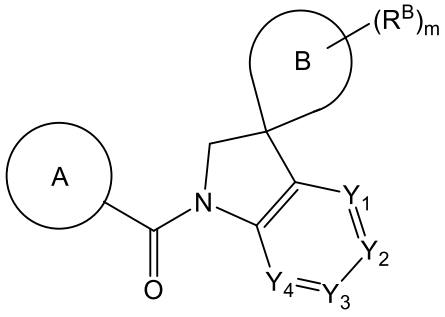
CLAIMS

What is claimed is:

1. A compound of Formula (I):



(I),

or a pharmaceutically acceptable salt thereof, wherein:

ring A is C_{6-14} aryl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, C_{1-6} alkyl, 3- to 10-membered heterocycloalkyl, $-NR^{a1}C(O)NR^{a2}R^{a3}$, $-NR^{a4}C(O)OR^{a5}$, $-NR^{a6}R^{a7}$, $-N{=}S(O)R^{a8}R^{a9}$, $-OR^{a10}$, $-S(O)R^{a11}$, $-S(O)(NR^{a12})R^{a13}$, $-S(O)_2NR^{a14}R^{a15}$, $-S(O)_2R^{a16}$, $-(CR^{a17}R^{a18})_{0-1}C(O)NR^{a19}R^{a20}$, $-SR^{a21}$, $-C(O)R^{a22}$, and C_{1-6} alkyl substituted with one or more substituents independently selected from the group consisting of -OH, cyano, C_{3-10} cycloalkyl, and 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo;

R^{a1}-R^{a22} are each independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkenyl, 3- to 10-membered heterocycloalkyl, 3- to 10-membered heterocycloalkenyl, C_{6-14} aryl, or 5- to 12-membered heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of halo, cyano, -OH, -O(C_{1-6} alkyl), C_{2-6} alkenyl, C_{3-10} cycloalkyl, -S(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, and -O(C_{1-6} alkyl), wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl;

ring B is C_{5-7} cycloalkyl, C_{5-7} cycloalkenyl, or 5- to 7-membered heterocycloalkyl wherein one or two of the ring atoms are each oxygen and the remaining ring atoms are each carbon;

each R^B group is independently halo, C_{1-6} alkyl optionally substituted with one or more halo, or C_{2-6} alkenyl; or two vicinal R^B groups are taken together with the carbon atoms

to which they are attached to form C_{3-10} cycloalkyl; or two geminal R^B groups are taken together with the carbon atom to which they are attached to form C_{3-10} cycloalkyl;

m is 0, 1, 2, 3, or 4;

Y^1 is N or CR^{C1};

Y^2 is N or CR^{C2};

Y^3 is N or CR^{C3};

Y^4 is N or CR^{C4};

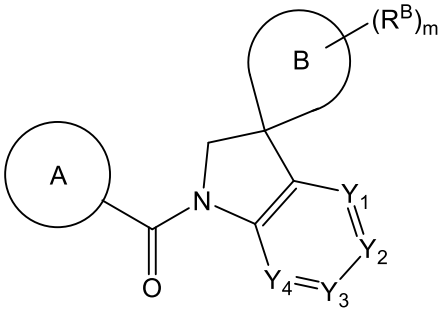
wherein no more than three of Y^1, Y^2, Y^3, and Y^4 are N;

R^{C1}, R^{C3}, and R^{C4} are each independently hydrogen, halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N{=}S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, $-NR^{c14}C(O)OR^{c15}$, $-NR^{c16}S(O)_2(CH_2)_{1-6}NR^{c17}C(O)R^{c18}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH;

R^{C2} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N{=}S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, $-NR^{c14}C(O)OR^{c15}$, $-NR^{c16}S(O)_2(CH_2)_{1-6}NR^{c17}C(O)R^{c18}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH; and

R^{c1}-R^{c18} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

2. A compound of Formula (I-2):



(I-2),

or a pharmaceutically acceptable salt thereof, wherein:

ring A is C_{6-14} aryl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, C_{1-6} alkyl, 3- to 10-membered

heterocycloalkyl, $-NR^{a1}C(O)NR^{a2}R^{a3}$, $-NR^{a4}C(O)OR^{a5}$, $-NR^{a6}R^{a7}$, $-N=S(O)R^{a8}R^{a9}$, $-OR^{a10}$, $-S(O)R^{a11}$, $-S(O)(NR^{a12})R^{a13}$, $-S(O)_2NR^{a14}R^{a15}$, $-S(O)_2R^{a16}$, $-(CR^{a17}R^{a18})_{0-1}C(O)NR^{a19}R^{a20}$, $-SR^{a21}$, $-C(O)R^{a22}$, and C_{1-6} alkyl substituted with one or more substituents independently selected from the group consisting of -OH, cyano, C_{3-10} cycloalkyl, and 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo;

R^{a1}-R^{a22} are each independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkenyl, 3- to 10-membered heterocycloalkyl, 3- to 10-membered heterocycloalkenyl, C_{6-14} aryl, or 5- to 12-membered heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of halo, cyano, -OH, -O(C_{1-6} alkyl), C_{2-6} alkenyl, C_{3-10} cycloalkyl, -S(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, and -O(C_{1-6} alkyl), wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl;

ring B is C_{5-7} cycloalkyl, C_{5-7} cycloalkenyl, or 5- to 7-membered heterocycloalkyl wherein one or two of the ring atoms are each oxygen and the remaining ring atoms are each carbon;

each R^B group is independently halo, C_{1-6} alkyl optionally substituted with one or more halo, or C_{2-6} alkenyl; or two vicinal R^B groups are taken together with the carbon atoms to which they are attached to form C_{3-10} cycloalkyl; or two geminal R^B groups are taken together with the carbon atom to which they are attached to form C_{3-10} cycloalkyl;

m is 0, 1, 2, 3, or 4;

Y^1 is N or CR^{C1};

Y^2 is N or CR^{C2};

Y^3 is N or CR^{C3};

Y^4 is N or CR^{C4};

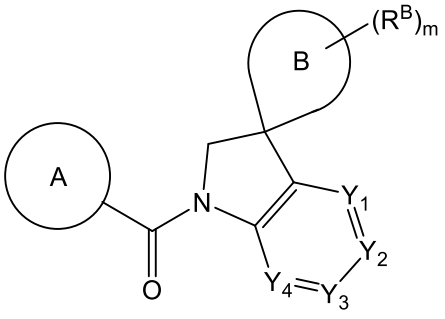
wherein no more than three of Y^1, Y^2, Y^3, and Y^4 are N;

R^{C1}, R^{C3}, and R^{C4} are each independently hydrogen, halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N=S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, $-NR^{c14}C(O)OR^{c15}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH;

R^{C2} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N=S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, $-NR^{c14}C(O)OR^{c15}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH; and

R^{c1}-R^{c15} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

3. A compound of Formula (I-1):



(I-1),

or a pharmaceutically acceptable salt thereof, wherein:

ring A is C_{6-14} aryl each optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, C_{1-6} alkyl, 3- to 10-membered heterocycloalkyl, $-NR^{a1}C(O)NR^{a2}R^{a3}$, $-NR^{a4}C(O)OR^{a5}$, $-NR^{a6}R^{a7}$, $-N{=}S(O)R^{a8}R^{a9}$, $-OR^{a10}$, $-S(O)R^{a11}$, $-S(O)(NR^{a12})R^{a13}$, $-S(O)_2NR^{a14}R^{a15}$, $-S(O)_2R^{a16}$, and $-(CR^{a17}R^{a18})_{0-1}C(O)NR^{a19}R^{a20}$;

