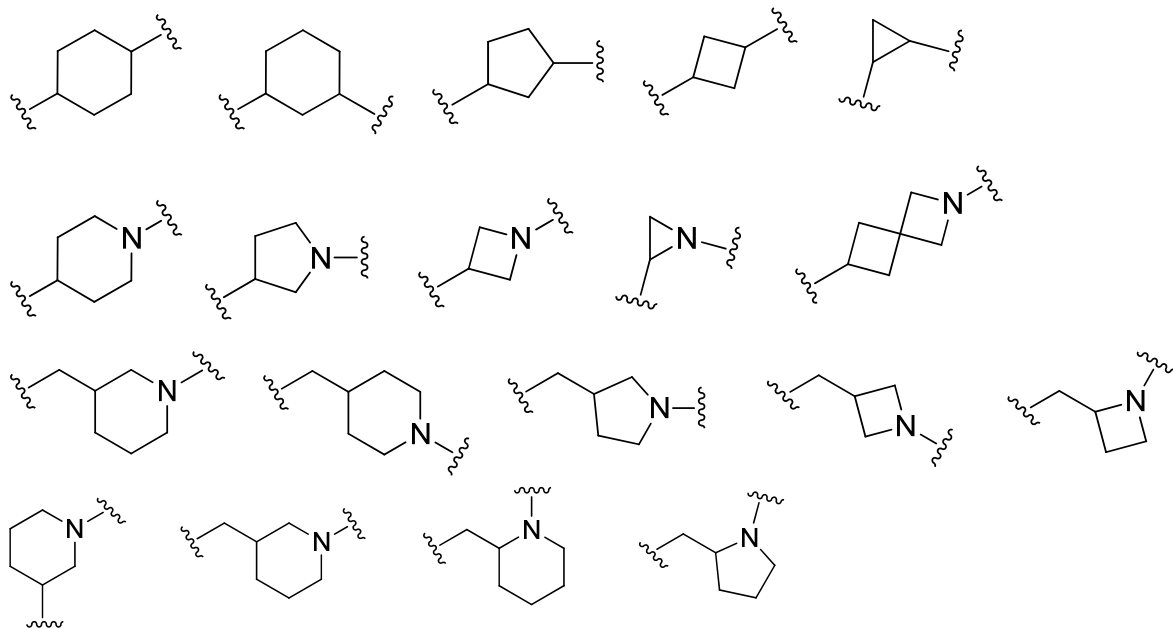
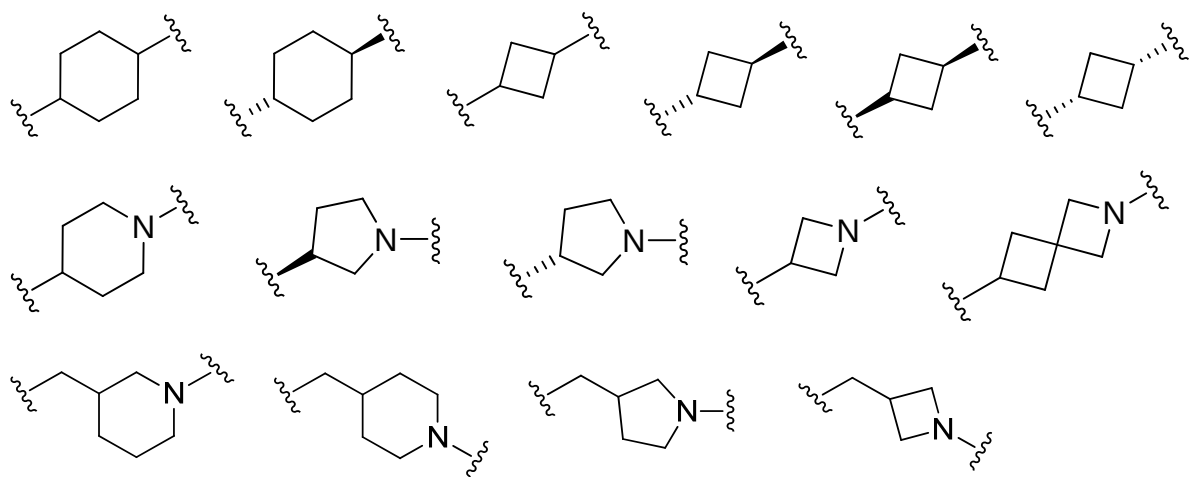


1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, oxetanyl, azetidiny, or xanthenyl; each of which is optionally substituted.

[0067] In certain embodiments, L is

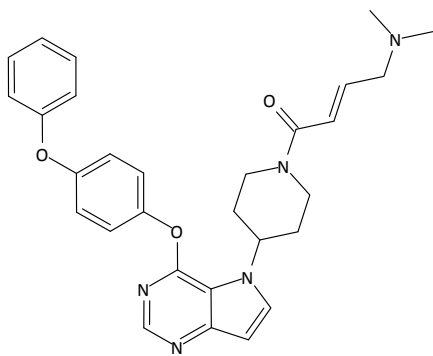


[0068] In certain embodiments, L is

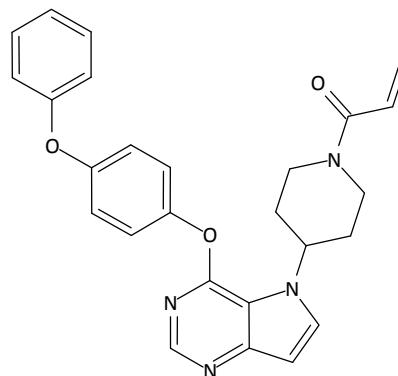


[0087] In certain embodiments, the invention provides a compound selected from Table 1:

