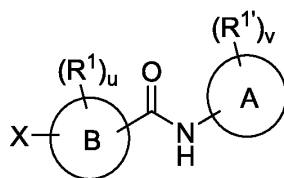


We claim:

1. A compound of the following formula:



(I)

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

A is selected from the group consisting of phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three nitrogen atoms which are, independently, N, O, or S; a C₄₋₁₄ bicyclic ring, alkylheteroaryl, and alkylaryl;

B is a six or seven-membered ring or a six or seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S, a five-membered ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S; a four-membered ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S, or a C₄₋₁₄ bicyclic ring,

when R¹ and R^{1'} are attached to a carbon, they are, independently, hydrogen, halogen, SF₅, CF₃, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₂₋₆ alkenyl, cyano, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C₁₋₆ alkyl, arylalkoxycarbonyl, carboxy, C₁₋₆ haloalkyl, heterocyclalkyl, or C₁₋₆ hydroxyalkyl;

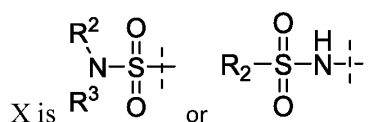
when R¹ and R^{1'} are attached to a nitrogen, they are, independently, hydrogen, C₂₋₆ alkoxy, C₃₋₆ alkoxyalkyl, C₂₋₆ alkenyl, alkoxycarbonyl, carbonylalkyl, carbonyl aryl, C₁₋₆ alkyl, heterocyclalkyl, C₂₋₆ hydroxyalkyl, or S(O)₂R';

each R' is independently H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, aryl, heteroaryl, alkylaryl, or arylalkyl, or if two R'

reside on the same nitrogen atom, they can come together to form a C₃₋₆ ring optionally containing a N, O, or S heteroatom;

the R' groups can optionally be substituted with one or more substituents, which substituents are, independently, halo, C₁₋₆ haloalkyl, C₁₋₆ hydroxyalkyl, hydroxyl, carboxyl, acyl, aryl, acyloxy, amino, amido, carboxyl derivatives, alkylamino, dialkylamino, arylamino, alkoxy, alkoxyalkyl, aryloxy, nitro, cyano, sulfonic acid, thiol, imine, sulfonyl, sulfanyl, sulfinyl, sulfamonyl, ester, carboxylic acid, amide, phosphonyl, phosphinyl, phosphoryl, phosphine, thioester, thioether, acid halide, anhydride, oxime, hydrozine, carbamate, phosphonic acid, or phosphonate;

u and v are independently 0, 1, 2, 3, 4 or 5;



R³ is H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl,

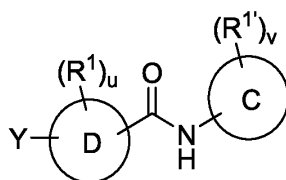
R² is C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₈ alkoxyalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, aryl, heteroaryl, alkylaryl, arylalkyl, a six-membered ring or a six-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, or S, a seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, or S, a five-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, or S; a four-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, or S; cycloalkyl, alkylheteroaryl, or alkylaryl;

R² is optionally substituted with one or more substituents, which each, independently, are halogen, CF₃, SF₅, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C₁₋₆ alkyl, arylalkoxy carbonyl, carboxy, C₁₋₆ haloalkyl, heterocyclalkyl, or C₁₋₆ hydroxyalkyl; or is optionally substituted with aryl, substituted aryl, heteroaryl, or substituted heteroaryl, where substituents on the substituted aryl and substituted heteroaryl are selected from the group consisting of halogen, SF₅, CF₃, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C(O)R', C₁₋₆

alkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, and C₁₋₆ alkyl, and

R² and R³ can come together with the nitrogen to which they are attached to form a 6-10 membered bicyclic or bridged ring, a 3 to 8 saturated ring, or a 5 membered unsaturated ring; such bicyclic, bridged, saturated and unsaturated rings optionally containing one or more additional heteroatoms, where each is, independently, O, S or N, and optionally being substituted with one or more substituents, wherein each, independently, is halogen (including F, Cl, Br, I), CF₃, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C₁₋₆ alkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C₁₋₆ alkyl, arylalkoxycarbonyl, carboxy, C₁₋₆ haloalkyl, heterocyclalkyl, or C₁₋₆ hydroxyalkyl.

