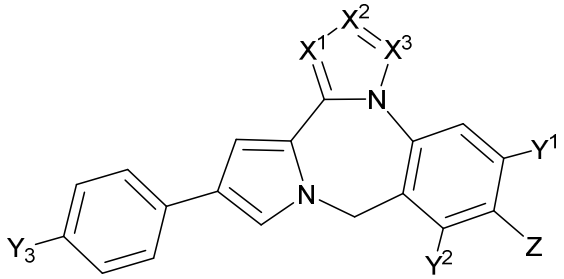
Claims:

1. A compound having a structure of Formula (I) or a pharmaceutically acceptable salt thereof:



(I)

wherein

X^1, X^2, and X^3 are each independently CH, C-(alkyl), or N;

Y^1 and Y^2 are each independently H or halogen;

Y^3 is CN or halogen;

Z is $–C(O)NZ^1Z^2$, $–NHC(O)NZ^3Z^4$, $–NHC(O)C(HZ^5Z^6)$, or $–NZ^7Z^8$;

Z^1 is H or alkyl;

Z^2 is optionally substituted alkyl, aminoalkyl, cycloalkyl, heterocyclyl, or heterocycloalkyl; or

Z^1 and Z^2 together with the N to which they are bound combine to form an optionally substituted 4-, 5-, or 6-membered heterocyclic ring or an optionally substituted heterobicycylic ring;

Z^3 and Z^4 together with the N to which they are bound combine to form an optionally substituted 4-, 5-, or 6-membered heterocyclic ring;

Z^5 and Z^6 together with the C to which they are bound combine to form an optionally substituted 4-, 5-, or 6-membered heterocyclic ring; and

Z^7 and Z^8 together with the N to which they are bound combine to form an optionally substituted 5- or 6-membered cyclic amide, cyclic urea, or cyclic carbamate.

2. The compound of claim 1, wherein at least one of X^1, X^2, and X^3 is N.

3. The compound of claim 1 or 2, wherein Z is $-C(O)NZ^1Z^2$.

4. The compound of claim 3, wherein Z^1 is H or CH_3; and Z^2 is substituted alkyl or substituted aminoalkyl.

~~5. The compound of any one of claims 1-4, wherein Z^2 is substituted alkyl or substituted aminoalkyl.~~

~~6. The compound of any one of claims 1-5, wherein Z^2 is a substituted linear C_1-C_6 alkyl.~~

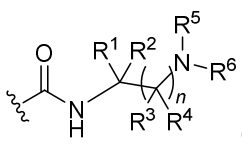
~~7. The compound of any one of claims 1-5, wherein Z^2 is a substituted branched C_2-C_6 alkyl.~~

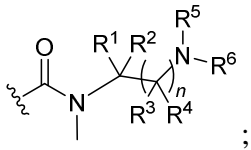
~~8. The compound of any one of claims 5-7, wherein Z^2 is substituted with alkylamino.~~

~~9. The compound of claim 8, wherein Z^2 is substituted with methylamino or dimethylamino.~~

~~10. The compound of any one of claims 5-7, wherein Z^2 is substituted with hydroxyalkyl.~~

~~11~~5. The compound of any one of claims 1-4, wherein Z is



or


;

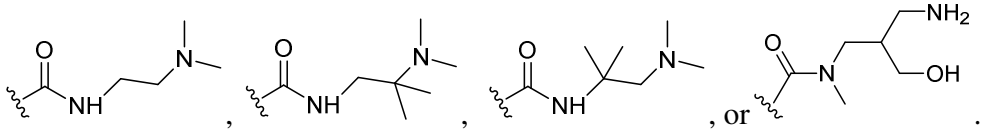
n is 0, 1 or 2;

R^1, R^2, R^3, and R^4 are, independently for each occurrence, H, alkyl, or hydroxyalkyl; and R^5 and R^6 are, independently for each occurrence, H or alkyl.

~~12. The compound of claim 11, wherein R^1, R^2, R^3, and R^4 are, independently for each occurrence, H or CH_3; and each occurrence of R^5 and R^6 is CH_3.~~

~~13. The compound of claim 11, wherein each occurrence of R^1, R^2, R^3, and R^4 is H; and each occurrence of R^5 and R^6 is CH_3.~~

~~14~~6. The compound of claim ~~11~~5, wherein Z is

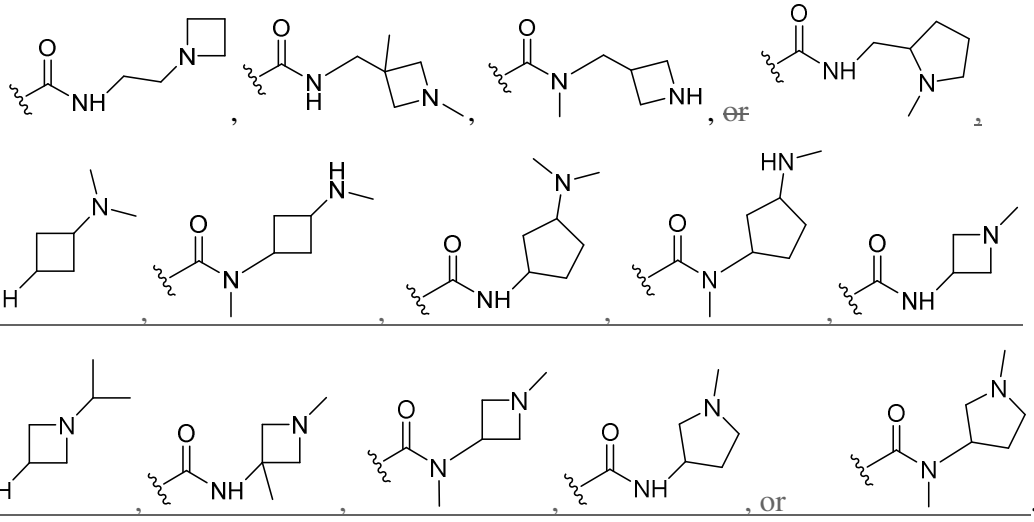


~~15~~7. The compound of any one of claims 1-4, wherein Z^2 is optionally substituted heterocycloalkyl, optionally substituted cycloalkyl, or optionally substituted heterocyclyl.

~~16~~8. The compound of claim ~~15~~7, wherein the heterocycloalkyl comprises an azetidinyl, pyrrolidinyl, or piperidinyl; the cycloalkyl is cyclobutyl, cyclopentyl or cyclohexyl; and the heterocyclyl is azetidinyl, pyrrolidinyl, or piperidinyl.

~~17. The compound of claim 15 or 16, wherein the azetidinyl, pyrrolidinyl, or piperidinyl, when substituted, is substituted with alkyl.~~

~~18~~9. The compound of claim ~~15~~7, wherein Z is



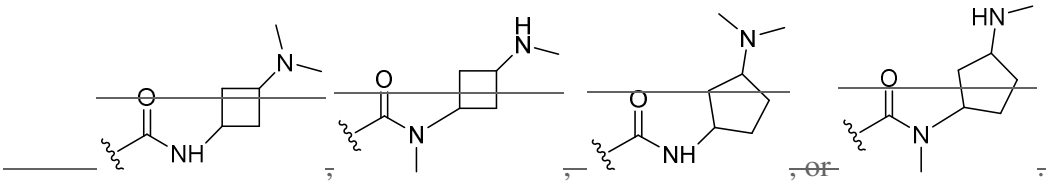
~~19. The compound of any one of claims 1-4, wherein Z_2 is optionally substituted cycloalkyl.~~

20. The compound of claim 19 wherein Z_2 is an optionally substituted cyclobutyl, cyclopentyl, or cyclohexyl.

21. The compound of claim 20, wherein the cyclobutyl, cyclopentyl or cyclohexyl, when substituted, is substituted with alkylamino.

22. The compound of claim 21, wherein the alkylamino is methylamino or dimethylamino.

23. The compound of claim 19, wherein Z is



, or .

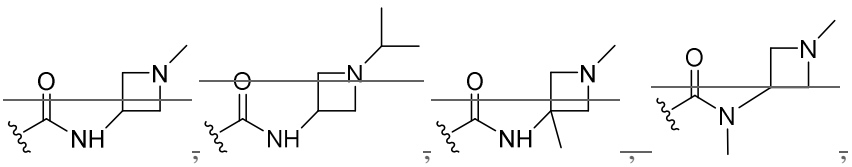
24. The compound of any one of claims 1-4, wherein Z^2 is optionally substituted heterocyclyl.

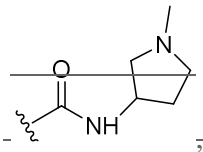
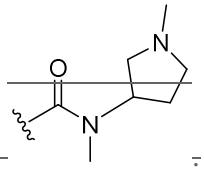
25. The compound of claim 24, wherein the Z^2 is an optionally substituted azetidinyl, pyrrolidinyl, or piperidinyl.

26. The compound of claim 25, wherein the azetidinyl, pyrrolidinyl, or piperidinyl, when substituted, is substituted with alkyl.

27. The compound of claim 26, wherein the alkyl is methyl or isopropyl.

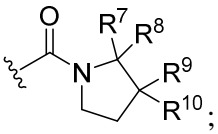
28. The compound of claim 24, wherein Z is



-  ~~, or~~  ~~.~~

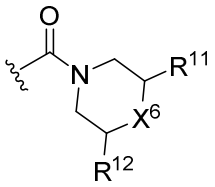
~~29~~10. The compound of any one of claims 1-3, wherein Z^1 and Z^2, together with the N to which they are bound, combine to form an optionally substituted 4-, 5-, or 6-membered heterocyclic ring or to form an optionally substituted heterobicyclic ring.

~~30~~11. The compound of claim ~~29~~10, wherein

Z is ;

R^7 and R^8 are each independently H, CN, halo, alkyl, aminoalkyl, or alkylaminoalkyl; and

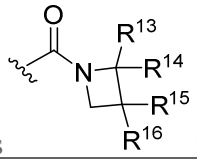
R^9 and R^{10} are each independently H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl; or

Z is ;

X^6 is CH_2, NH, or N(alkyl);

R^{11} and R^{12} are each independently H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl; and

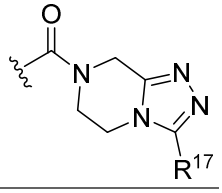
when X^6 is NH or N(alkyl), then R^{11} and R^{12} are not hydroxyl, amino, or alkylamino; or

Z is ; or

R^{13} and R^{14} are each independently H, CN, halo, alkyl, aminoalkyl, or alkylaminoalkyl; and

R^{15} and R^{16} are each independently H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl, or

R^{15} and R^{16} combine to form an optionally substituted 4-, 5-, or 6-membered nitrogen containing heterocyclic ring; or

Z is 

wherein R^{17} is H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl.

~~31~~12. The compound of claim ~~30~~11, wherein R^7 and R^8 are each independently H, alkyl, or alkylaminoalkyl; ~~and~~ R^9 and R^{10} are each independently H, alkyl, alkylamino, or alkylaminoalkyl;

R^{11} and R^{12} are each independently H, CN, alkyl, alkylamino, or alkylaminoalkyl;

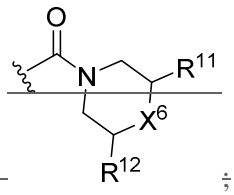
R^{13} and R^{14} are each independently H, CN, alkyl, aminoalkyl, or alkylaminoalkyl; and

R^{15} and R^{16} are each independently H, CN, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl, combine to form an optionally substituted 4-, 5-, or 6-membered nitrogen containing heterocyclic ring.

~~32. The compound of claim 30 or 31, wherein the alkylamino is methylamino or dimethylamino.~~

~~33. The compound of claim 30 or 31, wherein the alkylaminoalkyl is methylaminoalkyl or dimethylaminoalkyl.~~

~~34. The compound of claim 29, wherein~~

~~Z is~~  ;

~~X^6 is CH_2, NH, or N(alkyl);~~

~~R^{11} and R^{12} are each independently H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl; and~~

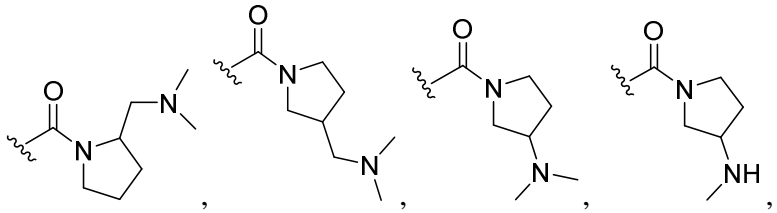
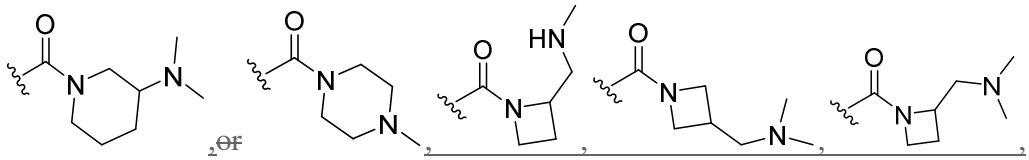
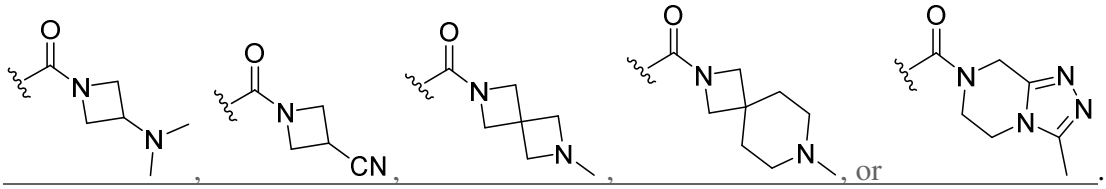
~~when X^6 is NH or N(alkyl), then R^{11} and R^{12} are not hydroxyl, amino, or alkylamino.~~

~~35. The compound of claim 33, wherein R^{11} and R^{12} are each independently H, CN, alkyl, alkylamino, or alkylaminoalkyl.~~

~~36. The compound of claim 34 or 35, wherein the alkylamino is methylamino or dimethylamino.~~

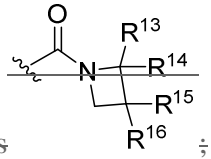
~~37. The compound of claim 34 or 35, wherein the alkylaminoalkyl is methylaminoalkyl or dimethylaminoalkyl.~~

~~38~~13. The compound of ~~any one of~~ claim~~s 30 or 34~~11, wherein Z is

~~,or~~

~~39. The compound of claim 29, wherein~~



~~Z is~~ ;

~~R^{13} and R^{14} are each independently H, CN, halo, alkyl, aminoalkyl, or alkylaminoalkyl; and~~

R^{15} and R^{16} are each independently H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl, or

R^{15} and R^{16} combine to form an optionally substituted 4-, 5-, or 6-membered nitrogen containing heterocyclic ring.

40. The compound of claim 39, wherein

R^{13} and R^{14} are each independently H, CN, alkyl, aminoalkyl, or alkylaminoalkyl.

41. The compound of claim 39 or 40, wherein R^{15} and R^{16} are each independently H, CN, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl.

