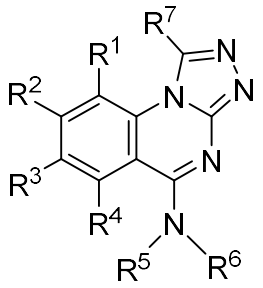
WHAT IS CLAIMED IS:

1. A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

R^1 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, or –CN;

R^2 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NO, -NO_2, -$C(O)R^{2a}$, -$C(O)OR^{2a}$, -$OC(O)R^{2a}$, -$C(O)N(R^{2a})(R^{2b})$, -$N(R^{2a})C(O)R^{2b}$, -$OC(O)N(R^{2a})(R^{2b})$, -$N(R^{2a})C(O)OR^{2b}$, -$C(=NR^{2a})N(R^{2b})(R^{2c})$, -$N(R^{2a})(R^{2b})$, -$N(R^{2a})N(R^{2b})(R^{2c})$, -$N(R^{2a})N=C(R^{2b})(OR^{2c})$, -$OR^{2a}$, -$SR^{2a}$, -$S(O)R^{2a}$, -$S(O)(NR^{2a})(R^{2b})$, -$S(NR^{2a})(NR^{2b})(R^{2c})$, -$S(O)_2R^{2a}$, -$S(O)_2N(R^{2a})(R^{2b})$, -$N(R^{2a})S(O)_2(R^{2b})$, -$P(R^{2a})(R^{2b})$, -$P(O)(R^{2a})(R^{2b})$, -$P(O)(OR^{2a})(R^{2b})$, -$P(O)(OR^{2a})(OR^{2b})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein each alkyl, alkenyl or alkynyl is independently optionally substituted with 1 to 3 R^{2d} groups, each cycloalkyl is optionally substituted with 1 to 3 R^{2e} groups, each aryl is optionally substituted with 1 to 3 R^{2f} groups, each heterocycloalkyl is optionally substituted with 1 to 3 R^{2g} groups, and each heteroaryl is optionally substituted with 1 to 3 R^{2h} groups;

each R^{2a}, R^{2b}, and R^{2c} is independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-

(heteroaryl), wherein the aryl or heteroaryl is optionally substituted with 1 to 3 R^{2j};

alternatively, R^{2a}, R^{2b}, and R^{2c} when attached to the same atom can be combined with the atom to which they are attached to form a heterocycloalkyl;

each R^{2d} is independently –CN, -C(O)R^{2d1}, -C(O)OR^{2d1}, -OC(O)R^{2d1}, -C(O)N(R^{2d1})(R^{2d2}), -N(R^{2d1})C(O)R^{2d2}, -OC(O)N(R^{2d1})(R^{2d2}), -N(R^{2d1})C(O)OR^{2d2}, -N(R^{2d1})(R^{2d2}), =O, -OR^{2d1}, -SR^{2d1}, -S(O)R^{2d1}, -S(O)(NR^{2d1})(R^{2d2}), -S(O)$_2$$R^{2d1}$, -S(O)N($R^{2d1}$)($R^{2d2}$), -N($R^{2d1}$)S(O)$_2$$R^{2d2}$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{2d1} and R^{2d2} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, or C_{1-6} haloalkyl;

each R^{2e}, R^{2f}, R^{2g}, and R^{2h} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, or -OH;

each R^{2j} is independently C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, or C_{1-6} haloalkoxy;

R^3 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -NO, -NO_2, -C(O)R^{3a}, -C(O)OR^{3a}, -OC(O)R^{3a}, -C(O)N(R^{3a})(R^{3b}), -N(R^{3a})C(O)R^{3b}, -OC(O)N(R^{3a})(R^{3b}), -N(R^{3a})C(O)OR^{3b}, -C(=NR^{3a})N(R^{3b})(R^{3c}), -N(R^{3a})(R^{3b}), -N(R^{3a})N(R^{3b})(R^{3c}), -N(R^{3a})N=C(R^{3b})(OR^{3c}), -OR^{3a}, -SR^{3a}, -S(O)R^{3a}, -S(O)(NR^{3a})(R^{3b}), -S(NR^{3a})(NR^{3b})(R^{3c}), -S(O)$_2$$R^{3a}$, -S(O)$_2$N($R^{3a}$)($R^{3b}$), -N($R^{3a}$)S(O)$_2$($R^{3b}$), -P($R^{3a}$)($R^{3b}$), -P(O)($R^{3a}$)($R^{3b}$), -P(O)(O$R^{3a}$)($R^{3b}$), -P(O)(O$R^{3a}$)(O$R^{3b}$), C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein each alkenyl or alkynyl is independently optionally substituted with 1 to 3 R^{3d} groups, each cycloalkyl is optionally substituted with 1 to 3 R^{3e} groups, each aryl is optionally substituted with 1 to 3 R^{3f} groups, each heterocycloalkyl is optionally substituted with 1 to 3 R^{3g} groups, and each heteroaryl is optionally substituted with 1 to 3 R^{3h} groups;

each R^{3a}, R^{3b}, and R^{3c} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, or heteroaryl;

alternatively, R^{3a}, R^{3b}, and R^{3c} when attached to the same atom can be combined with the atom to which they are attached to form a heterocycloalkyl;

each R^{3d} is independently -$N(R^{3d1})(R^{3d2})$, -OR^{3d1}, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, or heteroaryl;

each R^{3d1} and R^{3d2} is independently hydrogen, C_{1-6} alkyl, or –C(O)O-(C_{1-6} alkyl);

each R^{3e}, R^{3f}, R^{3g}, and R^{3h} is independently hydrogen, C_{1-6} alkyl, C_{1-6} alkoxy, halogen, C_{1-6} haloalkyl or C_{1-6} haloalkoxy;

R^4 is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, or –CN;

R^5 is C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

R^6 is C_{6-12} aryl or heteroaryl, wherein the aryl or heteroaryl are each optionally substituted with 1 to 3 R^{6a};

each R^{6a} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, –CN, -NO_2, -$C(O)R^{6b}$, -$C(O)OR^{6b}$, -$OC(O)R^{6b}$, -$C(O)N(R^{6b})(R^{6c})$, -$N(R^{6b})C(O)R^{6c}$, -$C(=NR^{6b})N(R^{6c})(R^{6d})$, -$N(R^{6b})(R^{6c})$, -$OR^{6b}$, -$SR^{6b}$, -$S(O)R^{6b}$, -$S(O)_2R^{6b}$, -$S(NR^{6b})(NR^{6c})R^{6d}$, -$S(O)(NR^{6b})(R^{6c})$, -$S(O)_2N(R^{6b})(R^{6c})$, -$N(R^{6b})S(O)_2(R^{6c})$, -$P(R^{6b})(R^{6c})$, -$P(O)(R^{6b})(R^{6c})$, -$P(O)(OR^{6b})(R^{6c})$, -$P(O)(OR^{6b})(OR^{6c})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is each optionally substituted with 1 to 3 R^{6e}, the alkyl is optionally substituted with R^{6f}, and the alkynyl is optionally substituted with 1 to 4 R^{6j};

each R^{6b}, R^{6c} and R^{6d} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10}

cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is optionally substituted by 1 to 3 R^{6k};

each R^{6k} is independently C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, heterocycloalkyl, or C_{1-6} alkyl-(heterocycloalkyl);

each R^{6e} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, –CN, $-NO_2$, $-C(O)R^{6e1}$, $-C(O)OR^{6e1}$, $-OC(O)R^{6e1}$, $-C(O)N(R^{6e1})(R^{6e2})$, $-N(R^{6e1})C(O)R^{6e2}$, $-OC(O)N(R^{6e1})(R^{6e2})$, $-N(R^{6e1})C(O)OR^{6e2}$, $-C(=NR^{6e1})N(R^{6e2})(R^{6e3})$, $-N(R^{6e1})(R^{6e2})$, =O, $-OR^{6e1}$, $-SR^{6e1}$, $-S(O)R^{6e1}$, $-S(NR^{6e1})(NR^{6e2})$, $-S(O)(NR^{6e1})(R^{6e2})$, $-S(O)_2R^{6e1}$, $-S(O)_2N(R^{6e1})(R^{6e2})$, $-SF_5$, $-N(R^{6e1})S(O)_2(R^{6e2})$, $-P(R^{6e1})(R^{6e2})$, $-P(O)(R^{6e1})(R^{6e2})$, $-P(O)(OR^{6e1})(R^{6e2})$, $-P(O)(OR^{6e1})(OR^{6e2})$, $-Si(R^{6e1})(R^{6e2})(R^{6e3})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-12} aryl, C_{1-6} alkyl-C_{6-12} aryl, heterocycloalkyl, C_{1-6} alkyl-heterocycloalkyl, heteroaryl, or C_{1-6} alkyl-heteroaryl, wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is each optionally substituted with 1 to 3 R^{6h}, and the alkyl is optionally substituted with 1 to 3 R^{6m};

each R^{6e1}, R^{6e2}, and R^{6e3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl), wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is optionally substituted with 1 to 3 R^{6n};