R^{a1}-R^{a20} are each independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkenyl, 3- to 10-membered heterocycloalkyl, 3- to 10-membered heterocycloalkenyl C_{6-14} aryl, or 5- to 12-membered heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of halo, cyano, -OH, -O(C_{1-6} alkyl), C_{2-6} alkenyl, C_{3-10} cycloalkyl, -S(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, and -O(C_{1-6} alkyl), wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl;

ring B is C_{5-7} cycloalkyl, C_{5-7} cycloalkenyl, or 5- to 7-membered heterocycloalkyl wherein one or two of the ring atoms are each oxygen and the remaining ring atoms are each carbon;

each R^B group is independently halo, C_{1-6} alkyl, or C_{2-6} alkenyl; or two vicinal R^B groups are taken together with the carbon atoms to which they are attached to form C_{3-10} cycloalkyl; or two geminal R^B groups are taken together with the carbon atom to which they are attached to form C_{3-10} cycloalkyl;

m is 0, 1, 2, 3, or 4;

Y^1 is N or CR^{C1};

Y^2 is N or CR^{C2};

Y^3 is N or CR^{C3};

Y^4 is N or CR^{C4};

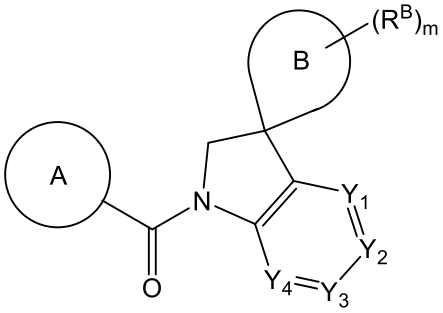
wherein no more than three of Y^1, Y^2, Y^3, and Y^4 are N;

R^{C1}, R^{C3}, and R^{C4} are each independently hydrogen, halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N{=}S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH;

R^{C2} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N{=}S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH; and

R^{c1}-R^{c13} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

4. A compound of Formula (I-3):



(I-3),

or a pharmaceutically acceptable salt thereof, wherein:

ring A is C_{6-14} aryl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, C_{1-6} alkyl, 3- to 10-membered heterocycloalkyl, $-NR^{a1}C(O)NR^{a2}R^{a3}$, $-NR^{a4}C(O)OR^{a5}$, $-NR^{a6}R^{a7}$, $-N{=}S(O)R^{a8}R^{a9}$, $-OR^{a10}$, $-S(O)R^{a11}$, $-S(O)(NR^{a12})R^{a13}$, $-S(O)_2NR^{a14}R^{a15}$, $-S(O)_2R^{a16}$, $-(CR^{a17}R^{a18})_{0-1}C(O)NR^{a19}R^{a20}$, $-SR^{a21}$, $-C(O)R^{a22}$, and C_{1-6} alkyl substituted with one or more substituents independently

selected from the group consisting of -OH, cyano, C_{3-10} cycloalkyl, and 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo;

R^{a1}-R^{a22} are each independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkenyl, 3- to 10-membered heterocycloalkyl, 3- to 10-membered heterocycloalkenyl, C_{6-14} aryl, or 5- to 12-membered heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of halo, cyano, -OH, -O(C_{1-6} alkyl), C_{2-6} alkenyl, C_{3-10} cycloalkyl, -S(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, and -O(C_{1-6} alkyl), wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl;

ring B is C_{5-7} cycloalkyl, C_{5-7} cycloalkenyl, or 5- to 7-membered heterocycloalkyl wherein one or two of the ring atoms are each oxygen and the remaining ring atoms are each carbon;

m is 2;

the two R^B groups are attached to the same carbon atom on ring B and are taken together with the carbon atom to which they are attached to form C_{3-7} cycloalkyl;

Y^1 is N or CR^{C1};

Y^2 is N or CR^{C2};

Y^3 is N or CR^{C3};

Y^4 is N or CR^{C4};

wherein no more than three of Y^1, Y^2, Y^3, and Y^4 are N;

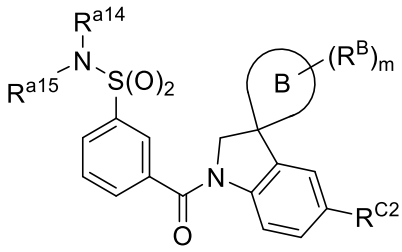
R^{C1}, R^{C2}, and R^{C4} are each independently hydrogen, halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N=S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, $-NR^{c14}C(O)OR^{c15}$, $-NR^{c16}S(O)_2(CH_2)_{1-6}NR^{c17}C(O)R^{c18}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH;

R^{2C} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N=S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH; and

R^{c1}-R^{c18} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

5. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein ring A is optionally substituted phenyl.

6. A compound of Formula (Ia1):



(Ia1),

or a pharmaceutically acceptable salt thereof, wherein:

R^{a14} and R^{a15} are each independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkenyl, 3- to 10-membered heterocycloalkyl, 3- to 10-membered heterocycloalkenyl, C_{6-14} aryl, or 5- to 12-membered heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of halo, cyano, -OH, -O(C_{1-6} alkyl), C_{2-6} alkenyl, C_{3-10} cycloalkyl, -S(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, and -O(C_{1-6} alkyl), wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl;

ring B is C_{5-7} cycloalkyl, C_{5-7} cycloalkenyl, or 5- to 7-membered heterocycloalkyl wherein one or two of the ring atoms are each oxygen and the remaining ring atoms are each carbon;

each R^B group is independently halo, C_{1-6} alkyl optionally substituted with one or more halo, or C_{2-6} alkenyl; or two vicinal R^B groups are taken together with the carbon atoms to which they are attached to form C_{3-10} cycloalkyl; or two geminal R^B groups are taken together with the carbon atom to which they are attached to form C_{3-10} cycloalkyl;

m is 0, 1, 2, 3, or 4;

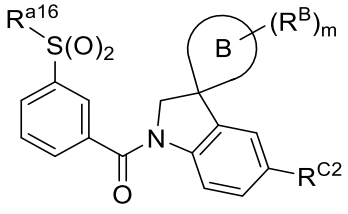
R^{C2} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N=S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, $-NR^{c14}C(O)OR^{c15}$, $-NR^{c16}S(O)_2(CH_2)_{1-6}NR^{c17}C(O)R^{c18}$ or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH;

R^{c1}-R^{c18} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

7. The compound of claim 6, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N{=}S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH; and R^{c1}-R^{c13} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

8. The compound of claim 6 or claim 7, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is $-NR^{c5}S(O)_2R^{c6}$, and R^{c5} and R^{c6} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

9. A compound of Formula (Ia2):



(Ia2),

or a pharmaceutically acceptable salt thereof, wherein:

R^{a16} is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkenyl, 3- to 10-membered heterocycloalkyl, 3- to 10-membered heterocycloalkenyl, C_{6-14} aryl, or 5- to 12-membered heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of halo, cyano, -OH, -O(C_{1-6} alkyl), C_{2-6} alkenyl, C_{3-10} cycloalkyl, -S(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, and -O(C_{1-6} alkyl), wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl;

each R^B group is independently halo, C_{1-6} alkyl optionally substituted with one or more halo, or C_{2-6} alkenyl; or two vicinal R^B groups are taken together with the carbon atoms to which they are attached to form C_{3-10} cycloalkyl; or two geminal R^B groups are taken together with the carbon atom to which they are attached to form C_{3-10} cycloalkyl;

m is 0, 1, 2, 3, or 4;

R^{C2} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N=S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, $-NR^{c14}C(O)OR^{c15}$, $-NR^{c16}S(O)_2(CH_2)_{1-6}NR^{c17}C(O)R^{c18}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH;

