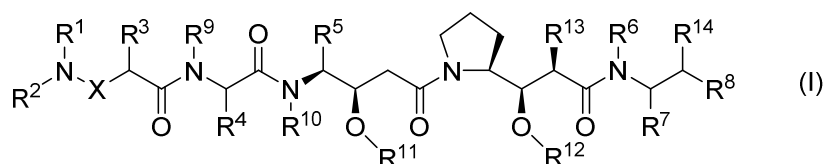


CLAIMS

1. A compound of Formula (I):



wherein

R^1 and R^2 are each independently -H or alkyl;

X is -O-, -NR^Z-, -S-, or is absent;

wherein R^Z is -H or alkyl;

R^3 is a group of the formula :

wherein R^{15} and R^{16} are each independently -H, -OH, -NH₂, -SH, -N₃, alkyl, alkenyl, alkynyl, -alkyl-OH, -alkyl-NH₂, -alkyl-SH, or -alkyl-N₃;

R^4 is a group of the formula :

wherein R^{17} is -H, -OH, -NH₂, -SH, -N₃, -CO₂H, alkenyl, alkynyl, -alkyl-OH, -alkyl-NH₂, -alkyl-SH, -alkyl-N₃ or -alkyl-CO₂H; and R^{18} is -H, -OH, -NH₂, -SH, -N₃, -CO₂H, alkyl, alkenyl, alkynyl, -alkyl-OH, -alkyl-NH₂, -alkyl-SH, -alkyl-N₃ or -alkyl-CO₂H;

R^5 is *sec*-butyl or isobutyl;

R^6 is -H or alkyl;

R^7 and R^8 are each independently -H, alkyl, $-\text{CO}_2R^a$, $-\text{CONR}^bR^c$, substituted or unsubstituted phenyl, or substituted or unsubstituted heterocyclic ring; wherein R^a is -H or alkyl; R^b and R^c are each independently -H or alkyl;

R^9 is -H or alkyl; or R^9 is taken together with R^4 and the atoms to which they are attached to form a substituted or unsubstituted heterocycloalkyl ring;

R^{10} is -H or alkyl;

R^{11} is -H or alkyl;

R^{12} is -H or alkyl;

R^{13} is -H or alkyl; and

R^{14} is -H, -OH or alkyl;

or a pharmaceutically acceptable salt thereof.

2. The compound of claim 1 wherein X is absent.

3. The compound of claim 2, wherein

R^{15} and R^{16} are each independently -H or alkyl;

R^7 is -H, $-\text{CO}_2R^a$, $-\text{CONR}^bR^c$ or substituted or unsubstituted heterocyclic ring;

R^8 is substituted or unsubstituted phenyl, or substituted or unsubstituted heterocyclic ring; and

R^{14} is -H.

4. The compound of claim 3, wherein R^{15} and R^{16} are each methyl.

5. The compound of claim 4, wherein

R^{17} is -OH, -NH₂, -SH or -N₃; and

R^{18} is -H or alkyl.

6. The compound of claim 5, wherein

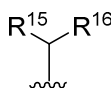
R^7 is -H, -CO₂R^a or -CONR^bR^c; and

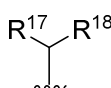
R^8 is phenyl.

7. The compound of claim 1, wherein

R^1 and R^2 are each independently -H or C₁₋₆-alkyl;

X is -O- or is absent;

R^3 is ; wherein R^{15} and R^{16} are each independently -H, -OH, or C₁₋₆-alkyl;

R^4 is ; wherein R^{17} is -OH, -NH₂, -SH, -N₃, -CO₂H, C₁₋₆-alkyl-NH₂, alkynyl, alkenyl, or -C₁₋₆-alkyl-N₃; and R^{18} is -H or C₁₋₆-alkyl;

R^5 is *sec*-butyl;

R^6 is -H;

R^7 is -H, C₁₋₆-alkyl, -CO₂R^a, -CONR^bR^c, tetrazolyl or thiazolyl; wherein R^a is -H or C₁₋₆-alkyl; and R^b and R^c are each independently -H or C₁₋₆-alkyl;

R^8 is -H, C₁₋₆-alkyl, substituted or unsubstituted phenyl or substituted or unsubstituted heterocyclic ring;

R^9 is -H;

R^{10} , R^{11} , R^{12} , and R^{13} are each independently C_{1-6} -alkyl; and

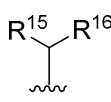
R^{14} is -H, C_{1-6} -alkyl or -OH;

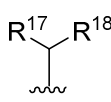
or a pharmaceutically acceptable salt thereof.

