WHAT IS CLAIMED IS:

1. A compound of formula (I):


(I);

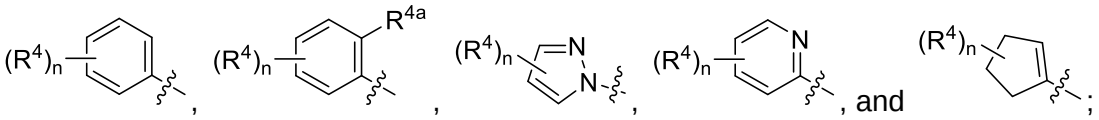
or a pharmaceutically acceptable salt or solvate thereof;

wherein:

X is =C(R^9)- or =N-;

Y is =C(R^9)- or –N=; provided that X is not =N- when Y is –N= and Y is not –N= when X is =N-;

R^1 is selected from:


, and ;

wherein:

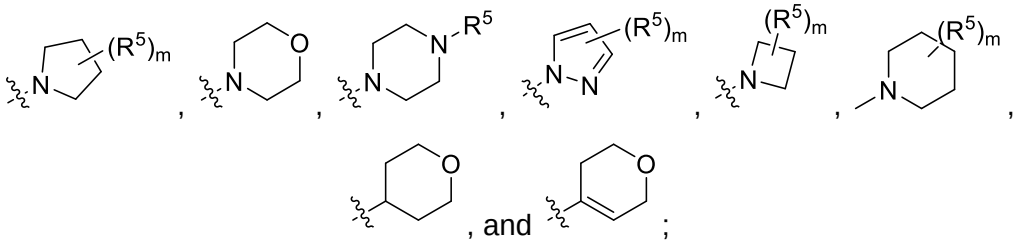
each n is independently 1, 2 or 3;

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or -R^{10}-OR^{11};

or two adjacent R^4's, together with the carbons to which they are attached, form an optionally substituted *N*-heteroaryl; and

R^{4a} is hydrogen;

R^2 is selected from –R^{10}–OR^{11}, –R^{10}–$N(R^{11})_2$,


, and ;

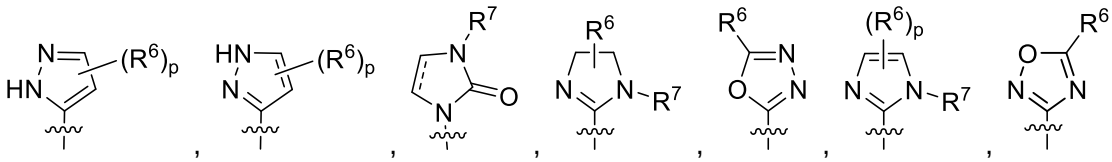
each m is independently 1 or 2;

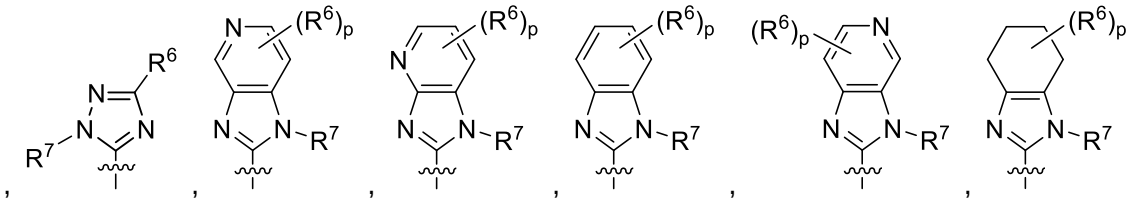
each R^5 is independently hydrogen, halo, alkyl, haloalkyl or –R^{10}-CN;

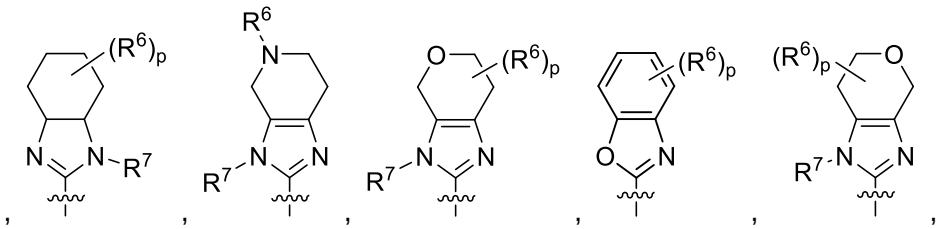
or two R^5's, together with the carbon to which they are both attached, form an optionally substituted *O*-heterocyclyl or

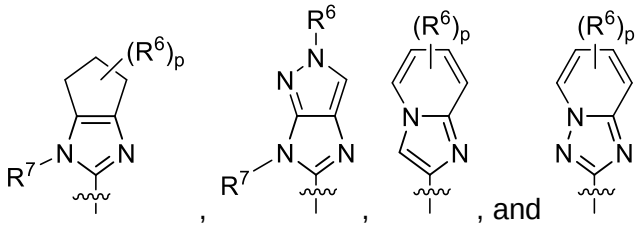
an optionally substituted cycloalkyl;

R^3 is selected from:







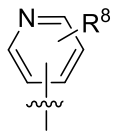


, and ;

$\overline{\text{----}}$ is a double or single bond;

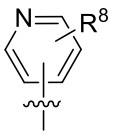
each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$, $-R^{10}-C(O)R^{12}$, $-R^{10}-N(R^{11})_2$, an optionally substituted *O*-heterocyclyl or

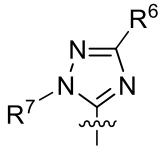
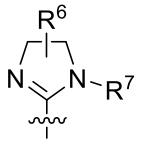


;

or two R^6's, together with the carbon to which they are both attached, form an optionally substituted cycloalkyl;

each R^7 is independently hydrogen, alkyl, $-R^{10}-C(O)OR^{12}$ or  ;

or the nitrogen to which R^7 is attached together with the carbon to which R^{4a} is attached form a bond; and

wherein when R^3 is  or  , then at least one of R^6 and R^7 is not hydrogen;

each R^8 is independently hydrogen, alkyl or halo,

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

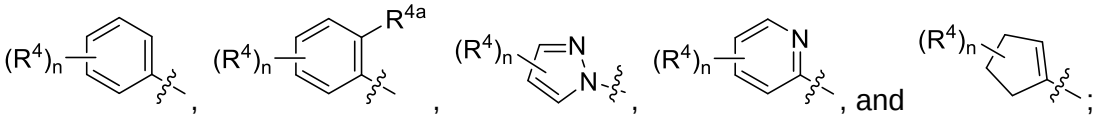
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl.