42. The compound of claim 40 or 41, wherein the alkylamino is methylamino or dimethylamino.

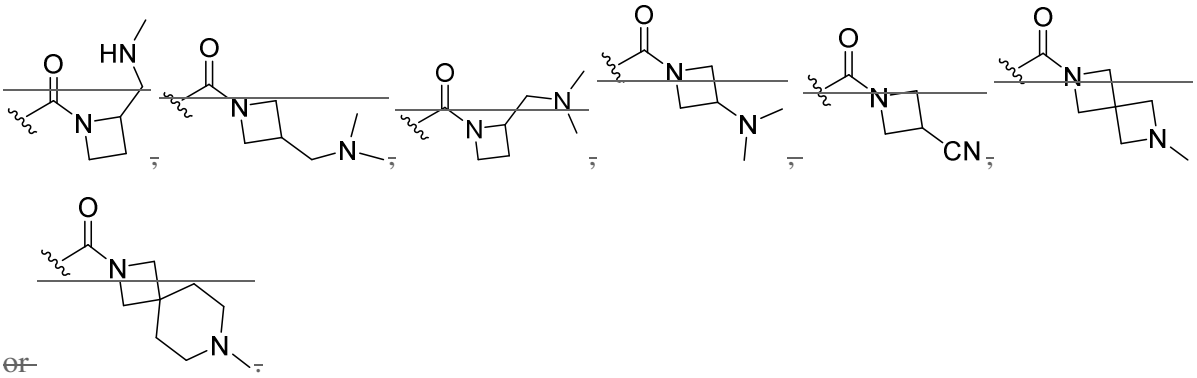
43. The compound of claim 40 or 41, wherein the alkylaminoalkyl is methylaminoalkyl or dimethylaminoalkyl.

44. The compound of claim 43, wherein R^{13} and R^{14} are each H; and R^{15} and R^{16} combine to form an optionally substituted 4-, 5-, or 6-membered nitrogen containing heterocyclic ring.

45. The compound of claim 44, wherein the optionally substituted 4-, 5-, or 6-membered nitrogen containing heterocyclic ring is an azetidine, pyrrolidine, or piperidine.

46. The compound of claim 45, wherein the azetidine, pyrrolidine, or piperidine, when substituted, is substituted with alkyl.

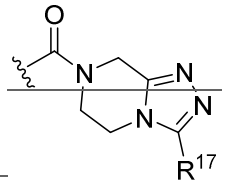
47. The compound of any one of claim 39, wherein Z is



or

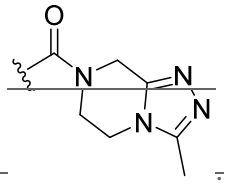
48. The compound of any one of claims 1-3, wherein Z_1 and Z_2 together with the N to which they are bound combine to form an optionally substituted heterobicyclic ring.

49. The compound of claim 48, wherein Z is

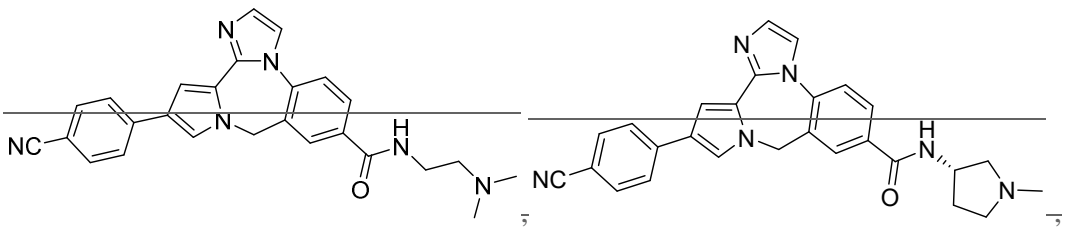


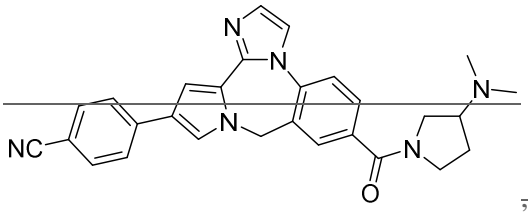
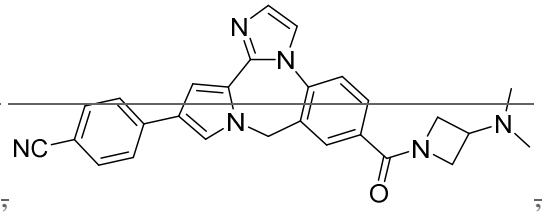
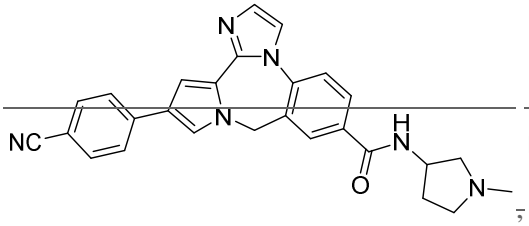
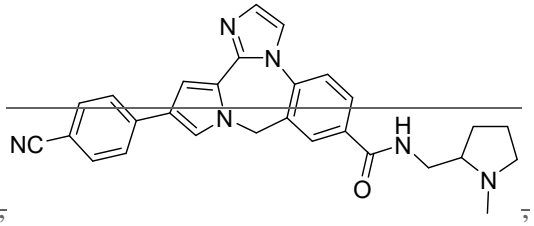
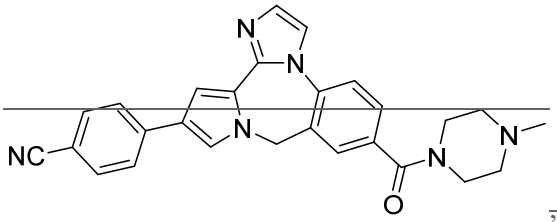
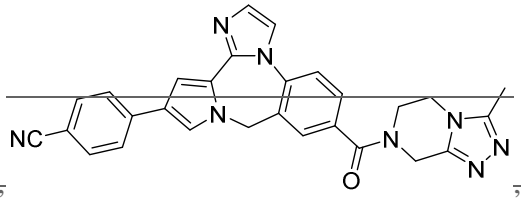
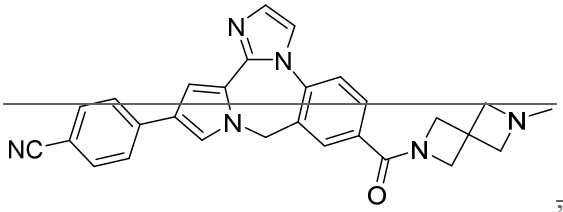
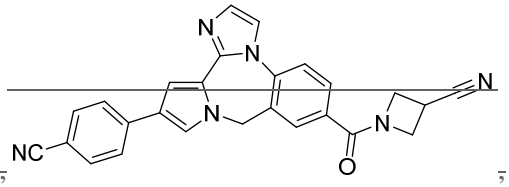
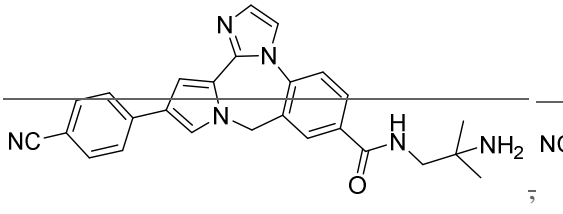
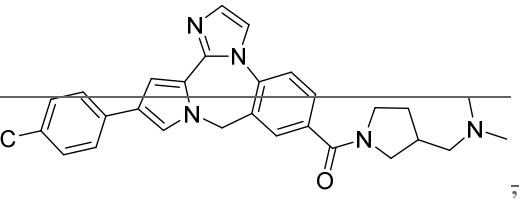
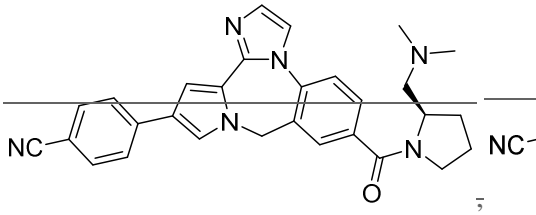
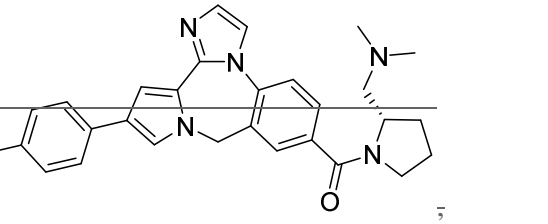
wherein R^{17} is H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl.

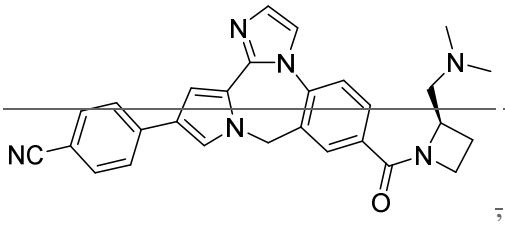
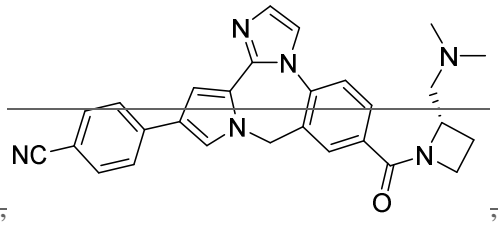
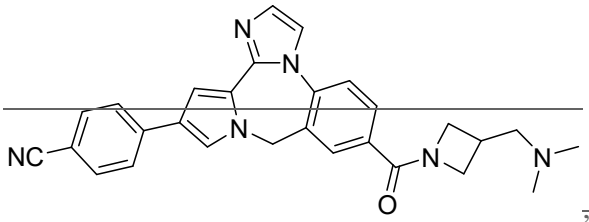
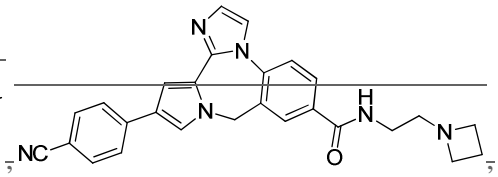
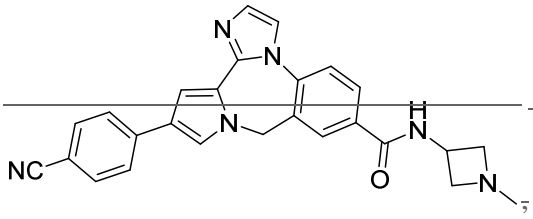
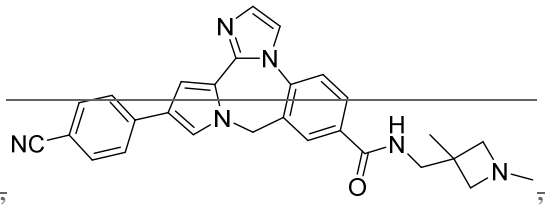
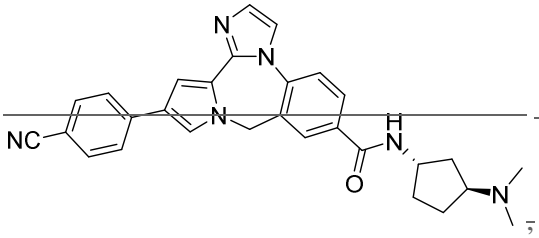
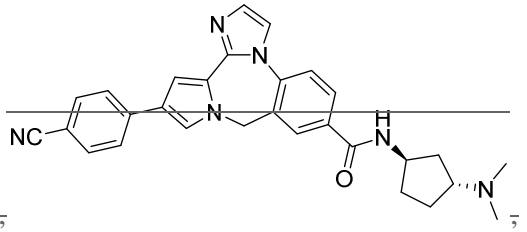
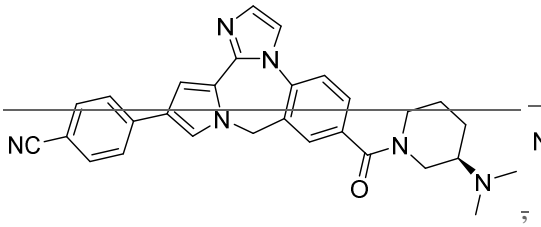
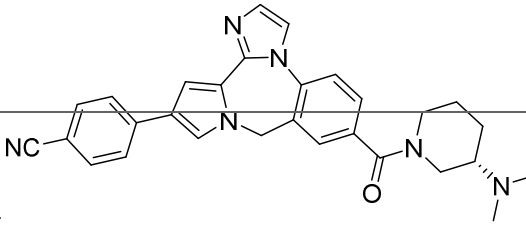
50. The compound of claim 49, wherein Z is

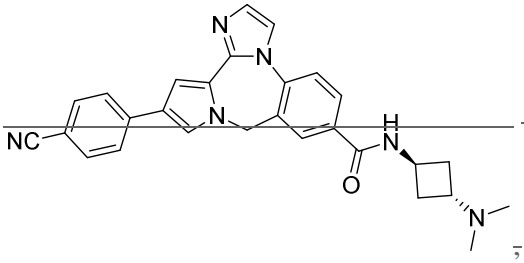
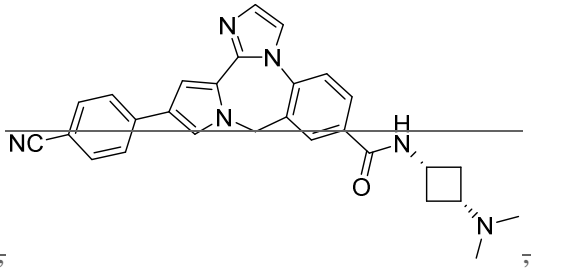


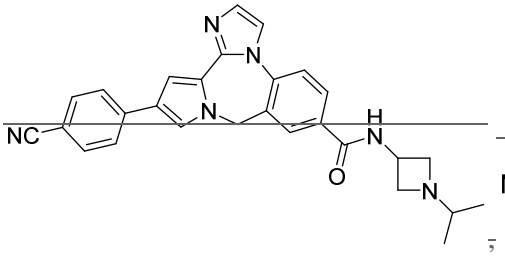
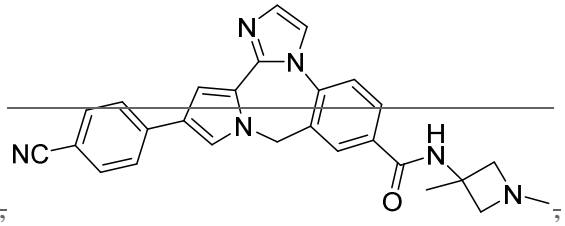
51. The compound of claim 1 or 2 having the structure:



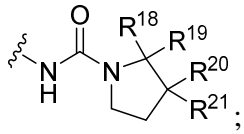











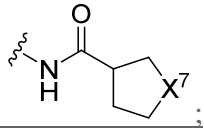
~~52~~14. The compound of claim 1 or 2, wherein Z is –NHC(O)NZ^{3}Z^4, and Z^3 and Z^4 together with the N to which they are bound combine to form an optionally substituted 5-membered heterocyclic ring.

~~53~~15. The compound of claim ~~52~~14, wherein

Z is ;

R^{18} and R^{19} are each independently H, CN, halo, alkyl, aminoalkyl, or alkylaminoalkyl; and

R^{20} and R^{21} are each independently H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl; or

Z is ;

X^7 is CHR^{22} or NR^{23};

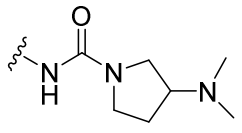
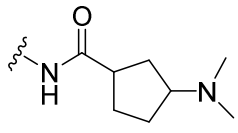
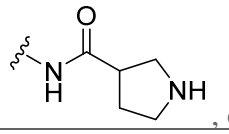
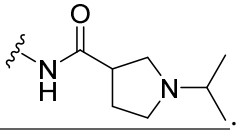
R^{22} is H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl; and

R^{23} is H, alkyl, alkylamino, or alkylaminoalkyl.

~~54. The compound of claim 53, wherein R^{20} and R^{21} are each independently H or alkylamino.~~

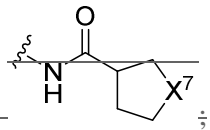
~~55. The compound of claim 53 or 54, wherein the alkylamino is methylamino or dimethylamino.~~

~~56~~16. The compound of claim ~~53~~15, wherein Z is

, , , or .

