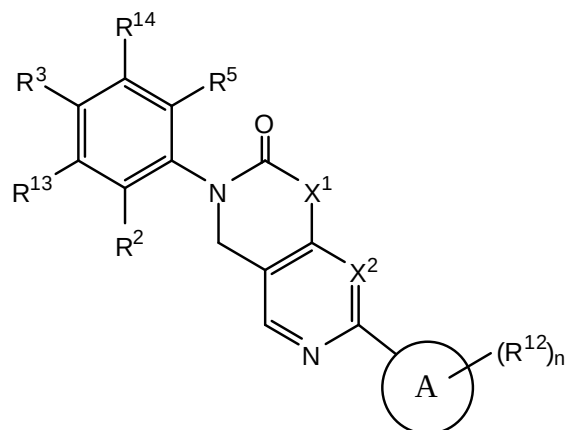


What is claimed is:

1. A combination of a compound and an additional therapeutic agent for use in treating cancer, wherein the compound has Formula (I'):



or a pharmaceutically acceptable salt thereof, wherein:

ring A is a C₆₋₁₀ aryl or 5- to 10-membered heteroaryl having carbon and 1 to 4 heteroatoms as ring members selected from O, N, and S, wherein the N and S are each optionally oxidized;

each R¹² is independently selected from halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^a, SR^a, C(O)R^a, C(O)NR^aR^a, C(O)OR^a, OC(O)R^a, OC(O)NR^aR^a, NR^aR^a, NR^aOR^a, NR^aC(O)R^a, NR^aC(O)OR^a, NR^aC(O)NR^aR^a, C(=NR^a)R^a, C(=NR^a)NR^aR^a, NR^aC(=NR^a)NR^aR^a, NR^aS(O)R^a, NR^aS(O)₂R^a, NR^aS(O)₂NR^aR^a, S(O)R^a, S(O)NR^aR^a, S(O)₂R^a, and S(O)₂NR^aR^a, wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- are each optionally substituted with 1, 2, 3, or 4 independently selected R^b substituents;

or two adjacent R¹² substituents on ring A taken together with the atoms to which they are attached form a fused 5- or 6-membered cycloalkyl ring, 5 to 6-membered heterocycloalkyl ring, phenyl or 5 to 6-membered heteroaryl ring, wherein the heterocycloalkyl or heteroaryl has 1-2 heteroatoms as ring members selected from O, N, and S;

each R^a is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein the C₁₋₆ alkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^a are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^d substituents;

or any two R^a substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^b is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^c, SR^c, C(O)R^c, C(O)NR^cR^c, C(O)OR^c, OC(O)R^c, OC(O)NR^cR^c, C(=NR^c)NR^cR^c, NR^cC(=NR^c)NR^cR^c, NR^cR^c, NR^cC(O)R^c, NR^cC(O)OR^c, NR^cC(O)NR^cR^c, NR^cS(O)R^c, NR^cS(O)₂R^c, NR^cS(O)₂NR^cR^c, S(O)R^c, S(O)NR^cR^c, S(O)₂R^c, and S(O)₂NR^cR^c; wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^b are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

each R^c is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^c are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

or any two R^c substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^d is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^e, SR^e, C(O)R^e, C(O)NR^eR^e, C(O)OR^e, OC(O)R^e, OC(O)NR^eR^e, NR^eR^e, NR^eC(O)R^e, NR^eC(O)NR^eR^e, NR^eC(O)OR^e, C(=NR^e)NR^eR^e, NR^eC(=NR^e)NR^eR^e, S(O)R^e, S(O)NR^eR^e, S(O)₂R^e, NR^eS(O)₂R^e, NR^eS(O)₂NR^eR^e, and S(O)₂NR^eR^e;

each R^f is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^g, SR^g, C(O)R^g, C(O)NR^gR^g, C(O)OR^g, OC(O)R^g, OC(O)NR^gR^g, NR^gR^g, NR^gC(O)R^g, NR^gC(O)NR^gR^g, NR^gC(O)OR^g, C(=NR^g)NR^gR^g, NR^gC(=NR^g)NR^gR^g, S(O)R^g, S(O)NR^gR^g, S(O)₂R^g, NR^gS(O)₂R^g, NR^gS(O)₂NR^gR^g, and S(O)₂NR^gR^g;

each R^h is independently selected from C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-6 membered heteroaryl, C₁₋₆ haloalkyl, halo, CN, ORⁱ, SRⁱ, C(O)Rⁱ, C(O)NRⁱRⁱ, C(O)ORⁱ, OC(O)Rⁱ, OC(O)NRⁱRⁱ, NRⁱRⁱ, NRⁱC(O)Rⁱ, NRⁱC(O)NRⁱRⁱ, NRⁱC(O)ORⁱ, C(=NRⁱ)NRⁱRⁱ, NRⁱC(=NRⁱ)NRⁱRⁱ, S(O)Rⁱ, S(O)NRⁱRⁱ, S(O)₂Rⁱ, NRⁱS(O)₂Rⁱ, NRⁱS(O)₂NRⁱRⁱ, and S(O)₂NRⁱRⁱ, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl of R^h are optionally substituted by 1, 2, or 3 independently selected R^j substituents;

each R^j is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^k, SR^k, C(O)R^k, C(O)NR^kR^k, C(O)OR^k, OC(O)R^k, OC(O)NR^kR^k, NR^kR^k, NR^kC(O)R^k, NR^kC(O)NR^kR^k, NR^kC(O)ORⁱ, C(=NR^k)NR^kR^k, NR^kC(=NR^k)NR^kR^k, S(O)R^k, S(O)NR^kR^k, S(O)₂R^k, NR^kS(O)₂R^k, NR^kS(O)₂NR^kR^k, and S(O)₂NR^kR^k;

each R^e, R^g, Rⁱ or R^k is independently selected from H, C₁₋₄ alkyl, C₆₋₁₀aryl, C₁₋₄ haloalkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl, wherein the C₁₋₄ alkyl, C₆₋₁₀aryl, C₂₋₄ alkenyl or C₂₋₄ alkynyl is optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ alkylthio, C₁₋₄ alkylamino, di(C₁₋₄ alkyl)amino, C₁₋₄ haloalkyl, and C₁₋₄ haloalkoxy;

or any two R^e substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two R^g substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two Rⁱ substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

X¹ is -CR¹⁰R¹¹- or -NR⁷-

X^2 is N or CR^6 ;
 R^{13} is H, CN, $NR^{c4}R^{d4}$, OR^1 or $-C(O)NHR^e$, wherein R^1 is C_{1-3} alkyl or C_{1-3} haloalkyl;
 R^2 and R^5 are halogen;
 R^3 is H, halo, C_{1-3} alkyl, C_{1-3} haloalkyl, CN, or C_{1-3} alkoxy;
 R^{14} is H, CN, $NR^{c4}R^{d4}$, OR^4 or $-C(O)NHR^g$, wherein R^4 is C_{1-3} alkyl or C_{1-3} haloalkyl;
 R^6 is selected from H, halo, CN, OR^{a4} , SR^{a4} , $C(O)NR^{c4}R^{d4}$, $OC(O)NR^{c4}R^{d4}$, $NR^{c4}R^{d4}$, $NR^{c4}C(O)R^{b4}$, $NR^{c4}C(O)OR^{a4}$, $NR^{c4}C(O)NR^{c4}R^{d4}$, $NR^{c4}S(O)R^{b4}$, $NR^{c4}S(O)_2R^{b4}$, $NR^{c4}S(O)_2NR^{c4}R^{d4}$, $S(O)R^{b4}$, $S(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, $S(O)_2NR^{c4}R^{d4}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, phenyl, C_{3-6} cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl, C_{3-6} cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R^6 are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A} ;
 R^7 is selected from H, $C(O)NR^{c4}R^{d4}$, $S(O)R^{b4}$, $S(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, $S(O)_2NR^{c4}R^{d4}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, phenyl, C_{3-6} cycloalkyl, 5- to 10-membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, 4- to 10-membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, and (4-10 membered heterocycloalkyl)- C_{1-4} alkyl-; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl, C_{3-6} cycloalkyl, 5- to 10-membered heteroaryl, 4-7 membered heterocycloalkyl, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, and (4-10 membered heterocycloalkyl)- C_{1-4} alkyl- groups of R^7 are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A} ; or two R^{10A} substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R^7 , taken together with the atoms to which they are attached, form a fused C_{5-6} cycloalkyl ring or a fused 5- to 6-membered heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C_{5-6} cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R^{19} groups;
 R^{10} and R^{11} are each independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-10} aryl, C_{3-10} cycloalkyl, a 5-10 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-10

membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl groups of R¹⁰ and R¹¹ are each optionally substituted with 1, 2, or 3, R^{10A};

alternatively, R¹⁰ and R¹¹ together with the carbon atom to which they are attached form a 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group or a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group; wherein said 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group and 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group are each optionally substituted with 1, 2, 3 or 4 R^{10A};

each R^{10A} is independently selected from halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{10A} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{a4}, R^{b4}, R^{c4}, and R^{d4} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

alternatively, R^{c4} and R^{d4} together with the nitrogen atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group which is optionally substituted with 1, 2 or 3 substituents independently selected from R¹⁹;

each R^{e4} is independently H or C₁₋₄ alkyl;

each R¹⁹ is independently selected from halo, CN, NO₂, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, OC(O)R^{b9}, OC(O)NR^{c9}R^{d9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9},

