

INHIBITORS OF HEPATITIS C VIRUS

CROSS REFERENCE TO RELATED APPLICATIONS

This application claims the benefit under 35 U.S.C. § 119(e) to U.S.

- 5 Provisional Application No. 61/798,961, filed on March 15, 2013, the entirety of which is incorporated herein by reference.

FIELD

- 10 Novel small molecule inhibitors of viral replication are disclosed, compositions containing such compounds, and therapeutic methods comprising the administration of such compounds are also disclosed.

BACKGROUND

- 15 The hepatitis C virus (HCV), a member of the hepacivirus genera within the *Flaviviridae* family, is the leading cause of chronic liver disease worldwide (Boyer, N. et al. *J Hepatol.* 2000, 32, 98-112). Consequently, a significant focus of current antiviral research is directed toward the development of improved methods for the treatment of chronic HCV infections in humans (Ciesek, S., von Hahn T., and Manns, MP., *Clin. Liver Dis.*, 2011, 15, 597-609; Soriano, V. et al, 20 *J. Antimicrob. Chemother.*, 2011, 66, 1573-1686; Brody, H., *Nature Outlook*, 2011, 474, S1-S7; Gordon, C. P., et al., *J. Med. Chem.* 2005, 48, 1-20; Maradpour, D., et al., *Nat. Rev. Micro.* 2007, 5, 453-463).

- 25 Virologic cures of patients with chronic HCV infection are difficult to achieve because of the prodigious amount of daily virus production in chronically infected patients and the high spontaneous mutability of HCV (Neumann, et al., *Science* 1998, 282, 103-7; Fukimoto, et al., *Hepatology*, 1996, 24, 1351-4; Domingo, et al., *Gene* 1985, 40, 1-8; Martell, et al., *J. Virol.* 1992, 66, 3225-9). HCV treatment is further complicated by the fact that HCV is genetically diverse and expressed as several different genotypes and numerous subtypes. For 30 example, HCV is currently classified into six major genotypes (designated 1-6), many subtypes (designated a, b, c, and so on), and about 100 different strains

(numbered 1, 2, 3, and so on). HCV is distributed worldwide with genotypes 1, 2, and 3 predominate within the United States, Europe, Australia, and East Asia (Japan, Taiwan, Thailand, and China). Genotype 4 is largely found in the Middle East, Egypt and central Africa while genotype 5 and 6 are found predominantly in South Africa and South East Asia respectively (Simmonds, P. et al. *J Virol.* 84: 4597-4610, 2010).

The combination of ribavirin, a nucleoside analog, and interferon-alpha (α) (IFN), is utilized for the treatment of multiple genotypes of chronic HCV infections in humans. However, the variable clinical response observed within patients and the toxicity of this regimen have limited its usefulness. Addition of a HCV protease inhibitor (telaprevir or boceprevir) to the ribavirin and IFN regimen improves 12-week post-treatment virological response (SVR12) rates substantially. However, the regimen is currently only approved for genotype 1 patients and toxicity and other side effects remain.

The use of directing acting antivirals to treat multiple genotypes of HCV infection has proven challenging due to the variable activity of antivirals against the different genotypes. HCV protease inhibitors frequently have compromised *in vitro* activity against HCV genotypes 2 and 3 compared to genotype 1 (See, e.g., Table 1 of Summa, V. et al., *Antimicrobial Agents and Chemotherapy*, 2012, 56, 4161-4167; Gottwein, J. et al, *Gastroenterology*, 2011, 141, 1067-1079). Correspondingly, clinical efficacy has also proven highly variable across HCV genotypes. For example, therapies that are highly effective against HCV genotype 1 and 2 may have limited or no clinical efficacy against genotype 3. (Moreno, C. et al., Poster 895, 61st AASLD Meeting, Boston, MA, USA, Oct. 29 – Nov. 2, 2010; Graham, F., et al, *Gastroenterology*, 2011, 141, 881-889; Foster, G.R. et al., EASL 45th Annual Meeting, April 14-18, 2010, Vienna, Austria.) In some cases, antiviral agents have good clinical efficacy against genotype 1, but lower and more variable against genotypes 2 and 3. (Reiser, M. et al., *Hepatology*, 2005, 41, 832-835.) To overcome the reduced efficacy in genotype 3 patients, substantially higher doses of antiviral agents may be required to

achieve substantial viral load reductions (Fraser, IP *et al.*, Abstract #48, HEP DART 2011, Koloa, HI, December 2011.)

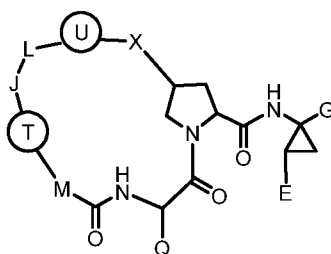
Antiviral agents that are less susceptible to viral resistance are also needed. For example, resistance mutations at positions 155 and 168 in the HCV protease frequently cause a substantial decrease in antiviral efficacy of HCV protease inhibitors (Mani, N. *Ann Forum Collab HIV Res.*, 2012, 14, 1-8; Romano, KP *et al*, *PNAS*, 2010, 107, 20986-20991; Lenz O, *Antimicrobial agents and chemotherapy*, 2010, 54, 1878–1887.)

In view of the limitations of current HCV therapy, there is a need to develop more effective anti-HCV therapies. It would also be useful to provide therapies that are effective against multiple HCV genotypes and subtypes.

SUMMARY

Novel compounds that inhibit the hepatitis C virus (HCV) NS3 protease are disclosed. In certain embodiments, the compounds disclosed inhibit multiple genotypes of the hepatitis C virus. These compounds are useful for the treatment of HCV infection and the related symptoms.

In one embodiment, there is provided a compound of formula (I):



(I),

or a pharmaceutically acceptable salt thereof. In certain embodiments:

$\textcircled{\text{T}}$ is T^1 , T^2 , T^3 , T^4 , T^5 , or T^6 ;

L is L^1 , L^2 , L^3 , L^4 , L^5 , L^6 , L^7 , L^8 , L^9 , L^{10} , L^{11} or L^{12} ;

X is -O-, -CH₂-, -OC(O)-, -C(O)O-, -C(O)-, -SO₂-, -S(O)-, -N(R¹⁶)-, -S-, =N-O- or a bond;

M is a bond, C₁-C₆ alkylene, -O-, or -N(R¹⁶)-;

Q is Q¹, Q², Q³, Q⁴, Q⁵, Q⁶ or Q⁷;

E is E¹, E², E³, E⁴, E⁵, or E⁶;

Ⓢ is heteroaryl or heterocyclic group wherein Ⓢ is optionally substituted with 1-4 W groups;

J is -O-, -CH₂-, -CF₂-, -C(O)-, -N(R¹⁶)-, or a direct bond;

G is -CO₂H, -CONHSO₂Z², tetrazolyl, -CONHP(O)(R¹⁶)₂, -P(O)(OH)(R¹⁶),

5 or -P(O)(R¹⁶)₂;

T¹ is C₅-C₁₂ spiro bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said spiro bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

10 T² is C₅-C₁₂ fused bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said fused bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

T³ is C₅-C₁₂ bridged bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said bridged bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

15 T⁴ is C₅-C₁₂ spiro bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said spiro bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

20 T⁵ is C₅-C₁₂ fused bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said fused bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

T⁶ is C₅-C₁₂ bridged bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said bridged bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

L¹ is C₁-C₈ alkylene or C₂-C₈ alkenylene;

25 L² is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 halogen atoms;

L³ is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 Z³ groups and wherein said C₁-C₈ alkylene or C₂-C₈ alkenylene is optionally substituted with 1-4 halogen atoms;

L⁴ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ carbocyclyl group, wherein L⁴ is optionally substituted with 1-4 Z¹ groups;

L⁵ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L⁵ is optionally substituted with 1-4 additional Z¹ groups;

L⁶ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene;

L⁷ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein the carbon atoms of said heteroalkylene or heteroalkenylene is substituted with 1-4 halogen atoms;

L⁸ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein said heteroalkylene or heteroalkenylene is substituted with 1-4 Z³ groups and said heteroalkylene or heteroalkenylene is optionally substituted with 1-4 halogen atoms;

L⁹ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ carbocyclyl, wherein said L⁹ is optionally substituted with 1-4 Z¹ groups;

L¹⁰ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L¹⁰ is optionally substituted with 1-4 additional Z¹ groups;

L¹¹ is L^{11A}-L^{11B}-L^{11C} wherein L^{11A} and L^{11C} are each independently selected from C₁-C₆ alkylene, C₁-C₆ heteroalkylene, C₂-C₆ alkenylene or a bond and L^{11B} is a 3- to 6- membered saturated or unsaturated ring containing 0 to 3 heteroatoms selected from N, O, or S, wherein L^{11A} and L^{11C} connect to L^{11B} at two different ring atoms and L¹¹ is optionally substituted with 1-4 Z¹ groups;

L¹² is C₃-C₈ alkynylene that is optionally substituted with 1-4 Z¹ groups;

Q¹ is H, C₁-C₈ alkyl, C₃-C₈ carbocyclyl, C₆-C₁₀ aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein when Q¹ is not H, said Q¹ is optionally substituted with 1-3 substituents independently selected from halogen, -OR⁶, -SR⁶, -N(R⁶)₂, C₆-C₁₀ aryl, C₁-C₆ alkyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, -

CN, $-\text{SO}_2(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{S}(\text{O})(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NR}^6\text{SO}_2\text{Z}^2$, $-\text{SO}_2\text{NR}^{17}\text{R}^{18}$, $-\text{NHCOOR}^{16}$, $-\text{NHCOZ}^2$, $-\text{NHCONHR}^{16}$, $-\text{CO}_2\text{R}^6$, $-\text{C}(\text{O})\text{R}^6$, or $-\text{CON}(\text{R}^6)_2$;

Q^2 is $\text{C}_5\text{-C}_{10}$ spiro bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

5 Q^3 is $\text{C}_5\text{-C}_{10}$ fused bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^4 is $\text{C}_5\text{-C}_{10}$ bridged bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

10 Q^5 is 4-8 membered heterocyclyl having 1 heteroatom selected from N, O or S wherein Q^5 is optionally substituted with 1-4 Z^1 groups;

Q^6 is $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_6\text{-C}_{10}$ aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein Q^6 is substituted with 1 oxo group and optionally substituted with 1 to 3 substituents independently selected from halogen, $-\text{OR}^6$, $-\text{SR}^6$, $-\text{N}(\text{R}^6)_2$, $\text{C}_6\text{-C}_{10}$ aryl, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ haloalkoxy, $-\text{NO}_2$, $-\text{CN}$, $-\text{CF}_3$, $-\text{SO}_2(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{S}(\text{O})(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NR}^6\text{SO}_2\text{Z}^2$, $-\text{SO}_2\text{NR}^{17}\text{R}^{18}$, $-\text{NHCOOR}^{16}$, $-\text{NHCOZ}^2$, $-\text{NHCONHR}^{16}$, $-\text{CO}_2\text{R}^6$, $-\text{C}(\text{O})\text{R}^6$, and $-\text{CON}(\text{R}^6)_2$;

Q^7 is selected from $\text{C}_3\text{-C}_8$ carbocyclyl, wherein Q^7 is substituted with 4-8 F atoms and each carbon of Q^7 is substituted with 0-2 F atoms;

20 E^1 is $\text{C}_2\text{-C}_6$ alkenyl;

E^2 is $\text{C}_1\text{-C}_6$ alkyl;

E^3 is $\text{C}_1\text{-C}_6$ haloalkyl;

E^4 is $\text{C}_2\text{-C}_6$ haloalkenyl;

E^5 is $\text{C}_3\text{-C}_6$ carbocyclyl;

25 E^6 is $\text{C}_1\text{-C}_6$ alkyl substituted with $-\text{OCH}_3$, $-\text{OCD}_3$, $-\text{OCF}_3$, or $-\text{OCF}_2\text{H}$;

W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 ;

W^1 is oxo, halogen, $-\text{OR}^6$, $\text{C}_1\text{-C}_6$ alkyl, $-\text{CN}$, $-\text{CF}_3$, $-\text{SR}^6$, $-\text{C}(\text{O})_2\text{R}^6$, $-\text{C}(\text{O})\text{N}(\text{R}^6)_2$, $-\text{C}(\text{O})\text{R}^6$, $-\text{N}(\text{R}^6)\text{C}(\text{O})\text{R}^6$, $-\text{SO}_2(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{S}(\text{O})(\text{C}_1\text{-C}_6 \text{ alkyl})$, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_3\text{-C}_8$ cycloalkoxy, $\text{C}_1\text{-C}_6$ haloalkyl, $-\text{N}(\text{R}^6)_2$, $-\text{NR}^6(\text{C}_1\text{-C}_6 \text{ alkyl})\text{O}(\text{C}_1\text{-C}_6 \text{ alkyl})$, halo($\text{C}_1\text{-C}_6$ alkoxy), $-\text{NR}^6\text{SO}_2\text{R}^6$, $-\text{SO}_2\text{N}(\text{R}^6)_2$, $-\text{NHCOOR}^6$, $-\text{NHCONHR}^6$, $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl, 4-10 membered

heterocyclyl or -O(4-10 membered heterocyclyl), wherein said C₁-C₆ alkyl, C₃-C₈ carbocyclyl, C₃-C₈ cycloalkoxy, C₁-C₆ haloalkyl, halo(C₁-C₆ alkoxy), C₆-C₁₀ aryl, 5-14 membered heteroaryl, or 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

5 W² is C₁-C₆ alkoxy substituted with a 5-14 membered heteroaryl or C₆-C₁₀ aryl; wherein said heteroaryl or aryl is substituted with 1-4 Z^{1c} groups;

 W³ is C₂-C₆ alkynyl substituted with an C₆-C₁₀ aryl, C₃-C₈ carbocyclyl, C₁-C₈ alkyl, C₁-C₆ haloalkyl, 4-10 membered heterocyclyl, or 5-14 membered heteroaryl; wherein said aryl, carbocyclyl, alkyl, haloalkyl, heterocyclyl, or
10 heteroaryl is optionally substituted with 1-4 Z¹ groups;

 W⁴ is -SF₅;

 W⁵ is -O(C₂-C₆ alkyl)OR²² wherein R²² is an C₆-C₁₀ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z¹ groups;

15 W⁶ is -O(C₂-C₆ alkyl)NR¹⁶R²² wherein R²² is an C₆-C₁₀ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z¹ groups;

 W⁷ is -O(5-14 membered heteroaryl); wherein said -O(5-14 membered heteroaryl) is optionally substituted with 1-4 Z¹ groups and 2 adjacent
20 substituents of said -O(5-14 membered heteroaryl) may be taken together to form a 3- to 6-membered cyclic ring containing 0 to 3 heteroatoms independently selected from N, O, or S;

 R⁶ is H, C₁-C₆ alkyl or C₆-C₁₀ aryl, wherein said C₆-C₁₀ aryl or C₁-C₆ alkyl is optionally substituted with 1 to 4 substituents independently selected from
25 halogen, C₁-C₆ alkyl, C₆-C₁₀ aryl, C₃-C₈ carbocyclyl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, halo(C₁-C₆ alkoxy), -OH, -O(C₁-C₆ alkyl), -SH, -S(C₁-C₆ alkyl), -NH₂, -NH(C₁-C₆ alkyl), -N(C₁-C₆ alkyl)₂, -C(O)(C₁-C₆ alkyl), -SO₂N(C₁-C₆ alkyl)₂, -NHCOO(C₁-C₆ alkyl), -NHCO(C₁-C₆ alkyl), -NHCONH(C₁-C₆ alkyl), -CO₂(C₁-C₆ alkyl), and -C(O)N(C₁-C₆ alkyl)₂; wherein said
30 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

R¹⁶ is H, C₁-C₈ alkyl, C₂-C₈ alkenyl, C₂-C₈ alkynyl, C₃-C₈ carbocyclyl, C₅-C₁₀ bicyclic carbocyclyl, C₆-C₁₀ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein said C₁-C₈ alkyl, C₂-C₈ alkenyl, C₂-C₈ alkynyl, C₃-C₈ carbocyclyl, C₆-C₁₀ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl of R¹⁶ is optionally substituted with 1-4 Z^{1c} groups;

R¹⁷ and R¹⁸ are each independently selected from H, C₁-C₈ alkyl, C₂-C₈ alkenyl, C₂-C₈ alkynyl, C₃-C₈ carbocyclyl, C₅-C₁₀ bicyclic carbocyclyl, -C(O)R¹⁶, -C(O)OR¹⁶, C₆-C₁₀ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein said alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R¹⁷ or R¹⁸ is optionally substituted with 1-4 Z^{1c} groups, or R¹⁷ and R¹⁸ together with the nitrogen to which they are attached form a 4-7 membered heterocyclyl group, wherein said 4-7 membered heterocyclyl group is optionally substituted with 1-4 Z^{1c} groups;

each Z¹ is independently oxo, halogen, C₁-C₈ alkyl, C₂-C₈ alkenyl, C₂-C₈ alkynyl, C₃-C₈ carbocyclyl, C₅-C₁₀ bicyclic carbocyclyl, C₁-C₈ haloalkyl, C₆-C₁₀ aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)R¹⁶, -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)R¹⁶, -NR¹⁶C(O)NR¹⁷R¹⁸, -NR¹⁶S(O)₂R¹⁶, -NR¹⁶S(O)₂NR¹⁷R¹⁸, -NR¹⁶S(O)₂OR¹⁶, -OR¹⁶, -OC(O)R¹⁶, -OC(O)NR¹⁷R¹⁸, -SR¹⁶, -S(O)R¹⁶, -S(O)₂R¹⁶ or -S(O)₂NR¹⁷R¹⁸ wherein said alkyl, alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z¹ is optionally substituted with 1-4 Z^{1a} groups;

each Z^{1a} is independently oxo, halogen, C₂-C₈ alkenyl, C₂-C₈ alkynyl, C₃-C₈ carbocyclyl, C₅-C₁₀ bicyclic carbocyclyl, C₁-C₈ haloalkyl, C₆-C₁₀ aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)R¹⁶, -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)R¹⁶, -NR¹⁶C(O)OR¹⁶, -NR¹⁶C(O)NR¹⁷R¹⁸, -NR¹⁶S(O)₂R¹⁶, -NR¹⁶S(O)₂NR¹⁷R¹⁸, -NR¹⁶S(O)₂OR¹⁶, -OR¹⁶, -OC(O)R¹⁶, -OC(O)NR¹⁷R¹⁸, -SR¹⁶, -S(O)R¹⁶, -S(O)₂R¹⁶ or -S(O)₂NR¹⁷R¹⁸ wherein said alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^{1a} is optionally substituted with 1-4 Z^{1c} groups;

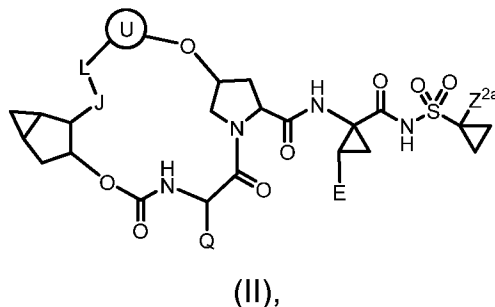
each Z^{1c} is independently oxo, halogen, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)(C_1 - C_8 alkyl), -C(O)O(C_1 - C_8 alkyl), -C(O)N(C_1 - C_8 alkyl)₂, -NH₂, -NH(C_1 - C_8 alkyl), -N(C_1 - C_8 alkyl)₂, -NHC(O)O(C_1 - C_8 alkyl), -NHC(O)(C_1 - C_8 alkyl), -NHC(O)NH(C_1 - C_8 alkyl), -OH, -O(C_1 - C_8 alkyl), C_3 - C_8 cycloalkoxy, C_5 - C_{10} bicyclic carbocycloxy, -S(C_1 - C_8 alkyl) or -S(O)₂N(C_1 - C_8 alkyl)₂ wherein said alkyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl, heterocyclyl or cycloalkoxy portion of Z^{1c} is optionally substituted with 1-4 halogen atoms, C_1 - C_6 alkoxy, S(O)₂ C_1 - C_6 alkyl, or C_1 - C_6 haloalkoxy;

each Z^2 is independently C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -NR¹⁷R¹⁸ or -OR¹⁶ wherein any alkyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^2 is optionally substituted with 1-4 Z^{2a} groups;

each Z^{2a} is independently hydrogen, oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -(C_2 - C_8 alkynyl)aryl, -(C_2 - C_8 alkynyl)heteroaryl, -CN, -C(O)(C_1 - C_6 alkyl), -C(O)O(C_1 - C_6 alkyl), -C(O)N(C_1 - C_6 alkyl)₂, -NH₂, -NH(C_1 - C_6 alkyl), -N(C_1 - C_6 alkyl)₂, -NHC(O)O(C_1 - C_6 alkyl), -NHC(O)(C_1 - C_6 alkyl), -NHC(O)NH(C_1 - C_6 alkyl), -OH, -O(C_1 - C_6 alkyl), halo(C_1 - C_6 alkoxy), C_3 - C_8 cycloalkoxy, -S(C_1 - C_6 alkyl), or -SO₂N(C_1 - C_6 alkyl)₂; wherein any alkyl, alkynyl, carbocyclyl, cycloalkoxy, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portions of Z^{2a} is optionally substituted with 1-4 halogen or C_1 - C_6 alkoxy groups;

each Z^3 is independently oxo, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)NR¹⁷R¹⁸, -OR¹⁶, -SR¹⁶ or -SO₂R¹⁶, wherein any alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^3 is optionally substituted with 1-4 halogen.

In another embodiment, there is provided a compound of formula (II):



5 or a pharmaceutically acceptable salt thereof. In certain embodiments, in the compound of formula II:

L is L¹, L², L³, L⁴, L⁵, L⁶, L⁷, L⁸, L⁹, L¹⁰, L¹¹ or L¹²;

Q is Q¹, Q², Q³, Q⁴, Q⁵, Q⁶ or Q⁷;

E is E¹, E², E³, E⁴, E⁵, or E⁶;

10 J is -CH₂- or -CF₂-;

Ⓢ is U¹, U², U³, U⁴, U⁵, U⁶, U⁷ or U⁸;

L¹ is C₁-C₈ alkylene or C₂-C₈ alkenylene;

L² is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 halogen atoms;

15 L³ is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 Z³ groups and wherein said C₁-C₈ alkylene or C₂-C₈ alkenylene is optionally substituted with 1-4 halogen atoms;

L⁴ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ carbocyclyl group, wherein L⁴ 20 is optionally substituted with 1-4 Z¹ groups;

L⁵ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L⁵ is optionally substituted with 1-4 additional Z¹ groups;

L⁶ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene;

25 L⁷ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein the carbon atoms of said heteroalkylene or heteroalkenylene is substituted with 1-4 halogen atoms;

L^8 is 2–8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein said heteroalkylene or heteroalkenylene is substituted with 1-4 Z^3 groups and said heteroalkylene or heteroalkenylene is optionally substituted with 1-4 halogen atoms;

5 L^9 is 2–8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal C_1 - C_4 alkyl groups that come together to form a spiro C_3 - C_8 carbocyclyl group, wherein said L^9 is optionally substituted with 1-4 Z^1 groups;

10 L^{10} is 2–8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal Z^1 groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L^{10} is optionally substituted with 1-4 additional Z^1 groups;

15 L^{11} is L^{11A} - L^{11B} - L^{11C} wherein L^{11A} and L^{11C} are each independently selected from C_1 - C_6 alkylene, C_1 - C_6 heteroalkylene, C_2 - C_6 alkenylene or a bond and L^{11B} is a 3- to 6- membered saturated or unsaturated ring containing 0 to 3 heteroatoms selected from N, O, or S, wherein L^{11A} and L^{11C} connect to L^{11B} at two different ring atoms and L^{11} is optionally substituted with 1-4 Z^1 groups;

L^{12} is C_3 - C_8 alkynylene that is optionally substituted with 1-4 Z^1 groups;

20 Q^1 is H, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein when Q^1 is not H, said Q^1 is optionally substituted with 1-3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-CN$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

25 Q^2 is C_5 - C_{10} spiro bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^3 is C_5 - C_{10} fused bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

30 Q^4 is C_5 - C_{10} bridged bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^5 is 4-8 membered heterocyclyl having 1 heteroatom selected from N, O or S wherein Q^5 is optionally substituted with 1-4 Z^1 groups;

Q^6 is selected from C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein Q^6 is substituted with 1 oxo group and with 0 to 3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-NO_2$, $-CN$, $-CF_3$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

Q^7 is C_3 - C_8 carbocyclyl, wherein Q^7 is substituted with 4-8 F atoms and each carbon of Q^7 is substituted with 0-2 F atoms;

E^1 is C_2 - C_6 alkenyl;

E^2 is C_1 - C_6 alkyl;

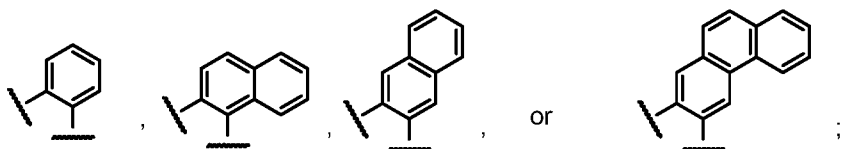
E^3 is C_1 - C_6 haloalkyl;

E^4 is C_2 - C_6 haloalkenyl;

E^5 is C_3 - C_6 carbocyclyl;

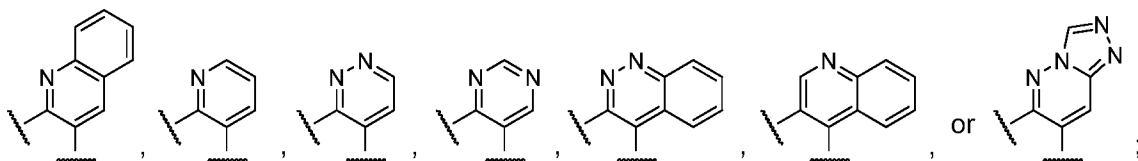
E^6 is C_1 - C_6 alkyl substituted with $-OCH_3$, $-OCD_3$, $-OCF_3$, or $-OCF_2H$;

U^1 is



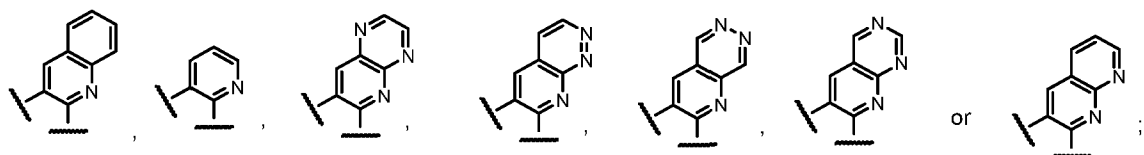
wherein each U^1 is optionally substituted with 1-2 W groups;

U^2 is



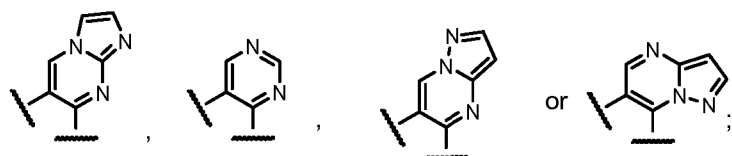
wherein each U^2 is optionally substituted with 1-2 W groups;

U³ is



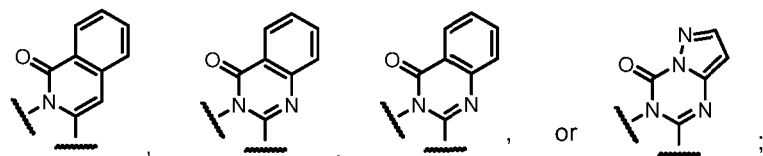
wherein each U³ is optionally substituted with 1-2 W groups;

5 U⁴ is



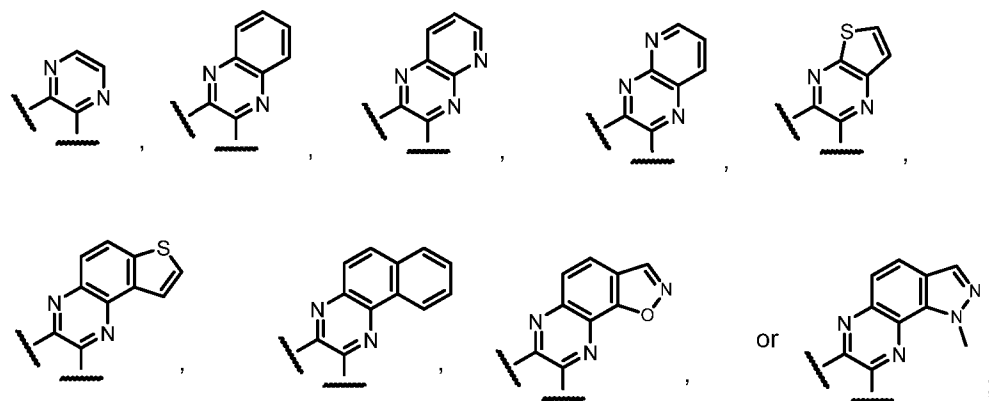
wherein each U⁴ is optionally substituted with 1-2 W groups;

U⁵ is



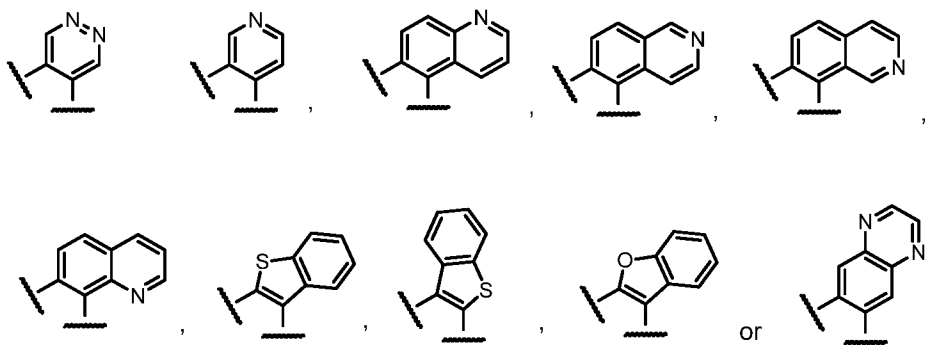
10 wherein each U⁵ is optionally substituted with 1-2 W groups;

U⁶ is



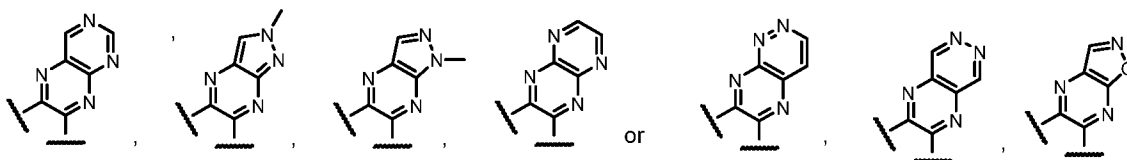
wherein each U⁶ is optionally substituted with 1-2 W groups;

U^7 is



wherein each U⁷ is optionally substituted with 1-2 W groups;

U⁸ is



wherein each U⁸ is optionally substituted with 1-2 W groups;

each W is independently $W^1, W^2, W^3, W^4, W^5, W^6$ or W^7 ;

each W^1 is oxo, halogen, $-OR^6$, C_1 - C_6 alkyl, $-CN$, $-CF_3$, $-SR^6$, -

$$\text{C(O)}_2\text{R}^6, -\text{C(O)N(R}^6)_2, -\text{C(O)R}^6, -\text{N(R}^6)\text{C(O)R}^6, -\text{SO}_2(\text{C}_1\text{-C}_6 \text{ alkyl}), -\text{S(O)}(\text{C}_1\text{-C}_6$$

10 alkyl), C₃-C₈ carbocyclyl, C₃-C₈ cycloalkoxy, C₁-C₆ haloalkyl, -N(R⁶)₂, -NR⁶(C₁-C₆

alkyl)O(C₁-C₆ alkyl), halo(C₁-C₆ alkoxy), -NR⁶SO₂R⁶, -SO₂N(R⁶)₂, -NHCOOR⁶, -

NHCONHR⁶, C₆-C₁₀ aryl, 5-14 membered heteroaryl, 4-10 membered

heterocyclyl or -O(4-10 membered heterocyclyl), wherein said W¹ alkyl,

carbocyclyl, cycloalkoxy, haloalkyl, haloalkoxy, aryl, heteroaryl, or heterocyclyl is

15 optionally substituted with 1-4 Z^{1c} groups;

each W² is C₁-C₆ alkoxy substituted with a 5-14 membered heteroaryl or

C₆-C₁₀ aryl; wherein said heteroaryl or aryl is substituted with 1-4 Z^{1c} groups;

each W³ is C₂-C₆ alkynyl substituted with an C₆-C₁₀ aryl, C₃-C₈

carbocyclyl, C₁-C₈ alkyl, C₁-C₆ haloalkyl, 4-10 membered heterocyclyl, or 5-14

20 membered heteroaryl; wherein said aryl, carbocyclyl, alkyl, haloalkyl,

heterocyclyl, or heteroaryl is optionally substituted with 1-4 Z¹ groups;

each W^4 is $-\text{SF}_5$;

each W^5 is $-O(C_2-C_6 \text{ alkyl})OR^{22}$ wherein R^{22} is an C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

5 each W^6 is $-O(C_2-C_6 \text{ alkyl})NR^{16}R^{22}$ wherein R^{22} is an C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

each W^7 is $-O(5-14 \text{ membered heteroaryl})$; wherein said $-O(5-14 \text{ membered heteroaryl})$ is optionally substituted with 1-4 Z^1 groups and 2 adjacent substituents of said $-O(5-14 \text{ membered heteroaryl})$ may be taken together to
10 form a 3- to 6-membered cyclic ring containing 0 to 3 heteroatoms independently selected from N, O, or S;

each R^6 is independently selected from H, C_1-C_6 alkyl or C_6-C_{10} aryl, wherein said aryl or alkyl is optionally substituted with 1 to 4 substituents independently selected from halogen atoms, C_1-C_6 alkyl, C_6-C_{10} aryl, C_3-C_8
15 carbocyclyl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, halo(C_1-C_6 alkoxy), $-OH$, $-O(C_1-C_6 \text{ alkyl})$, $-SH$, $-S(C_1-C_6 \text{ alkyl})$, $-NH_2$, $-NH(C_1-C_6 \text{ alkyl})$, $-N(C_1-C_6 \text{ alkyl})_2$, $-C(O)(C_1-C_6 \text{ alkyl})$, $-SO_2N(C_1-C_6 \text{ alkyl})_2$, $-NHCOO(C_1-C_6 \text{ alkyl})$, $-NHCO(C_1-C_6 \text{ alkyl})$, $-NHCONH(C_1-C_6 \text{ alkyl})$, $-CO_2(C_1-C_6 \text{ alkyl})$, or $-C(O)N(C_1-C_6 \text{ alkyl})_2$, wherein said 4-10 membered heterocyclyl is optionally substituted with 1-
20 4 Z^{1c} groups;

each R^{16} is independently selected from H, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_8 carbocyclyl, C_5-C_{10} bicyclic carbocyclyl, C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein any alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R^{16} is optionally substituted
25 with 1-4 Z^{1c} groups;

R^{17} and R^{18} are each independently selected from H, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_8 carbocyclyl, C_5-C_{10} bicyclic carbocyclyl, $-C(O)R^{16}$, $-C(O)OR^{16}$, C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein any alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or
30 heterocyclyl of R^{17} or R^{18} is optionally substituted with 1-4 Z^{1c} groups, or R^{17} and R^{18} together with the nitrogen to which they are attached form a 4-7 membered

heterocyclyl group, wherein said 4-7 membered heterocyclyl group is optionally substituted with 1-4 Z^{1c} groups;

each Z^1 is independently selected from oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)R^{16}$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)R^{16}$, -
 5 $NR^{16}C(O)NR^{17}R^{18}$, $-NR^{16}S(O)_2R^{16}$, $-NR^{16}S(O)_2NR^{17}R^{18}$, -
 $NR^{16}S(O)_2OR^{16}$, $-OR^{16}$, $-OC(O)R^{16}$, $-OC(O)NR^{17}R^{18}$, $-SR^{16}$, $-S(O)R^{16}$, $-S(O)_2R^{16}$
 or $-S(O)_2NR^{17}R^{18}$ wherein any alkyl, alkenyl, alkynyl, carbocyclyl, bicyclic
 10 carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^1 is optionally substituted with 1-4 Z^{1a} groups;

each Z^{1a} is independently selected from oxo, halogen, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -
 15 CN , $-C(O)R^{16}$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)R^{16}$, $-NR^{16}C(O)OR^{16}$,
 $-NR^{16}C(O)NR^{17}R^{18}$, $-NR^{16}S(O)_2R^{16}$, $-NR^{16}S(O)_2NR^{17}R^{18}$, $-NR^{16}S(O)_2OR^{16}$, $-OR^{16}$,
 $-OC(O)R^{16}$, $-OC(O)NR^{17}R^{18}$, $-SR^{16}$, $-S(O)R^{16}$, $-S(O)_2R^{16}$ or $-S(O)_2NR^{17}R^{18}$
 wherein any alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or
 heterocyclyl of Z^{1a} is optionally substituted with 1-4 Z^{1c} groups;

each Z^{1c} is independently selected from oxo, halogen, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)(C_1-C_8 \text{ alkyl})$, -
 $C(O)O(C_1-C_8 \text{ alkyl})$, $-C(O)N(C_1-C_8 \text{ alkyl})_2$, $-NH_2$, $-NH(C_1-C_8 \text{ alkyl})$, $-N(C_1-C_8 \text{ alkyl})_2$, $-NHC(O)O(C_1-C_8 \text{ alkyl})$, $-NHC(O)(C_1-C_8 \text{ alkyl})$, $-NHC(O)NH(C_1-C_8 \text{ alkyl})$, -
 25 OH , $-O(C_1-C_8 \text{ alkyl})$, C_3 - C_8 cycloalkoxy, C_5 - C_{10} bicyclic carbocycloxy, $-S(C_1-C_8 \text{ alkyl})$ or $-S(O)_2N(C_1-C_8 \text{ alkyl})_2$ wherein any alkyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl, heterocyclyl or cycloalkoxy portion of Z^{1c} is optionally substituted with 1-4 halogen atoms, C_1 - C_6 alkoxy, $S(O)_2C_1-C_6$ alkyl, or C_1 - C_6 haloalkoxy;

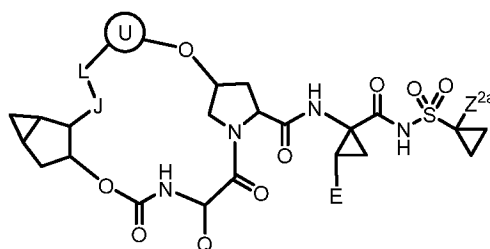
each Z^2 is independently selected from C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-NR^{17}R^{18}$ or $-OR^{16}$ wherein any alkyl, carbocyclyl,

bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^2 is optionally substituted with 1-4 Z^{2a} groups;

each Z^{2a} is independently selected from hydrogen, oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -
 5 (C₂-C₈ alkynyl)aryl, -(C₂-C₈ alkynyl)heteroaryl, -CN, -C(O)(C₁-C₆ alkyl), -C(O)O(C₁-C₆ alkyl), -C(O)N(C₁-C₆ alkyl)₂, -NH₂, -NH(C₁-C₆ alkyl), -N(C₁-C₆ alkyl)₂, -NHC(O)O(C₁-C₆ alkyl), -NHC(O)(C₁-C₆ alkyl), -NHC(O)NH(C₁-C₆ alkyl), -OH, -O(C₁-C₆ alkyl), halo(C₁-C₆ alkoxy), C_3 - C_8 cycloalkoxy, -S(C₁-C₆ alkyl), or -
 10 SO₂N(C₁-C₆ alkyl)₂; wherein any alkyl, alkynyl, carbocyclyl, cycloalkoxy, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portions of Z^{2a} is optionally substituted with 1-4 halogen or C_1 - C_6 alkoxy groups;

each Z^3 is independently selected from oxo, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14
 15 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)NR¹⁷R¹⁸, -OR¹⁶, -SR¹⁶ or -SO₂R¹⁶, wherein any alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^3 is optionally substituted with 1-4 halogen.

In another embodiment, there is provided a compound of formula (III):



(III),

or a pharmaceutically acceptable salt thereof. In certain embodiments:

L is C_1 - C_8 alkylene or C_2 - C_8 alkenylene wherein said C_1 - C_8 alkylene or said
 25 C_2 - C_8 alkenylene is optionally substituted with one or more R^{25} , wherein each R^{25} is independently selected from halogen, C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, C_3 - C_6 carbocyclyl, 3 to 6 membered heteroalkyl, -OH, or -O-(C₁-C₄ alkyl), or oxo;

Q is H, C₁-C₈ alkyl, 4-8 membered heterocyclyl, or C₃-C₈ carbocyclyl;

E is C₁-C₄ alkyl, C₂-C₄ alkenyl, C₃-C₆ carbocyclyl, wherein E is optionally substituted with or more halogen atoms;

J is -CH₂- or -CF₂-;

5 $\textcircled{\text{U}}$ is a bicyclic or tricyclic heteroaryl or heterocyclyl, optionally substituted with 1-2 W groups;

each W is independently halogen, -OR⁶, C₁-C₆ alkyl, -CN, -CF₃, or C₁-C₆ haloalkyl;

each R⁶ is independently selected from H, or C₁-C₄ alkyl; and

10 Z^{2a} is hydrogen or C₁-C₄ alkyl.

One embodiment provides a pharmaceutical composition comprising a compound of Formula I, II, or III, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

15 One embodiment provides a method for treating a *Flaviviridae* viral infection (e.g., an HCV viral infection) in a patient in need thereof (e.g., mammal such as a human). The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

20 One embodiment provides a method for inhibiting the proliferation of the HCV virus, treating HCV or delaying the onset of HCV symptoms in a patient in need thereof (e.g., mammal such as a human). The method includes administering a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof, to the patient.

25 One embodiment provides a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof for use in medical therapy (e.g., for use in treating a *Flaviviridae* viral infection such as an HCV viral infection or in treating the proliferation of the HCV virus or delaying the onset of HCV symptoms in a patient in need thereof (e.g., mammal such as a human)).

30 One embodiment provides a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof for use in the manufacture of a

medicament for treating a *Flaviviridae* viral infection (e.g., an HCV viral infection) or the proliferation of the HCV virus or delaying the onset of HCV symptoms in a patient in need thereof (e.g., mammal such as a human).

One embodiment provides a compound of Formula I, II, or III, or a pharmaceutically acceptable salt thereof, for use in the prophylactic or therapeutic treatment of the proliferation of a *Flaviviridae* virus, an HCV virus or for use in the therapeutic treatment of delaying the onset of HCV symptoms.

One embodiment provides a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof, for use in the prophylactic or therapeutic treatment of a *Flaviviridae* virus infection (e.g., an HCV virus infection).

One embodiment provides the use of a compound of Formula I, II, or III, or a pharmaceutically acceptable salt thereof, for the manufacture of a medicament for a *Flaviviridae* virus infection (e.g., an HCV virus infection) in a patient in need thereof (e.g., mammal such as a human). One embodiment provides processes and intermediates disclosed herein that are useful for preparing compounds of Formula I, II, or III or salts thereof.

Other embodiments, objects, features and advantages will be set forth in the detailed description of the embodiments that follows, and in part will be apparent from the description, or may be learned by practice, of the claimed invention. These objects and advantages will be realized and attained by the processes and compositions particularly pointed out in the written description and claims hereof. The foregoing Summary has been made with the understanding that it is to be considered as a brief and general synopsis of some of the embodiments disclosed herein, is provided solely for the benefit and convenience of the reader, and is not intended to limit in any manner the scope, or range of equivalents, to which the appended claims are lawfully entitled.

DETAILED DESCRIPTION

While the present invention is capable of being embodied in various forms, the description below of several embodiments is made with the understanding that the present disclosure is to be considered as an exemplification of the

claimed subject matter, and is not intended to limit the appended claims to the specific embodiments illustrated. The headings used throughout this disclosure are provided for convenience only and are not to be construed to limit the claims in any way. Embodiments illustrated under any heading may be combined with

5 embodiments illustrated under any other heading.