2. A compound of the following formula:



(II)

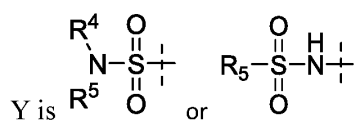
or a pharmaceutically acceptable salt or prodrug thereof, wherein

R¹ and R^{1'} are as defined with respect to Formula I,

u and v are independently 0, 1, 2, 3, 4 or 5;

C is phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three heteroatoms which are, independently, N, O, or S; a C₄₋₁₄ bicyclic ring, alkylaryl, or alkylheteroaryl;

D is phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three heteroatoms, which are, independently, N, O, or S, or a C₄₋₁₄ bicyclic ring,

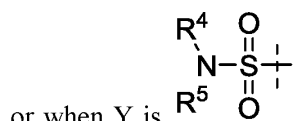


R^4 is H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl;

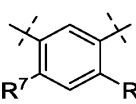
R^5 is alkylaryl, arylalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, aryl, heteroaryl, or a six-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, or S;

R^5 is optionally substituted with one or more substituents, each of which is, independently, halogen, CF_3 , SF_5 , hydroxy, $\text{N}(\text{R}')\text{S}(\text{O})_2\text{R}'$, $\text{S}(\text{O})_2\text{R}'$, $\text{S}(\text{O})_2\text{N}(\text{R}')_2$, C_{1-6} alkoxy, C_{1-6} haloalkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, cycloalkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl; or is optionally substituted with aryl, substituted aryl, heteroaryl, or substituted heteroaryl, where substituents on the substituted aryl and substituted heteroaryl are selected from the group consisting of halogen, SF_5 , CF_3 , hydroxy, $\text{N}(\text{R}')\text{S}(\text{O})_2\text{R}'$, $\text{S}(\text{O})_2\text{R}'$, $\text{S}(\text{O})_2\text{N}(\text{R}')_2$, $\text{C}(\text{O})\text{R}'$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, and C_{1-6} alkyl,

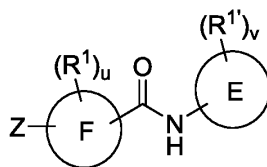
wherein, if C is phenyl, D is not phenyl or a 5-membered ring heteroaryl, or if C is phenyl and D is phenyl or a 5-membered ring heteroaryl, then R^5 is not alkylaryl, alkenyl, or a six-membered bridged ring;



, R^4 and R^5 together with the nitrogen to which they are attached form a 3 to 4 membered ring optionally substituted with one or more substituents, each of which is, independently, halogen, CF_3 , hydroxy, $\text{N}(\text{R}')\text{S}(\text{O})_2\text{R}'$, $\text{S}(\text{O})_2\text{R}'$, $\text{S}(\text{O})_2\text{N}(\text{R}')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl.

3. The compound of Claim 2, wherein D is , where R⁶ is H, Cl, F or Br, and R⁷ is H, methyl, F or Cl.

4. A compound of the following formula:



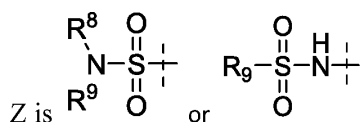
(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein R¹ and R^{1'} are as defined with respect to Formula I,

u and v are independently 0, 1, 2, 3, 4 or 5;

E is a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three heteroatoms, where each is, independently, N, O, or S; a C₄₋₁₄ bicyclic ring, alkylheteroaryl, or alkylaryl;

F is a five-membered heteroaromatic ring containing one, two, or three heteroatoms which are, independently, N, O, or S, or a C₄₋₁₄ bicyclic ring,



R⁸ is H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl,

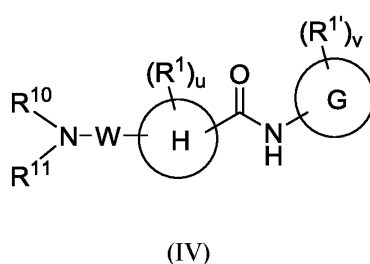
R⁹ is C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₈ alkoxyalkyl, a six-membered ring or a six-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms, which are independently N, O, or S, a seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S, a five-membered ring containing zero, one, or two heteroatoms, which are, independently, N,

O, or S; a four-membered ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S, or a three membered ring;

R^9 is optionally substituted with one or more substituents, each of which is independently halogen, CF_3 , SF_5 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, C_{1-6} haloalkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, cycloalkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl; or is optionally substituted with aryl, substituted aryl, heteroaryl, or substituted heteroaryl, where substituents on the substituted aryl and substituted heteroaryl are selected from the group consisting of halogen, SF_5 , CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, $C(O)R'$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, and C_{1-6} alkyl, and

R^8 and R^9 can come together with the nitrogen to which they are attached to form a 6-10 membered bicyclic or bridged ring or a 3 to 8 saturated ring; such bicyclic, bridged and saturated ring moiety optionally containing one or more additional heteroatoms which, independently, are O, S or N and optionally being substituted with one or more substituents, each, independently, is halogen, CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl.