each R^{6n} is C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, $-C(O)R^{6n1}$, $-C(O)OR^{6n1}$, $-OC(O)R^{6n1}$, $-C(O)N(R^{6n1})(R^{6n2})$, $-N(R^{6n1})C(O)R^{6n2}$, $-OC(O)N(R^{6n1})(R^{6n2})$, $-N(R^{6n1})C(O)OR^{6n2}$, $-C(=NR^{6n1})N(R^{6n2})(R^{6n3})$, $-N(R^{6n1})(R^{6n2})$, =O, –OH, $-SR^{6n1}$, $-S(O)R^{6n1}$, $-S(NR^{6n1})(NR^{6n2})R^{6n3}$, $-S(O)(NR^{6n1})(R^{6n2})$, $-S(O)_2R^{6n1}$, $-S(O)_2N(R^{6n1})(R^{6n2})$, or $-N(R^{6n1})S(O)_2(R^{6n2})$;

each R^{6n1}, R^{6n2} and R^{6n3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10}

cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{6h} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -$C(O)R^{6h1}$, -$C(O)OR^{6h1}$, -$OC(O)R^{6h1}$, -$C(O)N(R^{6h1})(R^{6h2})$, -$N(R^{6h1})C(O)R^{6h2}$, -$OC(O)N(R^{6h1})(R^{6h2})$, -$N(R^{6h1})C(O)OR^{6h2}$, -$C(=NR^{6h1})N(R^{6h2})(R^{6h3})$, -$N(R^{6h1})(R^{6h2})$, =O, –OH, -$SR^{6h1}$, -$S(O)R^{6h1}$, -$S(NR^{6h1})(NR^{6h2})R^{6h3}$, -$S(O)(NR^{6h1})(R^{6h2})$, -$S(O)_2R^{6h1}$, -$S(O)_2N(R^{6h1})(R^{6h2})$, -$N(R^{6h1})S(O)_2(R^{6h2})$, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, heterocycloalkyl, or C_{1-6} alkyl-(heterocycloalkyl);

each R^{6h1}, R^{6h2}, and R^{6h3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{6m} is independently halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -$C(O)R^{6m1}$, -$C(O)OR^{6m1}$, -$OC(O)R^{6m1}$, -$C(O)N(R^{6m1})(R^{6m2})$, -$N(R^{6m3})C(O)R^{6m2}$, -$OC(O)N(R^{6m1})(R^{6m2})$, -$N(R^{6m1})C(O)OR^{6m2}$, -$C(=NR^{6m3})N(R^{6m1})(R^{6m2})$, -$N(R^{6m1})(R^{6m2})$, =O, –OH, -$SR^{6m1}$, -$S(O)R^{6m1}$, -$S(NR^{6m1})(NR^{6m2})R^{6m3}$, -$S(O)(NR^{6m1})(R^{6m2})$, -$S(O)_2R^{6m1}$, -$S(O)_2N(R^{6m1})(R^{6m2})$, or -$N(R^{6m3})S(O)_2(R^{6m2})$;

each R^{6m1}, R^{6m2}, and R^{6m3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

R^{6f} is –$OSi(R^{6f1})(R^{6f2})(R^{6f3})$;

R^{6f1}, R^{6f2}, and R^{6f3} are each independently C_{1-6} alkyl;

each R^{6j} is independently C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -$C(O)R^{6j1}$, -$C(O)OR^{6j1}$, -$OC(O)R^{6j1}$, -$C(O)N(R^{6j1})(R^{6j2})$, -$N(R^{6j3})C(O)R^{6j2}$, -$OC(O)N(R^{6j1})(R^{6j2})$, -$N(R^{6j1})C(O)OR^{6j2}$, -$C(=NR^{6j3})N(R^{6j1})(R^{6j2})$, -$N(R^{6j1})(R^{6j2})$, =O, –$OR^{6j1}$, -$SR^{6j1}$, -$S(O)R^{6j1}$, -$S(NR^{6j1})(NR^{6j2})$, -$S(NR^{6j1})(NR^{6j2})R^{6j3}$, -$S(O)(NR^{6j1})(R^{6j2})$, -$S(O)_2R^{6j1}$, -$S(O)_2N(R^{6j1})(R^{6j2})$, -$N(R^{6j1})S(O)_2(R^{6j2})$, -$Si(R^{6j1})(R^{6j2})(R^{6j3})$, C_{3-10} cycloalkyl, C_{6-12} aryl, heterocycloalkyl, or heteroaryl,

wherein the cycloalkyl, aryl, heterocycloalkyl, or heteroaryl is optionally substituted with 1 to 3 R^{6p};

each R^{6j1}, R^{6j2}, and R^{6j3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

each R^{6p} is independently C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, halogen**,** C_{1-6} haloalkyl, C_{1-6} haloalkoxy, -CN, -$C(O)R^{6p1}$, -$C(O)OR^{6p1}$, -$OC(O)R^{6p1}$, -$C(O)N(R^{6p1})(R^{6p2})$, -$N(R^{6p1})C(O)R^{6p2}$, -$OC(O)N(R^{6p1})(R^{6p2})$, -$N(R^{6p1})C(O)OR^{6p2}$, -$C(=NR^{6p3})N(R^{6p1})(R^{6p2})$, -$N(R^{6p1})(R^{6p2})$, =O, -OH, -$SR^{6p1}$, -$S(O)R^{6p1}$, -$S(NR^{6p1})(NR^{6p2})R^{6p3}$, -$S(O)(NR^{6p1})(R^{6p2})$, -$S(O)_2R^{6p1}$, -$S(O)_2N(R^{6p1})(R^{6p2})$, or -$N(R^{6p1})S(O)_2(R^{6p2})$;

each R^{6p1}, R^{6p2}, and R^{6p3} is independently hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, C_{6-10} aryl, C_{1-6} alkyl-C_{6-10} aryl, heterocycloalkyl, C_{1-6} alkyl-(heterocycloalkyl), heteroaryl, or C_{1-6} alkyl-(heteroaryl);

or R^5 and one R^{6a} together with the atoms to which they are attached form a heterocycloalkyl, optionally substituted with 1 to 3 R^{6g};

each R^{6g} is independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{2-6} alkoxyalkyl, halogen, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, or –CN;

R^7 is hydrogen, C_{1-6} alkyl, C_{1-6} hydroxyalkyl, C_{1-6} aminoalkyl, C_{1-6} alkoxy, C_{2-6} alkoxyalkyl, C_{1-6} alkylthio, halogen, C_{1-6} haloalkyl, –CN,–OH, -NH_2, C_{3-10} cycloalkyl, C_{1-6} alkyl-C_{3-10} cycloalkyl, heterocycloalkyl, or C_{1-6} alkyl-(heterocycloalkyl);

each heterocycloalkyl is a 3 to 20 membered ring having 1 to 4 heteroatoms each independently N, O or S; and

each heteroaryl is a 5 to 18 membered ring having 1 to 4 heteroatoms each independently N, O or S.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein R^1 is hydrogen, C_{1-3} alkyl, C_{1-3} alkoxy, or halogen.

3. The compound of any one of claims 1 and 2, or a pharmaceutically acceptable salt thereof, wherein

R^2 is hydrogen, C_{1-3} alkyl, C_{2-3} alkenyl, C_{2-6} alkynyl, C_{1-3} hydroxyalkyl, C_{1-3} alkoxy, C_{2-3} alkoxyalkyl, halogen, C_{1-3} haloalkyl, -CN, -NO, $-NO_2$, $-C(O)R^{2a}$, $-C(O)OR^{2a}$, $-N(R^{2a})C(O)R^{2b}$, $-N(R^{2a})(R^{2b})$, $-N(R^{2a})S(O)_2(R^{2b})$, C_{3-6} cycloalkyl, phenyl, 5 to 6 membered heterocycloalkyl ring having 1 to 2 heteroatoms each independently N or O, or a 5 to 6 membered heteroaryl ring having 1 to 2 heteroatoms each independently N, O, or S, wherein each alkenyl or alkynyl is independently optionally substituted with 1 R^{2d} group, and each phenyl is optionally substituted with 1 R^{2f} group;

each R^{2a} and R^{2b} is independently hydrogen, C_{1-3} alkyl, C_{1-3} hydroxyalkyl, or C_{2-3} alkoxyalkyl;

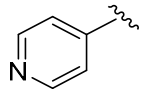
each R^{2d} is independently $-N(R^{2d1})(R^{2d2})$, $-OR^{2d1}$, C_{3-8} cycloalkyl, or phenyl;

each R^{2d1} and R^{2d2} is independently hydrogen or $–C(O)O-(C_{1-4}$ alkyl); and

each R^{2f} is independently C_{1-3} alkoxy or halogen.

4. The compound of any one of claims 1 to 3, or a pharmaceutically acceptable salt thereof, wherein

R^3 is hydrogen, Me, Et, $-CH_2OH$, -OMe, $-CH_2OMe$, F, Cl, Br, -CN, $-NO_2$, -COOMe, $-CONH_2$, $-NH_2$, $-NHSO_2Me$, or

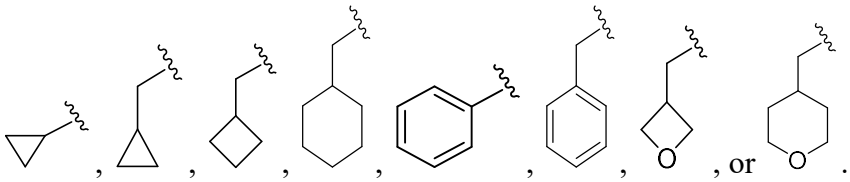


.