2. The compound of claim 1 wherein:

X is $=C(R^9)-$;

Y is $=C(R^9)-$;

R^1 is selected from:

 ;

wherein:

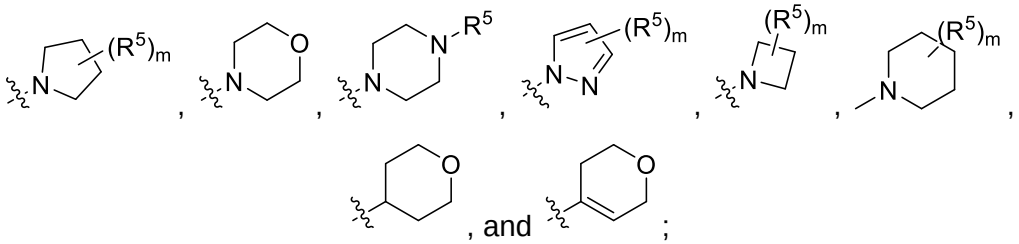
each n is independently 1, 2 or 3;

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or $-R^{10}-OR^{11}$;

or two adjacent R^4's, together with the carbons to which they are attached, form an optionally substituted *N*-heteroaryl; and

R^{4a} is hydrogen;

R^2 is selected from $–R^{10}–OR^{11}$, or $–R^{10}–N(R^{11})_2$,

 ;

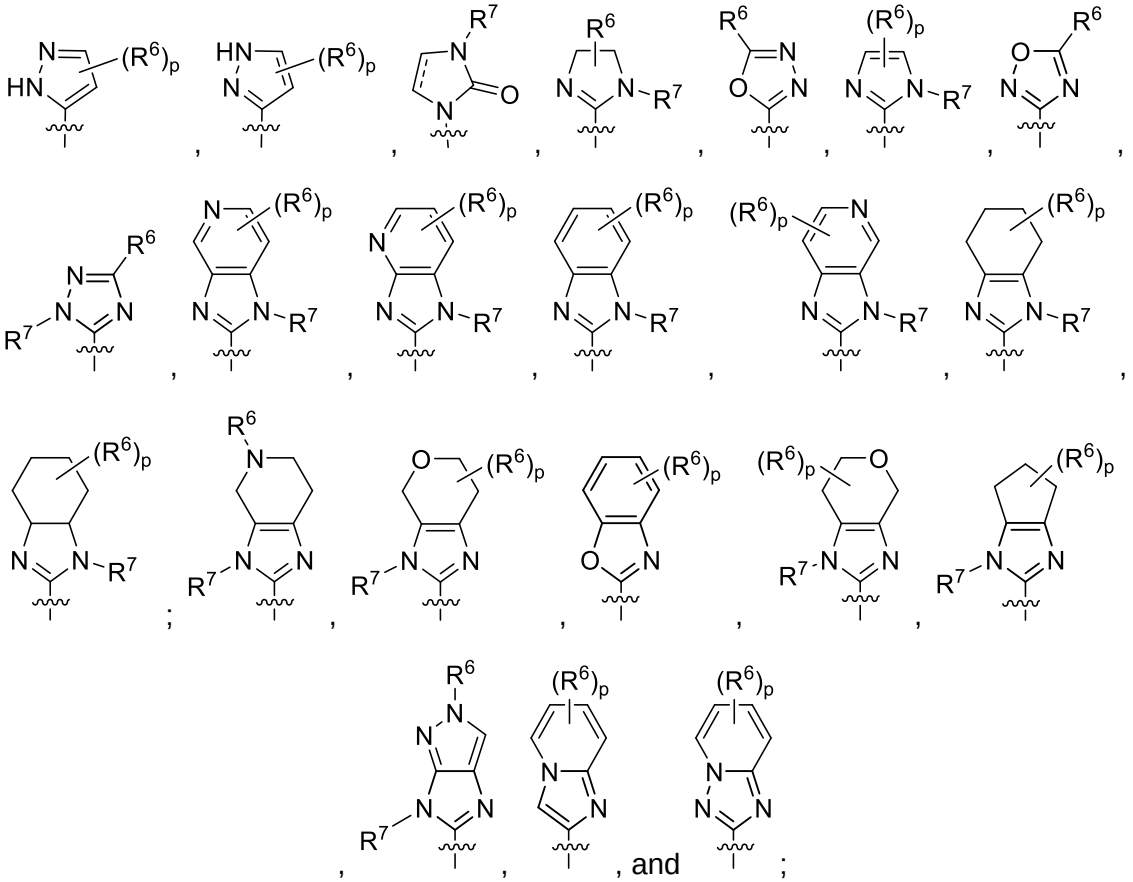
each m is independently 1 or 2;

each R^5 is independently hydrogen, halo, alkyl, haloalkyl or $–R^{10}$-CN;

or two R^5's, together with the carbon to which they are both attached, form an

optionally substituted *O*-heterocyclyl or an optionally substituted cycloalkyl;

R^3 is selected from:

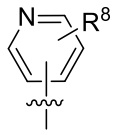


wherein:

---- is a double or single bond;

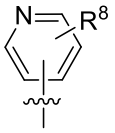
each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$, $-R^{10}-C(O)R^{12}$, $-R^{10}-N(R^{11})_2$, an optionally substituted *O*-heterocyclyl or



;

or two R^6's, together with the carbon to which they are both attached, form an optionally substituted cycloalkyl;

each R^7 is independently hydrogen, alkyl, -R^{10}-C(O)OR^{12} or  ;

or the nitrogen to which R^7 is attached together with the carbon to which R^{4a} is attached form a bond; and

each R^8 is independently hydrogen, alkyl or halo,

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

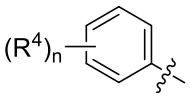
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

3. The compound of claim 1 or 2 wherein:

X is =C(R^9)-;

Y is =C(R^9)-;