5. A compound of the following formula:



or a pharmaceutically acceptable salt or prodrug thereof, wherein

G is phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three

heteroatoms, which are, independently, N, O, or S; a C₄₋₁₄ bicyclic ring, alkylheteroaryl, or alkylaryl;

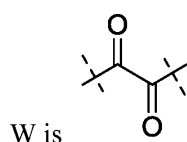
H is phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a six-membered non-aromatic ring optionally containing one, two, or three heteroatoms, which are, independently, N, O, or S; or a C₄₋₁₄ bicyclic ring;

when R¹ and R^{1'} are attached to a carbon they are, independently, hydrogen, halogen, CF₃, hydroxy, SF₅, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C₁₋₆ alkoxy, cyano, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxy carbonyl, alkoxy carbonylalkyl, C₁₋₆ alkyl, arylalkoxy carbonyl, carboxy, C₁₋₆ haloalkyl, heterocyclylalkyl, or C₁₋₆ hydroxyalkyl;

when R¹ and R^{1'} are attached to a nitrogen they are, independently, hydrogen, C₁₋₆ alkoxy, C₃₋₆ alkoxyalkyl, alkoxy carbonyl, carbonylalkyl, carbonyl aryl, C₁₋₆ alkyl, C₂₋₆ alkynyl, C₂₋₆ alkenyl, heterocyclylalkyl, C₁₋₆ hydroxyalkyl, or S(O)₂R';

each R' is independently H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, aryl, heteroaryl, alkylaryl, or arylalkyl, or if two R' reside on the same nitrogen atom they can come together to form a C₃₋₆ alkyl ring optionally containing a N, O, or S; wherein the R' groups can be substituted with one or more C₁₋₆ hydroxyalkyl, aminoalkyl, or alkoxyalkyl substituents;

u and v are independently 0, 1, 2, 3, 4 or 5;



R¹⁰ is H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl,

R¹¹ is C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₈ alkoxyalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, aryl, heteroaryl, alkylaryl, arylalkyl, phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a six-membered ring or a six-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S, a seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S, a five-membered heteroaromatic ring containing one, two, or three heteroatoms, which are,

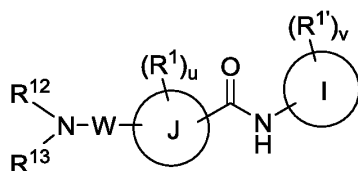
independently, N, O, or S, a five-membered ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S; a four-membered ring containing zero, one, or two heteroatoms, which are, independently, N, O, or S; a three membered ring, alkylheteroaryl, or alkylaryl;

wherein R^{11} is optionally substituted with one or more substituents selected from the group consisting of halogen, SF_5 , CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, cyano, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, C_{1-6} hydroxyalkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl, where substituents on the substituted aryl and substituted heteroaryl are selected from the group consisting of halogen, SF_5 , CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, $C(O)R'$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, and C_{1-6} alkyl;

and

R^{10} and R^{11} can come together with the nitrogen to which they are attached form a 6-10 membered bicyclic or bridged ring or a 3 to 8 saturated ring; such bicyclic, bridged or saturated ring moiety optionally containing one or more additional heteroatoms, which are each, independently, O, S or N, and optionally substituted with one or more substituents, each of which is, independently, halogen, CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl.

6. A compound of the following formula:



(V)

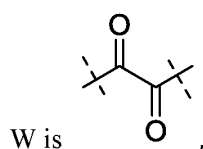
or a pharmaceutically acceptable salt or prodrug thereof, wherein

R^1 and $R^{1'}$ are as defined with respect to Formula I,

u and v are independently 0, 1, 2, 3, 4 or 5;

I is phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three heteroatoms, which are, independently, N, O, or S, a C₄₋₁₄ bicyclic ring; alkylheteroaryl, or alkylaryl;

J is a five-membered heteroaromatic ring containing one, two, or three heteroatoms, which are, independently, N, O, or S, a six or seven-membered ring or a six or seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, or S, a five-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, or S; or a four-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, or S,



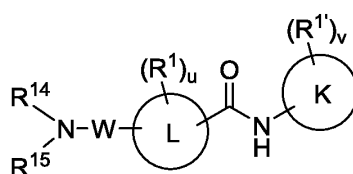
R¹² is H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl,

R¹³ is C₂₋₆ alkenyl, C₂₋₆ alkynyl, aryl, heteroaryl, alkylaryl, arylalkyl, a C₄₋₁₄ bicyclic ring; or a six-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, or S,

R¹³ is optionally substituted with one or more substituents each independently selected from the group consisting of hydrogen, halogen, CF₃, SF₅, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C(O)R', C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C₁₋₆ alkyl, cycloalkyl, arylalkoxycarbonyl, carboxyl, haloalkyl, heterocyclalkyl, C₁₋₆ hydroxyalkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl, where substituents on the substituted aryl and substituted heteroaryl are selected from the group consisting of halogen, SF₅, CF₃, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C(O)R', C₁₋₆ alkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, and C₁₋₆ alkyl.

or R^{12} and R^{13} together with the nitrogen to which they are attached form a 3 to 4 membered ring optionally substituted with one or more substituents each independently selected from the group consisting of hydrogen, halogen (F, Cl, Br, I), CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclylalkyl, and C_{1-6} hydroxyalkyl.

