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(54) Title: BENZOXEPIN PI3K INHIBITOR COMPOUNDS AND METHODS OF USE

(57) Abstract: Benzoxepin compounds of Formula I, and including stereoisomers, geometric isomers, tautomers, solvates, metabolites and pharmaceutically acceptable salts thereof, wherein: Z^1 is CR^1 or N; Z^2 is CR^2 or N; Z^3 is CR^3 or N; Z^4 is CR^4 or N; and where (i) X^1 is N and X^2 is S, (ii) X^1 is S and X^2 is N, (iii) X^1 is CR^7 and X^2 is S, (iv) X^1 is S and X^2 is CR^7; (v) X^1 is NR^8 and X^2 is N, (vi) X^1 is N and X^2 is NR^8, (vii) X^1 is CR^7 and X^2 is O, (viii) X^1 is O and X^2 is CR^7, (ix) X^1 is CR^7 and X^2 is $C(R^7)_2$, (x) X^1 is $C(R^7)_2$ and X^2 is CR^7; (xi) X^1 is N and X^2 is O, or (xii) X^1 is O and X^2 is N, are useful for inhibiting lipid kinases including p110 alpha and other isoforms of P13K, and for treating disorders such as cancer mediated by lipid kinases. Methods of using compounds of Formula I for *in vitro, in situ*, and *in vivo* diagnosis, prevention or treatment of such disorders in mammalian cells, or associated pathological conditions, are disclosed.

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