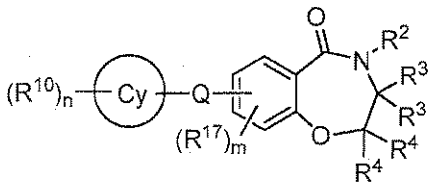
What is claimed is:

1. A compound of Formula IA:



IA

wherein:

Cy is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl;

Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene;

m is 0, 1, 2 or 3;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -$N(R^{20})(R^{22})$, -C(O)-$N(R^{20})(R^{22})$, -$N(R^{20})$-C(O)-R^{22}, -$N(R^{20})$-C(O)-OR^{22}, -$N(R^{20})$-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-$N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN and -O-R^{20};

R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;

L is -O-, -S-, -C(O)-, -$NHS(O)_2$-, -$S(O)_2NH$-, -C(O)NH- or -NHC(O)-; provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -$NHS(O)_2$- or -NHC(O)-; and

each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo,

$-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{17} is halo, -O-R^{20} or C_{1-6} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and

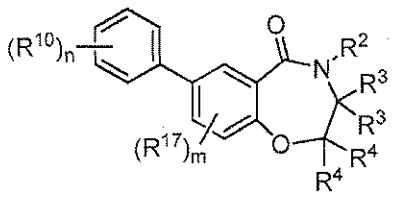
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof;

provided that when each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl, Q is a bond and Cy is phenyl or morpholinyl, then n is 1, 2, 3, 4 or 5.

2. A compound of Formula II:



II

wherein:

m is 0, 1 or 2;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;

L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-;

each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl;

each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from

the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{17} is halo, $-O-R^{20}$ or C_{1-6} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

3. The compound of claim 1 or 2, wherein R^2 is $-C_{1-6}$ alkylene-R^5 or $-C_{1-6}$ alkylene-L-R^5.

4. The compound of claim 1 or 2, wherein R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-OR^{20}$, -CN and $-O-R^{20}$;

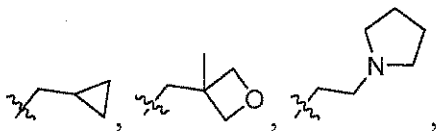
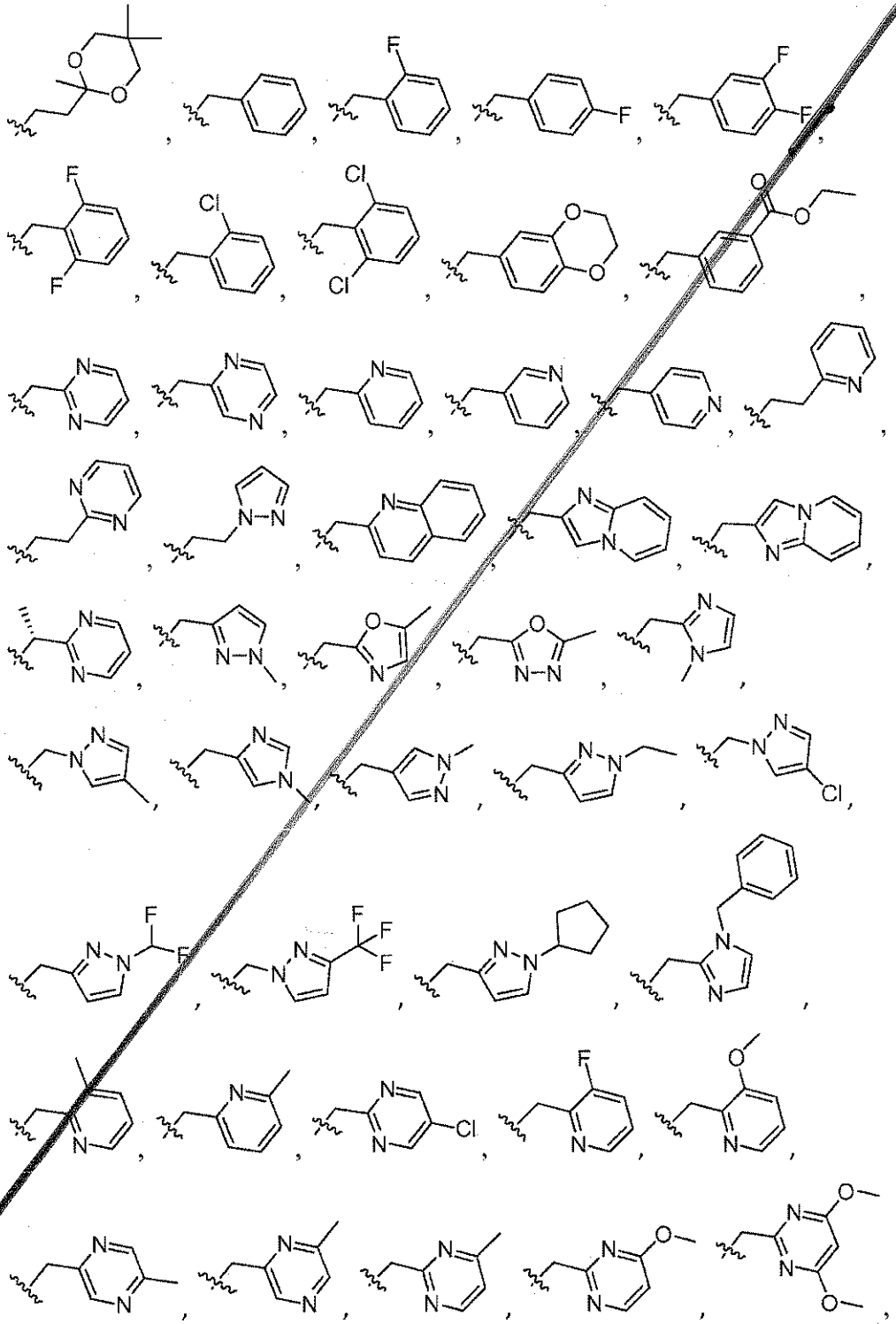
wherein said C_{1-6} alkyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl and aryl; and