R^{c1}-R^{c18} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

10. The compound of claim 9, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is halo, cyano, -OH, $-NO_2$, $-C(O)NR^{c1}R^{c2}$, $-NR^{c3}R^{c4}$, $-NR^{c5}S(O)_2R^{c6}$, $-P(O)R^{c7}R^{c8}$, $-N=S(O)R^{c9}R^{c10}$, $-S(O)(NR^{c11})R^{c12}$, $-S(O)_2R^{c13}$, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH, and R^{c1}-R^{c13} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

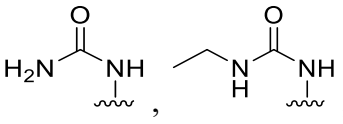
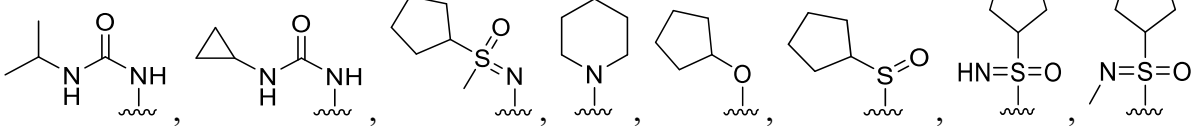
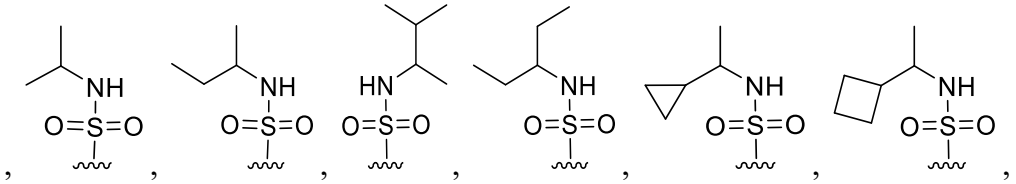
11. The compound of claim 9 or claim 10, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is $-NR^{c5}S(O)_2R^{c6}$, and R^{c5} and R^{c6} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo and -OH.

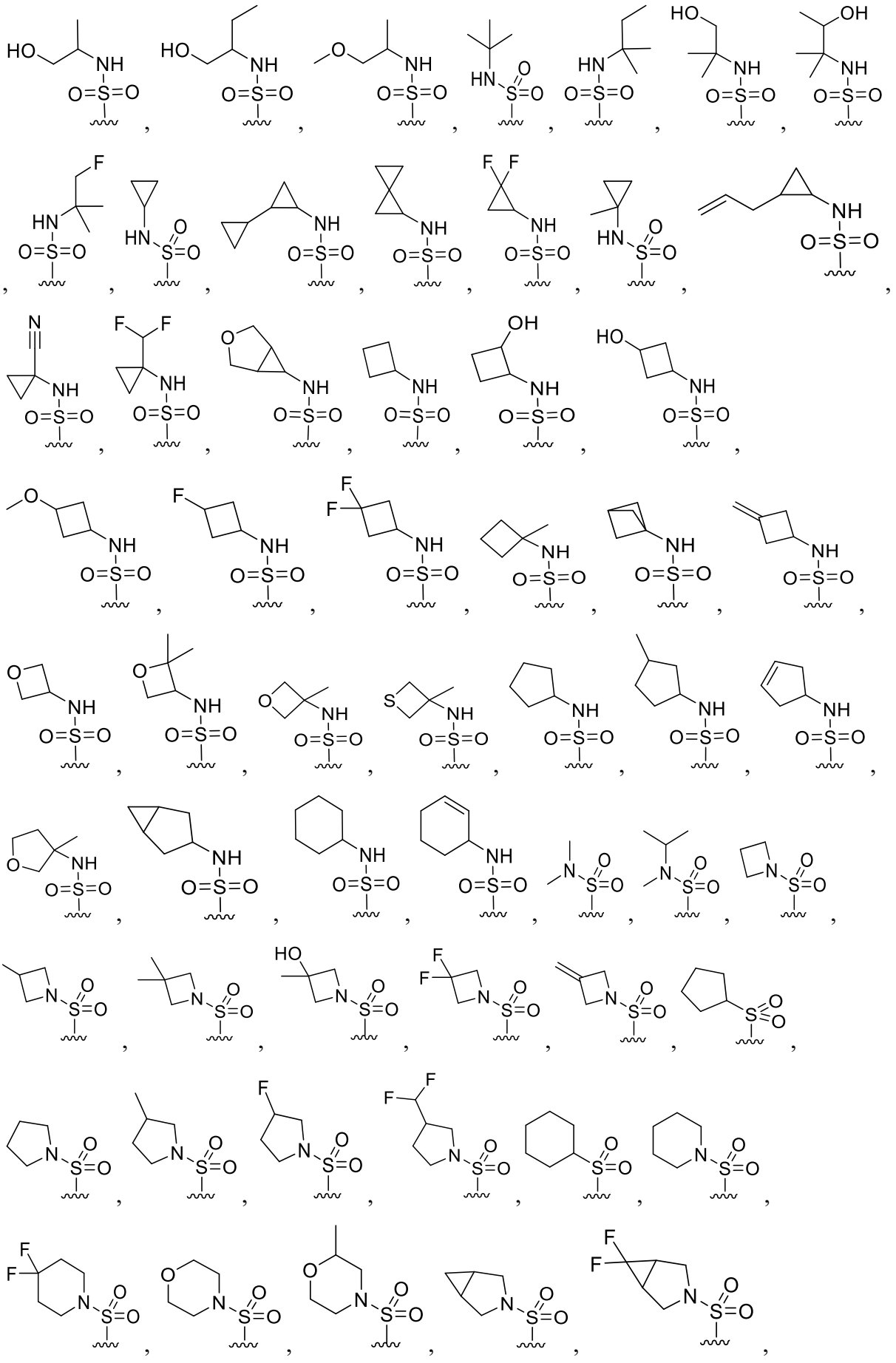
12. The compound of any one of claims 1-11, or a pharmaceutically acceptable salt thereof, wherein R^{a1} is hydrogen or C_{1-6} alkyl; R^{a2} and R^{a3} are each independently hydrogen, C_{1-6} alkyl, or C_{3-10} cycloalkyl; R^{a4} is hydrogen or C_{1-6} alkyl; R^{a5} is hydrogen or C_{1-6} alkyl; R^{a6} and R^{a7} are each independently hydrogen, C_{1-6} alkyl, or 5- to 12-membered heteroaryl optionally substituted with C_{1-6} alkyl; R^{a8} and R^{a9} are each independently hydrogen, C_{1-6} alkyl, or C_{3-10} cycloalkyl; R^{a10} is C_{3-10} cycloalkyl; R^{a11} is C_{3-10} cycloalkyl; R^{a12} is hydrogen or C_{1-6} alkyl; R^{a13} is C_{3-10} cycloalkyl; R^{a16} is C_{3-10} cycloalkyl or 3- to 12-membered heterocycloalkyl

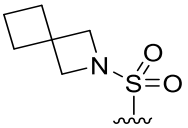
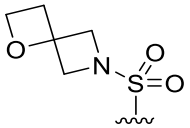
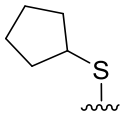
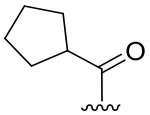
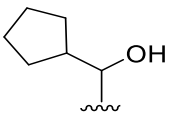
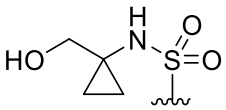
optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl or halo; R^{a17} and R^{a18} are each independently hydrogen or C_{1-6} alkyl; R^{a19} and R^{a20} are each independently hydrogen, C_{1-6} alkyl, or C_{3-10} cycloalkyl; R^{a21} is C_{3-10} cycloalkyl; and R^{a22} is C_{3-10} cycloalkyl.