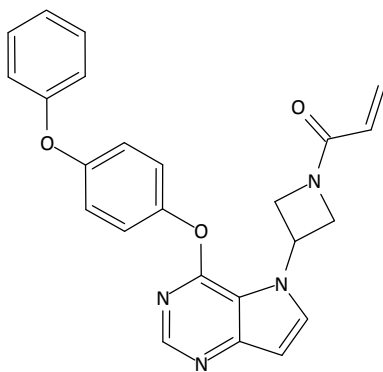
Table 1



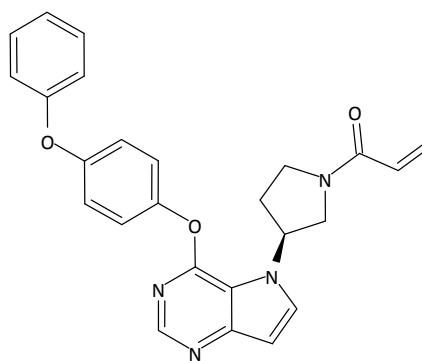
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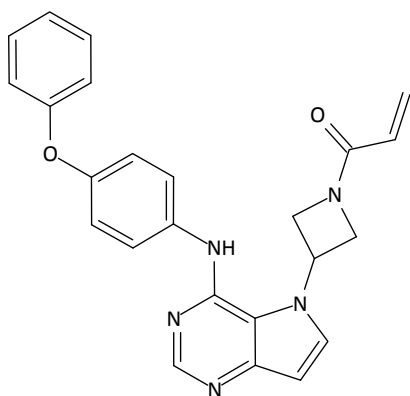
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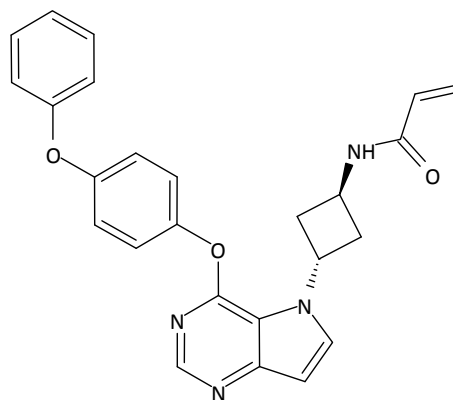
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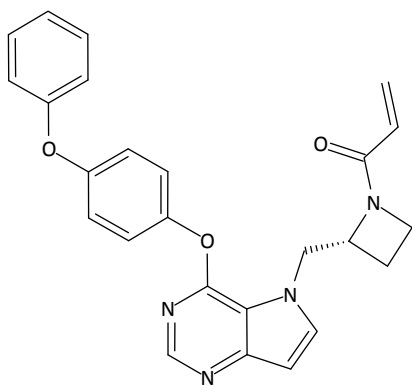
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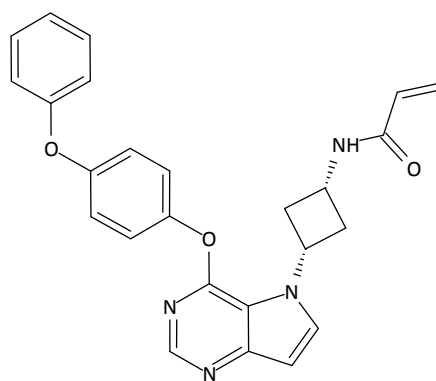
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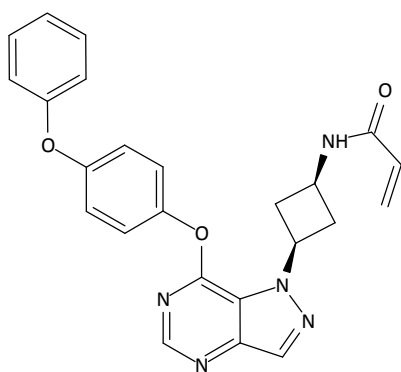
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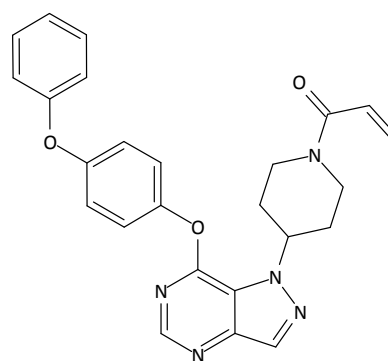
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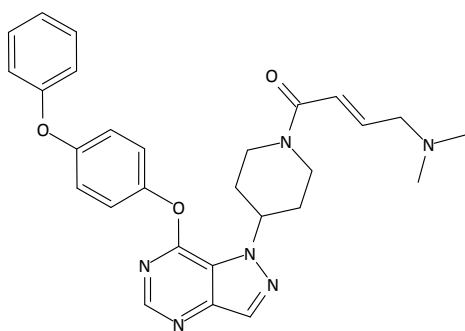
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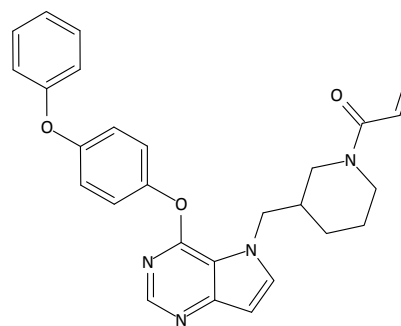
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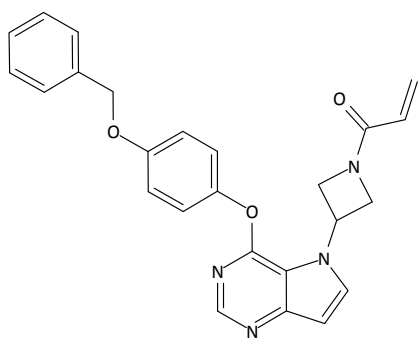
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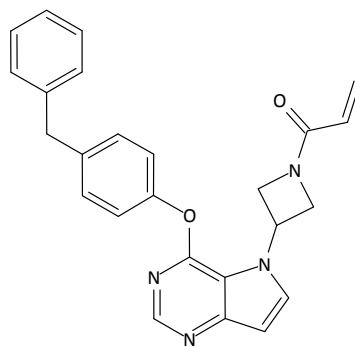
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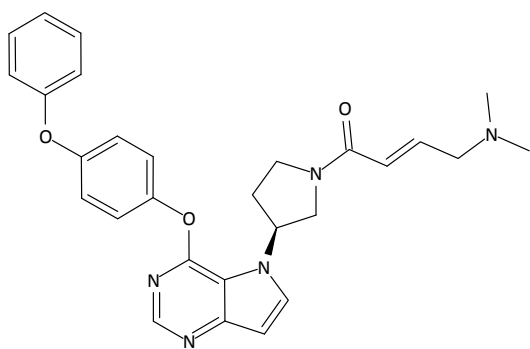
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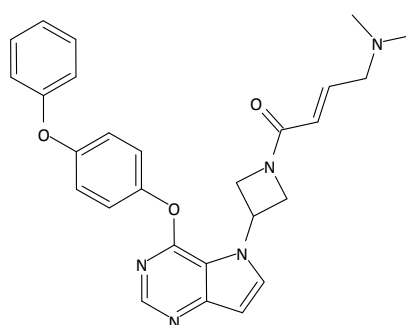
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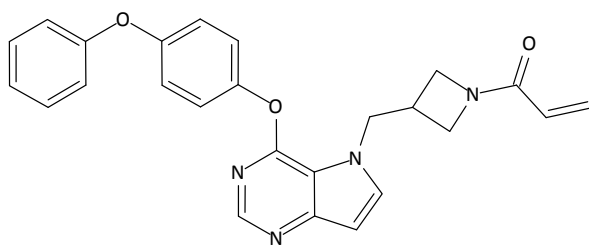
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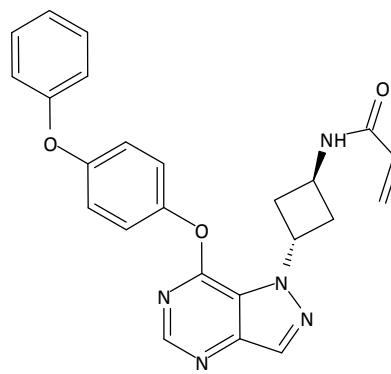
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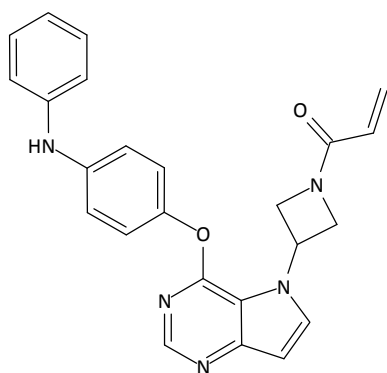
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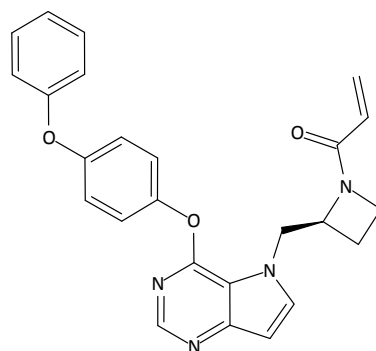
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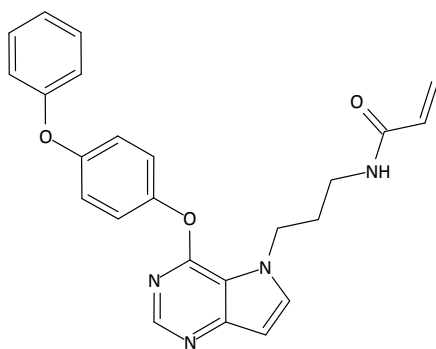
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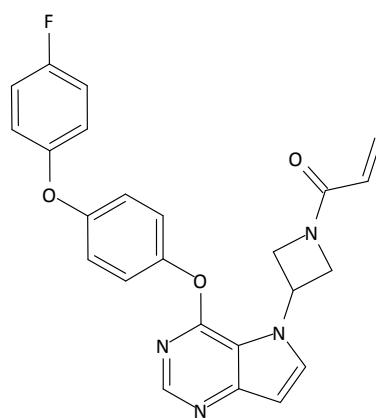
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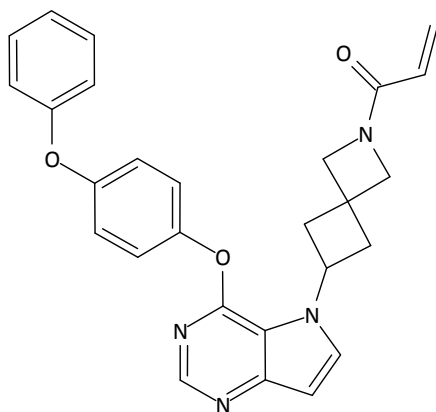
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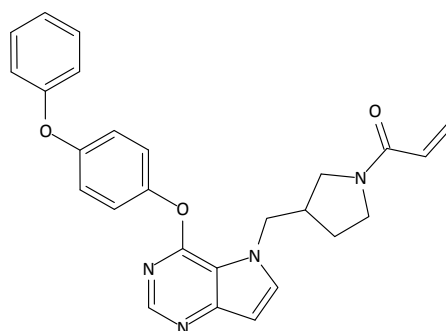
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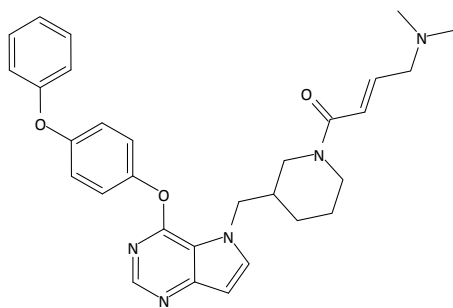
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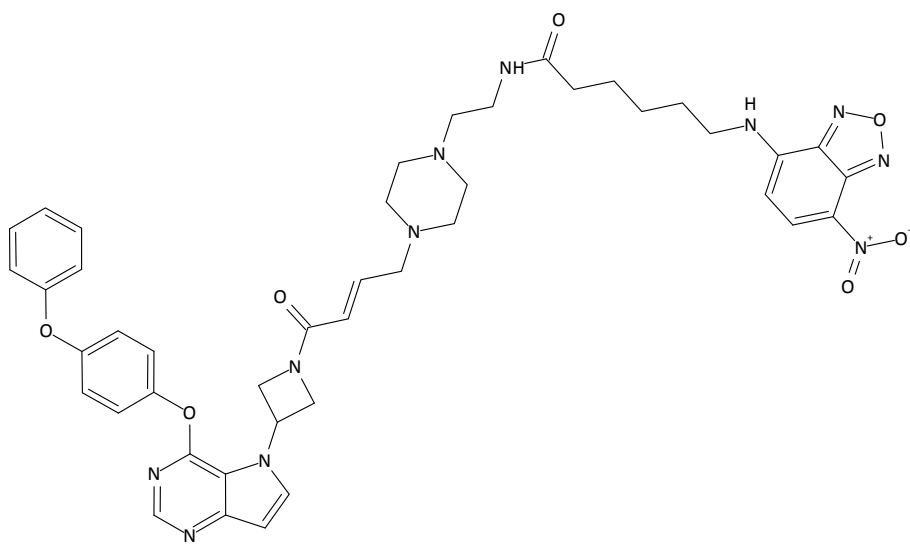
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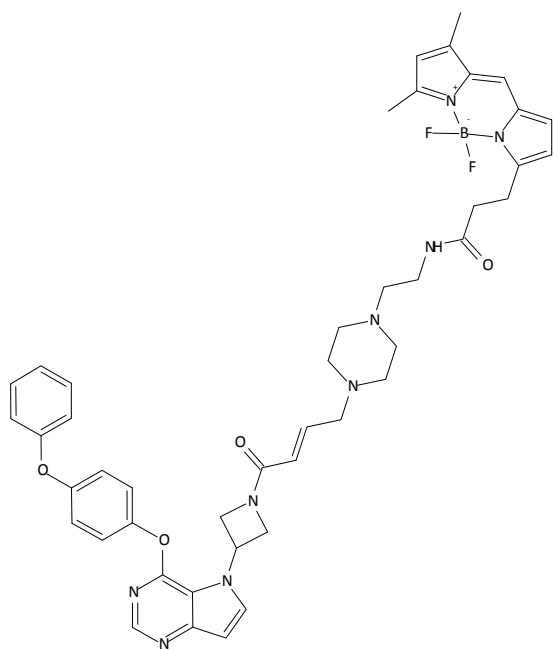
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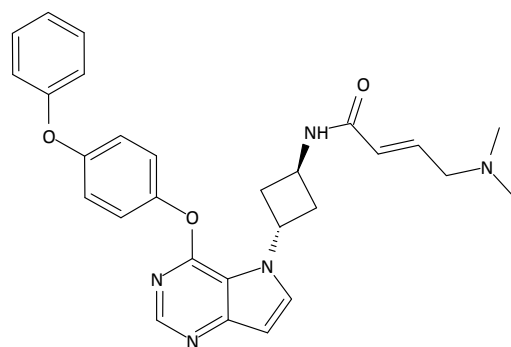
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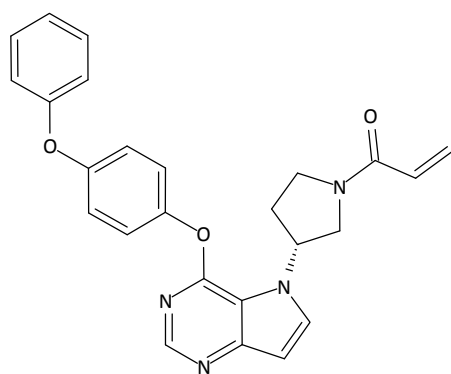
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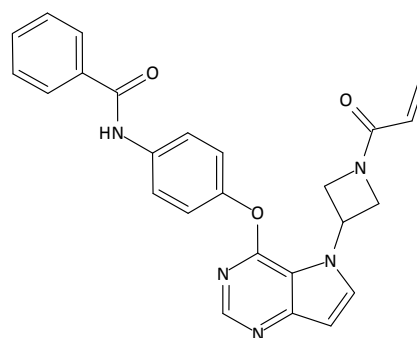
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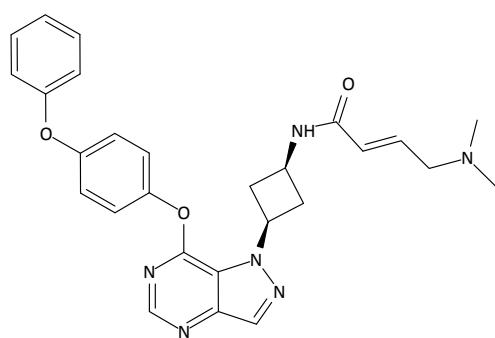
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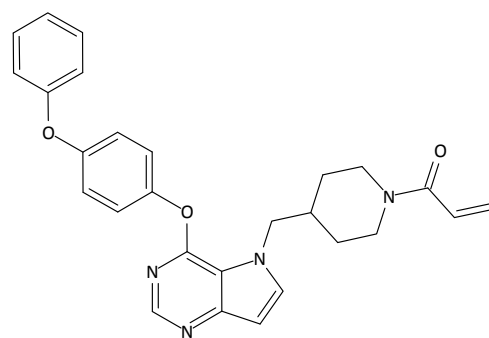
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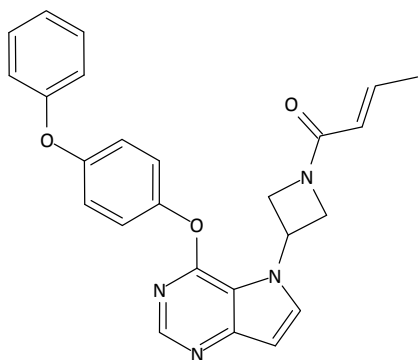
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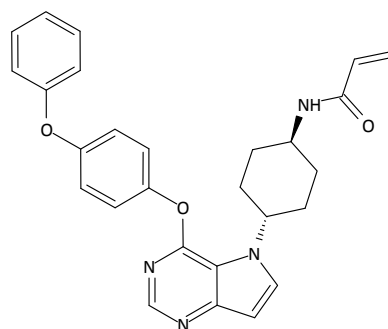
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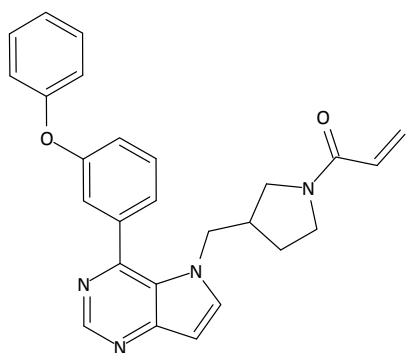