Abbreviations

The following abbreviations are used throughout the specification, and have the following meanings:

°C	degrees Celsius
Å	Angstrom
Ac	acetyl
AcOH	acetic acid
aq	aqueous
Ar	argon
atm	atmosphere
BEP	2-bromo-1-ethyl pyridinium tetrafluoroborate Bis(diphenylphosphino)ferrocene)palladium(II) dichloride
BHT	<i>Tert</i> -butylhydroxytoluene
Bn	benzyl
Boc	<i>tert</i> -butoxy carbonyl
Boc ₂ O	di- <i>tert</i> -butyl dicarbonate
bp	Boiling point
Bs	4-bromophenylsulfonyl
Bu	butyl
Calcd	calculated
CBS	Corey-Bakshi-Shibata
CBZ; Cbz	carboxybenzyl
CDI	1,1'-carbonyldiimidazole

CHAPS	3-[(3-cholamidopropyl)dimethylammonio]-1-propanesulfonate
COMU	(1-cyano-2-ethoxy-2-oxoethylidenaminoxy)dimethylamino-morpholino-carbenium hexafluorophosphate
DABCO	1,4-diazabicyclo[2.2.2]octane
DAST	(diethylamino)sulfur trifluoride
DBU	1,8-diazabicycloundec-7-ene
DCE	1,2-dichloroethane
DCM	Dichloromethane
DDQ	2,3-dichloro-5,6-dicyano-1,4-benzoquinone
DIAD	Diisopropyl azodicarboxylate
Dioxane	1,4-dioxane
DIPEA	<i>N,N</i> -diisopropyl- <i>N</i> -ethylamine
DMF	<i>N,N</i> -dimethylformamide
DMAP	4-dimethylaminopyridine
DMEM	Eagle's medium
DMPU	1,3-dimethyl-3,4,5,6-tetrahydro-2(1H)-pyrimidinone
DMSO	dimethylsulfoxide
dppf	1,1'-bis(diphenylphosphino)ferrocene
DSC	<i>N,N'</i> -disuccinimidyl carbonate
DTT	dithiothreitol
EA; EtOAc	ethyl acetate
EC ₅₀	half maximal effective concentration
EDC	<i>N</i> -(3-dimethylaminopropyl)- <i>N'</i> -ethylcarbodiimide
Et	ethyl
Et ₂ O	diethyl ether
Et ₃ N	triethylamine

EtOH	ethanol
equiv	equivalent
FBS	fetal bovine serum
F-NMR	Fluorine nuclear magnetic resonance spectroscopy
g	gram
h	hour
HATU	<i>O</i> -(7-azabenzotriazol-1-yl)- <i>N,N,N',N'</i> -tetramethyluronium hexafluorophosphate
HCV	hepatitis C virus
Hex; hex	hexanes
HMDS	hexamethyldisilazane(azide)
HMPA	hexamethylphosphoramide
¹ H-NMR	proton nuclear magnetic resonance spectroscopy
HOAC	acetic acid
HPLC	high pressure liquid chromatography
i	iso
IPA	isopropyl alcohol
iPr ₂ NEt	diisopropylethyl amine
KHMDS	potassium bis(trimethylsilyl)amide
L	liter
LCMS-ESI ⁺	liquid chromatography mass spectrometer (electrospray ionization)
LDA	lithium diisopropylamide
LiHMDS	lithium bis(trimethylsilyl)amide
M	molar concentration (mol/L)
<i>m</i> CPBA	meta-chloroperoxybenzoic acid
Me	methyl
MeCN	acetonitrile

MeOH	methanol
MeTHF	2-methyltetrahydrofuran
mg	milligram
MHz	mega Hertz
mL	milliliter
mmol	millimole
min	minute
MTBE	methyl tert-butylether
Ms	methanesulfonyl
MsCl	methanesulfonyl chloride
MS	molecular sieves
n	normal
N	normal concentration
NaHDMS	Sodium bis(trimethylsilyl)amide
NCS	N-chlorosuccinimide
NMO	<i>N</i> -methylmorpholine- <i>N</i> -oxide
NMP	<i>N</i> -methylpyrrolidinone
o/n	overnight
Pf	9-phenyl-9H-fluoren-9-yl
PG	protecting group
PE	petroleum ether
Ph	phenyl
PhMe	toluene
Piv-Cl	pivaloyl chloride
pM	picomolar
PMB	4-methoxybenzyl
PMSF	phenylmethanesulfonyl fluoride
Pr	propyl
Pd(dppf)Cl ₂ ; PdCl ₂ (dppf);	[1,1'-Bis(diphenylphosphino)ferrocene]

PdCl ₂ dppf	dichloropalladium(II)
PPh ₃	triphenylphosphine
RetTime	retention time
rt	room temperature
sat; sat.	saturated
sec	secondary
S _N 1	nucleophilic substitution unimolecular
S _N 2	nucleophilic substitution bimolecular
S _N Ar	nucleophilic substitution aromatic
t; tert	tertiary
TBAF	tetra- <i>n</i> -butylammonium fluoride
TBS; TBDMS	<i>tert</i> -Butyldimethylsilyl
TBTU	O-(benzotriazol-1-yl)-N,N,N',N'-tetramethyluronium tetrafluoroborate
TEA	triethylamine
temp	temperature
TEMPO	(2,2,6,6-Tetramethylpiperidin-1-yl)oxyl
Tf	trifluoromethanesulfonyl
TFA	trifluoroacetic acid
THF	tetrahydrofuran
TIPS	triisoproylsilyl
TLC	thin layer chromatography
TMS	trimethylsilyl
TMSCl	chlorotrimethylsilane
TMSOTf	trimethylsilyl trifluoromethanesulfonate
TPAP	tetrapropylammonium perruthenate
Tr	triphenylmethyl
Ts	<i>para</i> -toluenesulfonyl
w/w	weight/weight ratio

Definitions

Unless stated otherwise, the following terms and phrases as used herein are intended to have the following meanings:

5 When a cyclic group (*e.g.* cycloalkyl, carbocycle, bicyclic carbocyclyl, heteroaryl, heterocyclyl) is limited by a number or range of numbers, the number or numbers refer to the number of atoms making up the cyclic group, including any heteroatoms. Therefore, for example, a 4-8 membered heterocyclyl group has 4, 5, 6, 7 or 8 ring atoms.

10 “Alkenyl” refers to a straight or branched chain hydrocarbyl with at least one site of unsaturation, *e.g.*, a (sp^2)carbon-(sp^2)carbon double bond. For example, an alkenyl group can have 2 to 8 carbon atoms (*i.e.*, C₂-C₈ alkenyl), or 2 to 6 carbon atoms (*i.e.*, C₂-C₆ alkenyl). Examples of suitable alkenyl groups include, but are not limited to, ethylene or vinyl (-CH=CH₂) and allyl
15 (-CH₂CH=CH₂).

 “Alkenylene” refers to an alkene having two monovalent radical centers derived by the removal of two hydrogen atoms from the same or two different carbon atoms of a parent alkene. Exemplary alkenylene radicals include, but are not limited to, 1,2-ethenylene (-CH=CH-) or prop-1-enylene (-CH₂CH=CH-).

20 “Alkoxy” is RO- where R is alkyl, as defined herein. Non-limiting examples of alkoxy groups include methoxy, ethoxy and propoxy.

 “Alkyl” refers to a saturated, straight or branched chain hydrocarbyl radical. For example, an alkyl group can have 1 to 8 carbon atoms (*i.e.*, (C₁-C₈) alkyl) or 1 to 6 carbon atoms (*i.e.*, (C₁-C₆ alkyl) or 1 to 4 carbon atoms. Examples
25 of alkyl groups include, but are not limited to, methyl, ethyl, propyl, isopropyl, butyl, isobutyl, *t*-butyl, pentyl, hexyl, heptyl, octyl, nonyl and decyl.

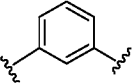
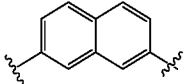
 “Alkylene” refers to an alkyl having two monovalent radical centers derived by the removal of two hydrogen atoms from the same or two different carbon atoms of a parent alkane. Examples of alkylene radicals include, but are not limited to,
30 methylene (-CH₂-), ethylene (-CH₂CH₂-), propylene (-CH₂CH₂CH₂-) and butylene (-CH₂CH₂CH₂CH₂-).

“Alkynyl” refers to a straight or branched chain hydrocarbon with at least one site of unsaturation, e.g., a (*sp*)carbon-(*sp*)carbon triple bond. For example, an alkynyl group can have 2 to 8 carbon atoms (*i.e.*, C₂-C₈ alkynyl) or 2 to 6 carbon atoms (*i.e.*, C₂-C₆ alkynyl). Examples of alkynyl groups include, but are not limited to, acetylenyl (-C≡CH) and propargyl (-CH₂C≡CH) groups.

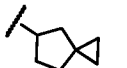
“Alkynylene” refers to an alkynyl having two monovalent radical centers derived by the removal of two hydrogen atoms from the same or two different carbon atoms of a parent alkyne. Typical alkynylene radicals include, but are not limited to, acetylene (-C≡C-), propargylene (-CH₂C≡C-), and 1-pentynylene (-CH₂CH₂CH₂C≡C-).

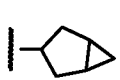
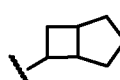
“Aryl” refers to a single all carbon aromatic ring or a multiple condensed all carbon ring system (e.g., a fused muticyclic ring system) wherein at least one of the rings is aromatic. For example, an aryl group can have 6 to 20 carbon atoms, 6 to 14 carbon atoms, or 6 to 12 carbon atoms. It is to be understood that the point of attachment of a multiple condensed ring system, as defined above, can be at any position of the ring system including an aromatic or a carbocycle portion of the ring. Examples of aryl groups include, but are not limited to, phenyl, naphthyl, tetrahydronaphthyl and indanyl.

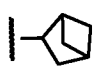
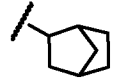
“Arylene” refers to an aryl as defined herein having two monovalent radical centers derived by the removal of two hydrogen atoms from two different carbon atoms of a parent aryl. Typical arylene radicals include, but are not limited to,

phenylene, e.g., , and naphthylene, e.g., .

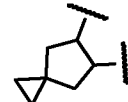
“Bicyclic carbocyclyl” refers to a 5-14 membered saturated or partially unsaturated bicyclic fused, bridged, or spiro ring hydrocarbon attached via a ring carbon. In a spiro bicyclic carbocycle, the two rings share a single common carbon atom. In a fused bicyclic carbocycle, the two rings share two common and adjacent carbon atoms. In a bridged bicyclic carbocycle, the two rings share three or more common, non-adjacent carbon atoms. Examples of bicyclic carbocyclyl groups include, but are not limited to spiro bicyclic carbocyclyl groups

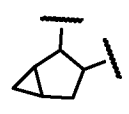
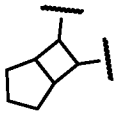
(*e.g.*  and ) , fused bicyclic carbocyclyl groups

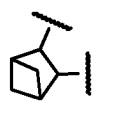
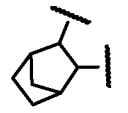
(*e.g.*  and ) , and bridged bicyclic carbocyclyl groups

(*e.g.*  and ) .

“Bicyclic carbocyclene” refers to a bicyclic carbocyclyl, as defined above,
 5 having two monovalent radical centers derived from the removal of two hydrogen atoms from the same or two different carbon atom of a parent bicyclic carbocyclyl. Examples of bicyclic carbocyclene groups include, but are not

limited to, spiro bicyclic carbocyclene groups (*e.g.*  and ) ,

fused bicyclic carbocyclene groups (*e.g.*  and ) , and bridged

10 bicyclic carbocyclene groups (*e.g.*  and ) .

“Bicyclic carbocyclyloxy” is RO- where R is bicyclic carbocyclyl, as defined herein.

“Carbocyclyl (or “carbocycle”) refers to a hydrocarbyl group containing
 15 one saturated or partially unsaturated ring structure, attached via a ring carbon. In various embodiments, carbocyclyl refers to a saturated or a partially unsaturated C₃-C₁₂ cyclic moiety, examples of which include cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, cycloheptyl and cyclooctyl.

20 “Carbocyclylene” refers to a carbocyclyl, as defined herein, having two monovalent radical centers derived by the removal of two hydrogen atoms from the same or two different carbon atoms of a parent carbocyclyl. Examples of

carbocyclene include, but are not limited to, cyclopropylene, cyclobutylene, cyclopentylene and cyclohexylene.

“Carbocyclylalkyl” refers to a hydrocarbyl group containing one saturated or partially unsaturated ring structure attached to an alkyl group, attached via a ring carbon or an alkyl carbon. In various embodiments, carbocyclylalkyl refers to a saturated or a partially unsaturated C₁-C₁₂ carbocyclylalkyl moiety, examples of which include cyclopropylalkyl, cyclobutylalkyl, cyclopropylethyl, and cyclopropylpropyl.

“Carbocyclylalkylene” refers to a carbocyclylalkyl, as defined herein, having two monovalent radical centers derived by the removal of two hydrogen atoms from the same or two different carbon atoms of a parent cycloalkylalkyl. Examples of cycloalkylene include, but are not limited to, cyclopropylmethylene and cyclopropylmethylene.

“Cycloalkyl” refers to a hydrocarbyl group containing one saturated ring structure, attached via a ring carbon. In various embodiments, cycloalkyl refers to a saturated C₃-C₁₂ cyclic moiety, examples of which include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl and cyclooctyl.

“Cycloalkoxy” is RO- where R is cycloalkyl, as defined herein.

“Halo” or “halogen” refers to chloro (-Cl), bromo (-Br), fluoro (-F) or iodo (-I).

“Haloalkenyl” refers to alkenyl group, as defined herein, substituted with one or more halogen atoms.

“Haloalkoxy” refers to alkoxy, as defined herein, substituted with one or more halogen atoms.

“Haloalkyl” refers to an alkyl group, in which one or more hydrogen atoms of the alkyl group is replaced with a halogen atom. Examples of haloalkyl groups include, but are not limited to, -CF₃, -CHF₂, -CFH₂ and -CH₂CF₃.

“Haloalkylene” refers to alkylene group, as defined herein, substituted with one or more halogen atoms.

“Heteroalkyl” refers to an alkyl group, as defined herein, in which one or more carbon atoms is replaced with an oxygen, sulfur, or nitrogen atom.

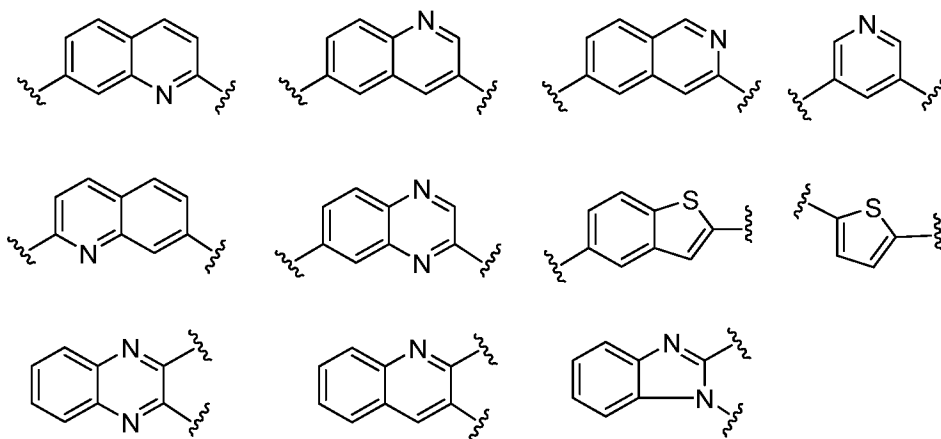
“Heteroalkylene” refers to an alkylene group, as defined herein, in which one or more carbon atoms is replaced with an oxygen, sulfur, or nitrogen atom.

“Heteroalkenyl” refers to an alkenyl group, as defined herein, in which one or more carbon atoms is replaced with an oxygen, sulfur, or nitrogen atom.

5 “Heteroalkenylene” refers to heteroalkenyl group, as defined above, having two monovalent radical centers derived by the removal of two hydrogen atoms from the same or two different atoms of a parent heteroalkenyl group.

“Heteroaryl” refers to a single aromatic ring that has at least one atom other than carbon in the ring, wherein the atom is selected from the group
10 consisting of oxygen, nitrogen and sulfur; the term also includes multiple condensed ring systems that have at least one such aromatic ring. For example, heteroaryl includes monocyclic, bicyclic or tricyclic ring having up to 6 atoms in each ring, wherein at least one ring is aromatic and contains from 1 to 4 heteroatoms in the ring selected from the group consisting of oxygen, nitrogen
15 and sulfur. The rings of the multiple condensed ring system can be connected to each other via fused, spiro and bridged bonds when allowed by valency requirements. Non-limiting examples of heteroaryl include pyridyl, thienyl, furanyl, pyrimidyl, imidazolyl, pyranyl, pyrazolyl, thiazolyl, thiadiazolyl, isothiazolyl, oxazolyl, isoxazolyl, pyrrolyl, pyridazinyl, pyrazinyl, quinolinyl,
20 isoquinolinyl, quinoxalinyl, benzofuranyl, dibenzofuranyl, dibenzothiophenyl, benzothienyl, indolyl, benzothiazolyl, benzooxazolyl, benzimidazolyl, isoindolyl, benzotriazolyl, purinyl, thianaphthenyl and pyrazinyl. Attachment of heteroaryl can occur via an aromatic ring, or, if heteroaryl is bicyclic or tricyclic and one of the rings is not aromatic or contains no heteroatoms, through a non-aromatic ring
25 or a ring containing no heteroatoms. “Heteroaryl” is also understood to include the N-oxide derivative of any nitrogen containing heteroaryl.

“Heteroarylene” refers to a heteroaryl, as defined above, having two monovalent radical centers derived by the removal of two hydrogen atoms from the same or two different carbon atoms or the removal of a hydrogen from one carbon
30 atom and the removal of a hydrogen atom from one nitrogen atom of a parent heteroaryl group. Non-limiting examples of heteroarylene groups are:



“Heterocyclyl” refers to a saturated or partially unsaturated monocyclic, bicyclic or tricyclic group of 2 to 14 ring-carbon atoms and, in addition to ring-carbon atoms, 1 to 4 heteroatoms selected from nitrogen, oxygen and sulfur. Bi-
 5 or tricyclic heterocyclyl groups may have fused, bridged, or spiro ring connectivity. In various embodiments the heterocyclic group is attached to another moiety through carbon or through a heteroatom, and is optionally substituted on carbon or a heteroatom. Examples of heterocyclyl include without
 10 limitation azetidiny, oxazoliny, isoxazoliny, oxetany, tetrahydropyrany, tetrahydrothiopyrany, tetrahydroisoquinoliny, 1,4-dioxany, pyrrolidiny, morpholiny, thiomorpholiny, dihydrobenzimidazoliny, dihydrobenzofurany, dihydrobenzothiophenyl, dihydrobenzoxazoliny, dihydrofurany, dihydroimidazoliny, dihydroindoliny, dihydroisooxazoliny, dihydroisothiazoliny, dihydrooxadiazoliny,
 15 dihydrooxazoliny, dihydropyraziny, dihydropyrazoliny, dihydropyridiny, dihydropyrimidiny, dihydropyrroly, dihydroquinoliny, dihydrotetrazoliny, dihydrothiadiazoliny, dihydrothiazoliny, dihydrothienyl, dihydrotriazoliny, dihydroazetidiny, methylenedioxybenzoyl, chromanyl, dihydropyranoquinoxaliny, tetrahydroquinoxaliny, tetrahydroquinoliny, dihydropyranoquinoliny and tetrahydrothienyl and N-oxides thereof.

20 “Heterocyclene” refers to a heterocyclyl, as defined herein, having two monovalent radical centers derived from the removal of two hydrogen atoms from the same or two different carbon atoms, through a carbon and a heteroatom, or through two heteroatoms of a parent heterocycle.

The term “oxo” or “oxo group” refers to an oxygen atom (*e.g.* an oxygen double bonded to a carbon, an –OH group bonded to a carbon, etc).

“Prodrug” refers to any compound that when administered to a biological system generates the drug substance, or active ingredient, as a result of spontaneous chemical reaction(s), enzyme catalyzed chemical reaction(s), photolysis, and/or metabolic chemical reaction(s). A prodrug is thus a covalently modified analog or latent form of a therapeutically active compound. Non-limiting examples of prodrugs include ester moieties, quaternary ammonium moieties, glycol moieties, and the like.

The term “optionally substituted” refers to a moiety wherein all substituents are hydrogen or wherein one or more of the hydrogens of the moiety are replaced by non-hydrogen substituents; that is to say the moiety that is optionally substituted is either substituted or unsubstituted.

“Leaving group” (LG) refers to a moiety of a compound that is active towards displacement or substitution in a chemical reaction. Examples of in which such as displacement or substitution occur include, but are not limited to, nucleophilic substitution bimolecular (S_N2), nucleophilic substitution unimolecular (S_N1), nucleophilic aromatic substitution (S_NAr), and transition metal catalyzed cross-couplings. Examples of leaving groups include, but are not limited to, a halogen atom (*e.g.* –Cl, –Br, –I) and sulfonates (*e.g.* mesylate (–OMs), tosylate (–OTs) or triflate (–OTf)). The skilled artisan will be aware of various chemical leaving groups and strategies for activation and will appreciate the appropriate moiety that will act as leaving groups, based on the particular chemical reaction, the functionality that the group is attached to, and the chemical reagents used to affect the displacement or substitution reaction. As a non-limiting example, in some situations, a halogen atom (*e.g.* –Cl, –Br, or –I) serves as a leaving group in a reaction catalyzed by a transition metal (*e.g.* Pd catalyzed Suzuki coupling between an aryl halide and aryl boronic acid) and another reagents such as a base.

Stereoisomers

Stereochemical definitions and conventions used herein generally follow S. P. Parker, Ed., McGraw-Hill Dictionary of Chemical Terms (1984) McGraw-Hill Book Company, New York; and Eliel, E. and Wilen, S., Stereochemistry of Organic Compounds (1994) John Wiley & Sons, Inc., New York.

The term "chiral" refers to molecules which have the property of non-superimposability of the mirror image partner, while the term "achiral" refers to molecules which are superimposable on their mirror image partner.

"Isomers" are different compounds that have the same molecular formula.

Isomers include stereoisomers, enantiomers and diastereomers.

"Diastereoisomers" are stereoisomers that have at least two asymmetric atoms, but which are not mirror-images of each other.

"Enantiomers" are a pair of stereoisomers that are non-superimposable mirror images of each other. A 1:1 mixture of a pair of enantiomers is a "racemic" mixture. The term "(±)" is used to designate a racemic mixture where appropriate.

The term "stereoisomers" refers to compounds which have identical chemical constitution, but differ with regard to the arrangement of the atoms or groups in space. The term "atropisomers" refers to stereoisomers having hindered rotation about a single bond.

The compounds disclosed herein may have chiral centers, e.g., chiral carbon atoms. Such compounds thus include racemic mixtures of all stereoisomers, including enantiomers, diastereomers, and atropisomers. In addition, the compounds disclosed herein include enriched or resolved optical isomers at any or all asymmetric, chiral atoms. In other words, the chiral centers apparent from the depictions are provided as the chiral isomers or racemic mixtures. Both racemic and diastereomeric mixtures, as well as the individual optical isomers isolated or synthesized, substantially free of their enantiomeric or diastereomeric partners, are all within the scope of the invention. The racemic mixtures can be separated into their individual, substantially optically pure isomers through well-known techniques such as, for example, the separation of diastereomeric salts formed with optically active adjuncts, e.g., acids or bases

followed by conversion back to the optically active substances. The desired optical isomer can also be synthesized by means of stereospecific reactions, beginning with the appropriate stereoisomer of the desired starting material.

It is to be understood that for compounds disclosed herein when a bond is drawn in a non-stereochemical manner (e.g., flat) the atom to which the bond is attached includes all stereochemical possibilities. It is also to be understood that when a bond is drawn in a stereochemical manner (e.g., bold, bold-wedge, dashed or dashed-wedge) the atom to which the stereochemical bond is attached has the stereochemistry as shown unless otherwise noted.

Accordingly, in one embodiment, a compound disclosed herein is greater than 50% a single enantiomer. In another embodiment, a compound disclosed herein is at least 80% a single enantiomer. In another embodiment, a compound disclosed herein is at least 90% a single enantiomer. In another embodiment, a compound disclosed herein is at least 98% a single enantiomer. In another embodiment, a compound disclosed herein is at least 99% a single enantiomer. In another embodiment, a compound disclosed herein is greater than 50% a single diastereomer. In another embodiment, a compound disclosed herein is at least 80% a single diastereomer. In another embodiment, a compound disclosed herein is at least 90% a single diastereomer. In another embodiment, a compound disclosed herein is at least 98% a single diastereomer. In another embodiment, a compound disclosed herein is at least 99% a single diastereomer.

Tautomers

The compounds disclosed herein can also exist as tautomeric isomers in certain cases. Although only one delocalized resonance structure may be depicted, all such forms are contemplated within the scope of the invention. For example, ene-amine tautomers can exist for purine, pyrimidine, imidazole, guanidine, amidine, and tetrazole systems and all their possible tautomeric forms are within the scope of the invention.

Isotopes

It is understood by one skilled in the art that this invention also includes any compound claimed that may be enriched at any or all atoms above naturally

occurring isotopic ratios with one or more isotopes such as, but not limited to, deuterium (^2H or D). As a non-limiting example, a $-\text{CH}_3$ group may be replaced by $-\text{CD}_3$.

Specific values listed below for radicals, substituents, and ranges are for illustration only; they do not exclude other defined values or other values within defined ranges for the radicals and substituents.

Protecting Groups

In certain embodiments, protecting groups include prodrug moieties and chemical protecting groups. Protecting groups may be represented by the abbreviation "PG."

"Protecting group" ("PG") refers to a moiety of a compound that masks or alters the properties of a functional group or the properties of the compound as a whole. Chemical protecting groups and strategies for protection/deprotection are well known in the art. See e.g. Peter G. M. Wuts and Theodora W. Greene, *Protective Groups in Organic Synthesis*, 4th edition; John Wiley & Sons, Inc.: New Jersey, 2007. Protecting groups are often utilized to mask the reactivity of certain functional groups, to assist in the efficiency of desired chemical reactions, e.g., making and breaking chemical bonds in an ordered and planned fashion.

Protection of functional groups of a compound alters other physical properties besides the reactivity of the protected functional group, such as the polarity, lipophilicity (hydrophobicity), and other properties which can be measured by common analytical tools. Chemically protected intermediates may themselves be biologically active or inactive.

In certain embodiments, protecting groups are optionally employed to prevent side reactions with the protected group during synthetic procedures. Selection of the appropriate groups to protect, when to do so, and the nature of the chemical protecting group "PG" is dependent upon the chemistry of the reaction to be protected against (e.g., acidic, basic, oxidative, reductive or other conditions) and the intended direction of the synthesis. PGs do not need to be, and generally are not, the same if the compound is substituted with multiple PG. In general, PG will be used to protect functional groups such as carboxyl,

hydroxyl, thio, or amino groups and to thus prevent side reactions or to otherwise facilitate the synthetic efficiency. The order of deprotection to yield free deprotected groups is dependent upon the intended direction of the synthesis and the reaction conditions to be encountered, and may occur in any order as determined by the artisan.

Salts and Hydrates

Examples of pharmaceutically acceptable salts of the compounds disclosed herein include salts derived from an appropriate base, such as an alkali metal (for example, sodium), an alkaline earth metal (for example, magnesium), ammonium and NX_4^+ (wherein X is C_1-C_4 alkyl). Pharmaceutically acceptable salts of a nitrogen atom or an amino group include for example salts of organic carboxylic acids such as acetic, benzoic, lactic, fumaric, tartaric, maleic, malonic, malic, isethionic, lactobionic and succinic acids; organic sulfonic acids, such as methanesulfonic, ethanesulfonic, benzenesulfonic and p-toluenesulfonic acids; and inorganic acids, such as hydrochloric, hydrobromic, sulfuric, phosphoric and sulfamic acids. Pharmaceutically acceptable salts of a compound of a hydroxy group include the anion of said compound in combination with a suitable cation such as Na^+ and NX_4^+ (wherein each X is independently selected from H or a C_1-C_4 alkyl group).

For therapeutic use, salts of active ingredients of the compounds disclosed herein will typically be pharmaceutically acceptable, i.e., they will be salts derived from a physiologically acceptable acid or base. However, salts of acids or bases which are not pharmaceutically acceptable may also find use, for example, in the preparation or purification of a compound of formula I or another compound disclosed herein. All salts, whether or not derived from a physiologically acceptable acid or base, are within the scope of the present invention.

Metal salts typically are prepared by reacting the metal hydroxide with a compound disclosed herein. Examples of metal salts which are prepared in this way are salts containing Li^+ , Na^+ , and K^+ . A less soluble metal salt can be precipitated from the solution of a more soluble salt by addition of the suitable

metal compound.

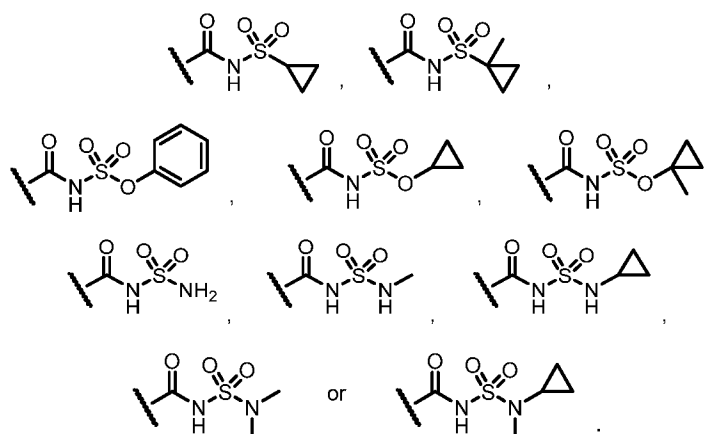
In addition, salts may be formed from acid addition of certain organic and inorganic acids, e.g., HCl, HBr, H₂SO₄, H₃PO₄ or organic sulfonic acids, to basic centers, such as amines. Finally, it is to be understood that the compositions herein comprise compounds disclosed herein in their un-ionized, as well as zwitterionic form, and combinations with stoichiometric amounts of water as in hydrates.

Embodiments

In certain embodiments, M is -O- or a bond. In certain other embodiments of Formula 1, M is -O-.

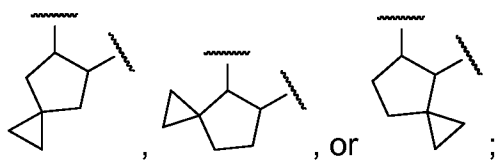
In certain embodiments, X is -OC(O)-, -O-, or a direct bond. In certain other embodiments of Formula 1, X is -O-.

In certain embodiments, G is -CO₂H or -CONHSO₂Z². In certain embodiments of Formula 1, G is:

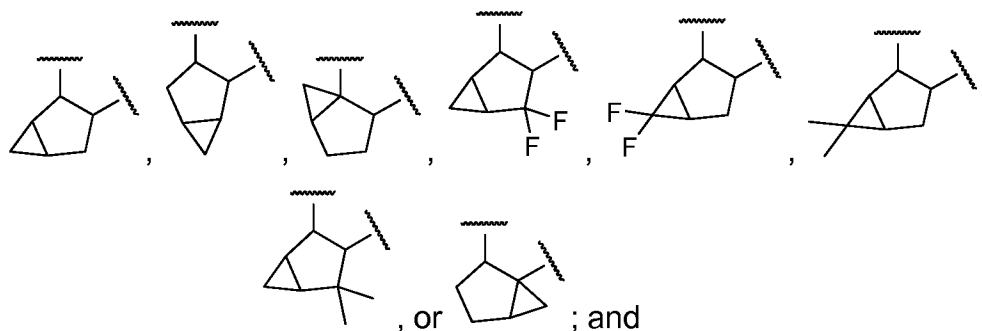


In certain embodiments, Z^{2a} is hydrogen or C₁-C₂ alkyl. In certain embodiments, Z^{2a} is hydrogen or methyl. In other embodiments, Z^{2a} is hydrogen. In further embodiments, Z^{2a} is methyl.

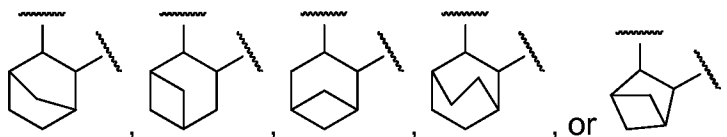
In certain embodiments, $\textcircled{\text{T}}$ is T¹, T², or T³, optionally substituted with 1-4 Z¹ groups which are the same or different. In certain embodiments where $\textcircled{\text{T}}$ is optionally substituted with 1-4 Z¹ groups and where is T¹, T², or T³, T¹ is:



T^2 is:

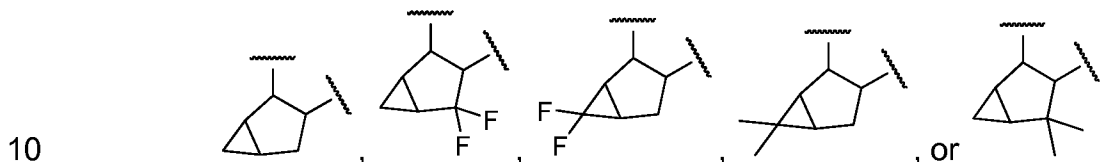


5 T^3 is:



In certain embodiments, $\textcircled{T}$ is T^2 , which is optionally substituted with 1-4 Z^1 groups, which are the same or different.

In certain embodiments, T^2 is:



In certain embodiments, T^2 is:

In certain embodiments, T^2 is:

In certain embodiments, T^2 is:

In certain embodiments, J is -O-, -CH₂-, -CF₂-, -C(O)-, -N(R¹⁶)-, or a bond.

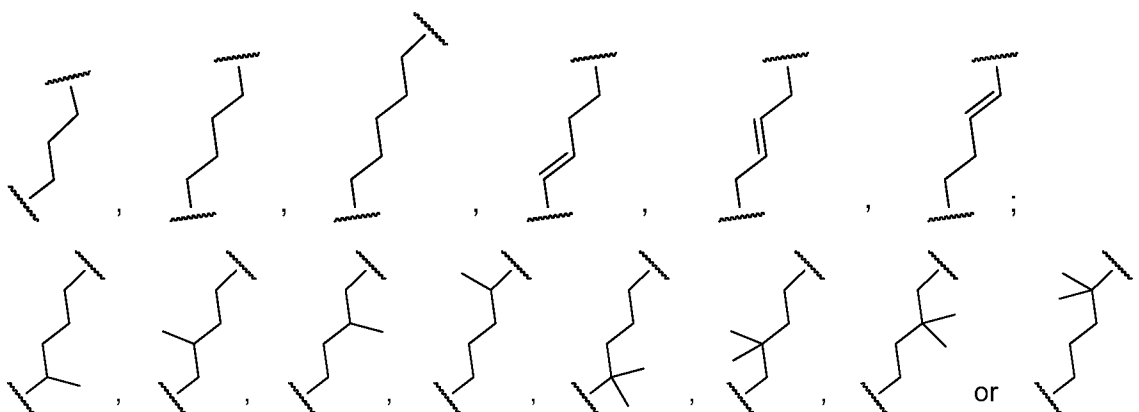
15 In certain embodiments, J is -O- or -CH₂-. In certain other embodiments, J is -O-. In further embodiments, J is -CH₂-, -CF₂-, -C(O)-, -N(R¹⁶)-, or a bond. In still

more embodiments, J is $-\text{CH}_2-$ or $-\text{CF}_2-$. In further other embodiments, J is $-\text{CH}_2-$.

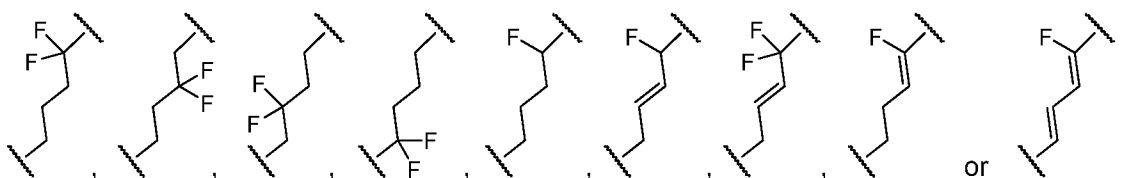
In certain embodiments, J is C_1 - C_3 alkylene optionally substituted with 1-2 halogen atoms. In certain other embodiments, J is optionally substituted with 1-2 halogen atoms connected to the same carbon atom. In certain
 5 optionally substituted with one or more fluoro or chloro atoms. In certain embodiments, J is optionally substituted with one or two fluoro or chloro atoms connected to the same carbon atom. In still further embodiments, J is $-\text{CH}_2-$ or $-\text{CF}_2-$.

10 In certain embodiments, L is L^1 , L^2 , L^3 , L^4 , L^5 , L^6 , L^7 , L^8 , L^9 , L^{10} , L^{11} or L^{12} . In certain embodiments, L is L^1 or L^2 .

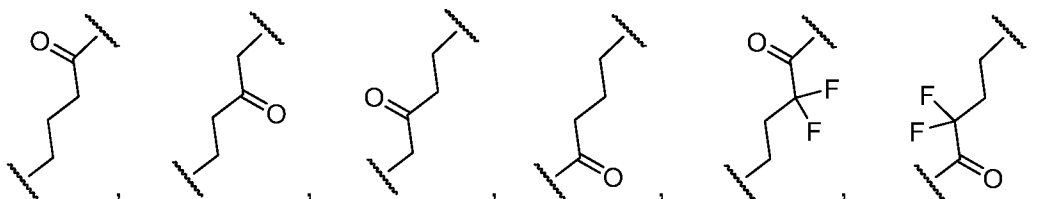
In certain embodiments, L^1 is:

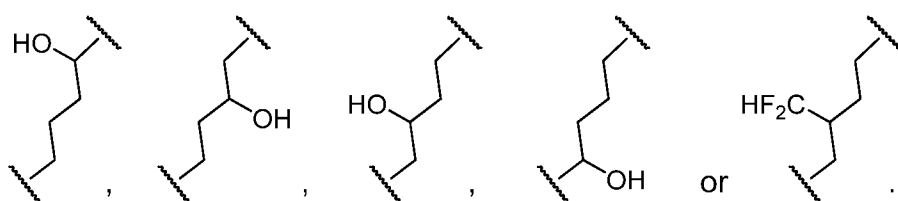


In certain embodiments L^2 is:

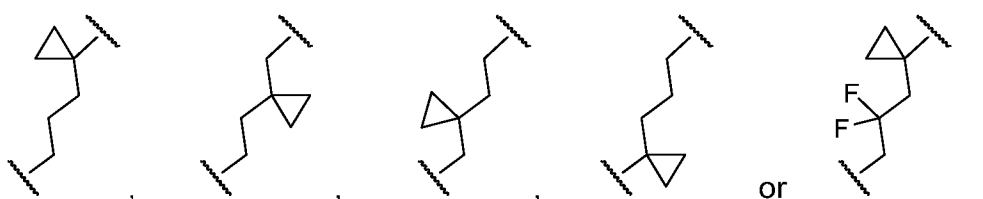
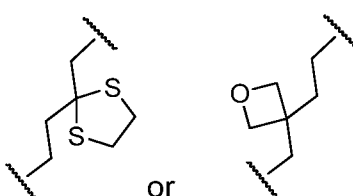


In certain embodiments L^3 is:





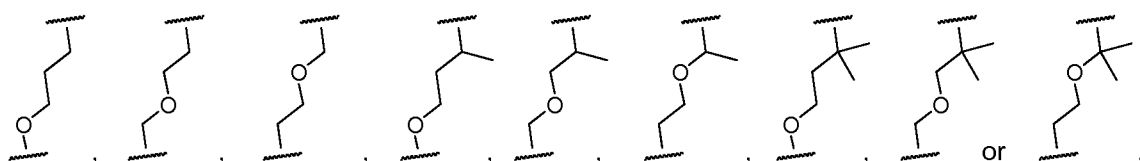
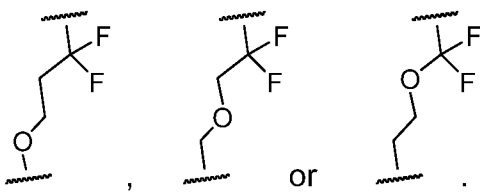
In certain embodiments, L⁴ is:



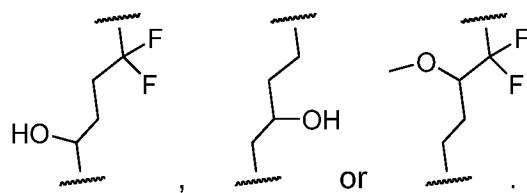
In certain embodiments, L⁵ is:

5

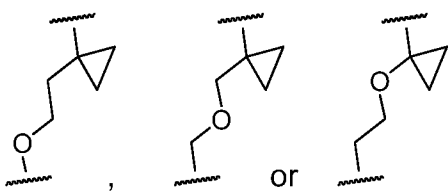
In certain embodiments, L⁶ is:



In certain embodiments, L⁷ is:

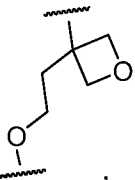
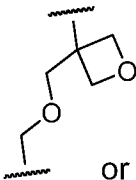
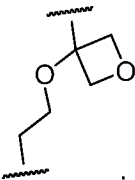


In certain embodiments, L⁸ is:

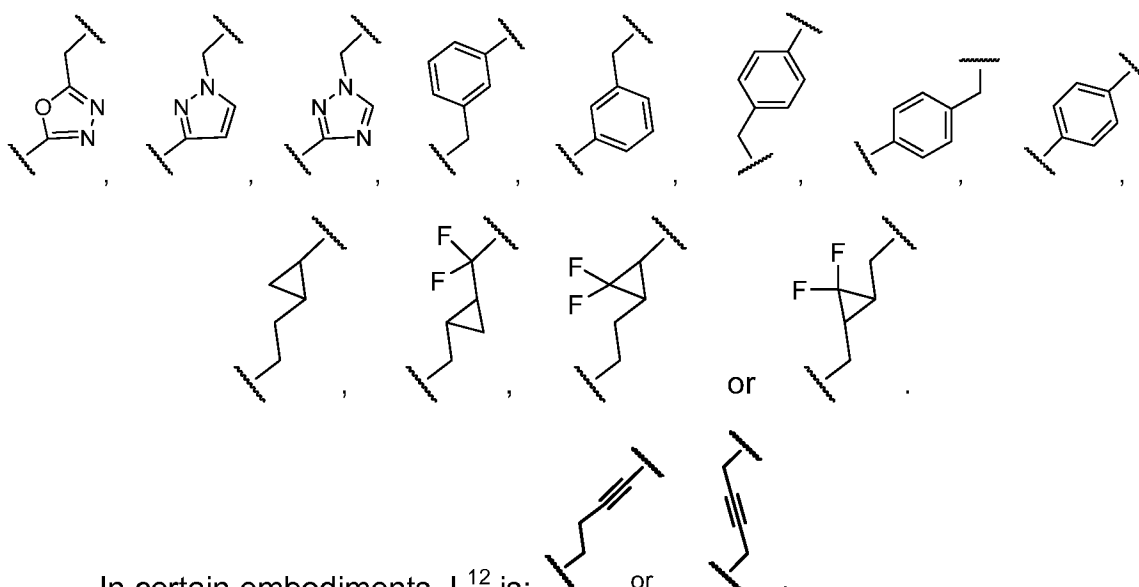


In certain embodiments, L⁹ is:

10

In certain embodiments, L^{10} is: ,  or .

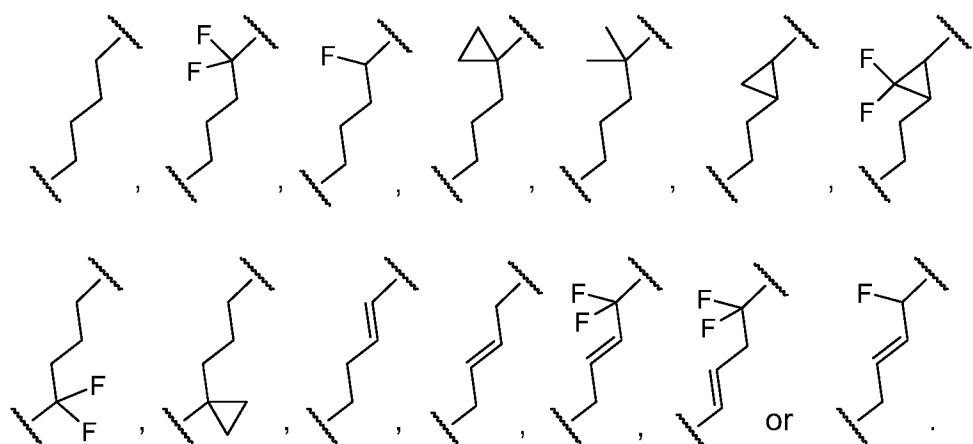
In certain embodiments, L^{11} is:



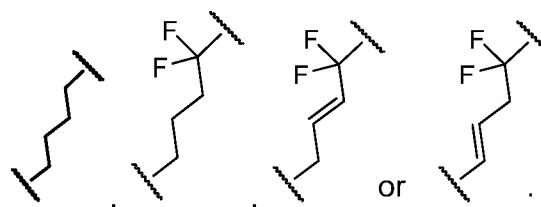
5

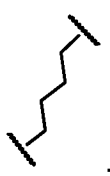
In certain embodiments, L^{12} is:

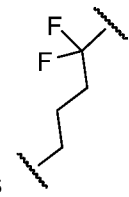
In certain other embodiments, L is:

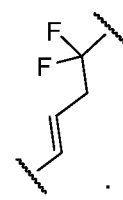


In further embodiments, L is:



In still other embodiments, L is .

In additional embodiments, L is .

In certain embodiments, L is  or .

In certain embodiments, L is .

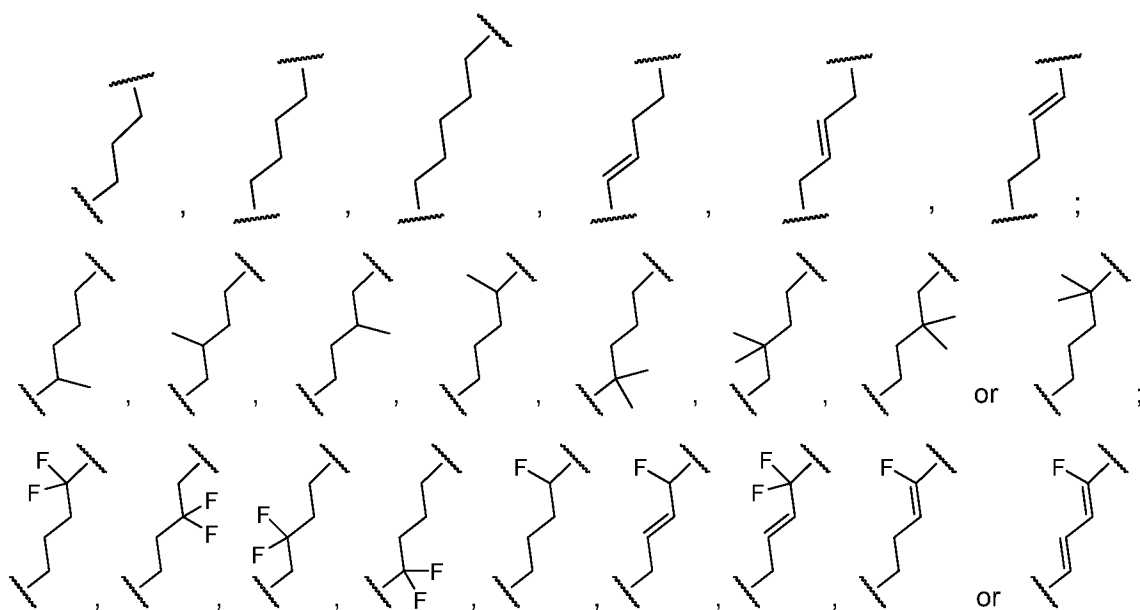
5 In certain embodiments, L is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is optionally substituted with one or more R²⁵. In certain other embodiments, L is C₃-C₆ alkylene or C₃-C₆ alkenylene wherein said C₃-C₆ alkylene or C₃-C₆ alkenylene is optionally substituted with one or more R²⁵. In further embodiments, L is C₄ alkylene or C₄ alkenylene wherein
10 said C₄ alkylene or C₄ alkenylene is optionally substituted with one or more R²⁵.