57. The compound of claim 1 or 2, wherein Z is –NHC(O)C(HZ^{5}Z^6); and Z^5 and Z^6 together with the C to which they are bound combine to form an optionally substituted 5-membered heterocyclic ring.

58. The compound of claim 57, wherein

Z is ;

X^7 is CHR^{22} or NR^{23};

R^{22} is H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl; and

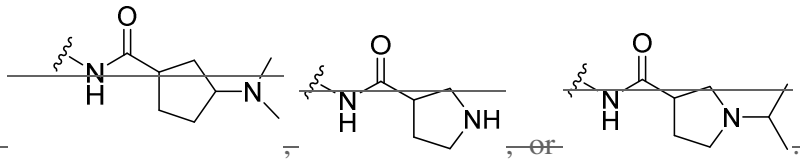
R^{23} is H, alkyl, alkylamino, or alkylaminoalkyl.

59. The compound of claim 58, wherein X^7 is CHR^{22}; and R^{22} is alkylamino.

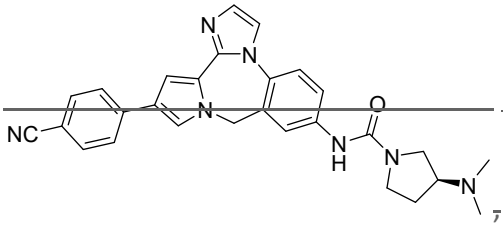
60. The compound of claim 59, wherein the alkylamino is methylamino or dimethylamino.

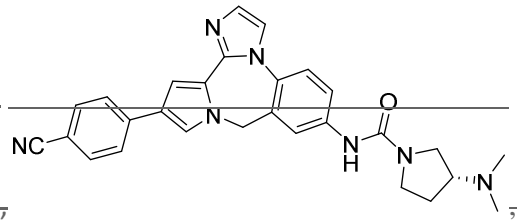
61. The compound of claim 58, wherein X^7 is NR^{23}; and R^{23} is H or alkyl.

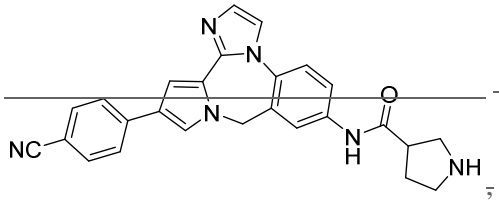
62. The compound of claim claim 52 or 58, wherein Z is

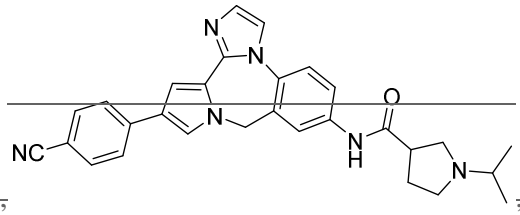


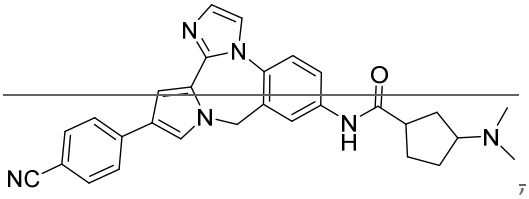
63. The compound of claim 1 or 2 having the structure:









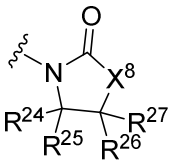


~~or a pharmaceutically acceptable salt of the compound.~~

~~64~~17. The compound of claim 1 or 2, wherein Z is $-NZ^7Z^8$.

~~65. The compound of claim 64, wherein Z^7 and Z^8 together with the N to which they are bound combine to form an optionally substituted 5- or 6-membered cyclic amide, cyclic urea, or cyclic carbamate.~~

~~66~~18. The compound of claim ~~65~~17, wherein

Z is  ;

X^8 is $CR^{28}R^{29}$, NR^{30} or O;

R^{24} and R^{26} are each independently H or alkyl;

R^{25} is H, or an optionally substituted alkyl, aminoalkyl, alkylaminoalkyl, heterocycloalkyl, or heterocyclyl;

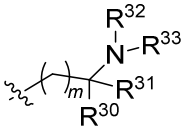
R^{27} is H, or an optionally substituted alkyl, amino, alkylamino, aminoalkyl, alkylaminoalkyl, heterocycloalkyl, or heterocyclyl;

R^{28} and R^{29} each independently H, alkyl, alkylamino, aminoalkyl, or optionally substituted alkylaminoalkyl;

R^{30} is H, alkyl, alkylaminoalkyl, or an optionally substituted cycloalkyl or heterocyclyl; and

when X^8 is NR^{30} or O, then R^{30} is not amino, or alkylamino.

~~67~~19. The compound of ~~any one of~~ claim~~s~~ ~~66~~18, wherein X^8 is NH ~~or~~, N–CH_3, CH_2, or O;

one of R^{25} and R^{27} is H and the other of R^{25} and R^{27} is ;

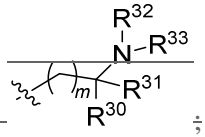
m is 0, 1 or 2;

R^{30} and R^{31} are each independently H or alkyl, or R^{30} and R^{31} together with the C to which they are bound form a carbocyclic ring; and

R^{32} and R^{33} are each independently H, alkyl, hydroxyalkyl, optionally substituted cycloalkyl, or optionally substituted heterocyclyl, or together with the N to which they are bound form an optionally substituted heterocyclic ring.

~~68. The compound of any one of claims 66, wherein X^8 is CH_2.~~

~~69. The compound of any one of claims 66, wherein X^8 is O.~~

~~70. The compound of any one of claims 66-69, wherein one of R^{25} and R^{27} is H and the other of R^{25} and R^{27} is~~  ~~;~~

~~*m* is 0, 1 or 2;~~

~~R^{30} and R^{31} are each independently H or alkyl, or R^{30} and R^{31} together with the C to which they are bound form a carbocyclic ring; and~~

~~R^{32} and R^{33} are each independently H, alkyl, hydroxyalkyl, optionally substituted cycloalkyl, or optionally substituted heterocyclyl, or together with the N to which they are bound form an optionally substituted heterocyclic ring.~~

~~71. The compound of claim 70, wherein R^{30} and R^{31} are each H.~~

~~72. The compound of claim 70, wherein R^{30} and R^{31} are each alkyl.~~

~~73. The compound of any one of claims 70-72, wherein R^{32} and R^{33} are each H.~~

~~74. The compound of any one of claims 70-72, wherein R^{32} and R^{33} are each alkyl.~~

~~75. The compound of any one of claims 70-72, wherein R^{32} is H or CH_3; and R^{33} is alkyl, hydroxyalkyl, optionally substituted cycloalkyl, or optionally substituted heterocyclyl.~~

~~76. The compound of claim 75, wherein the optionally substituted cycloalkyl is a cyclopropyl or cyclobutyl.~~

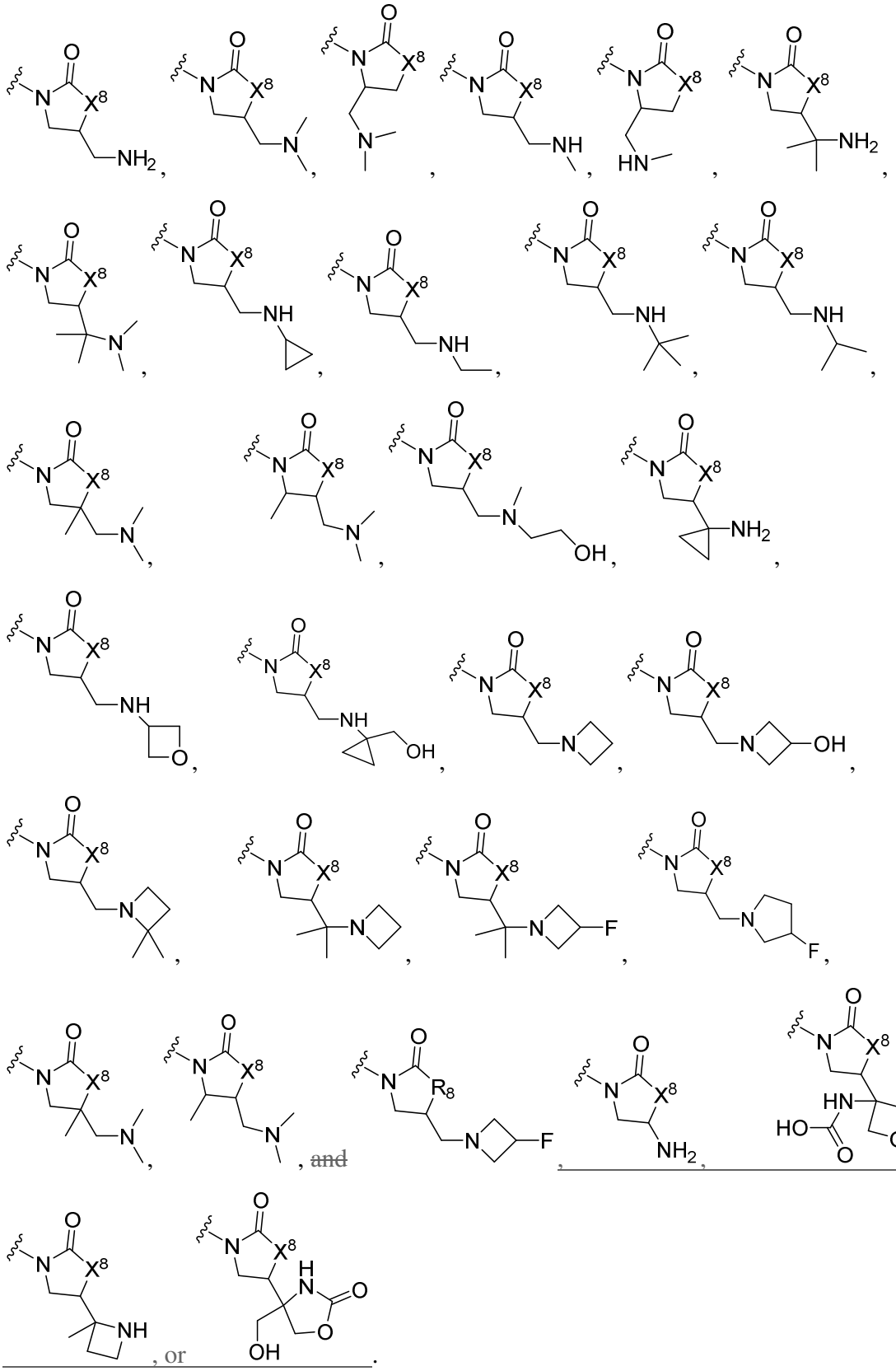
~~77. The compound of claim 75, wherein the optionally substituted heterocyclyl is an azetidinyl, pyrrolidinyl, or piperidinyl.~~

~~78. The compound of claim 76 or 77, wherein the cycloalkyl or heterocyclyl, when substituted, is substituted with halo, alkyl, hydroxyl, hydroxyalkyl, or carbamate.~~

~~79~~20. The compound of ~~any one of claims 70-72~~claim 19, wherein R^{32} and R^{33} combine to form an optionally substituted azetidine, pyrrolidine, or piperidine; and the azetidinyl, pyrrolidinyl, or piperidinyl, when substituted, is substituted with halo, alkyl, or hydroxyl.

~~80. The compound of claim 79, wherein the azetidinyl, pyrrolidinyl, or piperidinyl, when substituted, is substituted with halo, alkyl, or hydroxyl.~~

~~81~~21. The compound of claim ~~70~~18 or 19, wherein Z is

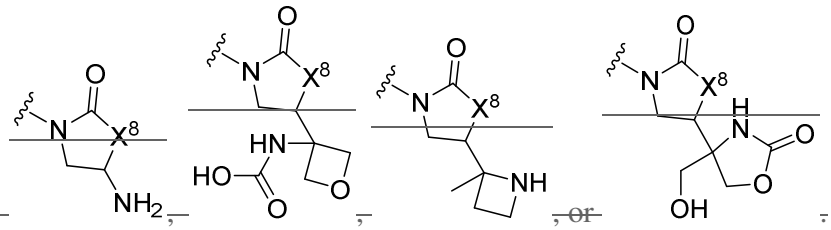


~~82. The compound of any one of claims 70-72, wherein one of R^{25} is H and and R^{27} is amino or optionally substituted heterocyclyl.~~

~~83. The compound of claim 82 wherein the optionally substituted heterocyclyl is an optionally substituted oxetanyl, azetidinyl, pyrrolidinyl, piperidinyl, or oxazolidinonyl.~~

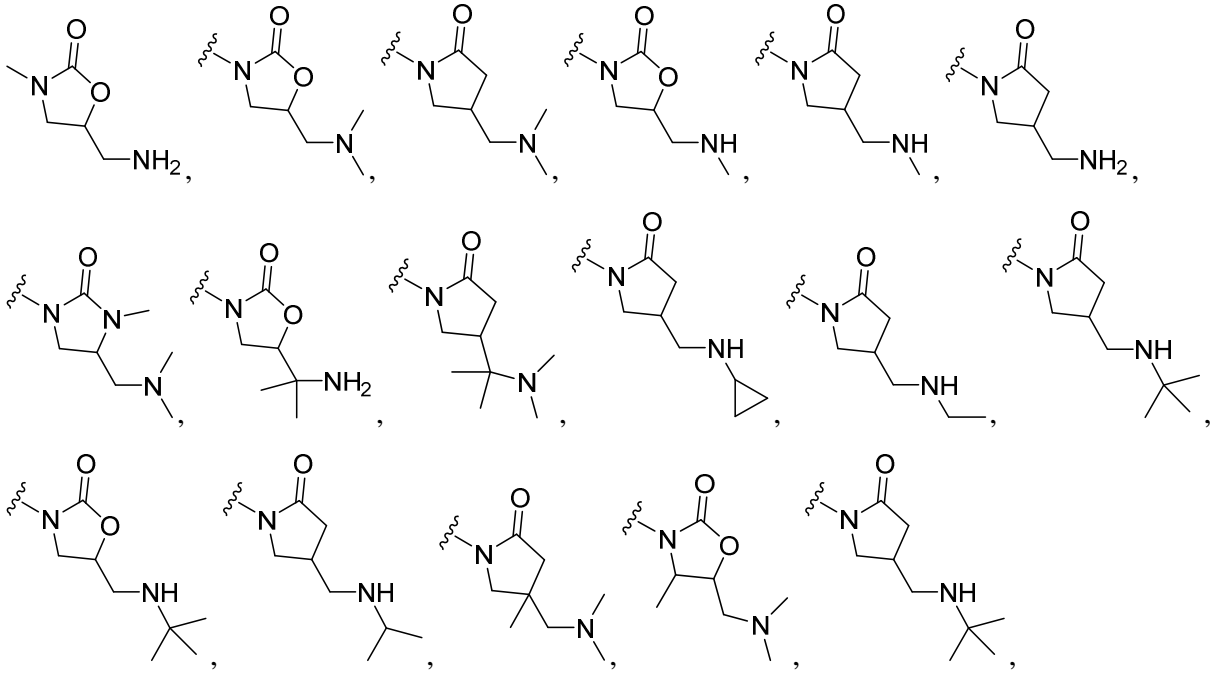
~~84. The compound of claim 83, wherein the oxetanyl, azetidinyl, pyrrolidinyl, piperidinyl or oxazolidinonyl, when substituted, is substituted with alkyl, hydroxyalkyl, or carbamate.~~