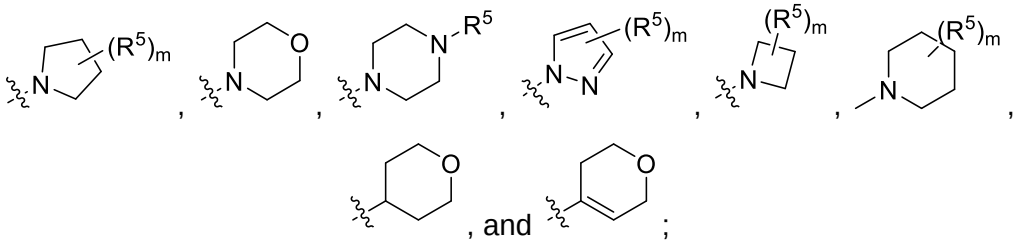
R^1 is  , wherein:

n is 1, 2 or 3; and

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or -R^{10}-OR^{11};

or two adjacent R^4's, together with the carbons to which they are attached, form an optionally substituted *N*-heteroaryl;

R^2 is selected from –R^{10}–OR^{11}, or –R^{10}–N(R^{11})$_2$,



wherein:

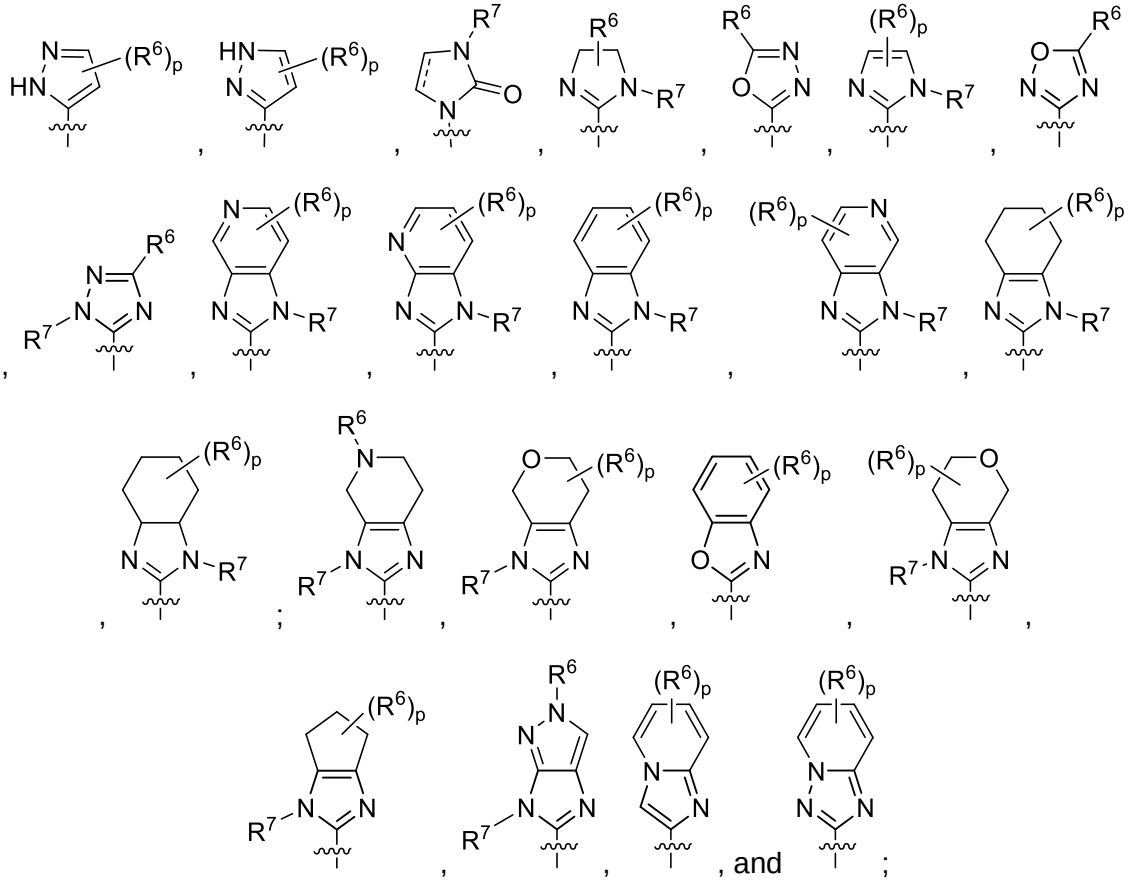
each m is independently 1 or 2;

each R^5 is independently hydrogen, halo, alkyl, haloalkyl or –R^{10}-CN;

or two R^5's, together with the carbon to which they are both attached, form an optionally substituted *O*-heterocyclyl or an optionally substituted

cycloalkyl;

R^3 is selected from:

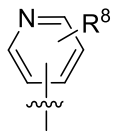


wherein:

---- is a double or single bond;

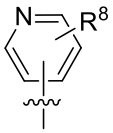
each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, -R^{10}-OR^{11}, -R^{10}-C(O)OR^{12}, -R^{10}-C(O)R^{12}, -R^{10}-N(R^{11})$_2$, an optionally substituted *O*-heterocyclyl or



;

or two R^6's, together with the carbon to which they are both attached, form an optionally substituted cycloalkyl;

each R^7 is independently hydrogen, alkyl, -R^{10}-C(O)OR^{12} or  ; and

each R^8 is independently hydrogen, alkyl or halo,

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

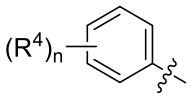
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

4. The compound of any one of claims 1-3 wherein:

X is $=C(R^9)-$;

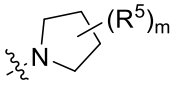
Y is $=C(R^9)-$;

R^1 is  , wherein:

n is 1, 2 or 3; and

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or $-R^{10}-OR^{11}$;

or two adjacent R^4's, together with the carbons to which they are attached, form an optionally substituted *N*-heteroaryl;

