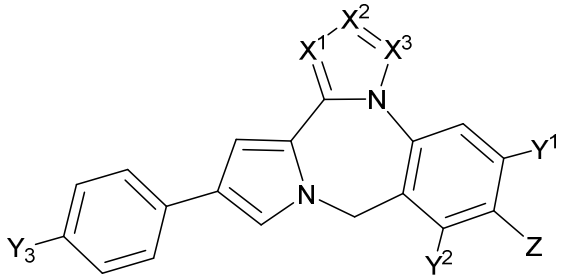
Claims:

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

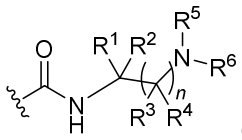
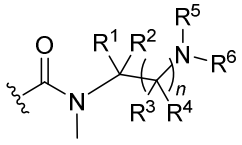
Z^7 and Z^8 together with the N to which they are bound combine to form an optionally substituted 5- or 6-membered cyclic amide, cyclic urea, or cyclic carbamate.

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.

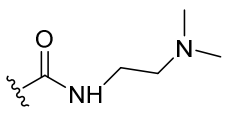
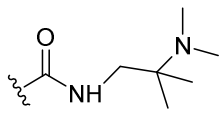
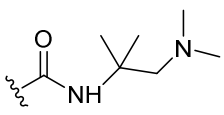
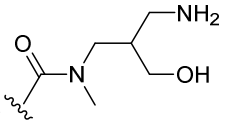
5. The compound of any one of claims 1-4, wherein Z is


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.

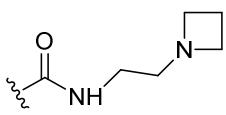
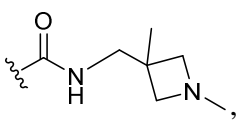
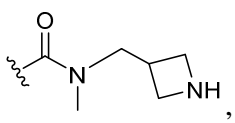
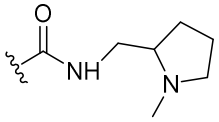
6. The compound of claim 5, wherein Z is

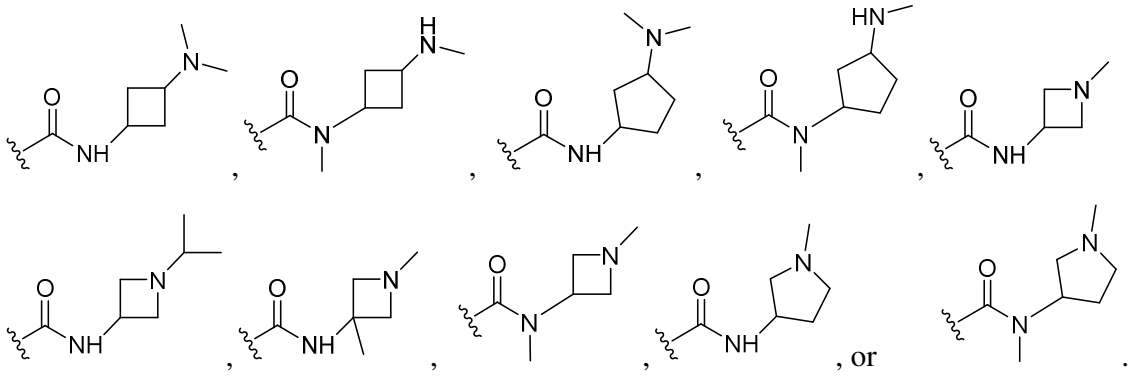

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, or

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

8. The compound of claim 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.

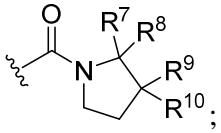
9. The compound of claim 7, wherein Z is


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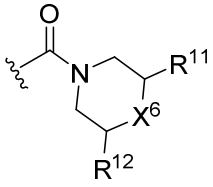
10. The compound of any one of claims 1-3, wherein Z^1 and Z^2, together with the N to which they are bound, combine to form an optionally substituted 4-, 5-, or 6-membered heterocyclic ring or to form an optionally substituted heterobicyclic ring.

11. The compound of claim 10, wherein

Z is ;

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

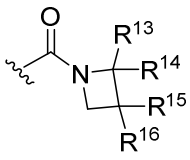
R^9 and R^{10} are each independently H, CN, halo, hydroxyl, amino, alkyl, aminoalkyl, alkylamino, or alkylaminoalkyl; or

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

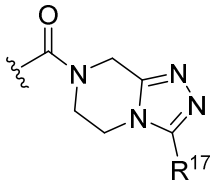
when X^6 is NH or N(alkyl), then R^{11} and R^{12} are not hydroxyl, amino, or alkylamino; or

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.

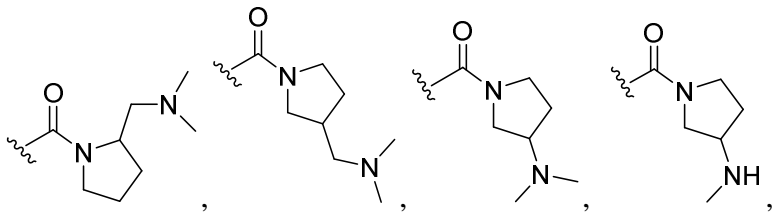
12. The compound of claim 11, wherein R^7 and R^8 are each independently H, alkyl, or alkylaminoalkyl; R^9 and R^{10} are each independently H, alkyl, alkylamino, or alkylaminoalkyl;

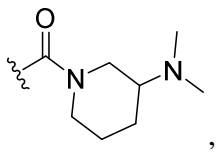
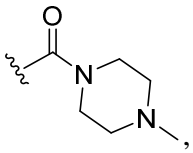
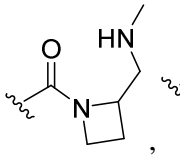
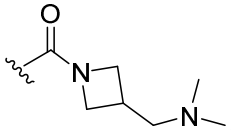
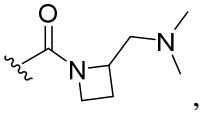
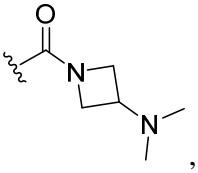
R^{11} and R^{12} are each independently H, CN, alkyl, alkylamino, or alkylaminoalkyl;

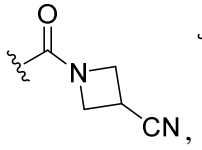
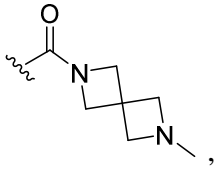
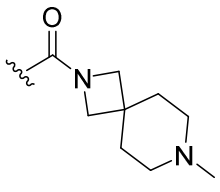
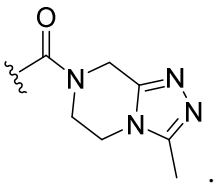
R^{13} and R^{14} are each independently H, CN, alkyl, aminoalkyl, or alkylaminoalkyl; and

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.

13. The compound of claim 11, wherein Z is

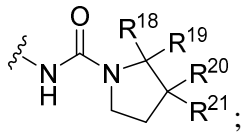
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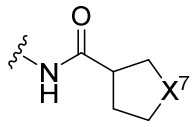
14. The compound of claim 1 or 2, wherein Z is –NHC(O)NZ^{3}Z^4, and Z^3 and Z^4 together with the N to which they are bound combine to form an optionally substituted 5-membered heterocyclic ring.

15. The compound of claim 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

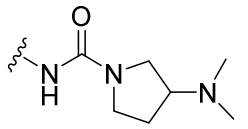
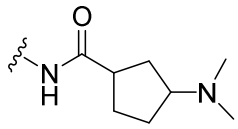
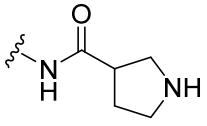
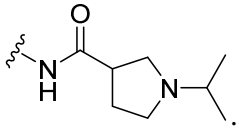
Z is ;

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

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

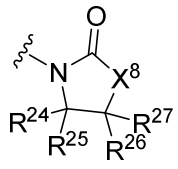
R^{23} is H, alkyl, alkylamino, or alkylaminoalkyl.

16. The compound of claim 15, wherein Z is

, , , or .

17. The compound of claim 1 or 2, wherein Z is –NZ^{7}Z^8.

18. The compound of claim 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;

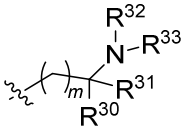
R^{25} is H, or an optionally substituted alkyl, aminoalkyl, alkylaminoalkyl, heterocycloalkyl, or heterocyclyl;

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.

