, ovarian cancer, gliomas, glioblastomas, neurofibromatosis, osteolytic bone metastases, brain metastases, gastrointestinal stromal tumors, and giant cell tumors.

29. A method for treating a subject suffering from or at risk of a disease or condition, comprising administering to the subject in need thereof an effective amount of a compound according to any of claims **1-22**, wherein the disease or condition is selected from the group consisting of rheumatoid arthiritis, osteoarthritis, osteoporosis, peri-prosthetic osteolysis, multiple sclerosis, Alzheimer's disease, Parkinson's disease, global ischemia, renal hypertrophy, acute myeloid leukemia, melanoma, multiple myeloma, breast cancer, prostate cancer, pancreatic cancer, glioblastoma, neurofibromatosis, brain metastases, and gastrointestinal stromal tumors.

30. A method for treating a subject suffering from or at risk of a disease or condition, comprising administering to the subject in need thereof an effective amount of a compound according to any of claims **1-22**, wherein the disease or condition is selected from the group consisting of pancreatic cancer, prostate cancer, and multiple myeloma.

31. Use of a compound according to any of claims **1-22** in the preparation of a medicament for the treatment of a disease or condition selected from the group consisting of rheumatoid arthiritis, osteoarthritis, osteoporosis, peri-prosthetic osteolysis, systemic sclerosis, demyelinating disorders, multiple sclerosis, Charcot Marie Tooth syndrome, amyotrophic lateral sclerosis, Alzheimer's disease, Parkinson's disease, global ischemia, ulcerative colitis, Crohn's disease, immune thrombocytopenic purpura, atherosclerosis, systemic lupus erythematosis, myelopreparation for autologous transplantation, transplant rejection, glomerulonephritis, interstitial nephritis, Lupus nephritis, tubular necrosis, diabetic nephropathy, renal hypertrophy, type I diabetes, acute pain, inflammatory pain, neuropathic pain, acute myeloid leukemia, melanoma, multiple myeloma, breast cancer, prostate cancer, pancreatic cancer, lung cancer, ovarian cancer, gliomas, glioblastomas, neurofibromatosis, osteolytic bone metastases, brain metastases, gastrointestinal stromal tumors, and giant cell tumors.

32. Use of a compound according to any of claims **1-22** in the preparation of a medicament for the treatment of a disease or condition selected from the group consisting of rheumatoid arthiritis, osteoarthritis, osteoporosis, peri-prosthetic osteolysis, multiple sclerosis, Alzheimer's disease, Parkinson's disease, global ischemia, renal hypertrophy, acute myeloid leukemia, melanoma, multiple myeloma, breast cancer, prostate cancer, pancreatic cancer, glioblastoma, neurofibromatosis, brain metastases, and gastrointestinal stromal tumors.

33. Use of a compound according to any of claims **1-22** in the preparation of a medicament for the treatment of a disease or condition selected from the group consisting of pancreatic cancer, prostate cancer, and multiple myeloma.

34. A compound according to any of claims **1-22** for the treatment of a disease or condition selected from the group consisting of rheumatoid arthiritis, osteoarthritis, osteoporosis, peri-prosthetic osteolysis, systemic sclerosis, demyelinating disorders, multiple sclerosis, Charcot Marie Tooth syndrome, amyotrophic lateral sclerosis, Alzheimer's disease, Parkinson's disease, global ischemia, ulcerative colitis, Crohn's disease, immune thrombocytopenic purpura, atherosclerosis, systemic lupus erythematosis, myelopreparation for autologous transplantation, transplant rejection, glomerulonephritis, interstitial nephritis, Lupus nephritis, tubular necrosis, diabetic nephropathy, renal hypertrophy, type I diabetes, acute pain,

inflammatory pain, neuropathic pain, acute myeloid leukemia, melanoma, multiple myeloma, breast cancer, prostate cancer, pancreatic cancer, lung cancer, ovarian cancer, gliomas, glioblastomas, neurofibromatosis, osteolytic bone metastases, brain metastases, gastrointestinal stromal tumors, and giant cell tumors.

35. A compound according to any of claims **1-22** for the treatment of a disease or condition selected from the group consisting of rheumatoid arthiritis, osteoarthritis, osteoporosis, peri-prosthetic osteolysis, multiple sclerosis, Alzheimer's disease, Parkinson's disease, global ischemia, renal hypertrophy, acute myeloid leukemia, melanoma, multiple myeloma, breast cancer, prostate cancer, pancreatic cancer, glioblastoma, neurofibromatosis, brain metastases, and gastrointestinal stromal tumors.

36. A compound according to any of claims **1-22** for the treatment of a disease or condition selected from the group consisting of pancreatic cancer, prostate cancer, and multiple myeloma.

CLAIMS

What is claimed is:

1. An invention not claimed in any divisional application.