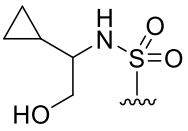
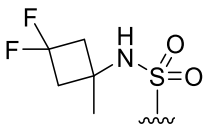
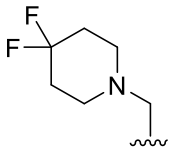
13. The compound of any one of claims 1-12, or a pharmaceutically acceptable salt thereof, wherein R^{a14} and R^{a15} are each independently hydrogen; C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, -OH, -O(C_{1-6} alkyl), -S(C_{1-6} alkyl), and halo; C_{2-6} alkenyl; C_{3-10} cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of C_{2-6} alkenyl, C_{3-10} cycloalkyl, halo, cyano, -OH, -O(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of -OH, -O(C_{1-6} alkyl), and halo, wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl; C_{3-10} cycloalkenyl; or 3- to 12-membered heterocycloalkyl optionally substituted with one or more C_{1-6} alkyl.

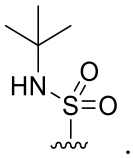
14. The compound of any one of claims 1-13, or a pharmaceutically acceptable salt thereof, wherein R^{a14} is hydrogen and R^{a15} is *tert*-butyl.

15. The compound of any one of claims 1-14, or a pharmaceutically acceptable salt thereof, wherein ring A is substituted with one or more substituents independently selected from the group consisting of fluoro, chloro, -OH, methyl, amino,  ,  ,  .



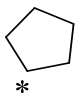
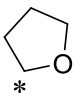
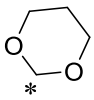
 ,  ,  ,  ,  ,  ,

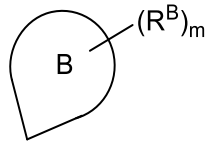
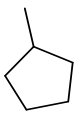
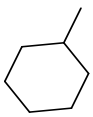
 ,  , and  .

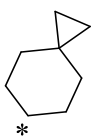
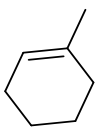
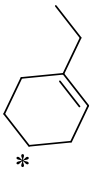
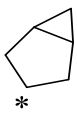
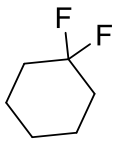
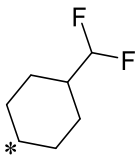
16. The compound of any one of claims 1-15, or a pharmaceutically acceptable salt thereof, wherein ring A is phenyl substituted with  .

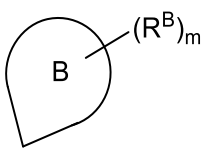
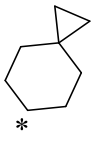
17. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein ring B is C_{5-7} cycloalkyl.

18. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein ring B is 5- to 7-membered heterocycloalkyl.

19. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein ring B is  ,  ,  ,  ,  , or  , wherein * denotes the point of attachment to the rest of Formula (I).

20. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein  of Formula (I) is  ,  ,  ,  ,  ,  ,

 ,  ,  ,  ,  ,  , or  wherein * denotes the point of attachment to the rest of Formula (I).

21. The compound of claim 17, or a pharmaceutically acceptable salt thereof, wherein  of Formula (I) is  .

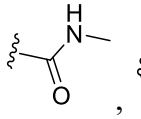
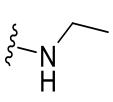
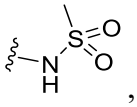
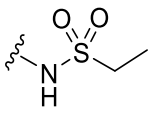
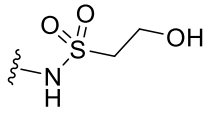
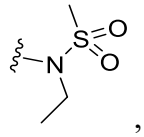
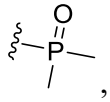
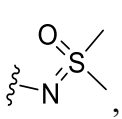
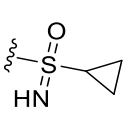
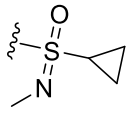
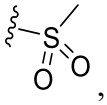
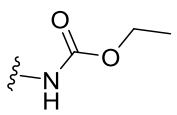
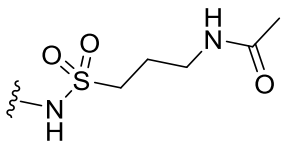
22. The compound of any one of claims 1-21, or a pharmaceutically acceptable salt thereof, wherein Y^1 is CR^{C1}; Y^2 is CR^{C2}; Y^3 is CR^{C3}; and Y^4 is CR^{C4}.

23. The compound of claim 22, or a pharmaceutically acceptable salt thereof, wherein R^{C1}, R^{C3}, and R^{C4} are each independently hydrogen, halo, or $-NH_2$.

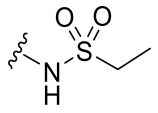
24. The compound of claim 22 or claim 23, or a pharmaceutically acceptable salt thereof, wherein R^{C1}, R^{C3}, and R^{C4} are each hydrogen.

25. The compound of any one of claims 1-21, or a pharmaceutically acceptable salt thereof, wherein Y^1 is N; Y^2 is CR^{C2}; Y^3 is CR^{C3}; and Y^4 is CR^{C4}.

26. The compound of any one of claims 1-21, or a pharmaceutically acceptable salt thereof, wherein Y^1 is CR^{C1}; Y^2 is N; Y^3 is CR^{C3}; and Y^4 is CR^{C4}.

27. The compound of any one of claims 1-25, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is cyano, -OH, $-CH_2OH$, bromo, $-NO_2$,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  , or  , or  .

28. The compound of claim 27, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is



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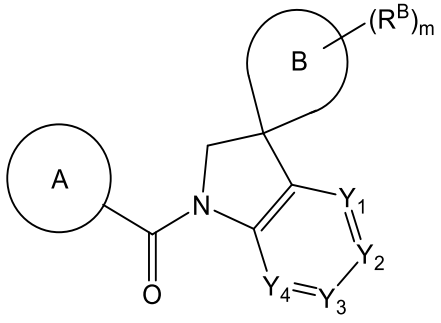
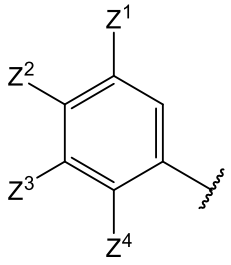
29. A compound of Formula (II):



(II),

or a pharmaceutically acceptable salt thereof, wherein:

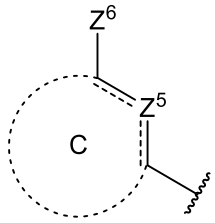
ring A is

(i)  , wherein Z^1, Z^2, Z^3, and Z^4 are each independently hydrogen or R^D, wherein R^D is halo, -OH, $-NR^{a4}C(O)OR^{a5}$, $-NR^{a6}R^{a7}$, $-N=S(O)R^{a8}R^{a9}$, $-OR^{a10}$, $-S(O)R^{a11}$, $-S(O)(NR^{a12})R^{a13}$, $-S(O)_2NR^{a14}R^{a15}$, $-S(O)_2R^{a16}$, $-(CR^{a17}R^{a18})_{0-1}C(O)NR^{a19}R^{a20}$, $-SR^{a21}$, $-C(O)R^{a22}$, $-P(O)(R^{a23})(R^{a24})$, $-C=NR^{a25}$, or C_{1-6} alkyl substituted with one or more substituents independently selected from the group consisting of -OH, cyano, C_{3-10} cycloalkyl, and 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo or C_{1-3} alkyl,

provided that

(1) when Z^4 is hydrogen, then at least one of Z^1 and Z^3 is R^D; and

(2) when Z^4 is R^D, then Z^1 is R^D, or

(ii) 

, wherein

 is a single bond or a double bond,

Z^5 is C-H, N, O, S, or N-X, wherein X is H or C_{1-6}alkyl;