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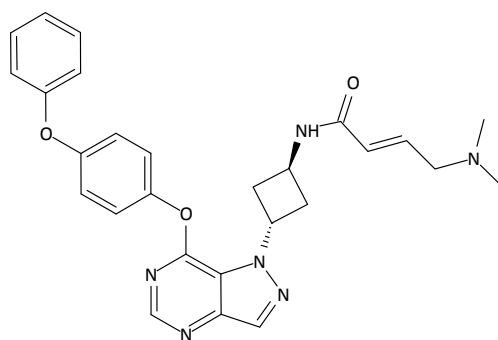
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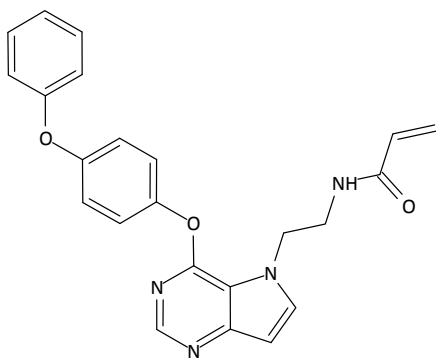
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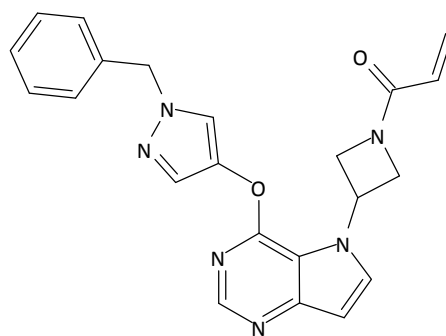
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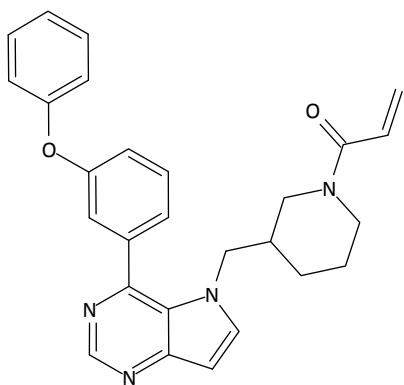
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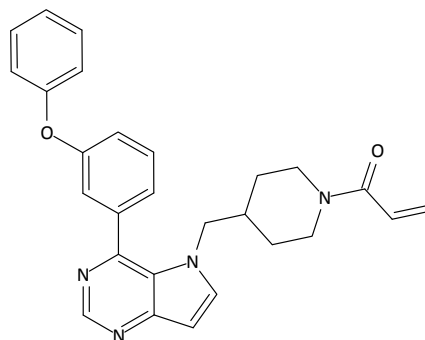
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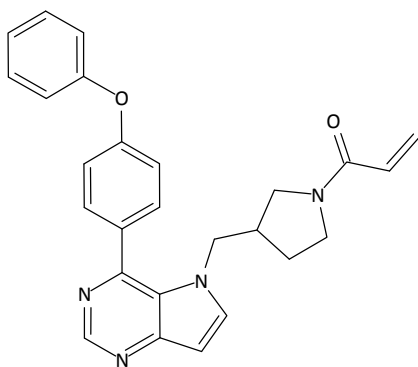
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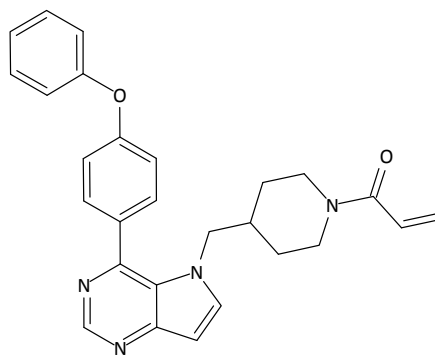
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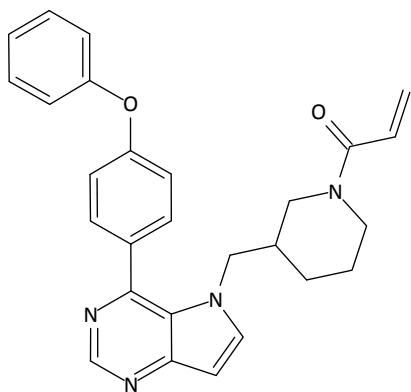
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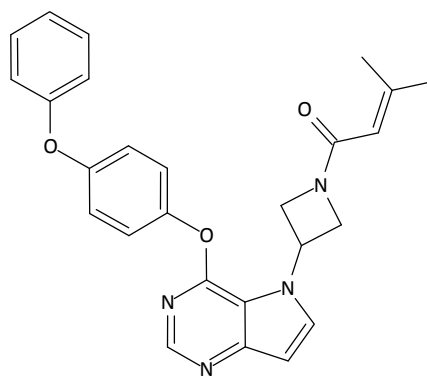
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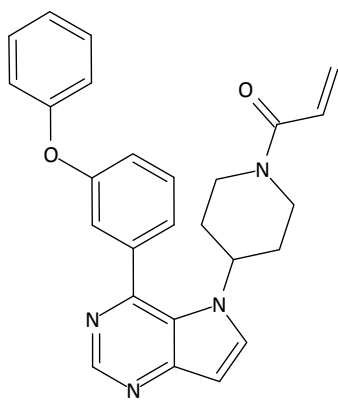
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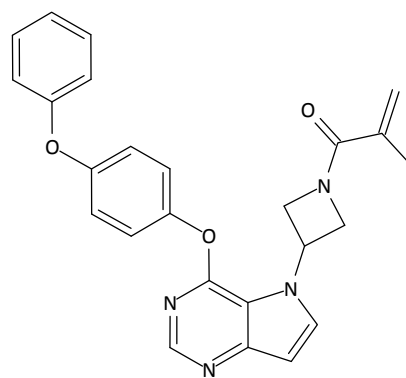
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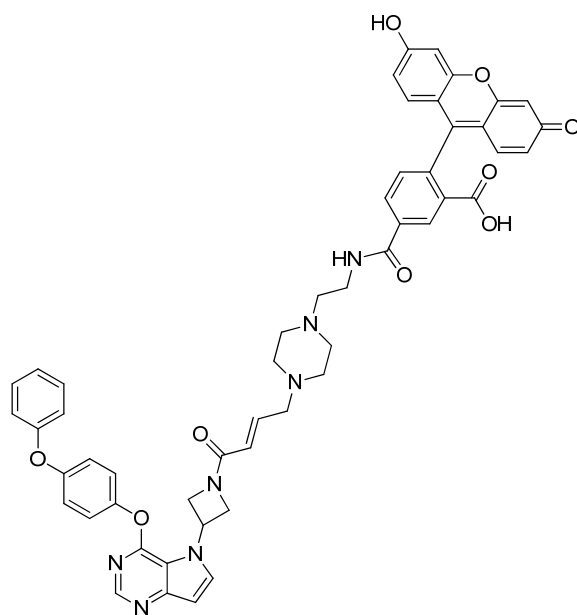
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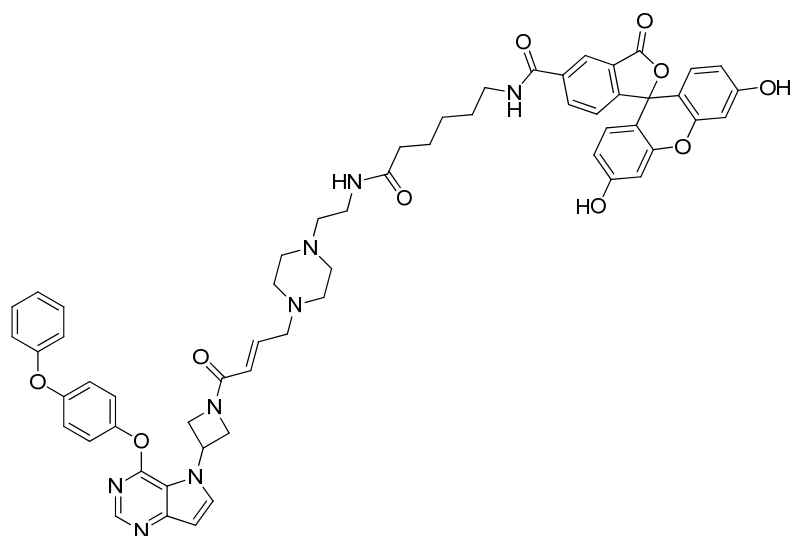
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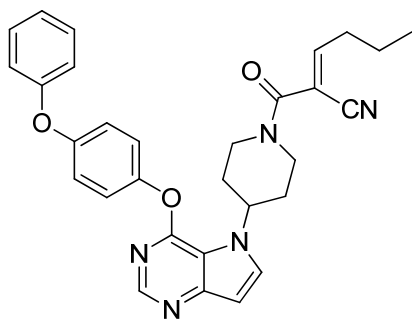
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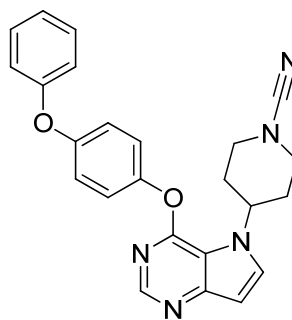
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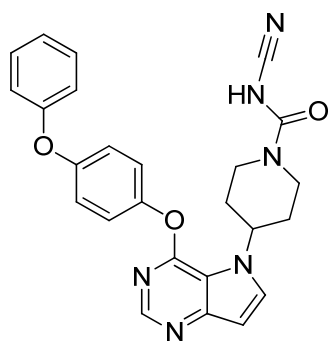
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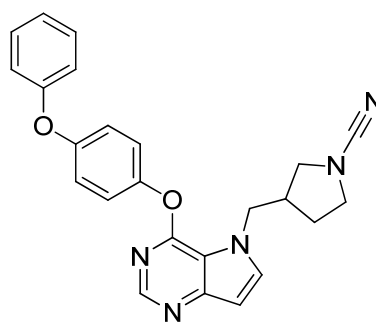
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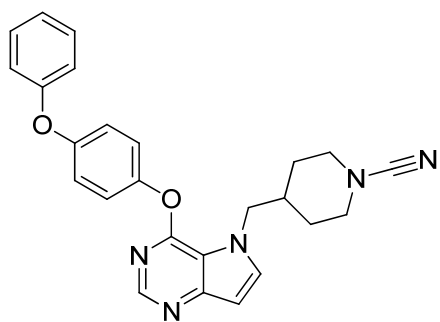
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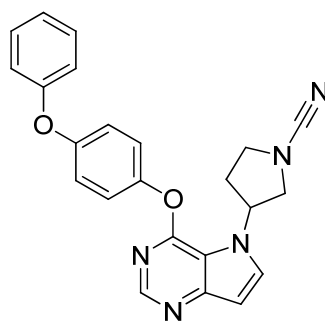
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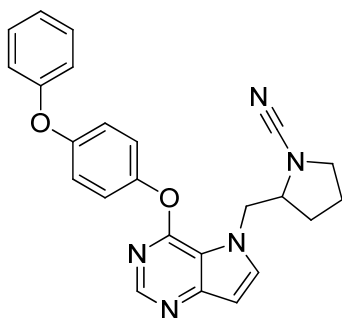
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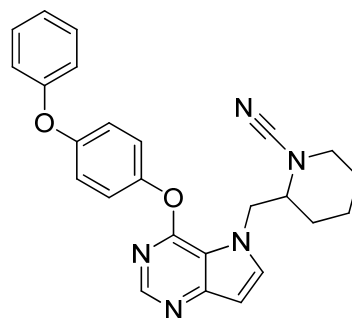
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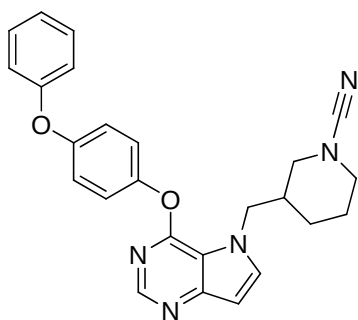
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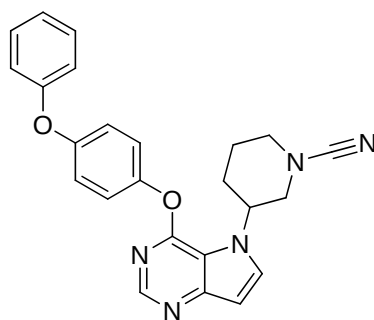
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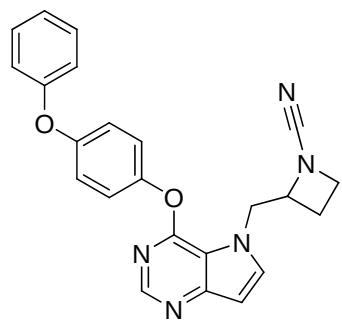
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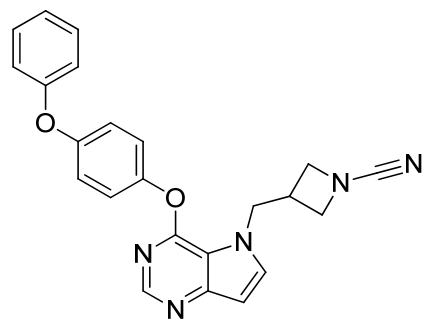
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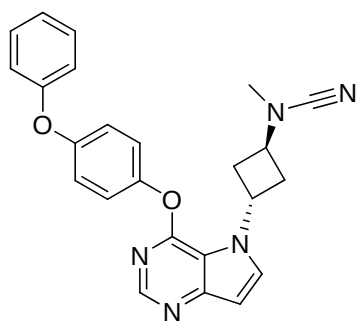
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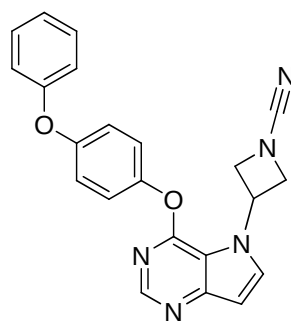
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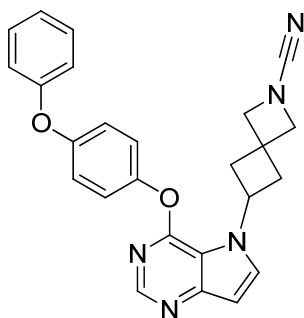
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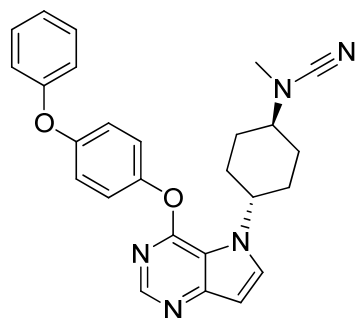
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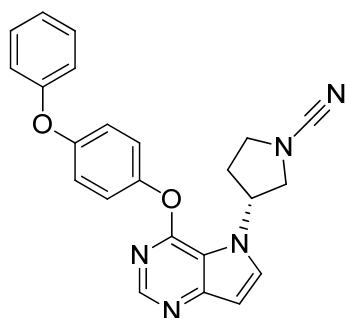
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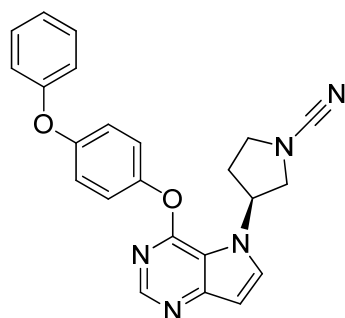
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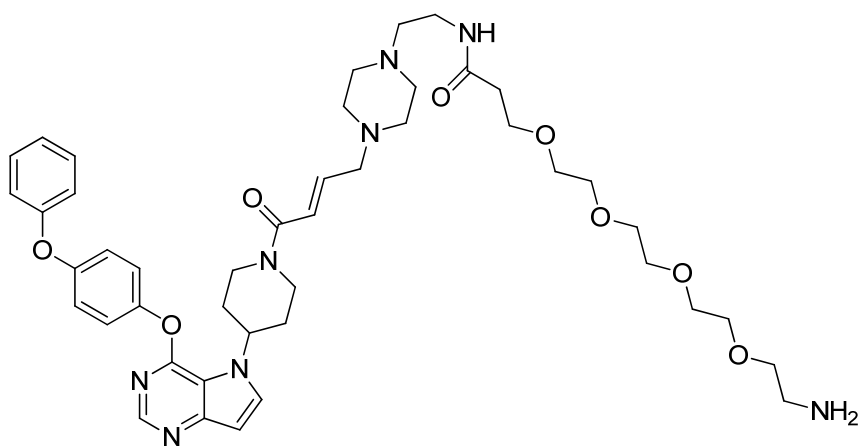
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72