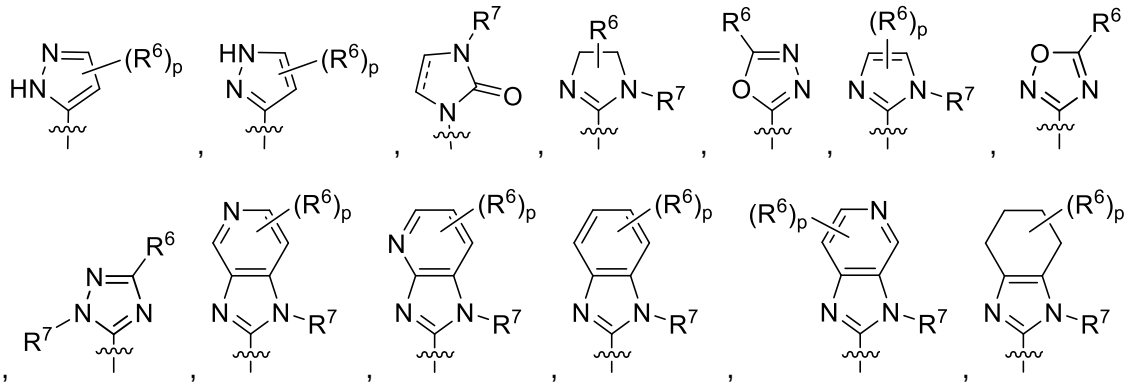
R^2 is  , wherein:

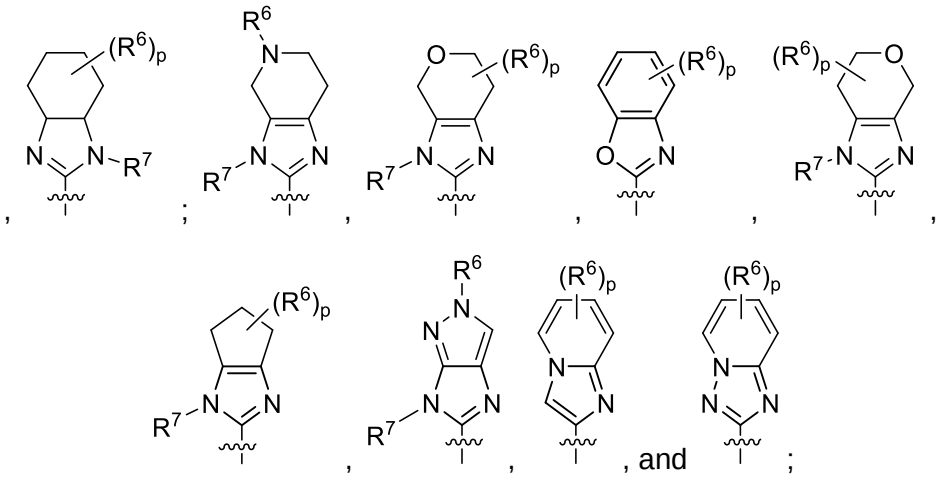
m is 1 or 2;

each R^5 is independently hydrogen, halo, alkyl, haloalkyl or $–R^{10}-CN$;

or two R^5's, together with the carbon to which they are both attached, form an optionally substituted *O*-heterocyclyl or an optionally substituted cycloalkyl;

R^3 is selected from:



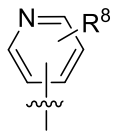


wherein:

---- is a double or single bond;

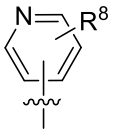
each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$, $-R^{10}-C(O)R^{12}$, $-R^{10}-N(R^{11})_2$, an optionally substituted *O*-heterocyclyl or



;

or two R^6's, together with the carbon to which they are both attached, form an optionally substituted cycloalkyl;

each R^7 is independently hydrogen, alkyl, $-R^{10}-C(O)OR^{12}$ or  ; and

each R^8 is independently hydrogen, alkyl or halo,

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

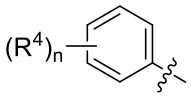
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

5. The compound of any one of claims 1-4 wherein:

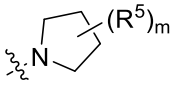
X is $=C(R^9)-$;

Y is $=C(R^9)-$;

R^1 is  ;wherein:

n is 1, 2 or 3; and

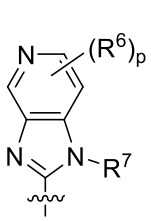
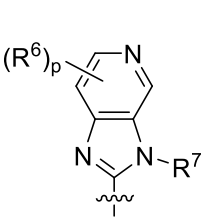
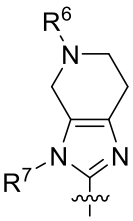
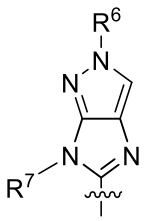
each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or $-R^{10}-OR^{11}$;

R^2 is  , wherein:

m is 1 or 2;

each R^5 is independently hydrogen, halo, alkyl, haloalkyl or $–R^{10}-CN$;

R^3 is selected from:

 ,  ,  ,  and  ;

wherein:

each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$, $-R^{10}-C(O)R^{12}$, $-R^{10}-N(R^{11})_2$, or an optionally substituted *O*-heterocyclyl;

or two R^6's, together with the carbon to which they are both attached, form an optionally substituted cycloalkyl; and

each R^7 is independently hydrogen, alkyl, or $-R^{10}-C(O)OR^{12}$;

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

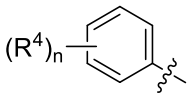
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

6. The compound of any one of claims 1-4 wherein:

X is $=C(R^9)-$;

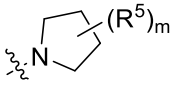
Y is $=C(R^9)-$;

R^1 is  , wherein:

n is 1, 2 or 3; and

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or -R^{10}-OR^{11};

or two adjacent R^4's, together with the carbons to which they are attached, form an optionally substituted N-heteroaryl;