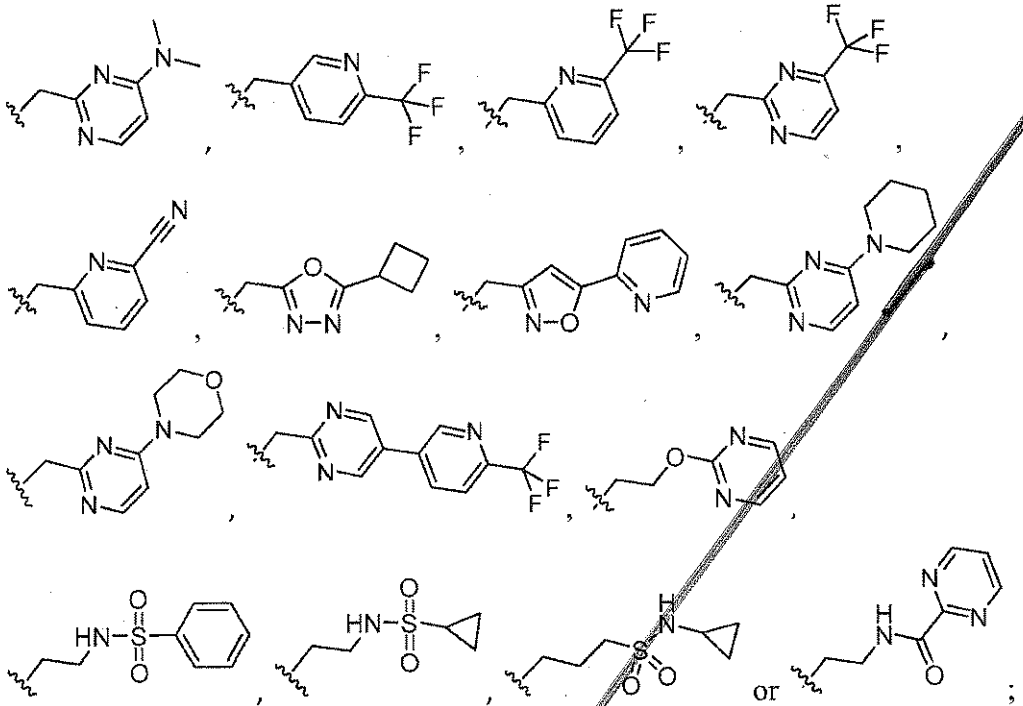
wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

5. The compound of claim 1, wherein R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$ and $-C(O)-OR^{20}$; and

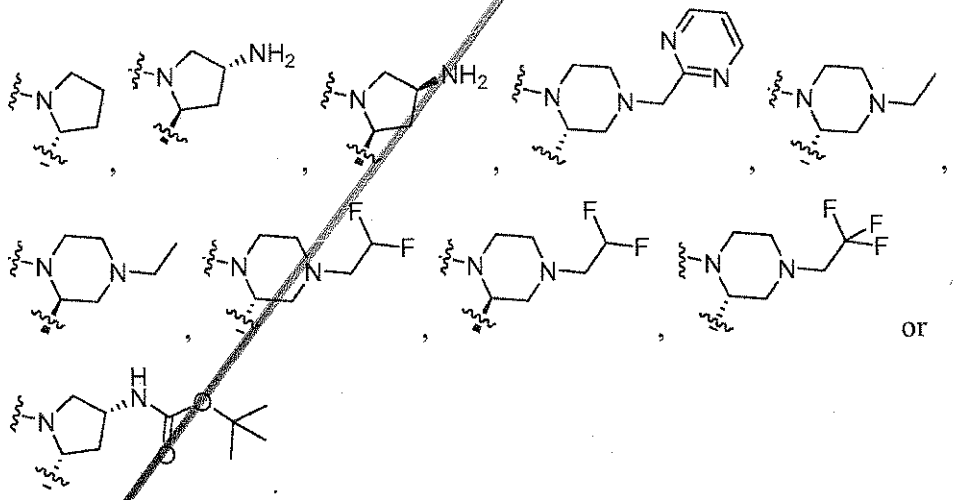
wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

6. The compound of claim 1 or 2, wherein R^2 is , 



or

R^2 and one of R^3 together with the carbon atoms to which they are attached form a



7. The compound of claim 2, wherein n is 1, 2 or 3; and

each R^{10} is independently selected from the group consisting of halo, -O-R^{20}, -O-$S(O)_2$-R^{20}, C_{1-4} alkyl and cycloalkyl; and

wherein said alkyl and cycloalkyl are optionally substituted with one, two or three halo or -CN; and

R^{20} is independently selected from the group consisting of C_{1-6} alkyl, cycloalkyl and aryl; and

wherein the alkyl and aryl are optionally substituted with one, two or three halo or cycloalkyl.

8. The compound of claim 2, wherein n is 1, 2 or 3; and each R^{10} is independently 2-fluoro, 3-fluoro, 4-fluoro, 2-chloro, 4-chloro, 2-methyl, 4-methyl, 4-ethyl, 4-isopropyl, 4-tert-butyl, 4-difluoromethyl, 4-trifluoromethyl, 4-cyclopropyl, 4-isobutoxy, 4-difluoromethoxy, 4-trifluoromethoxy, 4-(2,2,2-trifluoroethoxy), 4-trifluoromethylsulfoxyl, 4-(2,2,2-trifluoroethyl), 4-cyclopropoxy, 4-cyclobutylmethoxy, 4-fluorophenoxy, 4-phenoxy or 3-phenoxy.

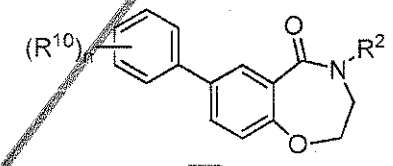
9. The compound of claim 1 or 2, wherein R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl and heteroaryl.

10. The compound of claim 2, wherein each R^3 is independently hydrogen, deuterium, methyl, isopropyl or pyridin-2-ylmethyl;

m is 0 or 1; and

R^{17} is halo.