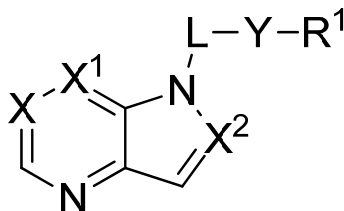


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CLAIMS

We claim:

1. A compound of formula I,



I

or a pharmaceutically acceptable salt thereof, wherein:

X is N;

X¹ is CR²;

X² is N or CR²;

each R² is independently selected from -R, halogen, -haloalkyl, -OR, -SR, -CN, -NO₂, -SO₂R, -SOR, -C(O)R, -CO₂R, -C(O)N(R)₂, -NRC(O)R, -NRC(O)N(R)₂, -NRSO₂R, or -N(R)₂;

each R is independently hydrogen, C₁₋₆ aliphatic, C₃₋₁₀ aryl, a 3-8 membered saturated or partially unsaturated carbocyclic ring, a 3-7 membered heterocyclic ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 5-6 membered monocyclic heteroaryl ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; each of which is optionally substituted; or

two R groups on the same atom are taken together with the atom to which they are attached to form a C₃₋₁₀ aryl, a 3-8 membered saturated or partially unsaturated carbocyclic ring, a 3-7 membered heterocyclic ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 5-6 membered monocyclic heteroaryl ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; each of which is optionally substituted;

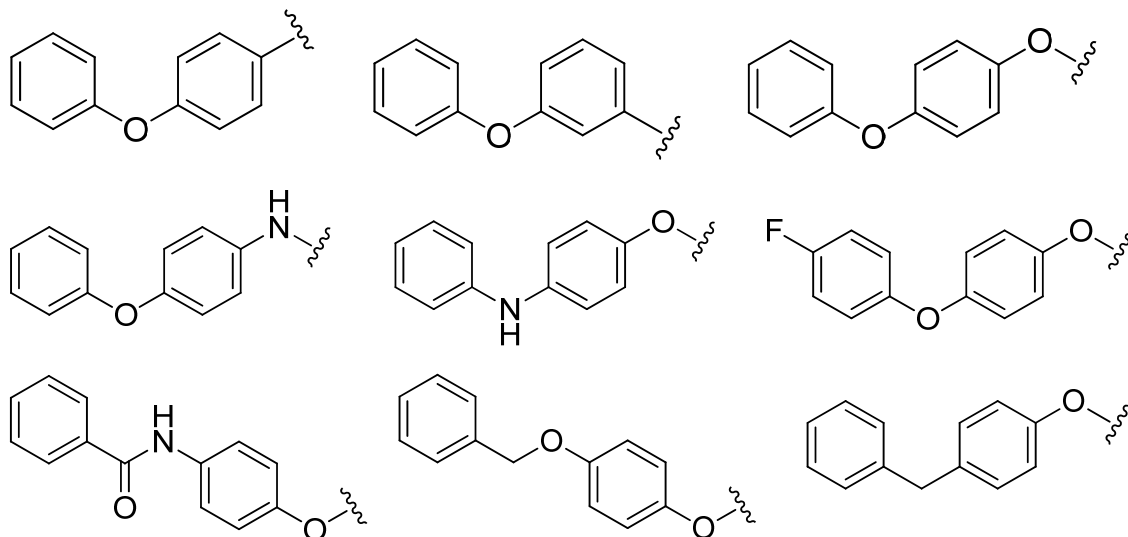
L is a divalent group selected from C₃₋₁₀ aryl, a 3-8 membered saturated or partially unsaturated carbocyclic ring, a 3-7 membered heterocyclic ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and a 5-6 membered monocyclic heteroaryl ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; each of which is optionally substituted; or L is a divalent group selected from C₁₋₆ aliphatic-C₃₋₁₀

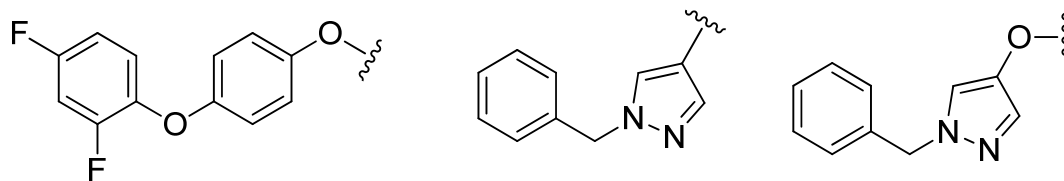
aryl, C₁₋₆ aliphatic-3-8 membered saturated or partially unsaturated carbocyclic ring, C₁₋₆ aliphatic-3-7 membered heterocyclic ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and a C₁₋₆ aliphatic-5-6 membered monocyclic heteroaryl ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; each of which is optionally substituted;