Z^6 is $-NR^{a26}C(O)NR^{a27}R^{a28}$, $-NR^{a29}C(O)OR^{a30}$, $-N{=}S(O)R^{a31}R^{a32}$, $-S(O)R^{a33}$, $-S(O)(NR^{a34})R^{a35}$, $-S(O)_2NR^{a36}R^{a37}$, $-S(O)_2R^{a38}$, $-SR^{a39}$, 3- to 10-membered heterocycloalkyl, $-C(O)R^{a40}$, or $-CH(Z^7)(Z^8)$, wherein Z^7 is hydrogen or -OH, and Z^8 is C_{1-6} alkyl, C_{3-10} cycloalkyl optionally substituted with one or more halo, or 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo, and

ring C is 5- to 6-membered heteroaryl optionally substituted with one or more R^E substituents, wherein each R^E substituent is independently selected from the group consisting of halo, -OH, and C_{1-6} alkyl, or two R^E substituents are taken, together with the atoms to which they are attached, to form C_{5-6} cycloalkyl, C_{5-6} cycloalkenyl, 5- to 6-membered heterocycloalkyl, 5- to 6-membered heterocycloalkenyl, or 5- to 6-membered heteroaryl;

R^{a4}-R^{a40} are each independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkenyl, 3- to 10-membered heterocycloalkyl, 3- to 10-membered heterocycloalkenyl, C_{6-14} aryl, or 5- to 12-membered heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of halo, cyano, -OH, -O(C_{1-6} alkyl), C_{2-6} alkenyl, C_{3-10} cycloalkyl, -S(C_{1-6} alkyl), $=CR^{1a1}R^{1a2}$, and C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -OH, and -O(C_{1-6} alkyl), wherein R^{1a1} and R^{1a2} are each independently hydrogen or C_{1-6} alkyl;

ring B is C_{5-7} cycloalkyl, C_{5-7} cycloalkenyl, or 5- to 7-membered heterocycloalkyl wherein one or two of the ring atoms are each oxygen and the remaining ring atoms are each carbon;

each R^B group is independently halo or C_{1-6} alkyl optionally substituted with one or more halo; or two vicinal R^B groups are taken together with the carbon atoms to which they are attached to form C_{3-10} cycloalkyl; or two geminal R^B groups are taken together with the carbon atom to which they are attached to form C_{3-10} cycloalkyl; or two geminal R^B groups

are taken together to form a $=CR^{1a3}R^{1a4}$ group, wherein R^{1a3} and R^{1a4} are each independently hydrogen or C_{1-6} alkyl;

m is 0, 1, 2, 3, or 4;

Y^1 is N or CR^{C1};

Y^2 is N or CR^{C2};

Y^3 is N or CR^{C3};

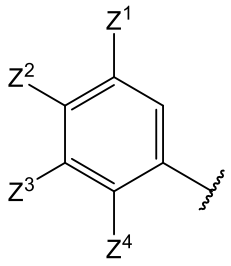
Y^4 is N or CR^{C4};

wherein no more than three of Y^1, Y^2, Y^3, and Y^4 are N;

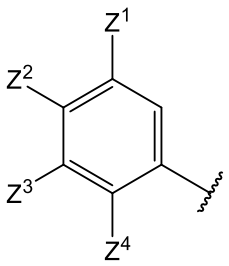
R^{C1}-R^{C4} are each independently hydrogen or R^F, wherein R^F is halo, cyano, -OH, -NO_2, -$C(O)NR^{c1}R^{c2}$, - $NR^{c3}R^{c4}$, -$NR^{c5}S(O)_2R^{c6}$, -$P(O)R^{c7}R^{c8}$, -$N{=}S(O)R^{c9}R^{c10}$, -$S(O)(NR^{c11})R^{c12}$, -$S(O)_2R^{c13}$, -$NR^{c14}C(O)OR^{c15}$, -$NR^{c16}S(O)_2(CH_2)_{1-6}NR^{c17}C(O)R^{c18,}$ -O-$S(O)_2R^{c19}$, or C_{1-6} alkyl substituted with one or more substituents independently selected from the group consisting of halo and -OH, and

R^{c1}-R^{c19} are each independently hydrogen, C_{3-10} cycloalkyl, or C_{1-6} alkyl optionally substituted with one or more substituents independently selected from the group consisting of halo, -O(C_{1-6} alkyl), - NHC(O)(C_{1-6} alkyl), and -OH;

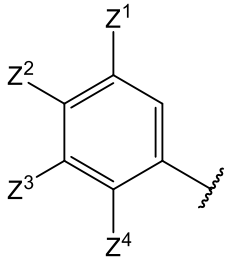
provided that

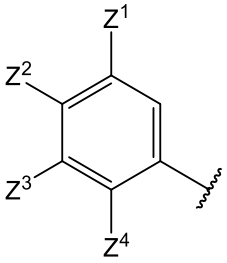
(1) when ring B is unsubstituted cyclopentyl, then ring A is 

, wherein at least one of Z^1-Z^4 is -$S(O)_2$-(3- to 10-membered heterocycloalkyl) substituted with one or more halo,