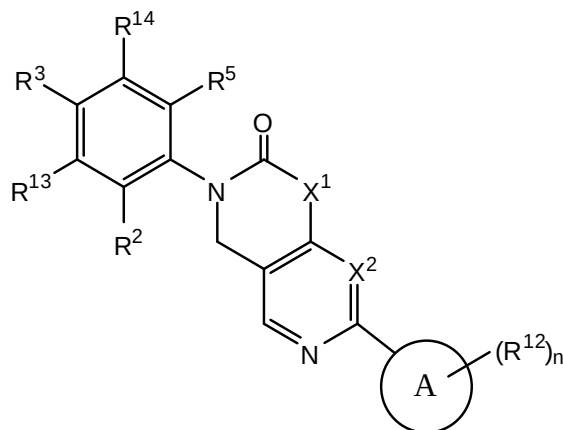
$\text{NR}^{\text{c9}}\text{C}(\text{O})\text{OR}^{\text{a9}}$, $\text{NR}^{\text{c9}}\text{C}(\text{O})\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$, $\text{NR}^{\text{c9}}\text{S}(\text{O})\text{R}^{\text{b9}}$, $\text{NR}^{\text{c9}}\text{S}(\text{O})_2\text{R}^{\text{b9}}$, $\text{NR}^{\text{c9}}\text{S}(\text{O})_2\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$,
 $\text{S}(\text{O})\text{R}^{\text{b9}}$, $\text{S}(\text{O})\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$, $\text{S}(\text{O})_2\text{R}^{\text{b9}}$, $\text{S}(\text{O})_2\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, 4- to 6-membered heterocycloalkyl and C_{1-4} haloalkyl, wherein the C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl, 4- to 6-membered heterocycloalkyl and C_{1-4} haloalkyl of R^{19} are each further optionally substituted with 1 or 2 R^{20} substituents independently selected from H, halo, CN, NO_2 , OR^{q} , SR^{q} , $\text{C}(\text{O})\text{R}^{\text{q}}$, $\text{C}(\text{O})\text{NR}^{\text{q}}\text{R}^{\text{q}}$, $\text{C}(\text{O})\text{OR}^{\text{q}}$, $\text{OC}(\text{O})\text{R}^{\text{q}}$, $\text{OC}(\text{O})\text{NR}^{\text{q}}\text{R}^{\text{q}}$, $\text{NR}^{\text{q}}\text{R}^{\text{q}}$, $\text{NR}^{\text{q}}\text{C}(\text{O})\text{R}^{\text{q}}$, $\text{NR}^{\text{q}}\text{C}(\text{O})\text{OR}^{\text{q}}$, $\text{NR}^{\text{q}}\text{C}(\text{O})\text{NR}^{\text{q}}\text{R}^{\text{q}}$, $\text{NR}^{\text{q}}\text{S}(\text{O})\text{R}^{\text{q}}$, $\text{NR}^{\text{q}}\text{S}(\text{O})_2\text{R}^{\text{q}}$, $\text{NR}^{\text{q}}\text{S}(\text{O})_2\text{NR}^{\text{q}}\text{R}^{\text{q}}$, $\text{S}(\text{O})\text{R}^{\text{q}}$, $\text{S}(\text{O})\text{NR}^{\text{q}}\text{R}^{\text{q}}$, $\text{S}(\text{O})_2\text{R}^{\text{q}}$, $\text{S}(\text{O})_2\text{NR}^{\text{q}}\text{R}^{\text{q}}$, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{3-6} cycloalkyl and C_{1-4} haloalkyl, wherein each R^{q} is independently H or C_{1-4} alkyl;

each R^{a9} , R^{c9} , and R^{d9} is independently selected from H and C_{1-4} alkyl;

each R^{b9} is independently C_{1-4} alkyl; and

the subscript n is 0, 1, 2 or 3.

2. A compound for use in treating cancer, wherein the compound is administered in combination with an additional therapeutic agent, and wherein the compound has Formula (I'):



or a pharmaceutically acceptable salt thereof, wherein:

ring A is a C_{6-10} aryl or 5- to 10-membered heteroaryl having carbon and 1 to 4 heteroatoms as ring members selected from O, N, and S, wherein the N and S are each optionally oxidized;

each R^{12} is independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, (4-10 membered heterocycloalkyl)- C_{1-4} alkyl-, CN, NO_2 , OR^{a} , SR^{a} ,

C(O)R^a, C(O)NR^aR^a, C(O)OR^a, OC(O)R^a, OC(O)NR^aR^a, NR^aR^a, NR^aOR^a, NR^aC(O)R^a, NR^aC(O)OR^a, NR^aC(O)NR^aR^a, C(=NR^a)R^a, C(=NR^a)NR^aR^a, NR^aC(=NR^a)NR^aR^a, NR^aS(O)R^a, NR^aS(O)₂R^a, NR^aS(O)₂NR^aR^a, S(O)R^a, S(O)NR^aR^a, S(O)₂R^a, and S(O)₂NR^aR^a, wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- are each optionally substituted with 1, 2, 3, or 4 independently selected R^b substituents;

or two adjacent R¹² substituents on ring A taken together with the atoms to which they are attached form a fused 5- or 6-membered cycloalkyl ring, 5 to 6-membered heterocycloalkyl ring, phenyl or 5 to 6-membered heteroaryl ring, wherein the heterocycloalkyl or heteroaryl has 1-2 heteroatoms as ring members selected from O, N, and S;

each R^a is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein the C₁₋₆ alkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^a are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^d substituents;

or any two R^a substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^b is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^c, SR^c, C(O)R^c, C(O)NR^cR^c, C(O)OR^c, OC(O)R^c, OC(O)NR^cR^c, C(=NR^c)NR^cR^c, NR^cC(=NR^c)NR^cR^c, NR^cR^c, NR^cC(O)R^c, NR^cC(O)OR^c, NR^cC(O)NR^cR^c, NR^cS(O)R^c, NR^cS(O)₂R^c, NR^cS(O)₂NR^cR^c, S(O)R^c, S(O)NR^cR^c, S(O)₂R^c, and S(O)₂NR^cR^c; wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^b are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

each R^c is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^c are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

or any two R^c substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^d is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^e, SR^e, C(O)R^e, C(O)NR^eR^e, C(O)OR^e, OC(O)R^e, OC(O)NR^eR^e, NR^eR^e, NR^eC(O)R^e, NR^eC(O)NR^eR^e, NR^eC(O)OR^e, C(=NR^e)NR^eR^e, NR^eC(=NR^e)NR^eR^e, S(O)R^e, S(O)NR^eR^e, S(O)₂R^e, NR^eS(O)₂R^e, NR^eS(O)₂NR^eR^e, and S(O)₂NR^eR^e;

each R^f is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^g, SR^g, C(O)R^g, C(O)NR^gR^g, C(O)OR^g, OC(O)R^g, OC(O)NR^gR^g, NR^gR^g, NR^gC(O)R^g, NR^gC(O)NR^gR^g, NR^gC(O)OR^g, C(=NR^g)NR^gR^g, NR^gC(=NR^g)NR^gR^g, S(O)R^g, S(O)NR^gR^g, S(O)₂R^g, NR^gS(O)₂R^g, NR^gS(O)₂NR^gR^g, and S(O)₂NR^gR^g;