Y is O, S, SO₂, SO, C(O), CO₂, C(O)N(R), -NRC(O), -NRC(O)N(R), -NRSO₂, or N(R); or Y is absent; and

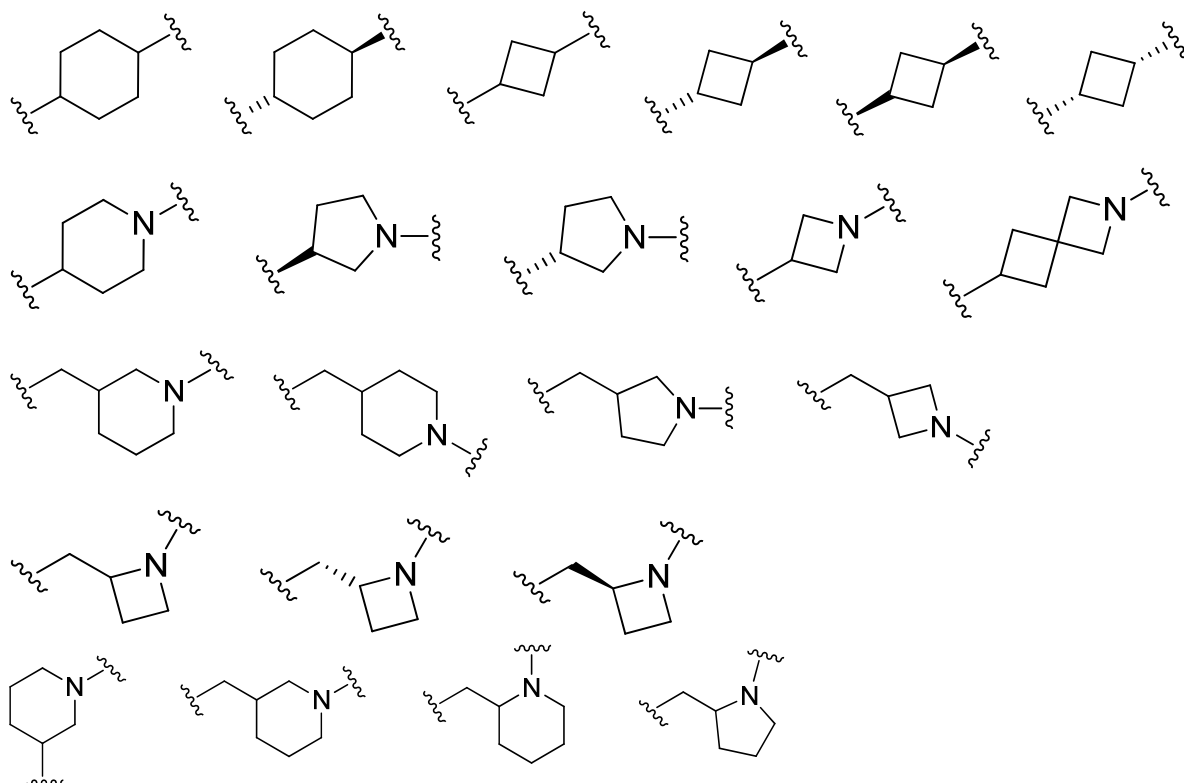
R¹ is C₁₋₆ aliphatic, C₃₋₁₀ aryl, a 3-8 membered saturated or partially unsaturated carbocyclic ring, a 3-7 membered heterocyclic ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 5-6 membered monocyclic heteroaryl ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; each of which is optionally substituted; or R¹ is CN.

2. The compound of claim 1, wherein each R² is independently phenyl or pyrazolyl.
3. The compound of claim 1, wherein each R² is independently -OR or -N(R)₂.
4. The compound of claim 1, wherein each R² is independently hydrogen,

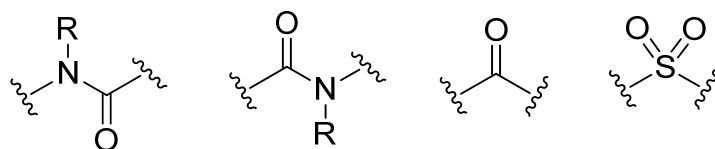




5. The compound of claim 1, wherein L is

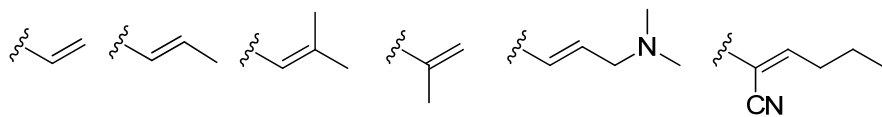


6. The compound of claim 1, wherein Y is NR,

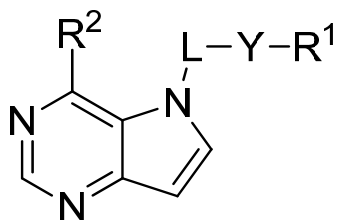


7. The compound of claim 1, wherein Y is absent.

8. The compound of claim 1, wherein R¹ is -CN, -CH₂CN,



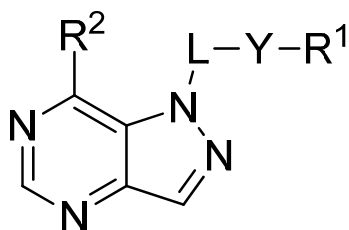
9. The compound of claim 1, of formula **I-a1**,



I-a1;

or a pharmaceutically acceptable salt thereof.

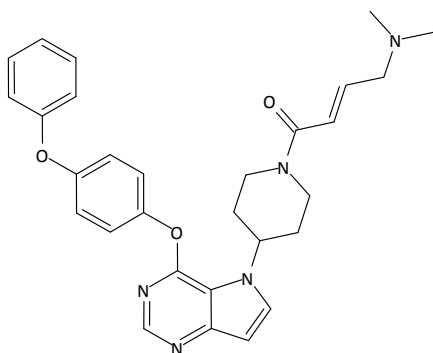
10. The compound of claim 1, of formula **I-a2**,



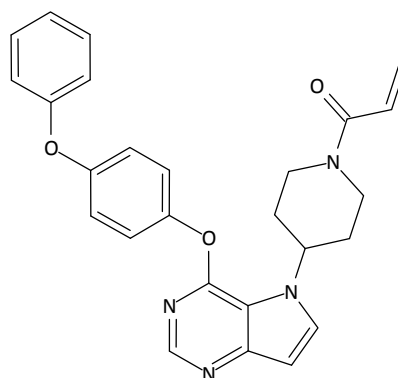
I-a2;

or a pharmaceutically acceptable salt thereof.

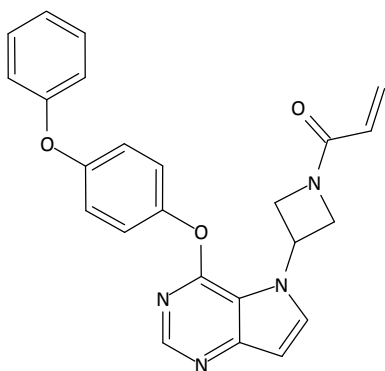
11. The compound of claim 1, selected from Table 1.