11. The compound of claim 1 or 2, wherein the compound is represented by Formula IIB:



IIB

wherein:

n is 0, 1, 2 or 3;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo,

$-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; and

wherein said C_{1-6} alkyl is optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; and

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$ and $-C(O)-NH_2$; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$ and $-OCF_3$; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

12. A compound selected from the group consisting of:

4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-1);

4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-3);

4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-4);

4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-5);

4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-7);

(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-8);

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-10);

(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-12);

(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-13);

6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile (II-14);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-15);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-16);

4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-17);

(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-21);

(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-22);

(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-23);

(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-24);

(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-25);

4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-31);

4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-33);

7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-35);

tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (II-39);

4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-41);

4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-42);

ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate (II-43);

4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-44);

4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-45);

4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-47);

4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-48);

4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-49);

4-(2-(1H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-50);

(2S,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-51);

4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-54);

4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-57);

(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-59);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-61);

4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-62);

4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-64);

4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-65);

4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-67);

4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-68);

4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-69);

4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-70);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-72);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-73);

4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-75);

(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-83);

4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-87);

7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-88);

7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-89);

7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-91);

7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-92);

(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-95);

7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-97);

7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-98);

7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-102);

7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-104);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-105);

7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-106);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-107);

7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-110);

7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-113);

7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-115);

7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-117);

1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopentanecarbonitrile (II-122);

7-(4-ethoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-123);

7-(4-(difluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-124);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-129);

4-((4-morpholinopyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-133);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-134);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-135);

7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-136);

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-137);

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-138);

4-((4-(piperidin-1-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-139);

4-((4-(dimethylamino)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-140);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-141);

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-143);

7-(4-(cyclobutylmethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-144);

7-(2-methyl-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-145);

7-(2-methyl-4-(trifluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-146);

4-((1-(difluoromethyl)-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-147);

7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)-1H-pyrazol-1-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-148);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-150);

4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-151);

4-((1-cyclopentyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-152);

4-((1-ethyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-153);

4-((1-methyl-1H-imidazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-154);

4-((4-methyl-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-155);

4-((4-chloro-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-156);

7-(4-(difluoromethyl)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-157);

7-(4-chloro-2-fluorophenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-158);

7-(4-(difluoromethoxy)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-159);

4-((1-methyl-1H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-160);

4-(pyrimidin-2-ylmethyl)-7-(2,3,4-trifluorophenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-162);

7-(3,4-difluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-163);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-164);

4-benzyl-9-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-165);

4-benzyl-9-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-166);

4-benzyl-8-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-167);

4-benzyl-8-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-168);

7-(4-chloro-3-fluorophenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-169);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-170);

4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl trifluoromethanesulfonate (II-171);

4-((5-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-172);

2,2,3,3-tetradeutero-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-174);

4-((6-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-175);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-176);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (II-177);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopropanesulfonamide (II-179);

4-((1-methyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-186);

4-((1-benzyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-187);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-189);

N-cyclopropyl-3-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)propane-1-sulfonamide (II-190);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)pyrimidine-2-carboxamide (II-192);

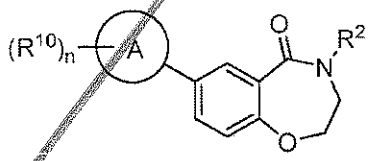
7-(4-(4-fluorophenoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-193);

7-(4-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-194); and

7-(3-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-195);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

13. A compound of Formula V:



V

wherein:

A is cycloalkenyl;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo,

$-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5;

L is -O-, -S-, $-C(O)-$, $-NHS(O)_2-$, $-S(O)_2NH-$, $-C(O)NH-$ or $-NHC(O)-$, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or $-NHC(O)-$;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl,

halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

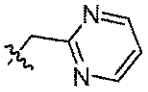
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

14. The compound of claim 13, wherein R^2 is .

15. The compound of claim 13, wherein A is cyclohex-1-enyl;

n is 0 or 1; and

R^{10} is 4-methyl or 4-tert-butyl.

16. A compound selected from the group consisting of:

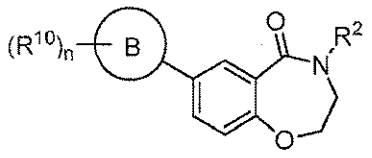
7-(4-tert-butylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-1);

7-cyclohexenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-3); and

7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-5);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

17. A compound of Formula VI:



VI

wherein:

B is heterocyclyl or heteroaryl;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5;

L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

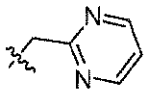
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

18. The compound of claim 17, wherein B is heteroaryl.

19. The compound of claim 17, wherein B is 2-oxo-1,2-dihydropyridin-4-yl, pyridin-4-yl, pyridin-2-yl, thiazol-4-yl or thiophen-2-yl.

20. The compound of claim 17, wherein R^2 is .

21. The compound of claim 17, wherein n is 1;

R^{10} is cycloalkyl, -O-R^{20} or C_{1-4} alkyl;

wherein said C_{1-4} alkyl is optionally substituted with one, two or three halo; and

R^{20} is C_{1-6} alkyl.

22. The compound of claim 17, wherein B is 2-oxo-1,2-dihydropyridin-4-yl, pyridin-4-yl, 5-(trifluoromethyl)pyridin-2-yl, 2-isopropylthiazol-4-yl, 5-(trifluoromethyl)thiophen-2-yl or 5-cyclopropylthiophen-2-yl.

23. A compound selected from the group consisting of:

7-(2-tert-butoxypyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-4);

7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-12);

4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)pyridin-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-26);

7-(2-isopropylthiazol-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-30);

4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-31);

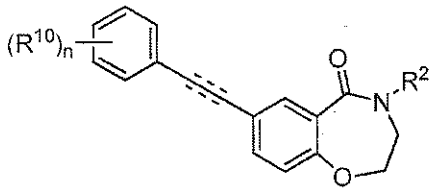
7-(5-cyclopropylthiophen-2-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-32);

7-(5-cyclopropylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-36); and

4-(pyrimidin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-37);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

24. A compound of Formula VIII:



VIII

wherein:

n is 0, 1, 2, 3, 4 or 5;

≡≡≡ represents a single, double or triple bond;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5;

L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from

the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

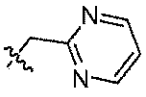
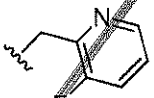
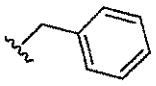
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

25. The compound of claim 24, wherein R^2 is ,  or .

26. The compound of claim 24, wherein n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

27. A compound selected from the group consisting of:

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-4);