each R^h is independently selected from C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-6 membered heteroaryl, C₁₋₆ haloalkyl, halo, CN, ORⁱ, SRⁱ, C(O)Rⁱ, C(O)NRⁱRⁱ, C(O)ORⁱ, OC(O)Rⁱ, OC(O)NRⁱRⁱ, NRⁱRⁱ, NRⁱC(O)Rⁱ, NRⁱC(O)NRⁱRⁱ, NRⁱC(O)ORⁱ, C(=NRⁱ)NRⁱRⁱ, NRⁱC(=NRⁱ)NRⁱRⁱ, S(O)Rⁱ, S(O)NRⁱRⁱ, S(O)₂Rⁱ, NRⁱS(O)₂Rⁱ, NRⁱS(O)₂NRⁱRⁱ, and S(O)₂NRⁱRⁱ, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl of R^h are optionally substituted by 1, 2, or 3 independently selected R^j substituents;

each R^j is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^k, SR^k, C(O)R^k, C(O)NR^kR^k, C(O)OR^k, OC(O)R^k, OC(O)NR^kR^k, NR^kR^k, NR^kC(O)R^k, NR^kC(O)NR^kR^k, NR^kC(O)OR^k, C(=NR^k)NR^kR^k, NR^kC(=NR^k)NR^kR^k, S(O)R^k, S(O)NR^kR^k, S(O)₂R^k, NR^kS(O)₂R^k, NR^kS(O)₂NR^kR^k, and S(O)₂NR^kR^k;

each R^e, R^g, Rⁱ or R^k is independently selected from H, C₁₋₄ alkyl, C₆₋₁₀aryl, C₁₋₄ haloalkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl, wherein the C₁₋₄ alkyl, C₆₋₁₀aryl, C₂₋₄ alkenyl or C₂₋₄ alkynyl is optionally substituted with 1, 2, or 3 substituents independently selected from OH,

CN, amino, halo, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ alkylthio, C₁₋₄ alkylamino, di(C₁₋₄ alkyl)amino, C₁₋₄ haloalkyl, and C₁₋₄ haloalkoxy;

or any two R^e substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two R^g substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two Rⁱ substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

X¹ is -CR¹⁰R¹¹- or -NR⁷-

X² is N or CR⁶;

R¹³ is H, CN, NR^{c4}R^{d4}, OR¹ or -C(O)NHR^e, wherein R¹ is C₁₋₃ alkyl or C₁₋₃ haloalkyl;

R² and R⁵ are halogen;

R³ is H, halo, C₁₋₃ alkyl, C₁₋₃ haloalkyl, CN, or C₁₋₃ alkoxy;

R¹⁴ is H, CN, NR^{c4}R^{d4}, OR⁴ or -C(O)NHR^g, wherein R⁴ is C₁₋₃ alkyl or C₁₋₃ haloalkyl;

R⁶ is selected from H, halo, CN, OR^{a4}, SR^{a4}, C(O)NR^{c4}R^{d4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R⁶ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A};

R⁷ is selected from H, C(O)NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, 4- to 10-membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀

cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- groups of R⁷ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A}; or two R^{10A} substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R⁷, taken together with the atoms to which they are attached, form a fused C₅₋₆ cycloalkyl ring or a fused 5- to 6-membered heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C₅₋₆ cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R¹⁹ groups;

R¹⁰ and R¹¹ are each independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, a 5-10 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-10 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl groups of R¹⁰ and R¹¹ are each optionally substituted with 1, 2, or 3, R^{10A};

alternatively, R¹⁰ and R¹¹ together with the carbon atom to which they are attached form a 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group or a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group; wherein said 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group and 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group are each optionally substituted with 1, 2, 3 or 4 R^{10A};

each R^{10A} is independently selected from halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{10A} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety

having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{a4}, R^{b4}, R^{c4}, and R^{d4} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

alternatively, R^{c4} and R^{d4} together with the nitrogen atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group which is optionally substituted with 1, 2 or 3 substituents independently selected from R¹⁹;

each R^{e4} is independently H or C₁₋₄ alkyl;

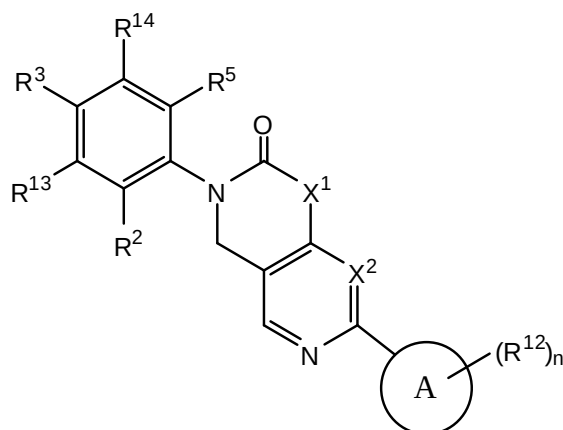
each R¹⁹ is independently selected from halo, CN, NO₂, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, OC(O)R^{b9}, OC(O)NR^{c9}R^{d9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}C(O)NR^{c9}R^{d9}, NR^{c9}S(O)R^{b9}, NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9}, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl, wherein the C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl of R¹⁹ are each further optionally substituted with 1 or 2 R²⁰ substituents independently selected from H, halo, CN, NO₂, OR^q, SR^q, C(O)R^q, C(O)NR^qR^q, C(O)OR^q, OC(O)R^q, OC(O)NR^qR^q, NR^qR^q, NR^qC(O)R^q, NR^qC(O)OR^q, NR^qC(O)NR^qR^q, NR^qS(O)R^q, NR^qS(O)₂R^q, NR^qS(O)₂NR^qR^q, S(O)R^q, S(O)NR^qR^q, S(O)₂R^q, S(O)₂NR^qR^q, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆ cycloalkyl and C₁₋₄ haloalkyl, wherein each R^q is independently H or C₁₋₄alkyl;

each R^{a9}, R^{c9}, and R^{d9} is independently selected from H and C₁₋₄ alkyl;

each R^{b9} is independently C₁₋₄ alkyl; and

the subscript n is 0, 1, 2 or 3.

3. An additional therapeutic agent for use in treating cancer, wherein the additional therapeutic agent is administered in combination with a compound, and wherein the compound has Formula (I'):



or a pharmaceutically acceptable salt thereof, wherein:

ring A is a C₆₋₁₀ aryl or 5- to 10-membered heteroaryl having carbon and 1 to 4 heteroatoms as ring members selected from O, N, and S, wherein the N and S are each optionally oxidized;

each R¹² is independently selected from halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^a, SR^a, C(O)R^a, C(O)NR^aR^a, C(O)OR^a, OC(O)R^a, OC(O)NR^aR^a, NR^aR^a, NR^aOR^a, NR^aC(O)R^a, NR^aC(O)OR^a, NR^aC(O)NR^aR^a, C(=NR^a)R^a, C(=NR^a)NR^aR^a, NR^aC(=NR^a)NR^aR^a, NR^aS(O)R^a, NR^aS(O)₂R^a, NR^aS(O)₂NR^aR^a, S(O)R^a, S(O)NR^aR^a, S(O)₂R^a, and S(O)₂NR^aR^a, wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- are each optionally substituted with 1, 2, 3, or 4 independently selected R^b substituents;

or two adjacent R¹² substituents on ring A taken together with the atoms to which they are attached form a fused 5- or 6-membered cycloalkyl ring, 5 to 6-membered heterocycloalkyl ring, phenyl or 5 to 6-membered heteroaryl ring, wherein the heterocycloalkyl or heteroaryl has 1-2 heteroatoms as ring members selected from O, N, and S;

each R^a is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein the C₁₋₆ alkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀

cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^a are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^d substituents;

or any two R^a substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^b is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^c, SR^c, C(O)R^c, C(O)NR^cR^c, C(O)OR^c, OC(O)R^c, OC(O)NR^cR^c, C(=NR^c)NR^cR^c, NR^cC(=NR^c)NR^cR^c, NR^cR^c, NR^cC(O)R^c, NR^cC(O)OR^c, NR^cC(O)NR^cR^c, NR^cS(O)R^c, NR^cS(O)₂R^c, NR^cS(O)₂NR^cR^c, S(O)R^c, S(O)NR^cR^c, S(O)₂R^c, and S(O)₂NR^cR^c; wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^b are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

each R^c is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^c are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

or any two R^c substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^d is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^e, SR^e, C(O)R^e, C(O)NR^eR^e, C(O)OR^e, OC(O)R^e, OC(O)NR^eR^e, NR^eR^e, NR^eC(O)R^e, NR^eC(O)NR^eR^e, NR^eC(O)OR^e, C(=NR^e)NR^eR^e, NR^eC(=NR^e)NR^eR^e, S(O)R^e, S(O)NR^eR^e, S(O)₂R^e, NR^eS(O)₂R^e, NR^eS(O)₂NR^eR^e, and S(O)₂NR^eR^e;

each R^f is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^g, SR^g, C(O)R^g, C(O)NR^gR^g, C(O)OR^g, OC(O)R^g, OC(O)NR^gR^g, NR^gR^g, NR^gC(O)R^g,