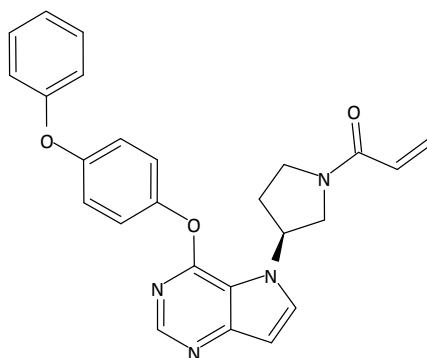
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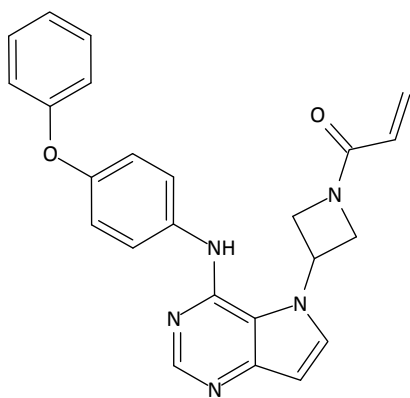
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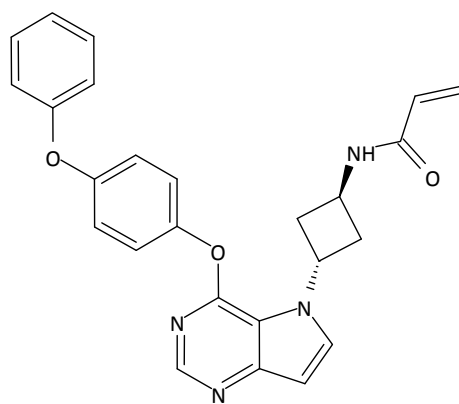
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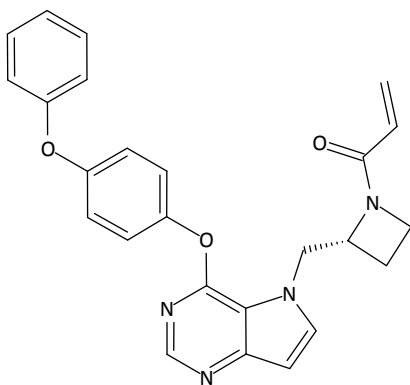
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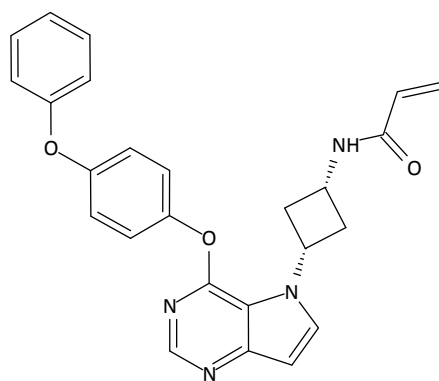
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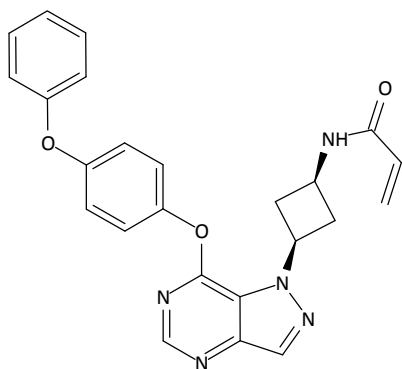
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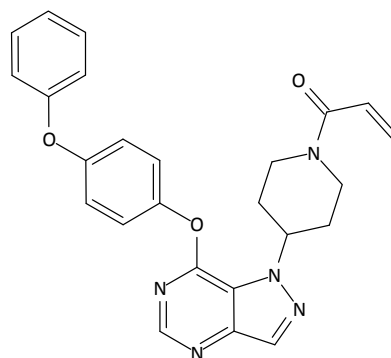
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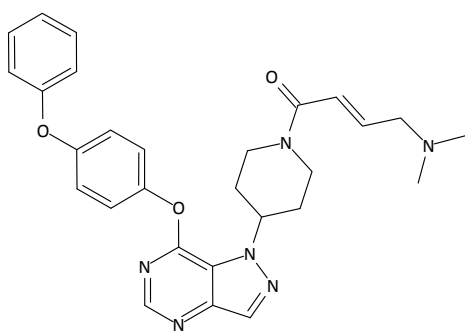
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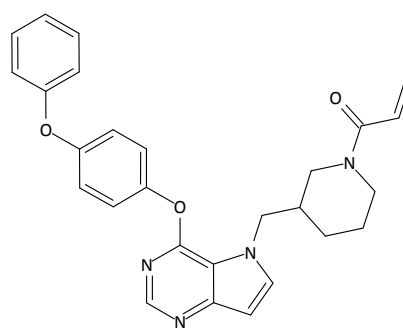
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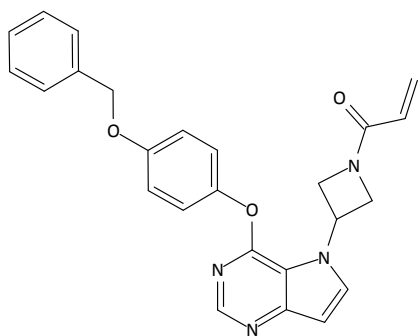
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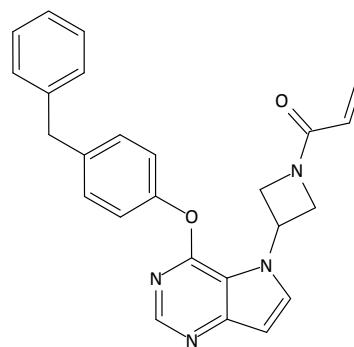
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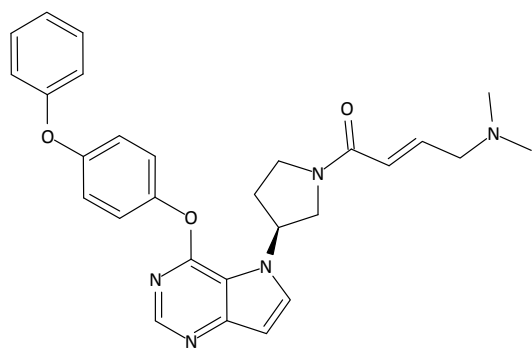
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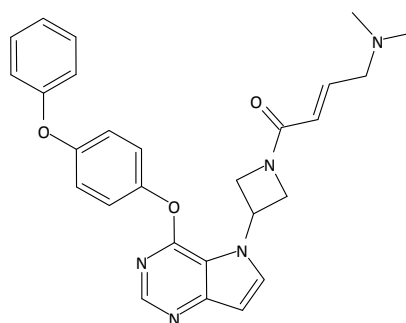
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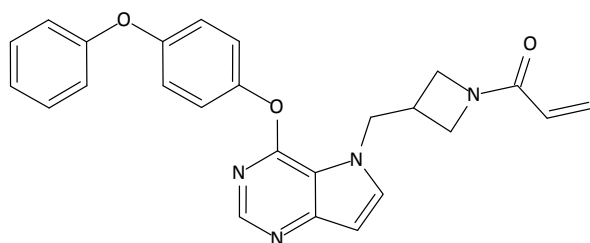
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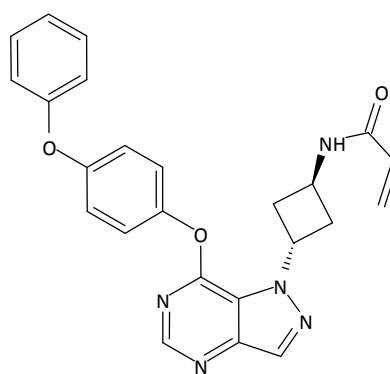
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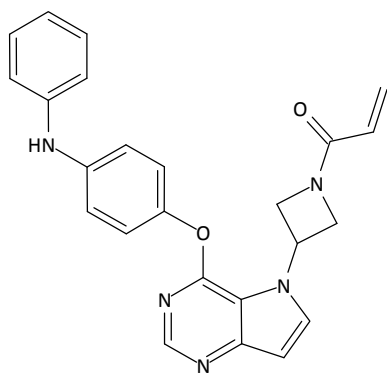
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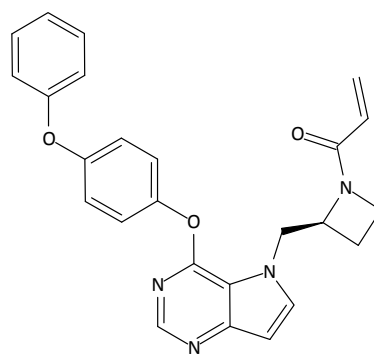
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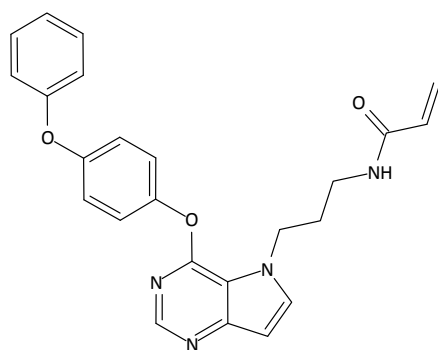
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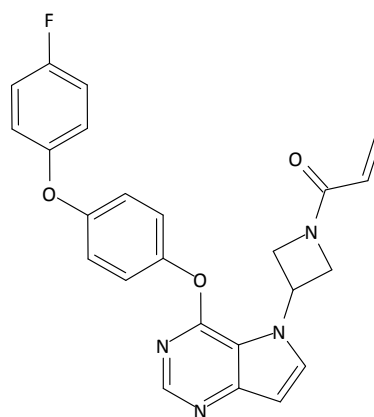
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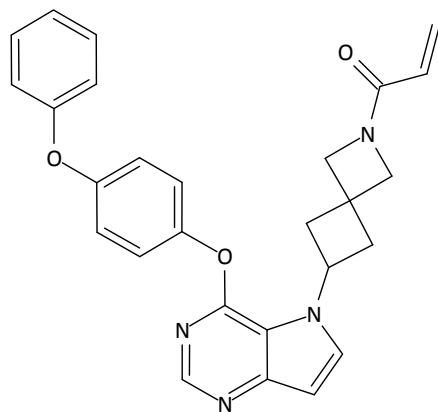
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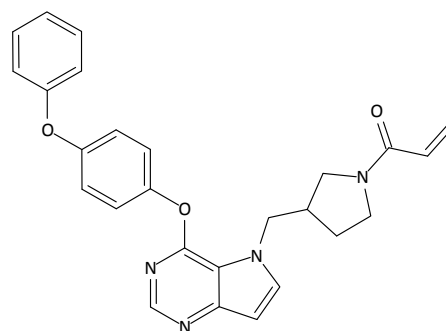
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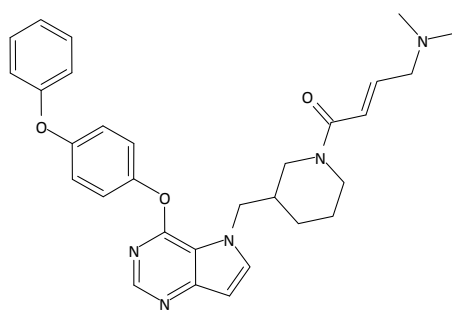
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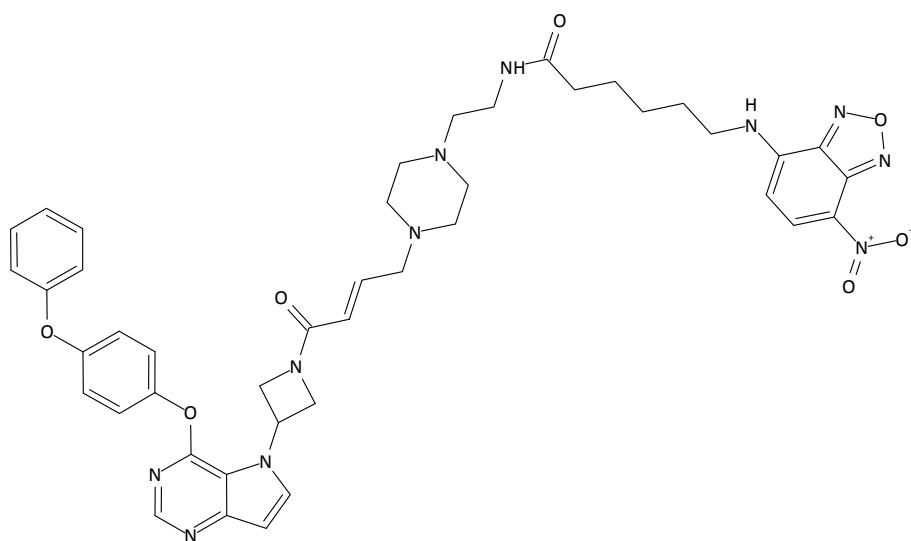
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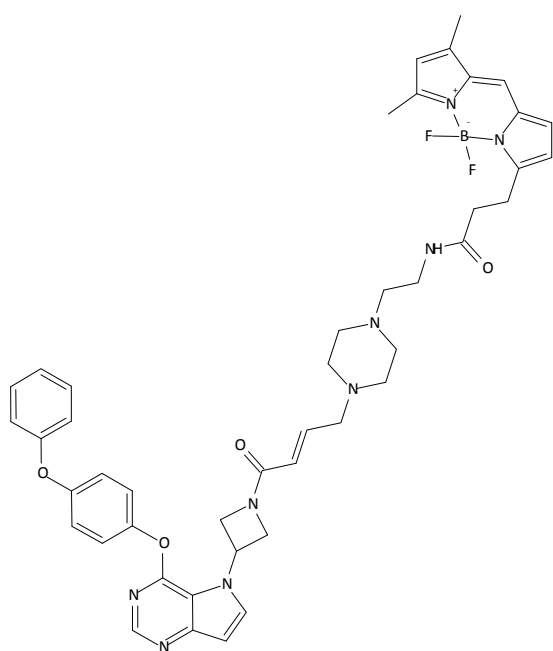
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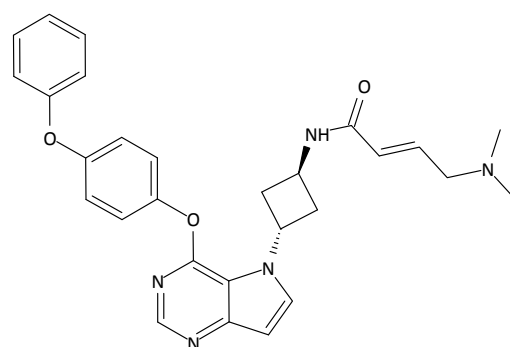
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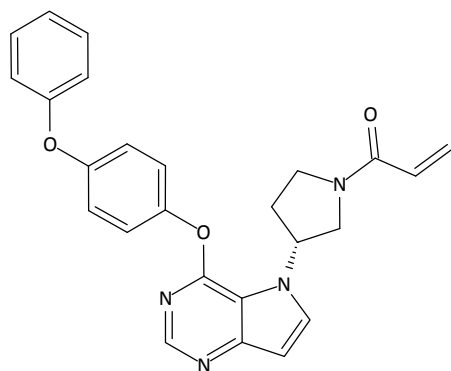
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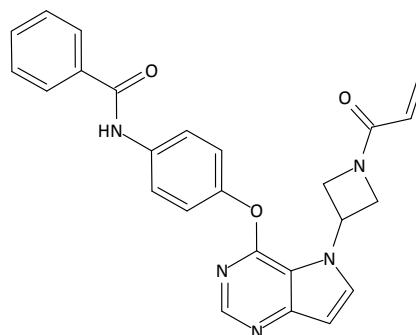
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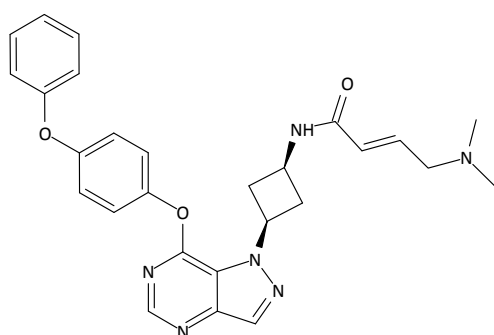
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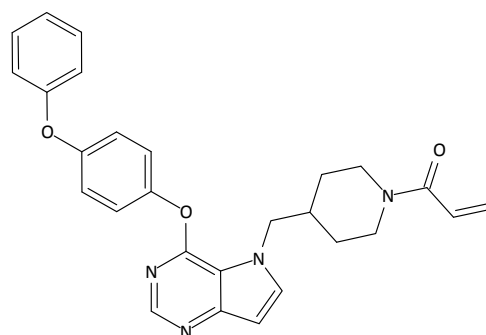
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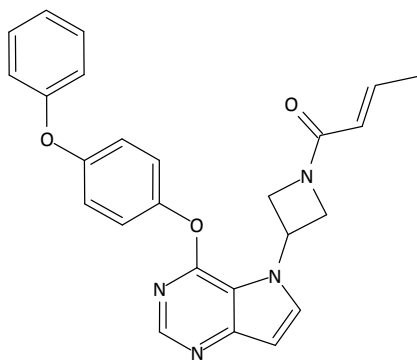
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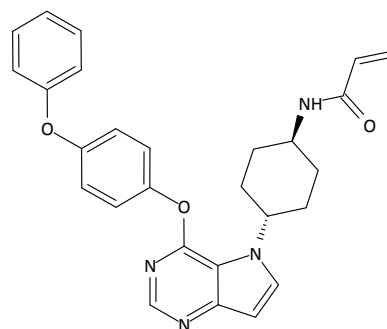
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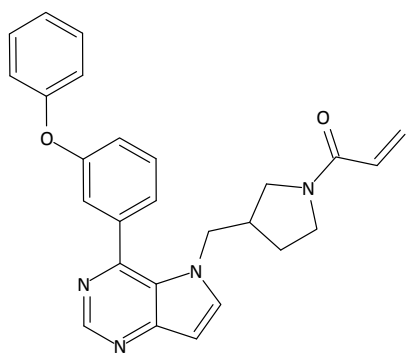
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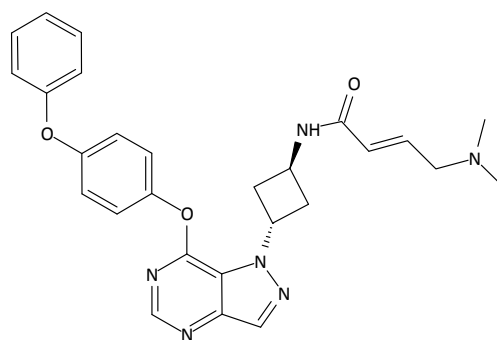
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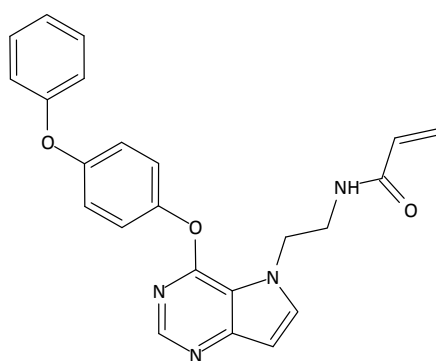
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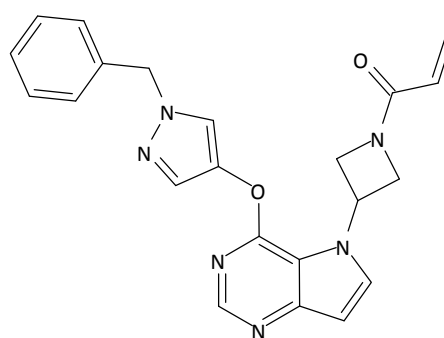
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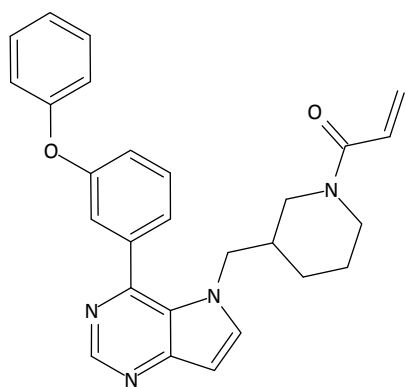
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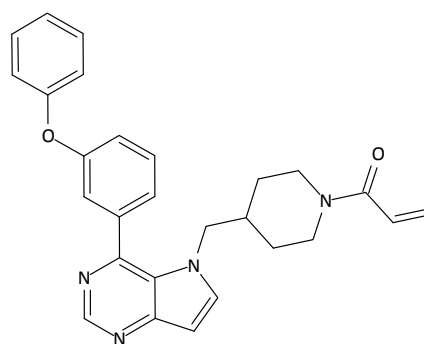
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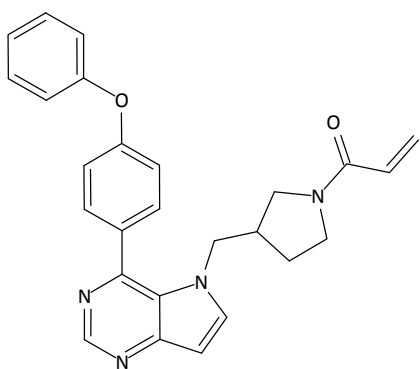
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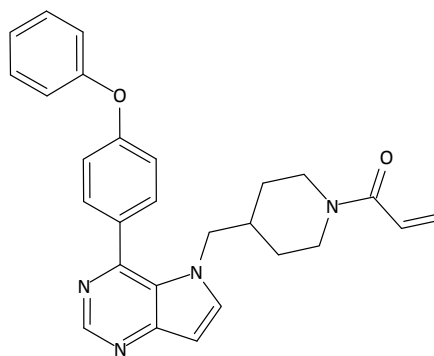
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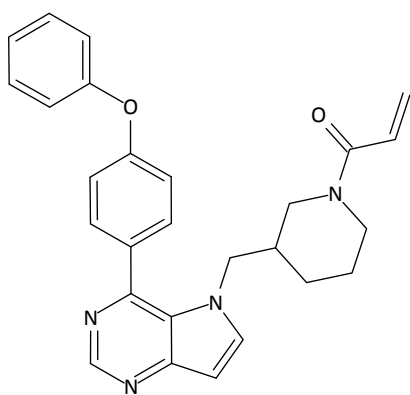
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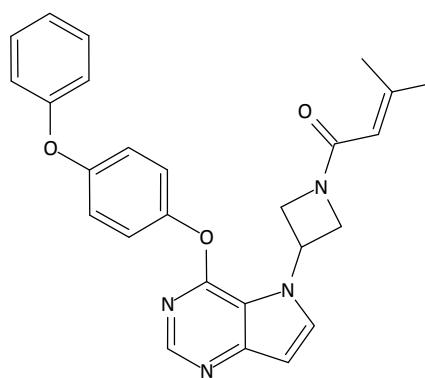
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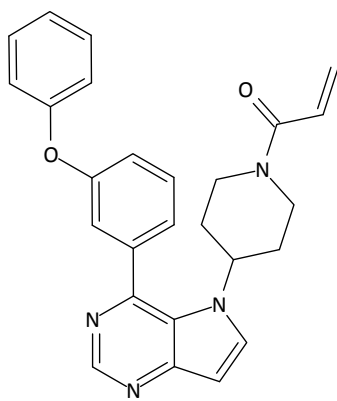
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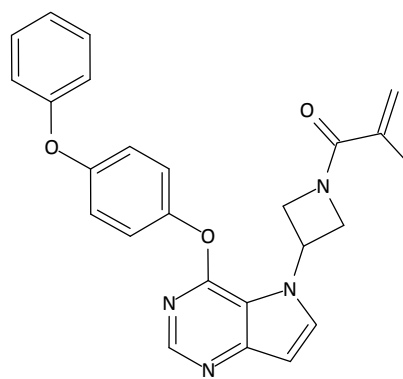
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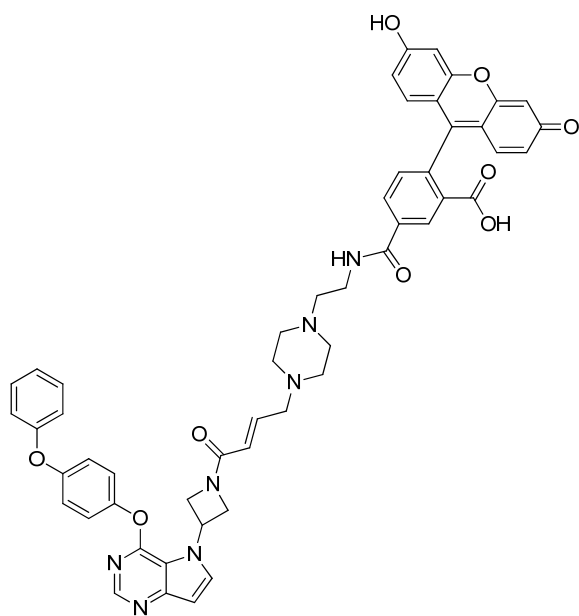
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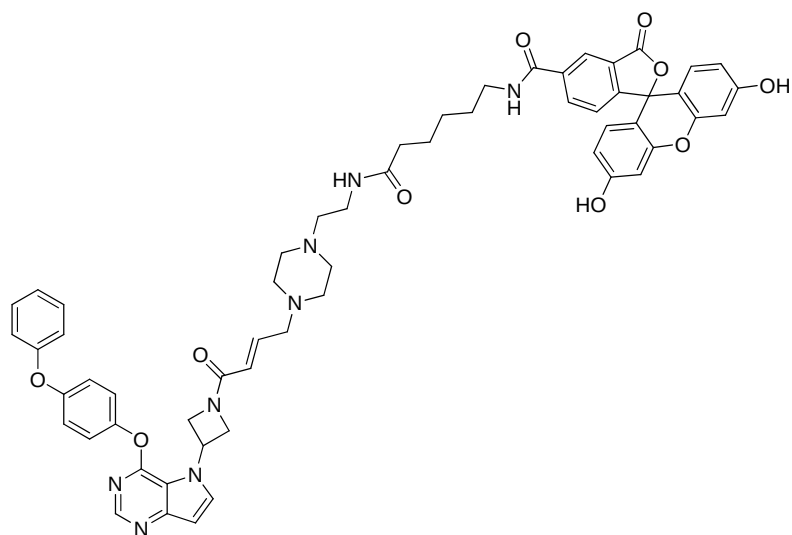
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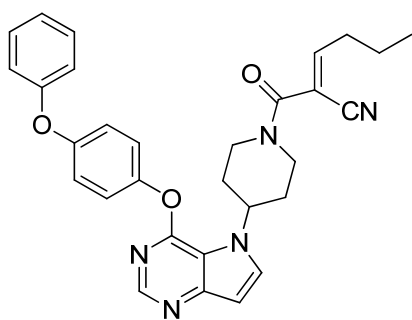
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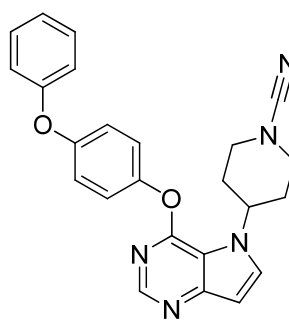
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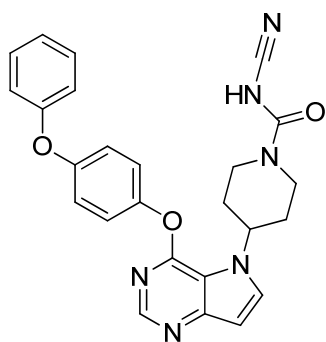
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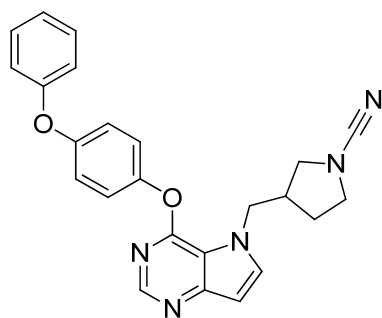
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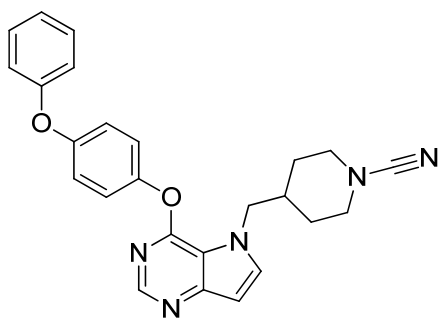
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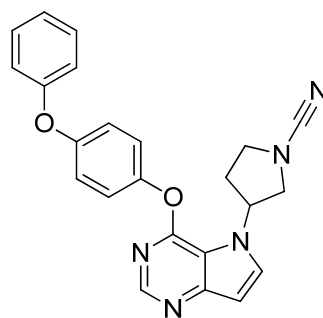
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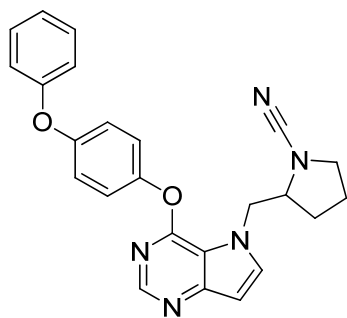
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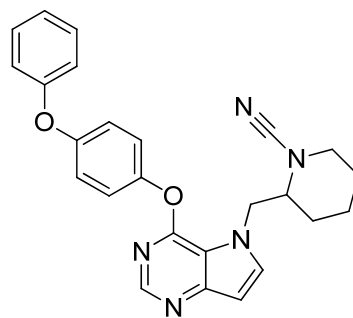
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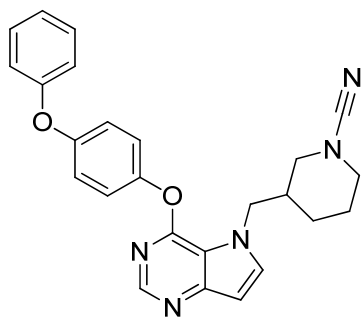
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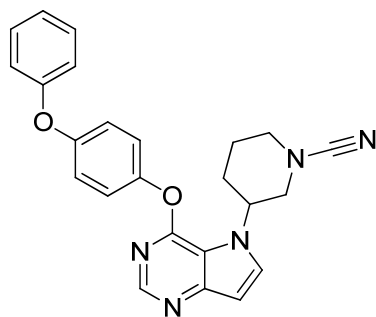
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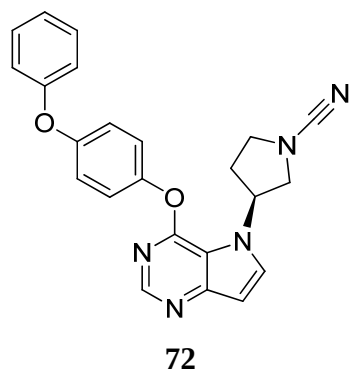
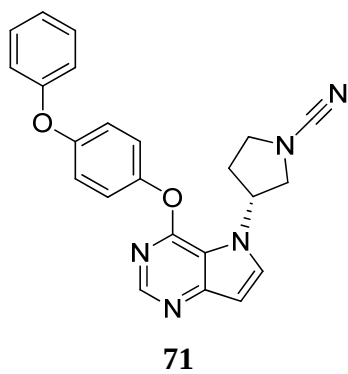
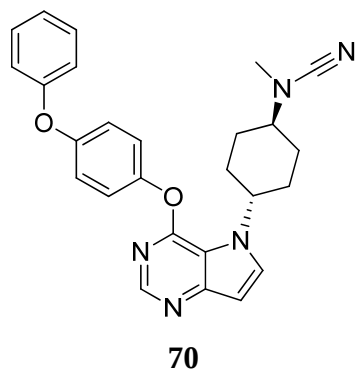
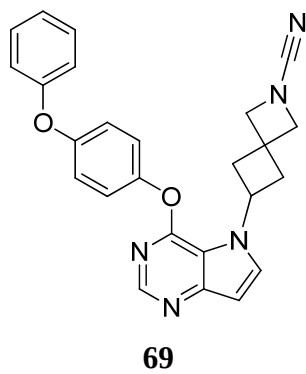
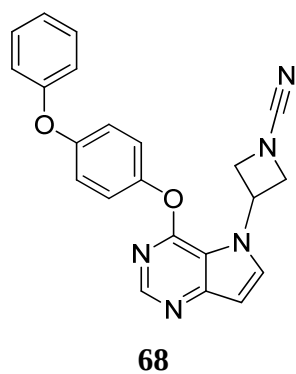
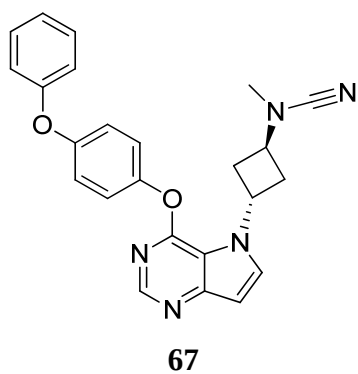
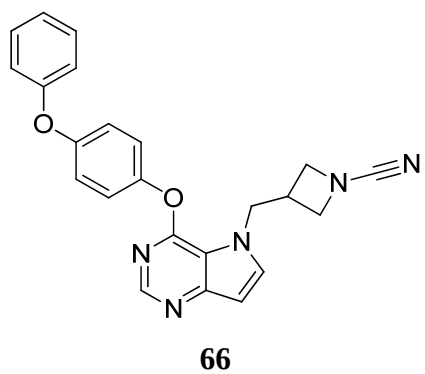
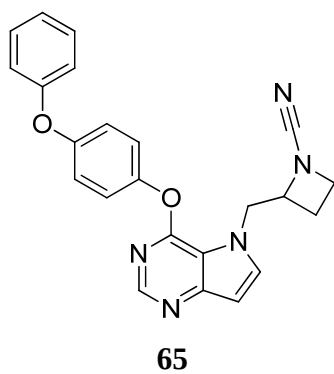
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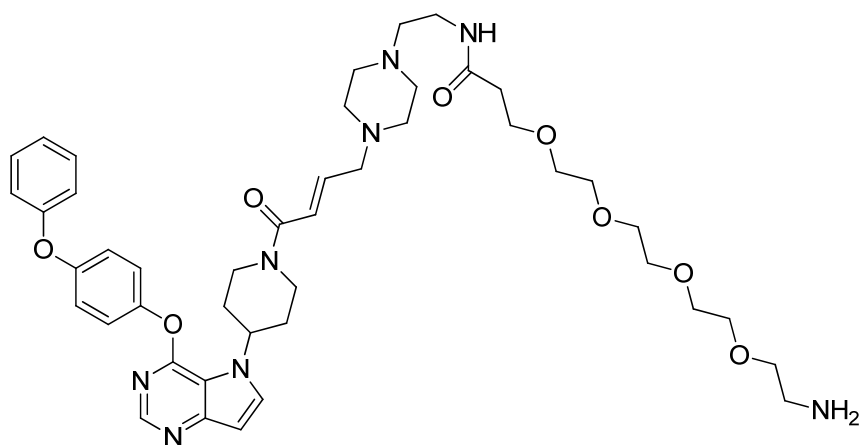