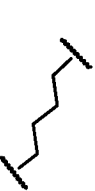
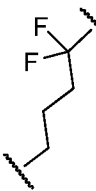
In certain embodiments, each R²⁵ is independently halogen, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ carbocyclyl, C₃-C₆ cycloalkyl, 3 to 6 membered heteroalkyl, -OH, or -O-(C₁-C₄ alkyl), or oxo. In certain other embodiments, each R²⁵ is
15 independently halogen, C₁-C₄ alkyl, C₁-C₄ haloalkyl, or -OH. In further embodiments, each R²⁵ is independently halogen.

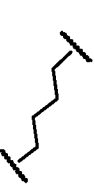
In certain embodiments, L is C₃-C₈ alkyl or C₃-C₈ alkenylene, wherein L is optionally substituted with up to two halogen atoms. In certain embodiments, L is C₃-C₈ alkylene, C₄-C₈ carbocyclalkylene or C₃-C₈ alkenylene, wherein L is optionally substituted with up to two halogen atoms. In certain other
20 embodiments, L is C₃-C₆ alkyl or C₃-C₆ alkenylene, wherein L is optionally

substituted with up to two halogen atoms. In certain other embodiments, L is C₄ alkyl or C₄ alkylene, wherein L is optionally substituted with up to two halogen atoms. In certain embodiments, when L is optionally substituted with up to two halogen atoms, the halogen atoms are connected to the same carbon atom.

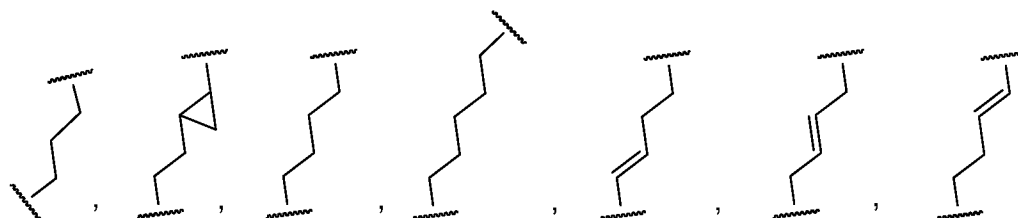
5 In certain embodiments, L is:

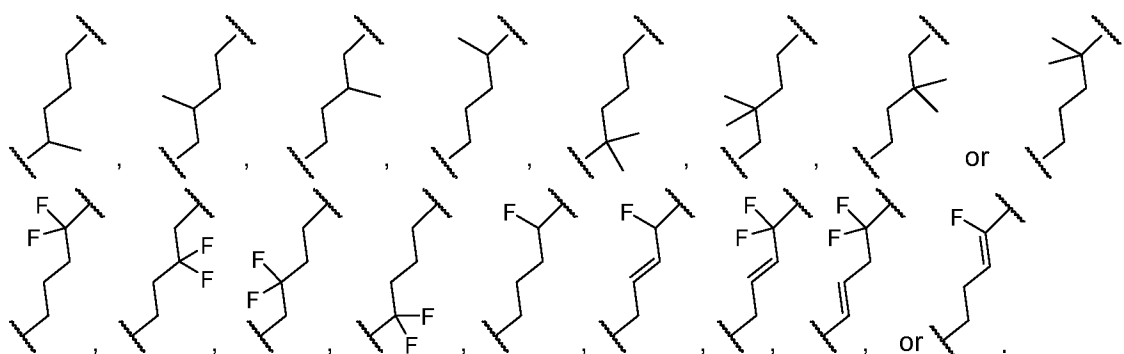


10 In certain embodiments, L is , , or .

In certain embodiments, L is  or .

In certain embodiments, L is

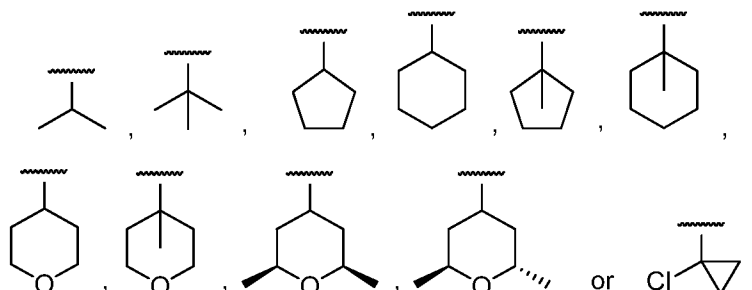




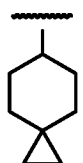
In certain embodiments, Q is Q¹, Q², Q³, Q⁴, Q⁵ or Q⁷. In certain embodiments, Q is Q¹.

- 5 In certain embodiments, Q is C₁-C₆ alkyl, C₃-C₆ carbocyclyl, or C₃-C₈ cycloalkyl. In certain embodiments, Q is C₁-C₆ alkyl or C₃-C₈ cycloalkyl. In certain embodiments, Q is C₁-C₆ alkyl, or C₃-C₈ carbocyclyl. In certain other embodiments, Q is C₁-C₄ alkyl. In further embodiments, Q is t-butyl. In some embodiments, Q is t-butyl or C₅-C₆ cycloalkyl.

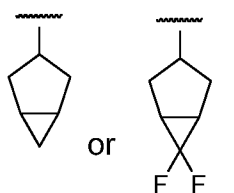
- 10 In certain embodiments, Q¹ is



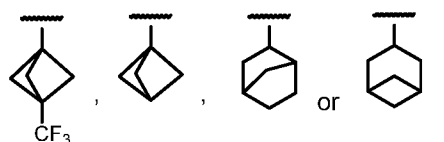
In certain embodiments, Q² is

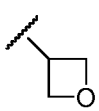
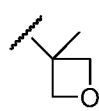


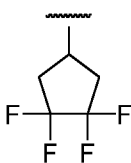
In certain embodiments, Q³ is



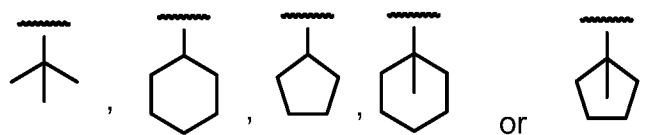
15 In certain embodiments, Q⁴ is:



In certain embodiments, Q^5 is  or .

In certain embodiments, Q^7 is .

In certain embodiments, Q is:

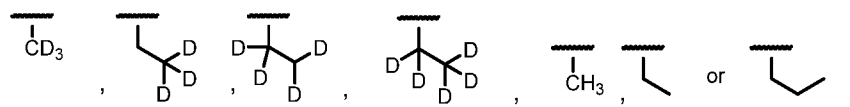


5 In certain embodiments, Q is .

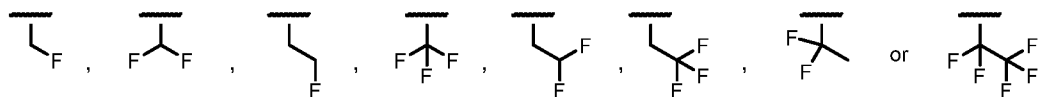
In certain embodiments, E is E^1 , E^2 , E^3 , or E^4 . In certain embodiments of Formula II, E is E^1 , E^2 or E^3 . In other embodiments of Formula II, E is E^2 or E^3 . In certain embodiments, E is E^3 .

In certain other embodiments, E^1 is .

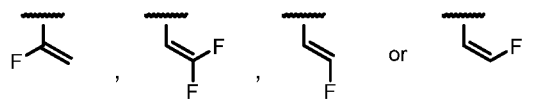
10 In certain embodiments, E^2 is:



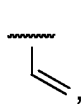
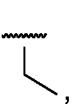
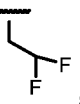
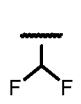
In certain embodiments, E^3 is:

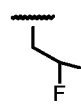
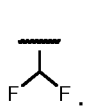


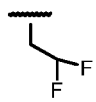
In certain embodiments E^4 is:



15

In some embodiments, E is , , , or . In other

embodiments, E is  or .

In certain embodiments, E is . In other embodiments, E is . In further embodiments, E is . In still more embodiments, E is .

In certain embodiments, E is C₁-C₄ alkyl or C₂-C₄ alkenyl. In certain embodiments, E is C₁-C₄ alkyl.

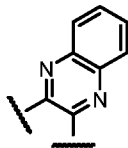
5 In certain embodiments, E is optionally substituted with one, one or two, or one to three halogen atoms. In certain embodiments, E is optionally substituted with 1-2 halogen atoms connected to the same carbon atom. In certain embodiments, E is optionally substituted with two halogen atoms connected to the same carbon atom.

10 In certain embodiments, E is optionally substituted with one or more fluoro or chloro atoms. In certain embodiments, E is optionally substituted with 1-2 fluoro or chloro atoms connected to the same carbon atom. In certain embodiments, E is optionally substituted with two fluoro or chloro atoms connected to the same carbon atom.

15 In certain embodiments, when E is C₁-C₄ alkyl or C₂-C₄ alkenyl, E is optionally substituted with one or more fluoro (F) atoms. In certain other embodiments, when E is C₁-C₄ alkyl, E is optionally substituted with one or more fluoro (F) atoms.

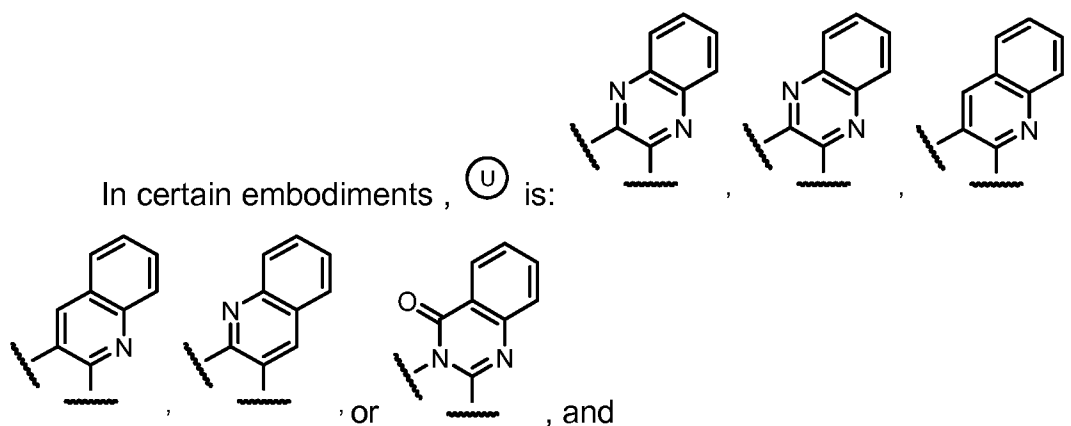
In certain embodiments, E is -CHF₂ or -CH₂CHF₂.

20 In certain embodiments,  is bicyclic heteroaryl, optionally substituted with 1-4 W groups which are the same or different.

In certain other embodiments,  is  optionally substituted with 1-4 W groups, which are the same or different.

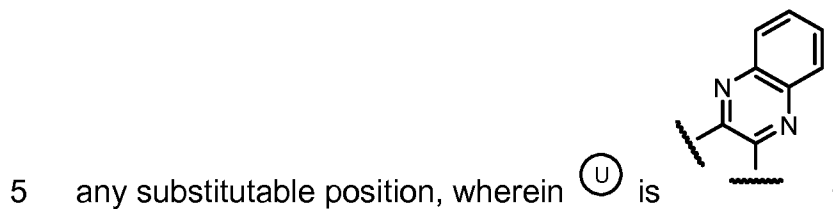
In certain embodiments,  is substituted with one W group.

25 In certain embodiments,  is optionally substituted with one or two W at any substitutable position.

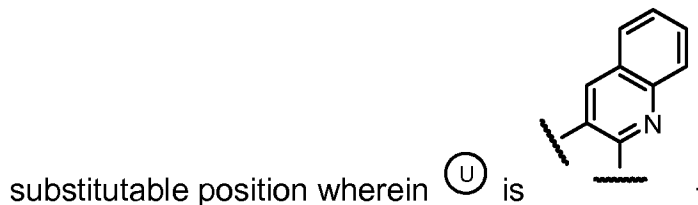


$\textcircled{\text{U}}$ is optionally substituted with 1-2 W at any substitutable position.

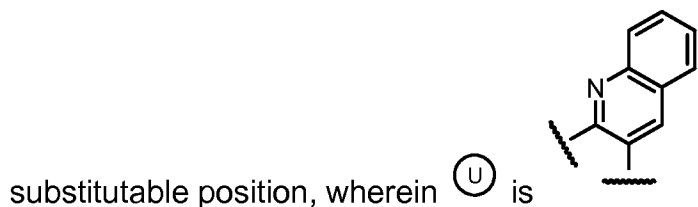
In certain embodiments, $\textcircled{\text{U}}$ is optionally substituted with one or two W at



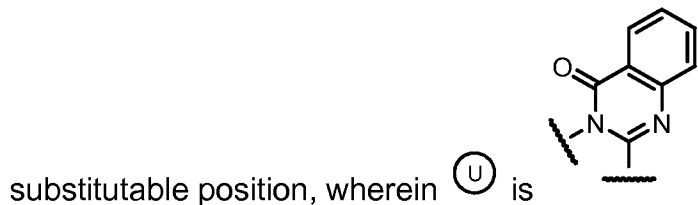
In certain embodiments, $\textcircled{\text{U}}$ is optionally substituted with one W at any



In certain embodiments, $\textcircled{\text{U}}$ is optionally substituted with one W at any

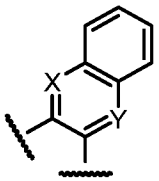


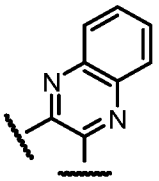
10 In certain embodiments, $\textcircled{\text{U}}$ is optionally substituted with one W at any



In certain embodiments, $\textcircled{\text{U}}$ is 8-12 membered bicyclic heteroaryl, 8-12 membered tricyclic heteroaryl, 8-12 membered bicyclic heterocyclyl, 8-12 membered tricyclic heterocyclyl, optionally substituted with 1-2 W groups.

In certain embodiments, $\textcircled{\text{U}}$ is 8-12 membered bicyclic heteroaryl, wherein the 8-12 membered bicyclic heteroaryl, has 4-10 carbon atoms and 1-5 heteroatoms in the ring system, and wherein any 8-12 membered bicyclic heteroaryl of $\textcircled{\text{U}}$ is optionally substituted with 1-2 W groups.

In certain embodiments, $\textcircled{\text{U}}$ is , optionally substituted with 1-2 W groups, wherein X and Y are both H, or when one of X or Y is N, the other of X or Y is H.

In certain embodiments, $\textcircled{\text{U}}$ is  is optionally substituted with 1-2 W groups.

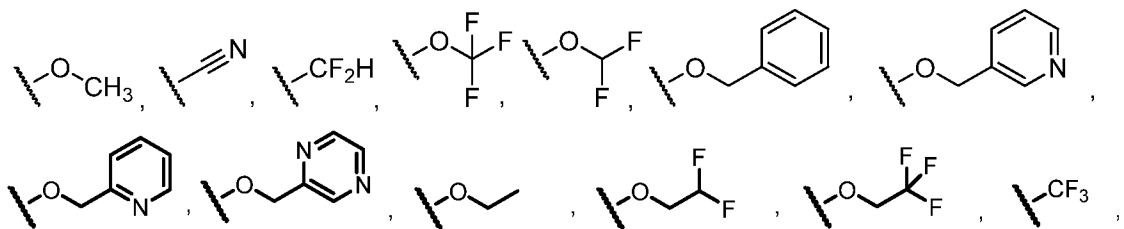
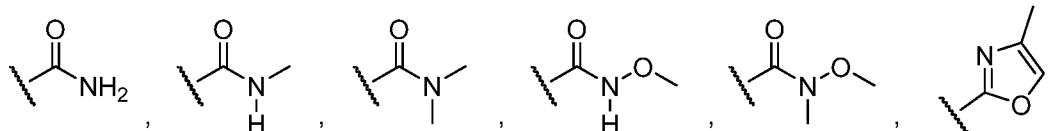
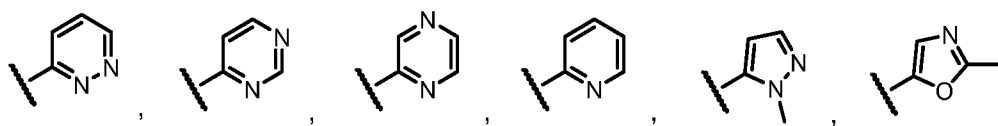
In certain embodiments, $\textcircled{\text{U}}$ is optionally substituted with one W at any substitutable position.

In certain embodiments, each W is independently W^1 , W^2 , W^3 , W^5 , W^6 or W^7 . In certain other embodiments, each W is W^1 .

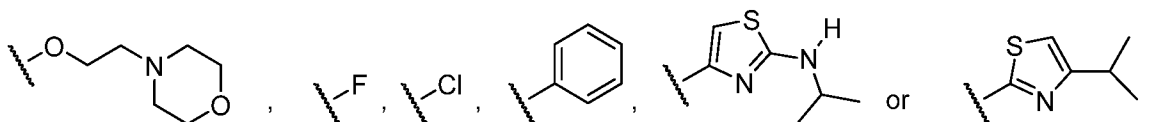
In certain embodiments, each W is, independently, Cl, F, $-\text{OCH}_3$, $-\text{OCHF}_2$, or $-\text{CN}$. In certain embodiments, each W is, independently, F or $-\text{OCH}_3$.

In certain embodiments, each W is independently halogen or $\text{C}_1\text{-C}_4$ alkoxy.

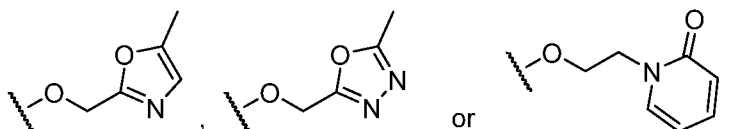
In certain embodiments, W^1 is:



5

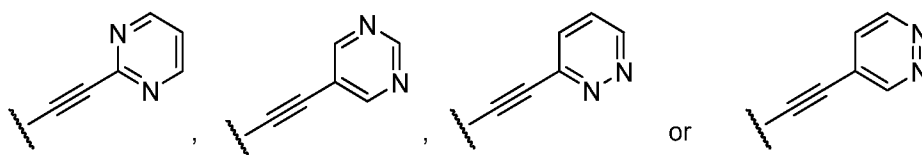


In certain embodiments, W^2 is

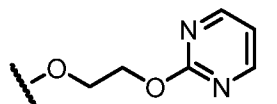


10

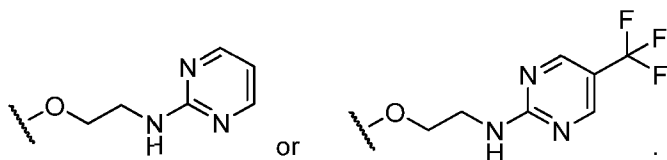
In certain embodiments, W^3 is:



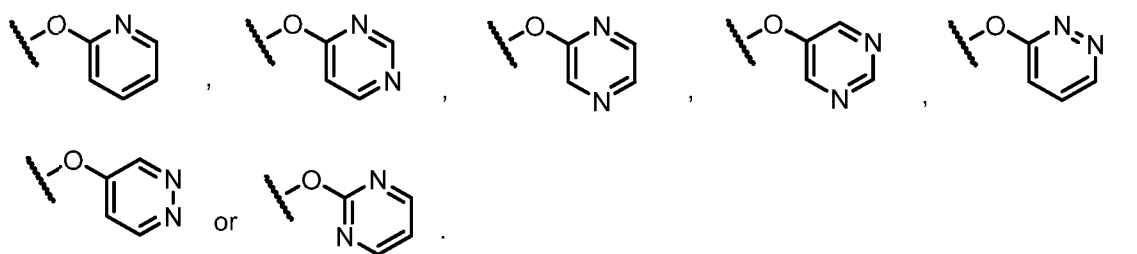
In certain embodiments, W^5 is



In certain embodiments, W⁶ is

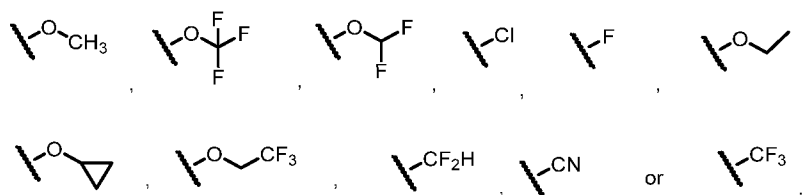


In certain embodiments, W⁷ is:

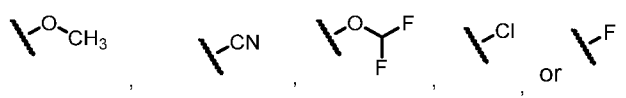


5

In certain embodiments, W is:

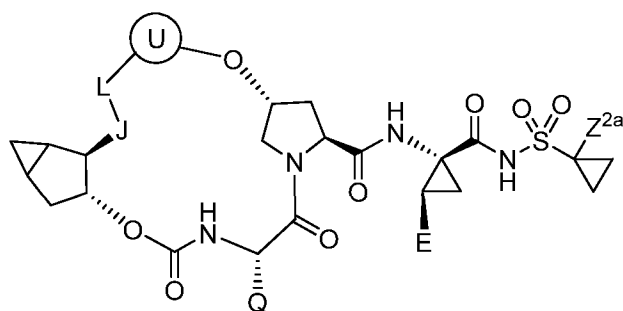


In certain embodiments, W is



10

A specific group of compounds of Formula II are compounds of Formula IIa:

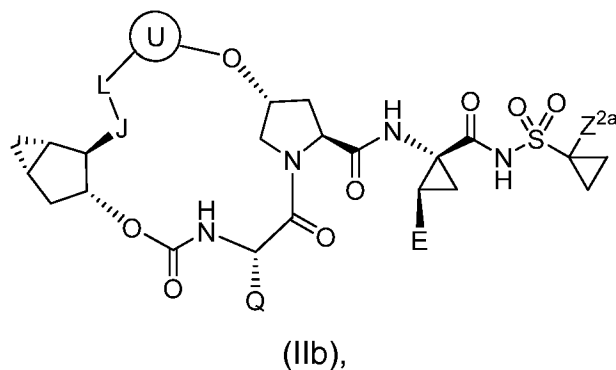


(IIa),

or a pharmaceutically acceptable salt thereof.

Another specific group of compounds of Formula II are compounds of

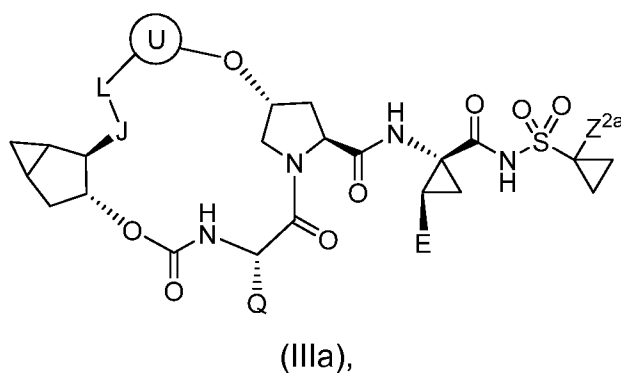
5 Formula IIb:



or a pharmaceutically acceptable salt thereof.

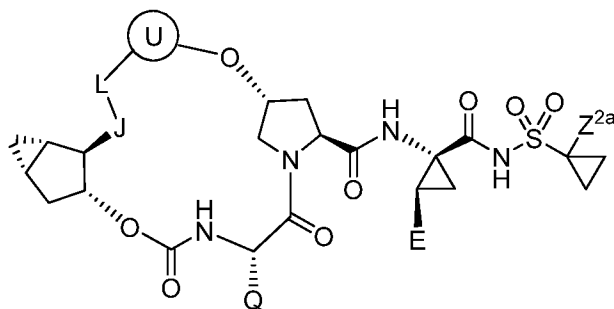
A specific group of compounds of Formula III are compounds of formula

10 IIIa:



or a pharmaceutically acceptable salt thereof.

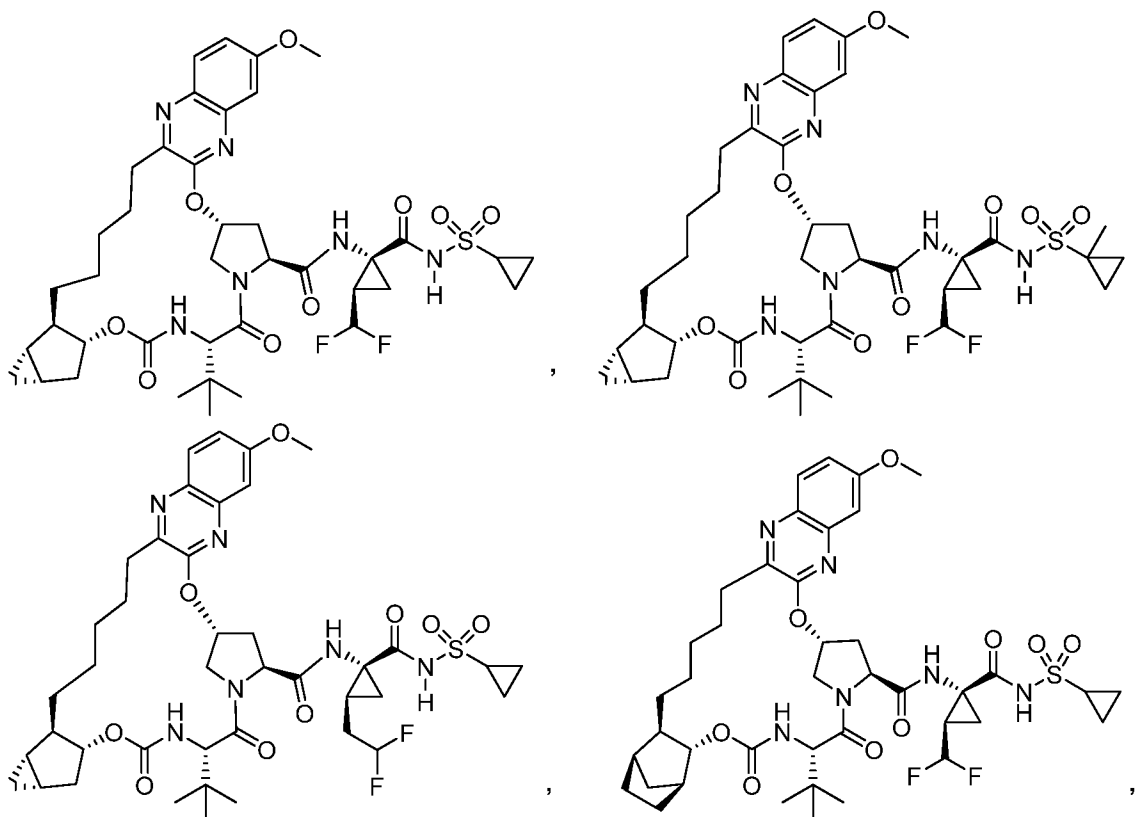
Another specific group of compounds of Formula III are compounds of formula IIIb:

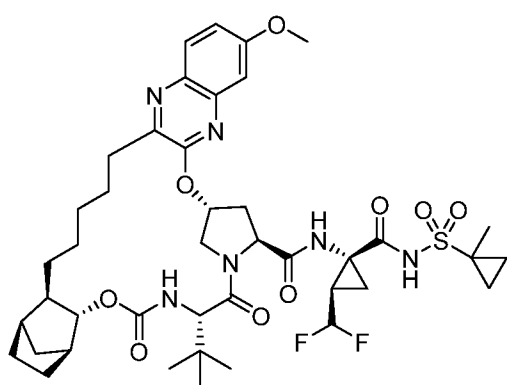
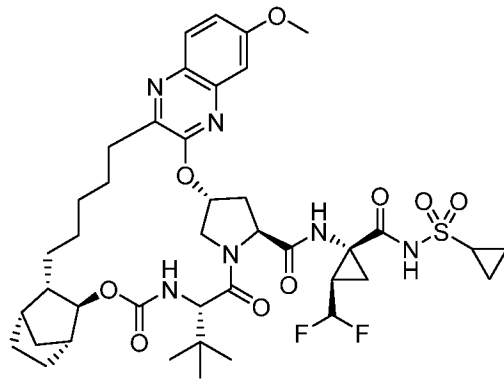
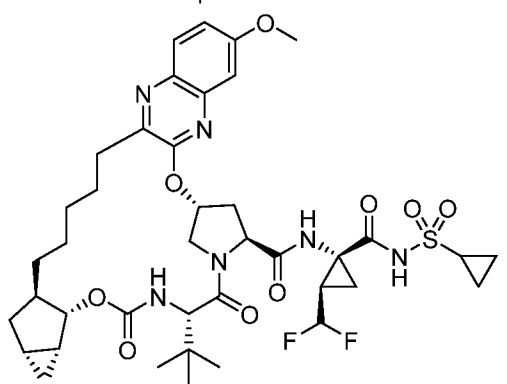
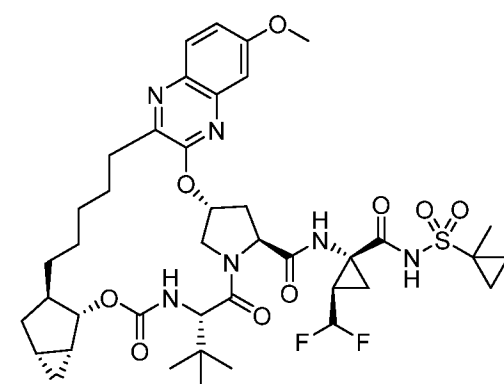
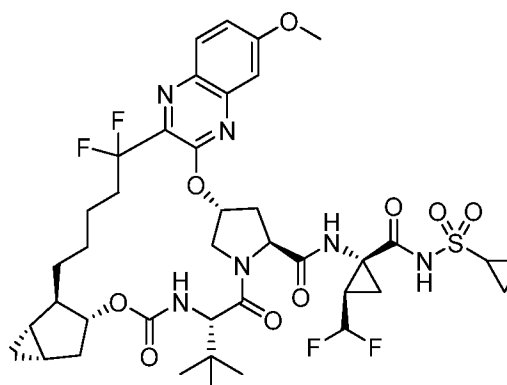
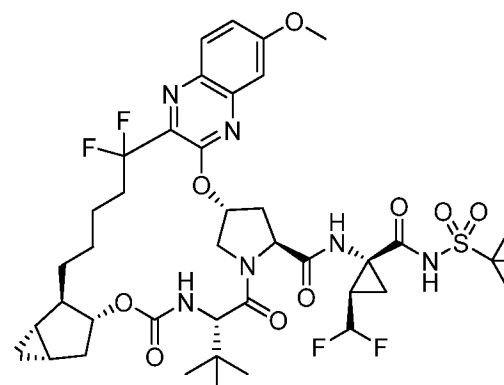
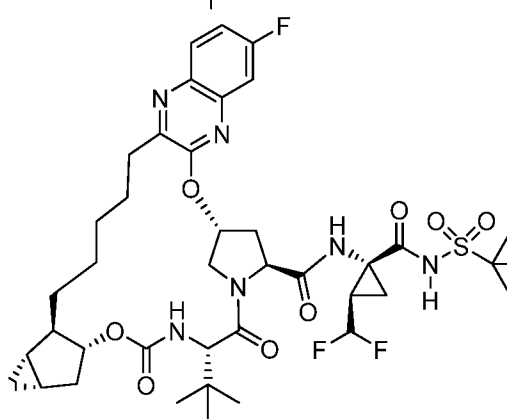
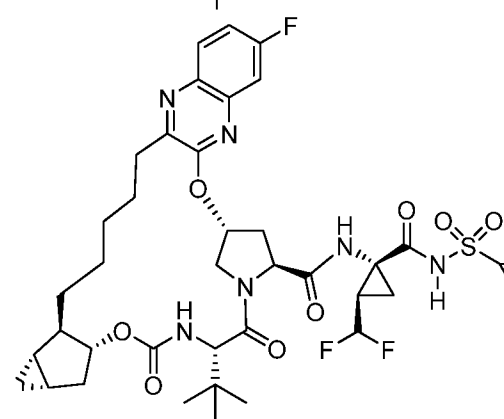


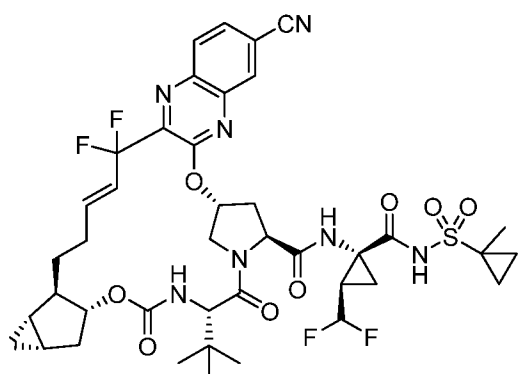
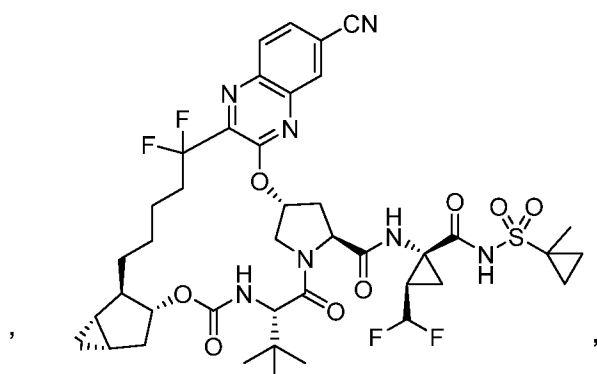
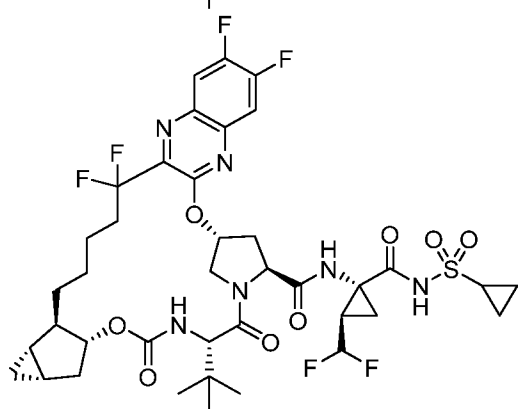
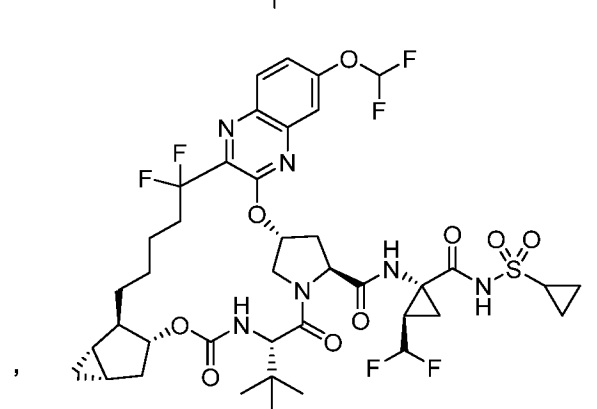
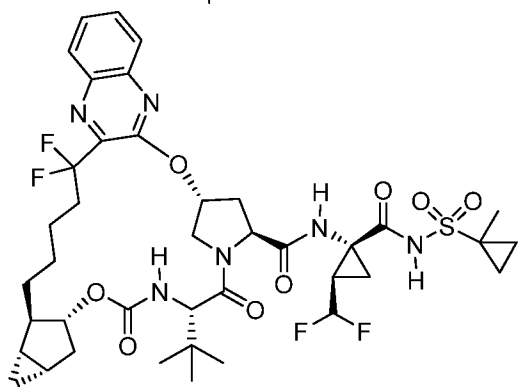
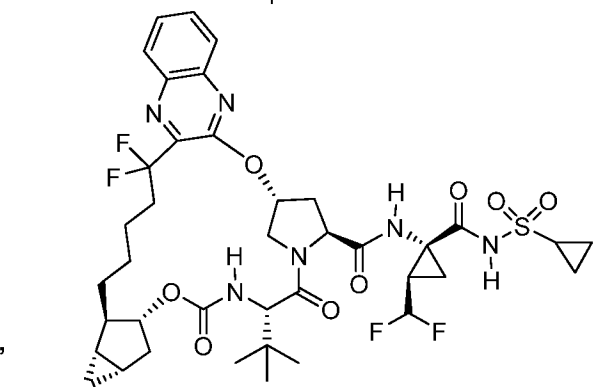
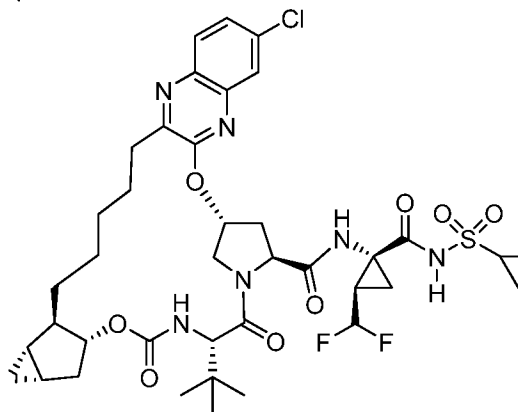
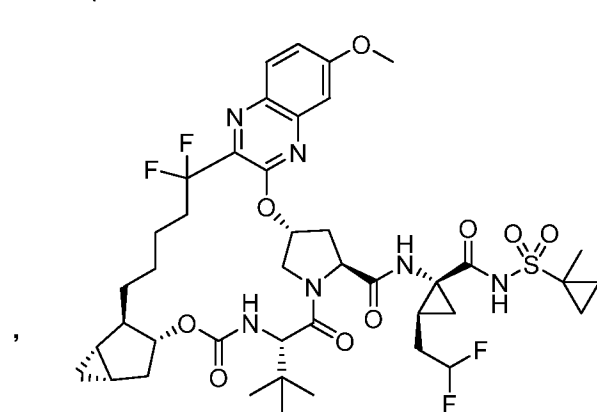
(IIIb),

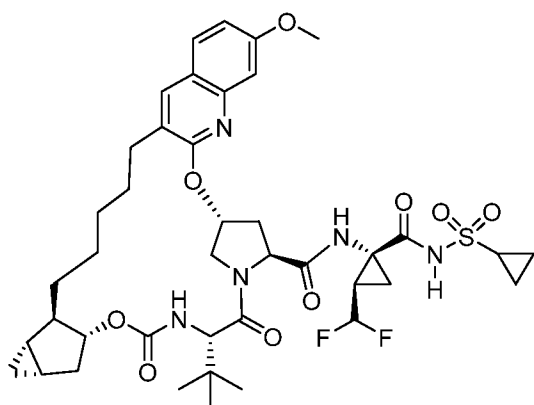
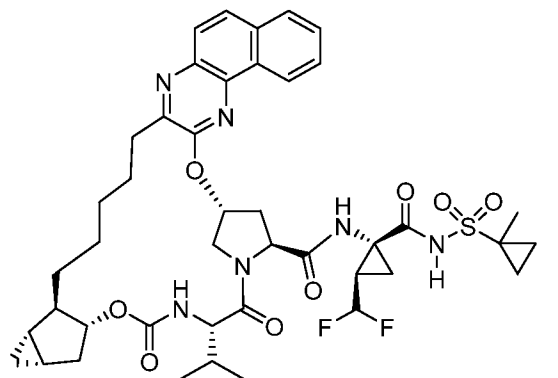
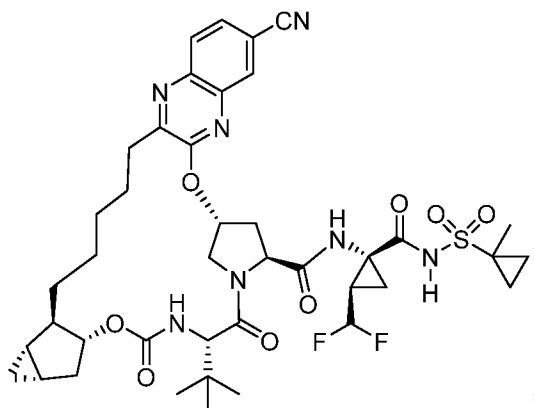
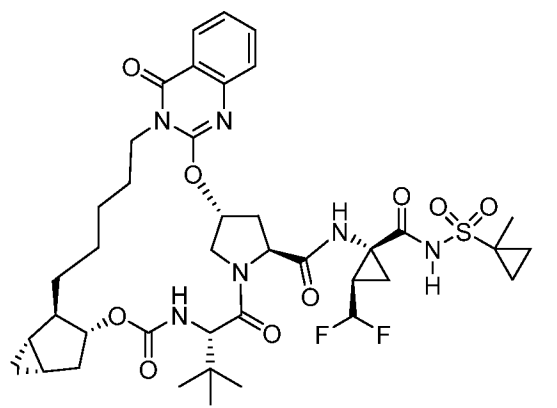
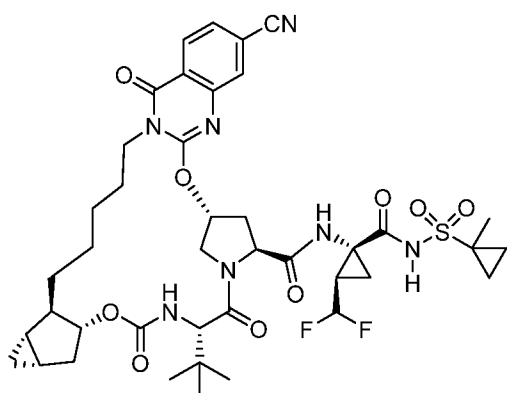
5 or a pharmaceutically acceptable salt thereof.

One embodiment provides any one of the following compounds:

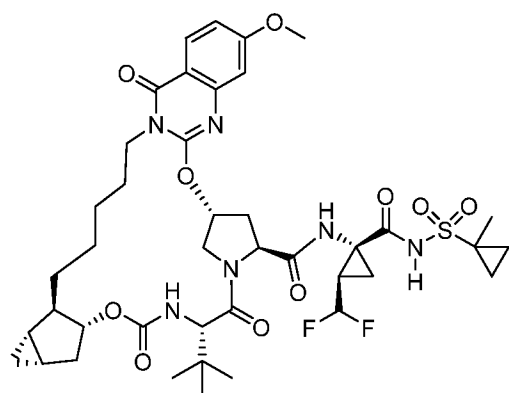








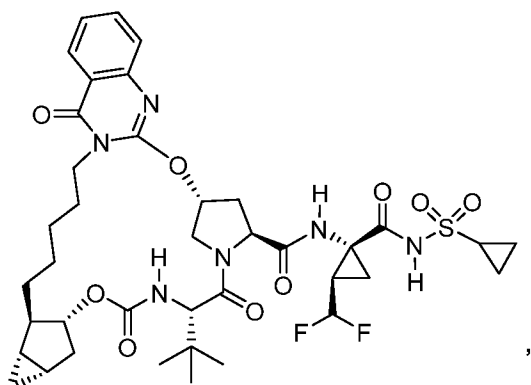
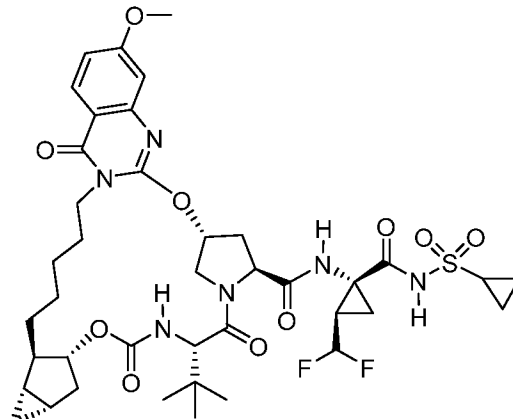
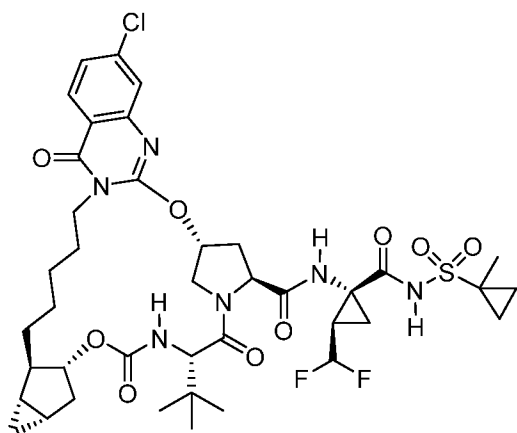
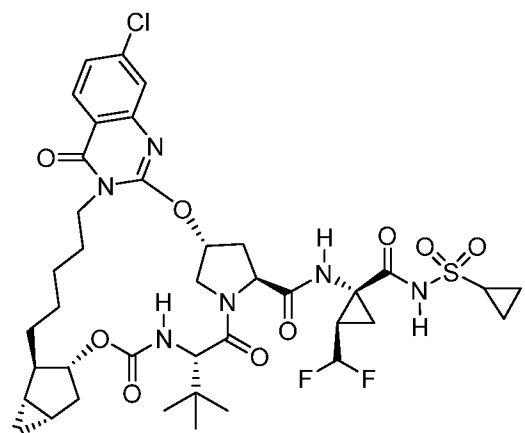
, and



5

or a pharmaceutically acceptable salt thereof.