19. The compound of claim 18, wherein X^8 is NH, 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 

;

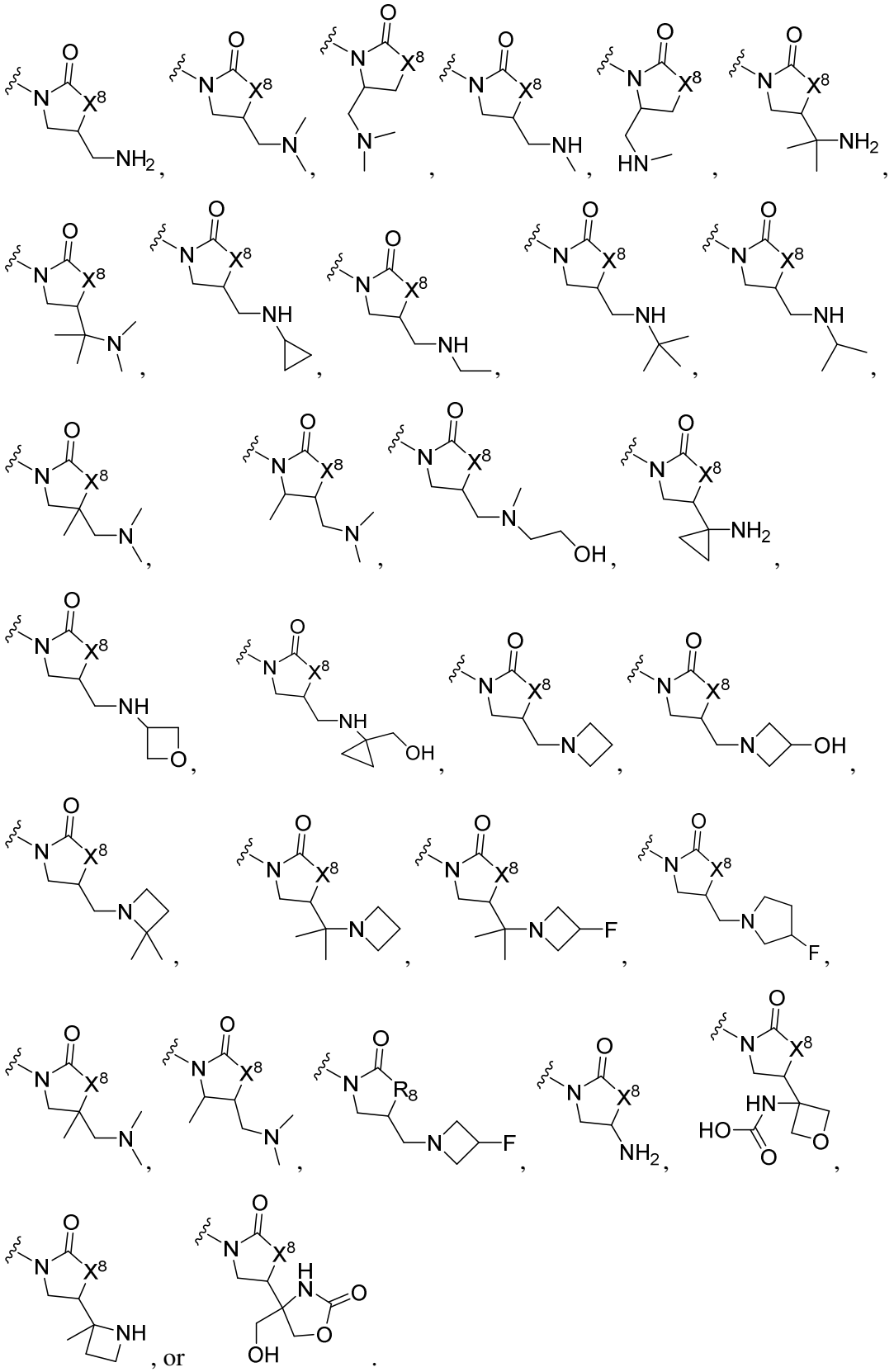
m is 0, 1 or 2;

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

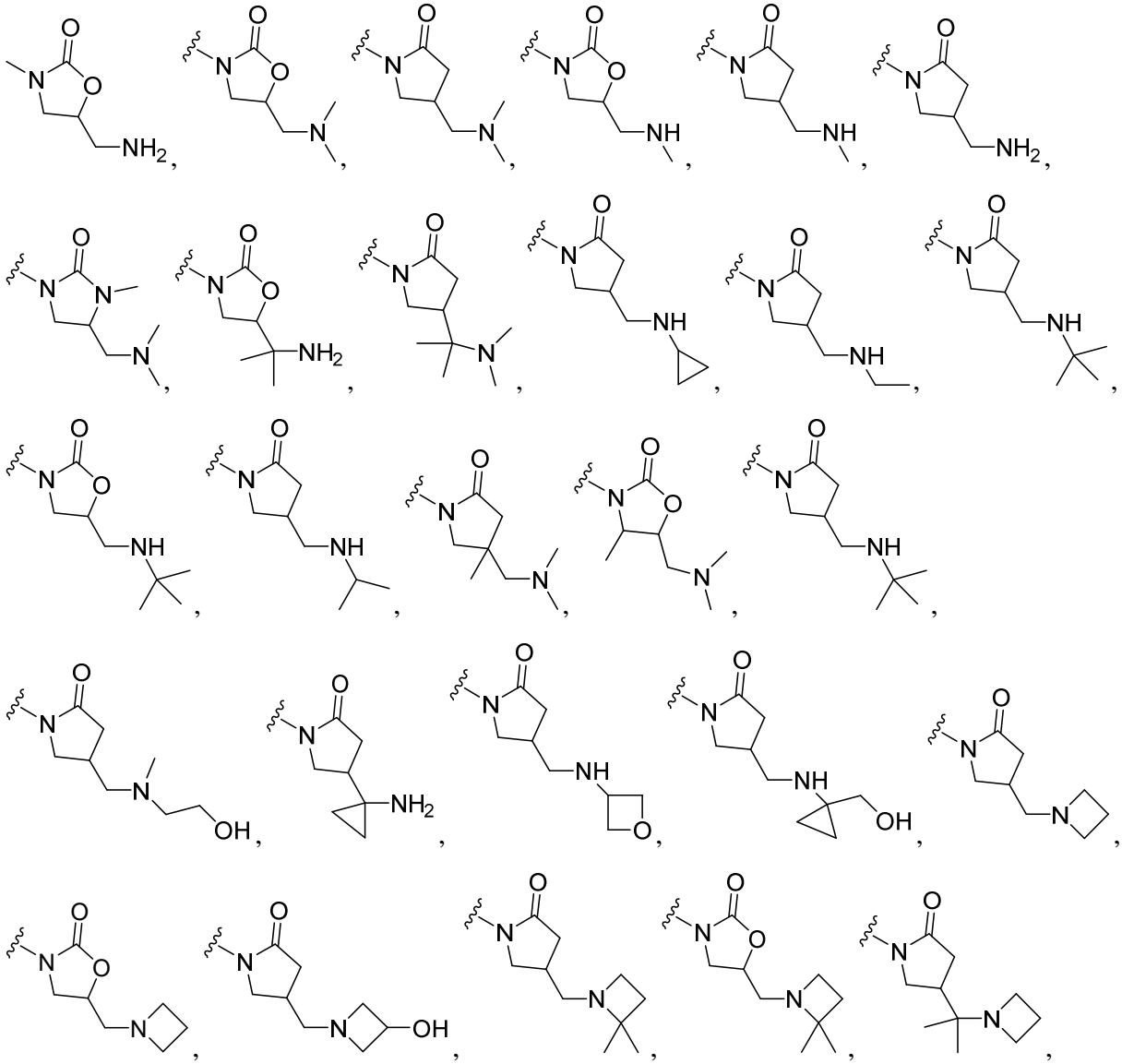
R^{32} and R^{33} are each independently H, alkyl, hydroxyalkyl, optionally substituted cycloalkyl, or optionally substituted heterocyclyl, or together with the N to which they are bound form an optionally substituted heterocyclic ring.

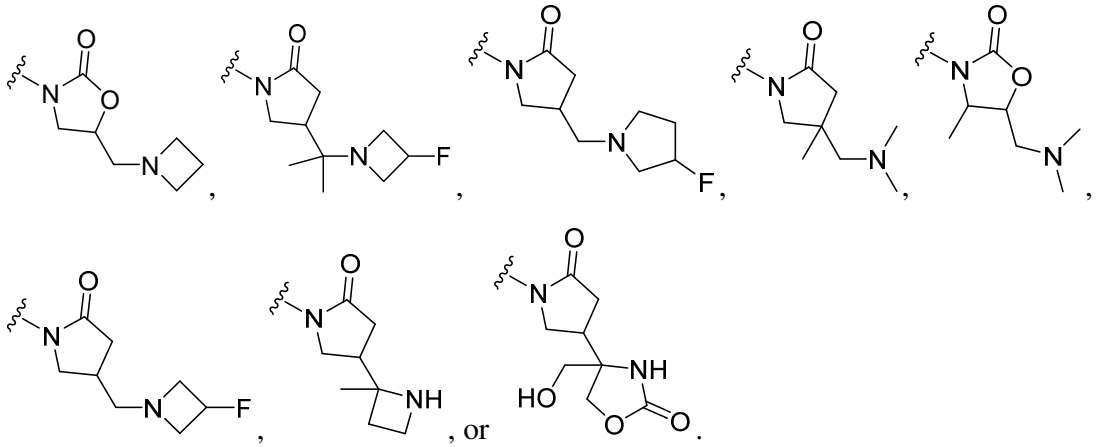
20. The compound of claim 19, wherein R^{32} and R^{33} combine to form an optionally substituted azetidine, pyrrolidine, or piperidine; and the azetidinyl, pyrrolidinyl, or piperidinyl, when substituted, is substituted with halo, alkyl, or hydroxyl.

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



22. The compound of claim 18, wherein Z is

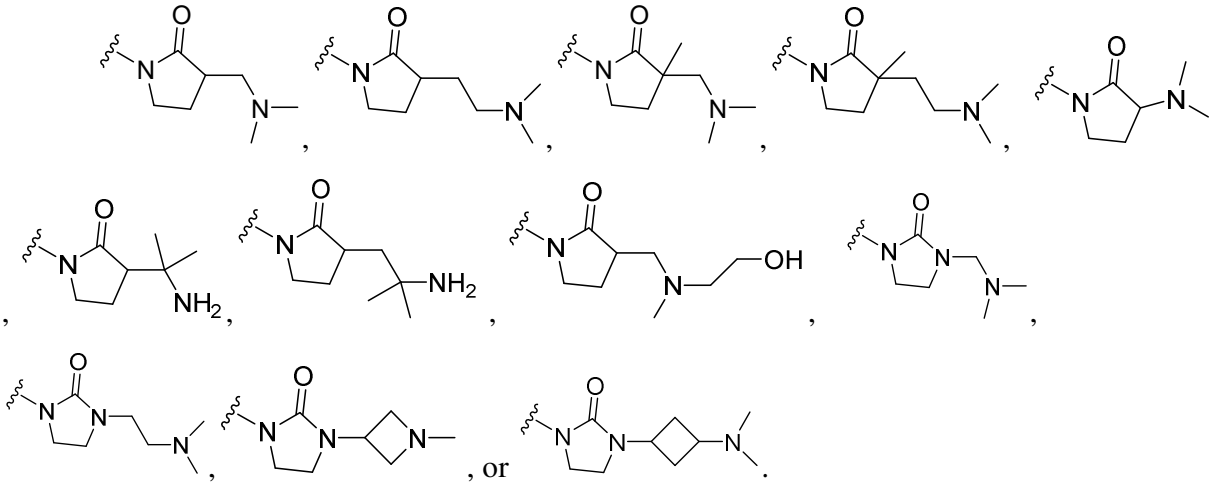




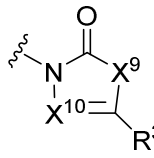
23. The compound of claim 18, wherein X^8 is $CR^{28}R^{29}$ or NR^{30};

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.