$\text{NR}^g\text{C}(\text{O})\text{NR}^g\text{R}^g$, $\text{NR}^g\text{C}(\text{O})\text{OR}^g$, $\text{C}(=\text{NR}^g)\text{NR}^g\text{R}^g$, $\text{NR}^g\text{C}(=\text{NR}^g)\text{NR}^g\text{R}^g$, $\text{S}(\text{O})\text{R}^g$, $\text{S}(\text{O})\text{NR}^g\text{R}^g$, $\text{S}(\text{O})_2\text{R}^g$, $\text{NR}^g\text{S}(\text{O})_2\text{R}^g$, $\text{NR}^g\text{S}(\text{O})_2\text{NR}^g\text{R}^g$, and $\text{S}(\text{O})_2\text{NR}^g\text{R}^g$;

each R^h is independently selected from C_{1-6} alkyl, C_{3-7} cycloalkyl, 4-7 membered heterocycloalkyl, C_{6-10} aryl, 5-6 membered heteroaryl, C_{1-6} haloalkyl, halo, CN, OR^i , SR^i , $\text{C}(\text{O})\text{R}^i$, $\text{C}(\text{O})\text{NR}^i\text{R}^i$, $\text{C}(\text{O})\text{OR}^i$, $\text{OC}(\text{O})\text{R}^i$, $\text{OC}(\text{O})\text{NR}^i\text{R}^i$, NR^iR^i , $\text{NR}^i\text{C}(\text{O})\text{R}^i$, $\text{NR}^i\text{C}(\text{O})\text{NR}^i\text{R}^i$, $\text{NR}^i\text{C}(\text{O})\text{OR}^i$, $\text{C}(=\text{NR}^i)\text{NR}^i\text{R}^i$, $\text{NR}^i\text{C}(=\text{NR}^i)\text{NR}^i\text{R}^i$, $\text{S}(\text{O})\text{R}^i$, $\text{S}(\text{O})\text{NR}^i\text{R}^i$, $\text{S}(\text{O})_2\text{R}^i$, $\text{NR}^i\text{S}(\text{O})_2\text{R}^i$, $\text{NR}^i\text{S}(\text{O})_2\text{NR}^i\text{R}^i$, and $\text{S}(\text{O})_2\text{NR}^i\text{R}^i$, wherein said C_{1-6} alkyl, C_{3-7} cycloalkyl, 4-7 membered heterocycloalkyl, C_{6-10} aryl, and 5-6 membered heteroaryl of R^h are optionally substituted by 1, 2, or 3 independently selected R^j substituents;

each R^j is independently selected from halo, C_{1-4} alkyl, C_{1-4} haloalkyl, CN, OR^k , SR^k , $\text{C}(\text{O})\text{R}^k$, $\text{C}(\text{O})\text{NR}^k\text{R}^k$, $\text{C}(\text{O})\text{OR}^k$, $\text{OC}(\text{O})\text{R}^k$, $\text{OC}(\text{O})\text{NR}^k\text{R}^k$, NR^kR^k , $\text{NR}^k\text{C}(\text{O})\text{R}^k$, $\text{NR}^k\text{C}(\text{O})\text{NR}^k\text{R}^k$, $\text{NR}^k\text{C}(\text{O})\text{OR}^k$, $\text{C}(=\text{NR}^k)\text{NR}^k\text{R}^k$, $\text{NR}^k\text{C}(=\text{NR}^k)\text{NR}^k\text{R}^k$, $\text{S}(\text{O})\text{R}^k$, $\text{S}(\text{O})\text{NR}^k\text{R}^k$, $\text{S}(\text{O})_2\text{R}^k$, $\text{NR}^k\text{S}(\text{O})_2\text{R}^k$, $\text{NR}^k\text{S}(\text{O})_2\text{NR}^k\text{R}^k$, and $\text{S}(\text{O})_2\text{NR}^k\text{R}^k$;

each R^e , R^g , R^i or R^k is independently selected from H, C_{1-4} alkyl, C_{6-10} aryl, C_{1-4} haloalkyl, C_{2-4} alkenyl, and C_{2-4} alkynyl, wherein the C_{1-4} alkyl, C_{6-10} aryl, C_{2-4} alkenyl or C_{2-4} alkynyl is optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkylthio, C_{1-4} alkylamino, $\text{di}(\text{C}_{1-4}$ alkyl)amino, C_{1-4} haloalkyl, and C_{1-4} haloalkoxy;

or any two R^e substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two R^g substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two R^i substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

X^1 is $-\text{CR}^{10}\text{R}^{11}-$ or $-\text{NR}^7-$

X^2 is N or CR^6 ;

R^{13} is H, CN, $\text{NR}^{c4}\text{R}^{d4}$, OR^1 or $-\text{C}(\text{O})\text{NHR}^e$, wherein R^1 is C_{1-3} alkyl or C_{1-3} haloalkyl;

R^2 and R^5 are halogen;

R^3 is H, halo, C_{1-3} alkyl, C_{1-3} haloalkyl, CN, or C_{1-3} alkoxy;

R^{14} is H, CN, $\text{NR}^{c4}\text{R}^{d4}$, OR^4 or $-\text{C}(\text{O})\text{NHR}^g$, wherein R^4 is C_{1-3} alkyl or C_{1-3} haloalkyl;

R⁶ is selected from H, halo, CN, OR^{a4}, SR^{a4}, C(O)NR^{c4}R^{d4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R⁶ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A};

R⁷ is selected from H, C(O)NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, 4- to 10-membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- groups of R⁷ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A}; or two R^{10A} substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R⁷, taken together with the atoms to which they are attached, form a fused C₅₋₆ cycloalkyl ring or a fused 5- to 6-membered heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C₅₋₆ cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R¹⁹ groups;

R¹⁰ and R¹¹ are each independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, a 5-10 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-10 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl groups of R¹⁰ and R¹¹ are each optionally substituted with 1, 2, or 3, R^{10A};

alternatively, R¹⁰ and R¹¹ together with the carbon atom to which they are attached form a 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group or a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group; wherein said 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group and 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group are each optionally substituted with 1, 2, 3 or 4 R^{10A};

each R^{10A} is independently selected from halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{10A} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{a4}, R^{b4}, R^{c4}, and R^{d4} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

alternatively, R^{c4} and R^{d4} together with the nitrogen atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group which is optionally substituted with 1, 2 or 3 substituents independently selected from R¹⁹;

each R^{e4} is independently H or C₁₋₄ alkyl;

each R¹⁹ is independently selected from halo, CN, NO₂, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, OC(O)R^{b9}, OC(O)NR^{c9}R^{d9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}C(O)NR^{c9}R^{d9}, NR^{c9}S(O)R^{b9}, NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9}, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆ cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl, wherein the C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆ cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl

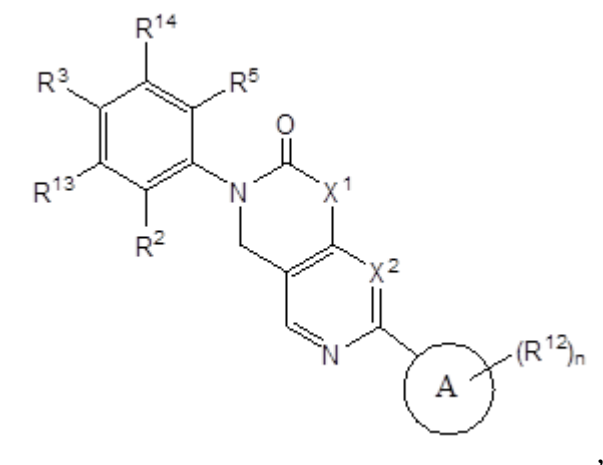
of R¹⁹ are each further optionally substituted with 1 or 2 R²⁰ substituents independently selected from H, halo, CN, NO₂, OR^q, SR^q, C(O)R^q, C(O)NR^qR^q, C(O)OR^q, OC(O)R^q, OC(O)NR^qR^q, NR^qR^q, NR^qC(O)R^q, NR^qC(O)OR^q, NR^qC(O)NR^qR^q, NR^qS(O)R^q, NR^qS(O)₂R^q, NR^qS(O)₂NR^qR^q, S(O)R^q, S(O)NR^qR^q, S(O)₂R^q, S(O)₂NR^qR^q, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆ cycloalkyl and C₁₋₄ haloalkyl, wherein each R^q is independently H or C₁₋₄alkyl;

each R^{a9}, R^{c9}, and R^{d9} is independently selected from H and C₁₋₄ alkyl;

each R^{b9} is independently C₁₋₄ alkyl; and

the subscript n is 0, 1, 2 or 3.

4. Use of a compound in the manufacture of a medicament for the treatment of cancer, wherein the compound is administered in combination with an additional therapeutic agent, and wherein the compound has Formula (I'):



or a pharmaceutically acceptable salt thereof, wherein:

ring A is a C₆₋₁₀ aryl or 5- to 10-membered heteroaryl having carbon and 1 to 4 heteroatoms as ring members selected from O, N, and S, wherein the N and S are each optionally oxidized;

each R¹² is independently selected from halo, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^a, SR^a, C(O)R^a, C(O)NR^aR^a, C(O)OR^a, OC(O)R^a, OC(O)NR^aR^a, NR^aR^a, NR^aOR^a, NR^aC(O)R^a, NR^aC(O)OR^a, NR^aC(O)NR^aR^a, C(=NR^a)R^a, C(=NR^a)NR^aR^a, NR^aC(=NR^a)NR^aR^a, NR^aS(O)R^a, NR^aS(O)₂R^a, NR^aS(O)₂NR^aR^a, S(O)R^a, S(O)NR^aR^a, S(O)₂R^a, and S(O)₂NR^aR^a, wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered

heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- are each optionally substituted with 1, 2, 3, or 4 independently selected R^b substituents;

or two adjacent R¹² substituents on ring A taken together with the atoms to which they are attached form a fused 5- or 6-membered cycloalkyl ring, 5 to 6-membered heterocycloalkyl ring, phenyl or 5 to 6-membered heteroaryl ring, wherein the heterocycloalkyl or heteroaryl has 1-2 heteroatoms as ring members selected from O, N, and S;

each R^a is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein the C₁₋₆ alkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^a are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^d substituents;

or any two R^a substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^b is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, CN, NO₂, OR^c, SR^c, C(O)R^c, C(O)NR^cR^c, C(O)OR^c, OC(O)R^c, OC(O)NR^cR^c, C(=NR^c)NR^cR^c, NR^cC(=NR^c)NR^cR^c, NR^cR^c, NR^cC(O)R^c, NR^cC(O)OR^c, NR^cC(O)NR^cR^c, NR^cS(O)R^c, NR^cS(O)₂R^c, NR^cS(O)₂NR^cR^c, S(O)R^c, S(O)NR^cR^c, S(O)₂R^c, and S(O)₂NR^cR^c; wherein the C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^b are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

each R^c is independently selected from H, C₁₋₆ alkyl, C₁₋₄ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, wherein said C₁₋₆

alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- of R^c are each optionally substituted with 1, 2, 3, 4, or 5 independently selected R^f substituents;

or any two R^c substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

each R^d is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^e, SR^e, C(O)R^e, C(O)NR^eR^e, C(O)OR^e, OC(O)R^e, OC(O)NR^eR^e, NR^eR^e, NR^eC(O)R^e, NR^eC(O)NR^eR^e, NR^eC(O)OR^e, C(=NR^e)NR^eR^e, NR^eC(=NR^e)NR^eR^e, S(O)R^e, S(O)NR^eR^e, S(O)₂R^e, NR^eS(O)₂R^e, NR^eS(O)₂NR^eR^e, and S(O)₂NR^eR^e;

each R^f is independently selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, halo, CN, OR^g, SR^g, C(O)R^g, C(O)NR^gR^g, C(O)OR^g, OC(O)R^g, OC(O)NR^gR^g, NR^gR^g, NR^gC(O)R^g, NR^gC(O)NR^gR^g, NR^gC(O)OR^g, C(=NR^g)NR^gR^g, NR^gC(=NR^g)NR^gR^g, S(O)R^g, S(O)NR^gR^g, S(O)₂R^g, NR^gS(O)₂R^g, NR^gS(O)₂NR^gR^g, and S(O)₂NR^gR^g;

each R^h is independently selected from C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-6 membered heteroaryl, C₁₋₆ haloalkyl, halo, CN, ORⁱ, SRⁱ, C(O)Rⁱ, C(O)NRⁱRⁱ, C(O)ORⁱ, OC(O)Rⁱ, OC(O)NRⁱRⁱ, NRⁱRⁱ, NRⁱC(O)Rⁱ, NRⁱC(O)NRⁱRⁱ, NRⁱC(O)ORⁱ, C(=NRⁱ)NRⁱRⁱ, NRⁱC(=NRⁱ)NRⁱRⁱ, S(O)Rⁱ, S(O)NRⁱRⁱ, S(O)₂Rⁱ, NRⁱS(O)₂Rⁱ, NRⁱS(O)₂NRⁱRⁱ, and S(O)₂NRⁱRⁱ, wherein said C₁₋₆ alkyl, C₃₋₇ cycloalkyl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl, and 5-6 membered heteroaryl of R^h are optionally substituted by 1, 2, or 3 independently selected R^j substituents;

each R^j is independently selected from halo, C₁₋₄ alkyl, C₁₋₄ haloalkyl, CN, OR^k, SR^k, C(O)R^k, C(O)NR^kR^k, C(O)OR^k, OC(O)R^k, OC(O)NR^kR^k, NR^kR^k, NR^kC(O)R^k, NR^kC(O)NR^kR^k, NR^kC(O)OR^k, C(=NR^k)NR^kR^k, NR^kC(=NR^k)NR^kR^k, S(O)R^k, S(O)NR^kR^k, S(O)₂R^k, NR^kS(O)₂R^k, NR^kS(O)₂NR^kR^k, and S(O)₂NR^kR^k;

each R^e, R^g, Rⁱ or R^k is independently selected from H, C₁₋₄ alkyl, C₆₋₁₀ aryl, C₁₋₄ haloalkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl, wherein the C₁₋₄ alkyl, C₆₋₁₀ aryl, C₂₋₄ alkenyl or C₂₋₄ alkynyl is optionally substituted with 1, 2, or 3 substituents independently selected from OH, CN, amino, halo, C₁₋₄ alkyl, C₁₋₄ alkoxy, C₁₋₄ alkylthio, C₁₋₄ alkylamino, di(C₁₋₄ alkyl)amino, C₁₋₄ haloalkyl, and C₁₋₄ haloalkoxy;

or any two R^e substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two R^g substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

or any two Rⁱ substituents attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group optionally substituted with 1, 2, or 3 independently selected R^h substituents;

X¹ is -CR¹⁰R¹¹- or -NR⁷-

X² is N or CR⁶;

R¹³ is H, CN, NR^{c4}R^{d4}, OR¹ or -C(O)NHR^e, wherein R¹ is C₁₋₃ alkyl or C₁₋₃ haloalkyl;

R² and R⁵ are halogen;

R³ is H, halo, C₁₋₃ alkyl, C₁₋₃ haloalkyl, CN, or C₁₋₃ alkoxy;

R¹⁴ is H, CN, NR^{c4}R^{d4}, OR⁴ or -C(O)NHR^g, wherein R⁴ is C₁₋₃ alkyl or C₁₋₃ haloalkyl;