7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-5);

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-6);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-7);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-8);

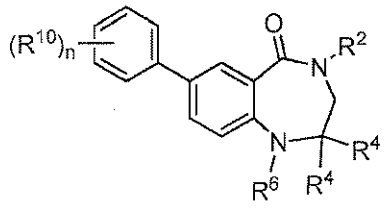
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-9);

(E)-4-benzyl-7-(4-(trifluoromethyl)styryl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-10); and

4-benzyl-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-11);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

28. A compound of Formula X:



X

wherein:

n is 0, 1, 2, 3, 4 or 5;

R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;

L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-;

each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or two R^4 together with the carbon atom to which they are attached form an oxo;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^6 is hydrogen or C_{1-6} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

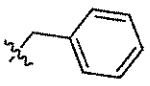
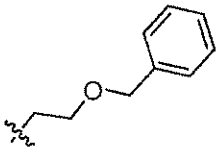
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

29. The compound of claim 28, wherein R^2 is  or .

30. The compound of claim 28, wherein R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

31. The compound of claim 28, wherein each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl, or two R^4 together with the carbon atom to which they are attached form an oxo.

32. The compound of claim 28, wherein R^6 is hydrogen or methyl.

33. A compound selected from the group consisting of:

4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-7);

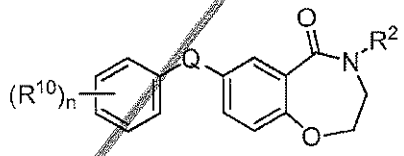
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-8);

4-benzyl-1-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-11); and

5-benzyl-8-(4-(trifluoromethyl)phenyl)-4H-benzo[f]imidazo[1,2-a][1,4]diazepin-6(5H)-one (X-12);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

34. A compound of Formula XIII:



XIII

wherein:

Q is a -O-C_{0-2} alkylene- or -NR^{11}-C_{0-2} alkylene-;

n is 0, 1, 2, 3, 4 or 5;

R^{10} is halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;

L is -O-, -S-, -C(O)-, -$NHS(O)_2$-, -$S(O)_2NH$-, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -$NHS(O)_2$- or -NHC(O)-;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -$N(R^{20})(R^{22})$, -$N(R^{20})$-$S(O)_2$-R^{20}, -$N(R^{20})$-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN, oxo and -O-R^{20};

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN, -$S(O)_2$-R^{20} and -O-R^{20};

R^{11} is hydrogen or C_{1-4} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl,

halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

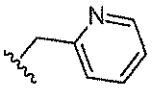
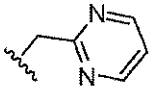
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

35. The compound of claim 34, wherein R^2 is  or .

36. The compound of claim 34, wherein R^{10} is 4-trifluoromethoxy.

37. A compound selected from the group consisting of:

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-1);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-2);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-3);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-4);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-6); and

7-(methyl(4-(trifluoromethoxy)phenyl)amino)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-10);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

38. A compound selected from the group consisting of:

4-(2,2-difluoroethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-6);

4-(2-methoxyethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-11);

(R)-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-19);

4-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-46);

(S)-3-isopropyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-77);

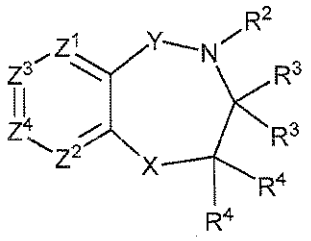
3-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-142);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)ethanesulfonamide (II-178); and

4-(3-(azetidin-1-ylsulfonyl)propyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-191);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

39. A compound of Formula I:



I

wherein:

Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N;

Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N;

X is -O- or -NR^6-;

Y is -C(O)-;

Q is a covalent bond, -O-C_{0-2} alkylene-, -NR^{11}-C_{0-2} alkylene-, C_2 alkylene-, C_2 alkenylene- or C_2 alkynylene;

R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl;

wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two, three, four or five substituents independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;

wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-$S(O)_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-; provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; and

each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-

$C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^7 is hydrogen, halo, $-O-R^{20}$ or C_{1-6} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with

one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof;

provided that when X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl.

40. The compound of claim 39, wherein R^1 is aryl, cycloalkyl, cycloalkenyl or heteroaryl;

wherein said aryl, cycloalkenyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-O-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, C_{1-6} alkyl, cycloalkyl and heterocyclyl; and

wherein said C_{1-6} alkyl or cycloalkyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -CN and $-O-R^{20}$.

41. The compound of claim 39, wherein each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl.

42. The compound of claim 39, wherein each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl.

43. The compound of claim 39, wherein R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group

consisting of C_{1-6} alkyl, halo, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl, aryl, heterocyclyl and heteroaryl; and

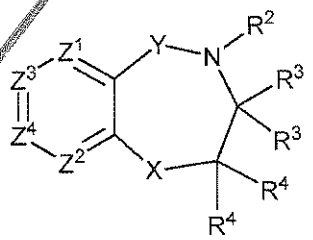
wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

44. The compound of claim 39, wherein R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$ and $-C(O)-OR^{20}$; and

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

45. A compound of Formula I:



I

wherein:

Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N;

Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N;

X is -O- or $-NR^6-$;

Y is $-C(O)-$, $-C(R^{11})_2-$ or $-S(O)_2-$;

Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene;

R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl;

wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -$N(R^{20})(R^{22})$, -C(O)-$N(R^{20})(R^{22})$, -$N(R^{20})$-C(O)-R^{22}, -$N(R^{20})$-C(O)-OR^{22}, -$N(R^{20})$-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-$N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN and -O-R^{20};

R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;

wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-$N(R^{20})(R^{22})$, -$N(R^{20})$-$S(O)_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN and -O-R^{20};

L is -O-, -S-, -C(O)-, -$NHS(O)_2$-, -$S(O)_2NH$-, -C(O)NH-, or -NHC(O)-; provided that

when Y is $-C(R^{11})_2-$, then R^2 is $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5 and L is not -C(O)-; and

when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-;

each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or when Y is -C(O)-, then R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20};

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2,

C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^7 is hydrogen, halo, $-O-R^{20}$ or C_{1-6} alkyl;