24. The compound of claim 23, wherein Z is



25. The compound of claim 17, wherein

Z is ;

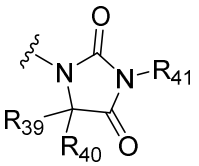
X^9 is $CR^{36}R^{37}$ or NR^{38};

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

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

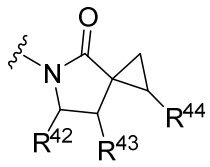
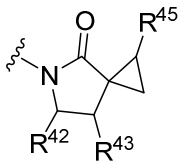
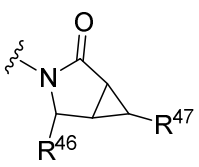
R^{36} and R^{37} are each independently H, alkyl, alkylamino, aminoalkyl, alkylaminoalkyl, or optionally substituted heterocyclyl; and

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

Z is ;

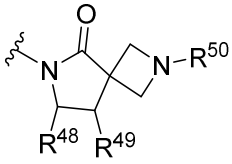
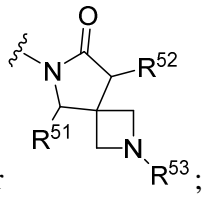
R^{39} and R^{40} are each independently H or optionally substituted alkyl; and

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

Z is ,  or ;

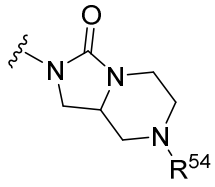
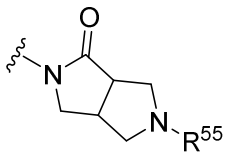
R^{42}, R^{43}, and R^{46} are each independently H or optionally substituted alkyl; and

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

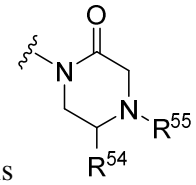
Z is  or ;

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

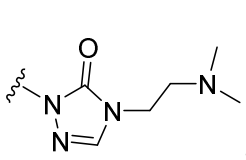
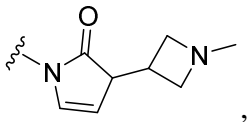
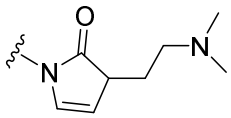
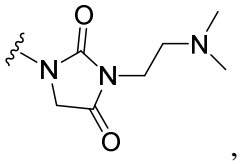
R^{54} and R^{55} are each independently H, alkyl, aminoalkyl, or alkylaminoalkyl; or

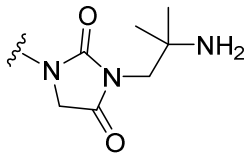
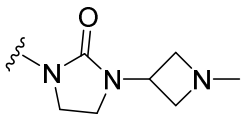
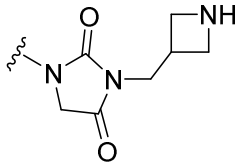
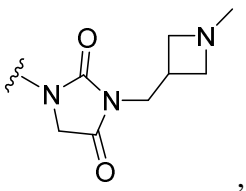
Z is  ;

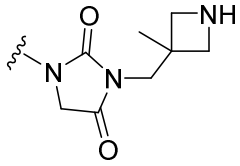
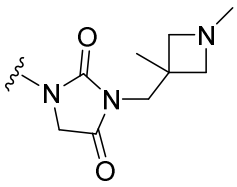
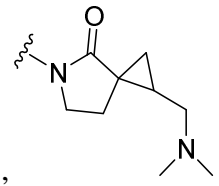
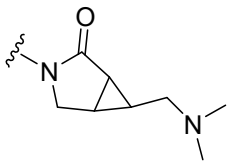
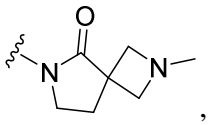
R^{54} is H, or an optionally substituted alkyl or hydroxyalkyl; and

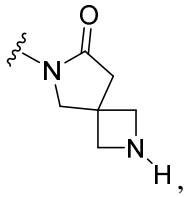
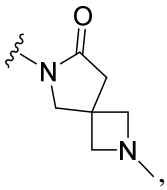
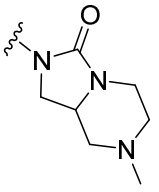
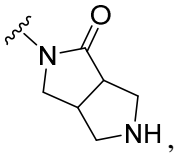
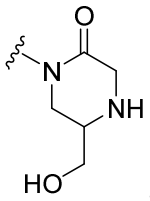
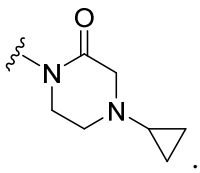
R^{55} is H, alkyl, aminoalkyl, alkylaminoalkyl, or cycloalkyl.

26. The compound of claim 25, wherein Z is

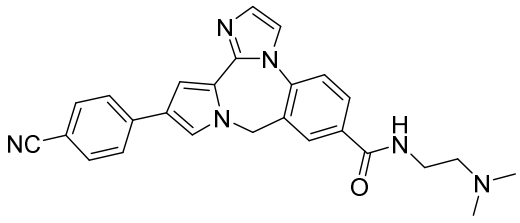
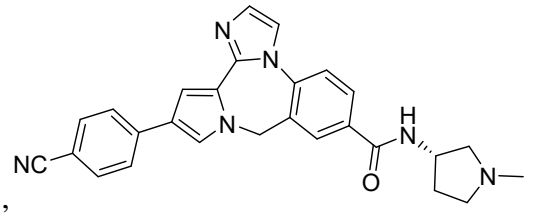
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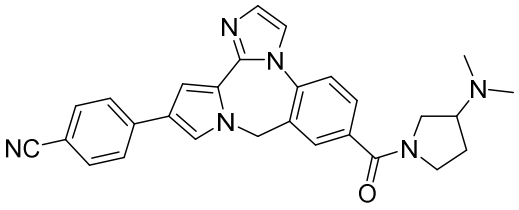
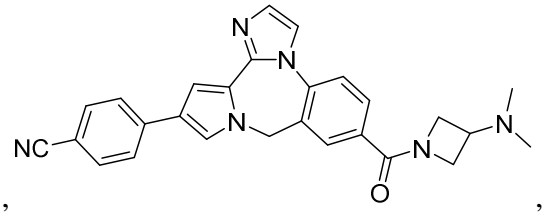
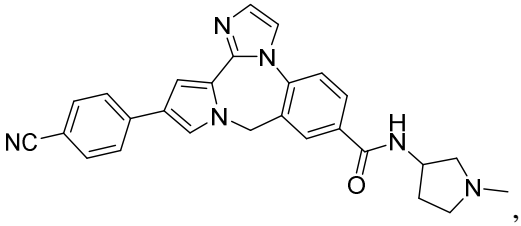
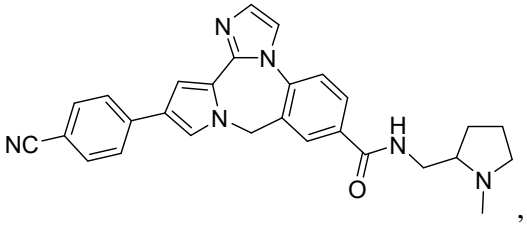
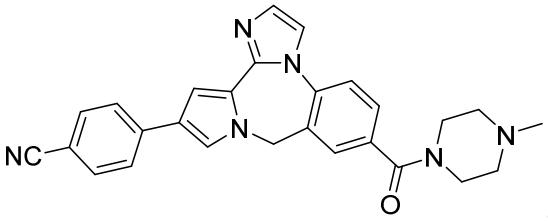
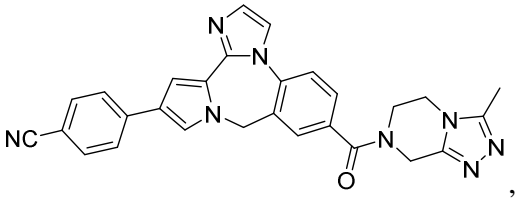
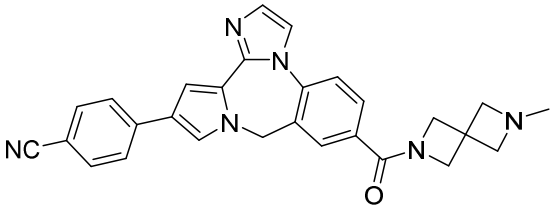
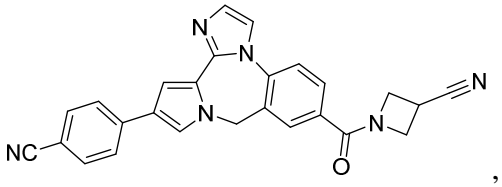
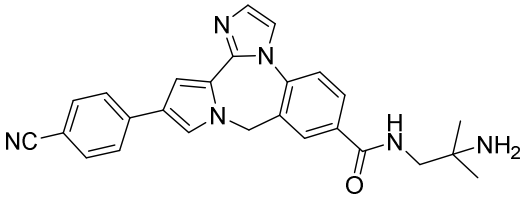
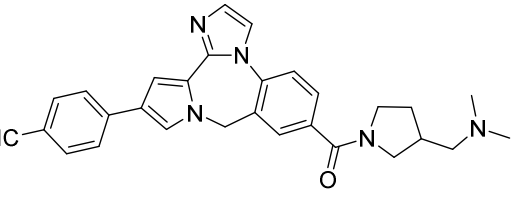
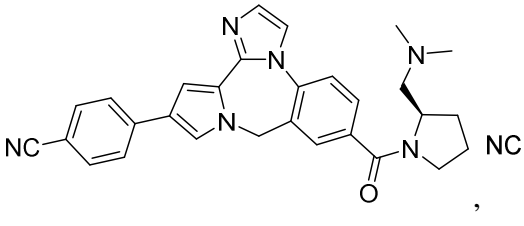
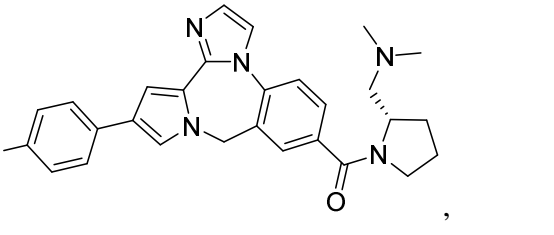
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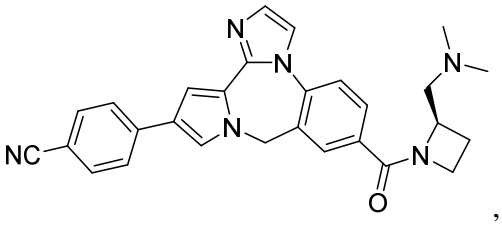
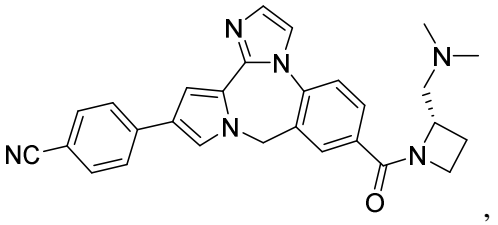
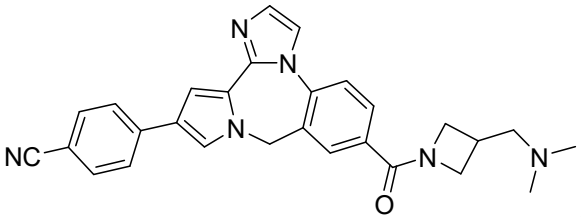
27. The compound of claim 1 or 2 having the structure:

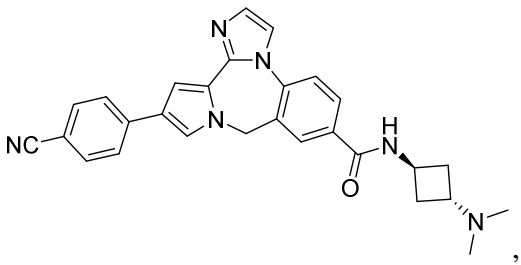
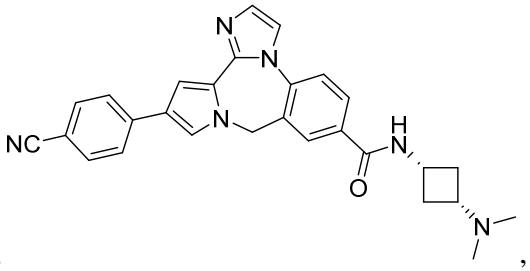
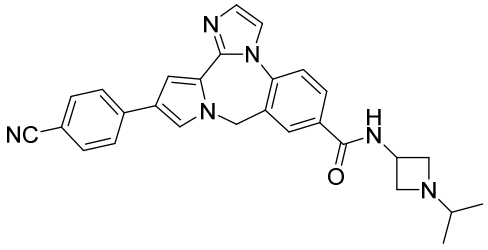
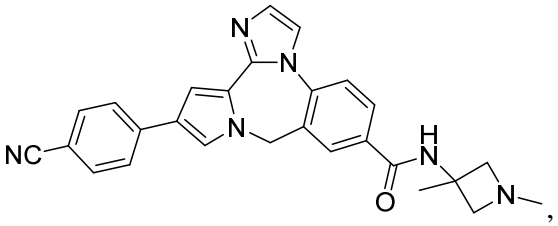
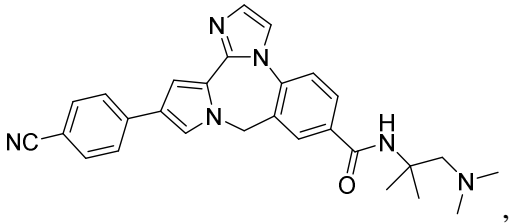
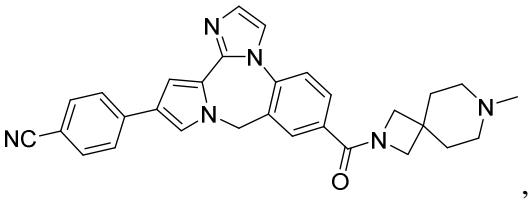
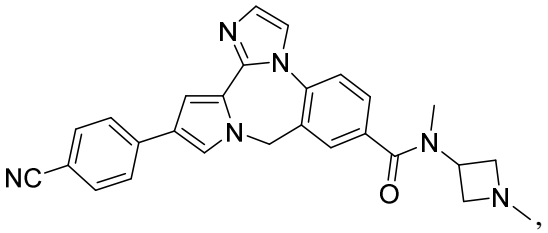
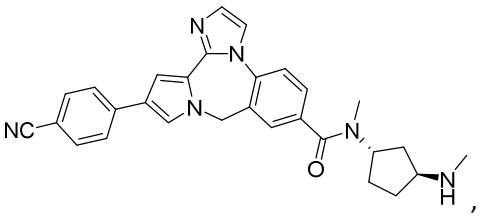
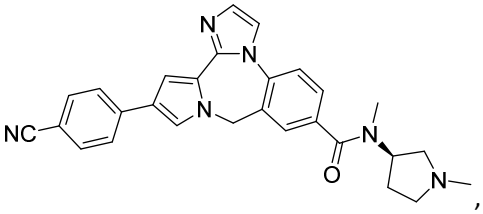
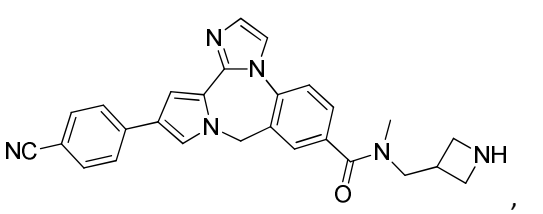
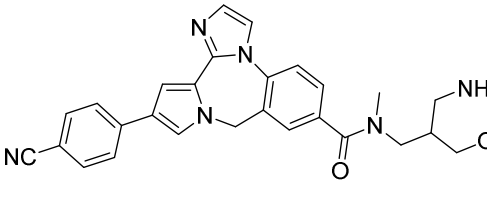
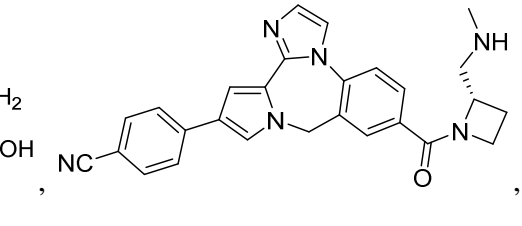
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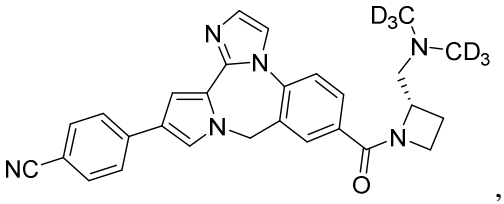
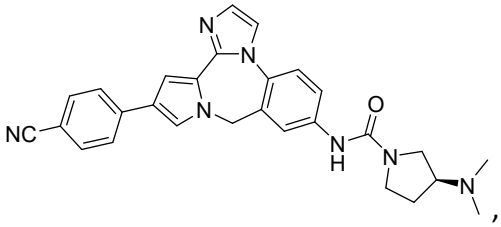
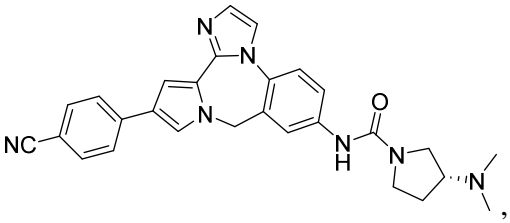
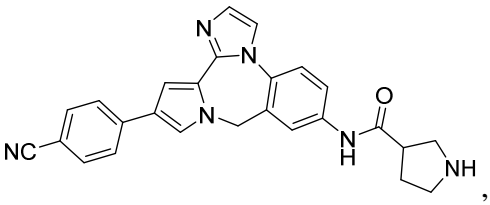
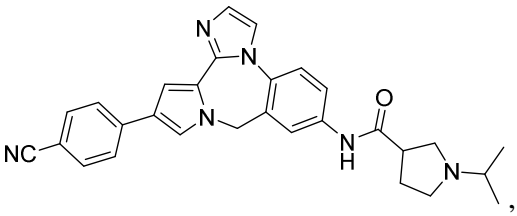
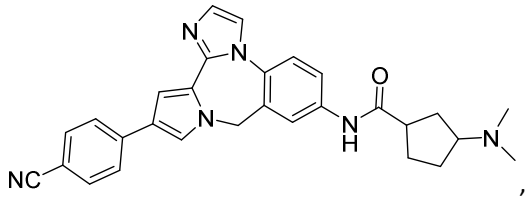
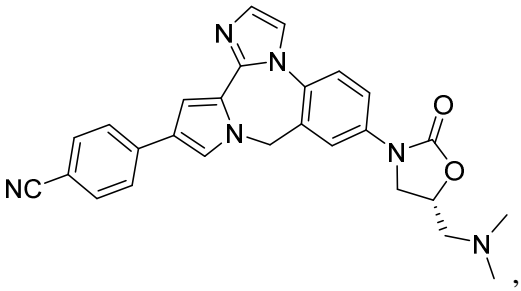
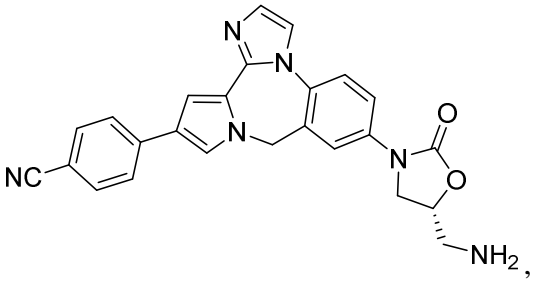
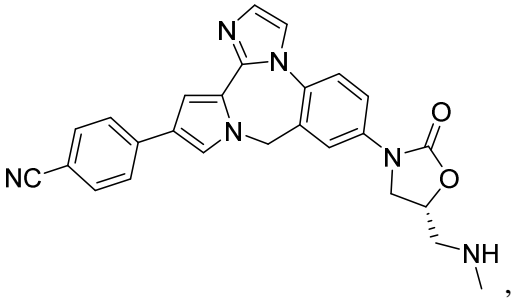
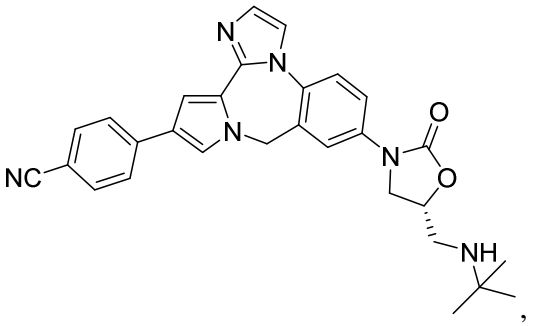
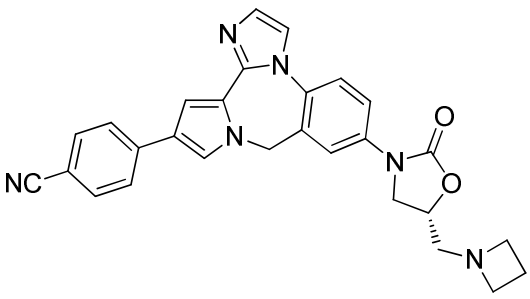
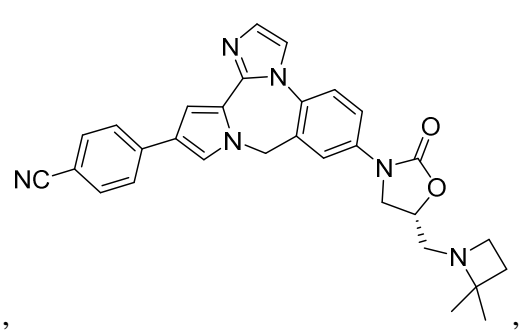
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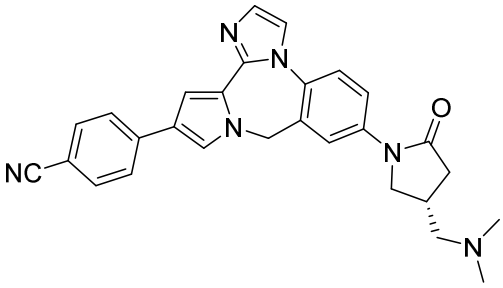
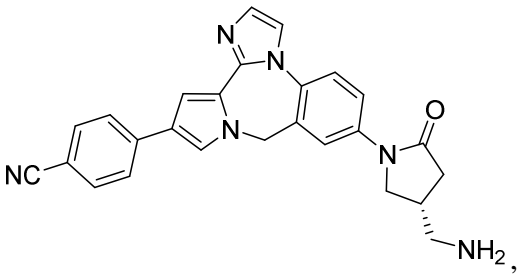
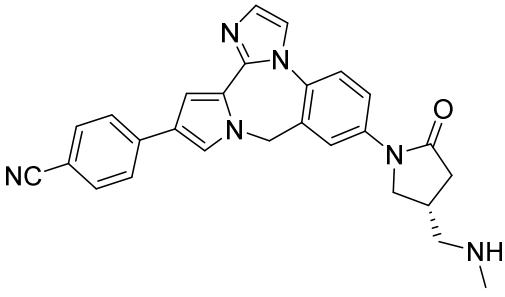
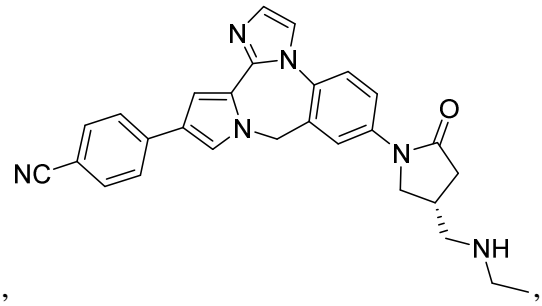
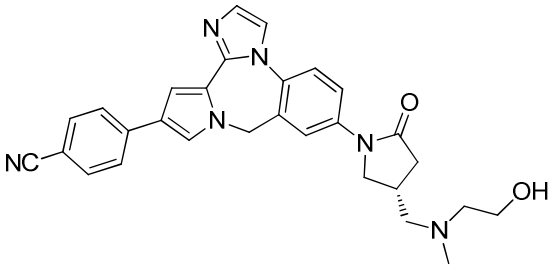
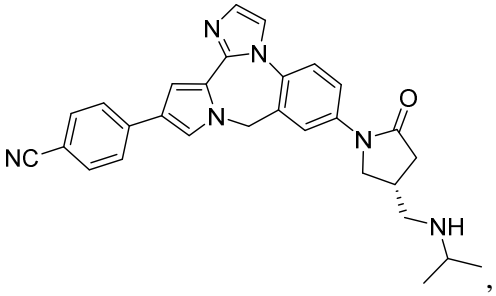
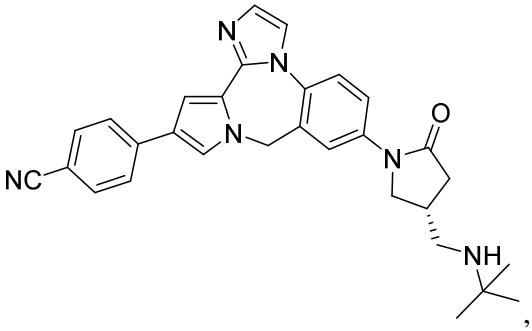
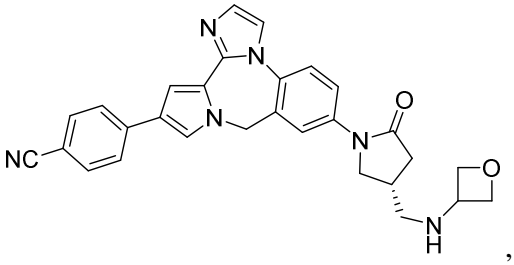
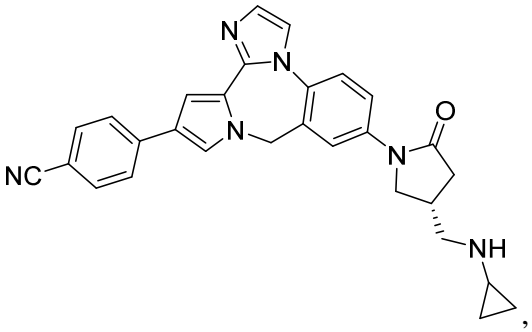
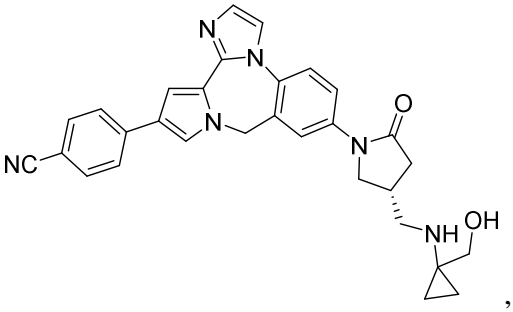