R⁶ is selected from H, halo, CN, OR^{a4}, SR^{a4}, C(O)NR^{c4}R^{d4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R⁶ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A};

R⁷ is selected from H, C(O)NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, 4- to 10-membered heterocycloalkyl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5- to 10-membered heteroaryl, 4-7 membered heterocycloalkyl, C₆₋₁₀ aryl-C₁₋₄ alkyl-, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, (5-10 membered heteroaryl)-C₁₋₄ alkyl-, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- groups of R⁷ are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A}; or two R^{10A} substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R⁷, taken together with the atoms to which they are attached, form a fused C₅₋₆ cycloalkyl ring or a fused 5- to 6-membered

heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C₅₋₆ cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R¹⁹ groups;

R¹⁰ and R¹¹ are each independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, a 5-10 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-10 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₆₋₁₀ aryl, C₃₋₁₀ cycloalkyl, 5-10 membered heteroaryl, and 4-10 membered heterocycloalkyl groups of R¹⁰ and R¹¹ are each optionally substituted with 1, 2, or 3, R^{10A};

alternatively, R¹⁰ and R¹¹ together with the carbon atom to which they are attached form a 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group or a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group; wherein said 3-, 4-, 5-, 6-, or 7-membered cycloalkyl group and 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered heterocycloalkyl group are each optionally substituted with 1, 2, 3 or 4 R^{10A};

each R^{10A} is independently selected from halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{10A} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

each R^{a4}, R^{b4}, R^{c4}, and R^{d4} is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, phenyl, C₃₋₆ cycloalkyl, a 5-6 membered heteroaryl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, C₃₋₆ cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl group of R^{a4}, R^{b4},

R^{c4}, and R^{d4} are each optionally substituted with 1, 2, or 3 substituents independently selected from R¹⁹;

alternatively, R^{c4} and R^{d4} together with the nitrogen atom to which they are attached form a 4-, 5-, 6-, or 7-membered heterocycloalkyl group which is optionally substituted with 1, 2 or 3 substituents independently selected from R¹⁹;

each R^{e4} is independently H or C₁₋₄ alkyl;

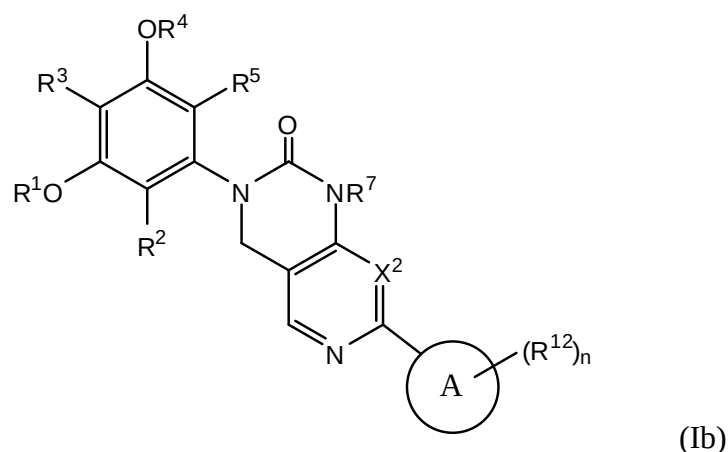
each R¹⁹ is independently selected from halo, CN, NO₂, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, OC(O)R^{b9}, OC(O)NR^{c9}R^{d9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}C(O)NR^{c9}R^{d9}, NR^{c9}S(O)R^{b9}, NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9}, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl, wherein the C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆cycloalkyl, 4- to 6-membered heterocycloalkyl and C₁₋₄ haloalkyl of R¹⁹ are each further optionally substituted with 1 or 2 R²⁰ substituents independently selected from H, halo, CN, NO₂, OR^q, SR^q, C(O)R^q, C(O)NR^qR^q, C(O)OR^q, OC(O)R^q, OC(O)NR^qR^q, NR^qR^q, NR^qC(O)R^q, NR^qC(O)OR^q, NR^qC(O)NR^qR^q, NR^qS(O)R^q, NR^qS(O)₂R^q, NR^qS(O)₂NR^qR^q, S(O)R^q, S(O)NR^qR^q, S(O)₂R^q, S(O)₂NR^qR^q, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₃₋₆ cycloalkyl and C₁₋₄ haloalkyl, wherein each R^q is independently H or C₁₋₄alkyl;

each R^{a9}, R^{c9}, and R^{d9} is independently selected from H and C₁₋₄ alkyl;

each R^{b9} is independently C₁₋₄ alkyl; and

the subscript n is 0, 1, 2 or 3.

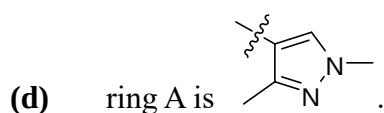
45. The combination of a compound and an additional therapeutic agent of claim 1, the compound for use according to claim 2, ~~or~~ the additional therapeutic agent for use according to claim 3, or the use according to claim 4 wherein the compound has Formula (Ib):



or a pharmaceutically acceptable salt thereof.

56. The combination of a compound and an additional therapeutic agent of claim 1 or 45, the compound for use according to claim 2 or 45, ~~or~~ the additional therapeutic agent for use according to claim 3 or 45, or the use according to claim 4 or claim 5 wherein:

- (a) ring A is 5-membered heteroaryl; or
- (b) ring A is a 5-membered heteroaryl selected from pyrrolyl, pyrazolyl, imidazolyl, triazolyl, tetrazolyl, oxazolyl, thiophenyl, thiazolyl, isoxazolyl, isothiazolyl, and furanyl; or
- (c) ring A is 4-pyrazolyl; or



67. The combination of a compound and an additional therapeutic agent of any one of claims 1, 45, and 56, the compound for use according to any one of claims 2, 45 and 56, ~~or~~ the additional therapeutic agent for use according to any one of claims 3, 5 and 6 or the use according to any one of claim 4, 5 and 6, wherein R² and R⁵ are F.

78. The combination of a compound and an additional therapeutic agent of any one of claims 1 and 45-67, the compound for use according to any one of claims 2 and 45-67, ~~or~~ the additional therapeutic agent for use according to any one of claims 34-67 or the use according to any one of claims 4 to 7, wherein:

(a) R^1 and R^4 are each C_{1-3} alkyl; or

(b) R^1 and R^4 are each methyl.

89. The combination of a compound and an additional therapeutic agent of any one of claims 1 and ~~45-78~~, the compound for use according to any one of claims 2 and ~~45-78~~, ~~or the~~ additional therapeutic agent for use according to any one of claims 3 ~~and -75 to 8 or the use according to any one of claims 4 to 8~~, wherein:

(a) X^2 is N or CH; or

(b) X^2 is CH.

910. The combination of a compound and an additional therapeutic agent of any one of claims 1 and ~~45-89~~, the compound for use according to any one of claims 2 and ~~45-89~~, ~~or the~~ additional therapeutic agent for use according to any one of claims 3 ~~and 5-89 or the use according to any one of claims 4 to 9~~, wherein:

(a) each R^{12} is independently selected from halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, (4-10 membered heterocycloalkyl)- C_{1-4} alkyl-, CN, OR^a , SR^a , $C(O)R^a$, $C(O)NR^aR^a$, $C(O)OR^a$, $OC(O)R^a$, $OC(O)NR^aR^a$, NR^aR^a , NR^aOR^a , $NR^aC(O)R^a$, $NR^aC(O)OR^a$, $NR^aC(O)NR^aR^a$, $NR^aS(O)R^a$, $NR^aS(O)_2R^a$, $NR^aS(O)_2NR^aR^a$, $S(O)R^a$, $S(O)NR^aR^a$, $S(O)_2R^a$, and $S(O)_2NR^aR^a$, wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{6-10} aryl, C_{3-10} cycloalkyl, 5-10 membered heteroaryl, 4-10 membered heterocycloalkyl, C_{6-10} aryl- C_{1-4} alkyl-, C_{3-10} cycloalkyl- C_{1-4} alkyl-, (5-10 membered heteroaryl)- C_{1-4} alkyl-, and (4-10 membered heterocycloalkyl)- C_{1-4} alkyl- are each optionally substituted with 1, 2 or 3 R^b substituents; or