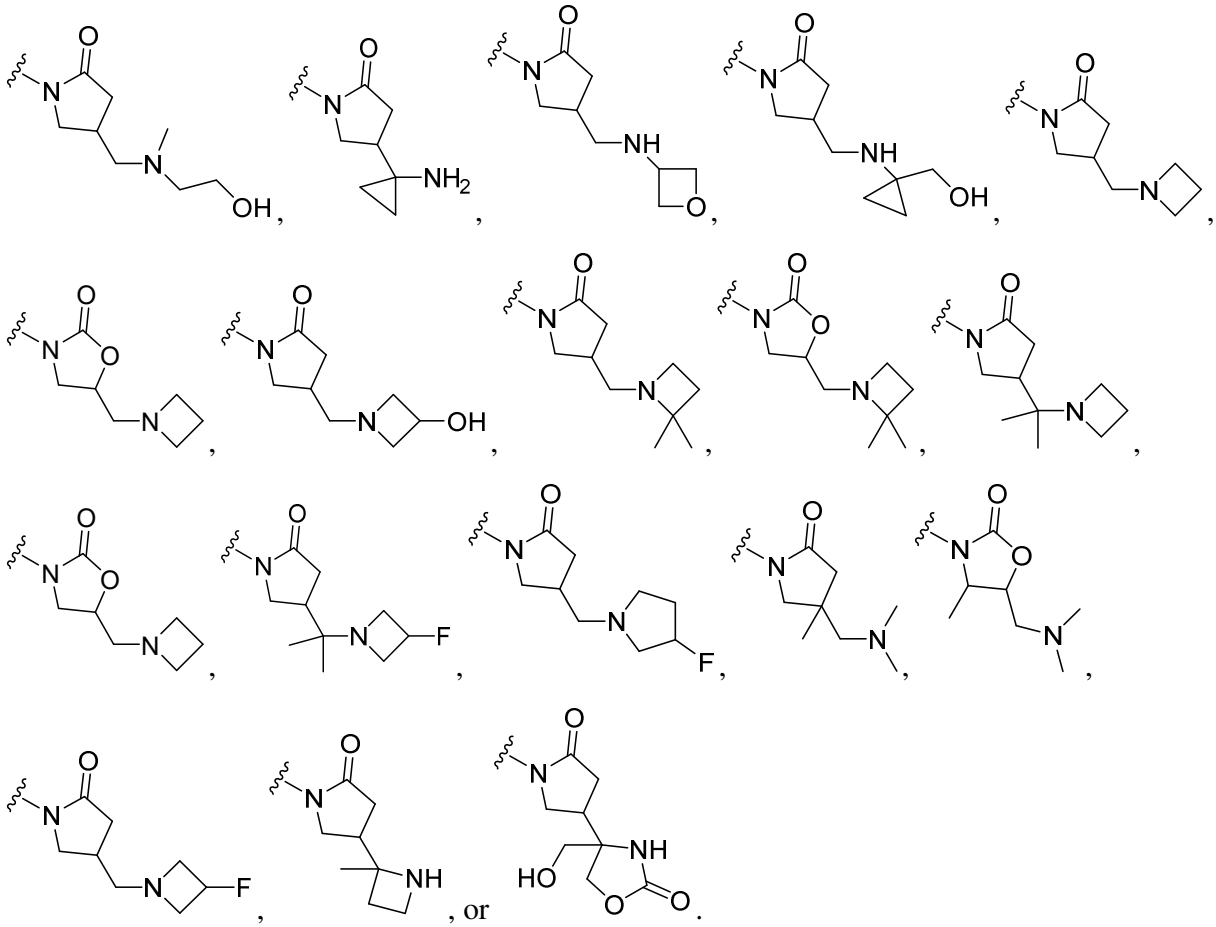
~~85. The compound of claim 82, wherein Z is~~



~~, or~~ .

~~86~~22. The compound of claim ~~66~~18, wherein Z is





8723. The compound of claim 6618, wherein X^8 is $CR^{28}R^{29}$ or NR^{30};

and R^{28} and R^{29} each independently H, alkyl, alkylamino, aminoalkyl, or optionally substituted alkylaminoalkyl; and R^{30} is alkyl, alkylaminoalkyl, or an optionally substituted cycloalkyl or heterocyclyl.

88. The compound of claim 87, wherein R^{24}, R^{25}, R^{26}, and R^{27} are each H.

89. The compound of claim 86 or 87, wherein one of R^{28} and R^{29} is H or CH_3 and the other of R^{28} and R^{29} is alkylamino, aminoalkyl, or optionally substituted alkylaminoalkyl.

90. The compound of claim 89, wherein the alkylaminoalkyl, when substituted, is substituted with a hydroxyl.

~~91. The compound of claim 86 or 87, wherein X^8 is NR^{30}; and R^{30} is alkylaminoalkyl, or an optionally substituted cycloalkyl or heterocyclyl.~~

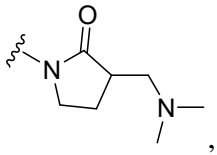
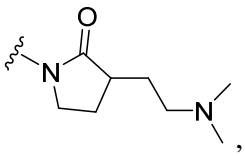
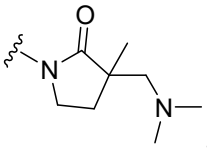
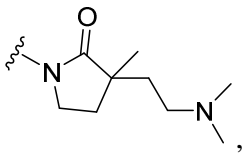
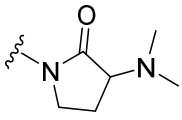
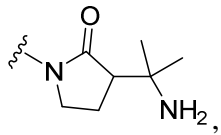
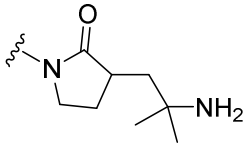
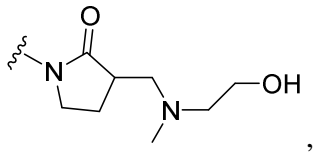
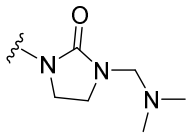
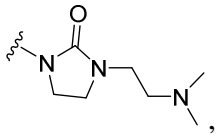
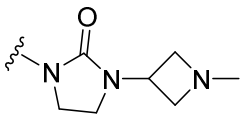
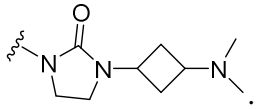
~~92. The compound of claim 90, wherein the optionally substituted cycloalkyl is cyclopropyl or cyclobutyl.~~

~~93. The compound of claim 91, wherein the cyclopropyl or cyclobutyl, when substituted, is substituted with alkylamino.~~

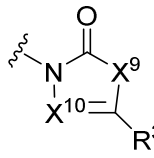
~~94. The compound of claim 91, wherein the optionally substituted heterocyclyl is oxetanyl, azetidinyl, pyrrolidinyl, or piperidinyl.~~

~~95. The compound of claim 94, wherein the oxetanyl, azetidinyl, pyrrolidinyl, or piperidinyl, when substituted, is substituted with alkyl.~~

~~96~~24. The compound of claim ~~87~~23, wherein Z is


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, or

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~~97~~25. The compound of claim ~~65~~17, wherein

Z is ;

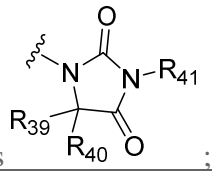
X^9 is $CR^{36}R^{37}$ or NR^{38};

X^{10} is N or CR^{34};

R^{34} and R^{35} are each independently H or optionally substituted alkyl; and

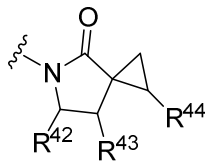
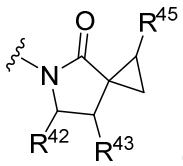
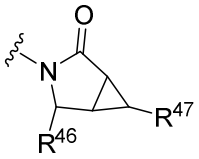
R^{36} and R^{37} are each independently H, alkyl, alkylamino, aminoalkyl, alkylaminoalkyl, or optionally substituted heterocyclyl; and

R^{38} is alkyl, aminoalkyl or alkylaminoalkyl; or

Z is ;

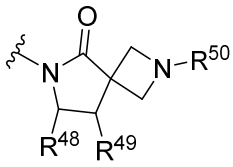
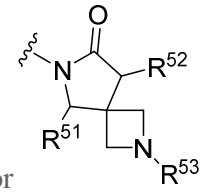
R^{39} and R^{40} are each independently H or optionally substituted alkyl; and

R^{41} is aminoalkyl, alkylaminoalkyl, or an optionally substituted heterocyclyl or heterocycloalkyl; or

Z is ,  or ;

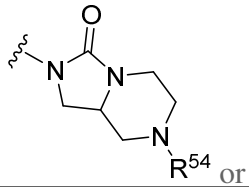
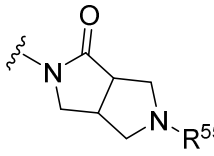
R^{42}, R^{43}, and R^{46} are each independently H or optionally substituted alkyl; and

R^{44}, R^{45}, and R^{47} are each independently H, alkylamino, aminoalkyl, or alkylaminoalkyl;or

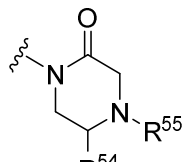
Z is  or ;

R^{48}, R^{49}, R^{51}, and R^{52} are each independently H or optionally substituted alkyl; and

R^{50} and R^{53} are each independently H, alkyl, aminoalkyl, or alkylaminoalkyl;or

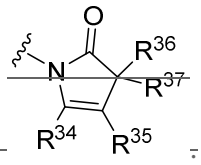
Z is  or ; and

R^{54} and R^{55} are each independently H, alkyl, aminoalkyl, or alkylaminoalkyl; or

Z is  ;

R^{54} is H, or an optionally substituted alkyl or hydroxyalkyl; and

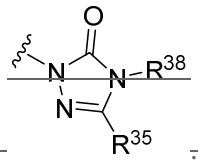
R^{55} is H, alkyl, aminoalkyl, alkylaminoalkyl, or cycloalkyl.

~~98. The compound of claim 97, wherein Z is~~  ~~.~~

~~99. The compound of claim 98, wherein one of R^{36} and R^{37} is H or alkyl and the other of R^{36} and R^{37} is alkylaminoalkyl or optionally substituted heterocyclyl.~~

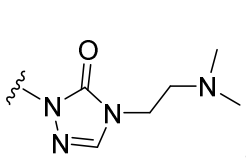
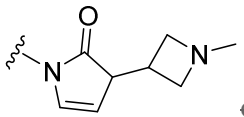
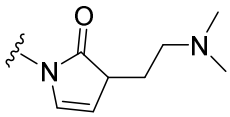
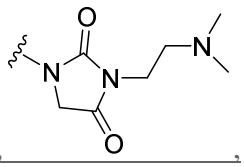
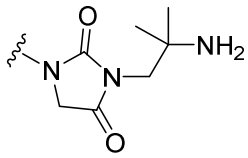
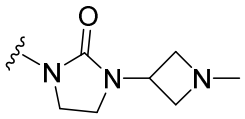
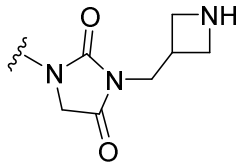
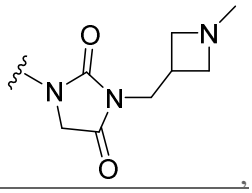
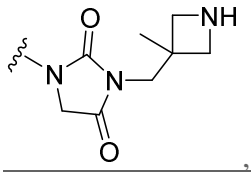
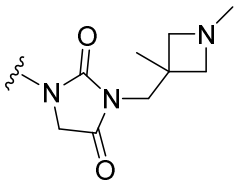
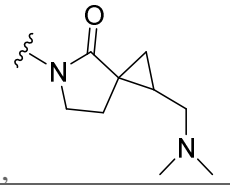
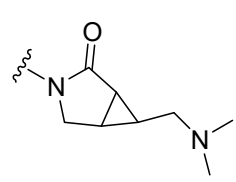
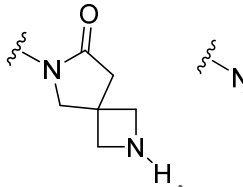
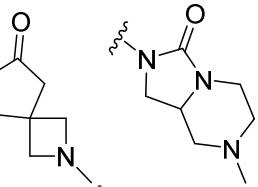
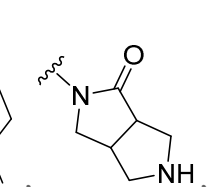
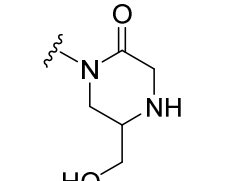
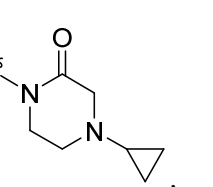
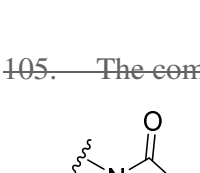
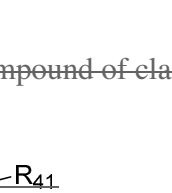
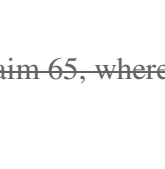
~~100. The compound of claim 99, wherein the optionally substituted heterocyclyl is oxetanyl, azetidinyl, pyrrolidinyl, or piperidinyl.~~

~~101. The compound of claim 99, wherein the oxetanyl, azetidinyl, pyrrolidinyl, or piperidinyl, when substituted, is substituted with alkyl.~~

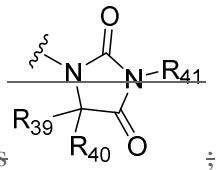
~~102. The compound of claim 97, wherein Z is~~  ~~.~~

~~103. The compound of claim 102, wherein R^{38} is alkylaminoalkyl.~~

~~104~~26. The compound of claim ~~97~~25, wherein Z is


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or 
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, or 
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~~105. The compound of claim 65, wherein~~

~~Z is~~ 
;

~~R^{39} and R^{40} are each independently H or optionally substituted alkyl; and~~

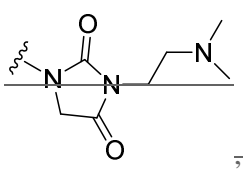
~~R^{41} is aminoalkyl, alkylaminoalkyl, or an optionally substituted heterocyclyl or heterocycloalkyl.~~

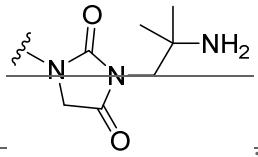
~~106. The compound of claim 105, wherein R^{41} is aminoalkyl or alkylaminoalkyl.~~

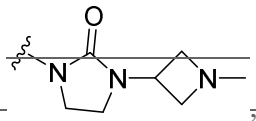
~~107. The compound of claim 105, wherein R^{41} is an optionally substituted heterocyclyl or heterocycloalkyl.~~

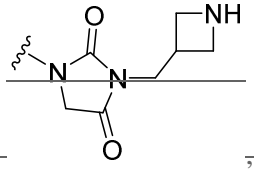
~~108. The compound of claim 107, wherein the heterocyclyl or heterocycloalkyl substituted alkyl, when substituted, is substituted with alkyl.~~

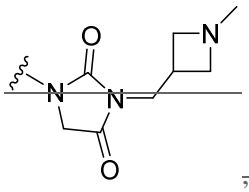
109. The compound of any one of claims 105, wherein Z is

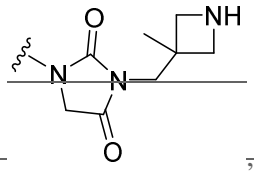

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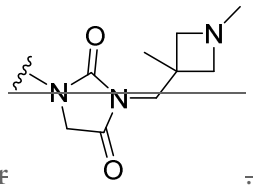

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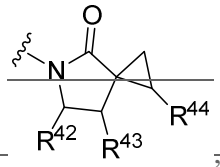

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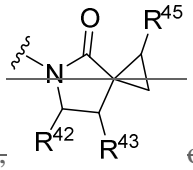

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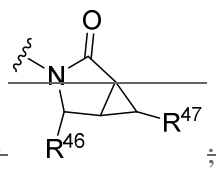

, or


.