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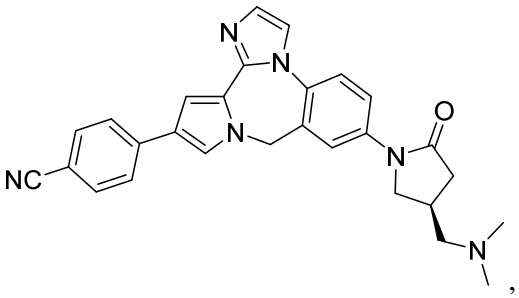
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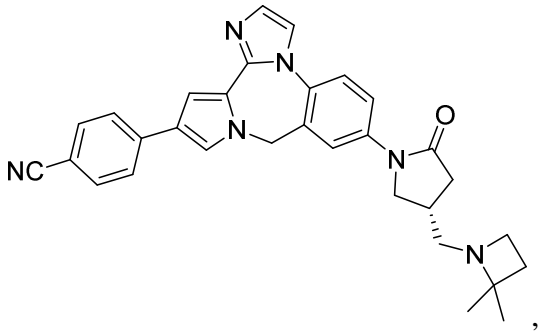
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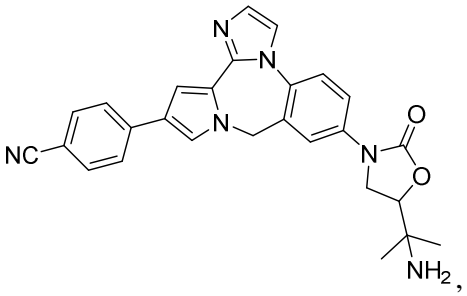
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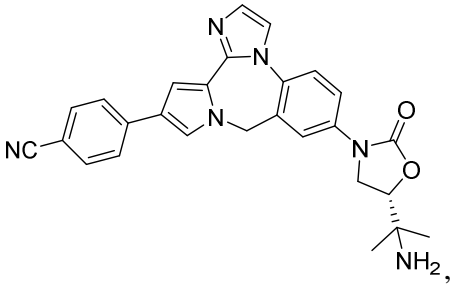
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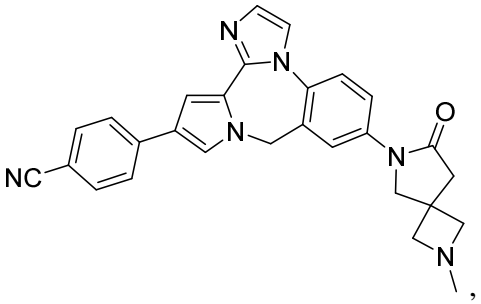