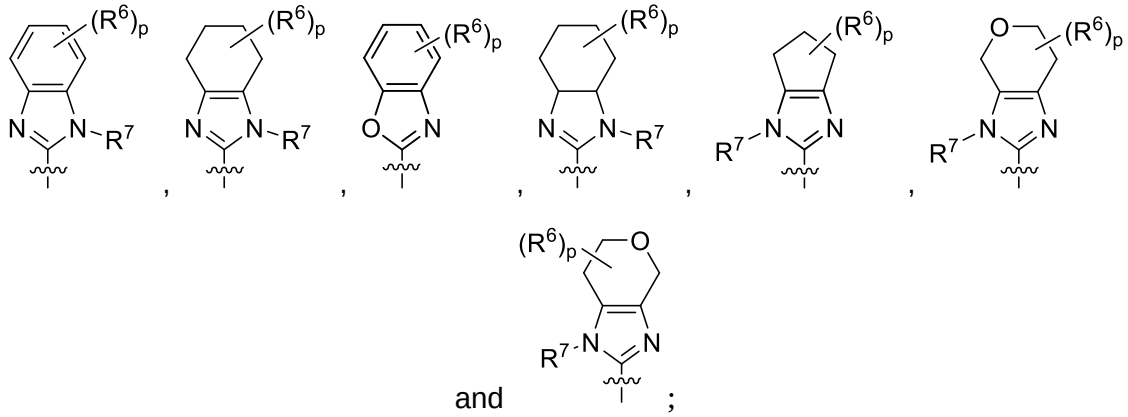
R^2 is  , wherein:

m is 1 or 2;

each R^5 is independently hydrogen, halo, alkyl, haloalkyl or –R^{10}-CN;

or two adjacent R^5's, together with the carbons to which they are attached, form an optionally substituted cycloalkyl;

R^3 is selected from:



wherein:

each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, -R^{10}-OR^{11}, -R^{10}-C(O)OR^{12}, -R^{10}-C(O)R^{12}, -R^{10}-N(R^{11})$_2$, or an optionally substituted *O*-heterocyclyl; or two R^6's, together with the carbon to which they are both attached, form an optionally substituted cycloalkyl; and

each R^7 is independently hydrogen, alkyl or -R^{10}-C(O)OR^{12};

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

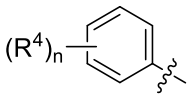
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

7. The compound of any one of claims 1-4 wherein:

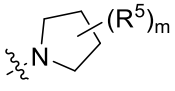
X is $=C(R^9)-$;

Y is $=C(R^9)-$;

R^1 is  , wherein:

n is 1, 2 or 3; and

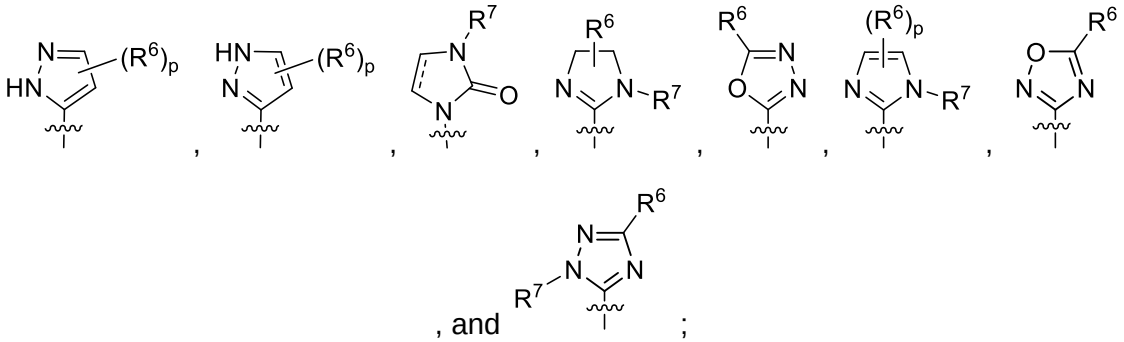
each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or $-R^{10}-OR^{11}$;

R^2 is  , wherein;

m is 1 or 2;

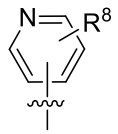
each R^5 is independently hydrogen, halo, alkyl, haloalkyl or $–R^{10}-CN$;

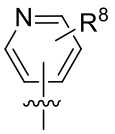
R^3 is selected from:



wherein:

each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$, $-R^{10}-C(O)R^{12}$, $-R^{10}-N(R^{11})_2$, an optionally substituted *O*-heterocyclyl or  ;

each R^7 is independently hydrogen, alkyl, $-R^{10}-C(O)OR^{12}$ or  ; and

each R^8 is independently hydrogen, alkyl or halo,

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

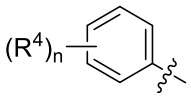
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

8. The compound of any one of claims 1-3 wherein:

X is $=C(R^9)-$;

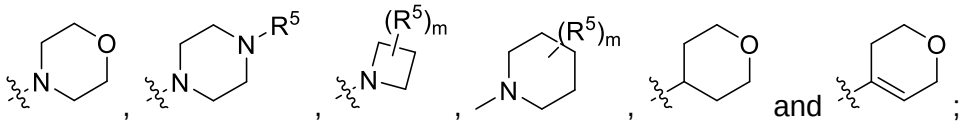
Y is $=C(R^9)-$;

R^1 is  , wherein:

n is 1, 2 or 3; and

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or $-R^{10}-OR^{11}$;

R^2 is selected from $–R^{10}–OR^{11}$, $–R^{10}–N(R^{11})_2$,

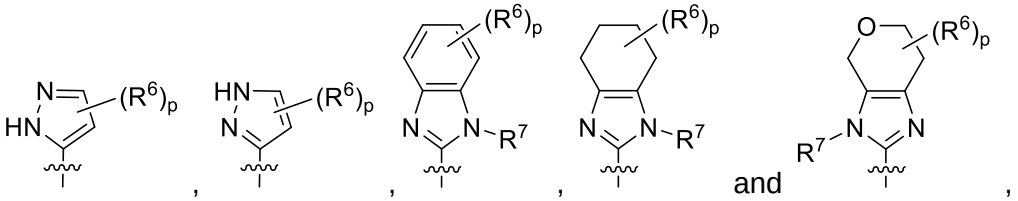


each m is independently 1 or 2;

each R^5 is independently hydrogen, halo, alkyl, haloalkyl or $–R^{10}$-CN;

or two R^5's, together with the carbon to which they are both attached, form an optionally substituted *O*-heterocyclyl or an optionally substituted cycloalkyl;

R^3 is selected from:



wherein:

each p is independently 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$,

o-R^{10}-C(O)R^{12}, -R^{10}-N(R^{11})$_2$, or an optionally substituted *O*-heterocyclyl;

or two R^6's, together with the carbon to which they are both attached, form an optionally substituted cycloalkyl; and

each R^7 is independently hydrogen, alkyl, or -R^{10}-C(O)OR^{12};

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

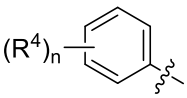
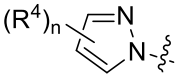
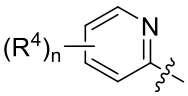
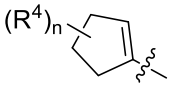
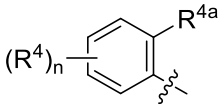
or a pharmaceutically acceptable salt, or solvate thereof.