110. The compound of claim 65, wherein

Z is 
;


or


;

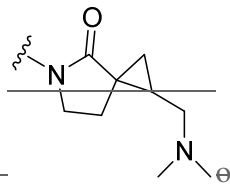
R^{42}, R^{43}, and R^{46} are each independently H or optionally substituted alkyl; and

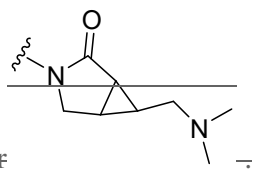
R^{44}, R^{45}, and R^{47} are each independently H, alkylamino, aminoalkyl, or alkylaminoalkyl.

111. The compound of claim 110, wherein R^{42}, R^{43}, and R^{46} are each H.

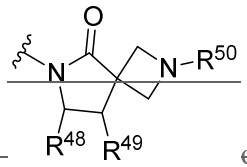
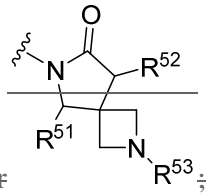
112. The compound of claim 110 or 111, wherein R^{44}, R^{45}, and R^{47} are each alkylaminoalkyl.

113. The compound of claim 110, wherein Z is


or


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114. The compound of claim 65, wherein

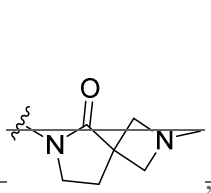
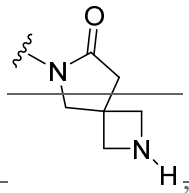
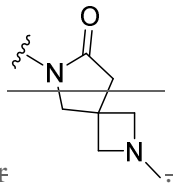
Z is  or ;

R^{48}, R^{49}, R^{51}, and R^{52} are each independently H or optionally substituted alkyl; and R^{50} and R^{53} are each independently H, alkyl, aminoalkyl, or alkylaminoalkyl.

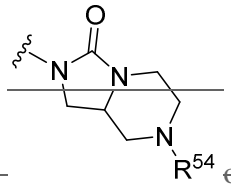
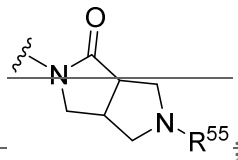
115. The compound of claim 114, wherein R^{48}, R^{49}, R^{51}, and R^{52} are each H.

116. The compound of claim 114 or 115, wherein R^{50} and R^{53} are each alkyl.

117. The compound of claim 113, wherein Z is

, , or ;

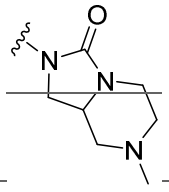
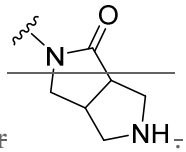
118. The compound of claim 65, wherein

Z is  or ; and

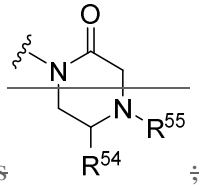
R^{54} and R^{55} are each independently H, alkyl, aminoalkyl, or alkylaminoalkyl.

119. The compound of claim 118, wherein R^{54} and R^{55} are each alkyl.

120. The compound of claim 118, wherein Z is

 or ;

~~121. The compound of claim 65, wherein~~

~~Z is~~  ~~;~~

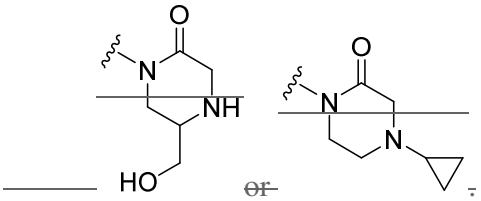
~~R^{54} is H, or an optionally substituted alkyl or hydroxyalkyl; and~~

~~R^{55} is H, alkyl, aminoalkyl, alkylaminoalkyl, or cycloalkyl.~~

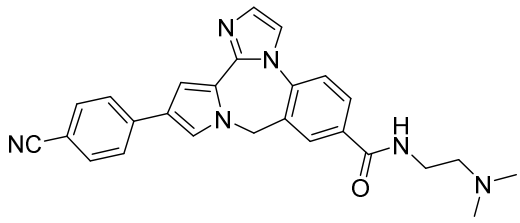
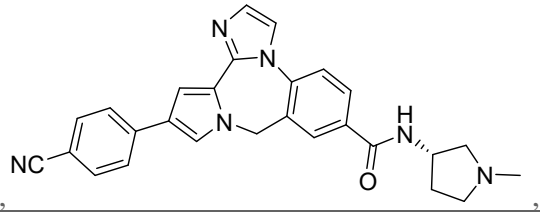
~~122. The compound of claim 121, wherein R^{54} is H or hydroxyalkyl.~~

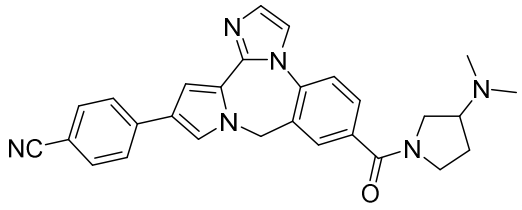
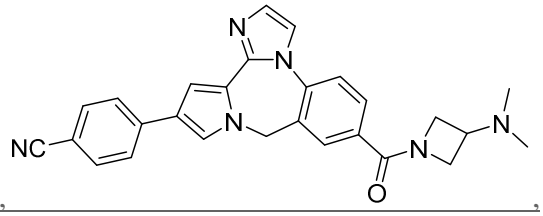
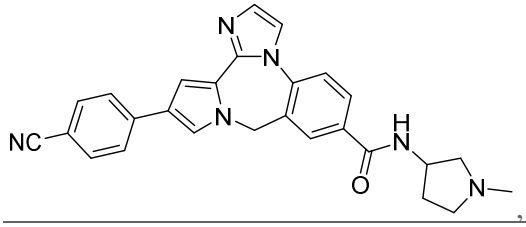
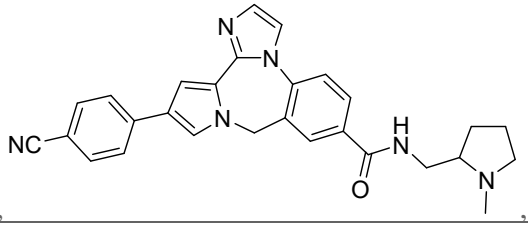
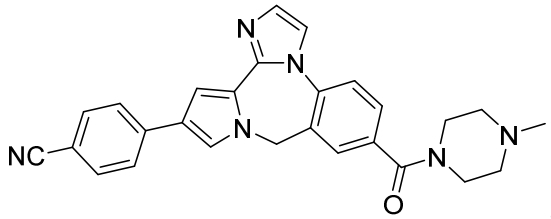
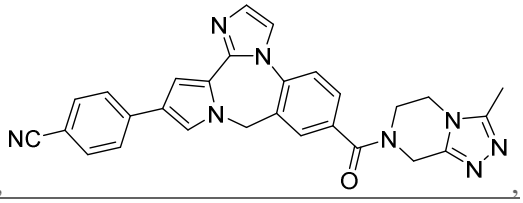
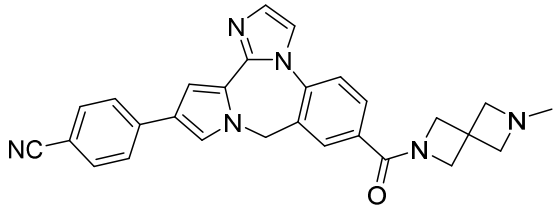
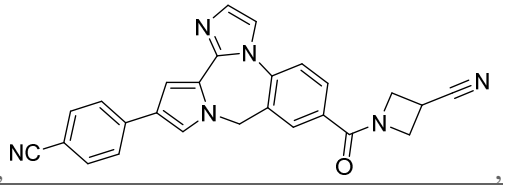
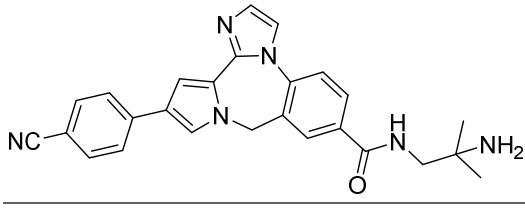
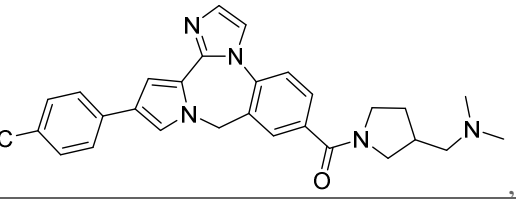
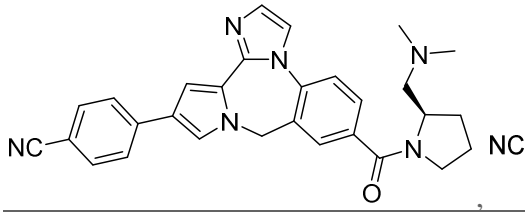
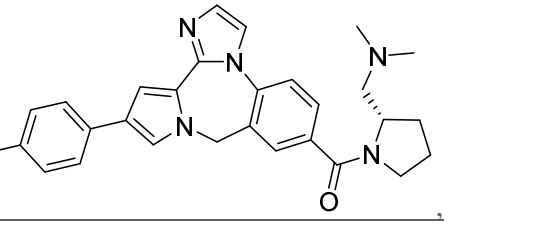
~~123. The compound of claim 121 or 122, wherein R^{55} is H or cycloalkyl.~~

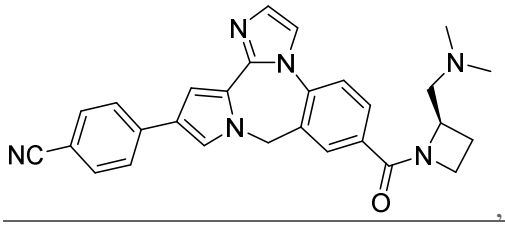
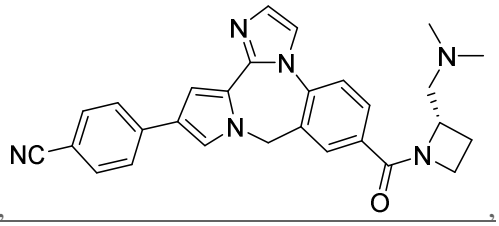
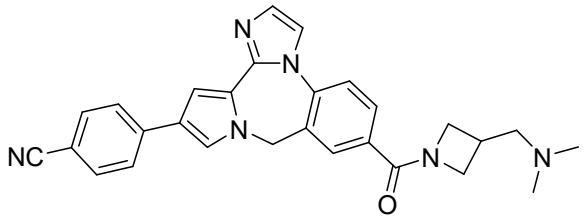
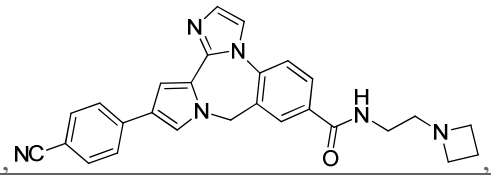
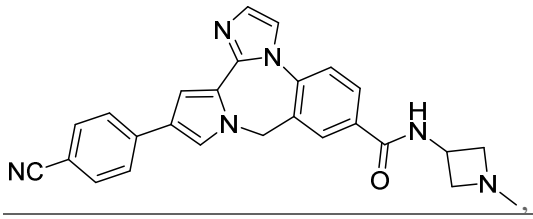
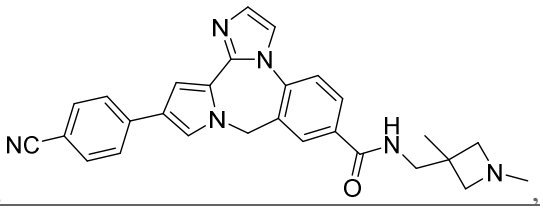
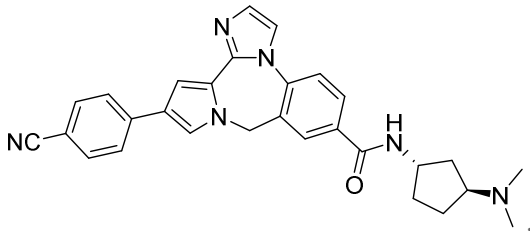
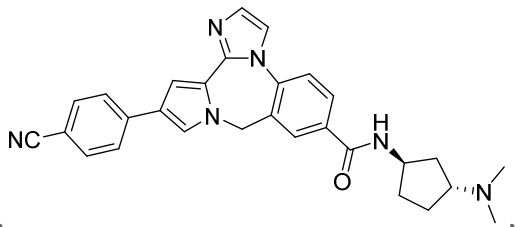
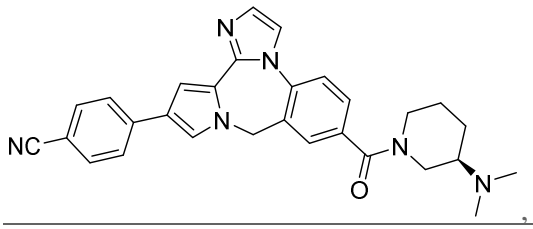
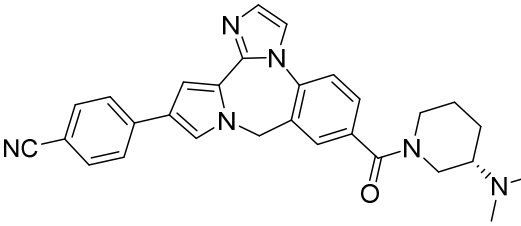
~~124. The compound of any one of claims 121, wherein Z is~~