5. The compound of any one of claims 1 to 4, or a pharmaceutically acceptable salt thereof, wherein R^4 is hydrogen, C_{1-6} alkyl, or halogen.

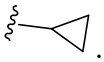
6. The compound of any one of claims 1 to 5, or a pharmaceutically acceptable salt thereof, wherein

R^5 is Me, Et, nPr, nBu, $-CH_2CMe_3$, $-CH_2C{\equiv}CMe$, $-CH_2CH_2C{\equiv}CH$, $-CH_2CH_2OMe$, $-CH_2CH_2OSi(Me)_2(tBu)$, CF_3, $-CH_2CF_2H$, $-CH_2CF_3$,

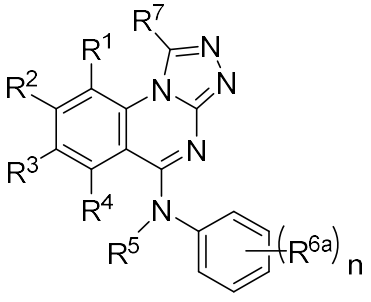


7. The compound of any one of claims 1 to 6, or a pharmaceutically acceptable salt thereof, wherein

R^6 is phenyl or a 5 to 6 membered heteroaryl ring having 1 to 3 heteroatoms each independently N, O, or S, which are each optionally substituted with 1 or 2 R^{6a}.

8. The compound of any one of claims 1 to 7, or a pharmaceutically acceptable salt thereof, wherein R^7 is hydrogen, Me, Et, OMe, -CH_2NMe_2, Cl, OH, NH_2, SMe, or .

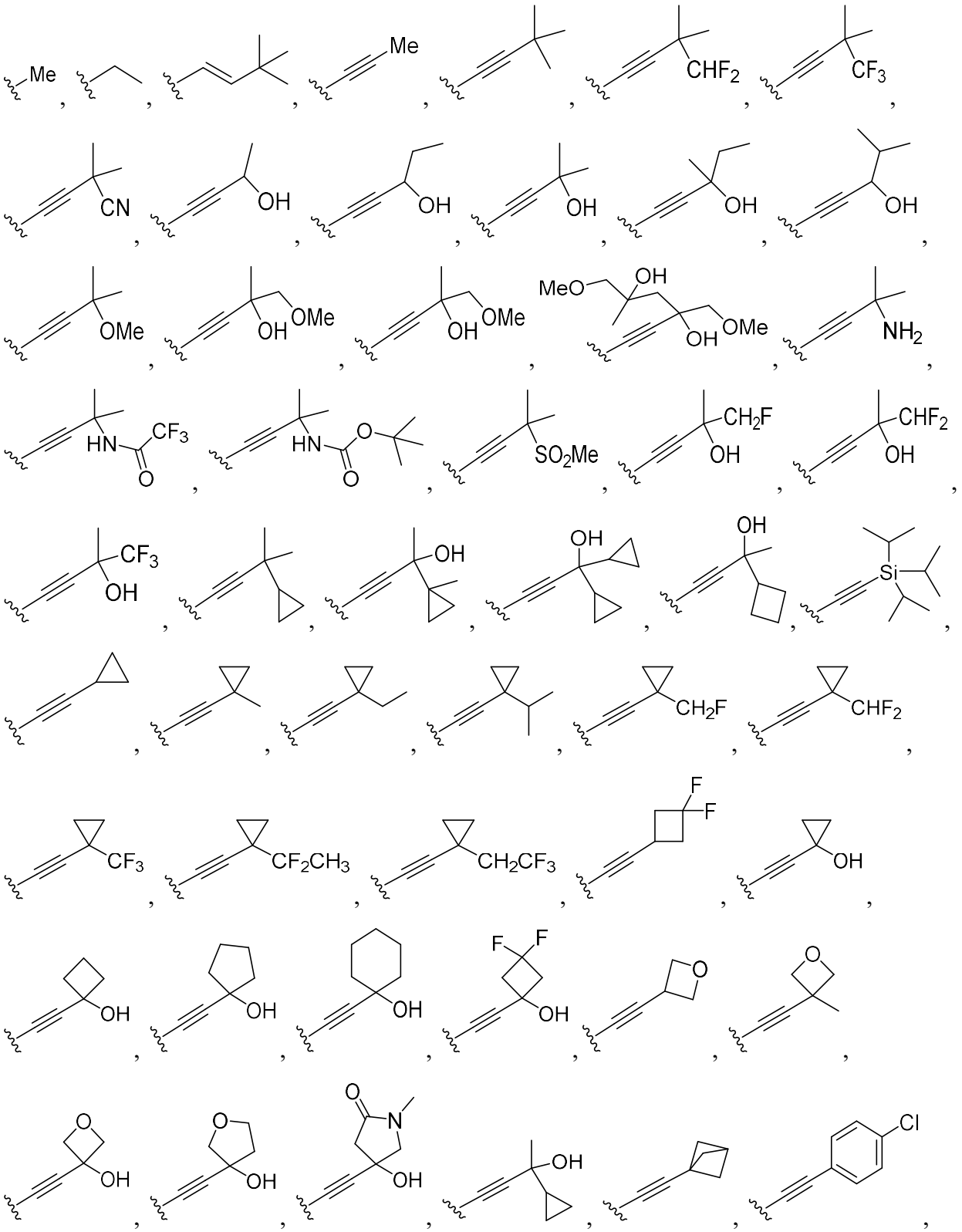
9. The compound of claim 1 to 8, or a pharmaceutically acceptable salt thereof, having the Formula (IIa):