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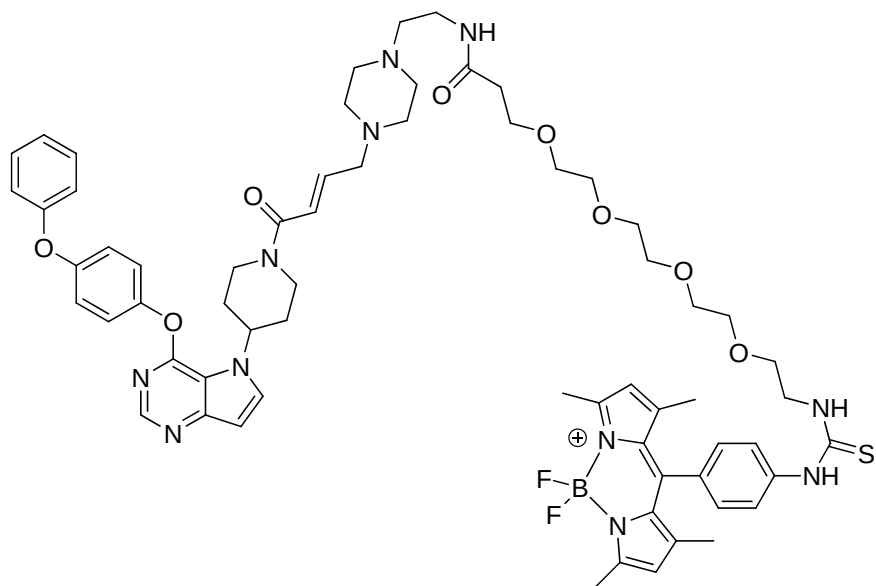