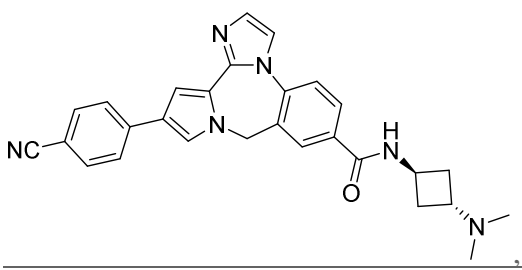
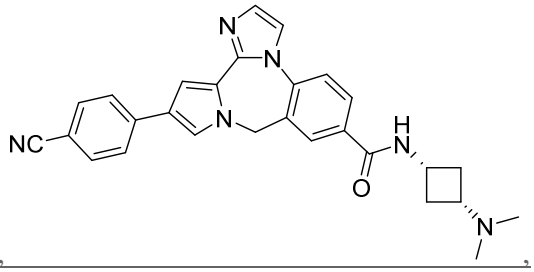
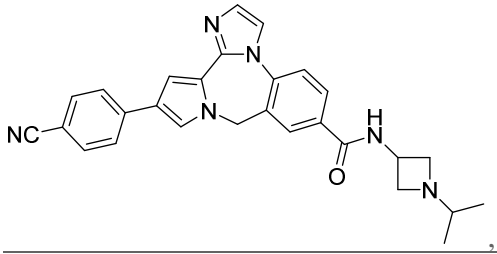
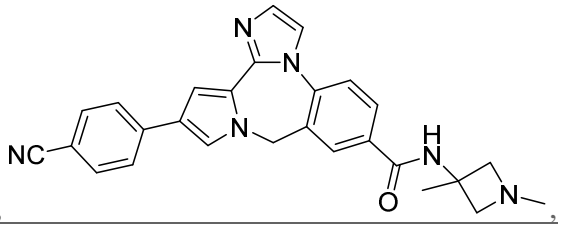
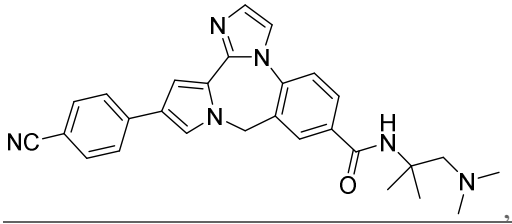
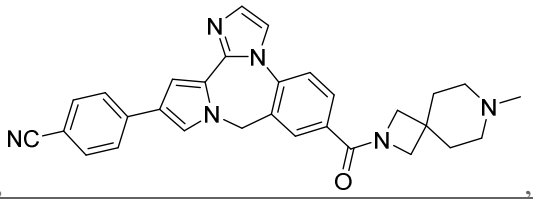
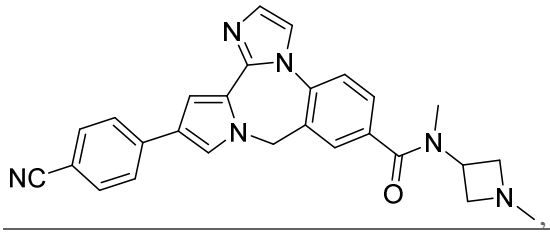
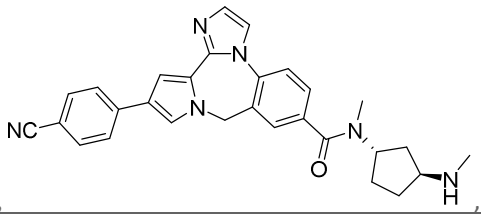
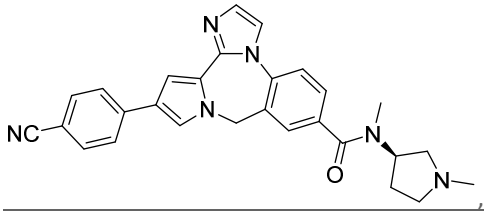
 ~~or~~ ~~,~~

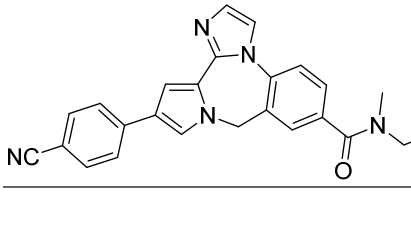
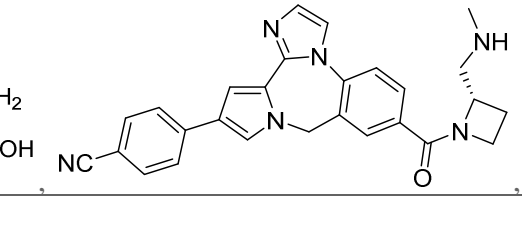
~~125~~27. The compound of claim 1 or 2 having the structure:

 ,  ,

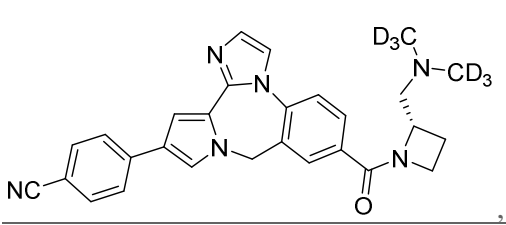
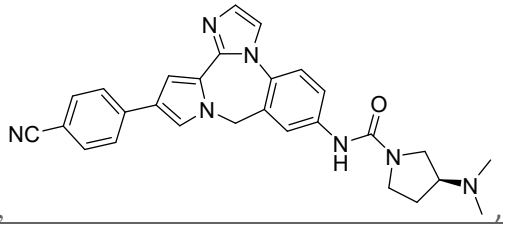
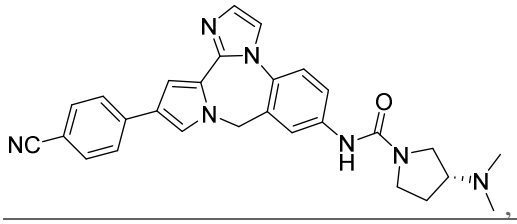
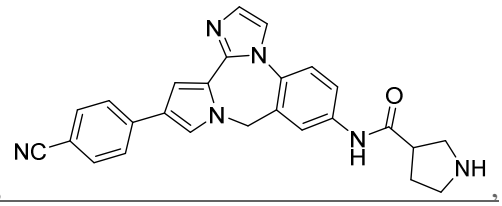
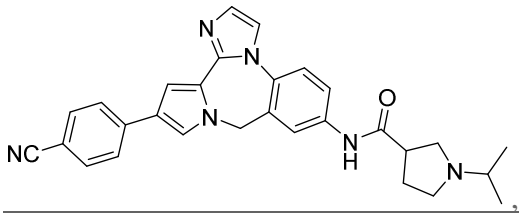
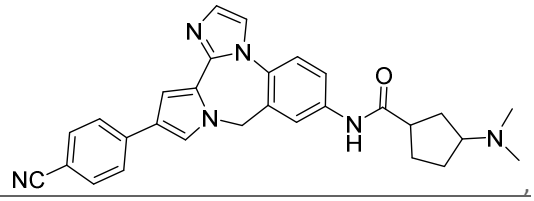
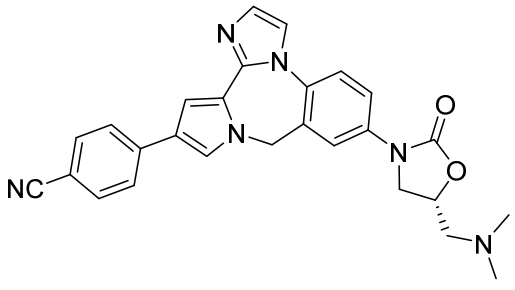
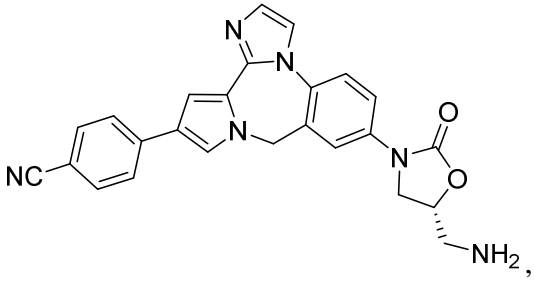
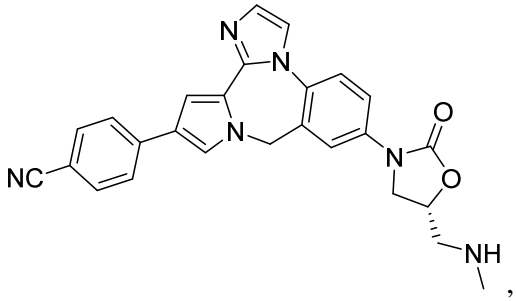
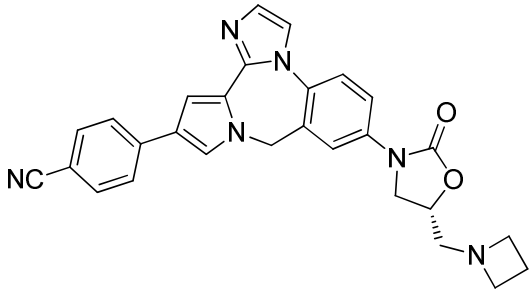
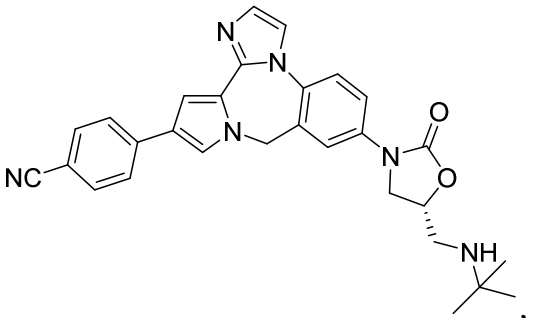
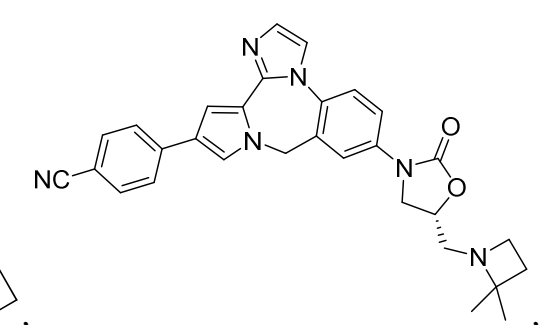













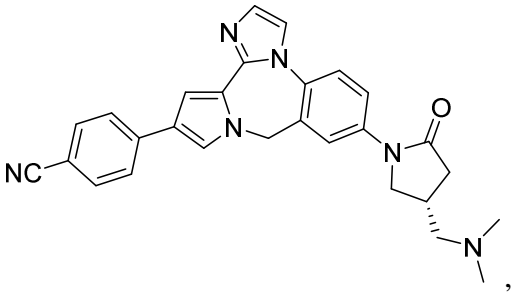
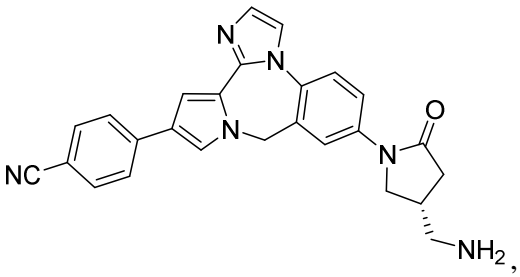
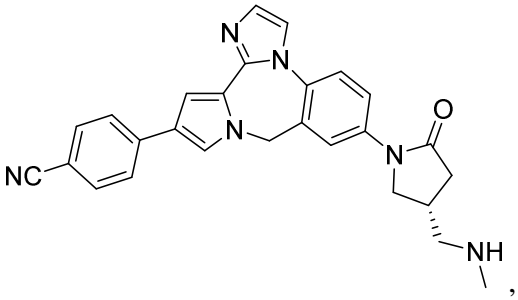
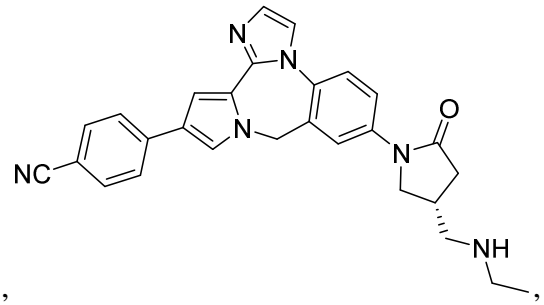
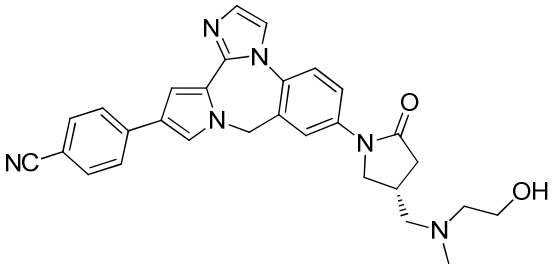
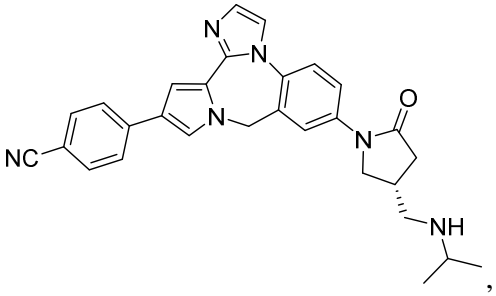
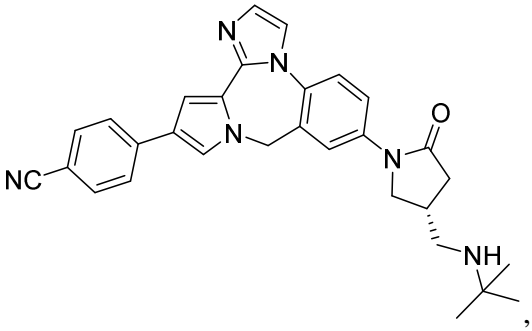
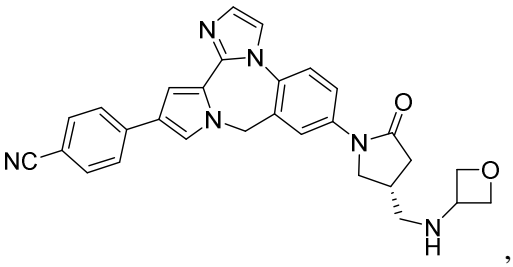
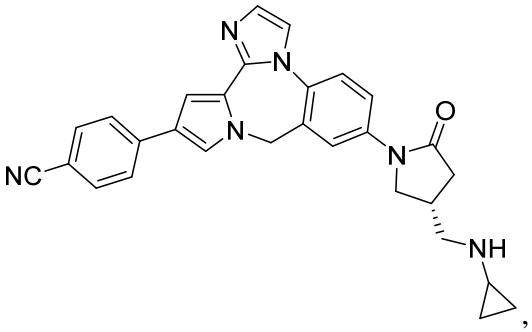
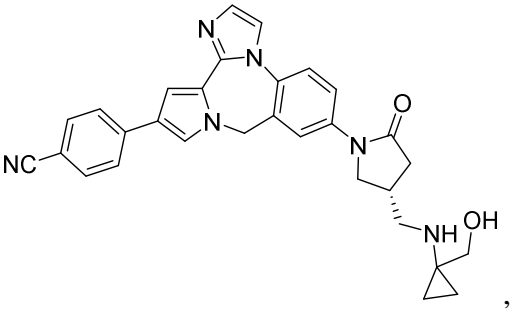