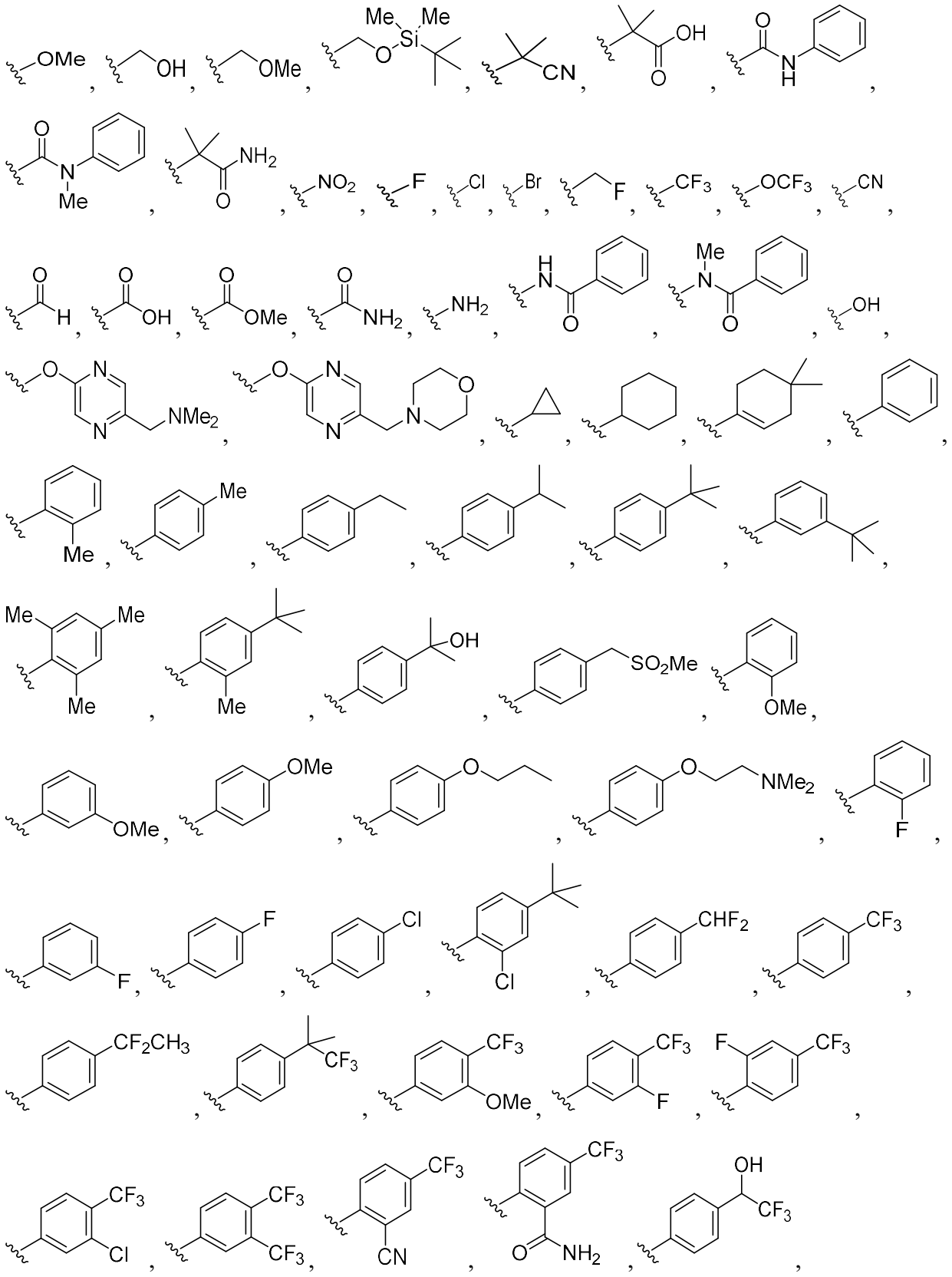

(IIa),

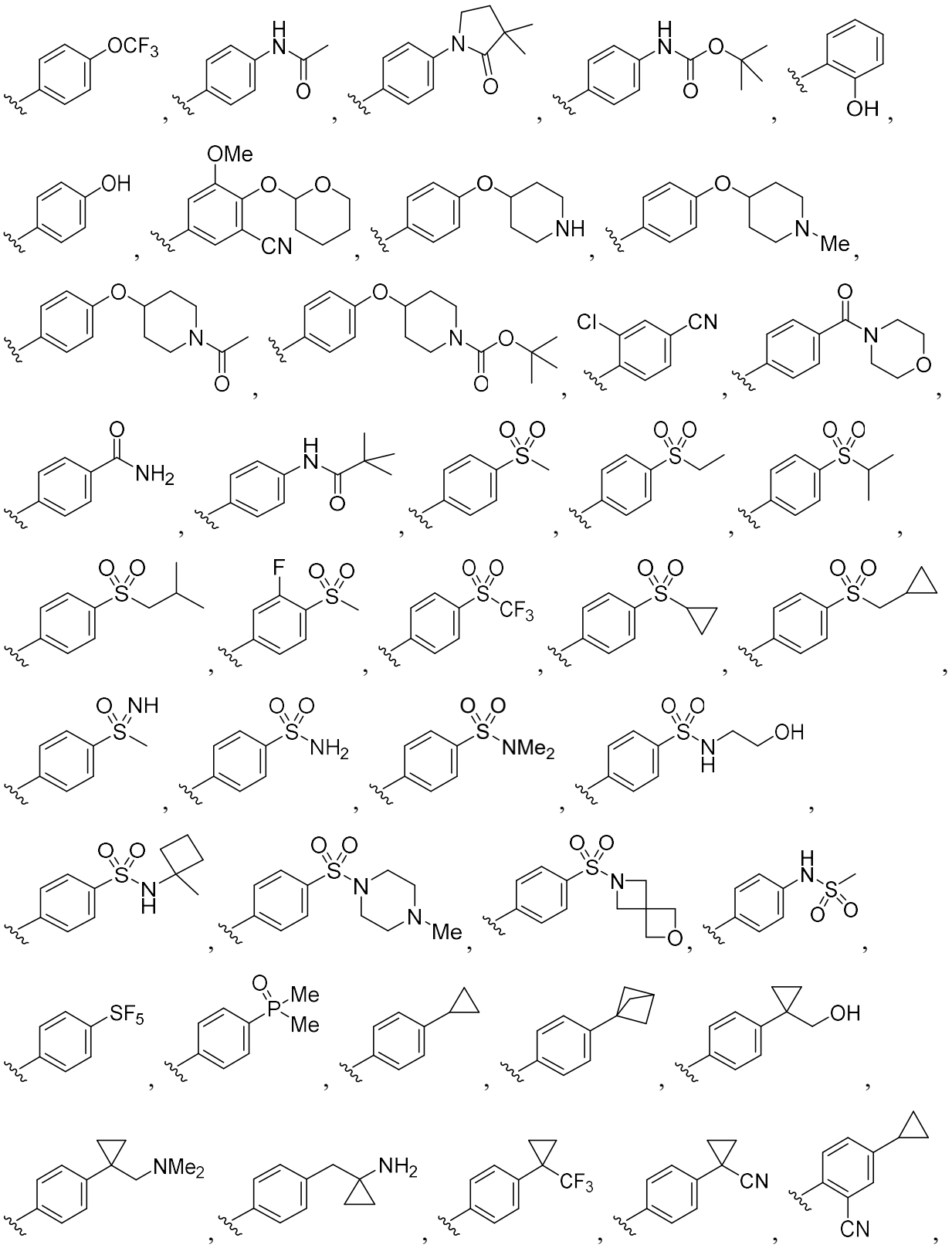
wherein n is 0, 1, 2, or 3.

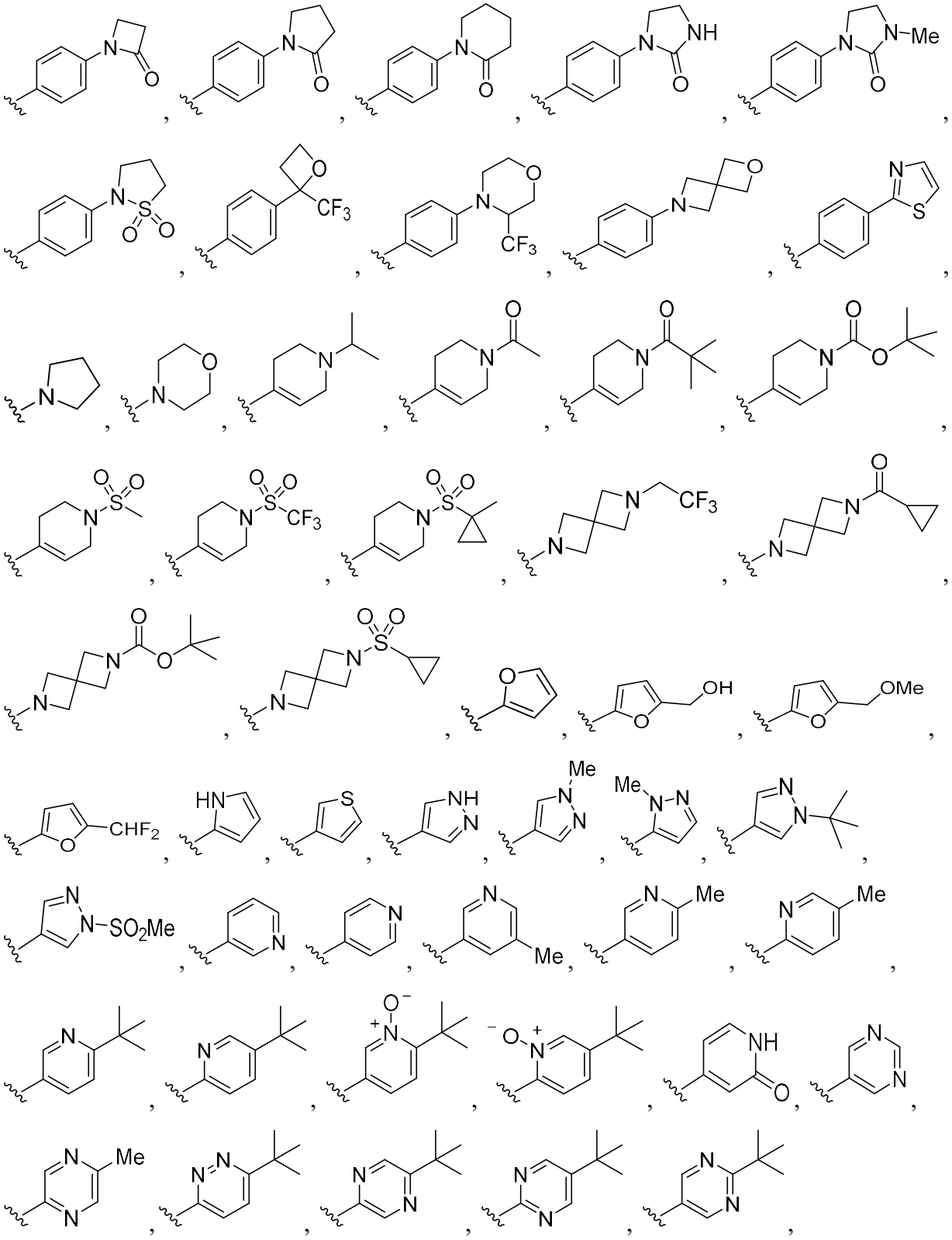
10. The compound of any one of claims 1 to 9, or a pharmaceutically acceptable salt thereof, wherein