One embodiment provides for the following compounds:



, and

5

or a pharmaceutically acceptable salt thereof.

Methods of Treatment

One embodiment provides a method for treating a *Flaviviridae* viral infection (e.g., an HCV viral infection) in a patient in need thereof (e.g., a mammal such as a human). The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

One embodiment provides a method for inhibiting the proliferation of the HCV virus, treating HCV infection or delaying the onset of HCV symptoms in a patient in need thereof (e.g., a mammal such as a human). The method includes administering a compound of Formula I, II, or III, or a pharmaceutically acceptable salt thereof, to the patient.

One embodiment provides a compound of Formula I, II, or III or a pharmaceutically acceptable salt thereof for use in medical therapy (e.g., for use in treating a *Flaviviridae* viral infection (e.g., an HCV viral infection) or the proliferation of the HCV virus or delaying the onset of HCV symptoms in a patient (e.g., a mammal such as a human).

One embodiment provides a compound of Formula I, II, III or a pharmaceutically acceptable salt thereof for use in the manufacture of a medicament for treating a *Flaviviridae* viral infection (e.g., an HCV viral infection) or the proliferation of the HCV virus or delaying the onset of HCV symptoms in a patient in need thereof (e.g., mammal such as a human).

One embodiment provides a compound of Formula I, II, or III, or a pharmaceutically acceptable salt thereof, for use in the prophylactic or therapeutic treatment of the proliferation of a *Flaviviridae* virus, an HCV virus or for use in the therapeutic treatment of delaying the onset of HCV symptoms.

One embodiment provides a compound of Formula I, II or III or a pharmaceutically acceptable salt thereof, for use in the prophylactic or therapeutic treatment of a *Flaviviridae* virus infection (e.g., an HCV virus infection).

One embodiment provides the use of a compound of Formula I, II, or III, or a pharmaceutically acceptable salt thereof, for the manufacture of a medicament for a *Flaviviridae* virus infection (e.g., an HCV virus infection) in a mammal (e.g., a human).

In certain embodiments, a method of treating chronic hepatitis C infection is provided. The method includes administering to a patient in need thereof, a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

In certain embodiments, a method of treating hepatitis C infection in treatment-naïve patients is provided. The method includes administering to a treatment-naïve patient, a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof.

In certain embodiments, a method of treating hepatitis C infection in treatment-experienced patients is provided. The method includes administering to a treatment-experienced patient, a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof.

5 In certain embodiments, a method of treating hepatitis C infection in an interferon ineligible or an interferon intolerant patient is provided. The method includes administering, a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

10 In certain embodiments, the methods of treatment described herein include administering the compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient for a fixed period of duration. In some embodiments, the fixed period of duration is 4 weeks, 6 weeks, 8 weeks, 10 weeks or 12 weeks. In other embodiments, the fixed period of duration is not more than 12 weeks.

15 In some embodiments, the compound is administered for about 12 weeks. In further embodiments, the compound is administered for about 12 weeks or less, for about 10 weeks or less, for about 8 weeks or less, for about 6 weeks or less, or for about 4 weeks or less.

20 In certain embodiments, the methods of treatment described herein includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to is infected with HCV genotype (GT) 1, 2, 3, 4, 5, or 6 (i.e., a method for treating a GT 1, 2, 3, 4, 5, or 6 HCV infection).

25 One embodiment provides a method for treating an HCV infection in a patient in need thereof (e.g., a mammal such as a human), wherein the patient is infected with HCV genotype 1. The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

30 One embodiment provides a method for treating an HCV infection in a patient in need thereof (e.g., a mammal such as a human), wherein the patient is infected with HCV genotype 2. The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

One embodiment provides a method for treating an HCV infection in a patient in need thereof (e.g., a mammal such as a human), wherein the patient is infected with HCV genotype 3. The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

5 One embodiment provides a method for treating an HCV infection in a patient in need thereof (e.g., a mammal such as a human), wherein the patient is infected with HCV genotype 4. The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

10 One embodiment provides a method for treating an HCV infection in a patient in need thereof (e.g., a mammal such as a human), wherein the patient is infected with HCV genotype 5. The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

15 One embodiment provides a method for treating an HCV infection in a patient in need thereof (e.g., a mammal such as a human), wherein the patient is infected with HCV genotype 6. The method includes administering a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient.

20 In the methods of treatment described herein, the administering step includes administering a therapeutically effective amount of a compound of Formula I, II or III, or a pharmaceutically acceptable salt thereof, to the patient in need of treatment.

In certain embodiments, methods of inhibiting the activity of HCV are provided. Such methods include the step of treating a sample suspected of containing HCV with a compound or composition disclosed herein.

25 In one embodiment, compounds disclosed herein act as inhibitors of HCV, as intermediates for such inhibitors or have other utilities as described below.

In certain embodiments, compounds binding in the liver may bind with varying degrees of reversibility.

30 In one embodiment, a method for treating HCV includes adding a compound disclosed herein to the sample. The addition step comprises any method of administration as described above.

If desired, the activity of HCV after application of the compound can be

observed by any method including direct and indirect methods of detecting HCV activity. Quantitative, qualitative, and semiquantitative methods of determining HCV activity are all contemplated. Typically one of the screening methods described above are applied, however, any other method such as observation of the physiological properties of a living organism are also applicable.

Many organisms contain HCV. The compounds of this invention are useful in the treatment or prophylaxis of conditions associated with HCV activation in animals or in humans.

Pharmaceutical Formulations

"Pharmaceutically-acceptable" means suitable for use in pharmaceutical preparations, generally considered as safe for such use, officially approved by a regulatory agency of a national or state government for such use, or being listed in the U. S. Pharmacopoeia or other generally recognized pharmacopoeia for use in animals, and more particularly in humans.

"Pharmaceutically-acceptable carrier" refers to a diluent, adjuvant, excipient, or carrier, or other ingredient which is pharmaceutically-acceptable and with which a compound of the invention is administered.

The compounds of this invention are formulated with conventional carriers (e.g., inactive ingredient or excipient material), which will be selected in accord with ordinary practice. Tablets will contain excipients including glidants, fillers, binders and the like. Aqueous formulations are prepared in sterile form, and when intended for delivery by other than oral administration generally will be isotonic. All formulations will optionally contain excipients such as those set forth in the Handbook of Pharmaceutical Excipients (1986). Excipients include ascorbic acid and other antioxidants, chelating agents such as ethylenediaminetetraacetic acid, carbohydrates such as dextrin, hydroxyalkylcellulose, hydroxyalkylmethylcellulose, stearic acid and the like. One embodiment provides the formulation as a solid dosage form including a solid oral dosage form. The pH of the formulations ranges from about 3 to about 11, but is ordinarily about 7 to 10.

While it is possible for the active ingredients to be administered alone it

may be preferable to present them as pharmaceutical formulations (compositions). The formulations, both for veterinary and for human use, of the invention comprise at least one active ingredient, as above defined, together with one or more acceptable carriers therefor and optionally other therapeutic ingredients. The carrier(s) must be "acceptable" in the sense of being compatible with the other ingredients of the formulation and physiologically innocuous to the recipient thereof.

The formulations include those suitable for the foregoing administration routes. The formulations may conveniently be presented in unit dosage form and may be prepared by any of the methods well known in the art of pharmacy. Techniques and formulations generally are found in Remington's Pharmaceutical Sciences (Mack Publishing Co., Easton, PA). Such methods include the step of bringing into association the active ingredient with inactive ingredients (e.g., a carrier, pharmaceutical excipient, etc.) which constitutes one or more accessory ingredients. In general the formulations are prepared by uniformly and intimately bringing into association the active ingredient with liquid carriers or finely divided solid carriers or both, and then, if necessary, shaping the product.

In certain embodiments, formulations suitable for oral administration are presented as discrete units such as capsules, cachets or tablets each containing a predetermined amount of the active ingredient.

In certain embodiments, the pharmaceutical formulations include one or more compounds of the invention together with one or more pharmaceutically acceptable carriers or excipients and optionally other therapeutic agents. Pharmaceutical formulations containing the active ingredient may be in any form suitable for the intended method of administration. When used for oral use for example, tablets, troches, lozenges, aqueous or oil suspensions, dispersible powders or granules, emulsions, hard or soft capsules, syrups or elixirs may be prepared. Compositions intended for oral use may be prepared according to any method known to the art for the manufacture of pharmaceutical compositions and such compositions may contain one or more agents including sweetening agents, flavoring agents, coloring agents and preserving agents, in order to provide a

palatable preparation. Tablets containing the active ingredient in admixture with non-toxic pharmaceutically acceptable excipient which are suitable for manufacture of tablets are acceptable. These excipients may be, for example, inert diluents, such as calcium or sodium carbonate, lactose, lactose monohydrate, croscarmellose sodium, povidone, calcium or sodium phosphate; granulating and disintegrating agents, such as maize starch, or alginic acid; binding agents, such as cellulose, microcrystalline cellulose, starch, gelatin or acacia; and lubricating agents, such as magnesium stearate, stearic acid or talc. Tablets may be uncoated or may be coated by known techniques including microencapsulation to delay disintegration and adsorption in the gastrointestinal tract and thereby provide a sustained action over a longer period. For example, a time delay material such as glyceryl monostearate or glyceryl distearate alone or with a wax may be employed.

The amount of active ingredient that is combined with the inactive ingredients to produce a dosage form will vary depending upon the host treated and the particular mode of administration. For example, in some embodiments, a dosage form for oral administration to humans contains approximately 1 to 1000 mg of active material formulated with an appropriate and convenient amount of carrier material (*e.g.*, inactive ingredient or excipient material). In certain embodiments, the carrier material varies from about 5 to about 95% of the total compositions (weight:weight). In some embodiments, the pharmaceutical compositions described herein contain about 1 to 800 mg, 1 to 600 mg, 1 to 400 mg, 1 to 200 mg, 1 to 100 mg or 1 to 50 mg of the compound of Formula I, II, or III. In some embodiments, the pharmaceutical compositions described herein contain not more than about 400 mg of the compound of Formula I, II, or III. In some embodiments, the pharmaceutical compositions described herein contain about 100 mg of the compound of Formula I, II, or III.

It should be understood that in addition to the ingredients particularly mentioned above the formulations disclosed herein may include other agents conventional in the art having regard to the type of formulation in question, for example those suitable for oral administration may include flavoring agents.

Veterinary compositions comprising at least one active ingredient as above defined together with a veterinary carrier are further provided.

Veterinary carriers are materials useful for the purpose of administering the composition and may be solid, liquid or gaseous materials which are otherwise inert or acceptable in the veterinary art and are compatible with the active ingredient. These veterinary compositions may be administered orally, parenterally or by any other desired route.

Effective dose of active ingredient depends at least on the nature of the condition being treated, toxicity, whether the compound is being used prophylactically (lower doses), the method of delivery, and the pharmaceutical formulation, and will be determined by the clinician using conventional dose escalation studies.

Routes of Administration

One or more compounds of Formula I, II, or III (herein referred to as the active ingredients) are administered by any route appropriate to the condition to be treated. Suitable routes include oral, rectal, nasal, topical (including buccal and sublingual), vaginal and parenteral (including subcutaneous, intramuscular, intravenous, intradermal, intrathecal and epidural), and the like. It will be appreciated that the preferred route may vary with for example the condition of the recipient. An advantage of the compounds of this invention is that they are orally bioavailable and can be dosed orally. Accordingly, in one embodiment, the pharmaceutical compositions described herein are oral dosage forms. In certain embodiments, the pharmaceutical compositions described herein are oral solid dosage forms.

One skilled in the art will recognize that substituents and other moieties of the compounds of the generic formula herein should be selected in order to provide a compound which is sufficiently stable to provide a pharmaceutically useful compound which can be formulated into an acceptably stable pharmaceutical composition. Compounds which have such stability are contemplated as falling within the scope of the present invention. It should be understood by one skilled in

the art that any combination of the definitions and substituents described above should not result in an inoperable species or compound.

Combination Therapy

5 In yet another embodiment, the present application discloses pharmaceutical compositions comprising a compound of Formulas I, II, or III, or a pharmaceutically acceptable salt thereof, in combination with at least one additional therapeutic agent (i.e., active ingredient), and a pharmaceutically acceptable carrier or excipient. In certain embodiments, additional therapeutic
10 agents include additional antiviral agents.

 The additional therapeutic agent used in combination with the compounds described herein includes, without limitation, any agent having a therapeutic effect when used in combination with the compound of the present invention. Such combinations are selected based on the condition to be treated, cross-
15 reactivities of ingredients and pharmaco-properties of the combination. For example, in certain embodiments, the therapeutic agent used in combination with the compounds of Formulas I, II, or III include, without limitation, one of more of the following: interferons, ribavirin analogs, NS3 protease inhibitors, NS5a inhibitors, NS5b inhibitors, alpha-glucosidase 1 inhibitors, hepatoprotectants,
20 non-nucleoside inhibitors of HCV, nucleoside analogues, and other drugs for treating HCV infection. In some embodiments, the additional therapeutic agents include, without limitation, NS3 protease inhibitors, NS5a inhibitors, and/or NS5b inhibitors. In some embodiments, a pharmaceutical composition including a compound of Formulas I, II, or III, or a pharmaceutically acceptable salt thereof
25 and one or more of an NS3 protease inhibitor, an NS5a inhibitor, and/or an NS5b inhibitor is provided. In some embodiments, a pharmaceutical composition including a compound of Formulas I, II, or III, or a pharmaceutically acceptable salt thereof and one or more of an NS5a inhibitor and/or an NS5b inhibitor is provided. In certain embodiments, pharmaceutical compositions is provided
30 which includes a compound of Formulas I, II, or III and one or more additional antiviral agents, wherein the additional antiviral agent is not an interferon,

ribavirin, or a ribavirin analogue. In further embodiments, pharmaceutical compositions is provided which includes a compound of Formulas I, II, or III, and one or more additional antiviral agents, wherein the additional antiviral agent is not ribavirin or a ribavirin analogue.

5 In certain embodiments, the compounds disclosed herein are combined with one or more other active ingredients (e.g., one or more additional antiviral agents) in a unitary dosage form for simultaneous or sequential administration to a patient. The combination therapy may be administered as a simultaneous or sequential regimen. When administered sequentially, the combination is
10 administered in two or more administrations. In certain embodiments, the active ingredients are: (1) co-formulated and administered or delivered simultaneously in a combined pharmaceutical composition; (2) delivered by alternation or in parallel as separate pharmaceutical composition; or (3) by some other regimen. When delivered in alternation therapy, the active ingredients are administered or
15 delivered sequentially, *e.g.*, in separate tablets, pills or capsules, or by different injections in separate syringes. In general, during alternation therapy, an effective dosage of each active ingredient is administered sequentially, *i.e.* serially, whereas in combination therapy, effective dosages of two or more active ingredients are administered together.

20 Exemplary interferons include, without limitation, pegylated rIFN-alpha 2b (PEG-Intron), pegylated rIFN-alpha 2a (Pegasys), rIFN-alpha 2b (Intron A), rIFN-alpha 2a (Roferon-A), interferon alpha (MOR-22, OPC-18, Alfaferone, Alfaferone, Multiferon, subalin), interferon alfacon-1 (Infergen), interferon alpha-n1 (Wellferon), interferon alpha-n3 (Alferon), interferon-beta (Avonex, DL-8234),
25 interferon-omega (omega DUROS, Biomed 510), albinterferon alpha-2b (Albinterferon), IFN alpha XL, BLX-883 (Locteron), DA-3021, glycosylated interferon alpha-2b (AVI-005), PEG-Infergen, PEGylated interferon lambda (PEGylated IL-29), or beleroferon, IFN alpha-2b XL, rIFN-alpha 2a, consensus IFN alpha, infergen, rebif, pegylated IFN-beta, oral interferon alpha, feron, reaferon,
30 intermax alpha, r-IFN-beta, and infergen + actimmune.

Exemplary ribavarin analogs include, without limitation, ribavirin (Rebetol, Copegus), levovirin VX-497, and taribavirin (Viramidine).

Exemplary NS5A inhibitors include, without limitation, ledipasvir (GS-5885), GS-5816, JNJ-47910382, daclatasvir (BMS-790052), ABT-267, MK-8742,
5 EDP-239, IDX-719, PPI-668, GSK-2336805, ACH-3102, A-831, A-689, AZD-2836 (A-831), AZD-7295 (A-689), and BMS-790052.

Exemplary NS5B inhibitors include, without limitation, polymerase inhibitor is sofosbuvir (GS-7977), tegobuvir (GS-9190), GS-9669, TMC647055, ABT-333, ABT-072, setrobuvir (ANA-598), filibuvir (PF-868554), VX-222, IDX-375, IDX-
10 184, IDX-102, BI-207127, valopicitabine (NM-283), R1626, PSI-6130 (R1656), PSI-7851, BCX-4678, nesbuvir (HCV-796), BILB 1941, MK-0608, NM-107, R7128, VCH-759, GSK625433, XTL-2125, VCH-916, JTK-652, MK-3281, VBY-708, A848837, GL59728, A-63890, A-48773, A-48547, BC-2329, BMS-791325, and BILB-1941.

15 Exemplary NS3 protease inhibitors include, without limitation, GS-9451, GS-9256, simeprevir (TMC-435), ABT-450, boceprevir (SCH-503034), narlaprevir (SCH-900518), vaniprevir (MK-7009), MK-5172, danoprevir (ITMN-191), sovalprevir (ACH-1625), neceprevir (ACH-2684), Telaprevir (VX-950), VX-813, VX-500, faldaprevir (BI-201335), asunaprevir (BMS-650032), BMS-605339,
20 VBY-376, PHX-1766, YH5531, BILN-2065, and BILN-2061.

Exemplary alpha-glucosidase 1 inhibitors include, without limitation, celgosivir (MX-3253), Miglitol, and UT-231B.

Exemplary hepatoprotectants include, without limitation, IDN-6556, ME 3738, MitoQ, and LB-84451.

25 Exemplary non-nucleoside inhibitors of HCV include, without limitation, benzimidazole derivatives, benzo-1,2,4-thiadiazine derivatives, and phenylalanine derivatives.

Exemplary nucleoside analogues include, without limitation, ribavirin, viramidine, levovirin, a L-nucleoside, or isatoribine and said interferon is α -
30 interferon or pegylated interferon.

Exemplary other drugs for treating HCV infection include, without limitation, imiquimod, 852A, GS-9524, ANA-773, ANA-975, AZD-8848 (DSP-3025), PF-04878691, and SM-360320, cyclophilin inhibitors (*e.g.*, DEBIO-025, SCY-635, or NIM811) or HCV IRES inhibitors (*e.g.*, MCI-067); emericasan (IDN-6556), ME-3738, GS-9450 (LB-84451), silibinin, or MitoQ. BAS-100, SPI-452, PF-4194477, TMC-41629, GS-9350, GS-9585, and roxythromycin.

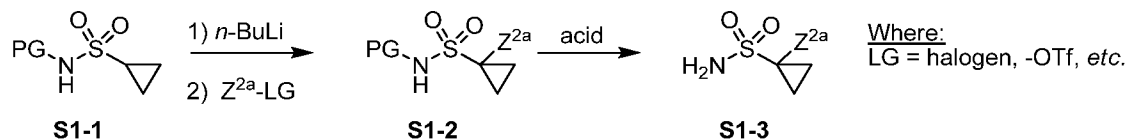
Additional exemplary other drugs for treating HCV infection include, without limitation, zadaxin, nitazoxanide (alinea), BIVN-401 (virostat), DEBIO-025, VGX-410C, EMZ-702, AVI 4065, bavituximab, oglufanide, PYN-17, KPE02003002, actilon (CPG-10101), KRN-7000, civacir, GI-5005, ANA-975 (isatoribine), XTL-6865, ANA 971, NOV-205, tarvacin, EHC-18, and NIM811.

Still further exemplary other drugs for treating HCV infection include, without limitation, thymosin alpha 1 (Zadaxin), nitazoxanide (Alinea, NTZ), BIVN-401 (virostat), PYN-17 (altirex), KPE02003002, actilon (CPG-10101), GS-9525, KRN-7000, civacir, GI-5005, XTL-6865, BIT225, PTX-111, ITX2865, TT-033i, ANA 971, NOV-205, tarvacin, EHC-18, VGX-410C, EMZ-702, AVI 4065, BMS-650032, Bavituximab, MDX-1106 (ONO-4538), Oglufanide, FK-788, VX-497 (merimepodib), DEBIO-025, ANA-975 (isatoribine), XTL-6865, or NIM811.

General Synthetic Procedures

The schemes, procedures, and examples provided herein describe the synthesis of compounds disclosed herein as well as intermediates used to prepare the compounds. It is to be understood that individual steps described herein may be combined. It is also to be understood that separate batches of a compound may be combined and then carried forth in the next synthetic step.

The following schemes describe methods that are useful for preparing compounds disclosed herein.

Scheme 1

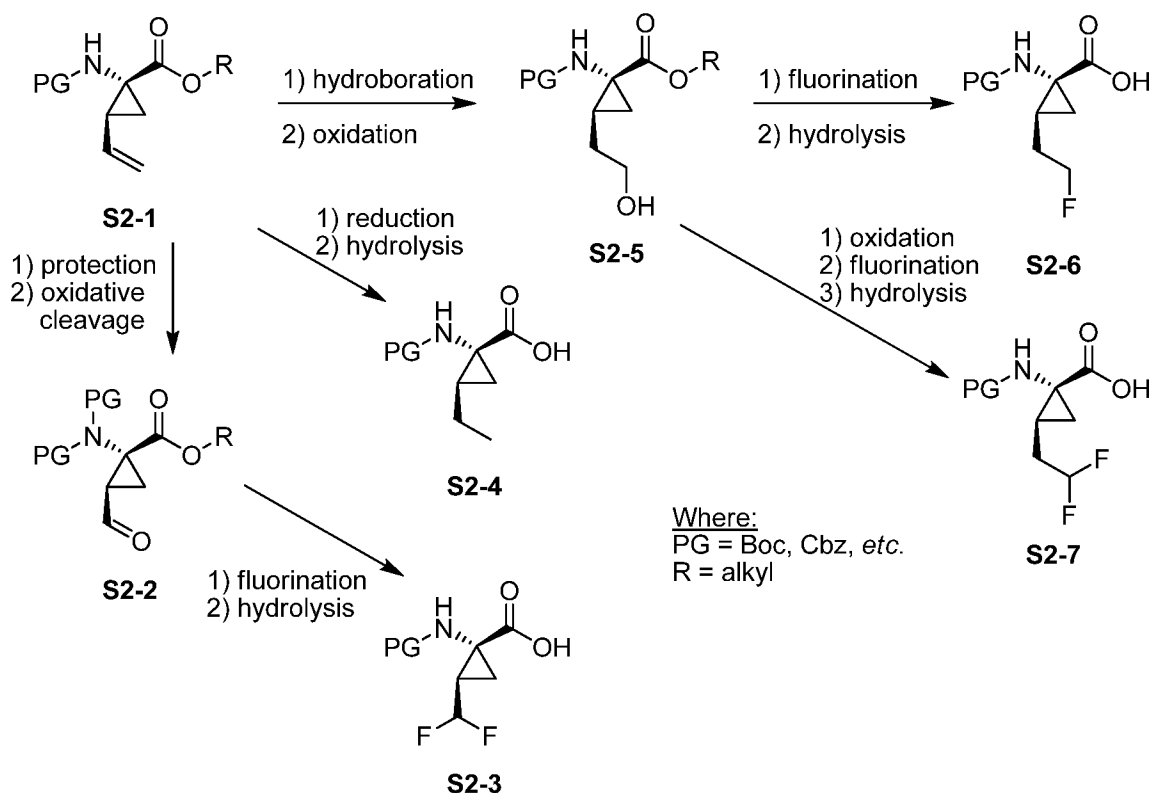
Scheme 1 shows a general synthesis of sulfonamide intermediate **S1-3**

5 which is useful for preparing compounds described herein.

Cyclopropylsulfonamide **S1-1** includes protecting group PG. A nonlimiting example of protecting group PG is Boc. Protected cyclopropylsulfonamide **S1-1** is deprotonated (e.g. *n*-butyl lithium) and treated with an electrophile containing an appropriate leaving group, LG to give the substituted sulfonamide **S1-2**.

10 Reagents useful for deprotonation include, without limitation, *n*-butyl lithium.

Exemplary electrophiles include, without limitation, alkyl halides. Deprotection with acid (e.g. 4 N HCl in dioxane) provides intermediate **S1-3**.

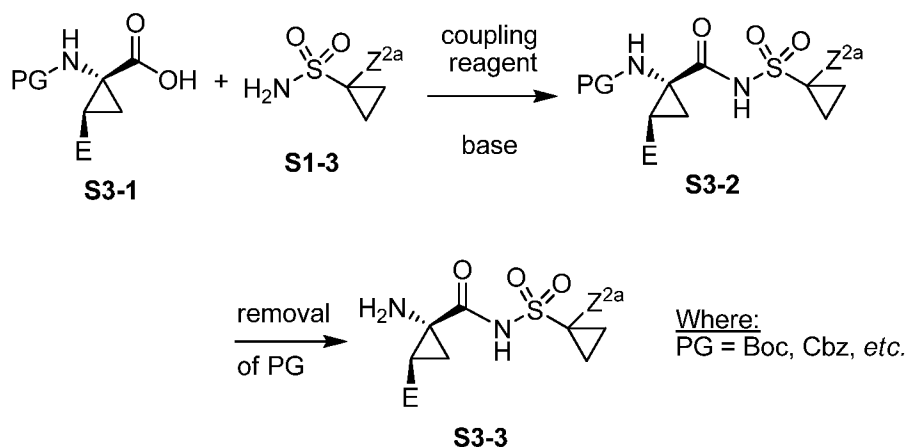
Scheme 2

Scheme 2 summarizes methods to prepare intermediates **S2-3**, **S2-4**, **S2-6**, and **S2-7**, which are useful for preparing compounds described herein. Starting material **S2-1** includes protecting group PG. Nonlimiting examples of protecting groups PG are Boc and Cbz. R in starting material **S2-1** is alkyl, which is cleaved during hydrolysis to yield the carboxylic acid of **S2-3**, **S2-4**, **S2-6**, and **S2-7**.

Exemplary appropriate R groups include, without limitation, -methyl, -ethyl, and -benzyl. An additional protection of the amine in **S2-1** (e.g. Boc₂O) followed by subjection to oxidative cleavage (e.g. OsO₄) provides intermediate aldehyde **S2-2**, which is then fluorinated (e.g. DAST) followed by hydrolysis of the ester (e.g.

LiOH) to provide difluoromethyl intermediate **S2-3**. Intermediate **S2-4** is achieved directly by reduction of the olefin moiety of **S2-1**, followed by hydrolysis of the ester (e.g. H₂, Rh/Al₂O₃, then LiOH). Alternatively, **S2-1** undergoes a hydroboration and oxidation (e.g. BH₃•THF, then NaBO₃) to give alcohol **S2-5**. Fluorination of **S2-5** followed by hydrolysis (e.g. DAST, followed by LiOH) affords monofluoroethyl species **S2-6**. Intermediate **S2-5** is also oxidized to an aldehyde (e.g. Dess-Martin periodinane), fluorinated (e.g. DAST or Deoxofluor) and finally hydrolyzed (e.g. LiOH) to provide difluoroethyl **S2-7**.

Scheme 3

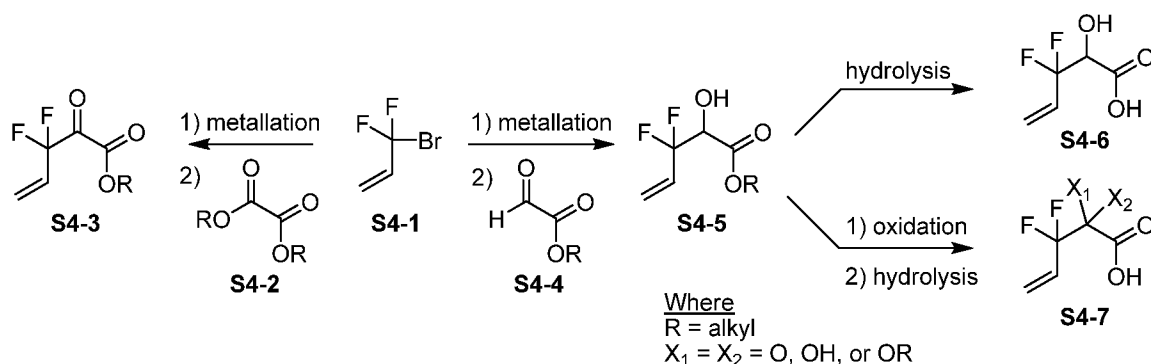


Scheme 3 shows a general route to intermediate **S3-3** which is useful for preparing certain compounds described herein. Protected amino acid **S1-3** is prepared as demonstrated in Scheme 2, where E is as defined herein. As shown in Scheme 2, specific examples of **S1-3** include, without limitation, **S2-3**,

S2-4, **S2-6**, and **S2-7**. Accordingly, exemplary E groups for **S3-1** include, without limitation, ethyl, 1-fluoroethyl, 1-difluoroethyl, and difluoro methyl. Sulfonamide **S1-3** is coupled to a protected amino acid **S3-1** via a coupling agent in the presence of an appropriate base (e.g. CDI with DBU) to produce peptide **S3-2**.

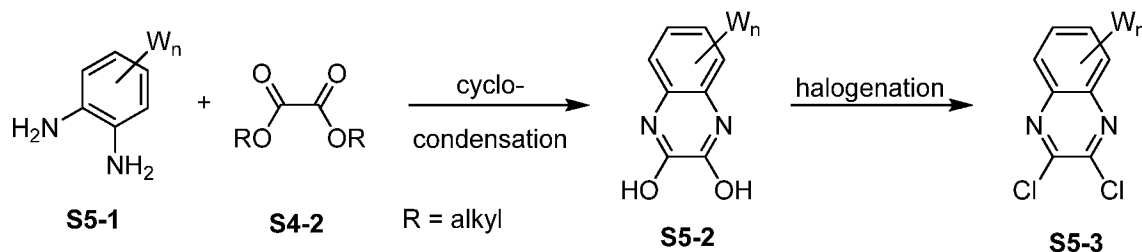
- 5 The amino protecting group is removed by treatment with an appropriate reagent (e.g. 4 N HCl in dioxane when PG is Boc) to provide intermediate **S3-3**.

Scheme 4



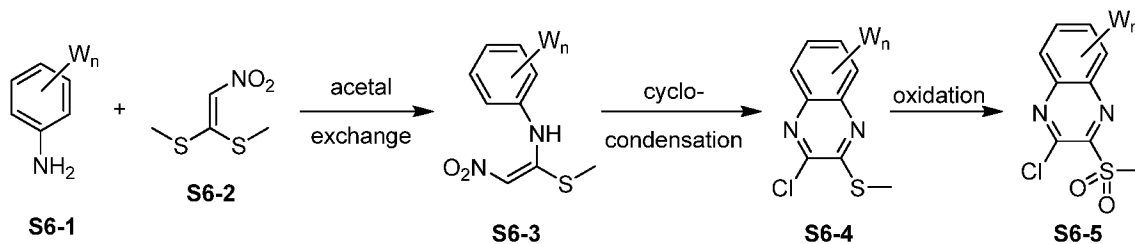
Scheme 4 shows some general methods for obtaining fluorinated intermediates useful for preparing certain compounds described herein. Metallation of allyl bromide **S4-1** (e.g. *n*-BuLi) followed by treatment with an oxalate **S4-2** (e.g. diethyl oxalate) provides keto ester **S4-3**. Alternate metallation of **S4-1** (e.g. indium), followed by treatment with glyoxylate **S4-4** provides α -hydroxy ester **S4-5**. Hydrolysis (e.g. LiOH) of **S4-5** provides intermediate α -hydroxy acid **S4-6**. Treatment of **S4-5** with oxidative conditions (e.g. TEMPO/bleach), followed by hydrolysis (e.g. LiOH), provides keto-acid **S4-7**, which may be isolated in α -keto ($\text{X}_1 = \text{X}_2 = \text{O}$), hydrated ($\text{X}_1 = \text{X}_2 = -\text{OH}$), or hemi-acetal form ($\text{X}_1 = -\text{OH}$, $\text{X}_2 = -\text{OR}$), where R is -methyl, -ethyl, and benzyl, depending on workup conditions.

Scheme 5



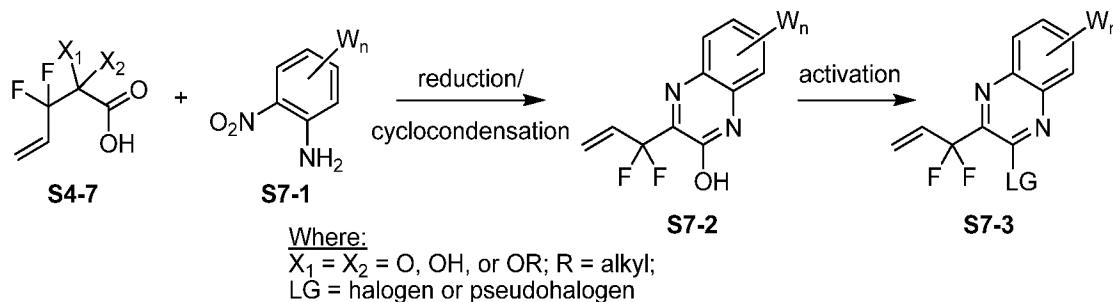
Scheme 5 shows a general method for synthesis of dichloroquinoxaline **S5-3** which is useful for preparing certain compounds described herein. Treatment of diamine **S5-1** with diethyl oxalate **S4-2** provides quinoxaline **S5-2**. Dehydrohalogenation (e.g. POCl_3) of this intermediate provides the dichloroquinoxaline intermediate **S5-3**.

Scheme 6



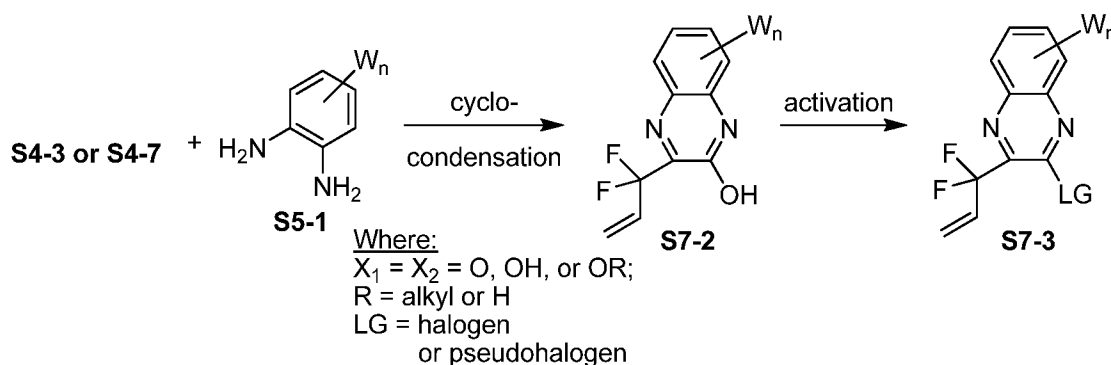
Scheme 6 shows a general route to intermediate **S6-5** which is useful for preparing certain compounds described herein. Acetal exchange between **S6-1** and **S6-2** provides mixed acetal intermediate **S6-3**. Condensation of **S6-4** with concomitant halogenation (e.g. POCl_3) provides thio ether **S6-4**. Sulfide oxidation (e.g. *m*-CPBA) of **S6-4** provides sulfone **S6-5**.

Scheme 7



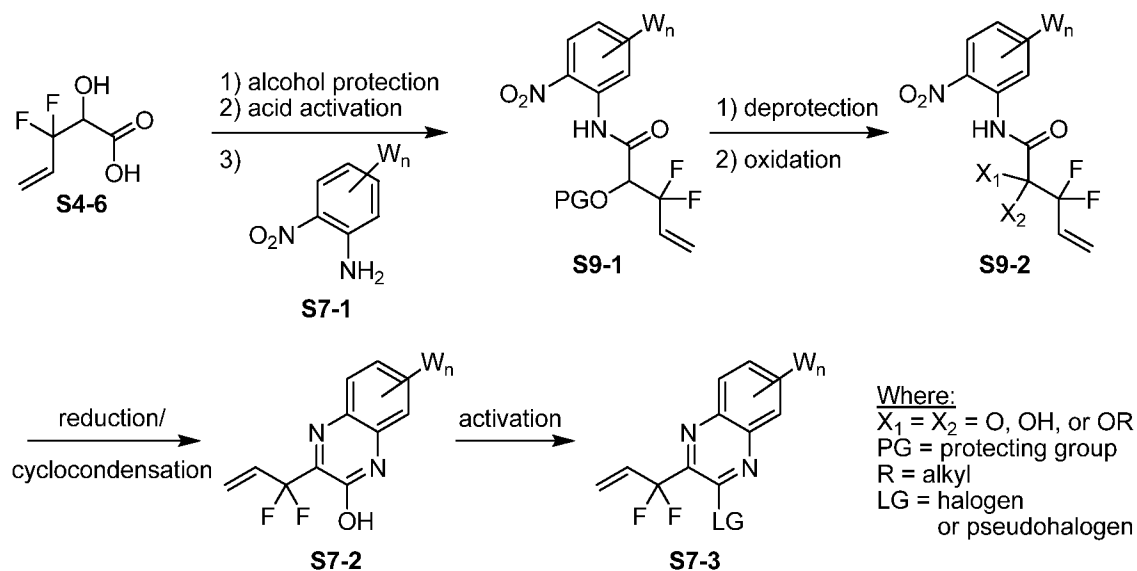
Scheme 7 demonstrates a general route to intermediate **S7-3** which is useful for preparing certain compounds described herein, where W_n is as defined herein. In general Scheme 7, an α -keto acid **S4-7**, or the hydrate of such compound, is combined with nitro-aniline **S7-1** under reductive cyclization conditions (e.g. Fe, AcOH) to produce **S7-2**. Activation (e.g. dehydrohalogenation with POCl_3 or $\text{Tf}_2\text{O}/\text{DIPEA}$) of the alcohol of hydroxyquinoxaline **S7-2** to an appropriate leaving group (LG) provides intermediate **S7-3**. Exemplary leaving groups include, without limitation, -Cl, -F, -Br, -I, - SO_2Me , and -OTf.

10 Scheme 8



Scheme 8 demonstrates an alternative general route to intermediate **S7-3** which is useful for preparing certain compounds described herein, where W_n is as defined herein. In general Scheme 8, keto acid **S4-7** or keto ester **S4-3**, or the hydrate of such compounds, is heated with diamine **S5-1** (e.g. when $R = \text{alkyl}$) or in the presence of a coupling reagent (e.g. HATU when $R = \text{H}$) and base (e.g. DIPEA) to provide an alternate route to intermediate **S7-2**. Activation (e.g. dehydrohalogenation with POCl_3 or $\text{Tf}_2\text{O}/\text{DIPEA}$) of the alcohol of hydroxyquinoxaline **S7-2** to an appropriate leaving group (LG) provides intermediate **S7-3**. Exemplary leaving groups LG include, without limitation, -Cl, -F, -Br, -I, - SO_2Me , and -OTf.

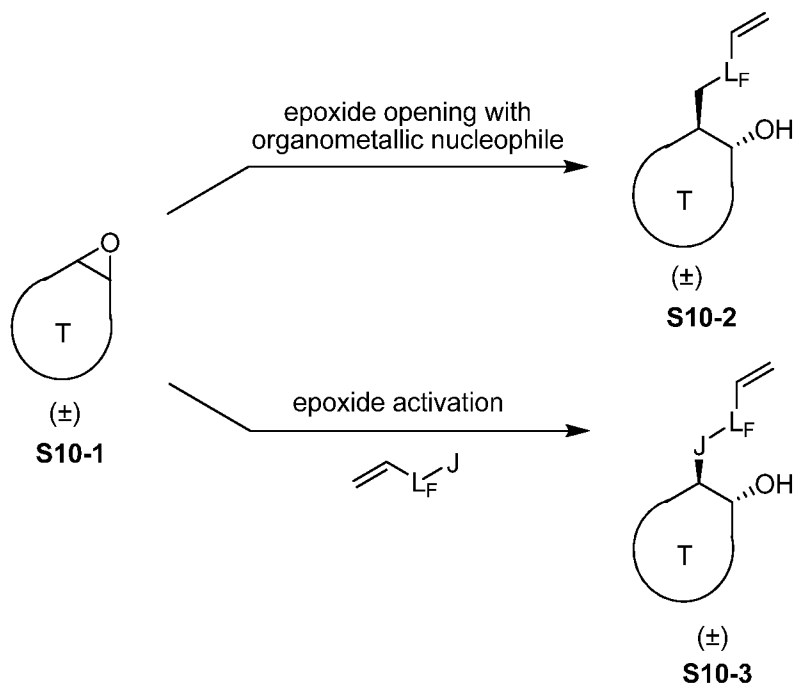
Scheme 9



Scheme 9 demonstrates a further alternative general route to intermediate **S7-3** which is useful for preparing certain compounds described herein, where W_n is

- 5 as defined herein. In general Scheme 9, α -hydroxy acid **S4-6** is protected as an ether (e.g. TMSCl), followed by activation of the acid (e.g. HATU), and coupling to aniline **S7-1**, to arrive at intermediate **S9-1**, where PG is an appropriate protecting group. Deprotection of product **S9-1** (e.g. HCl, MeOH), followed by oxidation (e.g. TEMPO, NCS) provides compound **S9-2**, which is isolated as a
- 10 mixture of hydrate and hemi-acetal. Subsequent reduction (e.g. Fe, AcOH) of the aromatic nitro functionality leads to *in-situ* cyclocondensation to afford hydroxyquinoxaline **S7-2**. Activation (e.g. dehydrohalogenation with POCl_3 or $\text{Tf}_2\text{O}/\text{DIPEA}$) of the alcohol of hydroxyquinoxaline **S7-2** to an appropriate leaving group (LG) provides intermediate **S7-3**. Exemplary leaving groups LG include,
- 15 without limitation, -Cl, -F, -Br, -I, - SO_2Me , and -OTf.

Scheme 10



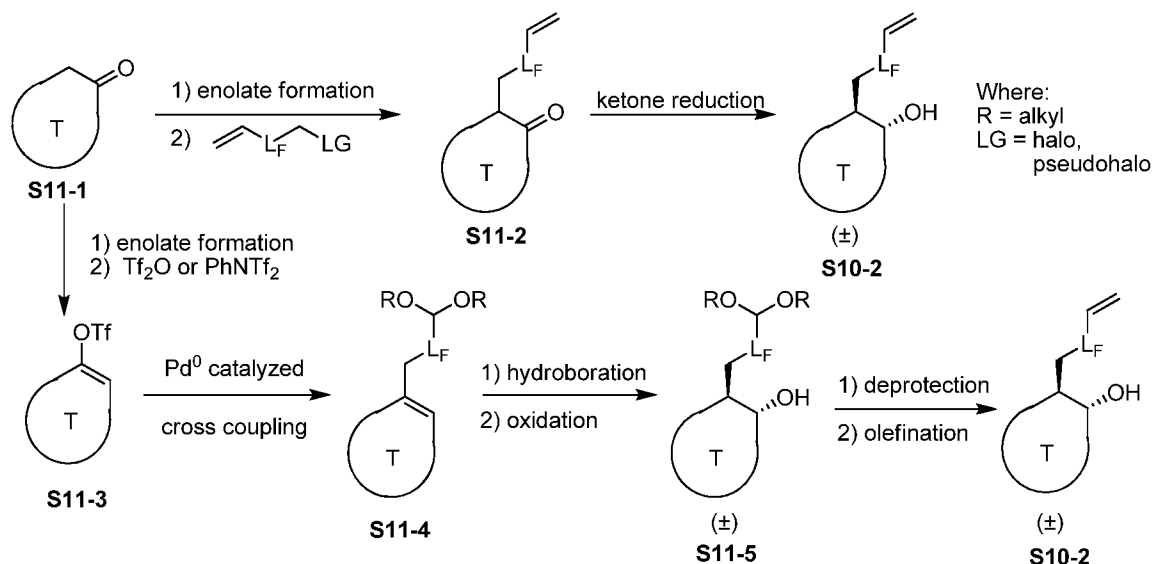
Scheme 10 summarizes two different methods for preparing a T group, as defined herein, with a *trans-1,2* relationship of M (when $\text{M} = -\text{O}-$) and J groups

- 5 attached to adjacent atoms of the T group from a common epoxide starting material. As depicted in Scheme 10, T , M , J and L_F are as defined elsewhere herein. An epoxide of a T group precursor **S10-1** can be opened to alcohol **S10-2** with an organometallic nucleophile (e.g. Grignard or organocuprate reagent). Epoxide **S10-1** can also be activated (e.g. Lewis Acid) and opened with a J-L_F group fragment (e.g. 1-hydroxy- γ -alkenyl) to provide intermediate **S10-3**.

- L_F is a "linker fragment," (that is to say, a precursor to L) wherein an attached unsaturated carbon-carbon bond (e.g. alkene or alkyne) at the portion of L_F distal to T facilitates, as a non-limiting example, a metal catalyzed reaction that results in the connection of L_F to U to form an L group. Non-limiting examples of metal catalyzed reactions that result in such a connection include

Ru catalyzed ring closing metathesis or a Pd catalyzed cross coupling reaction (e.g. Negishi, Heck, or Sonagashira couplings).