7. A compound of the following formula:



(VI)

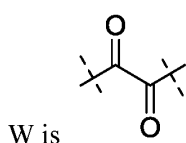
or a pharmaceutically acceptable salt or prodrug thereof, wherein

R^1 and $R^{1'}$ are as defined with respect to Formula I,

u and v are independently 0, 1, 2, 3, 4 or 5;

K is a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three heteroatoms which are, independently, N, O, or S; a C_{4-14} bicyclic ring, alkylheteroaryl, or alkylaryl;

L is a five-membered heteroaromatic ring containing one, two, or three heteroatoms which are, independently, N, O, or S, a six or seven -membered ring or a six or seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, or S, a five-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, or S; a four-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, or S, or a C_{4-14} bicyclic ring,



W is

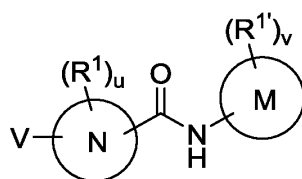
R¹⁴ is H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl,

R¹⁵ is C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₈ alkoxyalkyl, a six-membered ring or a six-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, or S, a seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, S, or Se, a five-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, S or Se; a four-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, S, or Se;

R¹⁵ is optionally substituted with one or more substituents which are, independently, halogen, SF₅, CF₃, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C₁₋₆ alkyl, cycloalkyl, arylalkoxycarbonyl, carboxy, C₁₋₆ haloalkyl, heterocyclalkyl, or C₁₋₆ hydroxyalkyl; or is optionally substituted with aryl, substituted aryl, heteroaryl, or substituted heteroaryl, where substituents on the substituted aryl and substituted heteroaryl are selected from the group consisting of halogen, SF₅, CF₃, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C(O)R', C₁₋₆ alkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, and C₁₋₆ alkyl, or

R¹⁴ and R¹⁵ can come together with the nitrogen to which they are attached form a 6-10 membered bicyclic or bridged ring or a 3 to 8 membered saturated ring; such bicyclic, bridged and saturated ring moiety optionally containing one or more additional heteroatoms which are, independently, O, S or N, and optionally being substituted with one or more substituents each independently selected from the group consisting of halogen, CF₃, hydroxy, N(R')S(O)₂R', S(O)₂R', S(O)₂N(R')₂, C₁₋₆ alkoxy, cyano, azido, C₂₋₆ alkynyl, C₃₋₆ alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C₁₋₆ alkyl, arylalkoxycarbonyl, carboxy, C₁₋₆ haloalkyl, heterocyclalkyl, and C₁₋₆ hydroxyalkyl.

8. A compound of the following formula:



(VII)

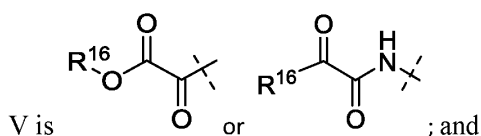
or a pharmaceutically acceptable salt or prodrug thereof, wherein

R^1 and $R^{1'}$ are as defined with respect to Formula I,

u and v are independently 0, 1, 2, 3, 4 or 5;

M is phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three heteroatoms which are, independently, N, O, S, or Se, a C_{4-14} bicyclic ring, alkylheteroaryl, or alkylaryl,

N is phenyl, a six-membered heteroaromatic ring containing one, two, or three nitrogen atoms, a five-membered heteroaromatic ring containing one, two, or three heteroatoms independently selected from the group consisting of N, O, S, and Se, a six or seven-membered ring or a six or seven-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, S, or Se, a five-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, S, or Se; a four-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, S or Se; or a C_{4-14} bicyclic ring,



R^{16} is C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-8} alkoxyalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, aryl, heteroaryl, a six-membered ring or a six-membered bridged or spiro-fused ring containing zero, one, or two heteroatoms which are, independently, N, O, S, or Se, a five-membered ring containing zero, one, or two heteroatoms which are, independently, N, O, S, or Se; a four-membered ring containing zero, one, or two