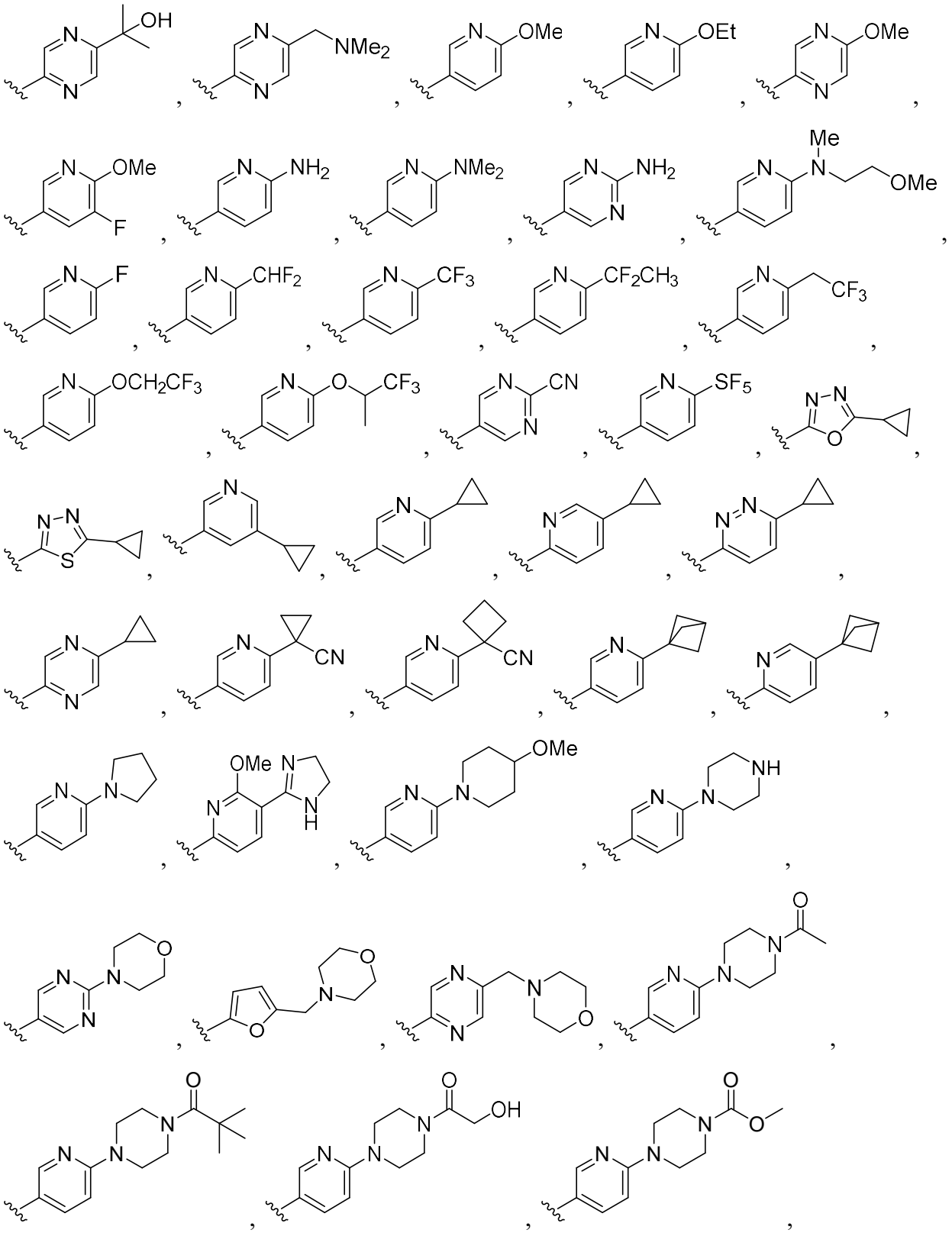
each R^{6a} is independently

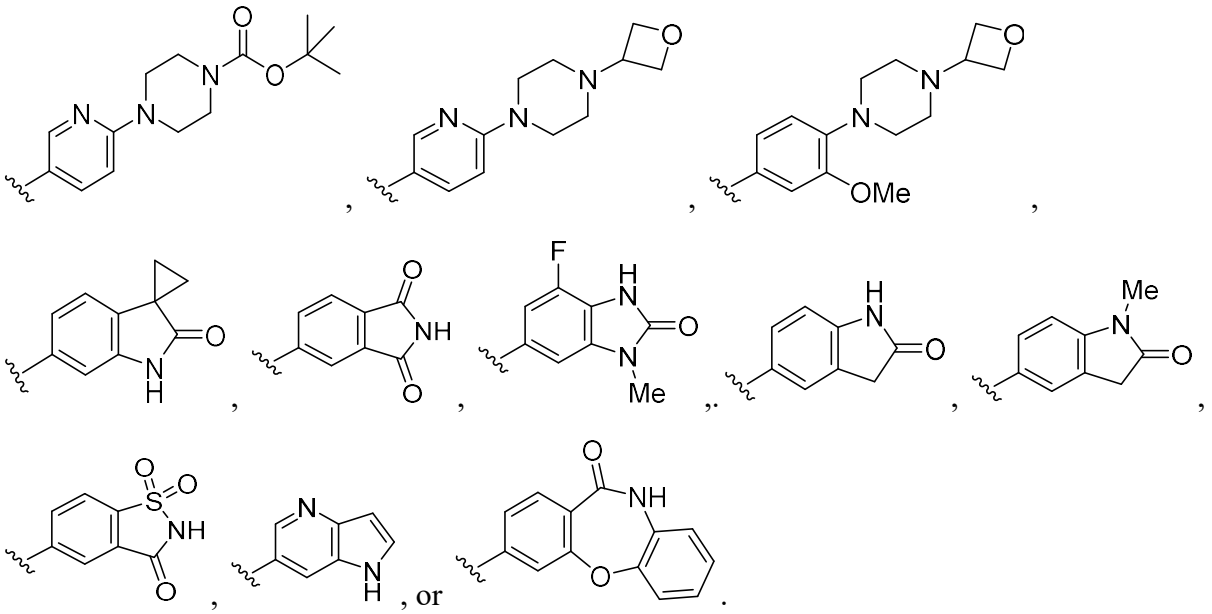

Me
Me
CHF2
CF3
CN
OH
OH
OH
OH
OH
OMe
OH
OMe
OH
OMe
MeO
OH
OH
OMe
NH2
HN
CF3
O
HN
O
O
SO2Me
CH2F
OH
CHF2
OH
CF3
OH
OH
OH
Si
CH2F
CHF2
CF3
CF2CH3
CH2CF3
F
F
OH
OH
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OH
O
N
OH
OH
Cl



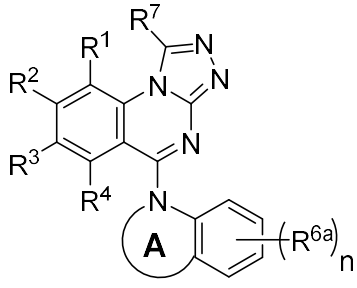








11. The compound of any one of claims 1- 5, or a pharmaceutically acceptable salt thereof, having the structure of Formula (IIc):