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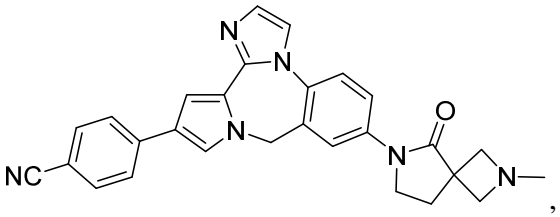


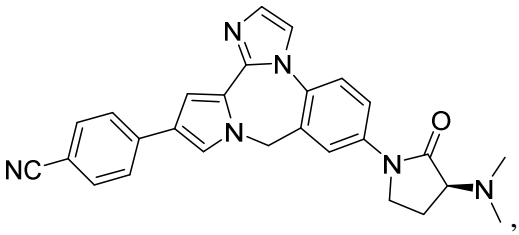


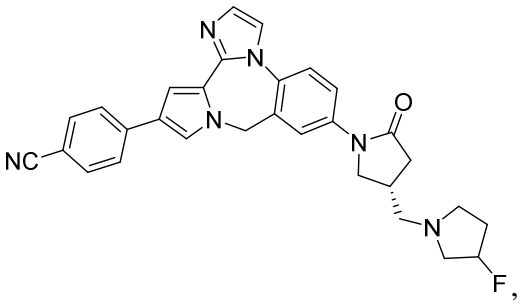


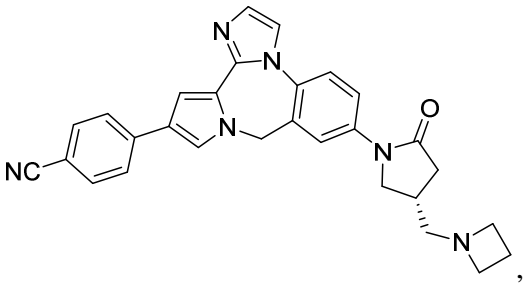


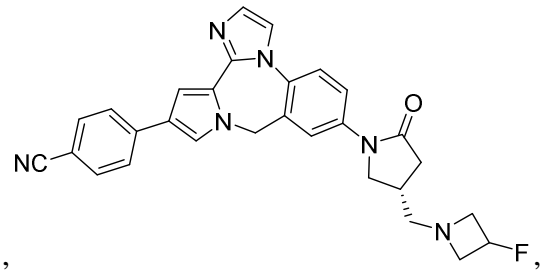


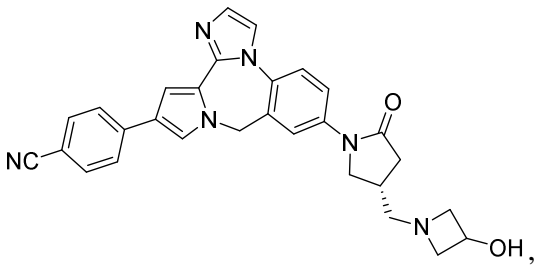
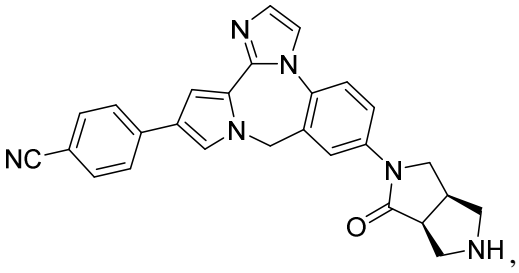
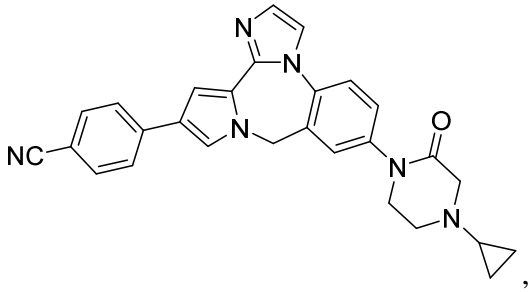
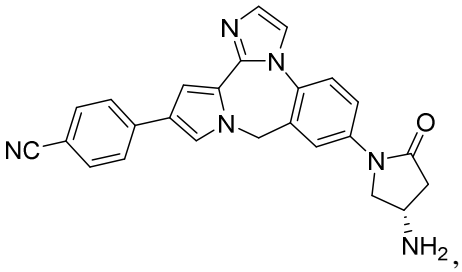
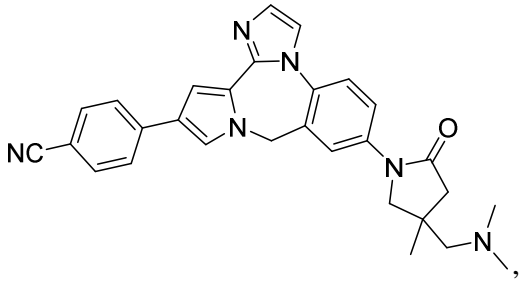
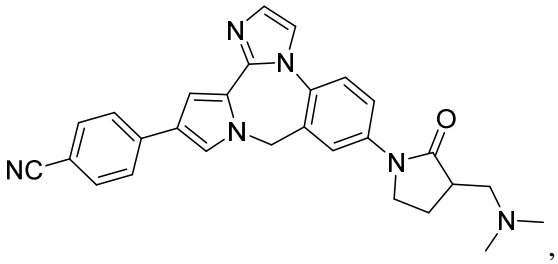
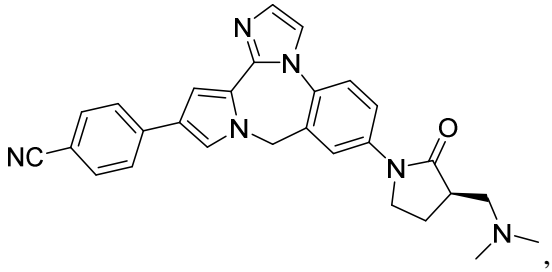
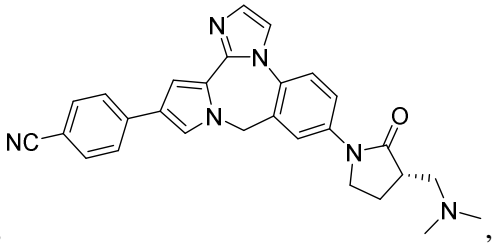
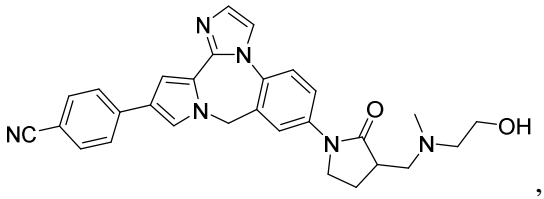
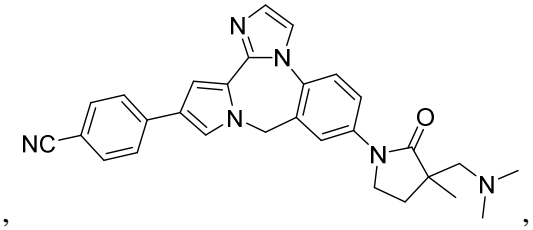
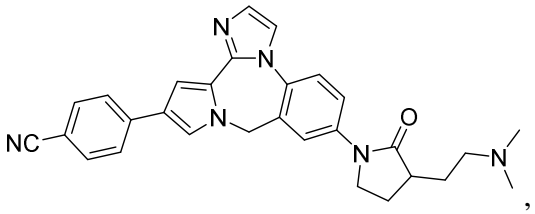
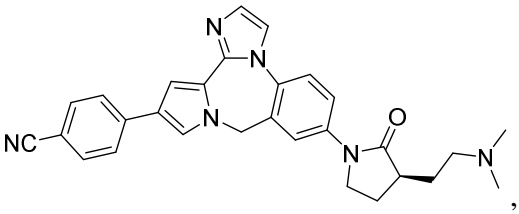