R^{11} is hydrogen or C_{1-4} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

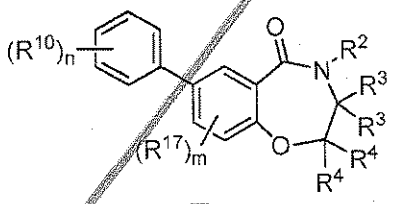
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof;

provided that when Y is -C(O)-, X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is $-S(O)_2-$, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

46. The compound of claim 45, wherein the compound of Formula I is represented by Formula II:



II

m is 0, 1, 2 or 3;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{17} is halo, -O-R^{20} or C_{1-6} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

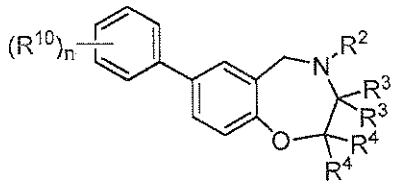
when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

47. The compound of claim 45, wherein the compound of Formula I is represented by Formula III:



III

R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;

wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

L is -O-, -S-, -NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20};

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

48. A compound selected from the group consisting of:

pyrimidin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-1);

phenyl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-4);

(1-methylcyclopropyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-10);

(3,3-difluorocyclobutyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-11);

(1-methyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-12);

(1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-15);

pyrazin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-23);

pyridazin-3-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-24);

2-(pyridin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-29);

2-(pyrimidin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-30);

(1-methyl-1H-imidazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-32);

(1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-33);

(1-methyl-1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-37);

(R)-(2-methyl-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)(pyrimidin-2-yl)methanone (III-38);

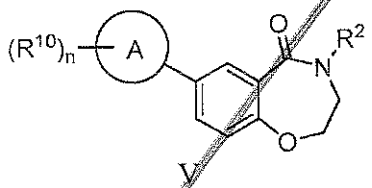
tert-butyl 2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)-5,6-dihydroimidazo[1,2-a]pyrazine-7(8H)-carboxylate (III-40);

(1H-1,2,4-triazol-3-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-50); and

(1,5-dimethyl-1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-58);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

49. The compound of claim 45, wherein the compound of Formula I is represented by Formula V:



V

A is cycloalkenyl;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

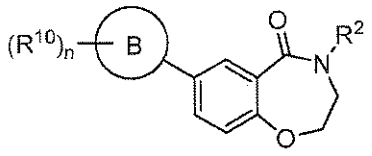
when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

50. The compound of claim 45, wherein the compound of Formula I is represented by Formula VI:



VI

B is heterocyclyl or heteroaryl;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

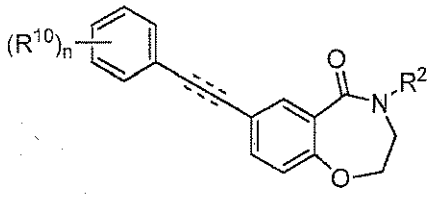
when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

51. The compound of claim 45, wherein the compound of Formula I is represented by Formula VIII:



VIII

≡≡≡ represents a single, double or triple bond;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of

hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

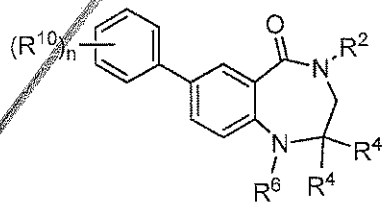
52. A compound selected from the group consisting of:

2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-2); and

2-((5-chloropyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-3);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

53. The compound of claim 45, wherein the compound of Formula I is represented by Formula X:



X

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo,

$-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

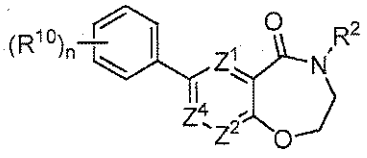
when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

54. The compound of claim 45, wherein the compound of Formula I is represented by Formula XII:



XII

Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N;

Z^4 is CR^7 or N; provided that only one of Z^1, Z^2 and Z^4 is N;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-3} haloalkyl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^7 is hydrogen, halo or C_{1-6} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

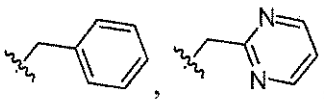
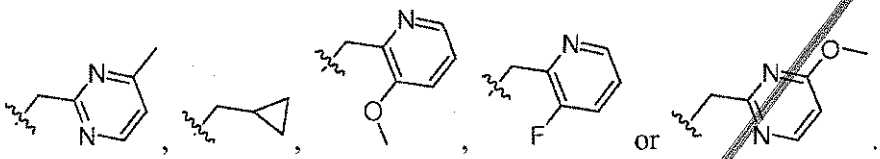
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

55. The compound of claim 54, wherein R^2 is , , or .

56. The compound of claim 54, wherein n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

57. A compound selected from the group consisting of:

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-1);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-2);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-3);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-5);

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-8);

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-9);

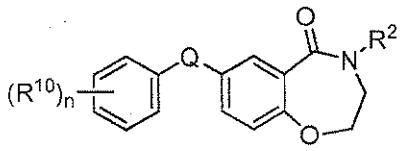
4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-10);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-11); and

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-14);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

58. The compound of claim 45, wherein the compound of Formula I is represented by Formula XIII:



XIII

Q is a -O-C_{0-2} alkylene or -NR^{11}-C_{0-2} alkylene;

n is 0, 1, 2, 3, 4 or 5;

each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -$N(R^{20})(R^{22})$, -C(O)-$N(R^{20})(R^{22})$, -$N(R^{20})$-C(O)-R^{22}, -$N(R^{20})$-C(O)-OR^{22}, -$N(R^{20})$-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-$N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN and -O-R^{20};

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

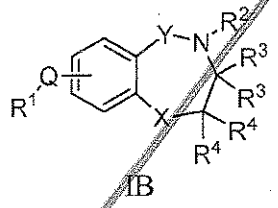
when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

59. A compound of Formula IB:



IB

wherein:

R^1 is aryl, cycloalkenyl, heterocyclyl or heteroaryl;

wherein said aryl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

Q is a covalent bond or C_2 alkynylene;

Y is $-C(O)-$, $-CH_2-$, $-C(NR^5)-$ or $-S(O)_2-$;

X is -O- or $-NR^6-$;

each R^3 is independently hydrogen, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$,

$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo;

R^5 is hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-O-R^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and R^5 can join together with the atom to which they are attached to form a heterocyclyl or heteroaryl;

wherein said heterocyclyl or heteroaryl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, cycloalkyl, heteroaryl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

R^6 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, -NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of

hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

60. The compound of claim 59, wherein when Y is -C(O)-, X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is $-S(O)_2-$, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

61. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of the compound of any one of claims 1 to 60 or a pharmaceutically acceptable salt, thereof.