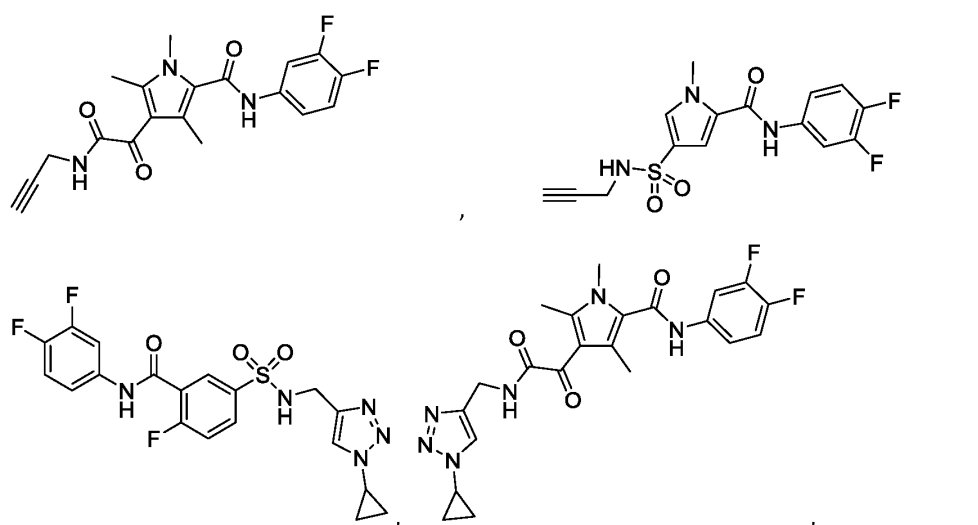
heteroatoms which are, independently, N, O, S, or Se; alkylaryl, arylalkyl, alkylheteroaryl, or alkylaryl,

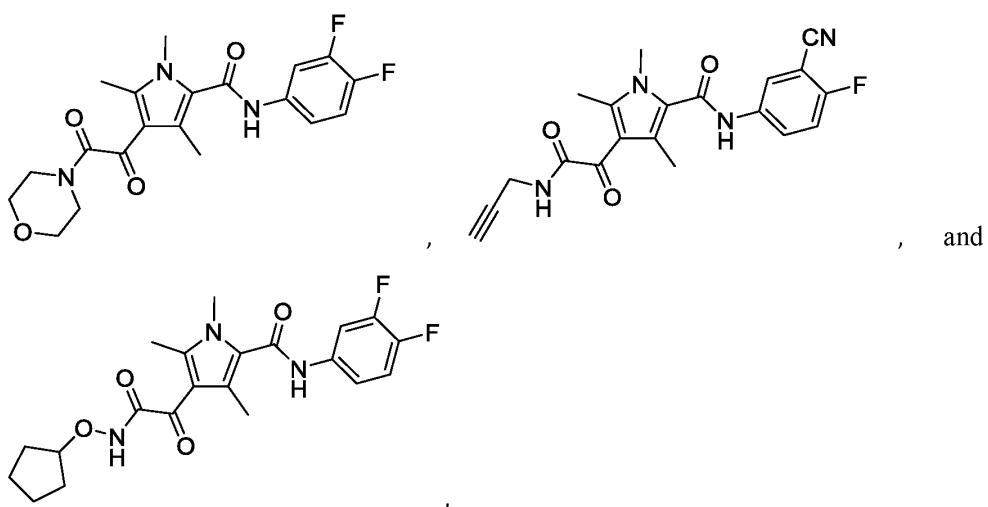
wherein R^{16} is optionally substituted with one or more substituents selected from the group consisting of halogen, SF_5 , CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, cyano, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclylalkyl, C_{1-6} hydroxyalkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl, where substituents on the substituted aryl and substituted heteroaryl are selected from the group consisting of halogen, SF_5 , CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, $C(O)R'$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, and C_{1-6} alkyl.

9. A compound of Claim 6, wherein R^{12} is C_{2-6} alkynyl.

10. A compound of Claim 7, wherein R^{14} is C_{2-6} alkynyl.

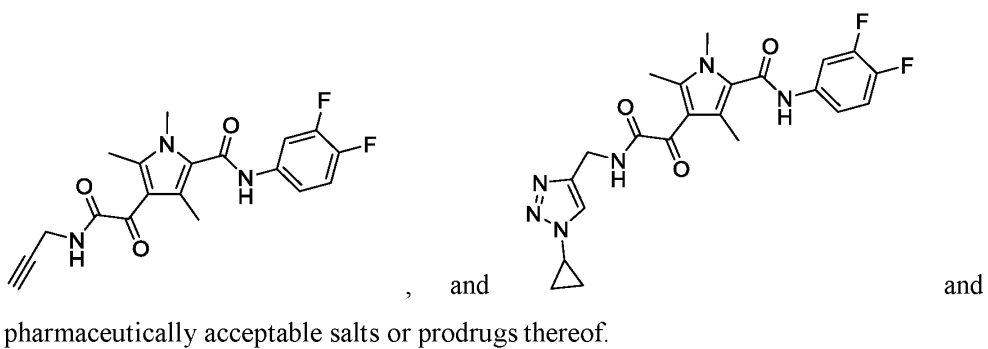
11. A compound selected from the group consisting of:





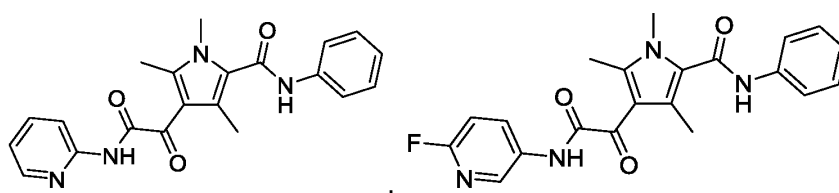
and pharmaceutically acceptable salts or prodrugs thereof.