(2) when ring B is unsubstituted cyclohexyl and ring A is 

, then at least one of R^{C1}-R^{C4} is R^F, and

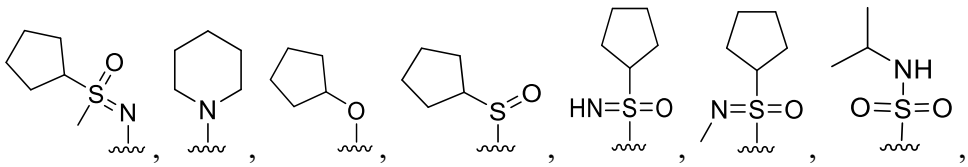
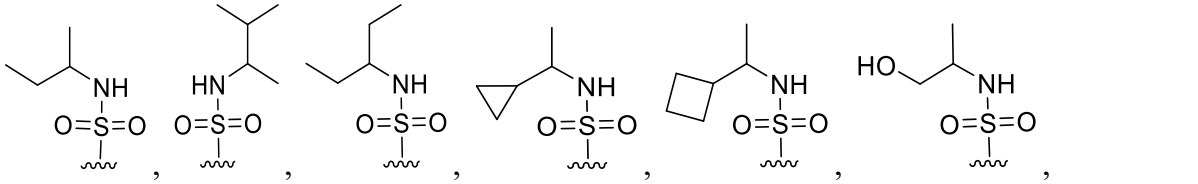
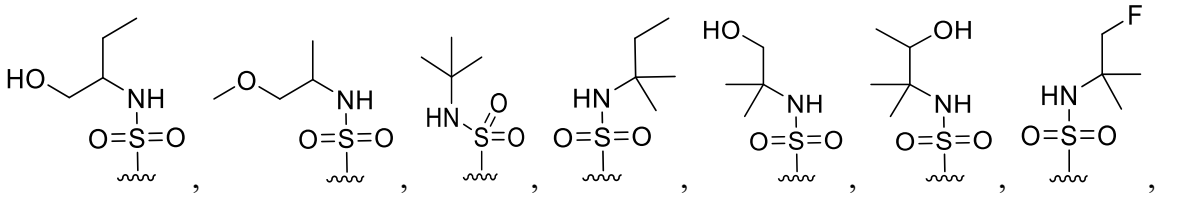
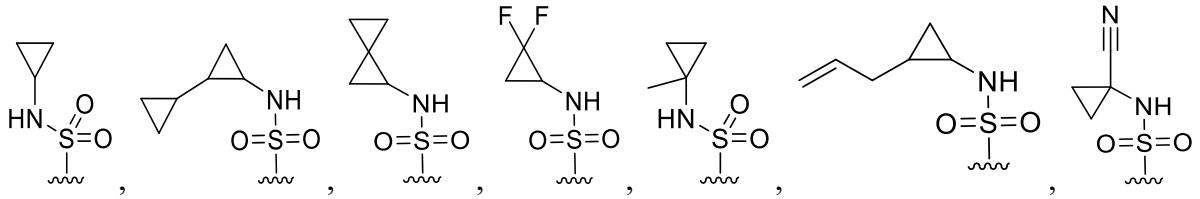
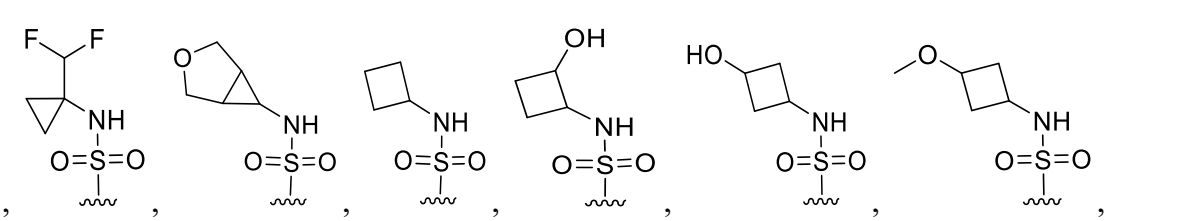
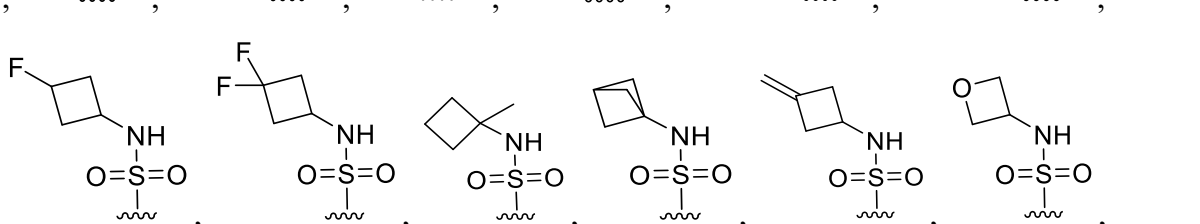
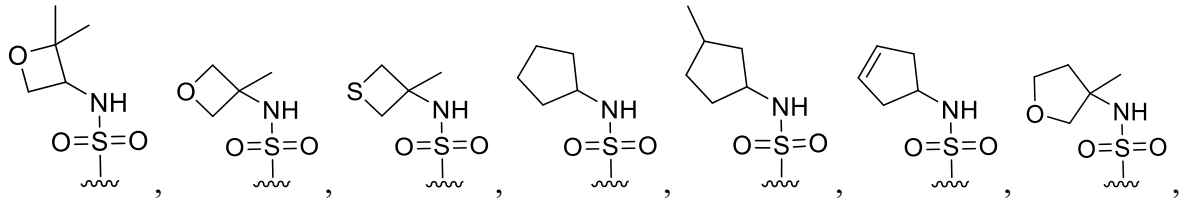
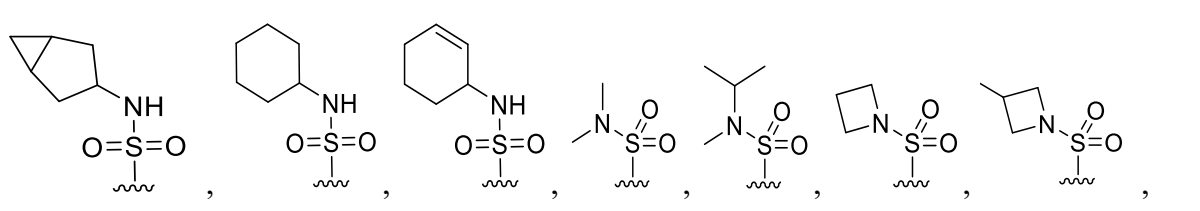
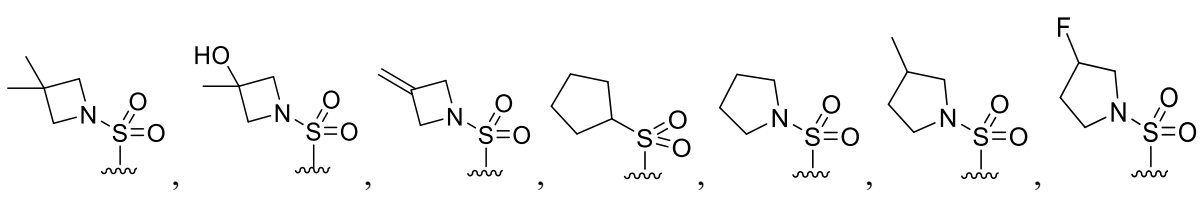
(3) when ring B is 5- to 7-membered heterocycloalkyl optionally substituted with 1-4 R^B, then ring A is  , wherein at least one of Z^1-Z^4 is -$S(O)_2$-(3- to 10-membered heterocycloalkyl) optionally substituted with one or more halo.

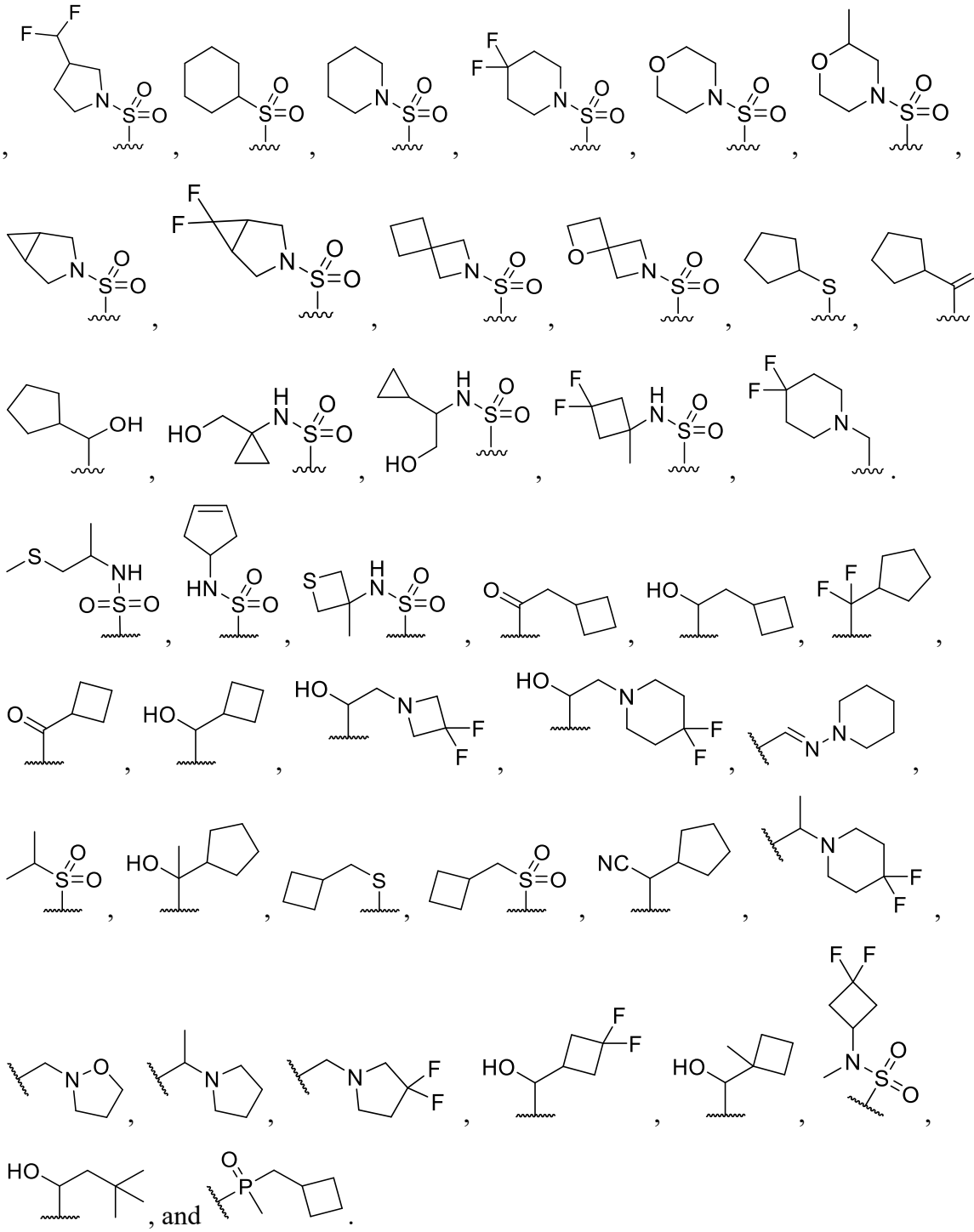
30. The compound of claim 29, or a pharmaceutically acceptable salt thereof, wherein ring A is  .