Scheme 11



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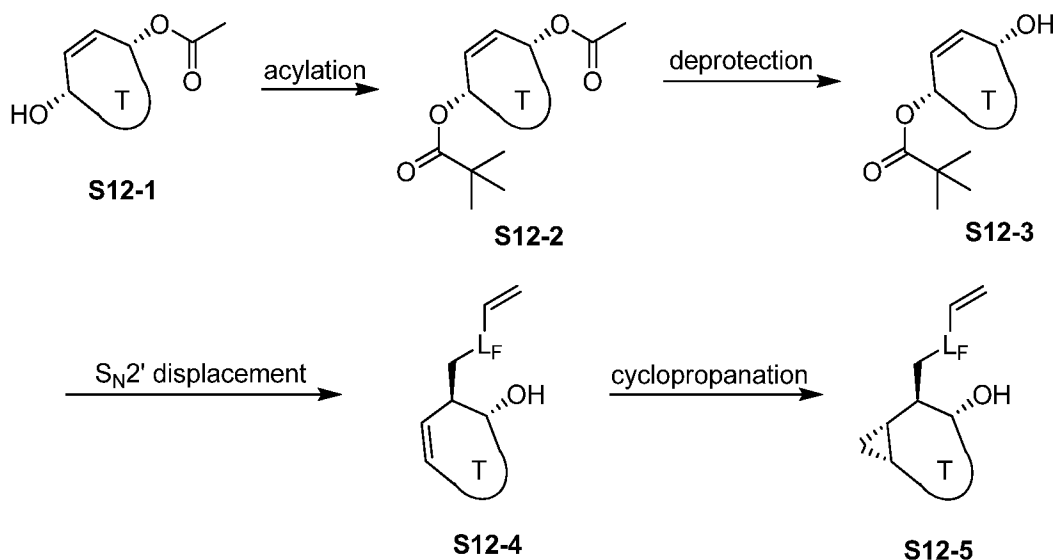
In general scheme 11, two additional methods for preparing a T group with a *trans* -1,2 relationship of M (when M = -O-) and J groups attached to adjacent atoms of the T group are illustrated. As depicted in Scheme 10, T and L_F are as defined elsewhere herein. Beginning with common ketone **S11-1**, an enolate is formed via treatment with an appropriate base (e.g. LDA or LiHMDS) which after treatment with an appropriate electrophile (e.g. alkyl bromide) produces a functionalized ketone **S11-2** following work up. This ketone is reduced (e.g. NaBH_4) to provide a racemic mixture of intermediate fragment **S10-2** following separation from *cis* diastereomers via chromatography or recrystallization. Alternatively, the enolate generated from ketone **S11-1** is trapped (e.g. LDA, then Tf_2O) to form vinyl triflate **S11-3**. This undergoes a palladium catalyzed cross coupling (e.g. Suzuki or Heck coupling) to install the L_F group in intermediate **S11-4**. Hydroboration of the olefin followed by oxidation (e.g. $\text{BH}_3 \cdot \text{DMS}$, then $\text{NaOH}/\text{H}_2\text{O}_2$) affords **S11-5**. Hydrolysis of the acetal (e.g. aqueous HCl), followed by olefination (e.g. Wittig or Tebbe reagent) affords a racemic mixture of intermediate olefin **S10-2**.

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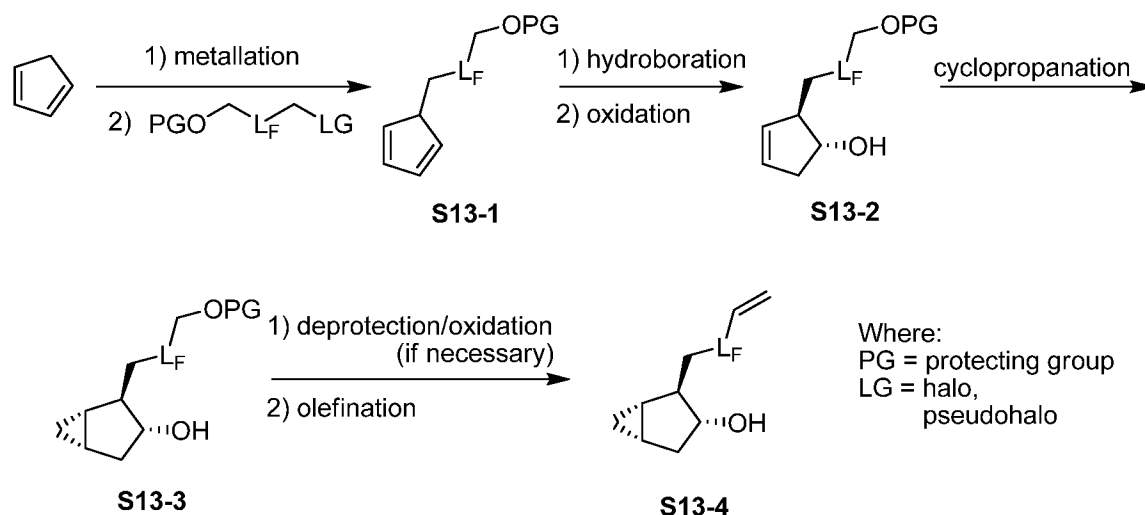
Scheme 12



Scheme 12 demonstrates a general route to intermediate **S12-5** which is useful for preparing certain compounds described herein, where L_F is as defined herein.

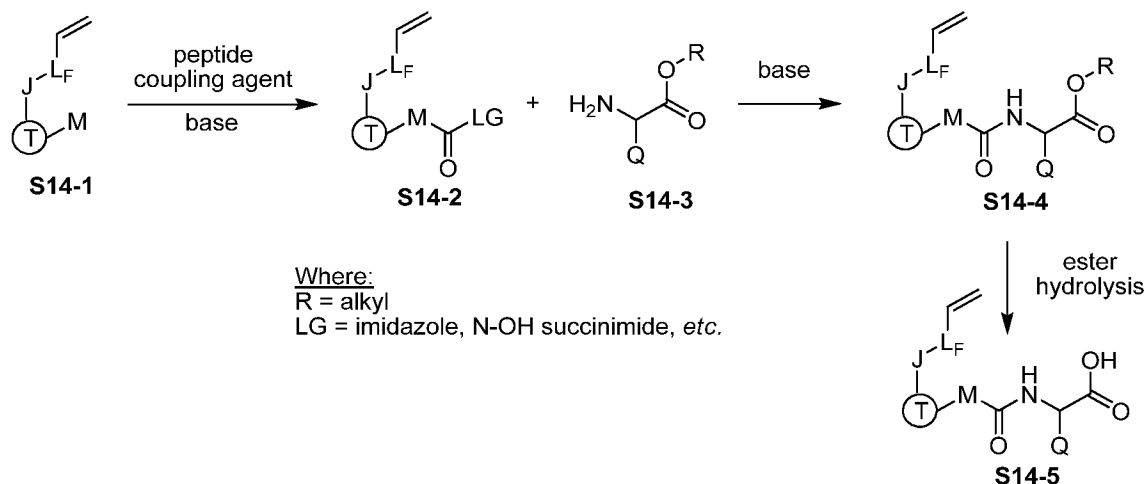
General scheme 12 depicts a stereoselective route to $\textcircled{\text{T}}$ groups such as **S12-5**. Allylic alcohol **S12-1** can be protected (e.g. Piv-Cl) to produce mixed diacetate **S12-2**. The acetyl group can be selectively hydrolysed under mild conditions (e.g. K₂CO₃, MeOH) to provide allylic alcohol **S12-3**. This intermediate then undergoes S_N2' displacement (e.g. organocuprate reagent) to afford allylic alcohol **S12-4**. Cyclopropanation (e.g. Simmons-Smith conditions) provide fused bicyclic intermediate **S12-5**.

Scheme 13



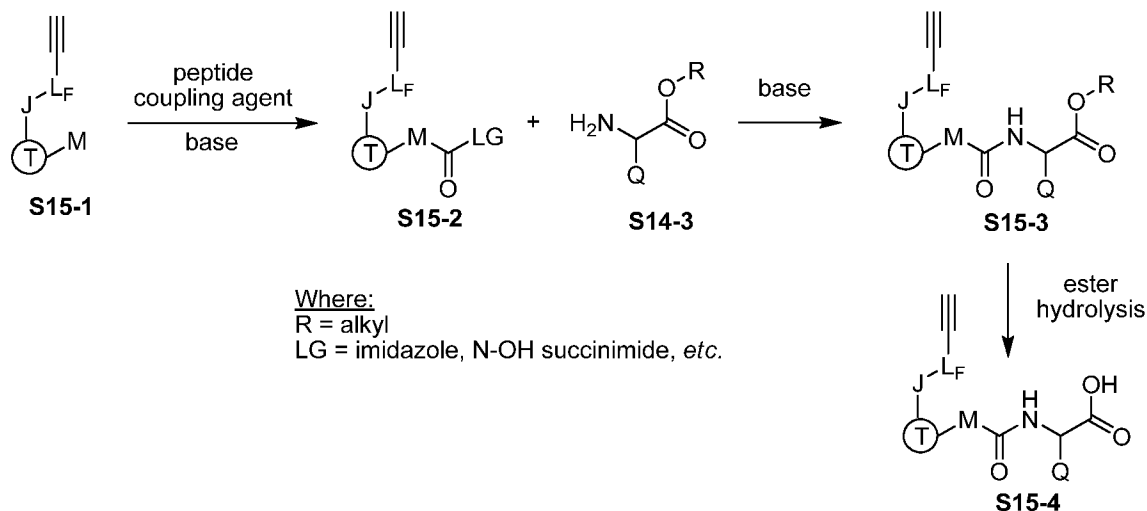
- Scheme 13 demonstrates a general route to intermediate **S13-4** which is useful for preparing certain compounds described herein, where L_F is as defined herein.
- In Scheme 13, cyclopenta-1,3-diene is metallated (*e.g.* Na) and then treated with a linker fragment containing a protected oxygen functionality (PG, *e.g.* a silyl ether or a dialkyl acetal) and a leaving group (LG, *e.g.* a halogen or pseudohalogen leaving group) to provide intermediate **S13-1**. Subsequent hydroboration-oxidation (*e.g.* $\text{BH}_3\cdot\text{DMS}$, $\text{NaOH}/\text{H}_2\text{O}_2$) provides alcohol **S13-2**, which undergoes stereoselective cycloaddition (*e.g.* Simmons-Smith cyclopropanation) to yield fused [3.1.0] bicycle **S13-3**. Deprotection of the protected oxygen functionality of L_F (*e.g.* aqueous acid for an acetal or TBAF for a silyl ether) is followed by an oxidation to the aldehyde oxidation state (*e.g.* Dess-Martin periodinane) if required. Finally, olefination (*e.g.* methyl triphenylphosphonium bromide, NaHMDS) provides intermediate **S13-4**.

Scheme 14



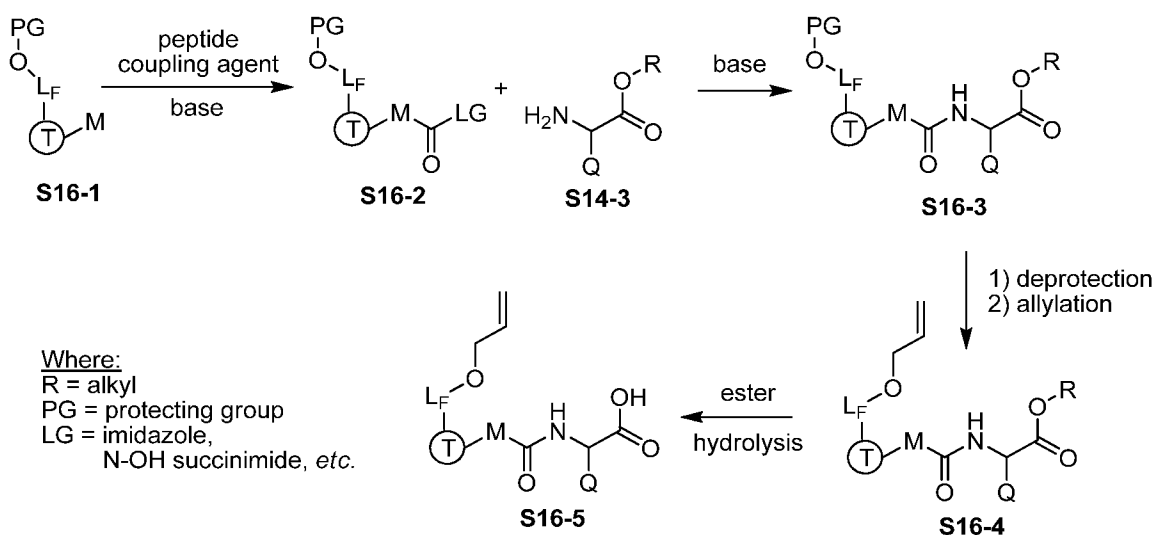
Scheme 14 demonstrates a general route to intermediate **S14-5** which is useful for preparing certain compounds described herein, where J, L_F and T are as defined herein. In Scheme 14, alkene **S14-1** is treated with a coupling reagent (e.g. DSC) and base (e.g. pyridine) to yield activated intermediate **S14-2**, wherein LG is a suitable leaving group. Exemplary leaving groups LG include, without limitation, imidazole and N-OH succinimide. Intermediate **S14-2** is subsequently treated with an amino ester **S14-3** in the presence of base (e.g. K₃PO₄) to yield intermediate **S14-4**. Hydrolysis (e.g. LiOH) of the ester provides amino acid **S14-5**.

Scheme 15



Scheme 15 demonstrates a general route to intermediate **S15-4** which is useful for preparing certain compounds described herein, where J, L_F, T and Q are as defined herein. In Scheme 15, alkyne **S15-1** is treated with a coupling reagent (e.g. DSC) and base (e.g. pyridine) to yield activated intermediate **S15-2**, where LG is an appropriate leaving groups. Exemplary leaving groups include, without limitation, imidazole and N-OH succinimide. Intermediate **S15-2** is subsequently treated with an amino ester **S14-3** in the presence of base (e.g. K₃PO₄) to yield intermediate **S15-3**. Hydrolysis (e.g. LiOH) of the ester provides amino acid **S15-4**.

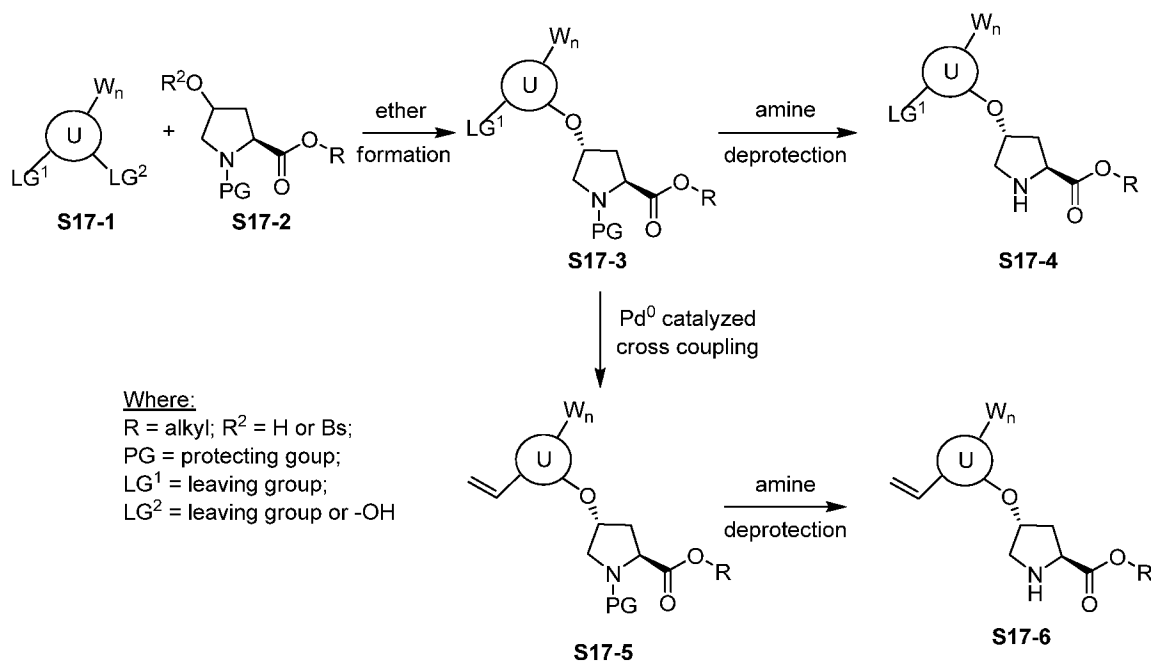
Scheme 16



Scheme 16 demonstrates a general route to intermediate **S16-5** which is useful for preparing certain compounds described herein, where L_F, T, M and Q are as defined herein. Alcohol **S16-1** includes a protecting group, PG. Examples of suitable protecting groups include, without limitation, –TBS, –TIPS, –Bn, –PMB, and –Ac. Scheme 16 begins with the treatment of protected alcohol **S16-1** with a coupling reagent (e.g. DSC) and base (e.g. pyridine) to yield activated intermediate **S16-2**. This intermediate is then coupled with an amino ester **S14-3** in the presence of base (e.g. K₃PO₄) to yield intermediate **S16-3**. Deprotection of the alcohol (e.g. TBAF when PG is a silicon protecting group) followed by

treatment with an appropriate alkyl or alkenyl bromide (e.g. allyl bromide) yields alkene **S16-4**. Ester hydrolysis (e.g. LiOH) of **S16-4** provides acid **S16-5**.

Scheme 17



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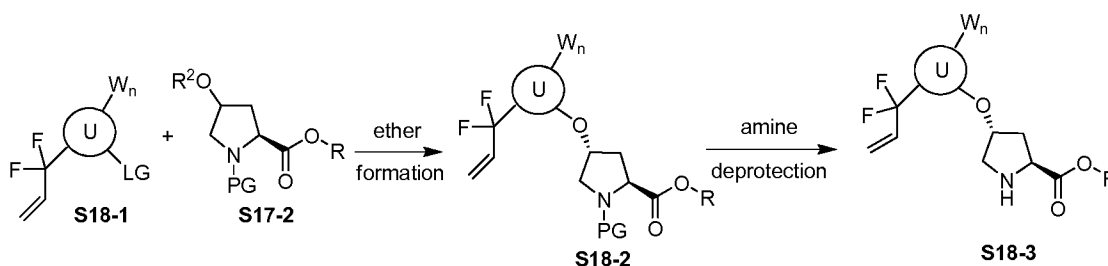
Scheme 17 demonstrates a general route to intermediates **S17-4** and **S17-6** which is useful for preparing certain compounds described herein, where **U** and W_n are as defined herein. In Scheme 17, protected proline species **S17-2** includes two leaving groups, LG^1 and LG^2 , which may be the same or different. Exemplary leaving groups LG^1 and LG^2 include, without limitation, chloro or OH. **S17-2** undergoes an etherification reaction via reaction conditions such as S_NAr (e.g. R^2 = H, Cs_2CO_3 treated with **S17-1** where LG = -Cl), S_N2 displacement of a prolinol brosylate (**S17-2** where R^2 = Bs) by **S17-1** where LG = -OH, or Mitsunobu reaction (e.g. DIAD and triphenylphosphine treatment of an appropriate prolinol (e.g. **S17-2** where R^2 = H) followed by addition of **S17-1** where LG = -OH to produce proline ether **S17-3**, where **PG** is a suitable protecting group. Removal of the protecting group (e.g. TFA when **PG** = Boc) yields **S17-4**.

15

Alternatively, intermediate **S17-3** undergoes metal catalyzed cross-coupling (*e.g.* Suzuki with potassium vinyltrifluoroborate) to provide vinylated species **S17-5**, wherein subsequent removal of the protecting group (*e.g.* TFA when PG = Boc) yields **S17-6**.

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Scheme 18



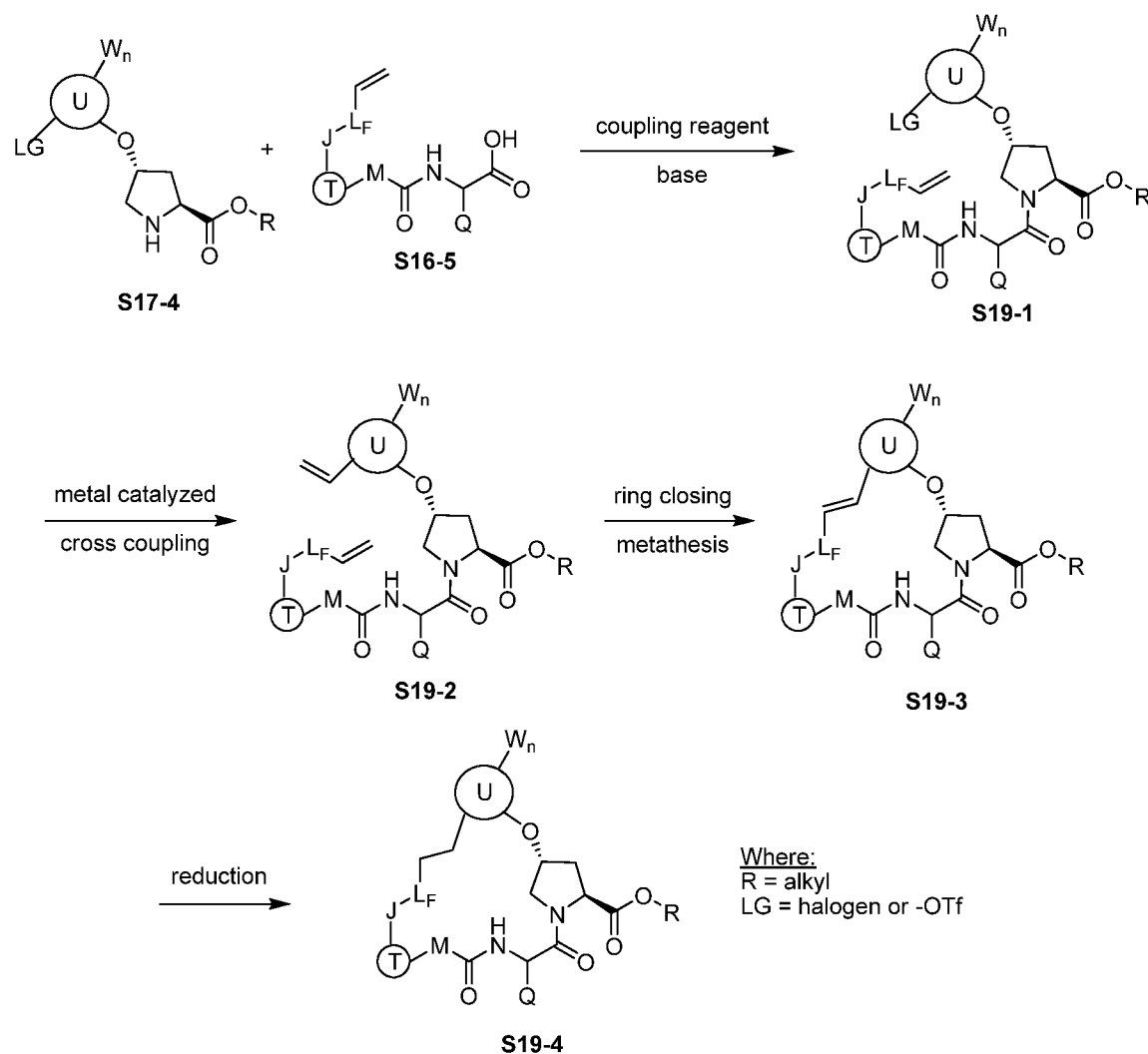
Where:

R = alkyl; R^2 = H or Bs; PG = protecting group; LG = leaving group or -OH

Scheme 18 demonstrates a general route to intermediate **S18-3** which is useful for preparing certain compounds described herein, where U and W_n are as defined herein. In Scheme 18, **S18-1** includes a leaving group, LG. Exemplary leaving groups LG include, without limitation, chloro or OH. Protected proline species **S17-2** (where PG is a suitable protecting group) undergoes an etherification reaction via reaction conditions such as S_NAr (*e.g.* R^2 = H, CS_2CO_3 treated with **S18-1** where LG = -Cl), S_N2 displacement of a prolinol brosylate (**S17-2** where R^2 = Bs) by **S18-1** where LG = -OH, or Mitsunobu reaction (*e.g.* DIAD and triphenylphosphine treatment of an appropriate prolinol (*e.g.* **S17-2** where R^2 = H) followed by addition of **S18-1** where LG = -OH to produce proline ether **S18-2**. Removal of the protecting group (*e.g.* TFA when PG = Boc) yields **S18-3**.

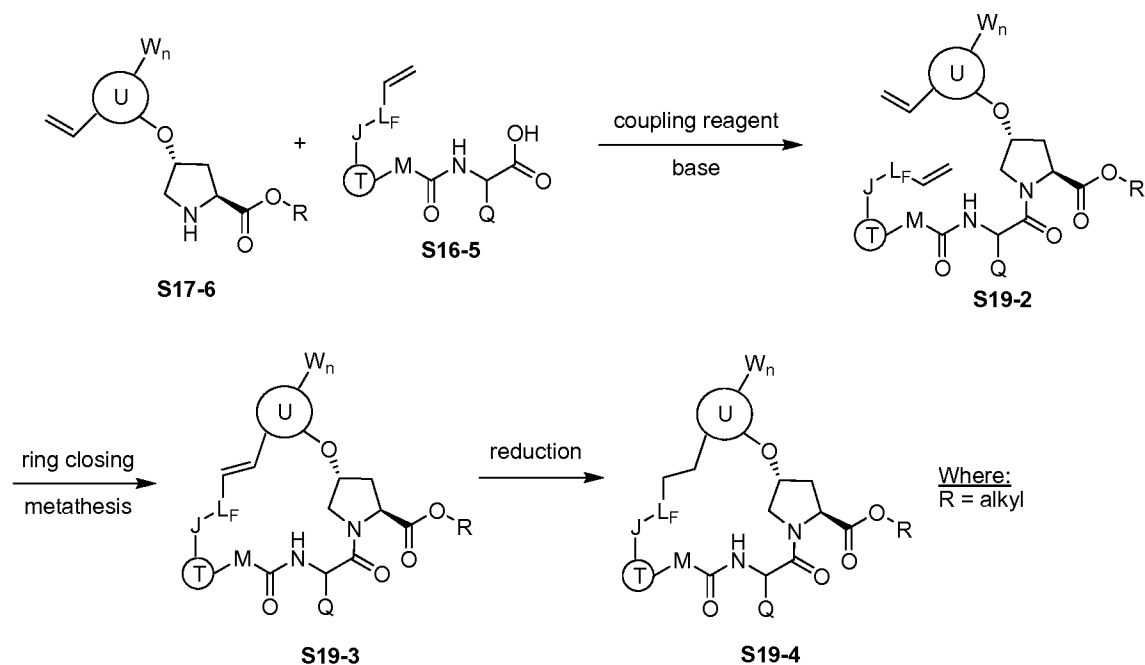
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Scheme 19



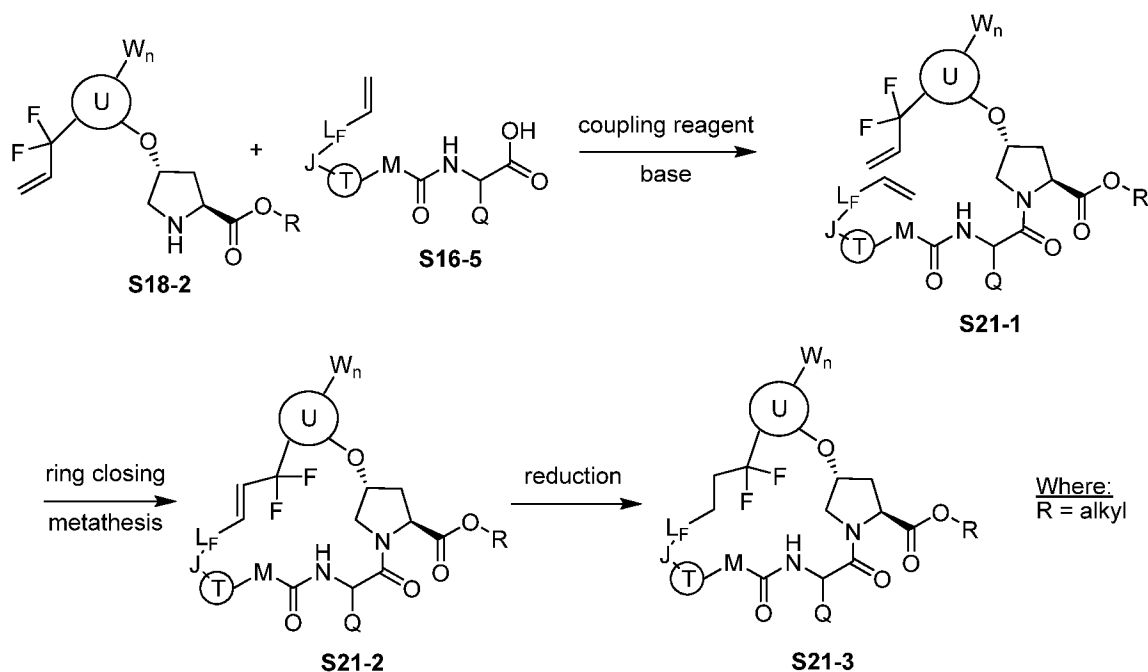
Scheme 19 demonstrates a general route to intermediate **S19-4** which is useful for preparing certain compounds described herein, where J, L_F , T, U, W_n and Q are as defined herein. In scheme 19, proline **S17-4** (LG is an appropriate leaving group) and acid **S16-5** are coupled in the presence of a coupling agent (e.g. HATU) and base (e.g. DIPEA) to provide intermediate **S19-1**. Metal catalyzed cross-coupling (e.g. Suzuki with potassium vinyltrifluoroborate) produces vinylated species **S19-2**. Subsequent ring closing metathesis (e.g. Zhan 1B) produces macrocycle intermediate **S19-3**. Reduction of the macrocyclic double bond (e.g. H_2 , Pd/C or Rh/ Al_2O_3) yields **S19-4**.

Scheme 20



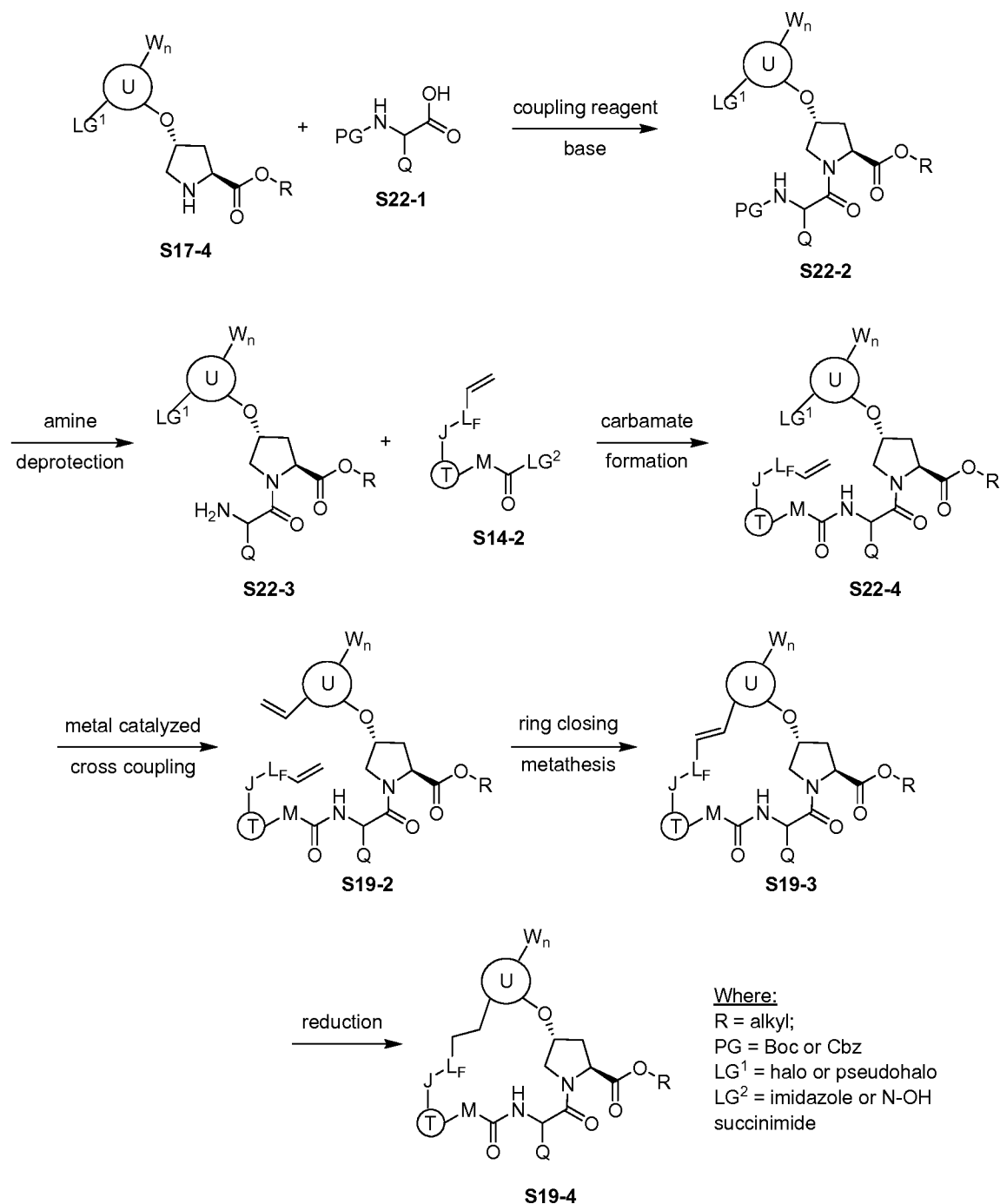
Scheme 20 demonstrates another general route to intermediate **S19-4** which is useful for preparing certain compounds described herein, where J, L_F, T, U, W_n and Q are as defined herein. Scheme 20 begins with the coupling of proline **S17-6** and acid **S16-5** in the presence of a coupling agent (e.g. HATU) and base (e.g. DIPEA) to provide intermediate **S19-2**. Subsequent ring closing metathesis (e.g. Zhan 1B) produces macrocycle intermediate **S19-3**. Reduction of the macrocyclic double bond (e.g. H₂, Pd/C or Rh/Al₂O₃) yields **S19-4**.

Scheme 21



Scheme 21 demonstrates a general route to intermediate **S21-3** which is useful for preparing certain compounds described herein, where J, L_F, T, U, W_n and Q are as defined herein. Scheme 21 begins with the coupling of proline **S18-2** and acid **S16-5** in the presence of a coupling agent (e.g. HATU) and base (e.g. DIPEA) to provide intermediate **S21-1**. Subsequent ring closing metathesis (e.g. Zhan 1B) produces macrocycle intermediate **S21-2**. Reduction of the macrocyclic double bond (e.g. H₂, Pd/C or Rh/Al₂O₃) yields **S21-3**.

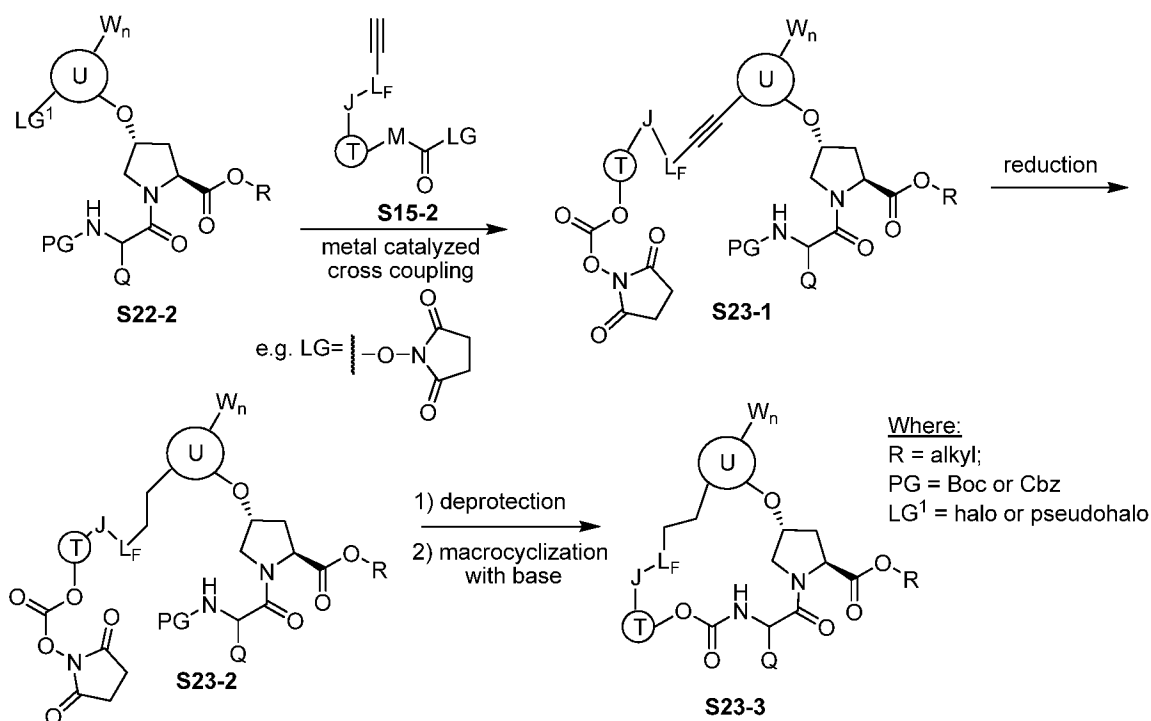
Scheme 22



Scheme 22 shows an alternate sequence of steps to assemble intermediate **S19-4** which is useful for preparing certain compounds described herein, where J, L_F, T, U, W_n and Q are as defined herein. In scheme 22, proline **S17-4** includes a leaving group LG¹. Proline **S17-4** and protected amino acid **S22-1** are coupled

via treatment with a coupling agent (e.g. HATU) and base (e.g. DIPEA) to provide intermediate **S22-2**. Deprotection of the amine (e.g. HCl when PG = Boc) yields intermediate **S22-3** which is treated with intermediate **S14-2** in the presence of a suitable base (e.g. TEA) to produce intermediate **S22-4**. Metal catalyzed cross-coupling (e.g. Suzuki with potassium vinyltrifluoroborate) affords diene intermediate **S19-2** which is subsequently submitted to ring closing metathesis (e.g. Zhan 1B) conditions to provide intermediate **S19-3**. Reduction of the macrocyclic double bond (e.g. H₂, Pd/C or Rh/Al₂O₃) yields **S19-4**.

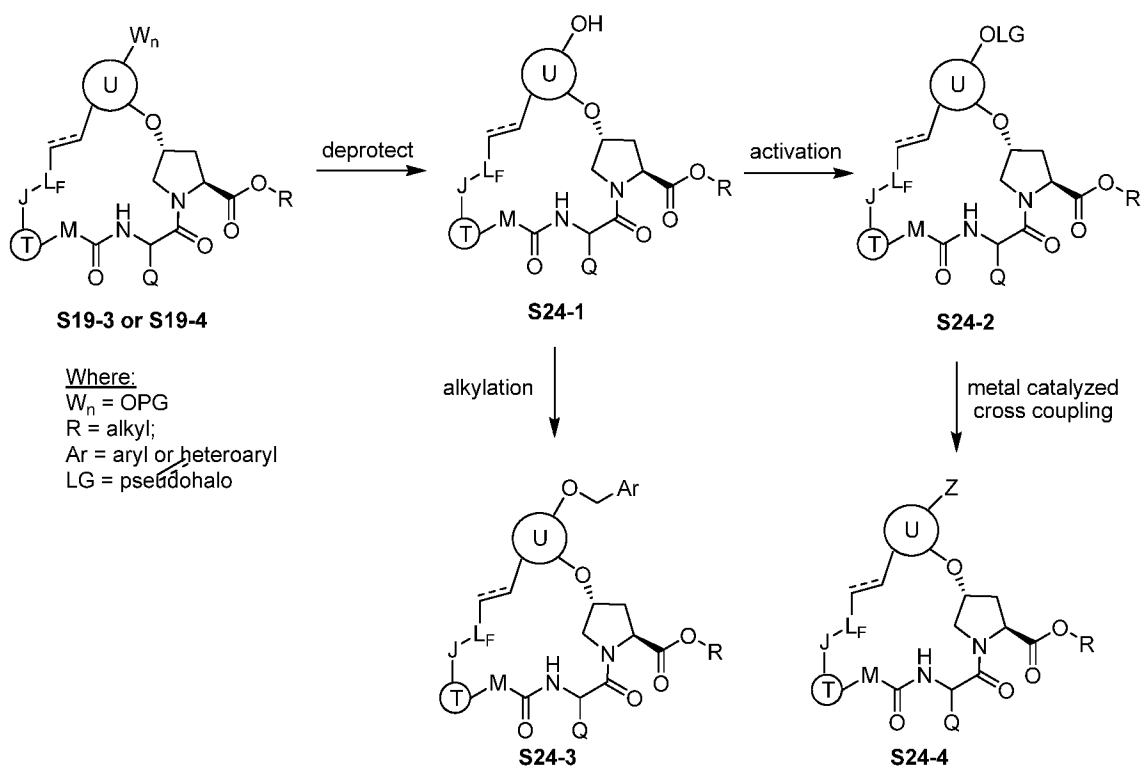
10 Scheme 23



Scheme 23 shows a general synthesis of intermediate **S19-4** which is useful for preparing certain compounds described herein, where J, L_F, T, U, W_n and Q are as defined herein. In scheme 23, intermediate **S22-2** includes protecting group PG and leaving group LG¹. Intermediate **S22-2** undergoes a metal catalyzed cross coupling (e.g. Sonagashira) with an activated alkynyl linker fragment **S15-2** to give intermediate **S23-1**. Reduction of the alkyne (e.g. H₂, Pd/C or Rh/Al₂O₃) provides intermediate **S23-2**. Deprotection of the amine (e.g. HCl when PG =

Boc) followed by macrocyclization via carbamate formation in the presence of base (e.g. TEA) gives **S23-3**.

Scheme 24

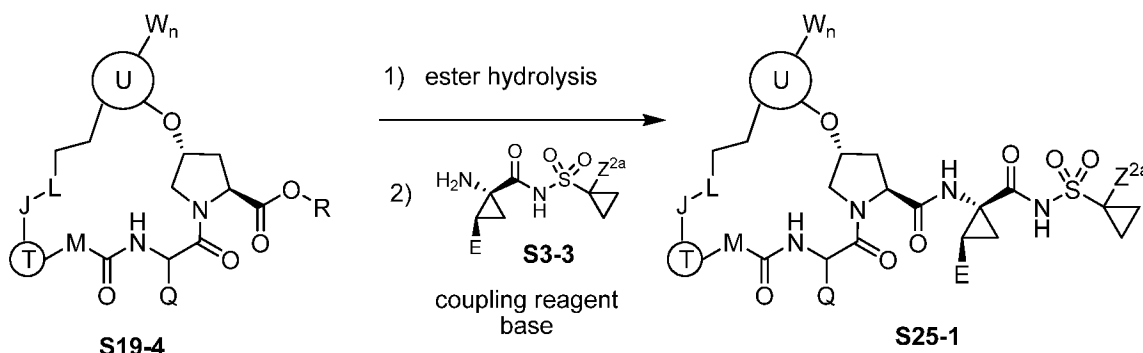


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Scheme 24 shows a general synthesis of intermediates **S24-3** and **S24-4** which are useful for preparing certain compounds described herein, where J, L_F , T, U, W_n and Q are as defined herein. In scheme 24, deprotection of **S19-3** or **S19-4** to remove W_n (e.g. H_2 , Pd/C when PG = benzyl) yields intermediate heteroaryl alcohol **S24-1**. Activation of the resulting alcohol (e.g. Tf_2O) to a suitable leaving group (LG) such as triflate produces intermediate **S24-2**. Subsequent metal catalyzed cross coupling (e.g. Suzuki) provides intermediate **S24-4**. Intermediate **S24-1** can also be alternatively be alkylated (e.g. alkyl halide) to give intermediate **S24-3**.

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Scheme 25

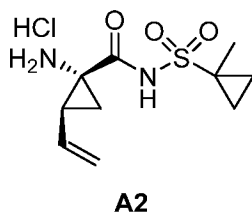


Scheme 25 demonstrates a general route to **S25-1**, where J, L_F, T, U, W_n and Q are as defined herein. In Scheme 25, proline ester intermediate **S19-4** is

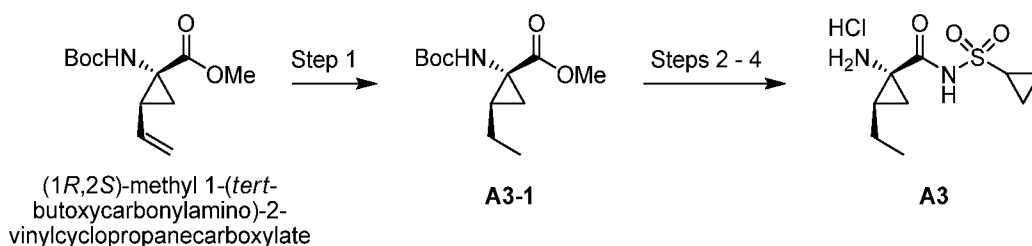
- 5 hydrolyzed to its corresponding carboxylic acid and subsequently coupled with intermediate **S3-3** in the presence of a coupling agent (*e.g.* HATU) and base (*e.g.* DIPEA) to provide compounds of the general type **S25-1**.

The following non-limiting Preparations and Examples illustrate the preparation of various embodiments disclosed herein.

¹H Nuclear magnetic resonance (NMR) spectra were in all cases consistent with the proposed structures. Characteristic chemical shifts (δ) are given in parts-per-million downfield from tetramethylsilane using conventional abbreviations for designation of major peaks: *e.g.* s, singlet; d, doublet; t, triplet; q, quartet; m, multiplet; br, broad. The following abbreviations have been used for common solvents used in nuclear magnetic resonance experiments: CDCl₃, deuteriochloroform; CD₃OD, perdeuteromethanol; CD₃CN, perdeuteroacetonitrile; d₆-DMSO, perdeuterodimethylsulfoxide. Mass spectra were obtained using Thermo Scientific or Agilent Technologies mass spectrometers equipped with electrospray ionization (ESI). Masses are reported as ratios of mass to charge (*m/z*). Analytical HPLC measurements were performed on Agilent Technologies Series 1100 HPLC using Phenomenex Kinetex C18, 2.6 μm 100 Å, 4.6 x 100 mm column with an elution program of 2% Solvent B for 0.55 min, gradient to 98% solvent B over 8 min which is maintained at 98% solvent B for 0.40 min before returning to 2% solvent B over 0.02 min and maintaining at 2% solvent B for 2.03

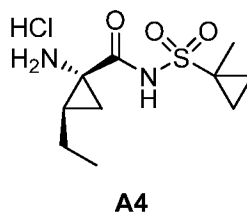
Preparation of Intermediate **A2**.