62. The use of a compound of any one of claims 1 to 60 in the manufacture of a medicament for treating a disease state in a mammal that is alleviable by treatment with an agent capable of reducing late sodium current.

63. The use of claim 62, wherein the disease state is a cardiovascular disease selected from one or more of atrial arrhythmias, ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable angina, unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension and intermittent claudication.

64. The use of claim 62, wherein the disease state is diabetes or diabetic peripheral neuropathy.

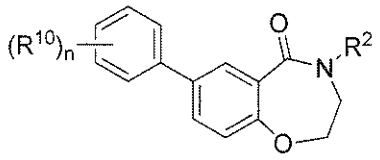
65. The use of claim 62, wherein the disease state results in one or more of neuropathic pain, epilepsy, migraine, seizures or paralysis.

66. A compound according to any one of claims 1 to 60 for use in therapy.

67. Use of a compound according to any one of claims 1 to 60 in the manufacture of a medicament for treating one or more diseases selected from atrial arrhythmias, ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable angina, unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension and intermittent claudication.

What is claimed is:

1. A compound of Formula IIB:



IIB

wherein:

n is 0, 1, 2, 3, 4 or 5;

R^2 is -C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;

L is -O-, -S-, -C(O)-, -NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-;

each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl;

each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20};

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three

substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

wherein in each instance independently a cycloalkyl group is from 3 to 20 carbon atoms; an aryl group is from 6 to 20 carbon atoms; a heteroaryl group comprises single or multiple rings comprising 1 to 15 carbon atoms and 1 to 4 heteroatoms selected from oxygen, nitrogen and sulfur within at least one ring; and a heterocyclyl group is a monoradical saturated group having a single ring or multiple condensed rings, having from 1 to 40 carbon atoms and from 1 to 4 heteroatoms, selected from nitrogen, sulfur, phosphorus, and/or oxygen within the ring;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

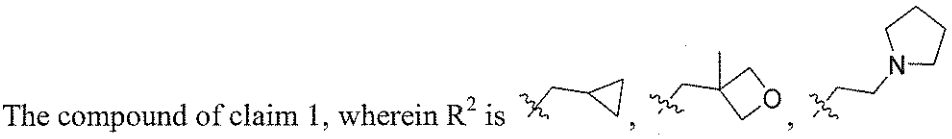
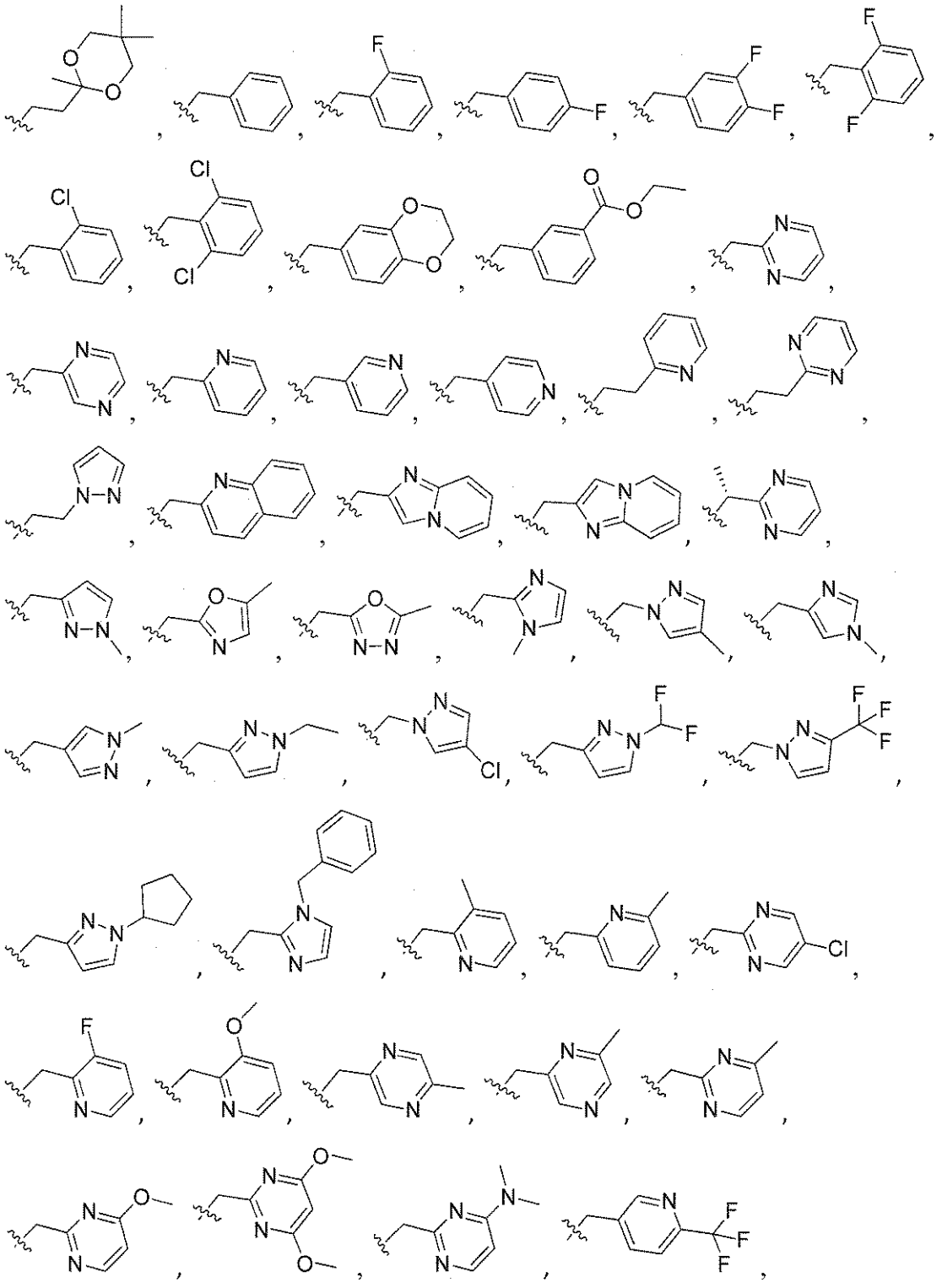
2. The compound of claim 1, wherein R^2 is $-C_{1-6}$ alkylene-R^5 or $-C_{1-6}$ alkylene-L-R^5.