31. The compound of claim 30, or a pharmaceutically acceptable salt thereof, wherein Z^4 is hydrogen, and at least one of Z^1 and Z^3 is R^D, wherein R^D is halo, -OH, -$NR^{a4}C(O)OR^{a5}$, -$NR^{a6}R^{a7}$, -$N{=}S(O)R^{a8}R^{a9}$, -OR^{a10}, -$S(O)R^{a11}$, -$S(O)(NR^{a12})R^{a13}$, -$S(O)_2NR^{a14}R^{a15}$, -$S(O)_2R^{a16}$, -$(CR^{a17}R^{a18})_{0-1}C(O)NR^{a19}R^{a20}$, -$SR^{a21}$, -$C(O)R^{a22}$, -$P(O)(R^{a23})(R^{a24})$, -$C{=}NR^{a25}$, or C_{1-6} alkyl substituted with one or more substituents independently selected from the group consisting of -OH, cyano, C_{3-10} cycloalkyl, and 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo or C_{1-3} alkyl.

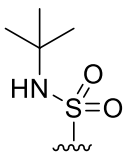
32. The compound of claim 30, or a pharmaceutically acceptable salt thereof, wherein Z^4 is R^D and Z^1 is R^D, wherein R^D is independently halo, -OH, -$NR^{a4}C(O)OR^{a5}$, -$NR^{a6}R^{a7}$, -$N{=}S(O)R^{a8}R^{a9}$, -OR^{a10}, -$S(O)R^{a11}$, -$S(O)(NR^{a12})R^{a13}$, -$S(O)_2NR^{a14}R^{a15}$, -$S(O)_2R^{a16}$, -$(CR^{a17}R^{a18})_{0-1}C(O)NR^{a19}R^{a20}$, -$SR^{a21}$, -$C(O)R^{a22}$, -$P(O)(R^{a23})(R^{a24})$, -$C{=}NR^{a25}$, or C_{1-6} alkyl substituted with one or more substituents independently selected from the group consisting of -OH, cyano, C_{3-10} cycloalkyl, and 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo or C_{1-3} alkyl.

33. The compound of any one of claims 29-32, or a pharmaceutically acceptable salt thereof, wherein one or more of Z^1-Z^4 is selected from the group consisting of fluoro, chloro, -OH, -

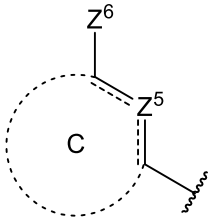
NH_2, $-CH_2OH$,  ,  ,  ,  ,  , ,  ,  ,  ,  ,

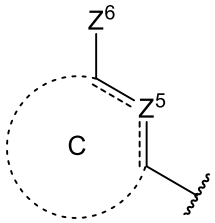


34. The compound of any one of claims 29-33, or a pharmaceutically acceptable salt thereof,



wherein one of Z^1-Z^4 is .

35. The compound of claim 29, or a pharmaceutically acceptable salt thereof, wherein ring A is  and ring C is 5- to 6-membered heteroaryl optionally substituted with one or more R^E substituents, wherein each R^E substituent is independently selected from the group consisting of halo, -OH, and C_{1-6} alkyl, or two R^E substituents are taken, together with the atoms to which they are attached, to form C_{5-6} cycloalkyl, C_{5-6} cycloalkenyl, 5- to 6-membered heterocycloalkyl, 5- to 6-membered heterocycloalkenyl, or 5- to 6-membered heteroaryl.

36. The compound of claim 29 or claim 35, or a pharmaceutically acceptable salt thereof, wherein ring A is  and ring C is 5- to 6-membered heteroaryl optionally substituted with one or more R^E substituents, wherein each R^E substituent is independently selected from the group consisting of halo, -OH, and C_{1-6} alkyl.

37. The compound of claim 35 or claim 36, or a pharmaceutically acceptable salt thereof, wherein ring C is pyridinyl, thiophenyl, furanyl, pyrazolyl, pyrrolyl, or oxazolyl, each optionally substituted.

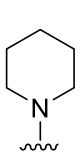
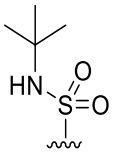
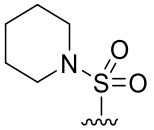
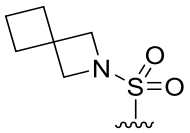
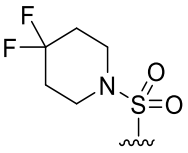
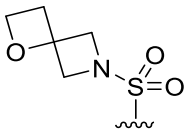
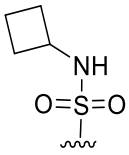
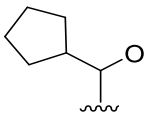
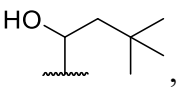
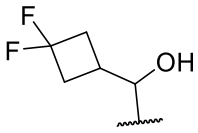
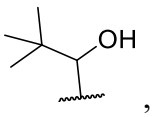
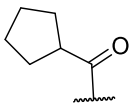
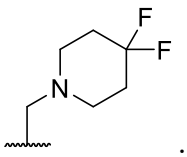
38. The compound of any one of claims 35-37, or a pharmaceutically acceptable salt thereof, wherein the one or more R^E substituents are independently selected from the group consisting of halo, -OH, and C_{1-6} alkyl.

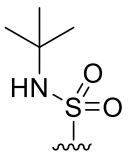
39. The compound of claim 38, or a pharmaceutically acceptable salt thereof, wherein the one or more R^E substituent is methyl.

40. The compound of claim 35 or claim 36, or a pharmaceutically acceptable salt thereof, wherein two R^E substituents are taken, together with the atoms to which they are attached, to

form C_{5-6} cycloalkyl, C_{5-6} cycloalkenyl, 5- to 6-membered heterocycloalkyl, 5- to 6-membered heterocycloalkenyl, or 5- to 6-membered heteroaryl.

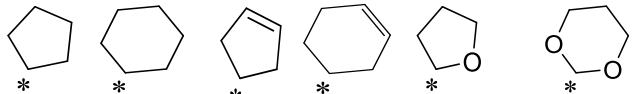
41. The compound of any one of claims 35-40, or a pharmaceutically acceptable salt thereof, wherein Z^6 is $-CH(Z^7)(Z^8)$, wherein Z^7 is hydrogen or -OH, and Z^8 is C_{1-6} alkyl, C_{3-10} cycloalkyl optionally substituted with one or more halo, or 3- to 10-membered heterocycloalkyl optionally substituted with one or more halo.

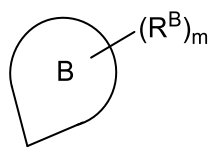
42. The compound of any one of claims 35-40, or a pharmaceutically acceptable salt thereof, wherein Z^6 is selected from the group consisting of  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  , and  .