Intermediate **A2** was prepared similarly to Intermediate **A1**, substituting 1-methylcyclopropane-1-sulfonamide (prepared according to Example 1.2 of International Patent Publication No. WO 2008/064066, p. 47) for cyclopropanesulfonamide.

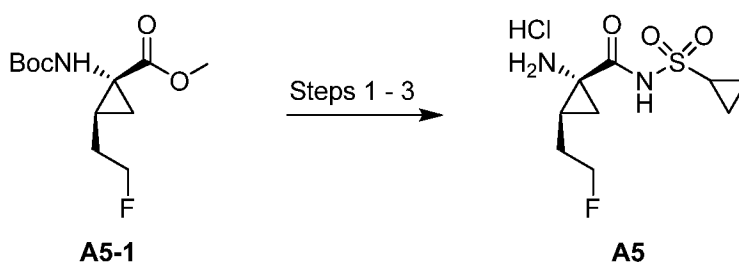
Preparation of Intermediate **A3**.

Step 1. Preparation of **A3-1**: Cyclopropane ester **A3-1** was prepared from (1R,2S)-methyl 1-(*tert*-butoxycarbonylamino)-2-vinylcyclopropanecarboxylate (prepared according to Beaulieu, P.L., *et al.*, *J. Org. Chem.* **2005**, 70, 5869) using the procedure detailed in Example 26 of International Patent Publication No. WO2009005677 (p. 176).

Steps 2–4. Preparation of Intermediate **A3**: Intermediate **A3** was prepared similarly to (1R,2S)-1-amino-N-(cyclopropylsulfonyl)-2-vinylcyclopropanecarbox-amide hydrochloride of Example 2.12 of International Patent Publication No. WO 2008/064066 (p. 75–76) substituting **A3-1** for (1R,2S)-ethyl 1-(*tert*-butoxycarbonylamino)-2-vinylcyclopropane-carboxylate.

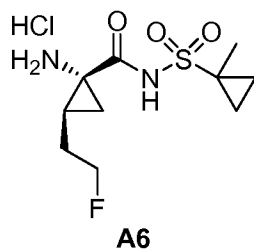
Preparation of Intermediate **A4**.

Intermediate **A4** was prepared similarly to Intermediate **A3**, substituting 1-methylcyclopropane-1-sulfonamide (prepared according to Example 1.2 of International Patent Publication No. WO 2008/064066, p. 47) for cyclopropanesulfonamide.

Preparation of Intermediate **A5**.

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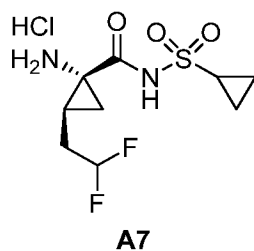
Steps 1–3. Preparation of Intermediate **A5**: Intermediate **A5** was prepared similarly to (1R,2S)-1-amino-N-(cyclopropylsulfonyl)-2-vinylcyclopropane-carboxamide hydrochloride of Example 2.12 of International Patent Publication No. WO 2008/064066 (p. 75–76) substituting **A5-1** (prepared according to Example 104 of International Patent Publication No. WO 2009/005677, p. 265) for (1R,2S)-ethyl 1-(tert-butoxycarbonylamino)-2-vinylcyclopropanecarboxylate.

Preparation of Intermediate **A6**.

Intermediate **A6** was prepared similarly to Intermediate **A5**, substituting 1-methylcyclopropane-1-sulfonamide (prepared according to Example 1.2 of International Patent Publication No. WO 2008/064066, p. 47) for cyclopropanesulfonamide.

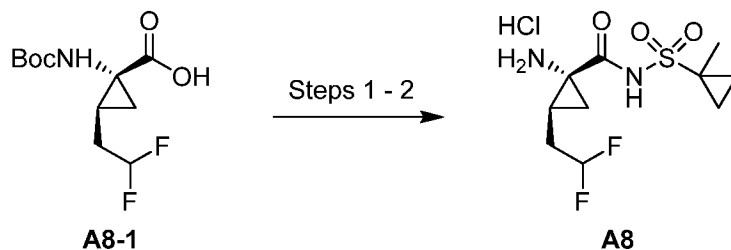
Preparation of Intermediate **A7**.

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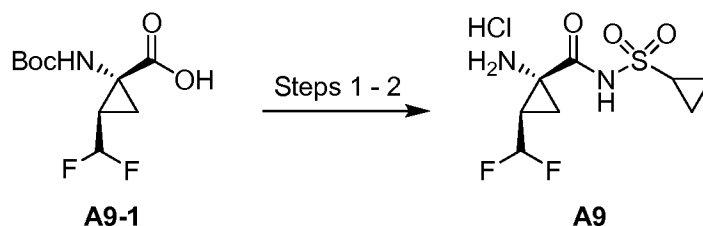
Intermediate **A7** was prepared according to Example 97.1.6 of U.S. Patent Publication No. 2009/274652, p. 72–73.

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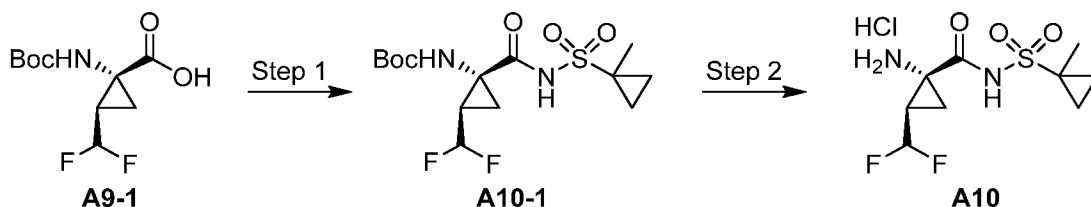
Preparation of Intermediate **A8**.

Steps 1–2. Preparation of Intermediate **A8**: Intermediate **A8** was prepared similarly to (1R,2S)-1-amino-N-(cyclopropylsulfonyl)-2-vinylcyclopropane-carboxamide hydrochloride of Example 2.12 of International Patent Publication No. WO 2008/064066 (p. 75–76) substituting **A8-1** (prepared according to the procedure detailed in Example 97.1.4 of U.S. Patent Publication No. 2009/274652, p. 72–3) for (1R,2S)-1-(tert-butoxycarbonylamino)-2-vinylcyclopropanecarboxylic acid and substituting 1-methylcyclopropane-1-sulfonamide (prepared according to Example 1.2 of International Patent Publication No. WO 2008/064066, p. 47) for cyclopropanesulfonamide.

Preparation of Intermediate **A9**.

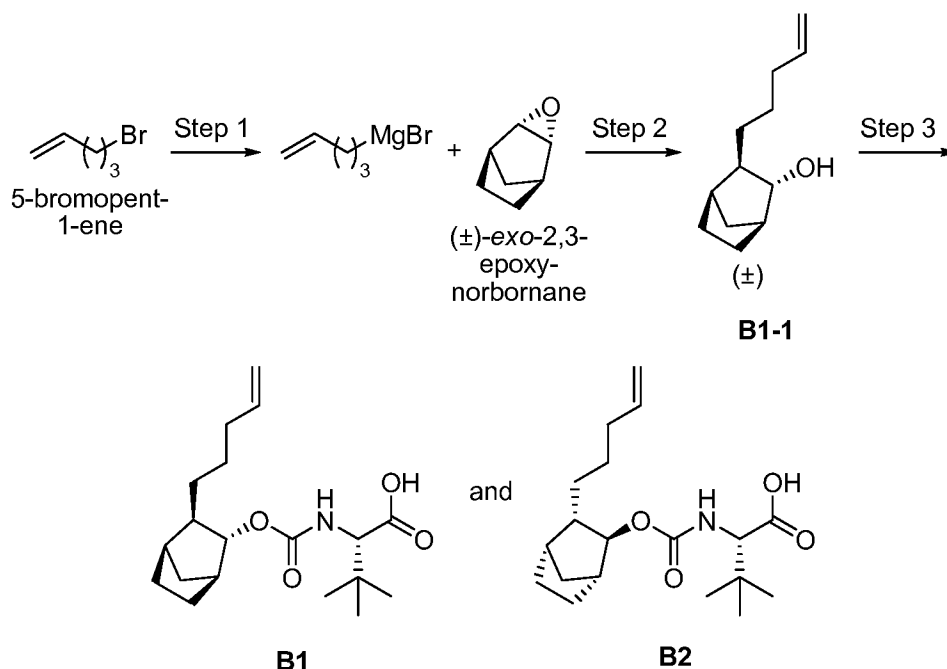


Step 1–2. Preparation of Intermediate **A9**: Intermediate **A9** was prepared similarly to (1R,2S)-1-amino-N-(cyclopropylsulfonyl)-2-vinylcyclopropane-carboxamide hydrochloride of Example 2.12 of International Patent Publication No. WO 2008/064066 (p. 75–76) substituting **A9-1** (prepared according to Example 1, Steps 1L–1O of International Patent Publication No. WO 2009/134987, p. 75–77) for (1R,2S)-1-(tert-butoxycarbonylamino)-2-vinylcyclopropanecarboxylic acid.

Preparation of Intermediate **A10**.

Step 1. Preparation of **A10-1**: A solution of **A9-1** (25 g, 100 mmol) and 1-methylcyclopropane-1-sulfonamide (prepared according to Example 1.2 of International Patent Publication No. WO 2008/064066, p. 47; 15g, 110 mmol) in DCM (330 mL) was treated with DMAP (24.4 g, 200 mmol) followed by slow addition of EDC (38.3 g, 200 mmol) at 0 °C. After addition was completed, the mixture stirred vigorously at 0 °C and allowed to warm rt over 36 h. The reaction was diluted with EtOAc (300 mL). The organic layer was washed with 10% citric acid (3X30 mL) and sat. NaHCO₃ (2X20 mL). The combined aqueous washes were extracted once with EtOAc. The combined organic layers were washed with brine (2X25 mL), dried over anhydrous Na₂SO₄, filtered and concentrated *in vacuo*. After trituration with hexane/EtOAc (10/1), acyl sulfonamide **A10-1** (31 g) was obtained as a white solid.

Step 2. Preparation of Intermediate **A10**. To a suspension of acyl sulfonamide **A10-1** (18.5 g, 50 mmol) in DCM (300 mL) was slowly added 4 M HCl in dioxane (150 mL, 600 mmol). After addition was completed, the mixture was stirred vigorously at rt for 4 h. The reaction was then concentrated *in vacuo* and the residue triturated with Et₂O to provide Intermediate **A10** (14.7 g) as an amorphous white solid. ¹H-NMR (400 MHz, CD₃OD) δ 5.94 (m, 1H), 2.26 (m, 2H), 1.76 (m, 1H), 1.62 (m, 1H), 1.60 (m, 1H), 1.53 (s, 3H), 0.93 (m, 2H).

Intermediate group BPreparation of Intermediate mixture **B1** and **B2**.

5

Steps 1 and 2: Preparation of racemate **B1-1**: Magnesium metal (1.32 g, 54.3 mmol) was added to a 2-neck flask fitted with a reflux condenser and the vessel was flushed with Ar. THF (42 mL) was added followed by iodine (ca. 5 mg). The stirred suspension was heated to 45 °C and 5-bromopent-1-ene was added (1.2 g, 8.1 mmol) in one portion. After stirring several minutes, additional 5-bromopent-1-ene (5.5 g, 37 mmol) was added at a rate sufficient to maintain gentle reflux. The resulting mixture was stirred at 50 °C for 15 min and was then cooled to ambient temperature and used immediately in the following step. A suspension of CuI (630 mg, 3.3 mmol) in THF (24 mL) under Ar was cooled to – 5 °C. An aliquot of pent-4-enylmagnesium bromide (ca. 0.95 M, 20 mL, 19 mmol) prepared in step 1 was added over 5 min, and the resulting mixture was stirred for an additional 15 min. The reaction mixture was then cooled to –20 °C, and $(\pm)\text{-exo-2,3-epoxynorbornane}$ (1.5 g, 14 mmol) was added as a solution in THF (5 mL) over 1 min. Two additional portions of THF (2.5 mL each) were used to ensure complete transfer, and the resulting mixture was stirred for 20 min. The

20

reaction was then removed from the cold bath and warmed to rt. After stirring an additional 1.75 h, the reaction was quenched with saturated aqueous NH_4Cl (5 mL) and was filtered with EtOAc (100 mL) and H_2O (100 mL) through Celite. The phases were separated, and the organic phase was dried over anhydrous

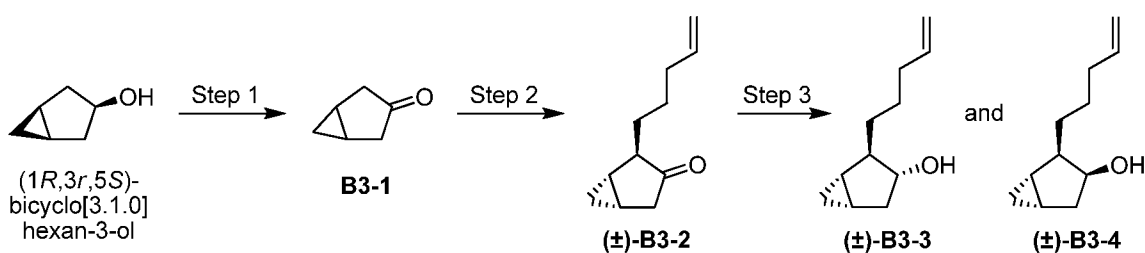
- 5 Na_2SO_4 , filtered, and concentrated *in vacuo* to afford ($\pm$)-**B1-1**. $^1\text{H-NMR}$ (300 MHz, CDCl_3) δ 5.90 – 5.67 (m, 1H), 5.04 – 4.86 (m, 2H), 3.12 (s, 1H), 2.20 – 1.92 (m, 5H), 1.69 – 1.57 (m, 1H), 1.55 – 1.12 (m, 9H), 1.03 – 0.84 (m, 1H).

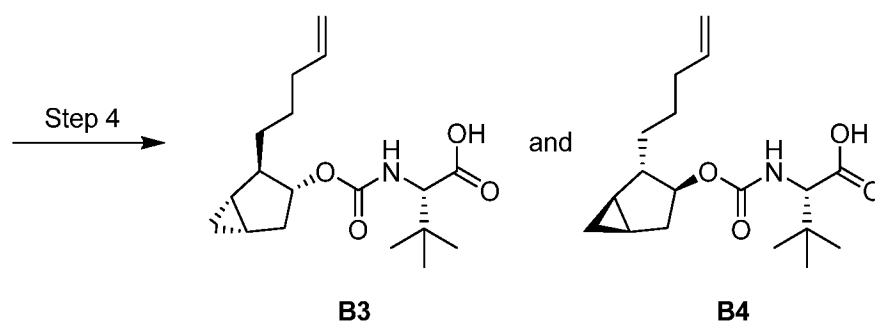
Step 3. Preparation of diastereomeric Intermediate mixture **B1** and **B2**:

Alcohol mixture ($\pm$)-**B1-1** (813 mg, 4.51 mmol) was dissolved in DMF (4.5 mL).

- 10 Pyridine (370 μL , 4.5 mmol) was added followed by DSC (1.5 g, 5.8 mmol). The reaction mixture was heated to 45 $^\circ\text{C}$ and was stirred for 4 h. The reaction mixture was then cooled to 0 $^\circ\text{C}$ and water (4.5 mL) was added dropwise over 2 min. The reaction mixture was stirred for 5 min and was removed from the cold bath. After an additional 5 min, the reaction mixture was cooled to 0 $^\circ\text{C}$ and L-
- 15 tert-leucine (835 mg, 6.37 mmol) and K_3PO_4 (2.70 g, 12.7 mmol) were added. The mixture was stirred for 10 min and was removed from the cold bath. After stirring an additional 24 h, the mixture was diluted with EtOAc (30 mL), acidified with 1 M aqueous HCl (15 mL), and diluted with 0.2 M aqueous HCl (15 mL). The phases were separated, and the organic phase was washed with 0.2 M aqueous
- 20 HCl (2 x 20 mL), dried over anhydrous Na_2SO_4 , filtered, and concentrated *in vacuo* to afford diastereomeric Intermediate mixture **B1** and **B2** (1.64 g). LCMS-ESI $^-$ (m/z): [M-H] $^-$ calc'd for $\text{C}_{19}\text{H}_{30}\text{NO}_4$: 336.2; found: 336.0.

Preparation of Intermediate mixture **B3** and **B4**.





Step 1: Preparation of **B3-1**: To a solution of $K_2Cr_2O_7$ (121 g, 0.41 mol) in H_2O (1.5 L) was added dropwise H_2SO_4 (143 g, 1.46 mol) at rt and the mixture was stirred for 1 h. The mixture was then cooled to 0 °C and (1R,3r,5S)-bicyclo[3.1.0] hexan-3-ol (80 g, 0.814 mol; prepared according to Section A, Intermediate 1 of U.S. Patent No. 8,178,491 B2, p 192) in MTBE (1.5 L) was added dropwise. The reaction mixture was stirred at rt for 2 h. The aqueous phase was extracted with MTBE (3 x 500 mL), dried over anhydrous $MgSO_4$, filtered, and concentrated *in vacuo*. The crude product was purified by distillation (20 mmHg, bp: 60 – 62 °C) to provide **B3-1**. ^1H -NMR (400 MHz, $CDCl_3$) δ 2.57 – 2.63 (m, 2H), 2.14 – 2.19 (d, J = 20 Hz, 2H), 1.52 – 1.57 (m, 2H), 0.89 – 0.94 (m, 1H), -0.05 – -0.02 (m, 1H).

Step 2: Preparation of ($\pm$)-**B3-2**: Under Ar, a mixture of THF (4.4 mL) and HMPA (1.8 mL) was cooled to -78 °C. A 1 M solution of LiHMDS in THF (2.2 mL, 2.2 mmol) was added. Ketone **B3-1** (202 mg, 2.10 mmol) was added as a solution in THF (2 mL) over 1 min, washing with additional THF (2 x 1 mL) to ensure complete transfer. After 25 min, 5-iodopent-1-ene (prepared according to Jin, J. et. al. *J. Org. Chem.* **2007**, 72, 5098-5103) (880 mg, 4.5 mmol) was added over 30 s by syringe. After 10 min, the reaction was placed in a cold bath at -45 °C and was warmed to -30 °C over 1.5 h. The reaction was quenched with saturated aqueous NH_4Cl (15 mL) and was diluted with EtOAc (30 mL) and H_2O (15 mL). The phases were separated, and the aqueous phase was extracted with EtOAc (30 mL). The combined organics were dried over anhydrous Na_2SO_4 , filtered, and concentrated *in vacuo* to afford a crude residue that was purified by silica gel chromatography (0% to 15% EtOAc in hexanes) to provide ($\pm$)-**B3-2**.

¹H-NMR (400 MHz, CDCl₃) δ 5.82 – 5.67 (m, 1H), 5.03 – 4.87 (m, 2H), 2.61 – 2.51 (m, 1H), 2.11 (d, *J* = 19.1 Hz, 1H), 2.08 – 1.99 (m, 3H), 1.61 – 1.40 (m, 5H), 1.36 – 1.28 (m, 1H), 0.92 – 0.81 (m, 1H), -0.03 – -0.11 (m, 1H).

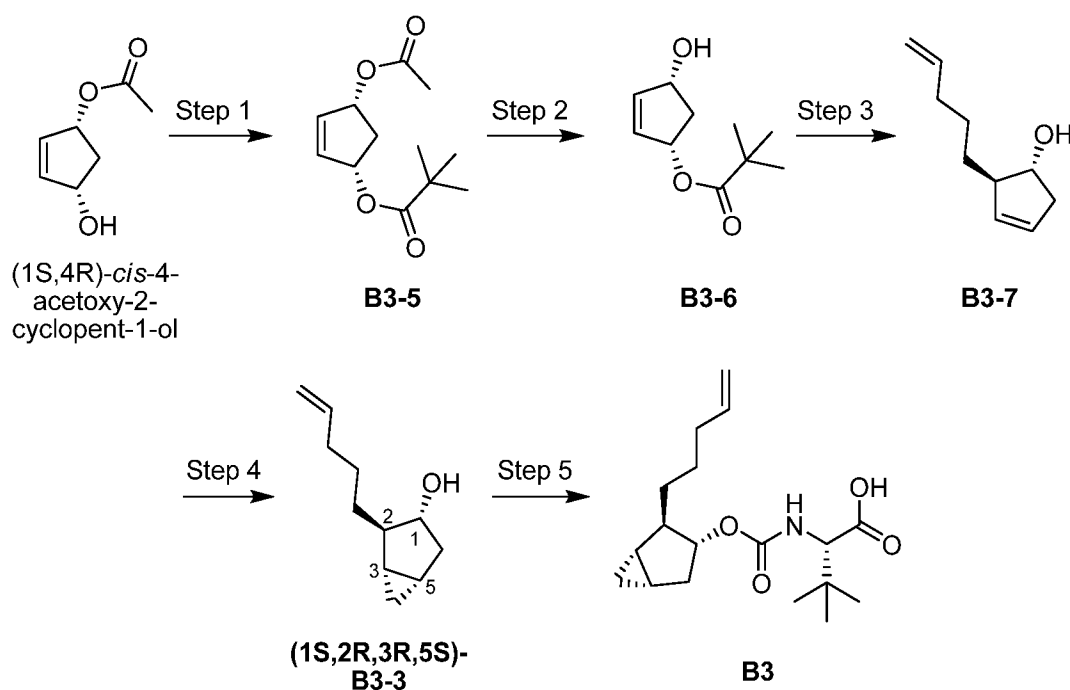
Step 3: Preparation of **(±)-B3-3** and **(±)-B3-4**: A solution of **(±)-B3-2** (142 mg, 0.865 mmol) in THF (4 mL) was cooled to -78 °C. A 1 M THF solution of LiBHEt₃ (1.3 mL, 1.3 mmol) was added dropwise over 30 s. The reaction was stirred 15 min and was removed from the cold bath. After warming to rt (15 min), the reaction was quenched with saturated aqueous NH₄Cl (1 mL). The resulting mixture was diluted with Et₂O (20 mL) and H₂O (20 mL). The phases were separated, and the aqueous phase was extracted with Et₂O (20 mL). The combined organics were dried over anhydrous MgSO₄, filtered, and concentrated *in vacuo*. Purification by silica gel chromatography (0% to 10% EtOAc in hexanes) provided 133 mg of a mixture of diastereomers **(±)-B3-3** and **(±)-B3-4**. The combined material from two experiments (253 mg) was further purified by silica gel chromatography (0% to 15% EtOAc in hexanes) to provide **(±)-B3-3** (150 mg) and **(±)-B3-4** (58 mg). ¹H-NMR for **(±)-B3-3** (300 MHz, CDCl₃) δ 5.91 – 5.69 (m, 1H), 5.07 – 4.88 (m, 2H), 3.97 (d, *J* = 6.7 Hz, 1H), 2.19 – 1.99 (m, 3H), 1.84 – 1.73 (m, 1H), 1.62 (d, *J* = 14.1 Hz, 1H), 1.54 – 1.40 (m, 2H), 1.32 – 1.17 (m, 3H), 1.16 – 1.06 (m, 1H), 0.60 – 0.43 (m, 2H). ¹H-NMR for **(±)-B3-4** (300 MHz, CDCl₃) δ 5.95 – 5.73 (m, 1H), 5.09 – 4.88 (m, 2H), 4.05 – 3.86 (m, 1H), 2.17 – 1.84 (m, 4H), 1.72 – 1.34 (m, 5H), 1.28 – 1.08 (m, 3H), 0.49 – 0.36 (m, 1H), 0.21 – 0.11 (m, 1H).

Step 4: Preparation of diastereomeric Intermediate mixture **B3** and **B4**: A mixture of **(±)-B3-3** (150 mg, 0.90 mmol) was dissolved in DMF (1.0 mL). Pyridine (75 μL, 0.92 mmol) and DSC (302 mg, 1.18 mmol) were added, and the reaction was stirred at 45 °C for 21.5 h. The reaction was then placed in an ice water bath and H₂O (1.0 mL) was added dropwise via syringe over 1 min. The mixture was removed from the cold bath and allowed to stir 5 min. The mixture was re-cooled in an ice water bath and L-tert-leucine (154 mg, 1.17 mmol) was added followed by K₃PO₄ (502 mg, 2.36 mmol). The reaction mixture was removed from the cold bath and allowed to stir at rt for 24 h. The mixture was

then diluted with EtOAc (40 mL) and 1 M aqueous HCl (20 mL). The phases were separated, and the aqueous phase was extracted with EtOAc (30 mL). The combined organic phase was washed with 0.2 M aqueous HCl (2 x 20 mL), dried over anhydrous MgSO₄, filtered, and concentrated *in vacuo* to afford

5 diastereomeric Intermediate mixture **B3** and **B4**. LCMS-ESI⁻ (*m/z*): [M-H]⁻ calcd for C₁₈H₂₈NO₄: 322.2; found: 322.0).

Preparation of Intermediate **B3**.



Step 1: Preparation of **B3-5**: To a solution of (1S,4R)-*cis*-4-acetoxy-2-cyclopent-1-ol (Aldrich, 10 g, 70.4 mmol), triethylamine (48.8 mL, 350 mmol), and DMAP (4.29 g, 35.2 mmol) in dichloromethane (352 mL) was added pivaloyl chloride (10.8 mL, 87.75 mmol) dropwise via syringe at 0 °C under an Ar atmosphere. After 2 h, the reaction mixture was diluted with saturated aqueous sodium bicarbonate solution (500 mL), and extracted with dichloromethane (2 × 500 mL). The combined organic extracts were dried over anhydrous Na₂SO₄ and were concentrated *in vacuo* to afford **B3-5**. ¹H-NMR (300 MHz, CDCl₃) δ

6.08 (br s, 2H), 5.54 (td, $J = 8.0, 4.1$ Hz, 2H), 2.88 (dt, $J = 14.9, 7.5$ Hz, 1H), 2.07 (s, 3H), 1.69 (dt, $J = 14.7, 4.1$ Hz, 1H), 1.20 (s, 9H).

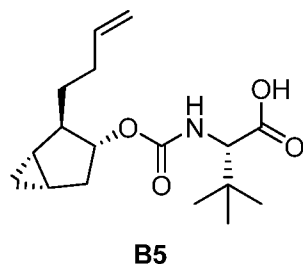
Step 2: Preparation of **B3-6**: To a solution of **B3-5** (15.0 g, 70.4 mmol) in methanol (352 mL) was added potassium carbonate (9.73 g, 70.4 mmol) at rt under an argon atmosphere. After 5 h, the reaction mixture was filtered and was concentrated *in vacuo*. The residue was dissolved into ethyl acetate (500 mL) and the resulting mixture was washed with water (500 mL) and brine (500 mL), dried over anhydrous Na_2SO_4 , and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography (0–100% ethyl acetate/hexanes) to afford **B3-6**. $^1\text{H-NMR}$ (300 MHz, CDCl_3) δ 6.11 (br d, $J = 5.5$ Hz, 1H), 5.97 (br d, $J = 5.6$ Hz, 1H), 5.48 (br s, 1H), 4.73 (br s, 1H), 2.82 (dt, $J = 14.6, 7.3$ Hz, 1H), 1.67 (s, 1H), 1.61 (dt, $J = 14.5, 4.0$ Hz, 1H), 1.20 (s, $J = 3.8$ Hz, 9H).

Step 3: Preparation of **B3-7**: To a solution of copper(I) cyanide (5.10 g, 57.0 mmol) in diethyl ether (95 mL) was added pent-4-enylmagnesium bromide (Novel Chemical Solutions, 0.5 M in THF, 114 mL, 57.0 mmol) dropwise via cannula over a 30 min period at 0 °C under an argon atmosphere. After 10 min, a solution of **B3-6** (3.50 g, 19.0 mmol) in diethyl ether (10 mL) was added slowly via cannula. The reaction mixture was then allowed to slowly warm to rt. After 16 h, the resulting mixture was quenched with saturated aqueous ammonium chloride solution (400 mL) and the resulting mixture was extracted into ethyl acetate (2 × 400 mL). The combined organic phases were washed with brine (400 mL), dried over anhydrous Na_2SO_4 , and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography (0–100% ethyl acetate/hexanes) to afford **B3-7**. $^1\text{H-NMR}$ (400 MHz, CDCl_3) δ 5.80 (ddt, $J = 16.9, 10.2, 6.7$ Hz, 1H), 5.69 (dd, $J = 5.8, 1.7$ Hz, 1H), 5.65 (d, $J = 7.2$ Hz, 1H), 5.00 (dd, $J = 17.1, 1.3$ Hz, 1H), 4.94 (d, $J = 10.2$ Hz, 1H), 4.12 – 4.05 (m, 1H), 2.69 (ddd, $J = 17.2, 6.4, 1.5$ Hz, 1H), 2.54 – 2.45 (m, 1H), 2.24 (d, $J = 17.2$ Hz, 1H), 1.69 (br s, 1H), 1.52 – 1.19 (m, 6H).

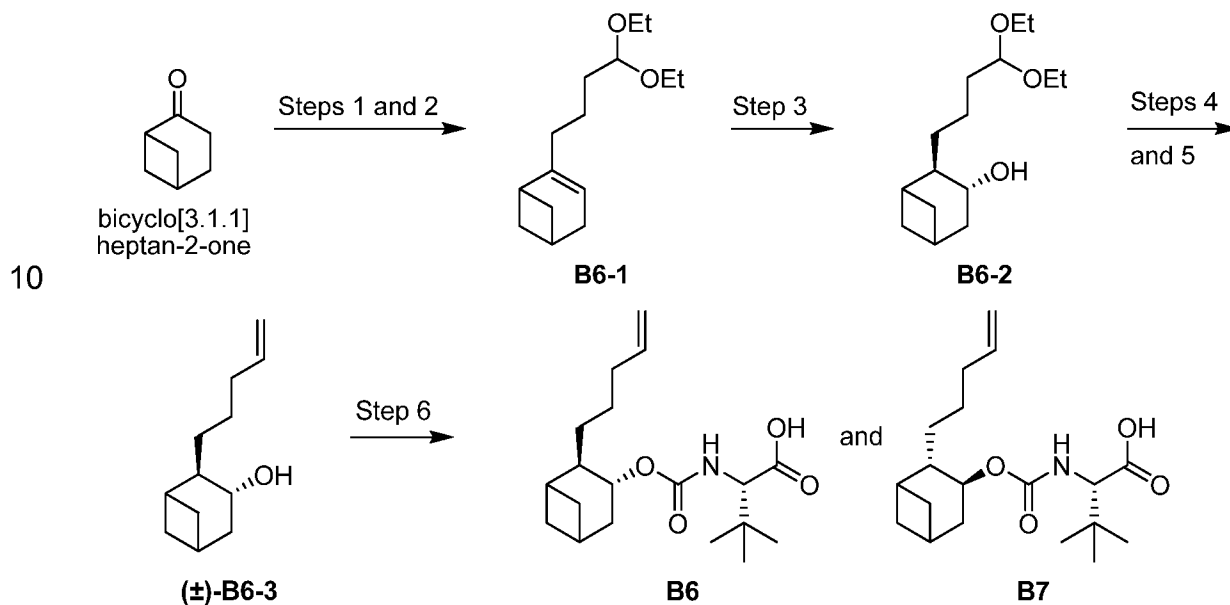
Step 4: Preparation of **(1S,2R,3R,5S)-B3-3**: To a solution of **B3-7** (20 mg, 0.13 mmol), and diethyl zinc (1 M in hexanes, 132 μL , 0.132 mmol) in diethyl ether (0.66 mL) was added diiodomethane (21 μL , 0.26 mmol) at rt under an

argon atmosphere. After 2 h, the reaction mixture was quenched with 1 N aqueous HCl solution (0.66 mL). After 5 min, the resulting yellow mixture was diluted with saturated aqueous sodium bicarbonate solution (5 mL) and the resulting mixture was extracted with dichloromethane (3 × 5 mL). The combined
5 organic extracts were dried over anhydrous Na₂SO₄, and were concentrated *in vacuo*. The crude residue was purified by silica gel chromatography (0–100% ethyl acetate/hexanes) to afford **(1S,2R,3R,5S)-B3-3**. ¹H-NMR (400 MHz, CDCl₃) δ 5.83 (ddt, *J* = 16.9, 10.2, 6.7 Hz, 1H), 5.02 (d, *J* = 17.2 Hz, 1H), 4.96 (d, *J* = 11.3 Hz, 1H), 4.00 (d, *J* = 6.7 Hz, 1H), 2.19 – 2.02 (m, 3H), 1.82 (t, *J* = 7.2 Hz,
10 1H), 1.64 (d, *J* = 14.2 Hz, 1H), 1.55 – 1.42 (m, 2H), 1.38 – 1.20 (m, 4H), 1.19 – 1.08 (m, 1H), 0.62 – 0.47 (m, 2H).

Step 5: Preparation of Intermediate **B3**: Alcohol **(1S,2R,3R,5S)-B3-3** (0.450 g, 2.7 mmol) was taken up in DMF (2.7 mL) and treated subsequently with DSC (0.92 g, 3.52 mmol) and pyridine (0.22 mL, 2.8 mmol). The reaction was
15 then heated to 50 °C overnight. The reaction was then cooled to 0 °C and water (5.5 mL) was added dropwise over 1 min. The resulting opaque suspension was stirred at rt for 10 min before recooling to 0 °C. The reaction was then treated subsequently with L-tert-leucine (0.462 g, 3.5 mmol) and K₃PO₄ (1.5 g, 7.0 mmol) and allowed to warm to rt overnight with vigorous stirring. The resulting opaque
20 suspension was diluted with EtOAc and 1 M aqueous HCl. Additional HCl (12 M) was added dropwise to adjust the pH ~ 3. The aqueous layer was extracted with EtOAc and the combined organics were washed with brine and dried over anhydrous MgSO₄. Following concentration *in vacuo*, Intermediate **B3** was obtained that was contaminated with small amounts of DMF and EtOAc. The
25 material was used in subsequent reactions without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₈H₃₀NO₄: 324.2; found 324.7.

Preparation of Intermediate **B5**:

Intermediate **B5** was prepared in a similar fashion to the preparation of
 5 Intermediate **B3**, substituting but-3-enylmagnesium bromide for pent-4-enyl
 magnesium bromide in Step 3. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₇H₂₈NO₄:
 310.2; found 310.8.

Preparation of Intermediate mixture **B6** and **B7**:

Step 1: Preparation of **B6-1**: A 1.0 M THF solution of KHMDS (10 mL, 10
 15 mmol) was diluted with THF (10 mL) under Ar and the resulting solution was
 cooled to −78 °C. Bicyclo[3.1.1]heptan-2-one (1.0 g, 9.1 mmol, prepared
 according to Yin, *et al. J. Org. Chem.* **1985**, 50, 531) was added as a solution in

THF (5 mL) over 2 min, washing with additional THF (2 x 2.5 mL) to ensure complete transfer. The resulting mixture was stirred for 30 min, and *N*-(5-chloro-2-pyridyl)bis(trifluoromethanesulfonimide) (3.8 g, 9.7 mmol) was added as a solution in THF (10 mL) over 2 min, washing with additional THF (2 x 2.5 mL).

- 5 The resulting mixture was stirred for 5 min and removed from the cold bath. After stirring an additional 30 min, the reaction was diluted with Et₂O (70 mL) and 1 M aqueous HCl (50 mL). The phases were separated, and the organic phase was washed with 1 M aqueous NaOH (2 x 30 mL). The combined organic phase was dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The resulting
10 residue was filtered through a plug of silica with 30% EtOAc in hexanes to afford a crude residue that was used directly in the following step.

- Step 2: Preparation of **B6-1**: To a solution of 3-butenal diethyl acetal (1.4 mL, 8.3 mmol) under Ar at 0 °C was added a 0.5 M THF solution of 9-borabicyclo[3.3.1]nonane (15.9 mL, 7.95 mmol) over 3 min. The reaction was
15 allowed to warm to rt with stirring for 20 h. A 3 M aqueous solution of NaOH (2.9 mL, 8.7 mmol) was then added. After stirring 20 min, the resulting solution was transferred to a flask containing the vinyl triflate (*ca.* 5.16 mmol) described above and PdCl₂(dppf)•CH₂Cl₂ (420 mg, 0.51 mmol). The resulting mixture was stirred at 60 °C for 14 h, allowed to cool to rt, and diluted with Et₂O (50 mL) and H₂O (50
20 mL). The phases were separated, and the organic phase was dried over anhydrous MgSO₄, filtered, and concentrated *in vacuo*. Purification by silica gel chromatography (0% to 10% EtOAc in hexanes following pre-equilibration with 1% Et₃N in EtOAc) provided intermediate **B6-1**. ¹H-NMR (300 MHz, CDCl₃) δ 5.36 – 5.28 (m, 1H), 4.59 (t, *J* = 5.6 Hz, 1H), 3.73 – 3.58 (m, 2H), 3.54 – 3.39 (m, 2H), 2.72 – 2.60 (m, 1H), 2.45 – 2.34 (m, 3H), 2.23 – 2.08 (m, 4H), 1.89 – 1.76 (m, 2H), 1.67 (dt, *J* = 16.1, 6.9 Hz, 2H), 1.58 – 1.47 (m, 2H), 1.23 (t, *J* = 7.0 Hz, 6H).
25

- Step 3: Preparation of **B6-2**: A solution of olefin **B6-1** (660 mg, 2.77 mmol) in THF (25 mL) at 0 °C was treated with BH₃•SMe₂ as a 1 M solution in CH₂Cl₂
30 (2.9 mL, 2.9 mmol) over 1 min. The resulting solution was stirred for 2 h at 0 °C and allowed to warm to rt. After stirring an additional 3 h, the reaction mixture

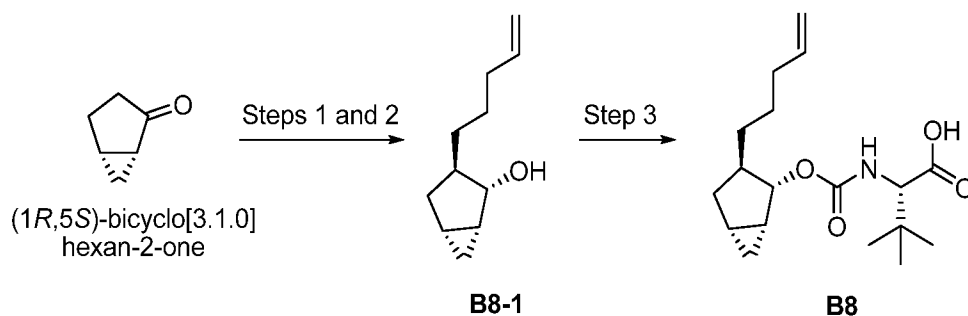
was re-cooled to 0 °C and was diluted with 2 M aqueous NaOH (7 mL) followed by 30% aqueous H₂O₂ (7 mL). The resulting mixture was allowed to warm to rt with stirring over additional 16 h. The mixture was partitioned between Et₂O (100 mL) and H₂O (50 mL). The phases were separated, and the organic phase was washed with 0.5 M aqueous NaOH (50 mL). The organic phase was dried over anhydrous MgSO₄, filtered, and concentrated *in vacuo* to afford a crude residue that was purified by silica gel chromatography (15% to 40% EtOAc in hexanes) to afford the desired compound. ¹H-NMR (300 MHz, CDCl₃) δ 4.60 (t, *J* = 5.6 Hz, 1H), 3.76 – 3.60 (m, 3H), 3.58 – 3.42 (m, 2H), 2.39 – 2.05 (m, 4H), 1.91 – 1.48 (m, 9H), 1.43 – 1.35 (m, 1H), 1.25 (t, *J* = 7.0 Hz, 6H), 1.06 – 0.98 (m, 1H).

Steps 4 and 5: Preparation of (±)-**B6-3**: Acetal **B6-2** (360 mg, 1.4 mmol) was dissolved in THF (8 mL) and H₂O (2 mL). *para*-Toluenesulfonic acid monohydrate (40 mg, 0.2 mmol) was added and the resulting solution was stirred 16 h at rt. The reaction was diluted with Et₂O (50 mL) and H₂O (30 mL) and the phases were separated. The aqueous phase was extracted with Et₂O (30 mL) and the combined organic phase was washed with saturated aqueous NaHCO₃ (15 mL). The organic phase was dried over anhydrous MgSO₄, filtered, and concentrated *in vacuo* to afford a crude residue that was used immediately in the following step. Methyl triphenylphosphonium bromide (1.66 g, 4.6 mmol) was suspended in THF (40 mL) under Ar and was cooled to –78 °C. A 1 M solution of NaHMDS in THF (4.2 mL, 4.2 mmol) was added in dropwise fashion and the resulting yellow suspension was stirred for 5 min. The mixture was removed from the cold bath and stirring continued an additional 30 min. The mixture was then re-cooled to –78 °C and the crude residue from the previous step (*ca.* 1.4 mmol) was added as a solution in THF (5 mL) over 5 min, washing with additional THF (2 x 2.5 mL) to ensure complete transfer. The resulting mixture was stirred for 5 min and was then placed in an ice water bath and stirred an additional 1 h. The reaction was quenched with saturated aqueous NH₄Cl (20 mL) and was diluted with Et₂O (30 mL) and H₂O (20 mL). The phases were separated and the organic phase was dried over anhydrous MgSO₄, filtered, and adsorbed onto 5 g silica gel. Purification by silica gel chromatography (10% to 30% EtOAc in hexanes)

provided (**±**)-**B6-3**. $^1\text{H-NMR}$ (300 MHz, CDCl_3) 6.01 – 5.81 (m, 1H), 5.22 – 5.05 (m, 2H), 3.79 – 3.66 (m, 1H), 2.43 – 2.25 (m, 2H), 2.24 – 2.04 (m, 4H), 1.83 – 1.16 (m, 10H).

Step 6: Preparation of Intermediate mixture **B6** and **B7**. Alcohol (**±**)-**B6-3** (270 mg, 1.5 mmol) was dissolved in DMF (2.0 mL). Pyridine (125 μL , 1.5 mmol) and DSC (500 mg, 1.9 mmol) were added, and the reaction was stirred at 45 °C for 15 h. The reaction was then placed in an ice water bath and H_2O (2.0 mL) was added dropwise via syringe over 30 s. The mixture was removed from the cold bath and allowed to stir 10 min. The mixture was re-cooled in an ice water bath and L-*tert*-leucine (259 mg, 1.97 mmol) was added followed by K_3PO_4 (835 mg, 3.93 mmol). The reaction mixture was removed from the cold bath and allowed to stir at rt for 5.25 h. The mixture was then diluted with EtOAc (40 mL) and 1 M aqueous HCl (20 mL), and H_2O (15 mL). The phases were separated, and the aqueous phase was extracted with EtOAc (30 mL). The combined organic phase was washed with 0.2 M aqueous HCl (2 x 25 mL), dried over anhydrous Na_2SO_4 , filtered, and concentrated *in vacuo* to afford Intermediate mixture **B6** and **B7**. LCMS-ESI $^+$ (m/z): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{19}\text{H}_{32}\text{NO}_4$: 338.2; found: 337.8.

Preparation of Intermediate **B8**.



Steps 1 and 2: Preparation of **B8-1**: To a solution of HMPA (1.8 mL) in THF (4.4 mL) under Ar cooled to –78 °C was added a 1 M solution of LiHMDS (2.2 mL, 2.2 mmol). (1R,5S)-Bicyclo[3.1.0]hexan-2-one (200 mg, 2.08 mmol,

prepared according to Hodgson, D. M. *et al. Synthesis*, **2005**, 2264) was added as a solution in THF (2 mL) over 1 min, washing with additional THF (2 x 1 mL) to ensure complete transfer. After 50 min, 5-iodopent-1-ene (870 mg, 4.4 mmol, prepared as described in: Jin, J. *et. al. J. Org. Chem.* **2007**, 72, 5098) was added over 30 s. The reaction was stirred for 1 h and was warmed to -50°C . After 2 h, the bath temperature had reached -35°C and was re-cooled to -50°C . After an additional 2 h, the bath temperature had reached 0°C . The reaction was then poured into saturated aqueous NH_4Cl (50 mL) and diluted with EtOAc. The phases were separated, and the organic phase was dried over anhydrous Na_2SO_4 , filtered and concentrated *in vacuo*. Purification by silica gel chromatography (0% to 15% EtOAc in hexanes) provided a colorless oil (245 mg). The aforementioned residue (200 mg, 1.22 mmol) was dissolved in MeOH (5 mL) and was cooled to -50°C bath. NaBH_4 (188 mg, 4.97 mmol) was added in one portion and the resulting mixture was stirred for 30 min and was removed from the cold bath. After an additional 30 min, the reaction was quenched with saturated aqueous NH_4Cl (15 mL) and was diluted with EtOAc (25 mL) and H_2O (20 mL). The phases were separated and the organic phase was extracted with EtOAc (30 mL). The combined organic phase was dried over anhydrous Na_2SO_4 , filtered, and concentrated *in vacuo*. Purification by silica gel chromatography (10% to 30% EtOAc in hexanes) provided **B8-1**. $^1\text{H-NMR}$ (300 MHz, CDCl_3) δ 5.88 – 5.71 (m, 1H), 5.04 – 4.88 (m, 2H), 4.01 (dd, $J = 7.4, 4.8$ Hz, 1H), 2.08 – 1.99 (m, 2H), 1.93 (dd, $J = 12.3, 6.9$ Hz, 1H), 1.67 – 1.09 (m, 9H), 0.60 – 0.52 (m, 1H), 0.41 – 0.31 (m, 1H) ppm.