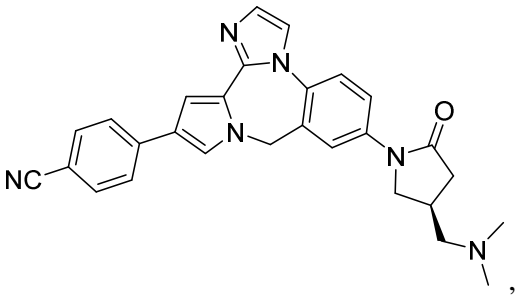
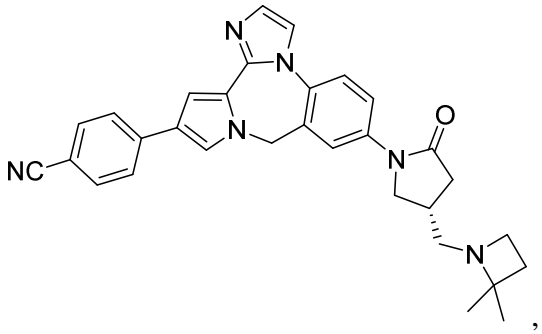
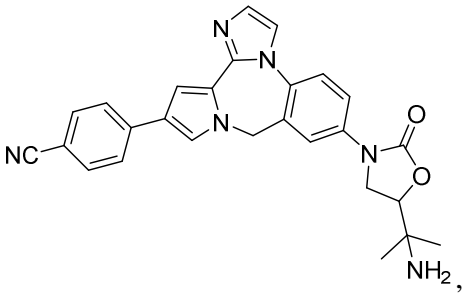
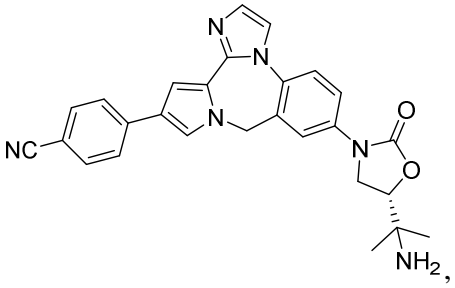
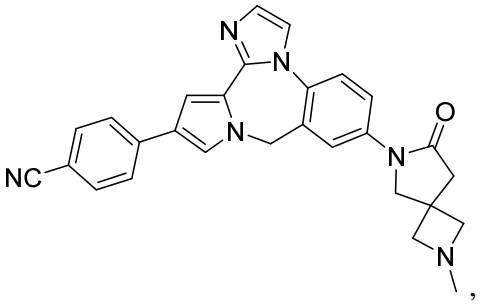
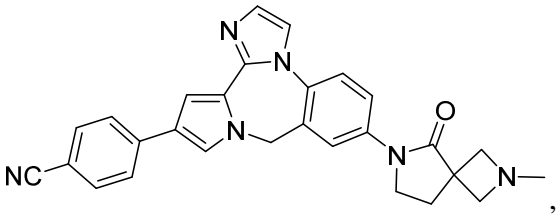
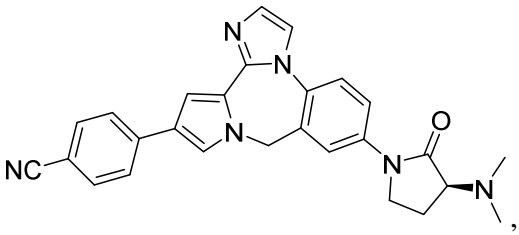
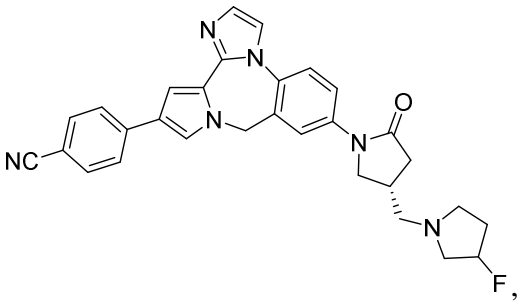
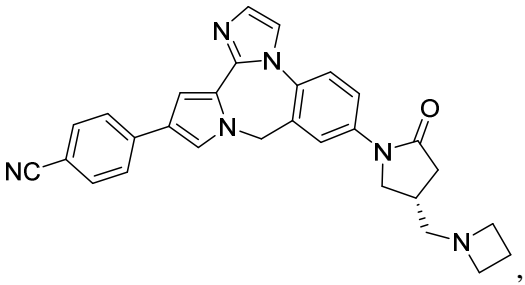
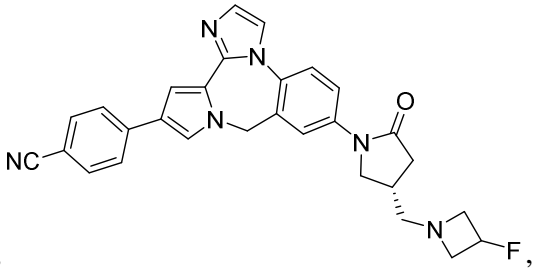












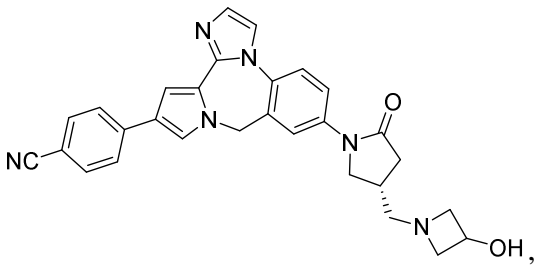
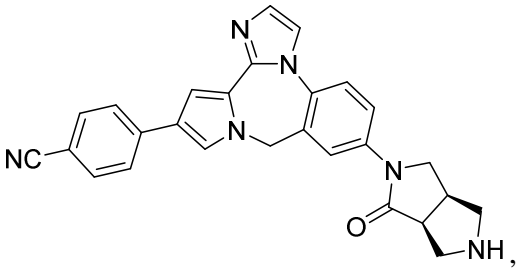
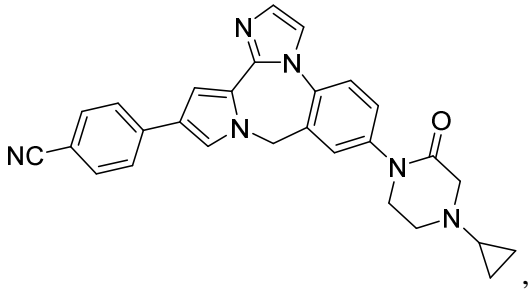
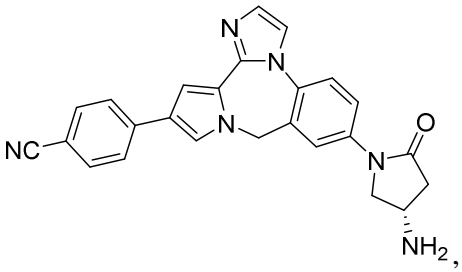
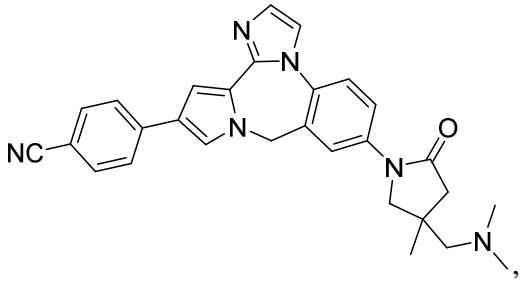
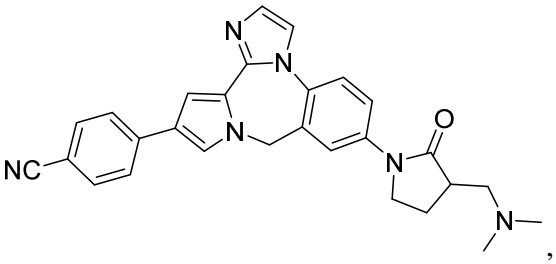
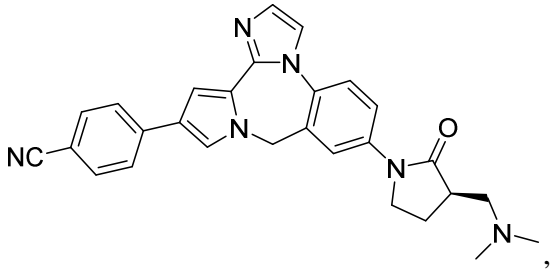
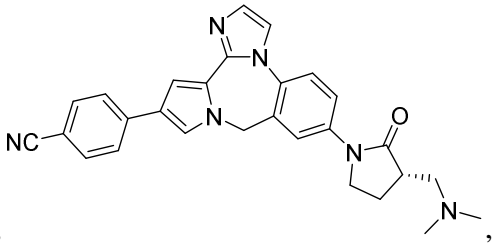
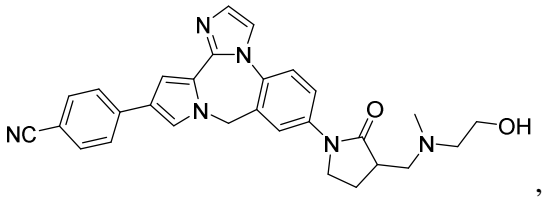
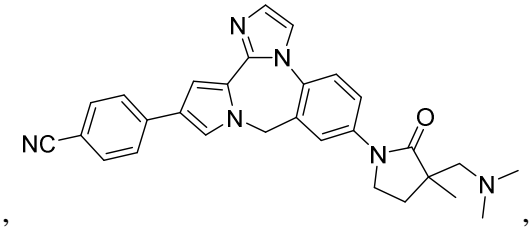
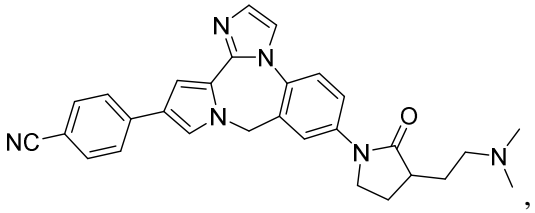
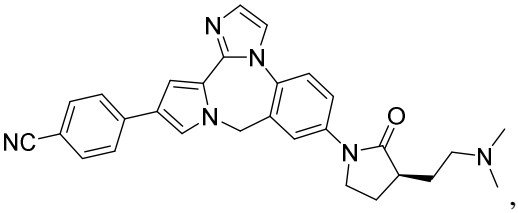













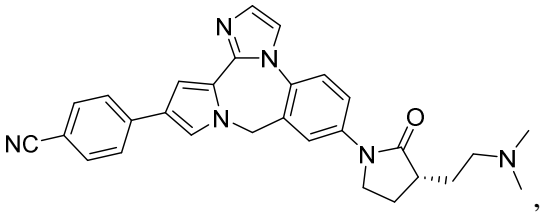
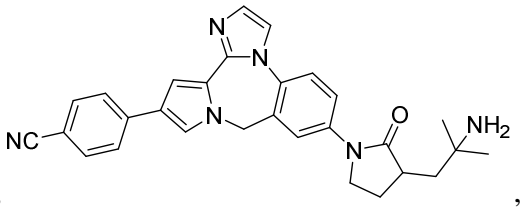
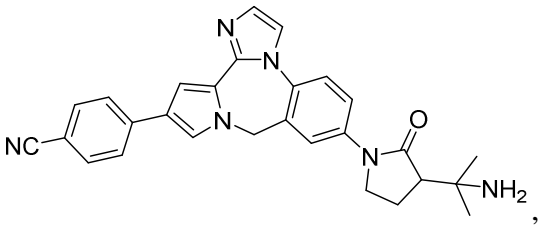
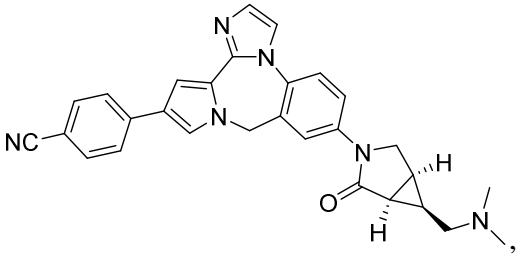
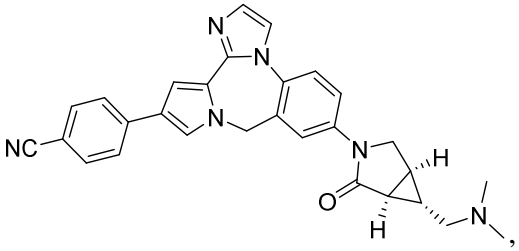
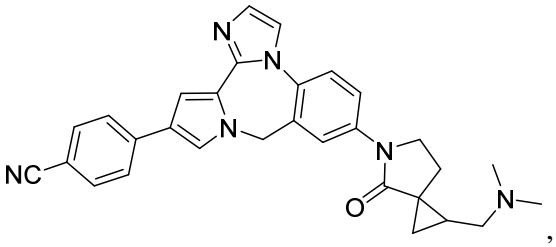
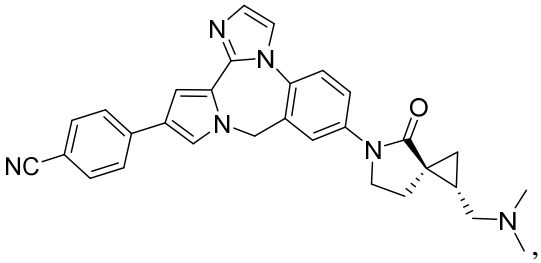
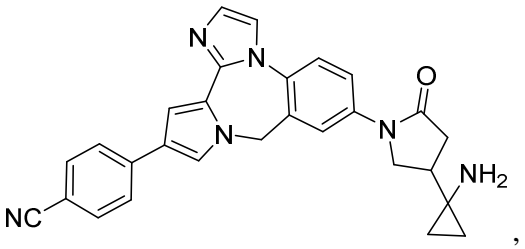
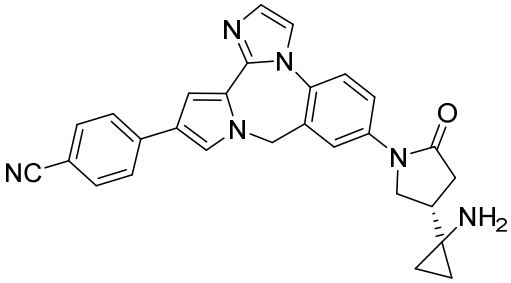
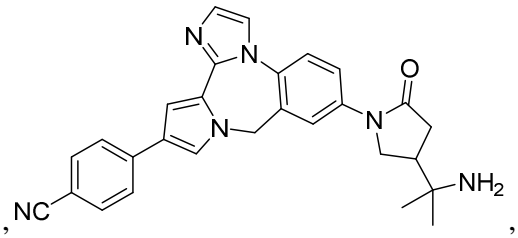
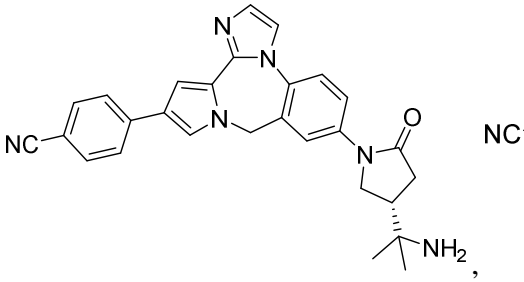
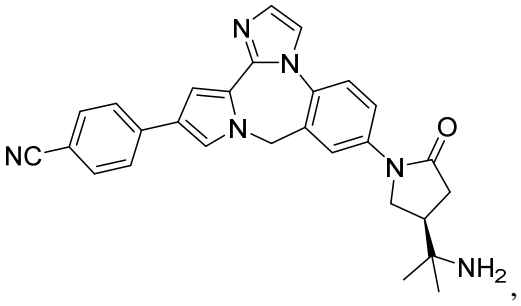