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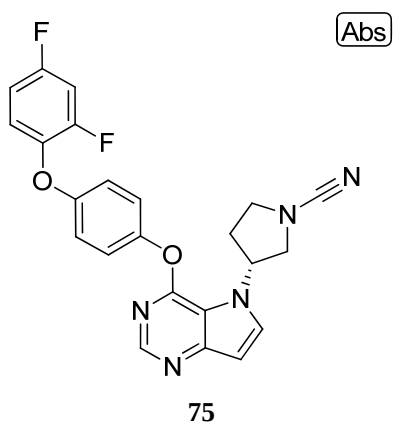




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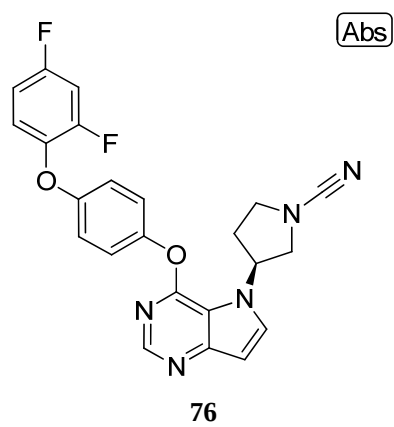


74



75

(Abs)



76

(Abs)

16. A pharmaceutical composition comprising a compound of claim 1, and a pharmaceutically acceptable adjuvant, carrier, or vehicle.