(b) each R^{12} is independently selected from $-NH_2$, $-NHOH$, $-NHOR^a$, $-NHR^a$, $-NHC(O)R^a$, $-NHC(O)NHR^a$, $-NHS(O)_2R^a$, $-C(O)R^a$, $-S(O)_2R^a$, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, C_{1-4} haloalkoxy, halo, CN, C_{3-6} cycloalkyl, phenyl- C_{1-4} alkyl, 5-6 membered heteroaryl, 5- to 6-membered heteroaryl- C_{1-4} alkyl, 4- to 6-membered heterocycloalkyl, and (4-10 membered heterocycloalkyl)- C_{1-4} alkyl-, wherein the C_{1-6} alkyl, C_{3-6} cycloalkyl, phenyl- C_{1-4} alkyl, 5-6 membered heteroaryl, 5- to 6-membered heteroaryl- C_{1-4} alkyl, 4 to 6-membered

heterocycloalkyl, and (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl- is optionally substituted with from 1-3 R^b; and C₁₋₆ alkoxy or C₁₋₄ haloalkoxy is optionally substituted by 1-3 R^d; or

(c) each R¹² is independently selected from F, Cl, CN, CH₃, CH₂CH₃, NH₂, OCH₃, -C(O)NH(C₁₋₄ alkyl), NHC(O)CH₃, NHS(O)₂CH₃, NHS(O)₂R^a, C(O)R^a, -CH₂C(O)R^a, -CH₂CH₂R^a, morpholinosulfonyl, imidazolyl, 4-morpholinyl, (3-cyanopyrrolidin-1-yl)methyl, 2-cyanoprop-2-yl, 1-cyanocyclobutyl, 1-cyanocyclopropyl, benzyl, pyridylmethyl, 1,1-dioxothiolan-3-yl, 1-methylsulfonylazetidin-3-yl, 1-acetyl-3-(cyanomethyl)azetidin-3-yl, and -CH₂-(4-morpholinyl), wherein R^a is 4-morpholinyl; or

(d) each R¹² is independently NH₂, CH₃, F, CN, 1-piperidinyl, 1-piperazinyl, or 4-morpholinyl.

~~1011.~~ The combination of a compound and an additional therapeutic agent of any one of claims 1 and ~~45-910~~, the compound for use according to any one of claims 2 and ~~45-910~~, ~~or~~ the additional therapeutic agent for use according to any one of claims ~~43 and 5-910~~ or the use according to any one of claims 4 to 10, wherein:

(a) R⁷ is C₁₋₆ alkyl, phenyl, benzyl, C₃₋₆ cycloalkyl, C₃₋₁₀ cycloalkyl-C₁₋₄ alkyl-, 4- to 10-membered heterocycloalkyl, (4-10 membered heterocycloalkyl)-C₁₋₄ alkyl-, 5- to 10-membered heteroaryl, or (5- to 10-membered heteroaryl)-C₁₋₄ alkyl-, each of which is optionally substituted with 1, 2, or 3 independently selected R^{10A} substituents; or two R^{10A} substituents attached to the adjacent ring atoms of the aryl or heteroaryl ring of R⁷ are optionally taken together with the atoms to which they are attached form a fused C₅₋₆ cycloalkyl ring or a fused 5 to 6-membered heterocycloalkyl ring having 1-2 heteroatoms as ring members independently selected from O, N and S, wherein the nitrogen and sulfur atoms are each optionally oxidized and the fused C₅₋₆ cycloalkyl ring or fused 5 to 6-membered heterocycloalkyl is optionally substituted with 1 or 2 independently selected R¹⁹ groups; or

(b) R⁷ is C₁₋₆ alkyl, cyclopropylmethyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 4-fluorobenzyl, tetrahydrofuran-3-yl, (3-methylisoxazol-5-yl)methyl, (tetrahydro-2H-pyran-4-yl)methyl, (5-cyclopropylisoxazol-3-yl)methyl, 5-methylisoxazol-3-yl)methyl, 4-fluorophenyl, (1-ethylpyrazol-4-yl)methyl, benzothiazol-6-yl, 1-methyl-5-oxopyrrolidin-3-yl, 1-acetypiperidin-4-yl, 2,3-dihydro-1,4-benzodioxin-6-ylmethyl, 1-t-butoxycarbonylpiperidin-4-yl, 4-cyanophenyl, 4-pyrimidinyl, 2-pyrimidinyl, 5-pyrimidinyl,

1-methylpyrazol-3-yl, 1-methylpyrazol-4-yl, (1,5-dimethylpyrazol-4-yl)methyl, or (5-methyl-1,3,4-oxadiazol-2-yl)methyl; or

(c) R^7 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, phenyl, C_{3-6} cycloalkyl, a 5-6 membered heteroaryl having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S, and a 4-7 membered heterocycloalkyl moiety having carbon and 1, 2, or 3 heteroatoms independently selected from N, O and S; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl, C_{3-6} cycloalkyl, 5-6 membered heteroaryl, and 4-7 membered heterocycloalkyl groups of R^7 are each optionally substituted with 1, 2, or 3 substituents independently selected from R^{10A} .

~~1112.~~ The combination of a compound and an additional therapeutic agent of any one of claims 1 and ~~45-1011~~, the compound for use according to any one of claims 2 and ~~45-1011~~, ~~or the additional therapeutic agent for use according to any one of claims 3 and 5-1011 or the use according to any one of claims 4 to 11~~, wherein subscript n is 0, 1 or 2.

~~1213.~~ The combination of a compound and an additional therapeutic agent of claim 1, the compound for use according to claim 2, ~~or the additional therapeutic agent for use according to claim 3~~, or the use according to any one of claims 4 to 11 wherein the compound is:

(a) selected from:

6'-(5-amino-2-methylphenyl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(5-amino-4-fluoro-2-methylphenyl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

4-amino-2-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)benzonitrile;

6'-(5-aminopyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-fluoropyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-morpholinopyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(5-amino-2-methylpyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

5-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)nicotinonitrile;
 2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;
 2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-methoxypyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;
 6'-(5-chloropyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;
 6'-(5-(1H-imidazol-1-yl)pyridin-3-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;
 2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-(morpholine-4-carbonyl)pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;
 2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-(morpholinosulfonyl)pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;
 N-(5-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)pyridin-3-yl)methanesulfonamide; and
 2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(5-(morpholinomethyl)pyridin-3-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one,
 or a pharmaceutically acceptable salt thereof; or

(b) selected from:

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(pyridin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-methylpicolinamide;
 (S)-1-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)benzyl)pyrrolidine-3-carbonitrile;
 2-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)-2-methylpropanenitrile;
 1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;
 1-(cyclopropylmethyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-propyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-methylisoxazol-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-cyclopentyl-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(tetrahydrofuran-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-fluorobenzyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((3-methylisoxazol-5-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-((5-cyclopropylisoxazol-3-yl)methyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((tetrahydro-2H-pyran-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-ethyl-1H-pyrazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-fluorophenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(1,3-benzothiazol-6-yl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-methyl-5-oxopyrrolidin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(1-acetylpiperidin-4-yl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-pyrimidin-4-yl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-[(5-methyl-1,3,4-oxadiazol-2-yl)methyl]-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-[(1,5-dimethyl-1H-pyrazol-4-yl)methyl]-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(3-methyl-1-(2-morpholinoethyl)-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(3-methyl-1-(pyridin-3-ylmethyl)-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(3-methyl-1-(2-morpholino-2-oxoethyl)-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(2-morpholinoethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-ethyl-1H-imidazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-[1-(1,1-dioxidotetrahydro-3-thienyl)-3-methyl-1H-pyrazol-4-yl]-1',2'-dihydro-3'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(1-(methylsulfonyl)azetidin-3-yl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one; and

2-(1-acetyl-3-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1H-pyrazol-1-yl)azetidin-3-yl)acetonitrile; or a pharmaceutically acceptable salt thereof; or

(c) selected from:

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridazin-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-methoxypyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((6-methoxypyridin-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-((3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)methyl)-N-methylbenzamide;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(isoquinolin-7-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-ethylisoxazol-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-4-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-2-fluorobenzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-ethyl-1,3,4-oxadiazol-2-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-methylpyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-4-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-(methylsulfonyl)piperidin-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-methyl-1H-pyrazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(3,4-difluorobenzyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