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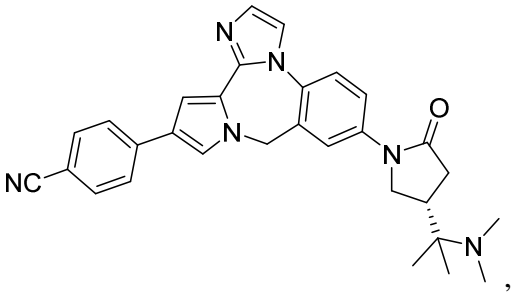
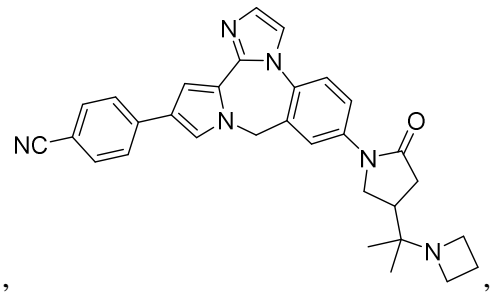
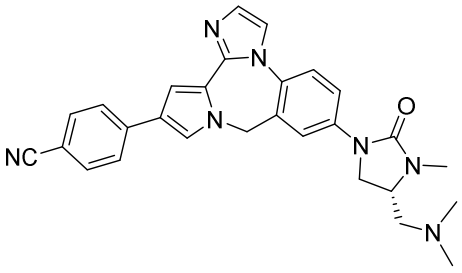
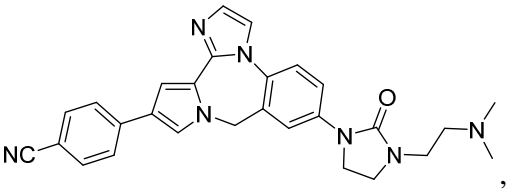
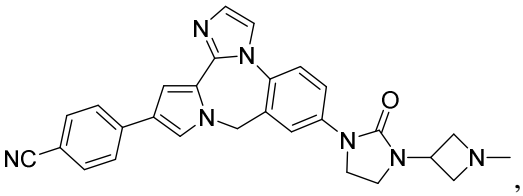
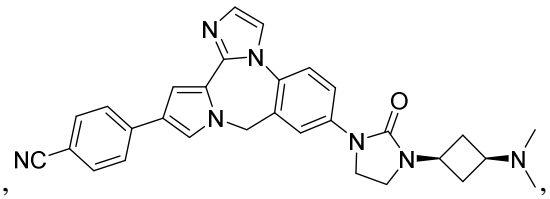
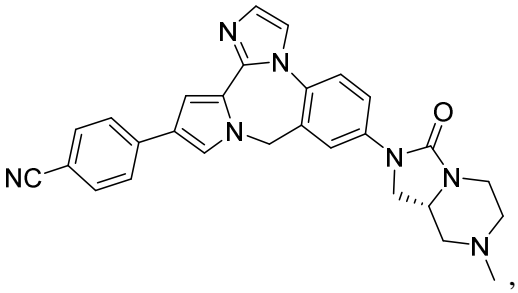
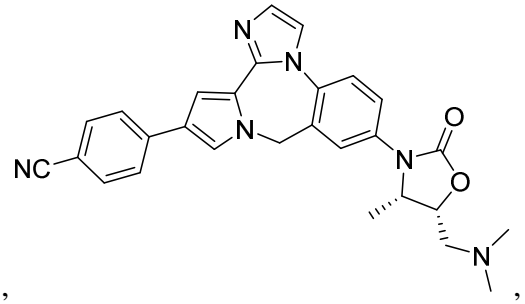
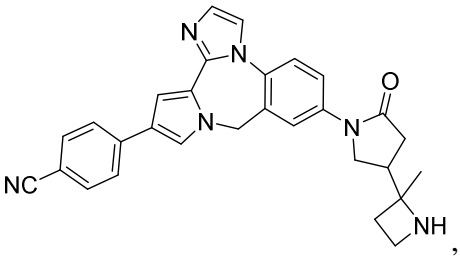
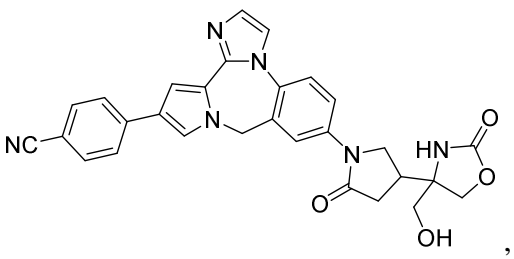
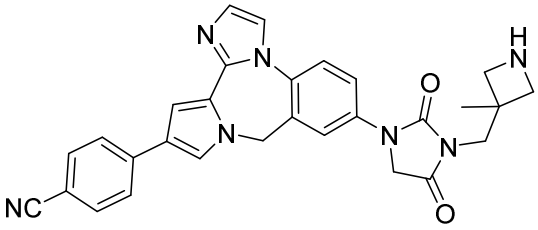
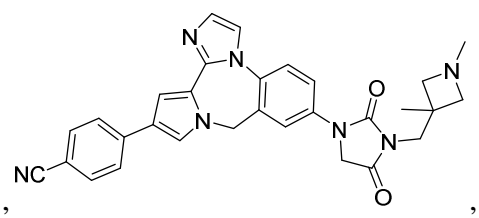

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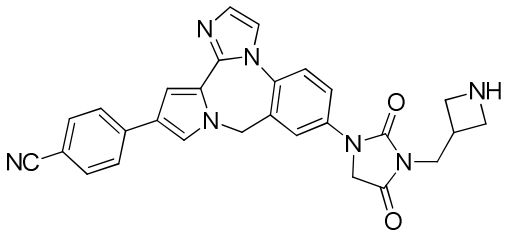
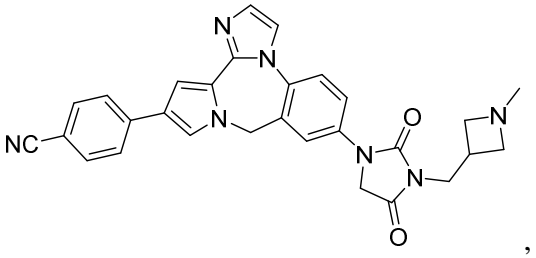
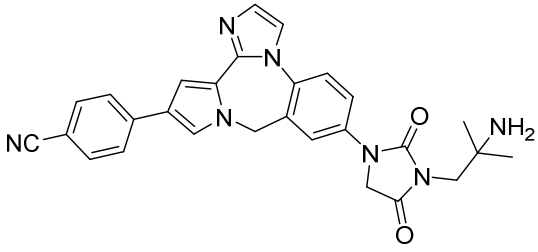
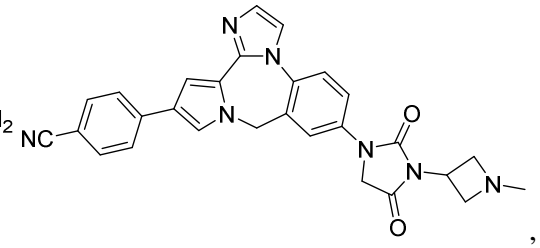
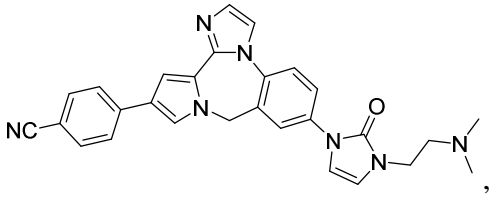
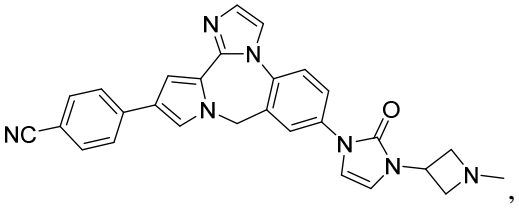
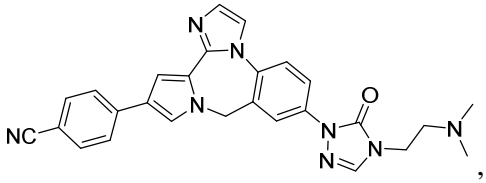
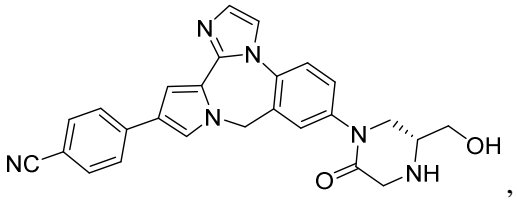
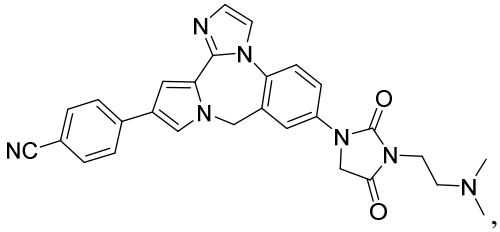
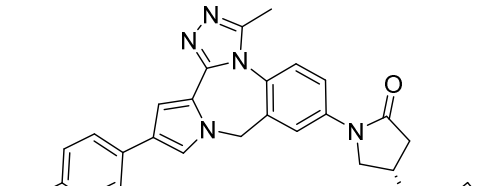
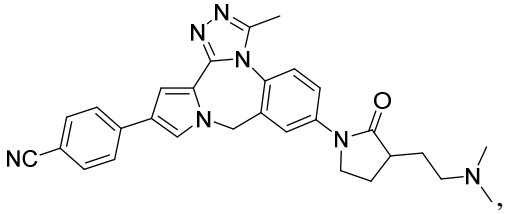
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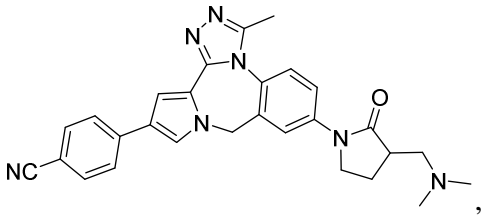
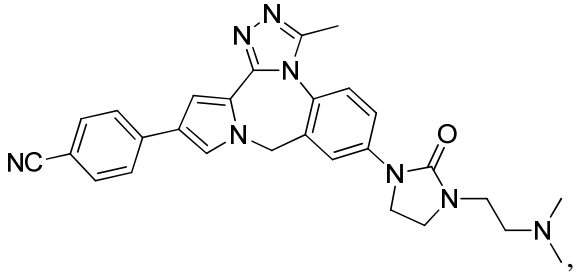
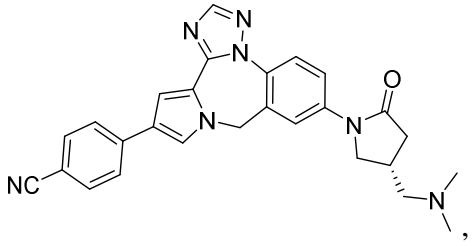
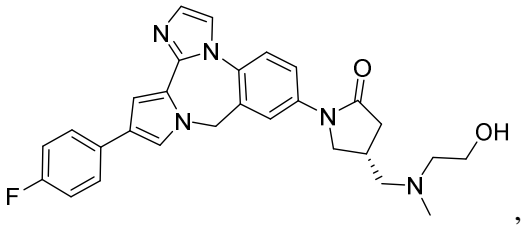
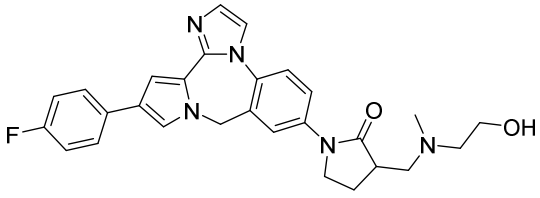
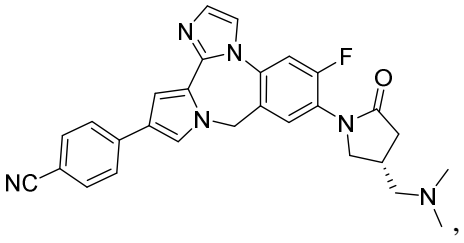
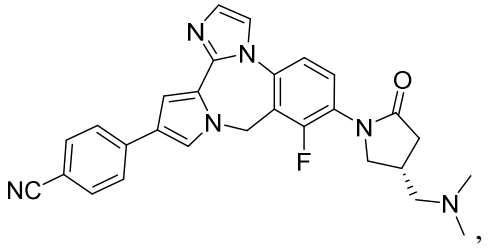
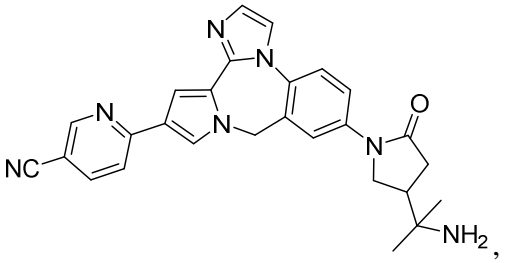
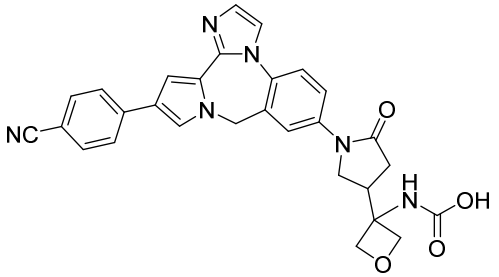
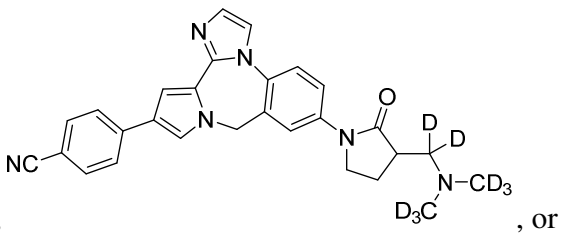
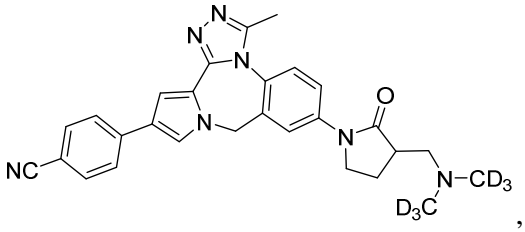

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or a pharmaceutically acceptable salt of the compound.

~~126~~28. A pharmaceutical composition comprising a compound of any one of claims 1-~~125~~ 27 and a pharmaceutically acceptable carrier.

~~127~~29. ~~A method of~~ A compound of any one of claims 1-27 or a pharmaceutical composition of claim 28 for use in treating or preventing a mitogen–activated protein kinase activated protein kinase–2 (MK2) related disorder or a metabolic disorder~~, comprising administering to a subject a compound of any one of claims 1-125 or pharmaceutical composition of claim 126 so as to thereby treat or prevent the MK2 related disorder in the subject~~, optionally wherein the mitogen–activated protein kinase activated protein kinase–2 (MK2) related disorder is an inflammatory disorder or a cancer; and the metabolic disorder is diabetes, insulin resistance, obesity, or metabolic syndrome.

~~128. The method of claim 127, wherein the MK2 related disorder is an inflamatory disorder.~~

~~129. The method of claim 127, wherein the MK2 related disorder is a cancer.~~

~~130. The method of claim 129, wherein the cancer is a KRAS– or BRAF– dependent cancer.~~

30. Use of the compound of any one of claims 1-27 or the pharmaceutical composition of claim 28 in the manufacture of a medicament for treating or preventing a mitogen–activated protein kinase activated protein kinase–2 (MK2) related disorder or a metabolic disorder, optionally wherein the mitogen–activated protein kinase activated protein kinase–2 (MK2) related disorder is an inflammatory disorder or a cancer; and the metabolic disorder is diabetes, insulin resistance, obesity, or metabolic syndrome.

~~131~~31. The ~~method~~ use of claim ~~129 or 130~~30, further comprising ~~conjointly administering~~ one or more additional chemotherapeutic agents or a combination therapy for treating a cancer; or further comprising one or more additional antidiabetic agents for treating diabetes.

~~132. The method of claim 131, wherein the additional chemotherapeutic agent is a CHK1 inhibitor or an alkylating agent.~~

~~133. The method of claim 132, wherein the CHK1 inhibitor is PF477736 or LY2603618.~~

~~134. The method of claim 132, wherein the alkylating agent is cisplatin.~~

~~135. A method of inhibiting proliferation of a cancer cell, comprising contacting a cancer cell with a compound of any one of claims 1-125.~~

~~136. A method of inhibiting MK2 activity in a cell, comprising contacting a cell with a compound of any one of claims 125.~~

~~137. A method of treating or preventing a metabolic disorder, comprising administering to a subject a compound any one of claims 1-125 or pharmaceutical composition of claim 126, so as to thereby treat or prevent the metabolic disorder in the subject.~~

~~138. The method of claim 137, wherein the metabolic disorder is diabetes, insulin resistance, obesity, or metabolic syndrome.~~

~~139. The method of claim 138, wherein the diabetes is Type I, Type II, or gestational diabetes.~~

~~140. The method of any one of claims 137-139, wherein the treating or preventing affects glycogenolysis or gluceoneogensis in the subject.~~

~~141. The method of any one of claims 137-140, wherein the treating or preventing reduces hepatic glucose production, hyperglycemia, fatty liver, insulin resistance, insulin resistance-associated inflammation, insulin resistance-associated dyslipidemia, or any combination thereof, in the subject.~~

~~142. The method of any one of claims 137-141, further comprising conjointly administering one or more additional antidiabetic agents.~~

~~143. The method of claim 142, wherein the one or more additional antidiabetic agents comprise metformin.~~