9. The compound of claim 1 wherein:

X is =C(R^9)-;

Y is =C(R^9)-;

R^1 is selected from:

 ,  ,  ,  , and  ,

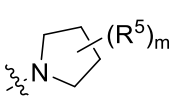
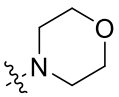
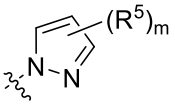
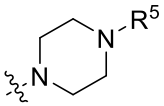
wherein:

n is 1, 2 or 3;

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or -R^{10}-OR^{11};

R^{4a} is hydrogen;

R^2 is selected from:

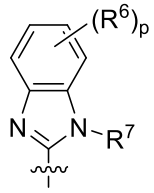
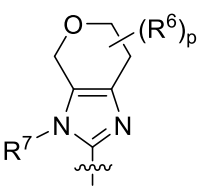
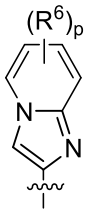
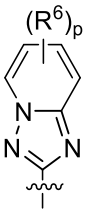
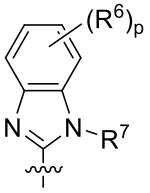
 ,  ,  , and  ;

wherein:

m is 1 or 2;

each R^5 is independently hydrogen, halo, alkyl, haloalkyl or –R^{10}-CN;

R^3 is selected from:

 ,  ,  ,  , and  ;

wherein:

p is 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$, $-R^{10}-C(O)R^{12}$, $-R^{10}-N(R^{11})_2$, or an optionally substituted *O*-heterocyclyl; and

each R^7 is independently hydrogen, alkyl or $-R^{10}-C(O)OR^{12}$;

or R^7 together with R^{4a} form a bond;

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

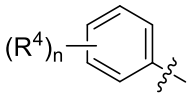
each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

10. The compound of claim 1 wherein:

X is =N- and Y is =C(R^9) or

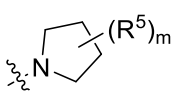
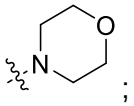
X is =C(R^9) and Y is =N-;

R^1 is  ; wherein:

n is 1, 2 or 3;

each R^4 is independently hydrogen, halo, alkyl, haloalkyl, or $-R^{10}-OR^{11}$;

R^2 is selected from:

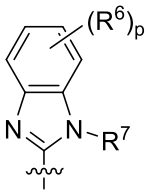
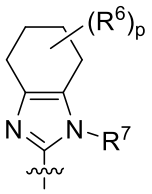
 and  ;

wherein:

m is 1 or 2;

R^5 is hydrogen, halo, alkyl, haloalkyl or $–R^{10}-CN$;

R^3 is selected from:

 and  ;

wherein:

each p is 1, 2, 3, or 4;

each R^6 is independently hydrogen, halo, alkyl, haloalkyl, optionally substituted aryl, optionally substituted aralkyl, $-R^{10}-OR^{11}$, $-R^{10}-C(O)OR^{12}$, $-R^{10}-C(O)R^{12}$, $-R^{10}-N(R^{11})_2$, or an optionally substituted *O*-heterocyclyl; and

each R^7 is independently hydrogen, alkyl or $-R^{10}-C(O)OR^{12}$;

each R^9 is independently hydrogen or alkyl;

each R^{10} is independently a direct bond or an optionally substituted alkylene chain;

each R^{11} is independently hydrogen, alkyl, haloalkyl, optionally substituted cycloakyl or optionally substituted cycloalkylalkyl; and

each R^{12} is hydrogen, alkyl or optionally substituted aralkyl;

or a pharmaceutically acceptable salt, or solvate thereof.

11. The compound of claim 1 selected from:

(*S*)-6-chloro-2-(4-(2,5-difluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-3*H*-imidazo[4,5-*c*]pyridine;

2-(4-(2-fluorophenyl)-2-(pyrrolidin-1-yl)pyridin-3-yl)-3*H*-imidazo[4,5-*b*]pyridine;

2-(4-(2-fluorophenyl)-2-(pyrrolidin-1-yl)pyridin-3-yl)-3*H*-imidazo[4,5-*c*]pyridine formic acid salt;

tert-butyl (*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydro-5*H*-imidazo[4,5-*c*]pyridine-5-carboxylate;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-4,5,6,7-tetrahydro-3*H*-imidazo[4,5-*c*]pyridine;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-5-methyl-4,5,6,7-tetrahydro-3*H*-imidazo[4,5-*c*]pyridine;

(*S*)-1-(2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydro-5*H*-imidazo[4,5-*c*]pyridin-5-yl)ethan-1-one;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-5-isopropyl-4,5,6,7-tetrahydro-3*H*-imidazo[4,5-*c*]pyridine;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-5-(oxetan-3-yl)-4,5,6,7-tetrahydro-3*H*-imidazo[4,5-*c*]pyridine;

diethyl (*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-6,7-dihydro-3H-imidazo[4,5-*c*]pyridine-3,5(4*H*)-dicarboxylate;

(*S*)-1-(2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydro-5*H*-

imidazo[4,5-*c*]pyridin-5-yl)-2-methylpropan-1-one;

(*S*)-5-benzyl-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-4,5,6,7-tetrahydro-3*H*-imidazo[4,5-*c*]pyridine;

tert-butyl 2-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydro-5*H*-imidazo[4,5-*c*]pyridine-5-carboxylate;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-(2-fluorophenyl)pyridin-3-yl)-3*H*-imidazo[4,5-*c*]pyridine;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-(2-fluorophenyl)pyridin-3-yl)-6-methyl-3*H*-imidazo[4,5-*c*]pyridine;

5-(2-(3,3-difluoropyrrolidin-1-yl)-4-(2-fluorophenyl)pyridin-3-yl)-2-methyl-2,4-dihydroimidazo[4,5-*c*]pyrazole;

2-(4-(2-fluorophenyl)-2-(pyrrolidin-1-yl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

2-(4-(2-chlorophenyl)-2-(pyrrolidin-1-yl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

2-(2-(pyrrolidin-1-yl)-4-(*o*-tolyl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