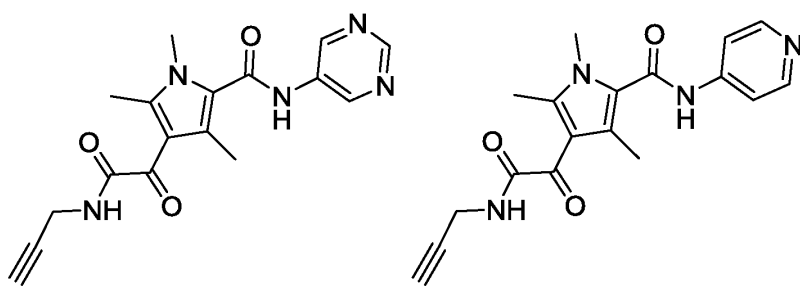
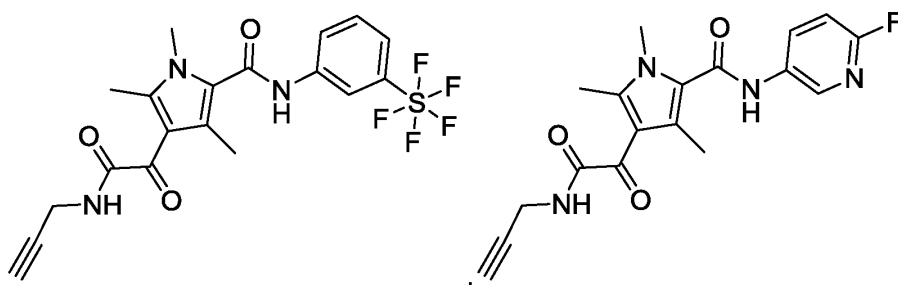
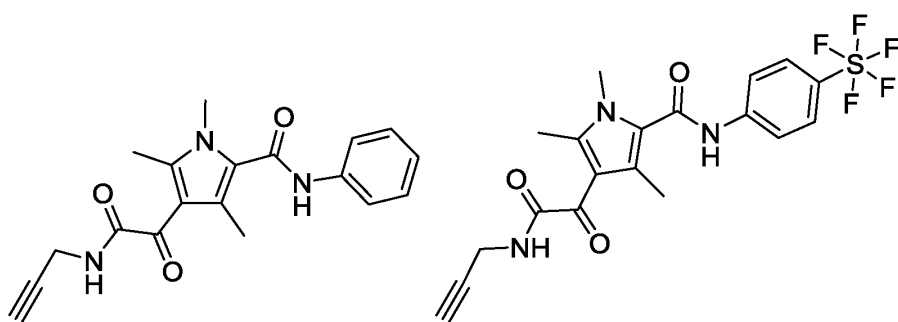
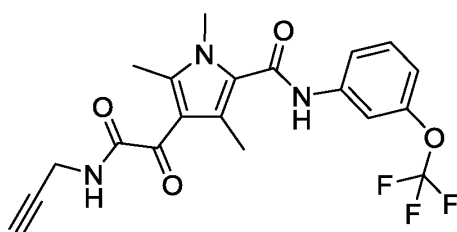
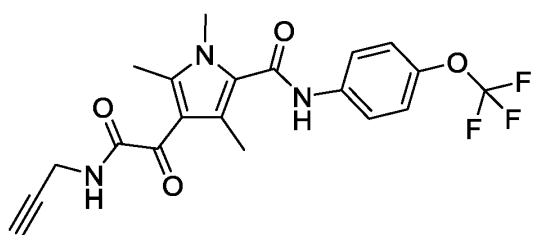
12. A compound of Claim 11, selected from the group consisting of:

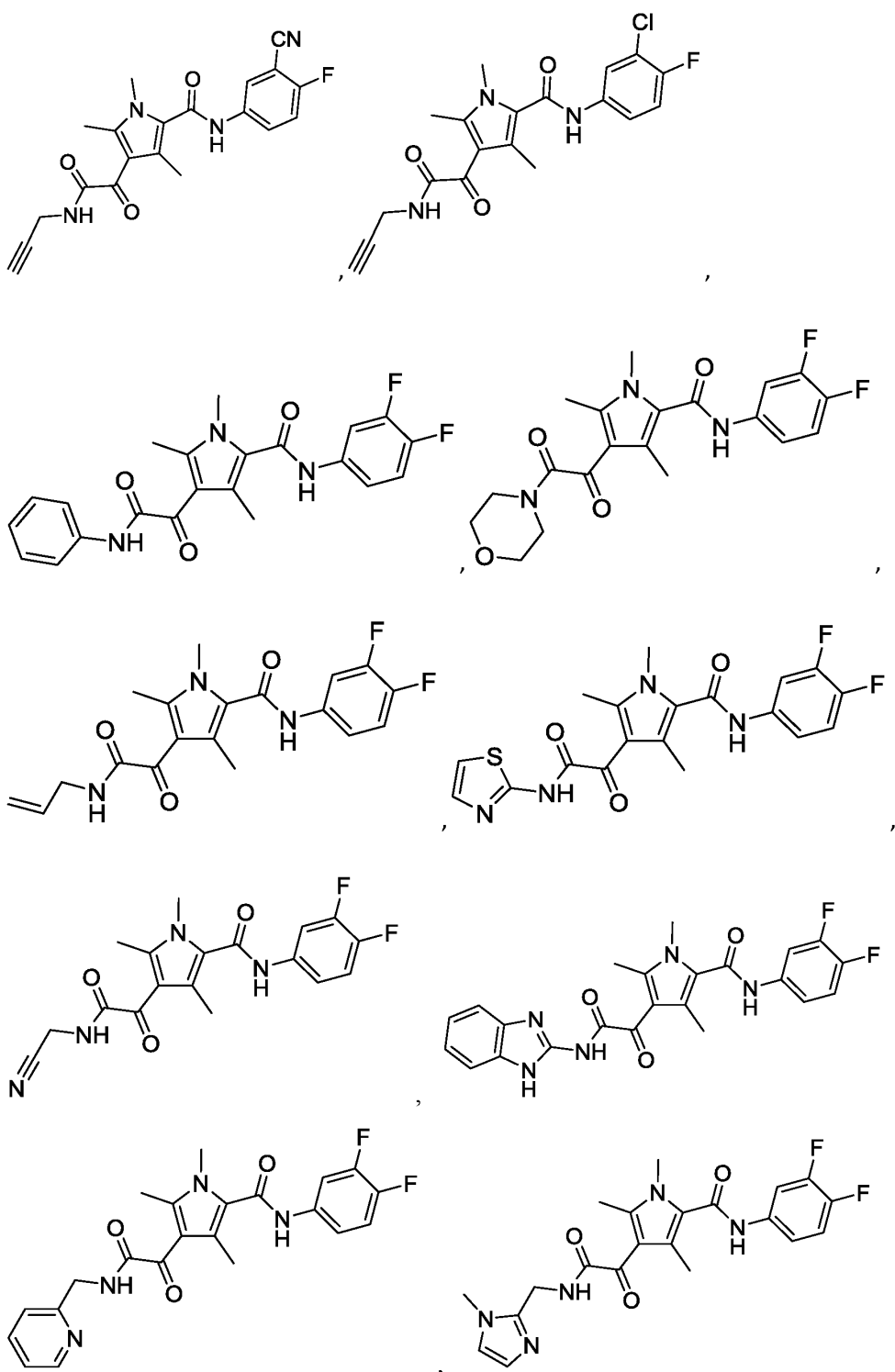


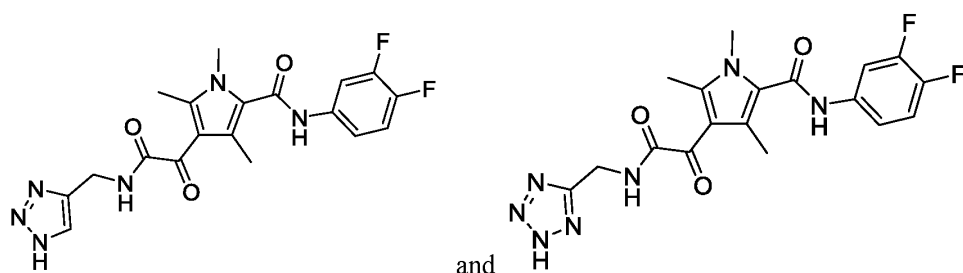
pharmaceutically acceptable salts or prodrugs thereof.

13. A compound selected from the group consisting of





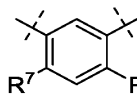




and pharmaceutically acceptable salts and prodrugs thereof.

14. The compound of Claim 1, wherein R^2 is optionally substituted with one or more substituents, which each, independently, are halogen, CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxy carbonyl, alkoxy carbonylalkyl, C_{1-6} alkyl, arylalkoxy carbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl.

15. The compound of Claim 2, wherein R^5 is optionally substituted with one or more substituents, each of which is, independently, halogen, CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxy carbonyl, alkoxy carbonylalkyl, C_{1-6} alkyl, cycloalkyl, arylalkoxy carbonyl, carboxy, C_{1-6} haloalkyl, or heterocyclalkyl.