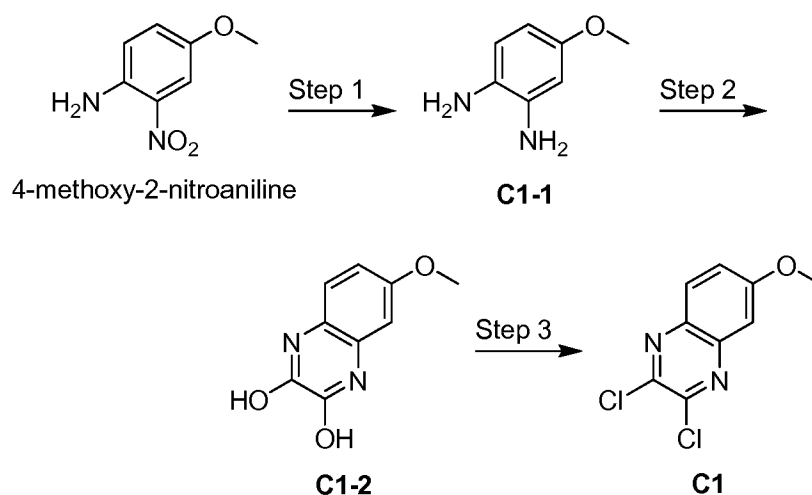
Step 3: Preparation of Intermediate **B8**: Alcohol **B8-1** (180 mg, 1.08 mmol) was dissolved in DMF (1.5 mL). Pyridine (90 μL , 1.1 mmol) and DSC (349 mg, 1.36 mmol) were added, and the reaction was stirred at 45°C for 50 min. Additional DSC (115 mg, 0.449 mmol) was added and the reaction was stirred an additional 15 h. The reaction was then placed in an ice water bath and H_2O (1.5 mL) was added dropwise via syringe over 30 s. Additional DMF (2.5 mL) was added to facilitate stirring. L-*tert*-leucine (174 mg, 1.33 mmol) was added followed by K_3PO_4 (550 mg, 2.6 mmol). The reaction mixture was removed from

the cold bath and allowed to stir at rt for 2 h. Additional L-*tert*-leucine (50 mg, 0.38 mmol) and K₃PO₄ (162 mg, 0.76 mmol) were added and the reaction mixture was stirred an additional 2 h. The mixture was then diluted with EtOAc (30 mL) and H₂O (30 mL) and the aqueous phase was acidified with 3 M

aqueous HCl to pH ~ 3. The phases were separated, and the organic phase was washed with 0.2 M aqueous HCl (3 x 20 mL) and dried over anhydrous Na₂SO₄, filtered and concentrated *in vacuo*. The resulting crude residue of Intermediate **B8** was used subsequently without further purification.

10 Intermediate group C

Preparation of Intermediate **C1**.



Step 1: Preparation of **C1-1**: 10 % Palladium on activated carbon (10.0 g, 0.300 mol) was added at rt to a stirred solution of 4-methoxy-2-nitroaniline (46.0 g, 275 mmol) in methanol (1 L). The mixture was stirred under 50 PSI H₂ atmosphere for 17 h, then filtered through Celite. Solvent was removed *in vacuo* to afford **C1-1**. ¹H-NMR (DMSO-*d*₆, 400 MHz): δ 6.42 (d, *J* = 8.4 Hz, 1H), 6.16 (d, *J* = 2.8 Hz, 1H), 5.97 (dd, *J* = 8.4, 2.8 Hz, 1H), 4.45 (s, 2H), 3.94 (s, 2H), 3.57 (s, 3H).

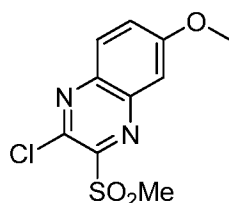
Step 2: Preparation of **C1-2**: A suspension of **C1-1** in diethyl oxalate (235 g) was treated with Et₃N (54.6 g) and heated at 155 °C for 2 h. The mixture was

allowed to cool to rt and filtered. The collected solid was washed with H₂O and EtOH, then dried to give **C1-2**. ¹H-NMR (DMSO-*d*₆, 400 MHz): δ 11.81 (d, *J* = 18 Hz, 2H), 7.04 (d, *J* = 8.8 Hz, 1H), 6.72 (dd, *J* = 8.8, 2.8 Hz, 1H), 6.68 (d, *J* = 2.8 Hz, 1H), 3.72 (s, 3H).

- 5 Step 3: Preparation of Intermediate **C1**: In a dry flask under a dry N₂ atmosphere was placed 41.0 g (213 mmol) of **C1-2**, 200 mL of POCl₃, and 41 mL tri-*n*-propylamine (41 mL, 217 mmol). The exothermic reaction mixture was then allowed to stir at rt for 1 h and thereafter was refluxed overnight. The mixture was cooled again to rt and poured slowly over ice/water. The resulting aqueous
- 10 mixture was stirred at rt for 20 min, then filtered. The recovered precipitate was washed with water and dissolved in chloroform. The chloroform solution was filtered to remove insoluble material and the filtrate was successively washed with water, saturated sodium bicarbonate solution and brine. Concentration of the washed solution *in vacuo* was followed by recrystallization of the residue from
- 15 ethanol. The product was purified via silica gel chromatography to produce Intermediate **C1**. ¹H-NMR (DMSO-*d*₆, 400 MHz): δ 7.99 (d, *J* = 9.2 Hz, 1H), 7.59 (dd, *J* = 9.2, 2.8 Hz, 1H), 7.50 (d, *J* = 2.8 Hz, 1H), 3.96 (s, 1H).

Preparation of Intermediate **C2**.

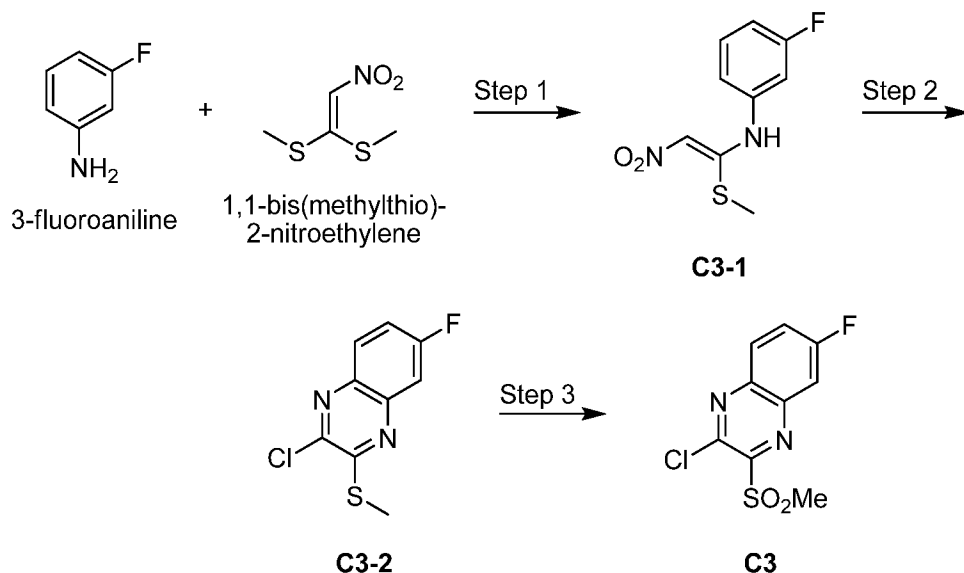
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2-chloro-6-methoxy-3-(methylsulfonyl)quinoxaline

C2

Intermediate **C2** (2-chloro-6-methoxy-3-(methylsulfonyl)quinoxaline) was prepared according to Mahata, P.K., *et al. Org. Lett.* **2005**, 7, 2169.

Preparation of Intermediate **C3**.

Step 1: Preparation of **C3-1**: 3-Fluoroaniline (50 g, 0.45 mol) and 1,1-bis(methylthio)-2-nitroethylene (74 g, 0.45 mol) in 500 mL of ethanol was refluxed for 24 h with constant stirring. The reaction mixture was then cooled by ice-water, filtered and washed with ether to give compound **C3-1**.

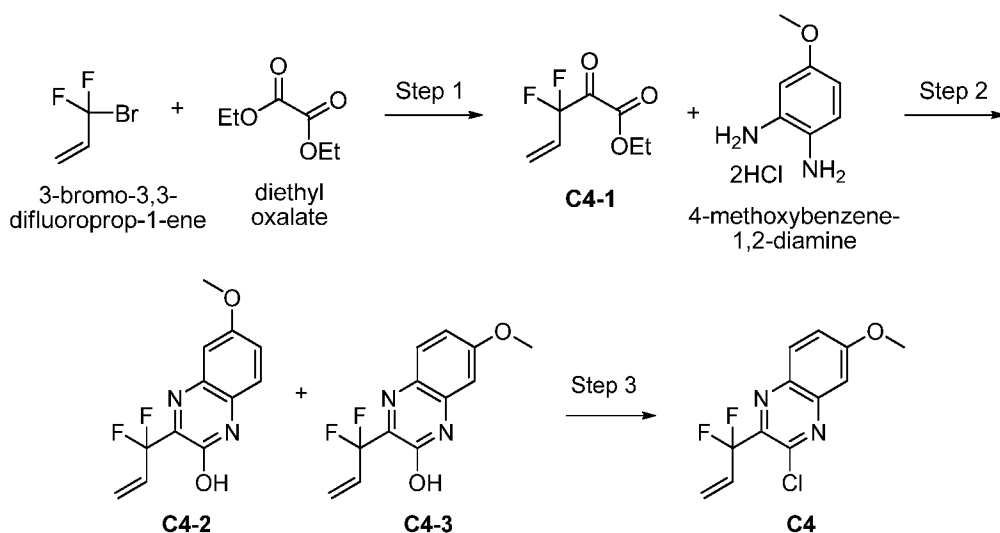
Step 2: Preparation of **C3-2**: To a suspension of **C3-1** (25 g, 110 mmol) in 200 mL of CH₃CN was added POCl₃ (51 g, 330 mmol) dropwise at 0 °C over a period of 15 min with constant stirring. After the completion of addition, the reaction mixture was warmed to 80 °C for 3 h. The solvent was then removed *in vacuo* and the resulting residue neutralized with ice cold saturated NaHCO₃ solution. The aqueous layers were extracted with CH₂Cl₂ and the combined organics washed with water, brine and dried over anhydrous Na₂SO₄. The solvent was evaporated *in vacuo* and the residue was purified by silica gel chromatography (PE/EtOAc: 30/1) to afford **C3-2**.

Step 3: Preparation of Intermediate **C3**: A solution of *m*CPBA (5.6 g, 32 mmol) in CH₂Cl₂ (100 mL) was added dropwise to a stirred solution of **C3-2** (3.0 g, 13 mmol) in CH₂Cl₂ (100 mL) at 0 °C over a period of 30 min and then allowed to warm to rt with stirring overnight. It was then washed with 1 N aqueous NaOH (3 × 100 mL), water (100 mL) and brine (100 mL) and then dried over anhydrous

Na₂SO₄. The solvent was evaporated *in vacuo* and the residue purified by silica gel chromatography (PE/EtOAc = 10/1) to afford Intermediate **C3**. ¹H-NMR (400 MHz, CDCl₃) δ 3.55 (s, 3H), 7.73-7.82 (m, 2H), 8.15 (dd, *J* = 9.2, 5.6 Hz, 1H).

5 Preparation of Intermediate **C4**.

Method A:



- 10 Step 1. Preparation of **C4-1**: To a solution of 3-bromo-3,3-difluoroprop-1-ene (25.0 g, 159 mmol) and diethyl oxalate (21.6 mL, 159 mmol) in THF (380 mL), diethyl ether (90 mL) and *n*-pentane (90 mL) at $-100\text{ }^{\circ}\text{C}$ was added dropwise *n*-butyllithium (2.5 M in hexane, 67 mL, 167.6 mmol) over 30 min. The reaction mixture was stirred at $-95\text{ }^{\circ}\text{C}$ for 1 h and $-78\text{ }^{\circ}\text{C}$ for 2 h, and quenched with aq. NH₄Cl (11 g in 150 mL of water). The mixture was extracted with ether (three times). The organic layers were washed with 1 N aqueous HCl, brine, and dried over anhydrous Na₂SO₄, and concentrated *in vacuo* to give the crude residue, which was purified by silica gel chromatography (EtOAc in hexanes: 0% to 40%) to give **C4-1**. ¹H-NMR (300 MHz, CDCl₃) δ 5.98–6.18 (m, 1H), 5.78 (dd, *J* = 0.9 Hz, 13 Hz, 1H), 5.60 (dd, *J* = 0.9 Hz, 11 Hz, 1H), 4.38 (q, *J* = 6.9 Hz, 2H), 1.37 (t, *J* = 7.2 Hz, 3H).
- 15
- 20

Step 2. Preparation of **C4-2** and **C4-3**: To a solution of **C4-1** (14.0 g, 78.6 mmol) and 4-methoxybenzene-1,2-diamine dihydrochloride (15.08g, 71.4 mmol) in EtOH (360 mL) at rt was added triethylamine (19.9 mL, 142.8 mmol). The reaction mixture was stirred at rt overnight. The mixture was concentrated *in*

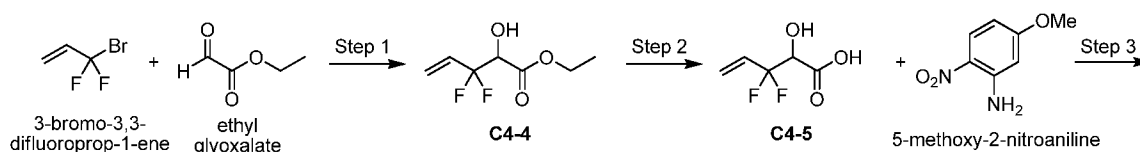
5 *vacuo*. Slurrying in dichloromethane (30 mL) and filtering gave some separation of regioisomers with **C4-2** as the precipitating species. ¹H-NMR (400 MHz, CDCl₃) δ 11.940 (br s, 1H), 7.850 (d, J = 9 Hz, 1H), 6.985 (dd, J = 3 Hz, 9 Hz, 1H), 6.754 (d, J = 2 Hz, 1H), 6.625–6.498 (m, 1H), 5.907 (dt, J = 17, 2 Hz, 1H), 5.601 (d, J = 11 Hz, 1H), 3.938 (s, 3H). The mixture was slurried, filtered, and

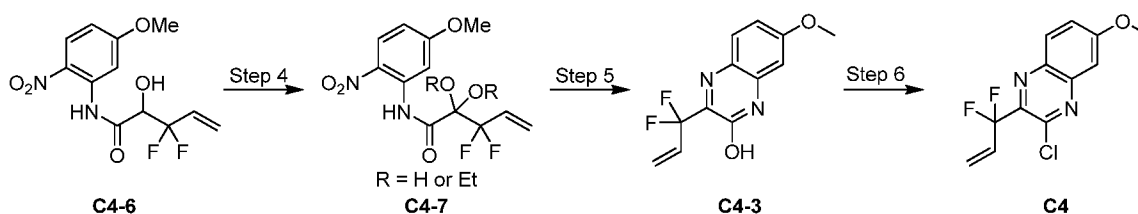
10 concentrated *in vacuo* once more, then was purified by silica gel chromatography (EtOAc in hexanes: 5% to 34%) to give **C4-3** as the first eluting component. ¹H-NMR (400 MHz, CDCl₃) δ 12.05 (br s, 1H), 7.850 (d, J = 9 Hz, 1H), 6.986 (dd, J = 3 Hz, 9 Hz, 1H), 6.761 (d, J = 3 Hz, 1H), 6.597–6.526 (m, 1H), 5.91 (dt, J = 17, 2 Hz, 1H), 5.601 (d, J = 11 Hz, 1H), 3.939 (s, 3H).

15 Step 3. Preparation of Intermediate **C4**: A solution of **C4-3** (2.07 g, 8.2 mmol) in 1 mL DMF was treated with POCl₃ (0.8 mL) and heated at 65 °C for 2.5 h. The reaction was diluted with EtOAc and quenched by pouring into ice water. The organic phase was washed subsequently with saturated aqueous sodium bicarbonate and brine, dried over anhydrous Na₂SO₄ and concentrated *in vacuo*

20 to give 2.1 g of Intermediate **C4**. ¹H-NMR (400 MHz, CDCl₃) δ 8.028 (d, J = 10Hz, 1H), 7.46 (dd, J = 3 Hz, 9 Hz, 1H), 7.32(d, J = 3 Hz, 1H), 6.549–6.478 (m, 1H), 5.86 (dt, J = 17, 2 Hz, 1H), 5.67 (d, J = 11 Hz, 1H), 3.981 (s, 3H).

Method B:





Step 1. Preparation of **C4-4**: A 1-L 3-necked round-bottom flask was charged with a solution of 3-bromo-3,3-difluoroprop-1-ene (25 g, 159.3 mmol) in DMF (360 mL) and water (90 mL). The resulting solution was treated with ethyl 2-oxoacetate (33 mL, 1 M in toluene), and In (25 g). The reaction mixture was stirred overnight at rt and then extracted with 3x300 mL of ether. The organic layers were combined, washed with 1x100 mL of saturated aqueous NH_4Cl and 1x100 mL of brine, dried over anhydrous Na_2SO_4 and concentrated *in vacuo* to afford 25 g of **C4-4** that was used subsequently without additional purification.

Step 2. Preparation of **C4-5**: THF (20 mL) and water (4 mL) were added to **C4-4** (2.0 g, 11.10 mmol) in a 250 mL round bottom flask. $\text{LiOH}\cdot\text{H}_2\text{O}$ (0.7 g, 16.7 mmol, 1.5 equiv) was added in one portion at 20-25 °C. The reaction was stirred at rt until judged complete by TLC analysis. Upon completion, water (10 mL) and MTBE (10 mL) were added. The aqueous layer (pH > 9) is separated and the organic layer extracted once with water (4 mL). The aqueous layers were combined and MTBE (10 mL) was added. The biphasic mixture was agitated while the pH was adjusted to 1 with 1 N HCl. The aqueous layer was extracted with MTBE (10 mL). The combined MTBE layers were washed once with 25% NaCl solution (4 mL), then dried with anhydrous Na_2SO_4 and concentrated *in vacuo* provide **C4-5**. $^1\text{H-NMR}$ (400 MHz, CDCl_3) δ 5.97-6.07 (m, 1H), 5.76-5.82 (m, 1H), 5.60 (dd, $J = 0.6, 10.9$ Hz, 1H), 4.4 (dd, $J = 8.0, 13.1$ Hz, 1H).

Step 3. Preparation of **C4-6**: The hydroxy acid **C4-5** (27.7 g, 182.1 mmol) was added to 1 L flask equipped with a temperature probe and overhead stirring. DCM (280 mL), DMAP (2.0 g, 16.5 mmol) and pyridine (29.4 mL, 364.1 mmol) were added to the substrate at 20-25 °C. TMSCl (46.0 mL, 364.1 mmol) was added over 1 h at a rate to maintain the internal temperature between 18-28 °C.

The slurry was then stirred for 1.5 h at 20 °C. The reaction was cooled to 0 ° and treated with DMF (0.1 mL) and (COCl)₂ (15.6 mL, 182.1 mmol) that was added as a rate to maintain the internal temperature below 10 °C. This slurry was stirred for 1 h at 0 °C and 30 min at 20 °C. The internal temperature of the slurry was then decreased to 0 °C and pyridine (20.0 mL, 248.3 mmol) was added while keeping the internal temperature below 10 °C. Upon addition of pyridine, large solids formed and increased agitation was necessary. 5-Methoxy-2-nitroaniline (27.8 g, 165.5 mmol) was added in portions, while keeping the internal temperature below 10 °C. After the addition is complete the reaction temperature was raised to 20 °C. Upon reaction completion (monitored by UPLC) the slurry was filtered and the solids were washed with DCM. The DCM solution was washed with 1 M HCl and then slurried with silica gel for 15 min. The slurry was filtered and washed with DCM. HCl in MeOH (prepared from MeOH and AcCl (1.3 equiv) at 0 °C) was added and the reaction monitored by UPLC until complete. The DCM solution was neutralized with saturated aqueous NaHCO₃. The aqueous layer was extracted with DCM and the combined DCM layers were concentrated to a foam. The foam was taken up in DCM and warmed to 35 °C. Heptane was added slowly, seed was added and the slurry was agitated for 30 min. Heptane was added slowly over 1 h, the slurry was aged for 1 h and then cooled to 25 °C over 1 h. The slurry was agitated for 2 h, filtered and washed with DCM/Heptane (1:3 mix) to produce of **C4-6**.

¹H-NMR (400 MHz, CDCl₃): 11.64 (s, 1H), 8.36 (d, *J* = 2.3 Hz, 1H), 8.20 (d, *J* = 9.4 Hz, 1H), 6.69 (dd, *J* = 9.4, 2.1 Hz, 1H), 6.19 – 5.95 (m, 1H), 5.78 (br-d, *J* = 17.4 Hz, 1H), 5.58 (d, *J* = 11.1 Hz, 1H), 4.53 (t, *J* = 10.2 Hz, 1H), 3.90 (s, 3H)

Step 4. Preparation of **C4-7**: Nitroaniline **C4-6** (10.96 g, 36.3 mmol) was diluted in DCM (75 mL) and treated with TEMPO (569 mg, 3.64 mmol) and Bu₄NCl (1.0 g, 3.6 mmol) in a 500 mL 3-neck flask equipped with overhead stirring and an internal temperature probe. Buffer solution (0.5 M NaHCO₃, 0.05 M Na₂CO₃, 90 mL) was added and the mixture was stirred vigorously. NCS (5.85 g, 43.8 mmol) was added in one portion. After 2.25 h, EtOH (2.5 mL) was added to aid dissolution of solids. The aqueous layer was removed and extracted once

with DCM. The combined DCM layers were washed with saturated sodium thiosulfate, water and then slurried with silica gel (15 g). The silica was filtered off and washed with DCM. Following concentration *in vacuo*, **C4-7** was collected. This material was dissolved in 45 mL hot DCM. Heptane (25 mL) was added dropwise over 3 min and the resulting solution was seeded with 30 mg of hydrate product. The crystallization was stirred 5 min at ~45 °C and then cooled to rt. A mechanical stirrer was added to facilitate agitation. Additional heptane (35 mL) was added via syringe pump at a rate of 20 mL/min and the resulting suspension was stirred overnight. Solids were then vacuum filtered through a medium porosity fritted glass funnel and the filter cake washed with 4 x 9 mL 2:1 heptane:DCM. Drying afforded a mixture of hydrate and ethyl hemiketal forms. ¹H-NMR (400 MHz, d6-acetone): δ 8.41 (d, *J* = 2.8 Hz, 1H), 8.30 (d, *J* = 9.4 Hz, 1H), 6.90 (dd, *J* = 9.4, 2.7 Hz, 1H), 6.34 – 6.16 (m, 1H), 5.75 (br-d, *J* = 17.4 Hz, 1H), 5.62 (d, *J* = 11.1 Hz, 1H), 3.97 (s, 3H) ppm. (note: the corresponding ethyl ketal/hemiketal species will also be observed to some extent along with the desired product. These byproducts will be apparent from peak doubling and multiplets in the 3.4-3.9 ppm and 0.9-1.3 ppm range. The listed values correspond to the major product.)

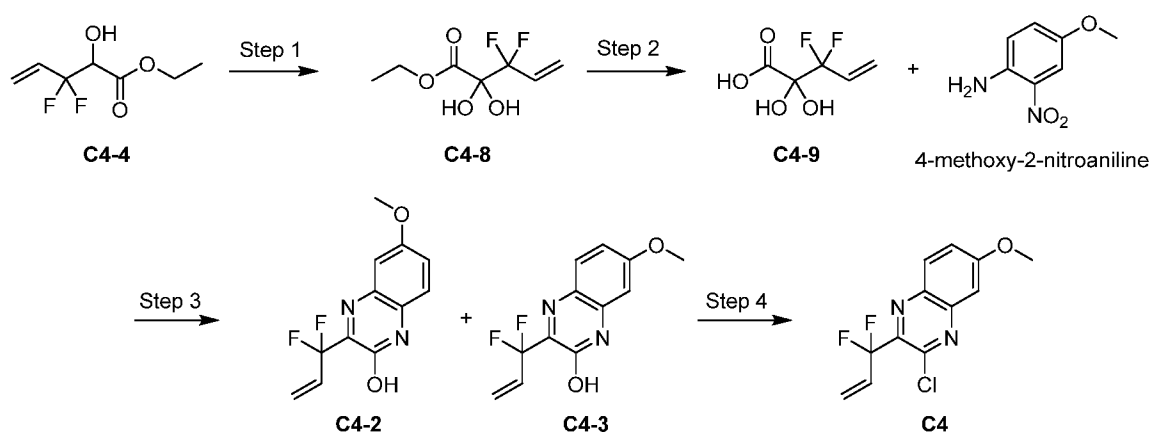
Step 5. Preparation of **C4-3**. Nitroaniline **C4-6** (32.9 g, 103 mmol) was suspended in EtOH (460 mL) and HOAc (190 mL) in a 3-neck flask equipped with overhead stirring, temperature probe, and N₂ inlet. Iron powder (37.5 g, 672 mmol) was added and the vigorously stirred heterogeneous mixture was heated in a heat block pre-heated to 55 °C. After 20 min, the internal reaction temperature was ~ 50 °C, and was judged to be undergoing exotherm based on rate of temperature increase. Heating was removed, and the internal temperature continued to increase to 57 °C over 10 min. After the temperature began to drop, the heat source was re-applied. A relatively constant internal temperature of 51 °C was observed thereafter. After 3 h, the reaction was diluted with EtOAc (300 mL) and Celite (50 g) was added. The resulting thick reaction mixture was filtered through a short pad of Celite, washing with sufficient EtOAc to ensure elution of yellow/red color. The filtrate was concentrated *in vacuo* and partitioned

between EtOAc (300 mL), 0.2 M aqueous HCl (250 mL), and brine (50 mL). The layers were separated and the organic phase was washed with 2 x 300 mL 15% saturated brine, 1 x 300 mL 1:1 H₂O:saturated aqueous NaHCO₃ and 200 mL brine. The organic phase was dried over anhydrous Na₂SO₄, filtered, and concentrated to 50 g of a golden solid residue. An additional 30 mL of EtOAc was added, and the heterogeneous mixture was heated in a 65 °C heat block. Hexane (500 mL) was added dropwise via addition funnel over 1 h, and the resulting suspension was cooled to ambient temperature and stirred an additional 5 h. Filtration through an medium porosity fritted glass funnel provided the desired product. ¹H-NMR (400 MHz, CDCl₃): 12.43 (s, 1H), 7.83 (d, *J* = 9.0 Hz, 1H), 6.98 (d, *J* = 8.9 Hz, 1H), 6.81 (s, 1H), 6.64 – 6.42 (m, 1H), 5.90 (br-d, *J* = 17.4 Hz, 1H), 5.59 (d, *J* = 11.0 Hz, 1H), 3.93 (s, 3H) ppm.

Step 6. Preparation of Intermediate **C4**. Hydroxyquinoxaline (22.4 g, 88.8 mmol) was dissolved in DMF (45 mL) in a round-bottomed flask equipped with a temperature probe and N₂ inlet. POCl₃ (12.5 mL, 134 mmol, 1.5 equiv) was added via syringe at a rate to keep the internal temperature below 50 °C. The dark red solution was then heated via heat block pre-heated to 75 °C (internal temperature ~ 74 °C). After 2.5 h, the reaction was then transferred via cannula to 370 mL of stirred H₂O in a 3-neck flask equipped with temperature probe, overhead stirring, and vent to atmosphere. The rate of quench was controlled such that the internal temperature remained below 35 °C. Three additional portions of DMF (3 mL each) were used to ensure complete transfer. Once the internal temperature decreased to 30 °C, 3 M aqueous NaOH was added until a pH of ~6-7 was obtained (160 mL total). The brown heterogeneous mixture was then cooled to an internal temperature of 15 °C and was filtered through an M-grade frit. The filter cake was washed with H₂O (2 x 30 mL) and 3:1 H₂O:MeCN (3 x 20 mL). The filter cake was suspended in CH₂Cl₂ (200 mL), and the mixture was dried with anhydrous MgSO₄ and filtered through a short pad of Celite. Concentration *in vacuo* provided 19 g of a dark red oil. This oil was dissolved in CH₂Cl₂ (100 mL) and was slurried with silica gel (40 g) for 20 min. The slurry was filtered through a short pad of fresh silica gel (20 g), washing with 6 x 40 mL

CH₂Cl₂. The filtrate was concentrated to afford the desired product. This material was recrystallized from hot hexanes to afford 14.5 g of Intermediate **C4** as yellow needles. ¹H-NMR (400 MHz, CDCl₃): 8.02 (d, *J* = 9.2 Hz, 1H), 7.45 (dd, *J* = 9.3, 2.8 Hz, 1H), 7.32 (d, *J* = 2.7 Hz, 1H), 6.59 – 6.43 (m, 1H), 5.86 (dt, *J* = 17.3, 2.5 Hz, 1H), 5.67 (d, *J* = 11.0 Hz, 1H), 3.98 (s, 3H) ppm.

Method C:



Step 1. Preparation of **C4-8**. To hydroxyester **C4-4** (58.1 g, 323 mmol) was added DCM (700 mL) in a 2 L 3-neck flask equipped with overhead stirring and an internal temperature probe. Then TEMPO (5.4 g, 35 mmol), buffer solution (prepared by dissolving 4.2 g NaHCO₃ and 0.53 g Na₂CO₃ per 100 mL water, 700 mL, 7v), and NaOCl (Clorox 6.15% wt, 422 mL, 395 mmol) were sequentially added to the flask at 20 °C. After 2 h the organic layer was separated and the aqueous phase extracted with ethyl acetate (2 × 300 mL). The combined organic layers were dried over anhydrous Na₂SO₄ and concentrated *in vacuo* to afford **C4-8**. ¹H-NMR (300 MHz, CDCl₃) δ 5.98-6.18 (m, 1H), 5.78 (dd, *J* = 0.9 Hz, 13 Hz, 1H), 5.60 (dd, *J* = 0.9 Hz, 11 Hz, 1H), 4.38 (q, *J* = 6.9 Hz, 2H), 1.37 (t, *J* = 7.2 Hz, 3H).

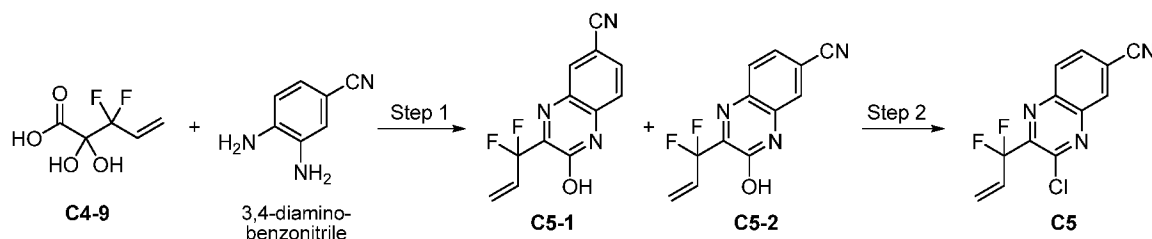
Step 2. Preparation of **C4-9**. To a solution of ethyl 3,3-difluoro-2,2-dihydroxypent-4-enoate **C4-8** (57.4 g, 292 mmol) in THF (725 mL) and water (131 mL) was added LiOH·H₂O (22 g, 529 mmol) at 20 °C. After 2.5 h, the

reaction mixture was concentrated *in vacuo*. The solid residue was suspended in water (300 mL) and the resulting mixture was acidified to pH = 1 with concentrated aqueous hydrochloric acid solution. The resulting mixture was stirred until all solids were dissolved (~1.5 h), and then sodium chloride was added until the solution was saturated. The resulting solution was extracted with MTBE (2 × 500 mL) and ethyl acetate (2 × 500 mL), and the combined organic layers were dried over anhydrous Na₂SO₄ and were concentrated *in vacuo*. The crude orange solid residue was suspended into DCM (100 mL) and was stirred until the solids were finely distributed before hexanes (75 mL) were slowly added via addition funnel. The resulting solids were collected by vacuum filtration through a medium fritted funnel and washed with 1:1 dichloromethane/ hexanes (2 × 10 mL) to afford the desired product. ¹H-NMR (400 MHz, DMSO-d₆) δ 13.17 (bs, 1H), 6.18-6.01 (m, 1H), 5.64-5.52 (m, 2H).

Step 3. Preparation of **C4-2** and **C4-3**. 4-Methoxy-2-nitroaniline (10.0 g, 59.5 mmol), ketal-acid **C4-9** (11.1 g, 74.4 mmol), and BHT (1.31 g, 5.95 mmol) were added to a 1 L 3-neck flask equipped with overhead stirring, temperature probe, and Ar inlet. Ethanol (200 mL) and acetic acid (100 mL) were sequentially added at 20 °C and the vessel was purged with Ar. Iron powder (16.6 g, 297 mmol) was added and the vigorously stirred heterogeneous mixture was heated in a heat block pre-heated to 65 °C. After 10 min, the internal temperature reached a maximum temperature of 70 °C, and was judged to be undergoing exotherm based on rate of temperature increase. Heating was removed, and the internal temperature dropped to 65 °C at which point the heat source was re-applied. After 30 min the reaction mixture contained brown solid precipitate and was allowed to cool to rt. The mixture was then diluted with ethyl acetate (1 L), and silica gel (200 mL) was added and stirred. The resulting slurry was filtered through a coarse fritted funnel, washing with sufficient ethyl acetate to ensure elution of desired product. The resulting clear light red/orange filtrate was concentrated *in vacuo* and the crude residue was partitioned between ethyl acetate (300 mL) and saturated aqueous sodium bicarbonate solution (300 mL). The phases were split and the organic phase was dried over anhydrous Na₂SO₄,

was filtered, and was concentrated *in vacuo* to afford a ~4:1 ratio of regioisomers favoring **C4-3**. The solid residue was suspended into ethyl acetate (150 mL) and was stirred via magnetic stirring until the mixture was a finely dispersed suspension (~10 min). Hexanes (1.5 L) were slowly added over a ~10 min
5 period and the resulting solids were collected from the slurry by vacuum filtration via a medium fritted funnel to afford the desired product as a tan powder after drying.

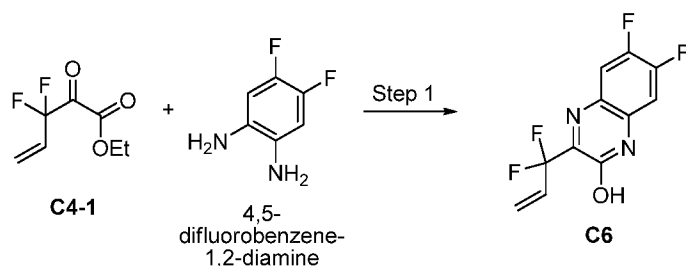
Step 4. Preparation of Intermediate **C-4**. Hydroxyquinoxaline mixture **C4-2** and **C4-3** (46.8 g, 97:3 regioisomeric mixture, 186 mmol) was dissolved in DMF
10 (93 mL) in a 1 L 3-neck round-bottomed flask equipped with an overhead stirrer, temperature probe, and Ar inlet. POCl₃ (20.2 mL, 217 mmol) was added slowly via syringe at a rate to keep the internal temperature below 45 °C. The dark red solution was then heated via heat block pre-heated to 65 °C. After 4 h, the reaction mixture was allowed to cool to rt. The reaction was then transferred
15 slowly via cannula to 1 L of vigorously stirred water. The rate of quench was controlled such that the internal temperature remained below 35 °C. Brown solids formed upon quenching the reaction mixture. The resulting mixture was then basified to pH = 8 via the slow addition of 50% wt aqueous KOH solution at a rate such that the internal temperature remained below 35 °C. The solids were
20 collected by vacuum filtration through a course fritted funnel to afford a solid. The solids were taken up into dichloromethane (500 mL, 10v) and the resulting mixture was slurried with silica gel (50 g, 10s). The slurry was filtered through a pad of silica gel (50 g, 10s) on a course fritted funnel followed by washing with 3 x 10 mL dichloromethane. The filtrate was concentrated *in vacuo* to afford a solid
25 that was recrystallized from hot hexanes (50 mL, 65 °C) to afford Intermediate **C-4**.

Preparation of Intermediate **C5**.

Step 1. Preparation of **C5-1** and **C5-2**: A solution of **C4-9** (0.5 g, 3.3 mmol) in EtOH (12 mL) was treated with 3,4-diaminobenzonitrile (0.47g, 3.5 mmol).

- 5 The reaction mixture was heated at 80 °C for 1 h, then concentrated *in vacuo*. The resulting residue was absorbed on silica gel, then purified by column chromatography to give **C5-2** as the first eluting component. ¹H-NMR (400 MHz, CD₃OD) δ 8.01 (d, 1H), 7.65 (dd, 2H), 6.49 (m, 1H), 5.80 (dt, 1H), 5.60 (d, 1H). **C5-1** was recovered as the second eluting component. ¹H-NMR (400 MHz, CD₃OD) δ 8.25 (d, 1H), 7.87 (dd, 1H), 7.41 (d, 1H), 6.49 (m, 1H), 5.80 (dt, 1H), 5.59 (d, 1H).
- 10

- Step 2. Preparation of Intermediate **C5**: A solution of **C5-2** (0.5 g, 2 mmol) in 4.5 mL DMF was treated with POCl₃ (3 mL) and heated at 65 °C for 3 h. The reaction was diluted with EtOAc and quenched by pouring into ice water. The organic phase was washed subsequently with saturated aqueous NaHCO₃ and brine, dried over anhydrous Na₂SO₄ and concentrated *in vacuo* to give Intermediate **C5**.
- 15

Preparation of Intermediate **C6**.

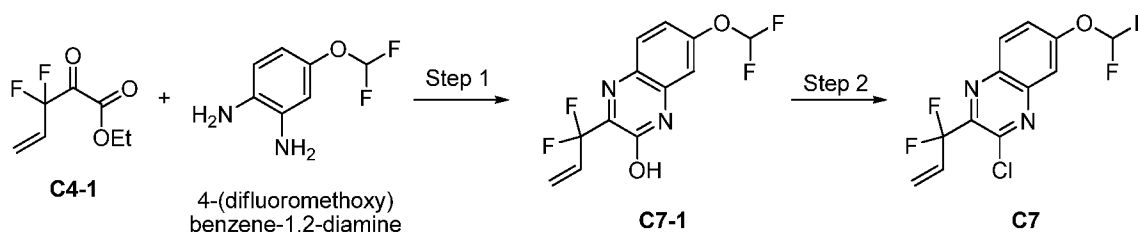
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Step 1. Preparation of Intermediate **C6**: To a solution of **C4-1** (2.1 g, 11.79 mmol) and 4,5-difluorobenzene-1,2-diamine (1.715 g, 11.9 mmol) in EtOH (50

mL) at rt was added triethylamine (3.0 mL, 21.5 mmol). The reaction mixture was refluxed for 2 h. Following concentration of the reaction mixture *in vacuo*, the residue was purified via silica gel chromatography to afford Intermediate **C6**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₁H₇F₄N₂O: 259.0; found: 259.0.

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Preparation of Intermediate **C7**.

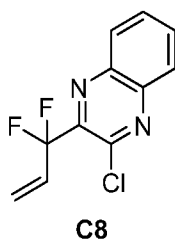


Step 1. Preparation of **C7-1**: To a solution of **C4-1** (1.84 g, 10.93 mmol) and 4-(difluoromethoxy)benzene-1,2-diamine (1.90 g, 10.93 mmol, prepared according to Reference Example 30y of International Patent Publication No. WO 2003/035065, p. 511.) in DMF (40 mL) at rt was added DIPEA (9.5 mL, 54.65 mmol) and HATU (6.23 g, 16.4 mmol). The reaction mixture was stirred at room temperature for 24 h, diluted with ethyl acetate (100 mL), washed with water (100 mL) and brine (50 mL). The mixture was concentrated *in vacuo*. Purification via silica gel chromatography (EtOAc in hexanes: 20% to 60%) provided **C7-1** as the later eluting fraction of two with the similar mass spectra. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₂H₉F₄N₂O: 289.2; found: 289.0.

Step 2: Preparation of Intermediate **C7**: Hydroxyquinoxaline **C7-1** (800 mg, 2.8 mmol), POCl₃ (1.65 mL, 3.0 mmol) and DMF (10 mL) are combined at rt and then heated to 65 °C for 2.5 h at which time additional POCl₃ (0.2 mL, 0.36 mmol) was added. The reaction was heated an additional 3 h at 65 °C then cooled to rt. The reaction was quenched by addition of cold water (30 mL), and taken up into ethyl acetate (50 mL), washed with saturated aqueous Na₂CO₃ (100 mL) followed by brine (50 mL), and dried over anhydrous MgSO₄. The resulting solution was concentrated *in vacuo* to give Intermediate **C7** which was

used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₂H₈ClF₄N₂O: 307.0; found: 307.0.

Preparation of Intermediate **C8**.

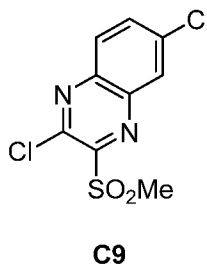


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Intermediate **C8** was prepared in a similar fashion to Method A of preparing Intermediate **C4**, substituting 1,2-diaminobenzene for 4-methoxybenzene-1,2-diamine dihydrochloride in Step 2.

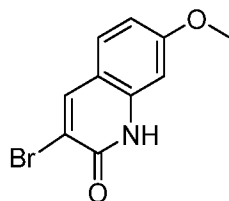
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Preparation of Intermediate **C9**.



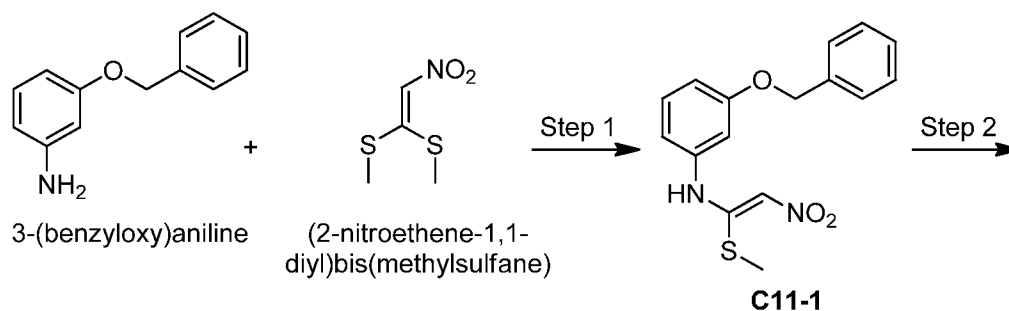
Intermediate **C9** was prepared according to Venkatesh, C., *et al. Org. Lett.* **2005**, 7, 2169.

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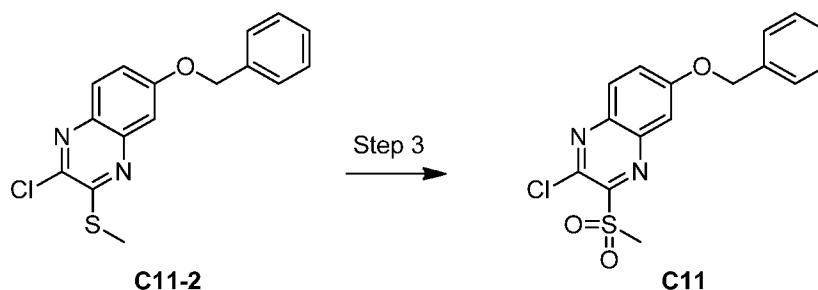
Preparation of Intermediate **C10**.**C10**

Intermediate **C10** was prepared according to the method described in Steps 1 and 2 of Intermediate C11 from U.S. Patent Publication No.

5 2010/0099695, p. 31.

Preparation of Intermediate **C11**.

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Step 1. Preparation of **C11-1**: In a round bottom flask, 3-(benzyloxy)aniline (4.025 g, 20.20 mmol) and 1,1-bis(methylthio)-2-nitroethylene (3.338 g, 20.20 mmol) in ethanol (40 mL) was refluxed for 24 h with constant stirring. The reaction mixture was then cooled in an ice bath and diluted with ether (150 mL). The mixture was filtered and washed with ether to afford **C11-1** (3.32 g) as a

15

yellow solid which was used directly in the following in step. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₆H₁₇N₂O₃S: 317.1; found: 317.1.

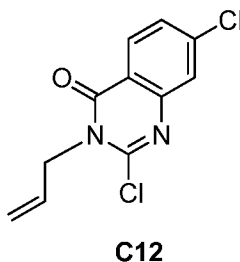
Step 2. Preparation of **C11-2**: To a suspension of **C11-1** (3.32 g, 10.49 mmol) in 25 mL MeCN, POCl₃ (2.93 mL, 31.5 mmol) was added dropwise over 15 min with

constant stirring. The reaction mixture was warmed to 80 °C and stirred for 5 h. The reaction was then cooled to ambient temperature and neutralized with ice cold saturated aqueous NaHCO₃ solution, extracted three times with CH₂Cl₂ (100 mL), washed with water, brine and dried over anhydrous Na₂SO₄. The solvent was removed under reduced pressure. The crude material was eluted through a

plug of silica with CH₂Cl₂. The solvent was removed under reduced pressure and the solid was washed with MeCN to afford **C11-2** (1.56 g) as an off white solid. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₆H₁₄ClN₂OS: 317.1; found: 317.3.