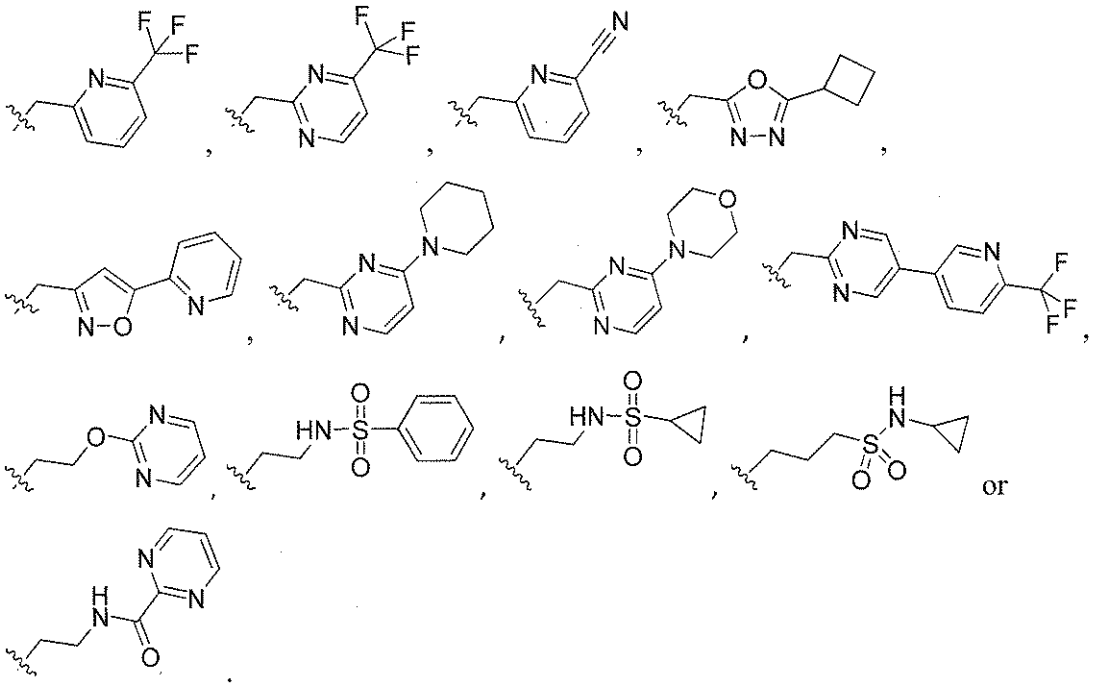
3. The compound of claim 1, wherein R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-OR^{20}$, -CN and $-O-R^{20}$;

wherein said C_{1-6} alkyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl and aryl; and

wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

4. The compound of claim 1, wherein R^2 is , 



5. The compound of claim 1, wherein n is 1, 2 or 3; and

each R^{10} is independently selected from the group consisting of halo, -O-R^{20}, -O-S(O)$_2$-R^{20}, C_{1-4} alkyl and cycloalkyl; and

wherein said alkyl and cycloalkyl are optionally substituted with one, two or three halo or -CN; and

R^{20} is independently selected from the group consisting of C_{1-6} alkyl, cycloalkyl and aryl; and

wherein the alkyl and aryl are optionally substituted with one, two or three halo or cycloalkyl.

6. The compound of claim 1, wherein n is 1, 2 or 3; and each R^{10} is independently 2-fluoro, 3-fluoro, 4-fluoro, 2-chloro, 4-chloro, 2-methyl, 4-methyl, 4-ethyl, 4-isopropyl, 4-tert-butyl, 4-difluoromethyl, 4-trifluoromethyl, 4-cyclopropyl, 4-isobutoxy, 4-difluoromethoxy, 4-trifluoromethoxy, 4-(2,2,2-trifluoroethoxy), 4-trifluoromethylsulfoxyl, 4-(2,2,2-trifluoroethyl), 4-cyclopropoxy, 4-cyclobutylmethoxy, 4-fluorophenoxy, 4-phenoxy or 3-phenoxy.

7. The compound of claim 1, wherein R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl and heteroaryl.

8. The compound of claim 1, wherein:

n is 0, 1, 2 or 3;

R^2 is -C_{1-6} alkylene-R^5;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, -$N(R^{20})(R^{22})$, -$N(R^{20})$-$S(O)_2$-R^{20}, -$N(R^{20})$-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN, oxo and -O-R^{20}; and

wherein said C_{1-6} alkyl is optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN and -O-R^{20};

each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -$N(R^{20})(R^{22})$, -C(O)-$N(R^{20})(R^{22})$, -$N(R^{20})$-C(O)-R^{22}, -$N(R^{20})$-C(O)-OR^{22}, -$N(R^{20})$-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-$N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -$N(R^{20})(R^{22})$, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-$N(R^{20})(R^{22})$, -CN and -O-R^{20};

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; and

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$ and $-C(O)-NH_2$; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $--S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$ and $-OCF_3$; and

each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$.