16. The compound of Claim 15, wherein D is R^7 , where R^6 is H, Cl, F or Br, and R^7 is H, methyl, F or Cl.

17. The compound of Claim 3, wherein R^9 is optionally substituted with one or more substituents, each of which is independently halogen, CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxy carbonyl, alkoxy carbonylalkyl, C_{1-6} alkyl, cycloalkyl, arylalkoxy carbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl.

18. The compound of Claim 5, wherein R^{11} is optionally substituted with one or more substituents selected from the group consisting of halogen, SF_5 , CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, C_{2-6} alkenyl, cyano, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxy carbonyl, alkoxy carbonylalkyl, C_{1-6} alkyl, arylalkoxy carbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, and C_{1-6} hydroxyalkyl.

19. The compound of Claim 6, wherein R^{13} is optionally substituted with one or more substituents each independently selected from the group consisting of hydrogen, halogen, CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, $C(O)R'$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, cycloalkyl, arylalkoxycarbonyl, carboxyl, haloalkyl, heterocyclalkyl, and C_{1-6} hydroxyalkyl.

20. The compound of Claim 7, wherein R^{15} is optionally substituted with one or more substituents which are, independently, halogen (F, Cl, Br, I), SF_5 , CF_3 , hydroxy, $N(R')S(O)_2R'$, $S(O)_2R'$, $S(O)_2N(R')_2$, C_{1-6} alkoxy, cyano, azido, C_{2-6} alkynyl, C_{3-6} alkoxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, C_{1-6} alkyl, cycloalkyl, arylalkoxycarbonyl, carboxy, C_{1-6} haloalkyl, heterocyclalkyl, or C_{1-6} hydroxyalkyl.

21. The compound of Claim 8, wherein R^{16} is unsubstituted.

22. A pharmaceutical composition comprising a compound of any of Claims 1 to 21, and a pharmaceutically-acceptable carrier.

23. The composition of Claim 22, wherein the composition is a transdermal composition or a nanoparticulate composition.

24. The pharmaceutical composition of Claim 22, further comprising a second antiviral agent.

25. The pharmaceutical composition of Claim 24, wherein the second antiviral agent is selected from the group consisting of a polymerase inhibitors, viral entry inhibitor, a viral maturation inhibitor, a literature described capsid assembly modulator, an IMPDH inhibitor, a protease inhibitor, an immune-based therapeutic agents, a reverse transcriptase inhibitor, a TLR-agonist, siRNA, shRNA, Talens, Crisper/Cas9, mir (microRNA), an agent of distinct or unknown mechanism, and combinations thereof.

26. Use of a compound of any of Claims 1-21 in the preparation of a medicament for treating HBV infection, preventing a HBV infection, or reducing the biological activity of an infection with HBV.

27. A method for treating a host infected with HBV, preventing an HBV infection, curing an HBV infection, or reducing the biological activity of an infection

with HBV in a host, comprising administering an effective amount of a compound of any of Claims 1-21 to a patient in need of treatment thereof.

28. The method of Claim 27, wherein the method further comprising administering another HBV virus agent in combination or alternation with the compound of any of Claims 1-21.

29. Use of a compound of any of Claims 1-21 in the preparation of a medicament for treating a West Nile Virus infection, preventing a West Nile Virus infection, or reducing the biological activity of an infection with West Nile Virus.

30. A method for treating a host infected with the West Nile Virus, preventing a West Nile Virus infection, or reducing the biological activity of an infection with West Nile Virus in a host, comprising administering an effective amount of a compound of any of Claims 1-21 to a patient in need of treatment thereof.

31. The method of Claim 30, wherein the method further comprising administering the compound of any of Claims 1-21 in combination or alternation with another anti-West Nile Virus agent.

32. A method for treating a host infected with a flaviviridae virus, preventing an infection by one or these viruses, or reducing the biological activity of an infection with one of these viruses in a host, comprising administering an effective amount of a compound of any of Claims 1-21 to a patient in need of treatment thereof.

33. The method of Claim 32, wherein the method further comprising administering the compound of any of Claims 1-21 in combination or alternation with another anti-flaviviridae agent.

34. The method of Claim 32, wherein the virus is selected from the group consisting of hepatitis C virus (HCV), Dengue Fever, Zika virus, and Yellow fever.

35. The method of Claim 27, wherein treating a host infected with HBV, preventing an HBV infection, or curing an HBV infection suppresses HDV infection.

36. A method of treating HCV in a patient with a dormant HBV infection, comprising administering one or more anti-HCV therapeutics, while co-administering a compound of any of Claims 1-21, wherein the co-administration of the compound of any of Claims 1-21 prevents a relapse of the dormant HBV infection.