2-(2-(pyrrolidin-1-yl)-4-(4-(trifluoromethyl)phenyl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

2-(4-phenyl-2-(pyrrolidin-1-yl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-1*H*-benzo[*d*]imidazole;

(*S*)-2-(4-(2-fluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

2-(4-(3,5-difluorophenyl)-2-(pyrrolidin-1-yl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

(3a*R*,7a*R*)-2-(2-((*S*)-3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3a,4,5,6,7,7a-hexahydro-1*H*-benzo[*d*]imidazole;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazole;

6-(*tert*-butyl)-2-(4-phenyl-6-(pyrrolidin-1-yl)pyrimidin-5-yl)-1*H*-benzo[*d*]imidazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-1,4,5,6-tetrahydrocyclopenta[*d*]imidazol-5-ol;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-6-methoxy-4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazole;

(*S*)-2-(2-((*S*)-3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-6-methoxy-4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazole; and

(*R*)-2-(2-((*S*)-3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-6-methoxy-4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazole;

2-(2-((*S*)-3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-6-methoxy-4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazole;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)benzo[*d*]oxazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-6,6-dimethyl-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

(*S*)-2-(4-(2,5-difluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-(2-fluorophenyl)pyridin-3-yl)-1,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(4-(2,5-difluorophenyl)-2-(3,3-difluoropyrrolidin-1-yl)pyridin-3-yl)-1,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-(1*H*-indazol-5-yl)pyridin-3-yl)-1,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-(3-fluorophenyl)pyridin-3-yl)-1,4,6,7-tetrahydropyrano[3,4-d]imidazole;

2-(4-phenyl-2-(pyrrolidin-1-yl)pyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-(6,6-difluoro-3-azabicyclo[3.1.0]hexan-3-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(4-(2,5-difluorophenyl)-2-(3,3-difluoropyrrolidin-1-yl)pyridin-3-yl)-6,6-dimethyl-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-((*3S,4R*)-3,4-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(4-(2,3-difluorophenyl)-2-(3,3-difluoropyrrolidin-1-yl)pyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

1-(4-phenyl-3-(3,4,6,7-tetrahydropyrano[3,4-*d*]imidazol-2-yl)pyridin-2-yl)pyrrolidine-3-carbonitrile;

2'-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-4',7'-dihydro-3'*H*-spiro[cyclobutane-1,6'-pyrano[3,4-*d*]imidazole];

2-(4-phenyl-2-(3-(trifluoromethyl)pyrrolidin-1-yl)pyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-4,4-dimethyl-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

5-(4-(2-fluorophenyl)-2-(pyrrolidin-1-yl)pyridin-3-yl)-1,3,4-oxadiazol-2-amine;

4-(2-fluorophenyl)-3-(5-isobutyl-4,5-dihydro-1*H*-imidazol-2-yl)-2-(pyrrolidin-1-

yl)pyridine;

(S)-2-(4-(2-fluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-1,3,4-oxadiazole;

(S)-N-butyl-5-(4-(2-fluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-1,3,4-oxadiazol-2-amine;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-3-(5-isopentyl-1,3,4-oxadiazol-2-yl)pyridin-4-yl)phenol;

(*S*)-2-(4-(2-fluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-5-isopentyl-1,3,4-oxadiazole;

(*S*)-2-(3-fluoropyrrolidin-1-yl)-4-phenyl-3-(3-(pyridin-3-yl)-1*H*-pyrazol-5-yl)pyridine;

(*S*)-2-(3-fluoropyrrolidin-1-yl)-3-(3-(4-isopropylphenyl)-1*H*-pyrazol-5-yl)-4-phenylpyridine;

(*S*)-1-(6-chloropyridin-3-yl)-3-(4-(2-fluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)imidazolidin-2-one;

(*S*)-1-(6-chloropyridin-3-yl)-3-(4-(2-fluorophenyl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-1,3-dihydro-2H-imidazol-2-one;

2-((*S*)-3-fluoropyrrolidin-1-yl)-3-(5-methyl-4,5-dihydro-1*H*-imidazol-2-yl)-4-phenylpyridine;

(*S*)-3-(4-bromo-5-methyl-1*H*-imidazol-2-yl)-2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridine;

(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-5-(4-isopropylphenyl)-1,3,4-oxadiazole;

tert-butyl (*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydro-5*H*-imidazo[4,5-*c*]pyridine-5-carboxylate;

(*S*)-2-(3-fluoropyrrolidin-1-yl)-3-(4-methyl-5-(trifluoromethyl)-1*H*-imidazol-2-yl)-4-phenylpyridine;

2-(3,3-difluoropyrrolidin-1-yl)-3-(5-methyl-4-phenyl-1*H*-imidazol-2-yl)-4-phenylpyridine;

5-(*tert*-butyl)-3-(2-(3,3-difluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-1,2,4-oxadiazole;

(*S*)-2-(3-fluoropyrrolidin-1-yl)-4-phenyl-3-(3-phenyl-1*H*-1,2,4-triazol-5-yl)pyridine;

4-(3-(1*H*-benzo[*d*]imidazol-2-yl)-4-(*o*-tolyl)pyridin-2-yl)morpholine;

2-(2-(4-methylpiperazin-1-yl)-4-(o-tolyl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;

4-(3-(3-(4-isopropylphenyl)-1H-pyrazol-5-yl)-4-phenylpyridin-2-yl)morpholine;

4-(3-((3a*R*,7a*R*)-3a,4,5,6,7,7a-hexahydro-1*H*-benzo[*d*]imidazol-2-yl)-4-phenylpyridin-2-yl)morpholine ;

4-(4-phenyl-3-(4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazol-2-yl)pyridin-2-yl)morpholine;

2-(2-morpholino-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(2-(3,3-difluoroazetidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;