8. The compound of claim 1, wherein

R^1 and R^2 are each independently -H or methyl;

X is -O- or is absent;

R^3 is ; wherein R^{15} and R^{16} are each independently -H, -OH, or methyl;

R^4 is ; wherein R^{17} is -OH, -NH₂, -SH, -N₃, -CO₂H, aminomethyl, alkynyl, alkenyl, or azidomethyl; and R^{18} is -H or methyl;

R^5 is *sec*-butyl;

R^6 is -H;

R^7 is -H, methyl, -CO₂R^a, or -CONR^bR^c; wherein R^a is -H or methyl; and R^b and R^c are each independently -H or methyl;

R^8 is -H, methyl, ethyl, pyridinyl, piperidinyl, unsubstituted phenyl, phenyl substituted with halo;

R^9 is -H;

R^{10} , R^{11} , R^{12} , and R^{13} are each methyl; and

R^{14} is -H, methyl or -OH;

or a pharmaceutically acceptable salt thereof.

9. The compound of claim 1, wherein

R^1 and R^2 are each independently -H or C_{1-6} -alkyl;

X is absent;

R^3 is ; wherein R^{15} and R^{16} are each independently -H, -OH, or C_{1-6} -alkyl;

R^4 is ; wherein R^{17} is $-N_3$; and R^{18} is -H or methyl;

R^5 is *sec*-butyl;

R^6 is -H;

R^7 is -H, C_{1-6} -alkyl, $-CO_2R^a$, $-CONR^bR^c$, tetrazolyl or thiazolyl; wherein R^a is -H or C_{1-6} -alkyl; and R^b and R^c are each independently -H or C_{1-6} -alkyl;

R^8 is -H, C_{1-6} -alkyl, substituted or unsubstituted phenyl or substituted or unsubstituted heterocyclic ring;

R^9 is -H;

R^{10} , R^{11} , R^{12} , and R^{13} are each independently C_{1-6} -alkyl; and

R^{14} is -H, C_{1-6} -alkyl or -OH;

or a pharmaceutically acceptable salt thereof.

10. The compound of claim 1, wherein

R^1 and R^2 are each methyl;

X is absent;

R^3 is a group of the formula: ; wherein R^{15} and R^{16} are each methyl;

R^4 is a group of formula: $\begin{array}{c} R^{17} \quad R^{18} \\ \diagdown \quad \diagup \\ \text{---} \end{array}$; wherein R^{17} is $-N_3$, $-NH_2$, $-OH$, $-SH$, and R^{18} is $-H$ or methyl;

R^5 is *sec*-butyl;

R^6 is $-H$;

R^7 is $-CO_2R^a$, or $-CONR^bR^c$, wherein R^a is $-H$ or C_{1-6} -alkyl; R^b and R^c are each independently $-H$ or C_{1-6} -alkyl;

R^8 is phenyl;

R^9 is $-H$;

R^{10} , R^{11} , R^{12} , and R^{13} are each methyl; and

R^{14} is $-H$;

or a pharmaceutically acceptable salt thereof.

11. The compound of claim 1, wherein

R^1 and R^2 are each independently $-H$ or C_{1-6} -alkyl;

X is absent;

R^3 is $\begin{array}{c} R^{15} \quad R^{16} \\ \diagdown \quad \diagup \\ \text{---} \end{array}$; wherein R^{15} and R^{16} are each independently $-H$, $-OH$, or C_{1-6} -alkyl;

R^4 is $\begin{array}{c} R^{17} \quad R^{18} \\ \diagdown \quad \diagup \\ \text{---} \end{array}$; wherein R^{17} is $-N_3$; and R^{18} is $-H$ or C_{1-6} -alkyl;

R^5 is *sec*-butyl;

R^6 is $-H$;

R^7 is C_{1-6} -alkyl, $-\text{CONR}^b\text{R}^c$, tetrazolyl or thiazolyl; wherein R^b and R^c are each independently -H or C_{1-6} -alkyl;

R^8 is -H, C_{1-6} -alkyl, substituted or unsubstituted phenyl or substituted or unsubstituted heterocyclic ring;

R^9 is -H;

R^{10} , R^{11} , R^{12} , and R^{13} are each independently C_{1-6} -alkyl; and

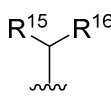
R^{14} is -H, C_{1-6} -alkyl or -OH;

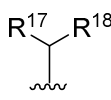
or a pharmaceutically acceptable salt thereof.