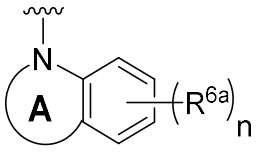


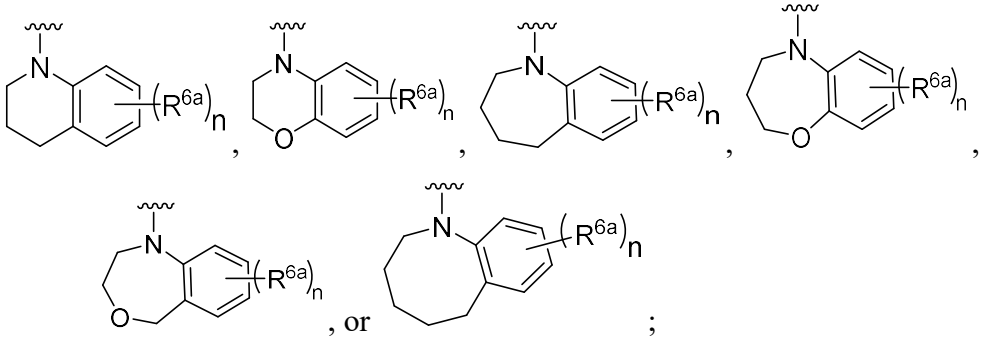
(IIc),

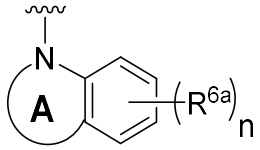
wherein

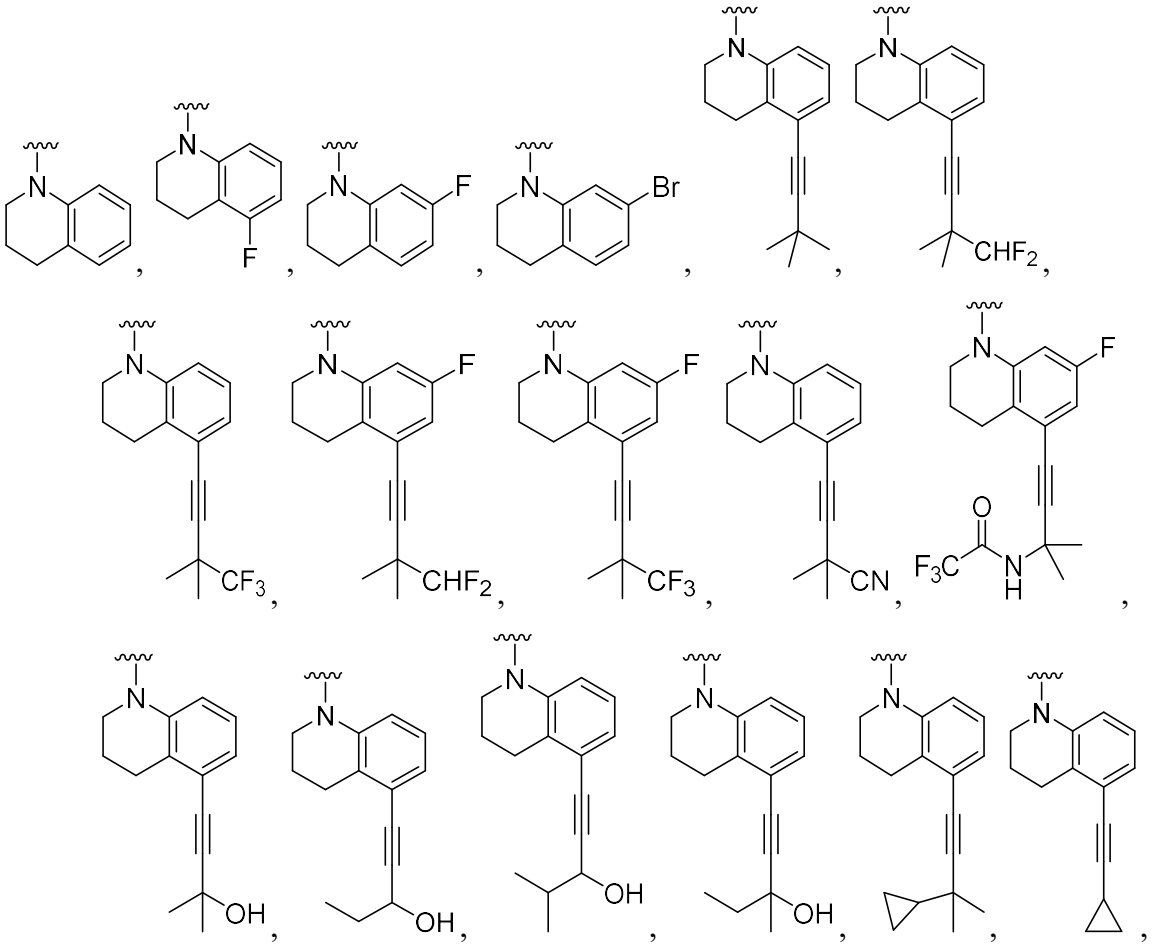
Ring A is a 5 to 8 membered heterocycloalkyl optionally having 1 to 2 additional heteroatoms each independently N, O, or S, and optionally wherein Ring A is substituted with 1 or 2 R^{6g}; and

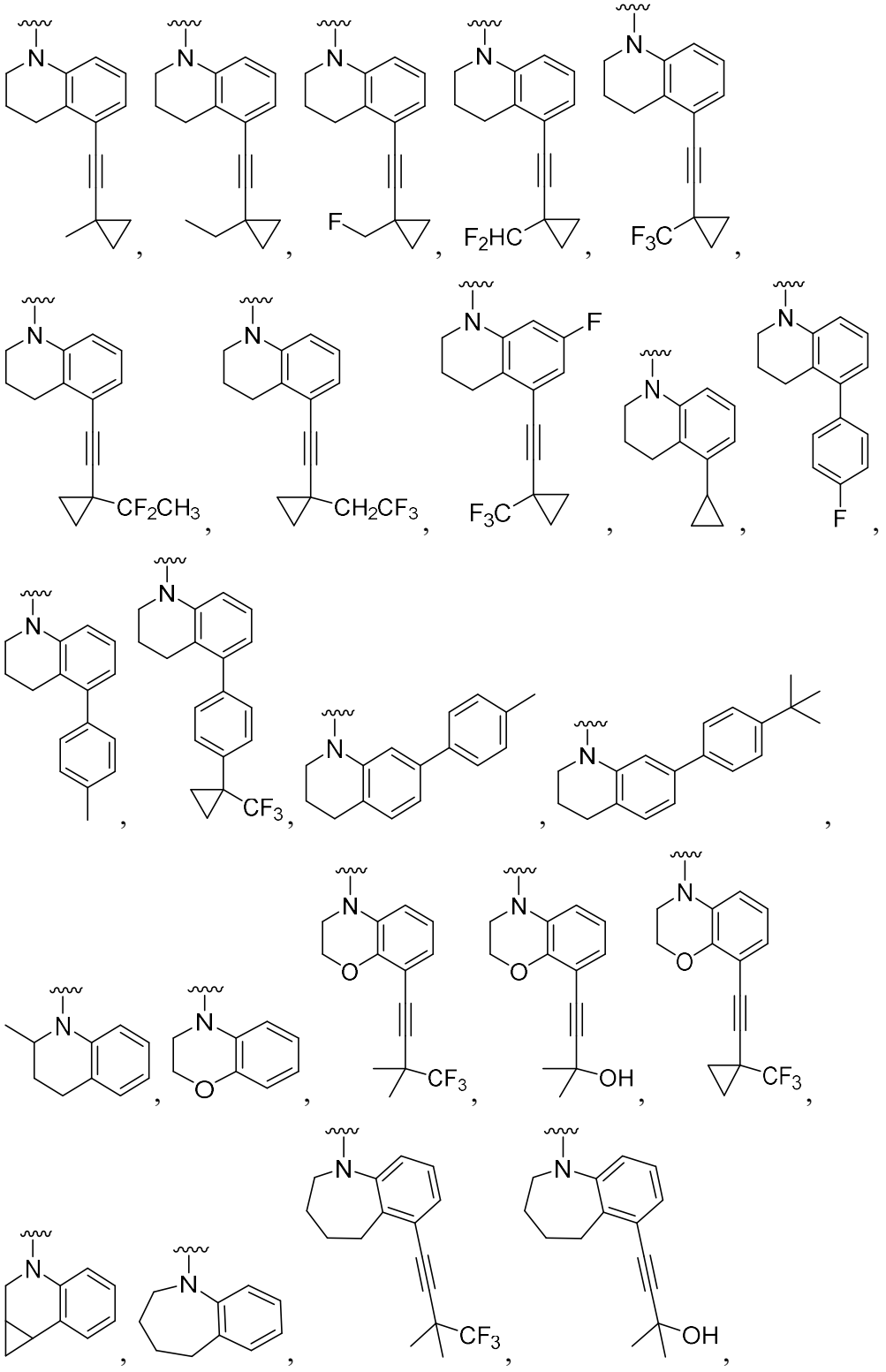
n is 0, 1, or 2,

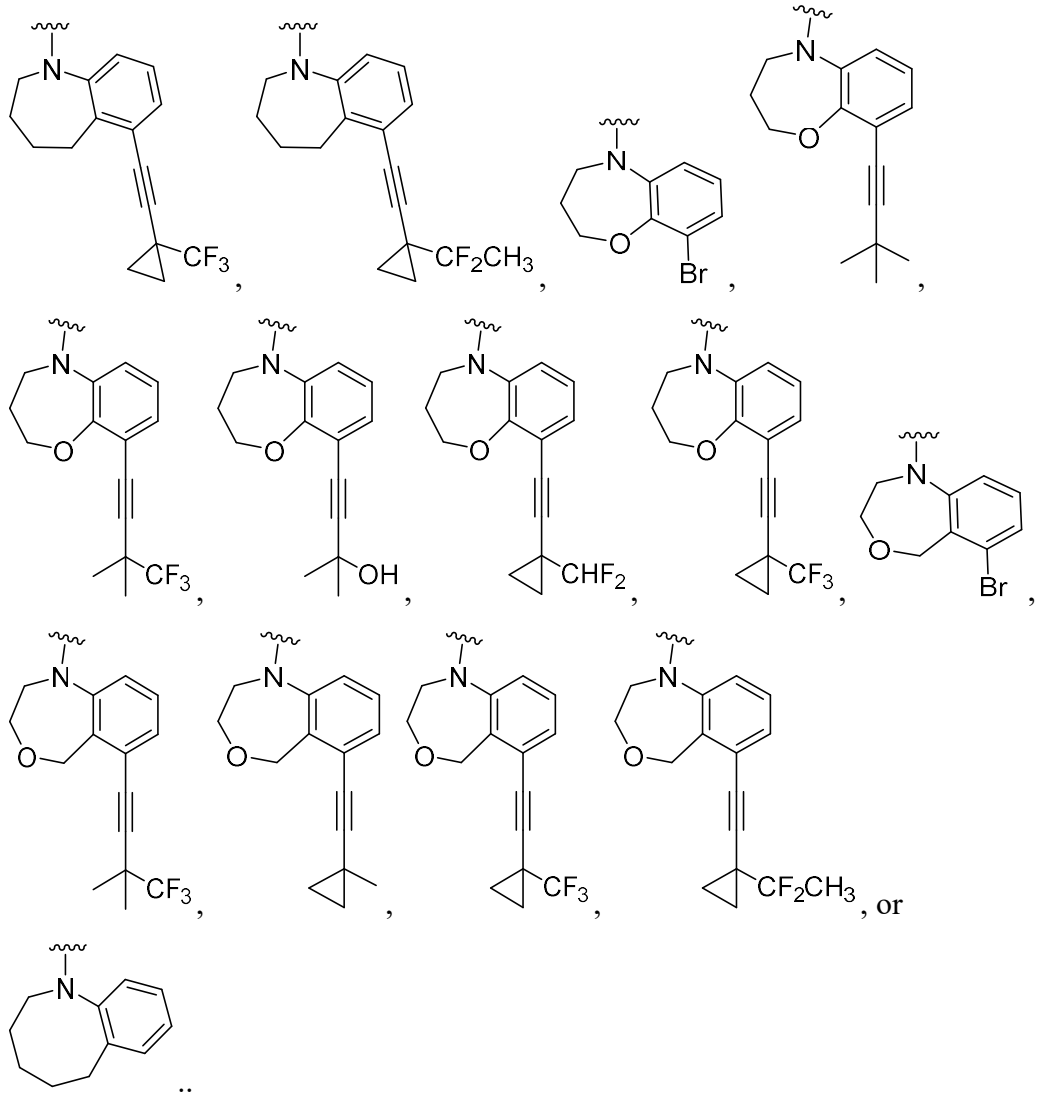
optionally  has the structure


, or ;

optionally  has the structure







12. The compound of claim 11, wherein

R^1 is hydrogen or halogen, optionally R^1 is hydrogen or F.