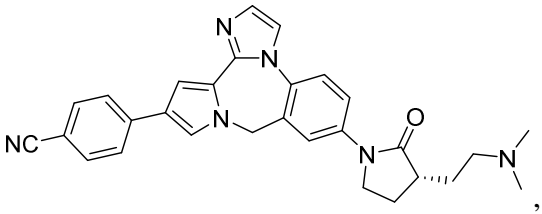
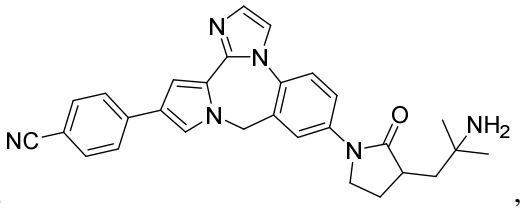
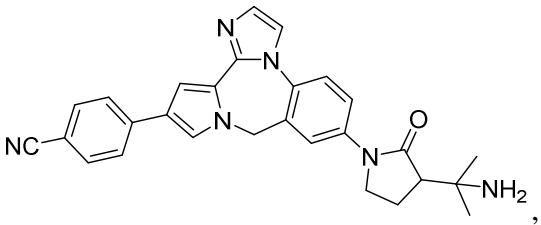
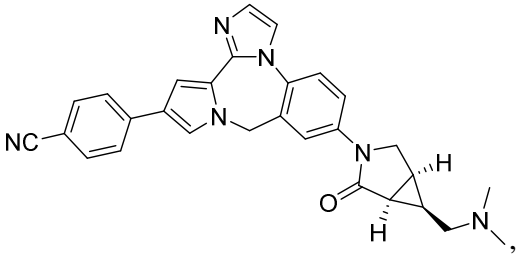
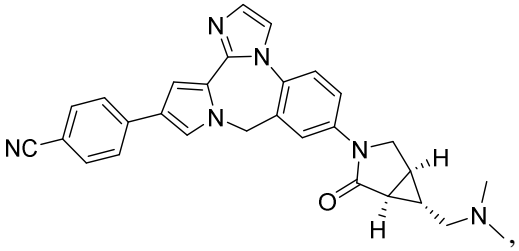
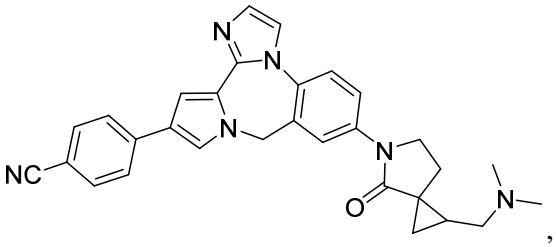
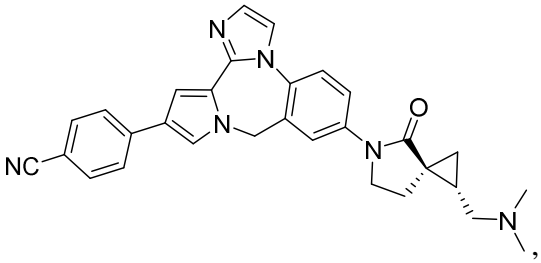
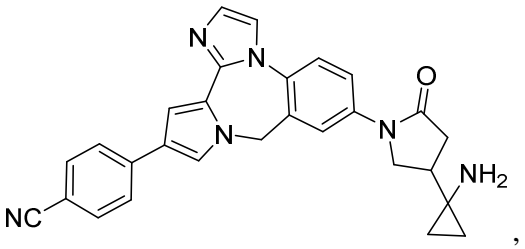
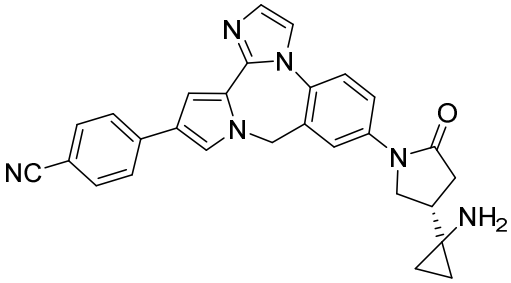
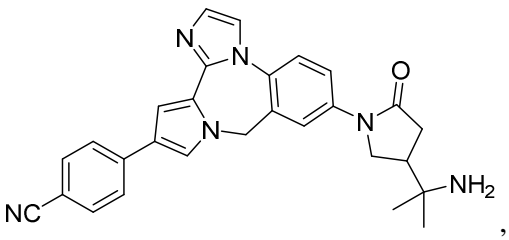
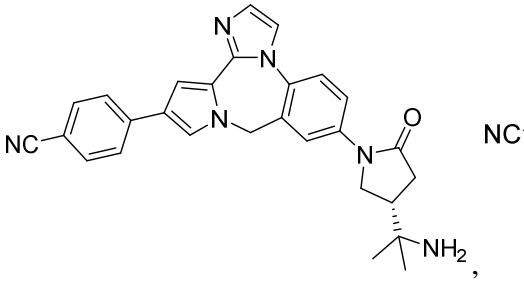
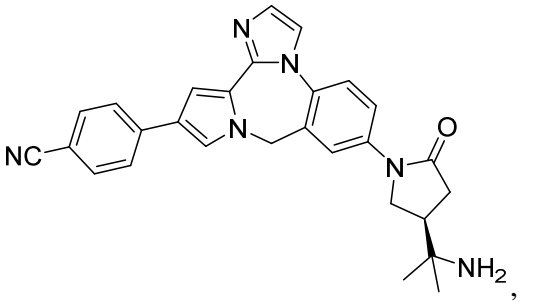






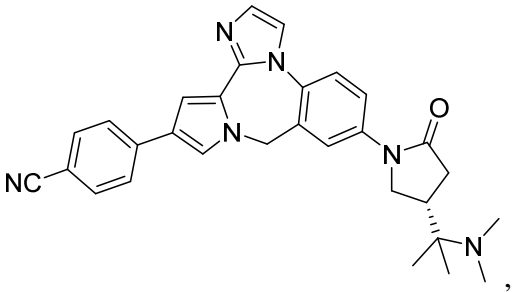
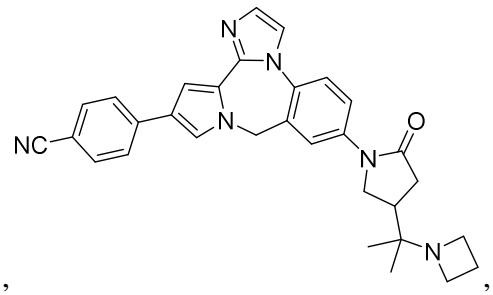
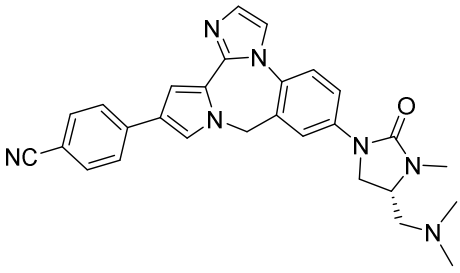
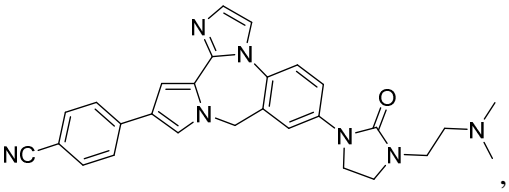
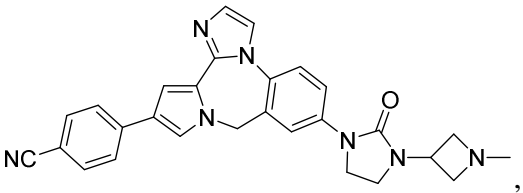
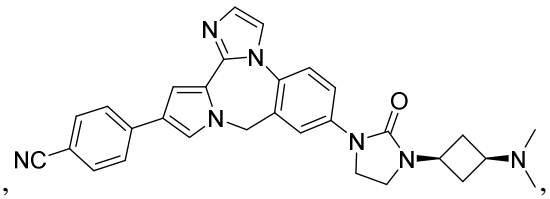
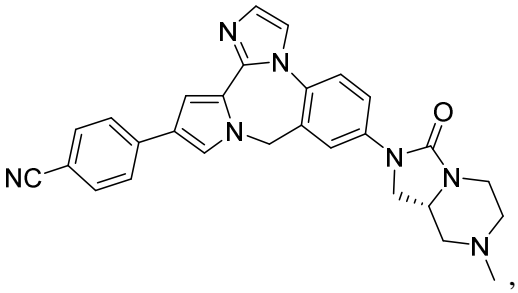
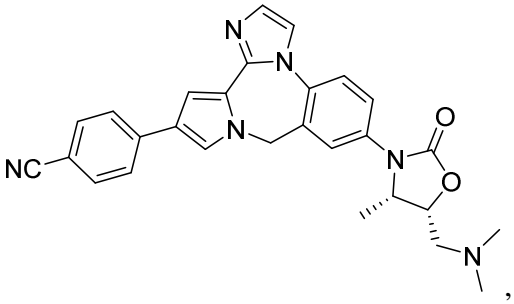
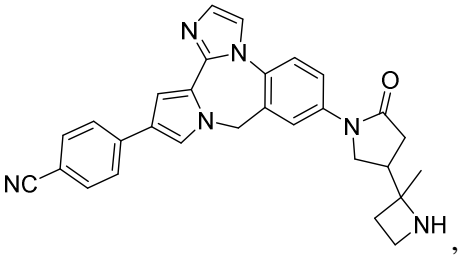
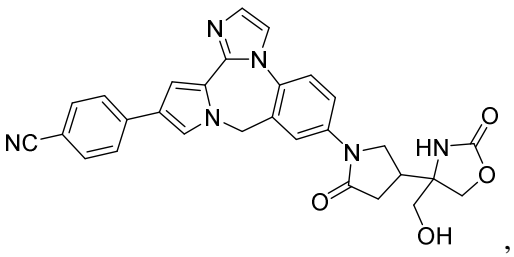
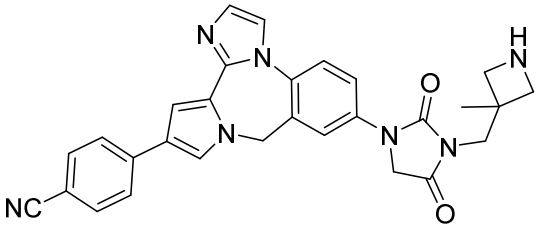
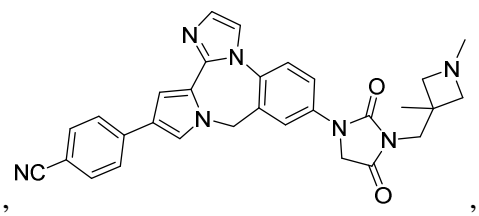