9. A compound selected from the group consisting of:

4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-1);

4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-3);

4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-4);

4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-5);

4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-7);

(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-8);

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-10);

(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-12);

(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-13);

6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile (II-14);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-15);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-16);

4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-17);

(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-21);

(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-22);

(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-23);

(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-24);

(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-25);

4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-31);

4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-33);

7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-35);

tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (II-39);

4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-41);

4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-42);

ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate (II-43);

4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-44);

4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-45);

4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-47);

4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-48);

4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-49);

4-(2-(1H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-50);

(2S,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-51);

4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-54);

4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-57);

(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-59);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-61);

4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-62);

4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-64);

4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-65);

4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-67);

4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-68);

4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-69);

4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-70);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-72);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-73);

4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-75);

(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-83);

4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-87);

7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-88);

7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-89);

7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-91);

7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-92);

(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-95);

7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-97);

7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-98);

7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-102);

7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-104);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-105);

7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-106);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-107);

7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-110);

7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-113);

7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-115);

7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-117);

1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopentanecarbonitrile (II-122);

7-(4-ethoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-123);

7-(4-(difluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-124);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-129);

4-((4-morpholinopyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-133);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-134);

7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-136);

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-137);

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-138);

4-((4-(piperidin-1-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-139);

4-((4-(dimethylamino)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-140);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-141);

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-143);

7-(4-(cyclobutylmethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-144);

7-(2-methyl-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-145);

7-(2-methyl-4-(trifluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-146);

4-((1-(difluoromethyl)-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-147);

7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)-1H-pyrazol-1-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-148);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-150);

4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-151);

4-((1-cyclopentyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-152);

4-((1-ethyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-153);

4-((1-methyl-1H-imidazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-154);

4-((4-methyl-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-155);

4-((4-chloro-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-156);

7-(4-(difluoromethyl)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-157);

7-(4-chloro-3-fluorophenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-158);

7-(4-(difluoromethoxy)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-159);

4-((1-methyl-1H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-160);

4-(pyrimidin-2-ylmethyl)-7-(2,3,4-trifluorophenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-162);

7-(3,4-difluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-163);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-164);

4-benzyl-9-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-165);

4-benzyl-9-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-166);

4-benzyl-8-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-167);

4-benzyl-8-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-168);

7-(4-chloro-3-fluorophenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-169);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-170);

4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl trifluoromethanesulfonate (II-171);

4-((5-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-172);

2,2,3,3-tetradeutero-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-174);

4-((6-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-175);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-176);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (II-177);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopropanesulfonamide (II-179);

4-((1-methyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-186);

4-((1-benzyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-187);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-189);

N-cyclopropyl-3-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)propane-1-sulfonamide (II-190);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)pyrimidine-2-carboxamide (II-192);

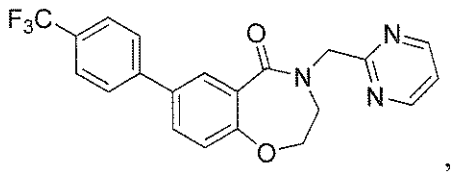
7-(4-(4-fluorophenoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-193);

7-(4-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-194); and

7-(3-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-195);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

10. A compound having the structure:



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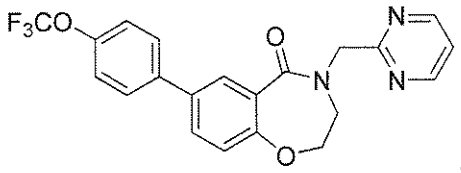

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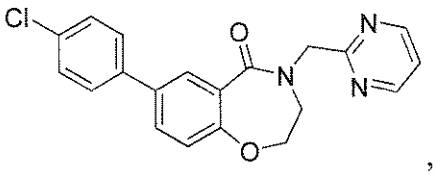

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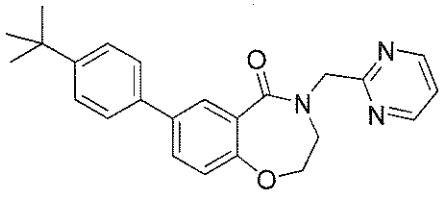

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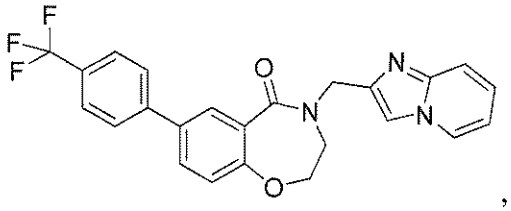

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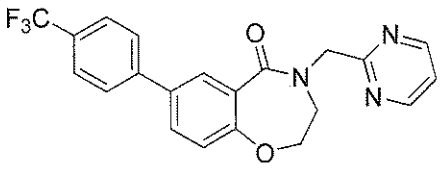
or a pharmaceutically acceptable salt thereof.

11. A compound having the structure:



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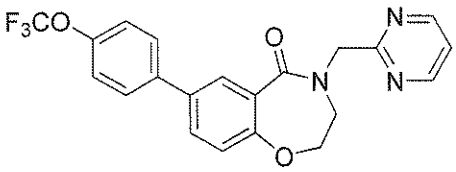
12. A compound having the structure:



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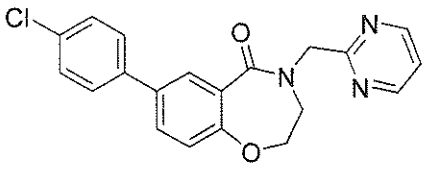
13. A compound having the structure:



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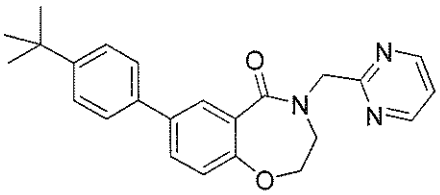
14. A compound having the structure:



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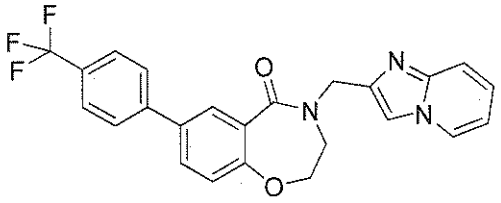
15. A compound having the structure:



16. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of any one of claims 1-15 or a pharmaceutically acceptable salt thereof.

17. Use of a compound of any one of claims 1-15 or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating a disease state selected from the group consisting of atrial arrhythmias, ventricular arrhythmias, heart failure, diastolic heart failure, systolic heart failure, acute heart failure, stable angina, unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension intermittent claudication, diabetes, diabetic peripheral neuropathy, and epilepsy in a human.

18. The use of claim 17, wherein the disease state results in one or more of neuropathic pain, migraine, seizures or paralysis.