13. The compound of any one of claims 11 and 12, wherein

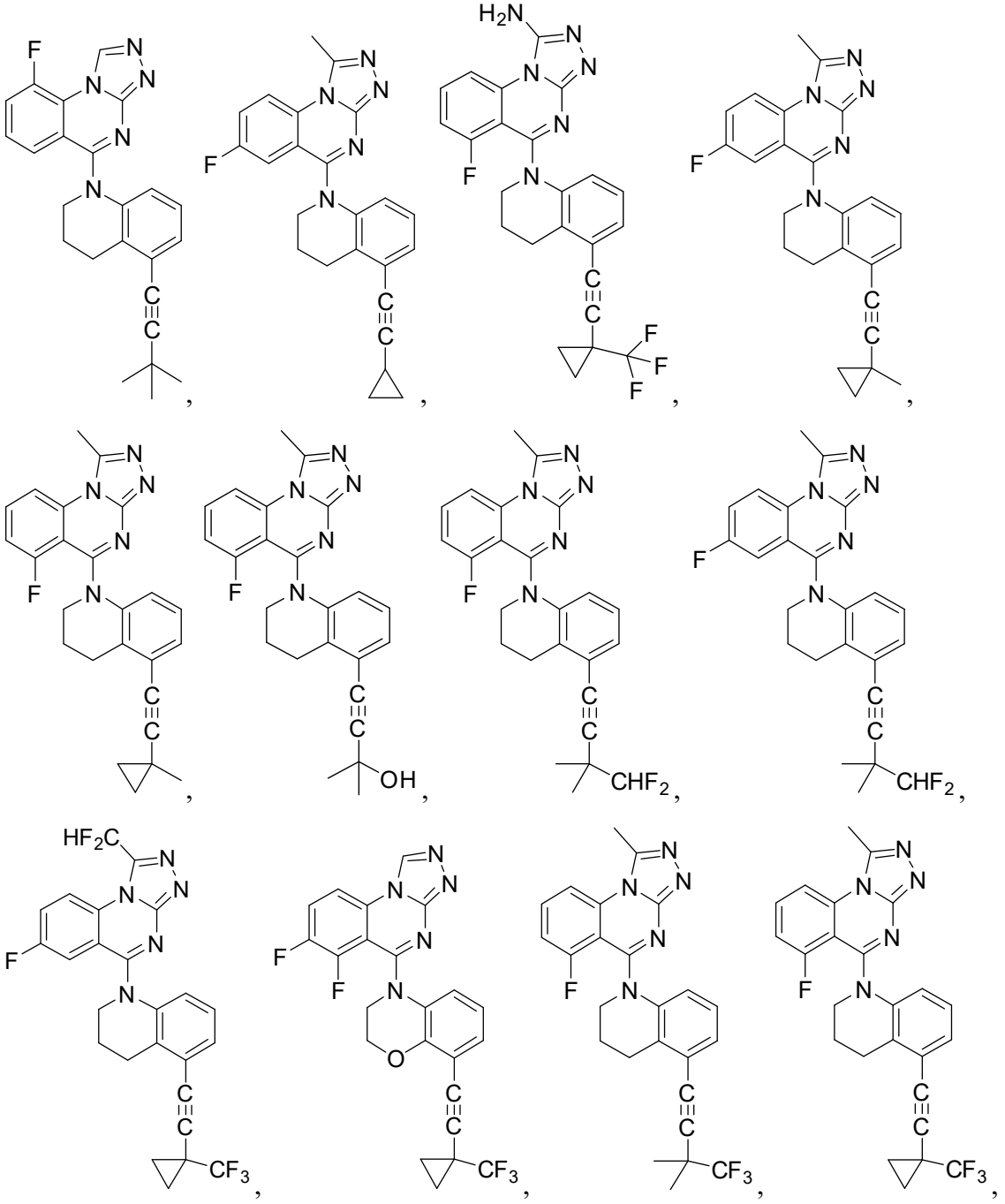
R^4 is hydrogen, $C_{1\text{-}3}$ alkyl, or halogen, optionally R^4 is hydrogen, Me, or F.

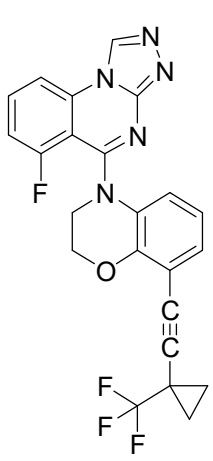
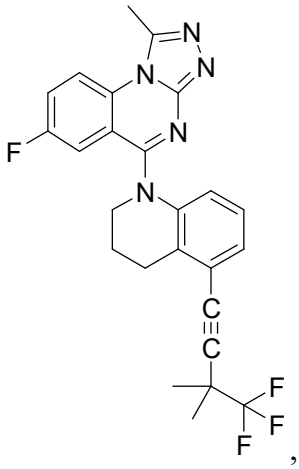
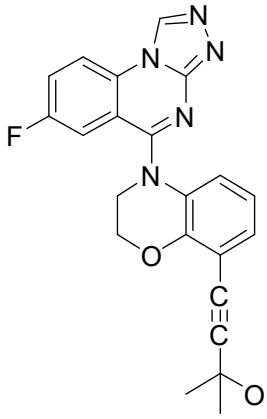
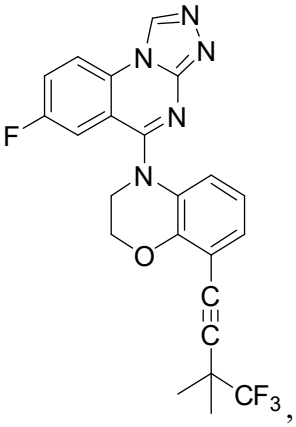
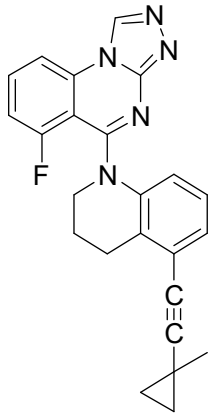
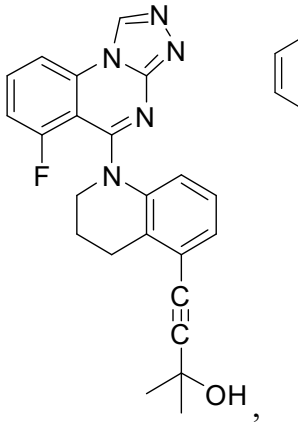
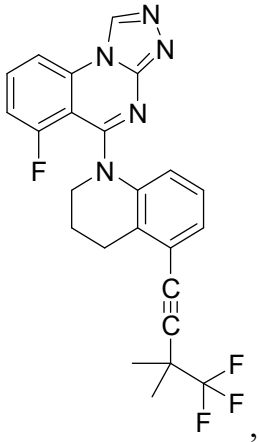
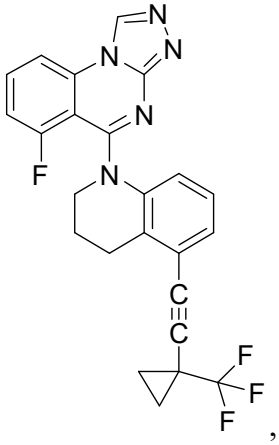
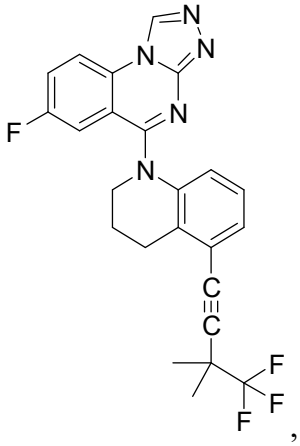
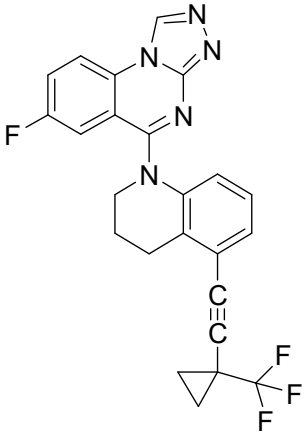
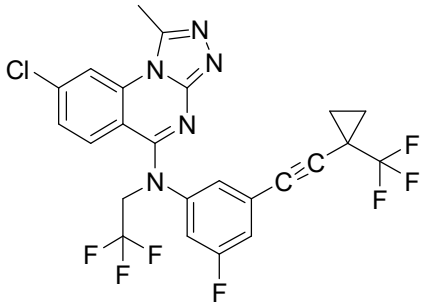
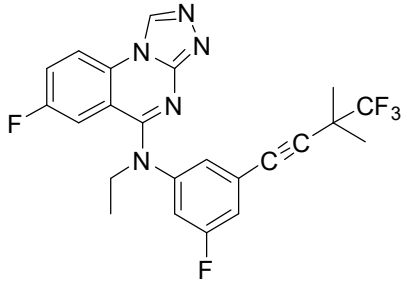
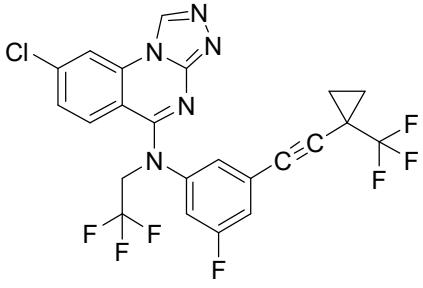
14. The compound of any one of claims 11-13, or a pharmaceutically acceptable salt thereof, wherein R^2 is hydrogen, halogen, or -CN, optionally R^2 is hydrogen, F, or Cl.