12. The compound of claim 1, wherein

R^1 and R^2 are each independently -H or C_{1-6} -alkyl;

X is absent;

R^3 is ; wherein R^{15} and R^{16} are each independently -H, -OH, or C_{1-6} -alkyl;

R^4 is ; wherein R^{17} is $-\text{N}_3$; and R^{18} is -H or C_{1-6} -alkyl;

R^5 is *sec*-butyl;

R^6 is -H;

R^7 is $-\text{CONR}^b\text{R}^c$, wherein R^b and R^c are each independently -H or C_{1-6} -alkyl;

R^8 is -H, C_{1-6} -alkyl, substituted or unsubstituted phenyl or substituted or unsubstituted heterocyclic ring;

R^9 is -H;

R^{10} , R^{11} , R^{12} , and R^{13} are each independently C_{1-6} -alkyl; and

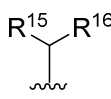
R¹⁴ is -H, C₁₋₆-alkyl or -OH;

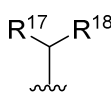
or a pharmaceutically acceptable salt thereof.

13. The compound of claim 1, wherein

R¹ and R² are each independently -H or methyl;

X is absent;

R³ is ; wherein R¹⁵ and R¹⁶ are each independently -H, -OH, or methyl;

R⁴ is ; wherein R¹⁷ is -N₃; and R¹⁸ is -H or methyl;

R⁵ is *sec*-butyl;

R⁶ is -H;

R⁷ is -CONR^bR^c, wherein R^b and R^c are each independently -H or methyl;

R⁸ is phenyl;

R⁹ is -H;

R¹⁰, R¹¹, R¹², and R¹³ are each independently methyl; and

R¹⁴ is -H, methyl or -OH;

or a pharmaceutically acceptable salt thereof.

14. A compound selected from the group consisting of:

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-methylpropanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-2-(dimethylamino)-N-((S)-3-hydroxy-1-(((3R,4S,5i)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(pyridin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)(methyl)amino)-1-oxopropan-2-yl)-3-methylbutanamide;

(2S,3R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(pyridin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S)-2-(dimethylamino)-N-((2S)-3-hydroxy-1-(((3R,4S,5S)-3-methoxy-1-((2S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(piperidin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)(methyl)amino)-1-oxopropan-2-yl)-3-methylbutanamide;

(2S,3R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-((3R,4S,5S)-3-methoxy-1-((2S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(piperidin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylpropanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-N-((S)-3-amino-1-(((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(pyridin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)(methyl)amino)-1-oxopropan-2-yl)-2-(dimethylamino)-3-methylbutanamide;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylpropanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-4-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-4-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-2-((S)-2-(aminooxy)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(pyridin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N,3-dimethylbutanamide;

((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-hydroxypropanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalanine;

((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((2S,3R)-2-(dimethylamino)-3-hydroxybutanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalanine;

(S)-2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoic acid;

(S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((2S,3R)-2-(dimethylamino)-3-hydroxybutanamido)-N,3-dimethylbutanamide;

(S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-hydroxypropanamido)-N,3-dimethylbutanamide;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-mercapto-N-methylpropanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-mercapto-N-methylpropanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoic acid;

(S)-2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-methylpropanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoic acid;

(S)-2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoic acid;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-hydroxypropanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((2S,3R)-2-(dimethylamino)-3-hydroxybutanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

(S)-2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoic acid;

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(phenethylamino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((1S,2R)-1-hydroxy-1-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-((4-chlorophenethyl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-((2-chlorophenethyl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(phenethylamino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((1S,2R)-1-hydroxy-1-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-((4-chlorophenethyl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-((2-chlorophenethyl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(S)-4-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(phenethylamino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(S)-4-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((1S,2R)-1-hydroxy-1-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(S)-4-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-((4-chlorophenethyl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(S)-4-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-((2-chlorophenethyl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylpent-4-ynamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