2-(4-phenyl-2-(2-oxa-6-azaspiro[3.3]heptan-6-yl)pyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;
2-(2-cyclobutoxy-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;
2-(2-(3,3-difluoropiperidin-1-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;
2-(2-(6,6-difluoro-2-azaspiro[3.3]heptan-2-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;
4-phenyl-3-(3,4,6,7-tetrahydropyrano[3,4-*d*]imidazol-2-yl)-*N*-((1-(trifluoromethyl)cyclobutyl)methyl)pyridin-2-amine;
2-(4-phenyl-2-(tetrahydro-2*H*-pyran-4-yl)pyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;
2-(2-(3,6-dihydro-2*H*-pyran-4-yl)-4-phenylpyridin-3-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;
4-(benzo[*c*]benzo[4,5]imidazo[2,1-*a*][2,7]naphthyridin-1-yl)morpholine;
1-(4-methylpiperazin-1-yl)benzo[*c*]benzo[4,5]imidazo[2,1-*a*][2,7]naphthyridine;
1-(pyrrolidin-1-yl)benzo[*c*]benzo[4,5]imidazo[2,1-*a*][2,7]naphthyridine;
2-(2,4-di(1H-pyrazol-1-yl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;
2-(2'-(pyrrolidin-1-yl)-[2,4'-bipyridin]-3'-yl)-1*H*-benzo[*d*]imidazole;
2-(4-(1H-pyrazol-1-yl)-2-(pyrrolidin-1-yl)pyridin-3-yl)-1*H*-benzo[*d*]imidazole;
(*S*)-2-(4-(cyclopent-1-en-1-yl)-2-(3-fluoropyrrolidin-1-yl)pyridin-3-yl)-1*H*-benzo[d]imidazole;
2-(2'-(pyrrolidin-1-yl)-[2,4'-bipyridin]-3'-yl)-1*H*-benzo[*d*]imidazole;
2-(2'-(3,3-difluoropyrrolidin-1-yl)-[2,4'-bipyridin]-3'-yl)-3,4,6,7-tetrahydropyrano[3,4-*d*]imidazole;
2-(5-phenyl-3-(pyrrolidin-1-yl)pyridazin-4-yl)-1*H*-benzo[*d*]imidazole; and
4-(5-phenyl-4-(4,5,6,7-tetrahydro-1*H*-benzo[*d*]imidazol-2-yl)pyridazin-3-yl)morpholine;
(S)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)imidazo[1,2-a]pyridine; and
(*S*)-2-(2-(3-fluoropyrrolidin-1-yl)-4-phenylpyridin-3-yl)-[1,2,4]triazolo[1,5-a]pyridine;
or a pharmaceutically acceptable salt, or solvate thereof.

12. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of any one of claims 1-11,:
or a pharmaceutically acceptable salt or solvate thereof.

13. The compound of any one of claims 1-11, or a pharmaceutically

acceptable salt or solvate thereof, for use in the treatment of a disease or condition in a mammal modulated by a voltage-gated sodium channel.

14. The compound of claim 13, or a pharmaceutically acceptable salt or solvate thereof, wherein the disease or condition is selected from epilepsy, seizure disorders, partial seizures, generalized seizures, photosensitive epilepsy, self-induced syncope, intractable epilepsy, Angelman syndrome, benign rolandic epilepsy, CDKL5 disorder, childhood and juvenile absence epilepsy, Dravet syndrome, frontal lobe epilepsy, Glut1 deficiency syndrome, hypothalamic hamartoma, infantile spasms/West's syndrome, juvenile myoclonic epilepsy, Landau-Kleffner syndrome, Lennox-Gastaut syndrome (LGS), epilepsy with myoclonic-absences, Ohtahara syndrome, Panayiotopoulos syndrome, PCDH19 epilepsy, progressive myoclonic epilepsies, Rasmussen's syndrome, ring chromosome 20 syndrome, reflex epilepsies, temporal lobe epilepsy, Lafora progressive myoclonus epilepsy, neurocutaneous syndromes, tuberous sclerosis complex, early infantile epileptic encephalopathy, early onset epileptic encephalopathy, generalized epilepsy with febrile seizures plus (GEFS+), Rett syndrome, multiple sclerosis, Schizophrenia, autism, ataxia, hypotonia and paroxysmal dyskinesia, Alzheimer's disease, Tauopathies, Pick's disease, progressive supranuclear palsy, corticobasal syndrome, frontotemporal dementias, Argyrophilic grain disease, frontotemporal lobar degeneration, globular glial tauopathies, MAPT mutation, primary age-related tauopathy, neurofibrillary tangle dementia, chronic traumatic encephalopathy (CTE), aging-related tau astrogliopathy, Richardson syndrome, Down Syndrome, parkinsonism, pure akinesia with gait freezing, motor neuron symptoms or cerebellar ataxia, posttraumatic stress disorders (PTSD), and any combination thereof.

15. The compound of any one of claims 1-11, or a pharmaceutically acceptable salt or solvate thereof, for use in treating a disease or condition in a mammal, wherein the disease or condition is selected from epilepsy, seizure disorders, partial seizures, generalized seizures, photosensitive epilepsy, self-induced syncope, intractable epilepsy, Angelman syndrome, benign rolandic epilepsy, CDKL5 disorder, childhood and juvenile absence epilepsy, Dravet syndrome, frontal lobe epilepsy, Glut1 deficiency syndrome, hypothalamic hamartoma, infantile spasms/West's syndrome, juvenile myoclonic epilepsy, Landau-Kleffner syndrome, Lennox-Gastaut syndrome (LGS), epilepsy with myoclonic-absences, Ohtahara syndrome, Panayiotopoulos

syndrome, PCDH19 epilepsy, progressive myoclonic epilepsies, Rasmussen's syndrome, ring chromosome 20 syndrome, reflex epilepsies, temporal lobe epilepsy, Lafora progressive myoclonus epilepsy, neurocutaneous syndromes, tuberous sclerosis complex, early infantile epileptic encephalopathy, early onset epileptic encephalopathy, generalized epilepsy with febrile seizures plus (GEFS+), Rett syndrome, multiple sclerosis, Schizophrenia, autism, ataxia, hypotonia and paroxysmal dyskinesia, Alzheimer's disease, Tauopathies, Pick's disease, progressive supranuclear palsy, corticobasal syndrome, frontotemporal dementias, Argyrophilic grain disease, frontotemporal lobar degeneration, globular glial tauopathies, MAPT mutation, primary age-related tauopathy, neurofibrillary tangle dementia, chronic traumatic encephalopathy (CTE), aging-related tau astrogliopathy, Richardson syndrome, Down Syndrome, parkinsonism, pure akinesia with gait freezing, motor neuron symptoms or cerebellar ataxia, posttraumatic stress disorders (PTSD), and any combination thereof.