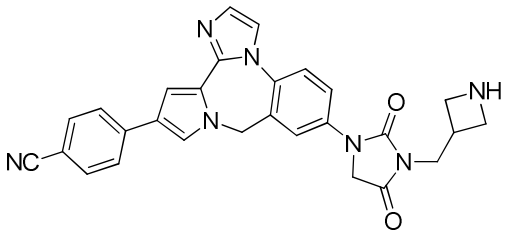
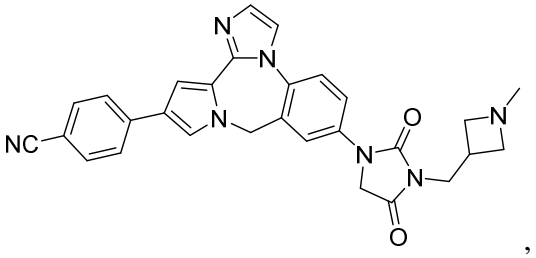
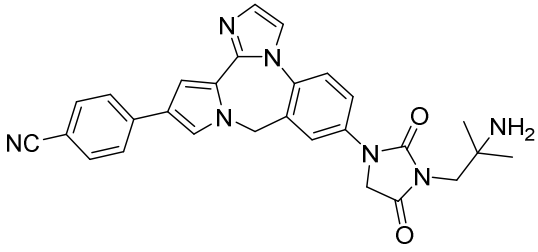
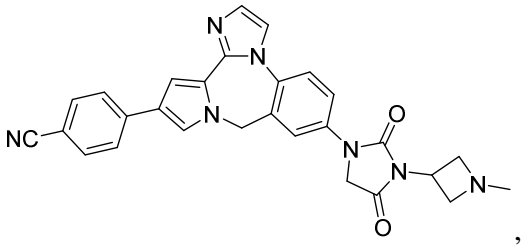
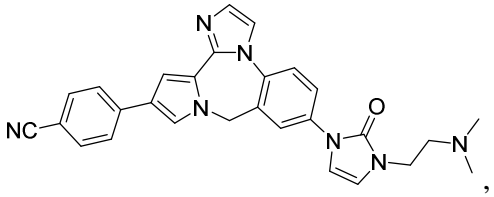
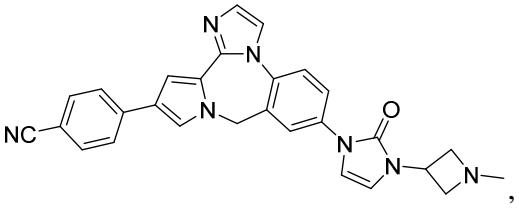
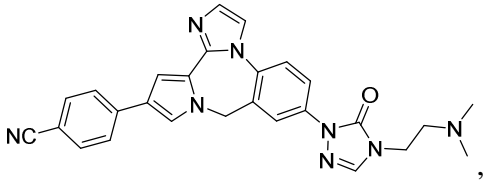
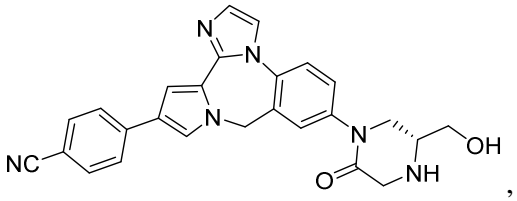
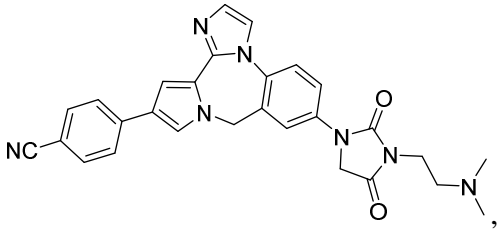
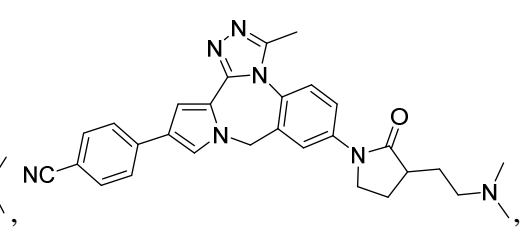
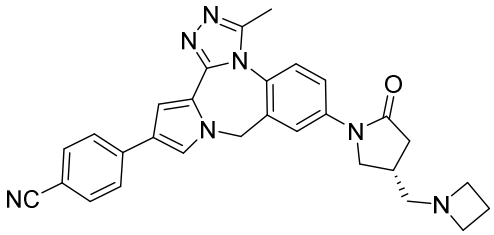
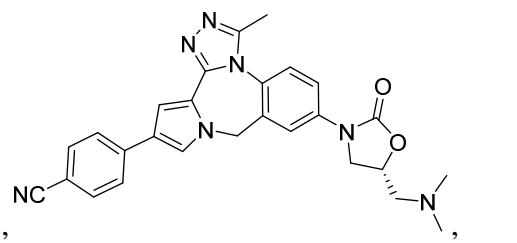

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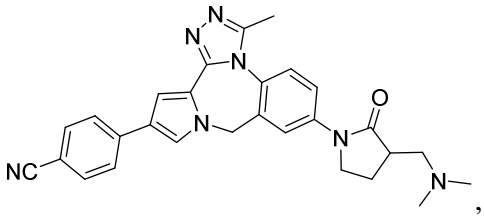
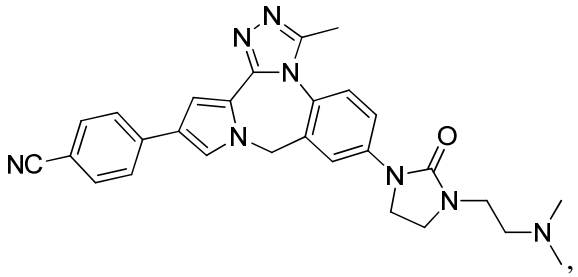
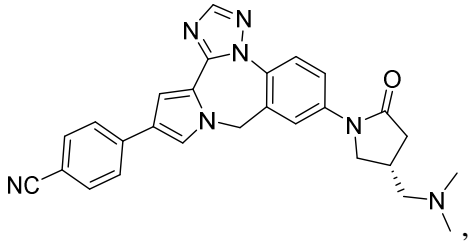
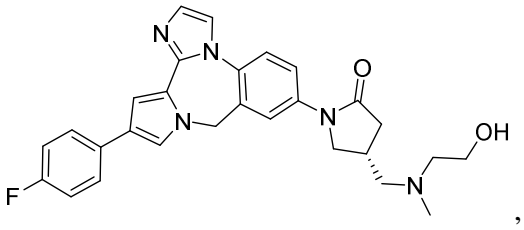
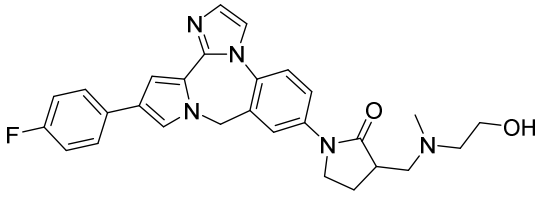
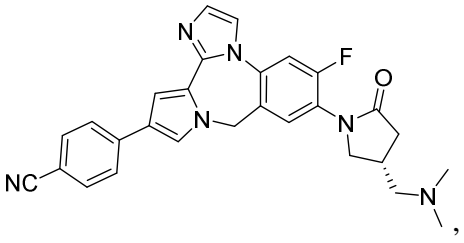
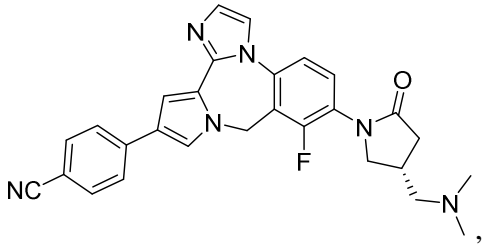
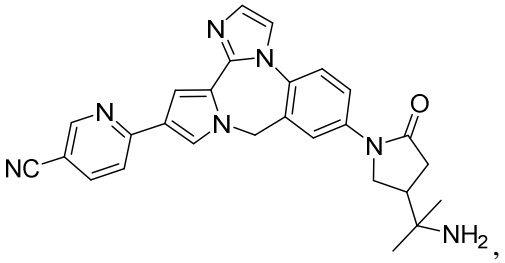
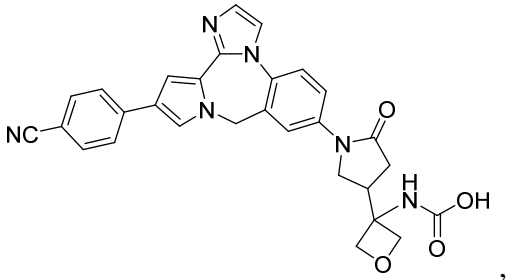
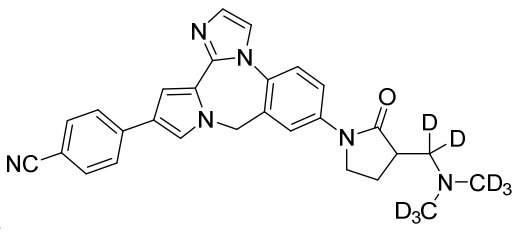
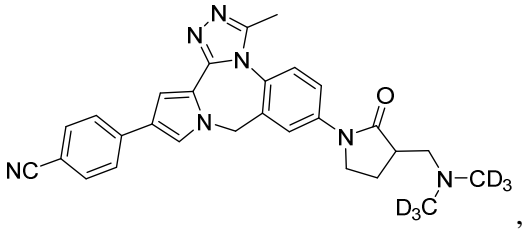
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or a pharmaceutically acceptable salt of the compound.

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

29. 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, 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.

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.

31. The use of claim 30, further comprising 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.