(2S,3S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(pyridin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-valinate;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-6-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylhexanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,4S)-4-azido-1-(dimethyl-L-valyl)-N-methylpyrrolidine-2-carboxamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

(S)-3-((S)-2-(dimethylamino)-3-methylbutanamido)-4-(((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-3-(((S)-1-methoxy-1-oxo-3-phenylpropan-2-yl)amino)-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)(methylamino)-4-oxobutanoic acid;

(2S,3R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((1S,2R)-1-hydroxy-1-phenylpropan-2-yl)amino)-1-methoxy-2-

methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-serinate;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-isoleucinate;

(2S,3S)-3-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)propanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

methyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

(2S,3S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide;

((2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide;

tert-butyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalanine;

tert-butyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(1H-tetrazol-5-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-azido-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(1H-tetrazol-5-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide;

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(thiazol-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

tert-butyl ((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalaninate;

(2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(1H-tetrazol-5-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide; and

(2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(thiazol-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide; or pharmaceutically acceptable salts thereof.

15. A compound selected from the group consisting of:

(S)-2-((S)-2-(aminooxy)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-((2-(pyridin-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N,3-dimethylbutanamide;

((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-hydroxypropanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalanine;

((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((2S,3R)-2-(dimethylamino)-3-hydroxybutanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanoyl)-L-phenylalanine;

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((S)-2-(dimethylamino)-3-hydroxypropanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate; and

(S)-methyl 2-((2R,3R)-3-((S)-1-((3R,4S,5S)-4-((S)-2-((2S,3R)-2-(dimethylamino)-3-hydroxybutanamido)-N,3-dimethylbutanamido)-3-methoxy-5-methylheptanoyl)pyrrolidin-2-yl)-3-methoxy-2-methylpropanamido)-3-phenylpropanoate;

or pharmaceutically acceptable salts thereof.

16. The compound of claim 14, wherein the compound is selected from the group consisting of:

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((1S,2R)-1-hydroxy-1-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((1S,2R)-1-hydroxy-1-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3R)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-3-hydroxy-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((1S,2R)-1-hydroxy-1-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-

methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-amino-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide;

((2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide;

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(1H-tetrazol-5-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-azido-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(1H-tetrazol-5-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide; 60

(2S,3S)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(thiazol-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

(2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(1H-tetrazol-5-

yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;
and

(2S,3S)-3-amino-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-((3R,4S,5S)-3-methoxy-1-((S)-2-((1R,2R)-1-methoxy-2-methyl-3-oxo-3-(((S)-2-phenyl-1-(thiazol-2-yl)ethyl)amino)propyl)pyrrolidin-1-yl)-5-methyl-1-oxoheptan-4-yl)-N-methylbutanamide;

or pharmaceutically acceptable salts thereof.

17. The compound of claim 14, wherein the compound is selected from the group consisting of:

(2S,3S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-3-azido-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-2-((S)-2-(dimethylamino)-3-methylbutanamido)-N-methylbutanamide;

(2S,3S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide; and

((2S,3S)-3-azido-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-(tert-butylamino)-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide;

or pharmaceutically acceptable salts thereof.

18. The compound of claim 14, wherein the compound is (2S,3S)-N-((3R,4S,5S)-1-((S)-2-((1R,2R)-3-(((S)-1-amino-1-oxo-3-phenylpropan-2-yl)amino)-1-methoxy-2-methyl-3-oxopropyl)pyrrolidin-1-yl)-3-methoxy-5-methyl-1-oxoheptan-4-yl)-3-azido-N-methyl-2-((S)-3-methyl-2-(methylamino)butanamido)butanamide, or pharmaceutically acceptable salts thereof.

19. A pharmaceutical composition comprising an effective amount of a compound of claim 1 or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable excipient.

20. The pharmaceutical composition of claim 9 for use in the treatment of a cancer in a subject in need of such treatment.

21. Use of a compound of claim 1 or a pharmaceutically acceptable salt thereof for the manufacture of a medicament for treatment of a cancer in a subject in need of such treatment.

22. A compound of claim 1 or a pharmaceutically acceptable salt thereof for use in the treatment of a cancer in a subject in need of such treatment.