5-((3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)methyl)picolinonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-methylbenzo[d]oxazol-6-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-methyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(4-(1H-pyrazol-1-yl)phenyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-5-fluorobenzonitrile;
 6-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)nicotinonitrile;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(oxazol-5-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-2-methoxybenzonitrile;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-methyloxazol-2-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 1-cyclopropyl-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-5-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrazin-2-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(6-methylpyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridazin-3-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(3-(1-methyl-1H-1,2,3-triazol-5-yl)phenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-isopropyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;
 1-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)cyclopropanecarbonitrile;
 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((5-isopropylisoxazol-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridin-2-ylmethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-methylthiazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-methyl-5-oxopyrrolidin-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

2-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)phenyl)acetonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-(methylsulfonyl)phenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(3-fluorophenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-methyl-1H-pyrazol-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1,3-dimethyl-1H-pyrazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(3,4-difluorophenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(3,5-difluorophenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-methoxyphenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyrimidin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(5-ethylpyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(5-methylpyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

(R)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((tetrahydrofuran-3-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(3-methoxyphenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-fluorophenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-N-methylbenzenesulfonamide;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(5-methoxypyrazin-2-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)-N,N-dimethylbenzamide;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-(1-methyl-1H-pyrazol-4-yl)ethyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(4-(5-methyl-1,3,4-oxadiazol-2-yl)phenyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-ethoxypyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-methyl-2-oxo-1,2-dihydropyridin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-methyl-1H-benzo[d][1,2,3]triazol-5-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-oxoindolin-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(2-methyl-3-oxoisindolin-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((2-methylpyrimidin-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

Methyl 4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)piperidine-1-carboxylate;

Methyl 4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)phenylcarbamate;

1-((1-cyclopropyl-1H-pyrazol-4-yl)methyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

2-(4-((3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)methyl)-1H-pyrazol-1-yl)acetonitrile;

1-((1-(cyclopropylmethyl)-1H-pyrazol-4-yl)methyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-((1-((tetrahydrofuran-2-yl)methyl)-1H-pyrazol-4-yl)methyl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((1-(2,2-difluoroethyl)-1H-pyrazol-4-yl)methyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(1-cyclopropyl-1H-pyrazol-4-yl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-ethyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1-propyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1H-indazol-6-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(1H-indazol-5-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1-(pyrimidin-4-yl)-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(1-cyclobutyl-3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1-(pyridin-2-yl)-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1-(pyridin-3-yl)-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(2-methoxyethyl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

1-(5-(1-(cyclopropylmethyl)-3-(2,6-difluoro-3,5-dimethoxyphenyl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)pyridin-2-yl)cyclobutanecarbonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(1-methyl-1H-pyrazol-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1-methyl-1H-pyrazol-3-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((1-ethyl-1H-pyrazol-4-yl)methyl)-7-(1-methyl-1H-pyrazol-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1-methyl-1H-pyrazol-4-yl)-2-oxo-3,4-dihydropyrido[4,3-d]pyrimidin-1(2H)-yl)benzonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-((1-ethyl-1H-pyrazol-4-yl)methyl)-7-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(3-morpholinopropyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(1-(methylsulfonyl)pyrrolidin-3-yl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(1-(methylsulfonyl)piperidin-4-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

1-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-5-methyl-1H-pyrazol-1-yl)cyclobutanecarbonitrile;

6'-(1-(1-acetylpyrrolidin-3-yl)-1H-pyrazol-4-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(3-morpholinopropyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(4-methoxypiperidin-1-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-3-methyl-1H-pyrazol-1-yl)acetonitrile;

2-(3-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-3-methyl-1H-pyrazol-1-yl)pyrrolidin-1-yl)acetonitrile;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(pyridin-3-ylmethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

3-(4-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-3-methyl-1H-pyrazol-1-yl)propanenitrile;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-morpholinoethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-ethyl-3-methyl-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(2-morpholino-2-oxoethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(2-(dimethylamino)thiazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(3-methoxypyrrolidin-1-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-{1-[(1,1-dioxido-1,2-thiazinan-3-yl)methyl]-1H-pyrazol-4-yl}-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(1-methylpyrrolidin-3-yl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-(2-(dimethylamino)ethyl)-3-methyl-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(3-methyl-1-(2-(piperidin-4-yl)ethyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-((1-(methylsulfonyl)azetidin-3-yl)methyl)-1H-pyrazol-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

6'-(1-((1-acetylazetidin-3-yl)methyl)-1H-pyrazol-4-yl)-2'-(2,6-difluoro-3,5-dimethoxyphenyl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(1-ethyl-3-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-ethyl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

5-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1H-pyrazole-4-carbonitrile;

3-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1-methyl-1H-pyrazole-4-carbonitrile;

3-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1-((tetrahydro-2H-pyran-4-yl)methyl)-1H-pyrazole-4-carbonitrile;

1-(cyanomethyl)-3-(2'-(2,6-difluoro-3,5-dimethoxyphenyl)-3'-oxo-2',3'-dihydro-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridine]-6'-yl)-1H-pyrazole-4-carbonitrile;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-ethylpicolinamide;

N-cyclopropyl-5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)picolinamide;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-(2-hydroxyethyl)picolinamide;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-isopropylpicolinamide;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)-N-propylpicolinamide;

2-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)phenyl)acetonitrile;

1-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)phenyl)cyclobutanecarbonitrile;

3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-7-(6-morpholinopyridin-3-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one;

1-(4-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)phenyl)cyclopropanecarbonitrile;

5-(3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-ethyl-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl)picolinamide;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(pyridin-4-yl)-1'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'(2'H)-one;

2'-(2,6-difluoro-3,5-dimethoxyphenyl)-6'-(1-methyl-1H-pyrazol-4-yl)-1',2'-dihydro-3'H-spiro[cyclopropane-1,4'-[2,7]naphthyridin]-3'-one;

1-(5-{3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-[(5-methyl-1,3,4-oxadiazol-2-yl)methyl]-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl}pyridin-2-yl)cyclobutanecarbonitrile; and

1-{5-[3-(2,6-difluoro-3,5-dimethoxyphenyl)-1-(1-methyl-1H-pyrazol-4-yl)-2-oxo-1,2,3,4-tetrahydropyrido[4,3-d]pyrimidin-7-yl]pyridin-2-yl}cyclobutanecarbonitrile;

or a pharmaceutically acceptable salt thereof.

~~13~~14. The combination of a compound and an additional therapeutic agent of claim 1, the compound for use according to claim 2, ~~or~~ the additional therapeutic agent for use according to claim 3, or the use according to claim 4 wherein the compound is 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-(pyridazin-4-yl)-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one, or a pharmaceutically acceptable salt thereof.

~~14~~15. The combination of a compound and an additional therapeutic agent of claim 1, the compound for use according to claim 2, ~~or~~ the additional therapeutic agent for use according to claim 3, or the use according to claim 4 wherein the compound is 3-(2,6-difluoro-3,5-dimethoxyphenyl)-7-(1,3-dimethyl-1H-pyrazol-4-yl)-1-pyrimidin-4-yl-3,4-dihydropyrido[4,3-d]pyrimidin-2(1H)-one, or a pharmaceutically acceptable salt thereof.

~~15~~16. The combination of a compound and an additional therapeutic agent of claim 1, the compound for use according to claim 2, ~~or~~ the additional therapeutic agent for use according to claim 3, or the use according to claim 4 wherein said additional therapeutic agent is selected from sorafenib, imatinib, docetaxel, paclitaxel, cisplatin, capecitabine, bortezomib, gemcitabine, erlotinib, abiraterone, prednisone, enzalutamide, fulvestrant, exemestane, anastrozole, letrozole, palbociclib, carboplatin, olaparib, selumetinib, ruxolitinib, and trastuzumab.

~~16~~17. The combination of a compound and an additional therapeutic agent of claim 1, the compound for use according to claim 2, ~~or~~ the additional therapeutic agent for use according to claim 3, or the use according to claim 4 wherein said cancer is selected from kidney cancer, gastric cancer, esophageal cancer, multiple myeloma, pancreatic cancer, lung cancer,

prostate cancer, breast cancer, bladder cancer, liver cancer, polycythemia vera, essential thrombocythemia, primary myelofibrosis, head and neck cancer, ovarian cancer, and glioblastoma.