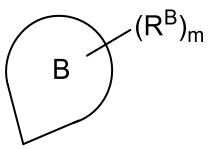
43. The compound of claim 42, wherein Z^6 is  .

44. The compound of any one of claims 29-43, or a pharmaceutically acceptable salt thereof, wherein ring B is C_{5-7} cycloalkyl.

45. The compound of any one of claims 29-43, or a pharmaceutically acceptable salt thereof, wherein ring B is 5- to 7-membered heterocycloalkyl.

46. The compound of any one of claims 29-43, or a pharmaceutically acceptable salt thereof, wherein ring B is  , wherein * denotes the point of attachment to the rest of Formula (II).

47. The compound of any one of claims 29-43, or a pharmaceutically acceptable salt thereof, wherein  of Formula (II) is , or , wherein * denotes the point of attachment to the rest of Formula (II).

48. The compound of claim 47, or a pharmaceutically acceptable salt thereof, wherein  of Formula (II) is  .

49. The compound of any one of claims 29-48, or a pharmaceutically acceptable salt thereof, wherein Y^1 is CR^{C1}; Y^2 is CR^{C2}; Y^3 is CR^{C3}; and Y^4 is CR^{C4}.

50. The compound of claim 49, or a pharmaceutically acceptable salt thereof, wherein R^{C1}, R^{C3}, and R^{C4} are each independently hydrogen, halo, or $-NH_2$.

51. The compound of claim 50, or a pharmaceutically acceptable salt thereof, wherein R^{C1}, R^{C3}, and R^{C4} are each hydrogen.

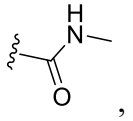
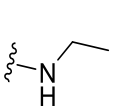
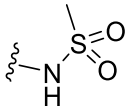
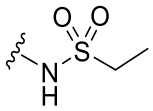
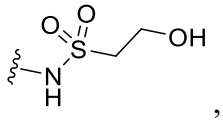
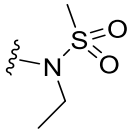
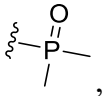
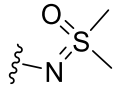
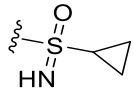
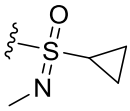
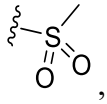
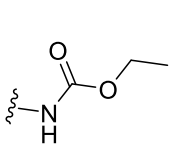
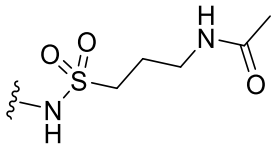
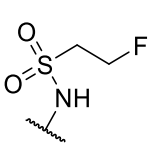
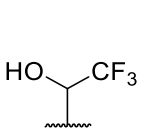
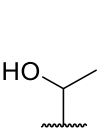
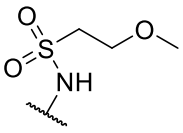
52. The compound of any one of claims 29-48, or a pharmaceutically acceptable salt thereof, wherein Y^1 is N; Y^2 is CR^{C2}; Y^3 is CR^{C3}; and Y^4 is CR^{C4}.

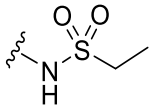
53. The compound of any one of claims 29-48, or a pharmaceutically acceptable salt thereof, wherein Y^1 is CR^{C1}; Y^2 is N; Y^3 is CR^{C3}; and Y^4 is CR^{C4}.

54. The compound of claim 49 or claim 53, or a pharmaceutically acceptable salt thereof, wherein R^{C1} is halo.

55. The compound of any one of claims 49, 52, or 53, or a pharmaceutically acceptable salt thereof, wherein R^{C3} is halo.

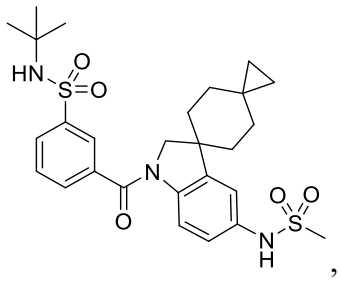
56. The compound of any one of claims 49, 52, or 53, or a pharmaceutically acceptable salt thereof, wherein R^{C4} is halo or $-NH_2$.

57. The compound of any one of claims 29-52, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is cyano, -OH, $-CH_2OH$, fluro, bromo, $-NO_2$,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  ,  .

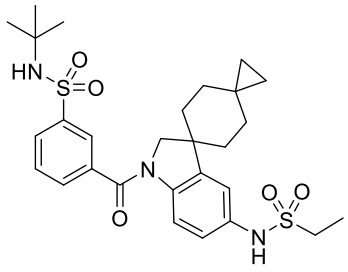
58. The compound of claim 57, or a pharmaceutically acceptable salt thereof, wherein R^{C2} is  .

59. A compound, or a pharmaceutically acceptable salt thereof, selected from the group consisting of compounds of **Table 1**.

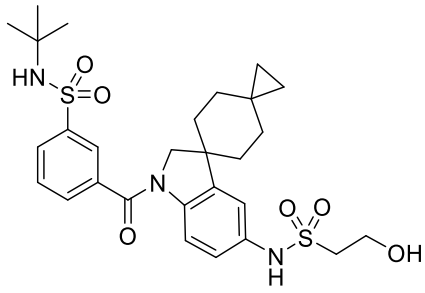
60. The compound of claim 1 or claim 29, having the structure:


, or a pharmaceutically acceptable salt thereof.

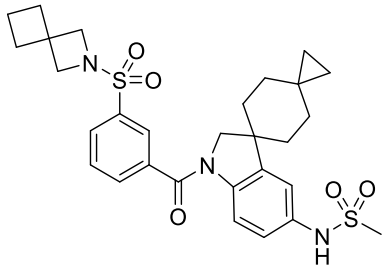
61. The compound of claim 1 or claim 29, having the structure:


, or a pharmaceutically acceptable salt thereof.

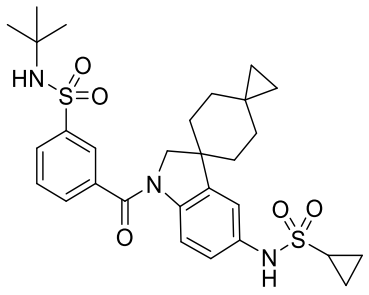
62. The compound of claim 1 or claim 29, having the structure:


, or a pharmaceutically acceptable salt thereof.

63. The compound of claim 1 or claim 29, having the structure:


, or a pharmaceutically acceptable salt thereof.

64. The compound of claim 1 or claim 29, having the structure:



, or a pharmaceutically acceptable salt thereof.

65. A pharmaceutical composition comprising a compound of any one of claims 1-64, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or excipient.

66. Use of a compound of any one of claims 1-64, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of claim 65, in the manufacture of a medicament for treating cancer in a subject in need thereof.

67. The use of claim 66, wherein the cancer is selected from the group consisting of carcinomas, cancer of the anus, bladder, breast, colon, small intestine, appendix, kidney, renal pelvis, ureter, urothelium, liver, lung, pleura, esophagus, head and neck, nasopharynx, oropharynx, hypopharynx, oral cavity, larynx, biliary tract, gall-bladder, ovary, testicle, germ cell, uterus, pancreas, stomach, cervix, thyroid, prostate, salivary gland, or skin, hematopoietic tumors of lymphoid lineage, hematopoietic tumors of myeloid lineage, hematopoietic tumors of any lineage, myeloma, tumors of mesenchymal origin including sarcomas, tumors of the central and peripheral nervous system, tumor of neuroendocrine origin, tumor of endocrine origin, small cell tumors, tumors of unknown primary, other tumors comprising retinoblastoma, melanoma, seminoma, teratocarcinoma, osteosarcoma, and other cancer-related disorders that are a consequence of cancer presence or progression.