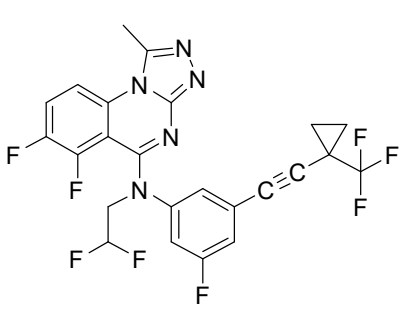
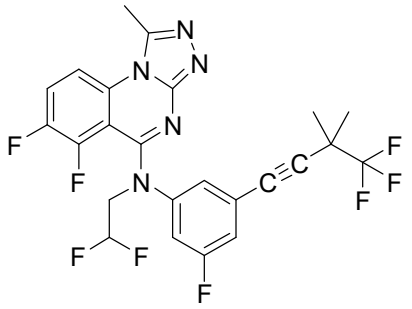
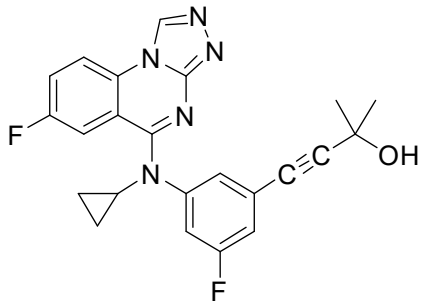
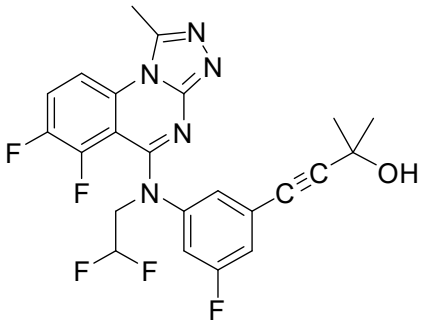
15. The compound of any one of claims 11 to 14, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen, F, or Cl.

16. A compound having the structure of a compound in Table 1A, Table 1B, Table 1C, Table 1D, Table 1E, Table 1F, Table 1G, Table 1H, Table 1I, Table 1J, Table 2A, Table 2B, Table 2C, Table 2D, Table 2E, Table 2F, Table 2G, Table 2H, Table 2I, Table 2J, Table 2K, Table 2L, Table 3A, Table 3B, Table 3C, Table 3D, Table 3E, Table 3F, Table 3G, Table 3H, Table 3I, Table 3J, or Table 3K, or a pharmaceutically acceptable salt thereof.

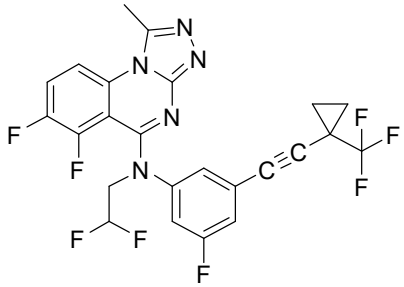
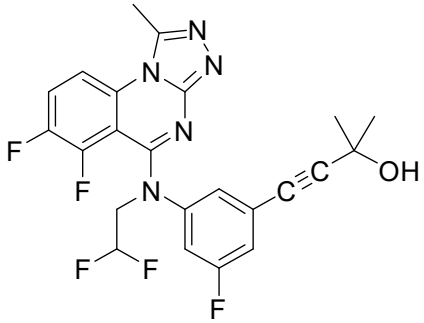
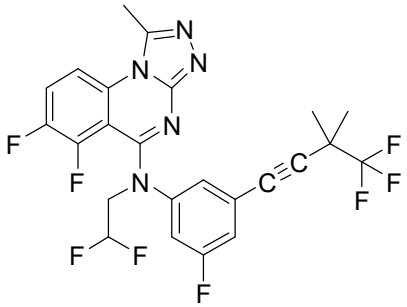
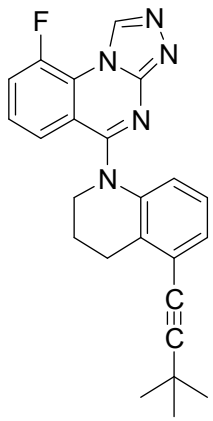
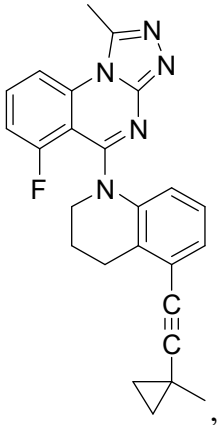
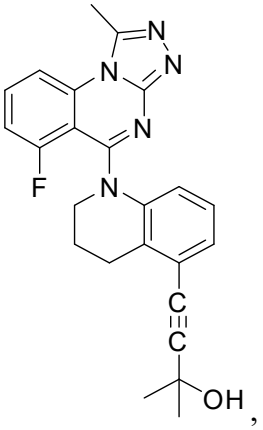
17. A compound selected from the group consisting of

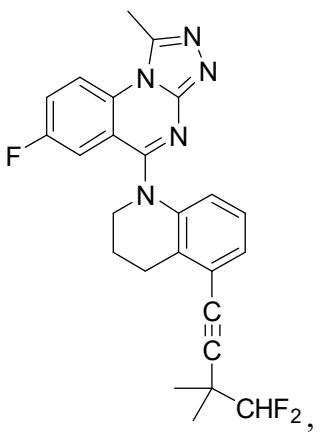
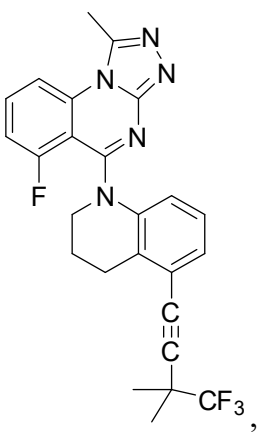
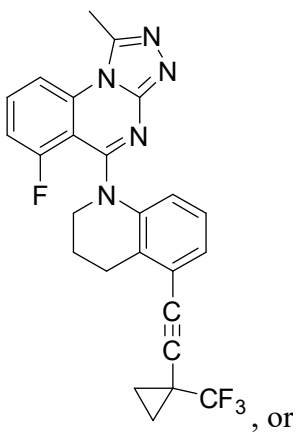
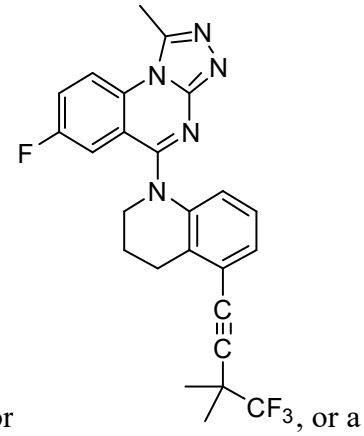



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, or a pharmaceutically acceptable salt thereof.

18. The compound of claim 17 having the structure:


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pharmaceutically acceptable salt thereof.

19. A pharmaceutical composition comprising a pharmaceutically effective amount of a compound of any one of claims 1-18, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or excipient.

20. Use of a compound of any one of claims 1-18, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of a cancer in a subject in need thereof, optionally the cancer is pancreatic cancer, bladder cancer, colorectal cancer, breast cancer, prostate cancer, renal cancer, hepatocellular cancer, lung cancer, ovarian cancer, cervical cancer, gastric cancer, esophageal cancer, head and neck cancer, melanoma, neuroendocrine cancer, CNS cancer, brain cancer, bone cancer, soft tissue sarcoma, non-small cell lung cancer, small-cell lung cancer or colon cancer, optionally the cancer is acute lymphocytic leukemia (ALL), acute myeloid leukemia (AML), chronic lymphocytic leukemia (CLL), small lymphocytic lymphoma (SLL), myelodysplastic syndrome (MDS), myeloproliferative disease (MPD), chronic myeloid leukemia (CML), multiple myeloma (MM), non-Hodgkin's lymphoma (NHL), mantle cell lymphoma (MCL), follicular lymphoma, Waldestrom's macroglobulinemia (WM), T-cell lymphoma, B-cell lymphoma or diffuse large B-cell lymphoma (DLBCL).