Step 3. Preparation of Intermediate **C11**. A solution of *m*CPBA (1.87 g, 10.83 mmol) in CH₂Cl₂ (40 mL) was added dropwise to a stirred solution of **C11-2** (1.56 g, 4.92 mmol) in CH₂Cl₂ (40 mL) at 0 °C over a period of 30 min. The reaction mixture was further stirred at ambient temperature for 5 h. It was then poured into ice cold saturated aqueous NaHCO₃ and partitioned with CH₂Cl₂. The organic layer was then washed subsequently with water, brine and dried over anhydrous Na₂SO₄. The solvent was removed under reduced pressure and the crude material was purified by normal phase chromatography with CH₂Cl₂ to provide the title compound Intermediate **C11** as a pale yellow solid. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₆H₁₄ClN₂O₃S: 349.0; found: 349.0.

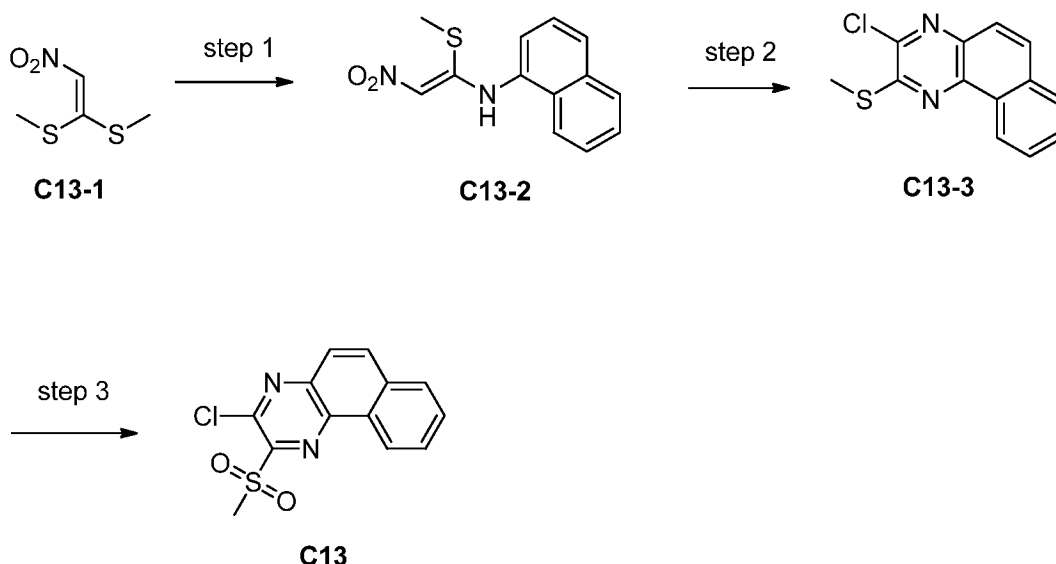
Preparation of Intermediate **C12**.



2,7-dichloro-3-(prop-2-en-1-yl)quinazolin-4(3H)-one (Intermediate **C12**) was prepared according to Step 3 of Intermediate D5 of WO12040040 p 53-4.

Preparation of Intermediate C13

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Step 1. Into a 1-L round-bottom flask purged and maintained with an inert atmosphere of nitrogen was placed naphthalen-1-amine (15 g, 104.76 mmol, 1.00 equiv), 1,1-bis(methylsulfanyl)-2-nitroethene **C13-1** (17.3 g, 104.70 mmol, 1.00 equiv), and ethanol (520 mL). The resulting solution was stirred at 80°C for 18 h. The solids were collected by filtration and washed with 1x100 mL of ether to afford 20 g (73%) of N-[(Z)-1-(methylsulfanyl)-2-nitroethenyl]naphthalen-1-amine **C13-2** as a yellow solid.

(ES, m/z): 261[M+H]⁺

Step 2. Into a 250-mL 3-necked round-bottom flask purged and maintained with an inert atmosphere of nitrogen was placed N-[(Z)-1-(methylsulfanyl)-2-nitroethenyl]naphthalen-1-amine **C13-2** (10 g, 38.42 mmol, 1.00 equiv), CH₃CN (92 mL), followed by the addition of phosphoroyl trichloride (10.8 mL, 3.00 equiv) dropwise with stirring at 0°C. The mixture was stirred at 0°C for 15 min and at 80°C for 4 h. The resulting mixture was concentrated under vacuum and the residue was diluted with 300 mL of DCM. The resulting mixture was washed with

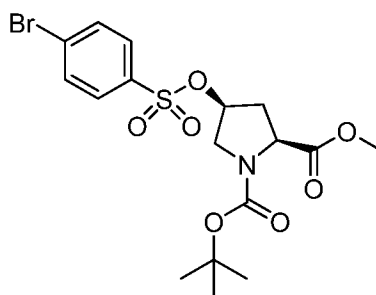
2x200 mL of sodium bicarbonate (sat.) and 1x100 mL of brine, dried over anhydrous sodium sulfate and concentrated under vacuum. The residue was applied onto a silica gel column eluting with ethyl acetate: PE (1:20) to afford 5.5 g (27%) of 3-chloro-2-(methylsulfanyl)benzo[f]quinoxaline **C13-3** as a yellow solid.

Step 3. Into a 1-L round-bottom flask purged and maintained with an inert atmosphere of nitrogen was placed a solution of 3-chloro-2-(methylsulfanyl)benzo[f]quinoxaline **C13-3** (5.0 g, 19.18 mmol, 1.00 equiv) in dichloromethane (116 mL). To the mixture was added a solution of 3-chlorobenzene-1-carboxylic acid (16.6 g, 96.20 mmol, 5.00 equiv) in dichloromethane (263 mL) at 0°C. The mixture was stirred at 0°C for 30 min and at room temperature for 3 h. The reaction was then quenched by the addition of 200 mL of water. The resulting mixture was washed with 2x300 mL of NaHCO₃ (10 %), 2x200 mL of H₂O and 2x200 mL of brine, dried over anhydrous sodium sulfate and concentrated under vacuum. The residue was triturated with 30 mL of CH₃CN. The solids were collected by filtration to afford 5.0 g (89%) of 3-chloro-2-methanesulfonylbenzo[f]quinoxaline **C13** as a yellow solid.

(ES, *m/z*): 293 [M+H]⁺ H-NMR: (CDCl₃, 300MHz, ppm): 9.03-9.00 (m, 1H), 8.26 (d, *J* = 2.7 Hz, 1H), 8.05-8.03 (m, 1H), 7.97 (d, *J* = 9.3 Hz, 1H), 7.88-7.85 (m, 2H), 3.68 (s, 3H).

Intermediate group D

Preparation of Intermediate **D1**.



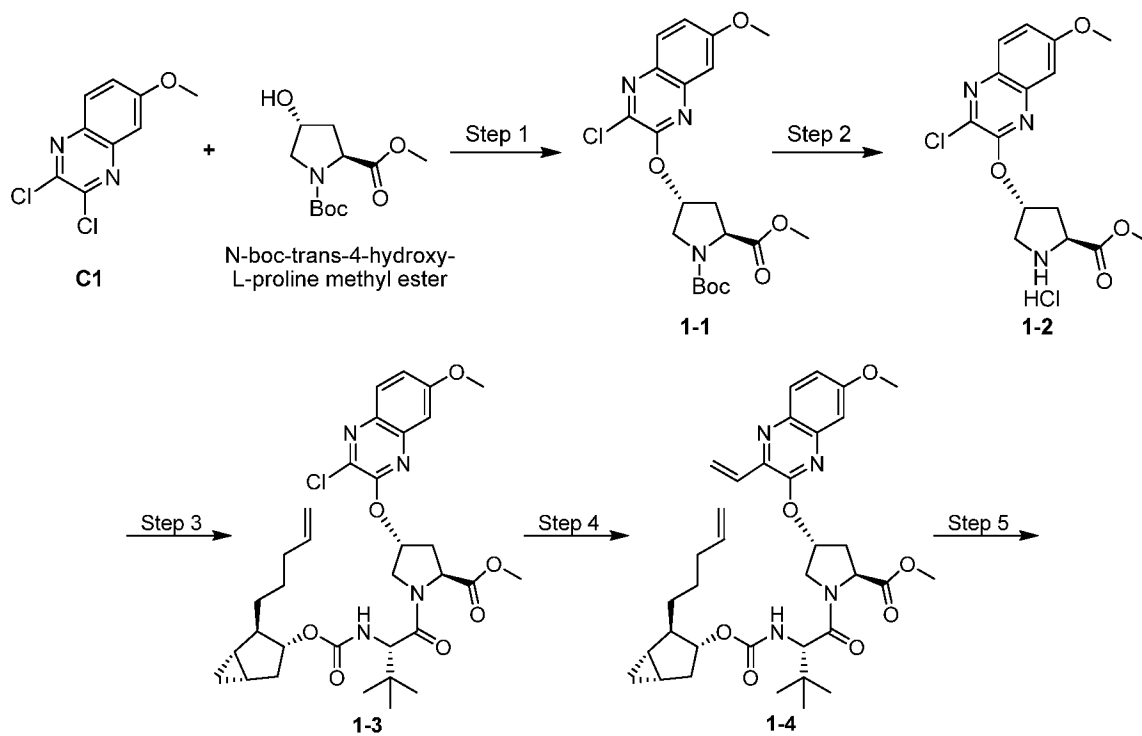
D1

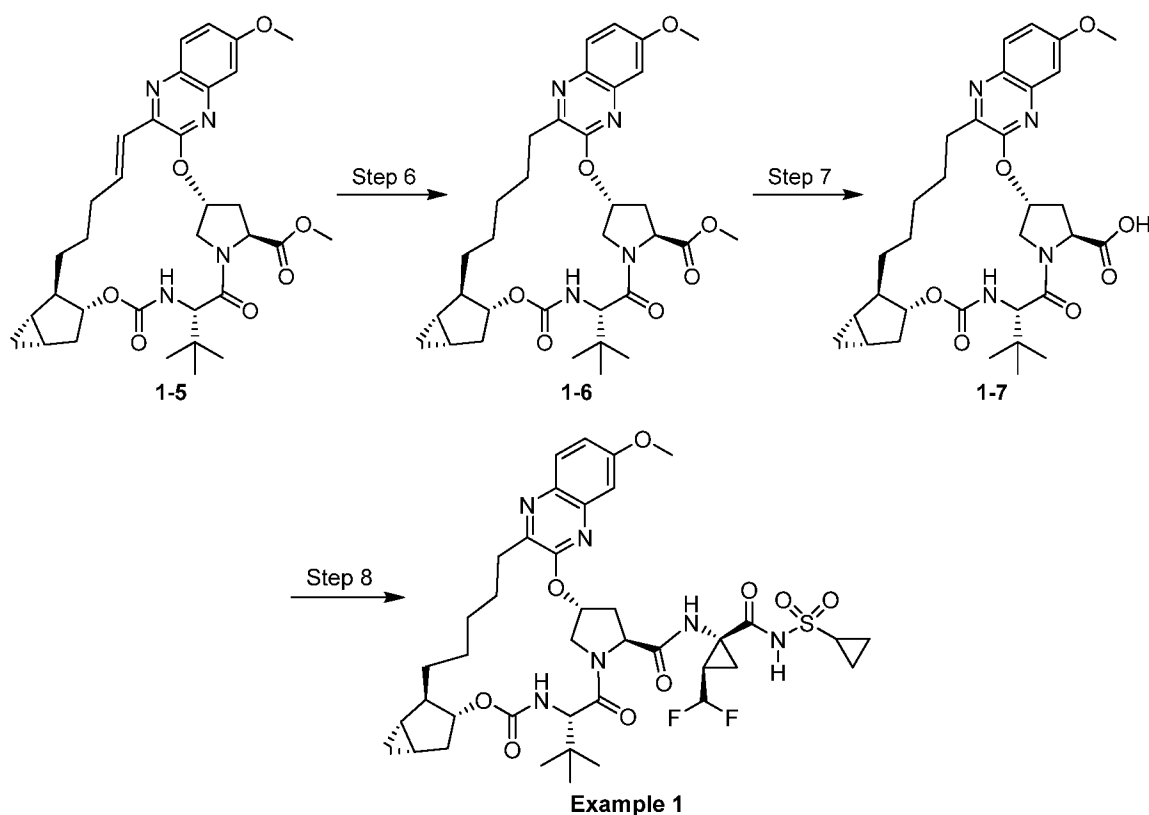
Intermediate **D1** was prepared according to the method described in Example 4A of International Patent Publication No. WO 2006/007700, p. 87.

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Preparation of Examples

Example 1. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2R)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-15-methoxy-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.





Step 1. Preparation of **1-1**. Quinoxaline **C1** (2.29 g, 10.0 mmol) was
 5 combined with N-Boc-trans-4-hydroxy-L-proline methyl ester (2.65 g, 11.0 mmol)
 and Cs₂CO₃ (3.59 g, 11.0 mmol) as a suspension in MeCN (20 mL). The stirred
 reaction mixture was heated to 85 °C for 16 h then filtered over Celite and
 concentrated *in vacuo*. The crude residue was purified by silica gel
 chromatography (5% to 50% EtOAc/Hex) to afford **1-1**. LCMS-ESI⁺ (*m/z*): [M-
 10 Boc+2H]⁺ calcd for C₁₅H₁₇ClN₃O₄: 338.09; found: 337.94.

Step 2. Preparation of **1-2**. Carbamate **1-1** (401 mg, 0.916 mmol) was
 dissolved in DCM (10 mL) and treated with HCl (4.0 M in dioxane, 2 mL, 8
 mmol). After stirring at rt for 16 h, the reaction mixture was concentrated *in vacuo*
 to afford amine hydrochloride **1-2** which was used subsequently without further
 15 purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₅H₁₇ClN₃O₄: 338.09; found:
 338.30.

Step 3. Preparation of **1-3**. Amine hydrochloride **1-2** (0.916 mmol) and
 Intermediate **B3** (413 mg, 1.28 mmol) were combined and treated with BEP (351

mg, 1.28 mmol), EtOAc (9 mL), NMP (1 mL) and DIPEA (0.80 mL, 4.6 mmol). The stirred mixture was heated to 50 °C for 3 h. After cooling to rt, the reaction mixture was diluted with EtOAc and washed successively with saturated aqueous NaHCO₃ and brine. The organic phase was dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography (25% to 40% EtOAc/Hex) to afford amide **1-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₄ClN₄O₇: 643.29; found: 644.15.

Step 4. Preparation of **1-4**. Chloroquinoxaline **1-3** (367 mg, 0.571 mmol) was treated with potassium vinyltrifluoroborate (115 mg, 0.856 mmol), Pd(dppf)Cl₂•DCM (47 mg, 0.057 mmol), EtOH (6 mL) and Et₃N (0.12 mL, 0.86 mmol). The reaction mixture was stirred at reflux for 1 h then cooled to rt and diluted with EtOAc. The organic phase was washed with water and brine then dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography (25% to 40% EtOAc/Hex) to afford vinyl quinoxaline **1-4**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₅H₄₇N₄O₇: 635.34; found: 635.43.

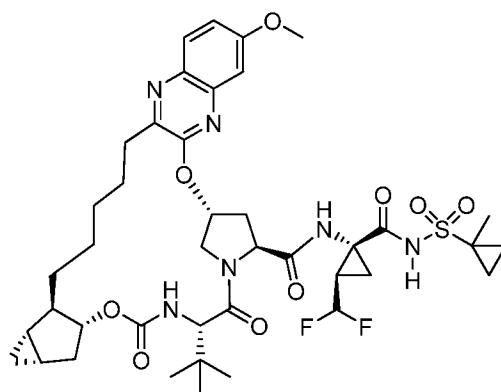
Step 5. Preparation of **1-5**. Vinyl quinoxaline **1-4** (327 mg, 0.515 mmol) was dissolved in DCE (103 mL) and treated with Zhan Catalyst-1B (35 mg, 0.052 mmol). The mixture was degassed with bubbling N₂ for 18 min then heated to reflux for 1.75 h. The reaction mixture was concentrated *in vacuo* and the crude residue was purified by silica gel chromatography (25% to 40% EtOAc/Hex) to afford macrocycle **1-5**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₃N₄O₇: 607.31; found: 607.46.

Step 6. Preparation of **1-6**. Macrocycle **1-5** (236 mg, 0.389 mmol) was dissolved in EtOH (20 mL) and EtOAc (5 mL). 10% Pd/C (56 mg) was added and H₂ was bubbled through the suspension for 4 min. The stirred reaction mixture was kept under 1 atm of H₂ for 50 min before being filtered over Celite and concentrated *in vacuo* to afford **1-6** which was carried on without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₅N₄O₇: 609.33; found: 609.34.

Step 7. Preparation of **1-7**. Compound **1-6** (ca. 0.389 mmol) was treated with THF (10 mL) and LiOH (1.0 M in H₂O, 10 mL, 10 mmol). The mixture was stirred for 15 h then poured into a separatory funnel containing 40 mL 10% aqueous HCl. The aqueous layer was extracted with DCM. The combined
5 organics were dried over anhydrous MgSO₄, filtered and concentrated *in vacuo* to afford carboxylic acid **1-7** which was carried on without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₃N₄O₇: 595.31; found: 595.38.

Step 8. Preparation of Example 1. Carboxylic acid **1-7** (95 mg, 0.160 mmol) was treated with Intermediate **A9** (60 mg, 0.21 mmol), TBTU (62 mg, 0.19
10 mmol), DMAP (23 mg, 0.19 mmol), DCM (2 mL) and DIPEA (0.14 mL, 0.80 mmol). The reaction mixture was stirred for 1 h, then more Intermediate **A9** (35 mg, 0.12 mmol), TBTU (20 mg, 0.062 mmol) and DIPEA (0.14 mL, 0.80 mmol) were added. After an additional 34 min at rt, the reaction mixture was concentrated *in vacuo*. The crude residue was purified by HPLC to afford
15 Example 1 as a TFA salt. Analytical HPLC RetTime: 8.89 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₀H₅₃F₂N₆O₉S: 831.36; found: 831.58. ¹H-NMR (400 MHz, CD₃OD) δ 9.36 (s, 1H), 7.79 (dd, *J* = 7.7, 1.9 Hz, 1H), 7.27 – 7.18 (m, 2H), 6.09 (t, *J* = 3.5 Hz, 1H), 5.90 (td, *J* = 55.9, 6.7 Hz, 1H), 5.00 (d, *J* = 7.5 Hz, 1H), 4.53 – 4.37 (m, 2H), 4.33 (s, 1H), 4.12 (dd, *J* = 11.8, 3.8 Hz, 1H), 3.93 (s, 3H), 3.05 –
20 2.89 (m, 2H), 2.84 – 2.70 (m, 1H), 2.49 (dd, *J* = 13.8, 6.2 Hz, 1H), 2.31 – 2.13 (m, 2H), 2.09 – 1.91 (m, 3H), 1.79 (dd, *J* = 28.6, 9.7 Hz, 2H), 1.68 – 1.46 (m, 5H), 1.46 – 1.19 (m, 7H), 1.17 – 1.09 (m, 2H), 1.09 – 1.02 (m, 11H), 0.63 – 0.45 (m, 2H).

25 Example 2. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2R)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-15-methoxy-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.



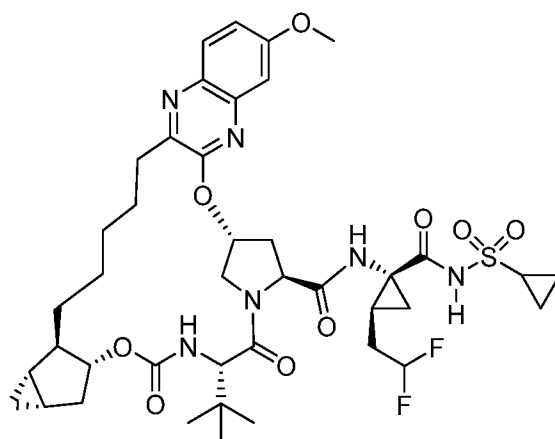
Example 2

Example 2 was prepared in a similar fashion to Example 1, substituting Intermediate **A10** for Intermediate **A9** in Step 8. Example 2 (107 mg) was

5 isolated as a TFA salt. Analytical HPLC RetTime: 8.85 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₁H₅₅F₂N₆O₉S: 845.37; found: 845.67. ¹H-NMR (400 MHz, CD₃OD) δ 9.31 (s, 1H), 7.78 (d, *J* = 8.8 Hz, 1H), 7.20 (dt, *J* = 3.9, 2.6 Hz, 2H), 6.06 (t, *J* = 3.5 Hz, 1H), 5.87 (td, *J* = 55.8, 6.7 Hz, 1H), 5.00 (d, *J* = 7.5 Hz, 1H), 4.51 – 4.38 (m, 2H), 4.34 (s, 1H), 4.11 (dd, *J* = 11.8, 3.8 Hz, 1H), 3.92 (s, 3H),
 10 3.04 – 2.85 (m, 1H), 2.85 – 2.67 (m, 1H), 2.49 (dd, *J* = 13.9, 6.4 Hz, 1H), 2.24 (ddd, *J* = 20.1, 12.0, 6.2 Hz, 2H), 2.08 – 1.90 (m, 3H), 1.90 – 1.66 (m, 2H), 1.66 – 1.46 (m, 10H), 1.46 – 1.20 (m, 6H), 1.05 (s, 9H), 0.98 – 0.82 (m, 3H), 0.58 (q, *J* = 4.1 Hz, 1H), 0.55 – 0.45 (m, 1H).

15 Example 3. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2S)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(2,2-difluoroethyl)cyclopropyl]-15-methoxy-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropana[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.

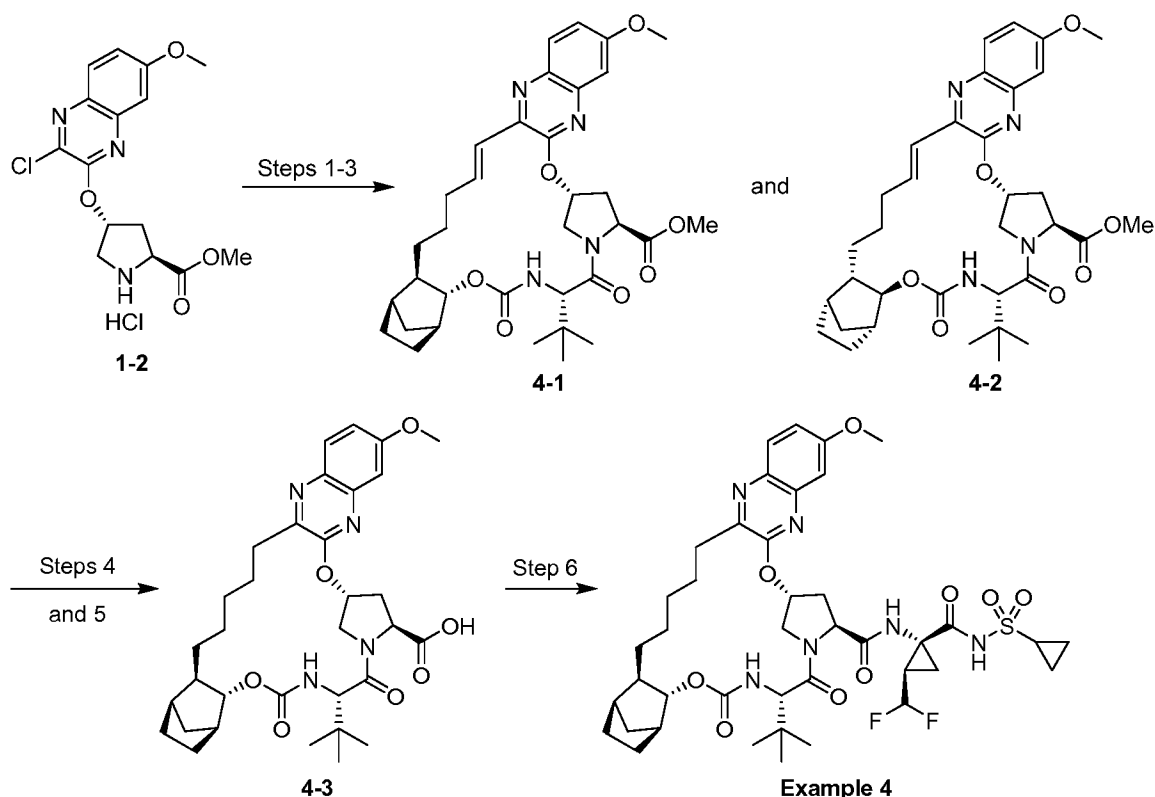
20



Example 3

Example 3 was prepared in a similar fashion to Example 1, substituting Intermediate **A7** for Intermediate **A9** in Step 8. Example 3 (52 mg) was isolated as a TFA salt. Analytical HPLC RetTime: 8.82 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₁H₅₅F₂N₆O₉S: 845.37; found: 845.96. ¹H-NMR (400 MHz, CD₃OD) δ 9.18 (s, 1H), 7.78 (dd, *J* = 8.1, 1.5 Hz, 1H), 7.26 – 7.16 (m, 2H), 6.07 (t, *J* = 3.6 Hz, 1H), 5.89 (tt, *J* = 56.5, 4.1 Hz, 1H), 4.99 (d, *J* = 7.5 Hz, 1H), 4.45 (dd, *J* = 11.1, 5.9 Hz, 2H), 4.32 (s, 1H), 4.11 (dd, *J* = 11.9, 3.8 Hz, 1H), 3.92 (s, 3H), 3.04 – 2.86 (m, 2H), 2.86 – 2.68 (m, 1H), 2.47 (dd, *J* = 13.8, 6.3 Hz, 1H), 2.34 – 2.07 (m, 4H), 1.95 (dd, *J* = 11.0, 4.4 Hz, 1H), 1.79 (dd, *J* = 27.1, 9.7 Hz, 3H), 1.71 – 1.47 (m, 6H), 1.47 – 1.18 (m, 8H), 1.18 – 0.92 (m, 12H), 0.64 – 0.43 (m, 2H).

Example 4. Preparation of (1R,4S,4aR,8S,11S,13R,25aR)-8-tert-butyl-N-[(1R,2R)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-17-methoxy-6,9-dioxo-2,3,4,4a,6,7,8,9,12,13,21,22,23,24,25,25a-hexadecahydro-1H,11H-1,4:10,13-dimethanoquinoxalino[2,3-*k*][1,10,3,6]benzodioxadiaza-cyclononadecine-11-carboxamide.



Step 1 – 3. Preparation of **4-1** and **4-2**: Proline hydrochloride **1-2** (1.3 mmol) was dissolved along with 1:1 Intermediate mixture **B1** and **B2** (1.29 mmol) and DIPEA (1.0 mL, 5.7 mmol) in DMF (6.5 mL). HATU (597 mg, 1.57 mmol) was added in one portion. The reaction was stirred 80 min at rt and was diluted with saturated aqueous NaHCO₃ (30 mL) and EtOAc (50 mL). The phases were separated and the organic phase was washed with water (30 mL) and brine (30 mL). The organic phase was dried over anhydrous Na₂SO₄, filtered and concentrated *in vacuo* to a crude residue that was purified by silica gel chromatography to provide a residue (732 mg; LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₄H₄₆ClN₄O₇: 657.3; found: 657.0). A stirred mixture of this residue, PdCl₂(dppf)•CH₂Cl₂ (68 mg, 0.083 mmol) and potassium vinyltrifluoroborate (304 mg, 2.27 mmol) in EtOH (10 mL) was sparged with Ar for several minutes. Triethylamine (330 μL, 2.35 mmol) was added and the mixture was heated to 75 °C for 60 min. The reaction mixture was cooled to ambient temperature, diluted with EtOAc, and washed with water and brine. The organics were dried

over anhydrous Na_2SO_4 , filtered and concentrated *in vacuo* to afford a crude residue that was purified by silica gel chromatography (20% to 30% EtOAc in hexanes) to afford a yellow oil (676 mg; LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for $\text{C}_{36}\text{H}_{49}\text{N}_4\text{O}_7$: 649.4; found: 649.1). This residue (626 mg, 0.965 mmol) was dissolved in DCE (250 mL) and the solution was sparged with Ar for 15 min. Zhan 1B catalyst (75 mg, 0.050 mmol) was added as a solution in DCE (10 mL) and the resulting solution stirred at 85 °C under Ar for 1.5 h. The reaction mixture was then concentrated *in vacuo* and the resulting residue purified by silica gel chromatography (20% to 40% EtOAc in hexanes) to afford intermediate **4-1** (LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for $\text{C}_{34}\text{H}_{45}\text{N}_4\text{O}_7$: 621.3; found: 621.1) and **4-2** (LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for $\text{C}_{34}\text{H}_{45}\text{N}_4\text{O}_7$: 621.3; found: 621.1).

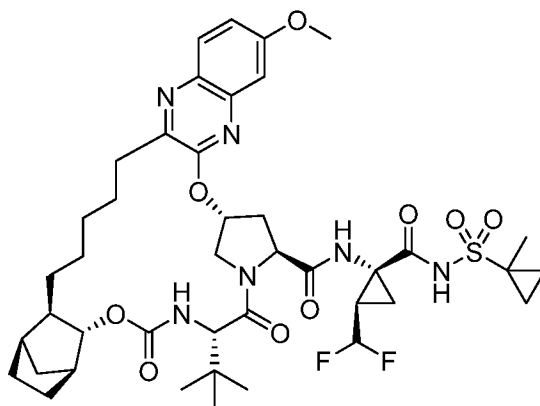
Steps 4 and 5: Preparation of **4-3**: To a solution of **4-1** (205 mg, 0.330 mmol) in 1:1 EtOAc:EtOH (5 mL) was added Pd/C (10 wt % Pd, 68 mg). The reaction vessel was purged twice with H_2 and was stirred at rt under 1 atm H_2 for 3 h. The reaction mixture was filtered through a pad of Celite with EtOAc and concentrated *in vacuo* to afford a crude residue (188 mg, LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for $\text{C}_{34}\text{H}_{47}\text{N}_4\text{O}_7$: 623.3; found: 623.2). This residue was dissolved in THF (4.3 mL) and H_2O (1.7 mL). LiOH· H_2O (79 mg, 1.9 mmol) was added and the mixture was stirred at rt for 14.5 h. The reaction was quenched with 1 M aqueous HCl (2 mL) and was diluted with EtOAc (30 mL) and 1 M aqueous HCl (20 mL). The phases were separated, and the aqueous phase was extracted with EtOAc (30 mL). The combined organic phase was dried over anhydrous Na_2SO_4 , filtered and concentrated *in vacuo* to afford **4-1** that was used directly in the following step without further purification. LCMS-ESI⁻ (*m/z*): [M-H]⁻ calcd for $\text{C}_{33}\text{H}_{43}\text{N}_4\text{O}_7$: 607.3; found: 607.0.

Step 6: Preparation of Example **4**: To a suspension of acid **4-3** (66.5 mg, 0.109 mmol) and Intermediate **A9** (35 mg, 0.12 mmol) in MeCN (1.6 mL) was added DIPEA (80 μL , 0.46 mmol). To the resulting solution was added HATU (52 mg, 0.137 mmol). The reaction was stirred at rt for 60 min and was diluted with EtOAc (15 mL), 1 M aqueous HCl (10 mL) and brine (5 mL). The phases were separated and the aqueous phase was extracted with EtOAc (20 mL). The

combined organic phase was dried over anhydrous Na_2SO_4 , filtered, and concentrated *in vacuo* to afford a crude residue. Purification by silica gel chromatography (15% to 30% acetone in hexanes) provided an amorphous residue that was lyophilized from water and MeCN to provide Example 4.

- 5 Analytical HPLC RetTime: 8.95 min. LCMS-ESI⁺ (m/z): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{41}\text{H}_{55}\text{F}_2\text{N}_6\text{O}_9\text{S}$: 845.4; found: 845.2. ¹H-NMR (300 MHz, CDCl_3) δ 10.28 (s, 1H), 7.82 (d, J = 9.1 Hz, 1H), 7.19 (dd, J = 9.1, 2.8 Hz, 1H), 7.11 (d, J = 2.3 Hz, 2H), 6.19 – 5.72 (m, 2H), 5.37 (d, J = 10.1 Hz, 1H), 4.48 (d, J = 10.1 Hz, 1H), 4.42 – 4.24 (m, 3H), 4.05 (dd, J = 11.6, 3.7 Hz, 1H), 3.92 (s, 3H), 2.96 – 2.81 (m, 2H),
 10 2.73 – 2.59 (m, 2H), 2.43 – 2.30 (m, 1H), 2.20 – 2.04 (m, 3H), 1.96 – 1.70 (m, 3H), 1.70 – 0.96 (m, 27H).

- Example 5. Preparation of (1R,4S,4aR,8S,11S,13R,25aR)-8-tert-butyl-N-[(1R,2R)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-17-methoxy-6,9-dioxo-2,3,4,4a,6,7,8,9,12,13,21,22,23,24,25,25a-hexadecahydro-1H,11H-1,4:10,13-dimethanoquinoxalino[2,3-k][1,10,3,6]benzodioxadiazacyclononadecine-11-carboxamide.

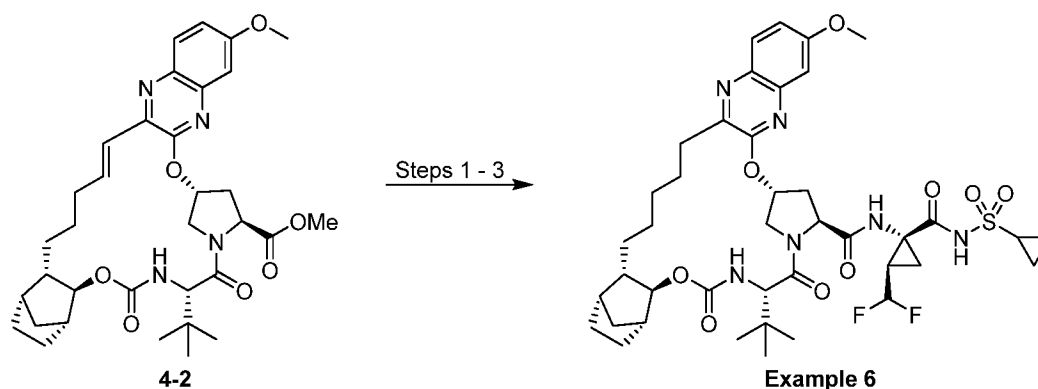


Example 5

- 20 Example 5 (59.3 mg) was prepared in a similar fashion to Example 4, substituting Intermediate **A10** for Intermediate **A9** in Step 6. Analytical HPLC RetTime: 8.86 min. LCMS-ESI⁺ (m/z): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{42}\text{H}_{57}\text{F}_2\text{N}_6\text{O}_9\text{S}$: 859.4; found: 859.3. ¹H-NMR (400 MHz, CDCl_3) δ 9.85 (s, 1H), 7.83 (d, J = 9.1 Hz, 1H),

7.29 (s, 1H), 7.19 (dd, $J = 9.1, 2.7$ Hz, 1H), 7.12 (d, $J = 2.7$ Hz, 1H), 6.17 – 5.67 (m, 2H), 5.40 (d, $J = 10.1$ Hz, 1H), 4.53 – 4.26 (m, 4H), 4.04 (dd, $J = 12.1, 4.5$ Hz, 1H), 3.93 (s, 3H), 2.95 – 2.83 (m, 1H), 2.74 – 2.60 (m, 2H), 2.46 – 2.32 (m, 1H), 2.20 – 2.09 (m, $J = 9.0$ Hz, 2H), 2.00 – 1.17 (m, 22H), 1.06 (s, 9H), 0.92 – 0.77 (m, 3H).

Example 6. Preparation of (1S,4R,4aS,8S,11S,13R,25aS)-8-tert-butyl-N-[(1R,2R)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-17-methoxy-6,9-dioxo-2,3,4,4a,6,7,8,9,12,13,21,22,23,24,25,25a-hexadecahydro-1H,11H-1,4:10,13-dimethanoquinoxalino[2,3-k][1,10,3,6]benzodioxadiazacyclononadecine-11-carboxamide.



Steps 1 – 3: Preparation of Example 6: To a solution of **4-2** (160 mg, 0.26 mmol) in 1:1 EtOAc:EtOH (4 mL) was added Pd/C (10 wt % Pd, 55 mg). The reaction vessel was purged twice with H₂ and was stirred at rt under 1 atm H₂ for 5.5 h. The reaction mixture was filtered through a pad of Celite with EtOAc and concentrated *in vacuo* to afford a crude residue (155 mg, LCMS-ESI⁺ (m/z): [M+H]⁺ calcd for C₃₄H₄₇N₄O₇: 623.3; found: 623.2). This residue was then dissolved in THF (4.3 mL) and H₂O (1.7 mL). LiOH·H₂O (64 mg, 1.5 mmol) was added and the mixture was stirred at rt for 14.5 h. The reaction was quenched with 1 M aqueous HCl (2 mL) and was diluted with EtOAc (30 mL) and 1 M aqueous HCl (20 mL). The phases were separated, and the aqueous phase was extracted with EtOAc (30 mL). The combined organic phase was dried over

anhydrous Na₂SO₄, filtered and concentrated *in vacuo* to afford a residue (139 mg; LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₅N₄O₇: 609.3; found: 608.9) that was used directly in the following step without further purification. To a

suspension of the product from the previous step (54 mg, 0.089 mmol) and

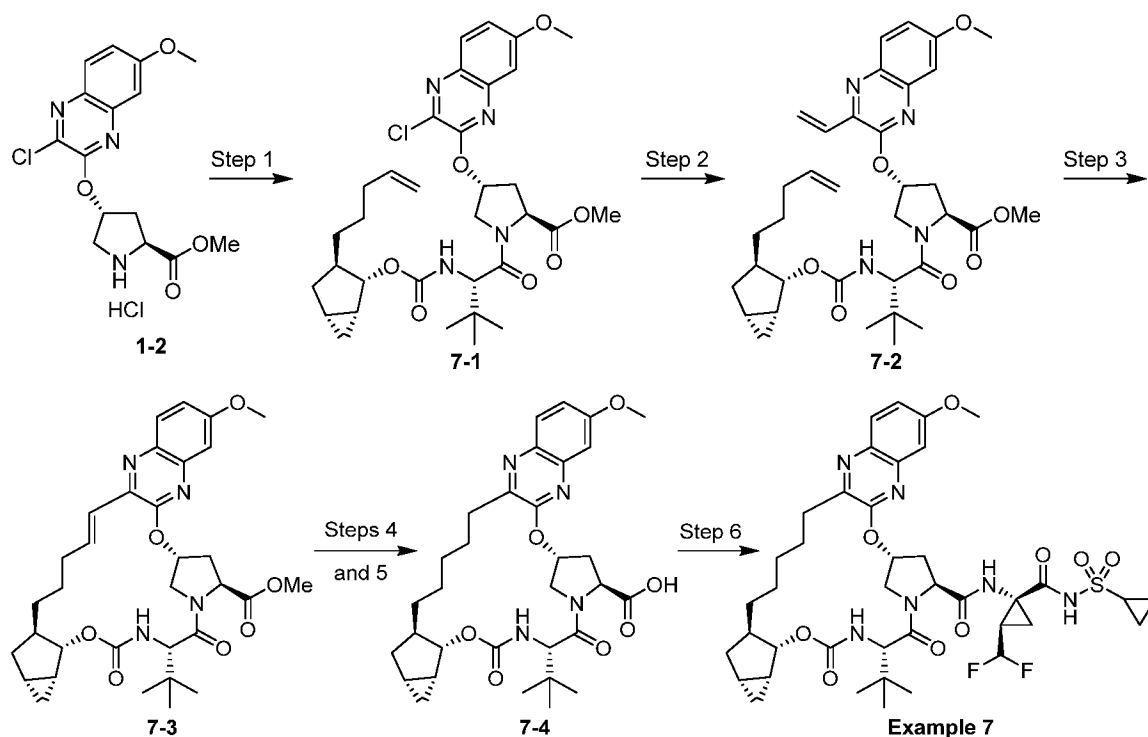
- 5 Intermediate **A9** (28.4 mg, 0.098 mmol) in MeCN (1.5 mL) was added DIPEA (70 μL, 0.40 mmol). To the resulting solution was added HATU (43.5 mg, 0.114 mmol). The reaction was stirred at rt for 120 min and was diluted with EtOAc (15 mL), 1 M aqueous HCl (10 mL), water (10 mL), and brine (5 mL). The phases were separated and the aqueous phase was extracted with EtOAc (20 mL). The
- 10 combined organic phase was dried over anhydrous Na₂SO₄, filtered, and concentrated *in vacuo* to afford a crude residue. Purification by silica gel chromatography (17% to 40% acetone in hexanes) provided an amorphous residue that was lyophilized from water and MeCN to provide Example **6**.

Analytical HPLC RetTime: 8.85 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for

- 15 C₄₁H₅₅F₂N₆O₉S: 845.4; found: 845.2. ¹H-NMR (300 MHz, CDCl₃) δ 9.80 (s, 1H), 9.05 (s, 1H), 7.88 – 7.78 (m, 1H), 7.24 – 7.17 (m, 2H), 6.95 (d, *J* = 9.9 Hz, 1H), 6.08 – 5.96 (m, 1H), 5.95 – 5.50 (m, 1H), 4.66 (dd, *J* = 8.3, 3.8 Hz, 1H), 4.41 – 4.30 (m, 2H), 4.00 (s, 1H), 3.95 (s, 3H), 3.81 (dd, *J* = 10.5, 4.1 Hz, 1H), 3.12 – 2.86 (m, 2H), 2.79 (t, *J* = 6.1 Hz, 2H), 2.57 – 2.41 (m, 1H), 2.31 (d, *J* = 4.5 Hz,
- 20 1H), 2.13 – 1.91 (m, 3H), 1.87 – 0.96 (m, 28H), 0.93 – 0.81 (m, 1H).

Example **7**. Preparation of (1aR,1bS,5S,8S,10R,22aR,23aR)-5-tert-butyl-N-[(1R,2R)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-14-methoxy-3,6-dioxo-1a,1b,3,4,5,6,9,10,18,19,20,21,22,22a,23,23a-hexadecahydro-1H,8H-7,10-methanocyclopropa[3',4']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-8-carboxamide.

25



5 Step 1: Preparation of **7-1**: To a solution of amine hydrochloride **1-2** (268 mg, 0.65 mmol) and Intermediate **B8** (0.54 mmol) was added $i\text{Pr}_2\text{NEt}$ (0.43 mL, 2.46 mmol) followed by HATU (271 mg, 0.713 mmol). The resulting solution was stirred 1.5 h at rt and was diluted with EtOAc (30 mL) and saturated aqueous NaHCO_3 (20 mL). The phases were separated and the organic phase was

10 washed with H_2O (2 x 20 mL), dried over anhydrous Na_2SO_4 , filtered, and concentrated *in vacuo*. Purification by silica gel chromatography (10% to 30% acetone in hexanes) provided **7-1**. LCMS-ESI⁺ (m/z): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{33}\text{H}_{44}\text{ClN}_4\text{O}_7$: 643.3; found: 643.3.

Step 2: Preparation of **7-2**: A stirred mixture of **7-1** (155 mg, 0.24 mmol),

15 $\text{PdCl}_2(\text{dppf})\cdot\text{CH}_2\text{Cl}_2$ (18 mg, 0.022 mmol) and potassium vinyltrifluoroborate (84 mg, 0.63 mmol) in EtOH (3 mL) was sparged with Ar for 5 minutes. Triethylamine (90 μL , 0.64 mmol) was added and the mixture was stirred at 70 °C for 65 min. The reaction mixture was cooled to ambient temperature, diluted with EtOAc (30 mL), and washed with water (30 mL). The organic phase was dried over

20 anhydrous Na_2SO_4 , filtered and concentrated *in vacuo* to afford a crude residue

that was purified by silica gel chromatography (20% to 40% EtOAc in hexanes) to afford **7-2**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₅H₄₇N₄O₇: 635.3; found: 635.2.

Step 3: Preparation of **7-3**: Vinyl quinoxaline **7-2** (119 mg, 0.187 mmol) was dissolved in DCE (60 mL) and the solution was sparged with Ar for 10 min.

5 Zhan 1B catalyst (16 mg, 0.022 mmol) was added as a solution in DCE (1 mL) and the resulting solution was stirred at 85 °C under Ar for 45 min. The reaction mixture was then concentrated *in vacuo* and was purified by silica gel chromatography (20% to 40% EtOAc in hexanes) to afford **7-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₃N₄O₇: 607.3; found: 607.3.

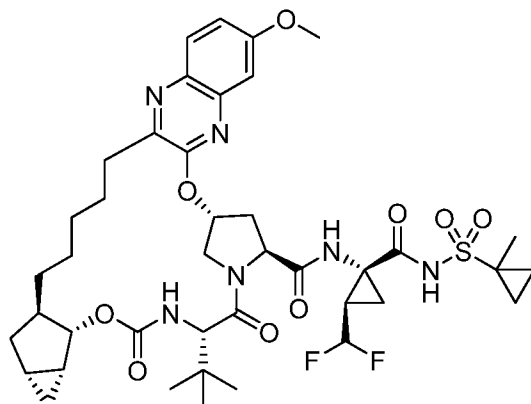
10 Steps 4 and 5: Preparation of **7-4**: To a solution of **7-3** (74 mg, 0.12 mmol) in 1:1 EtOAc:EtOH (3 mL) was added Pd/C (10 wt % Pd, 45 mg). The reaction vessel was purged twice with H₂ and was stirred at rt under 1 atm H₂ for 2 h. The reaction mixture was filtered through a pad of Celite with EtOAc and concentrated *in vacuo* to afford a crude residue used directly in the following
15 step. (LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₅N₄O₇: 609.3; found: 608.9). This residue was dissolved in THF (1.5 mL), H₂O (0.75 mL) and MeOH (0.75 mL). LiOH•H₂O (52 mg, 1.2 mmol) was added and the mixture was stirred at 45 °C for 70 min. The reaction was then quenched with 1 M aqueous HCl (1.1 mL) and was diluted with CH₂Cl₂ (20 mL) and 0.3 M aqueous HCl (20 mL). The phases
20 were separated, and the aqueous phase was extracted with CH₂Cl₂ (30 mL). The combined organic phase was dried over anhydrous MgSO₄, filtered and concentrated *in vacuo* to afford **7-4**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₃N₄O₇: 595.3; found: 595.2.

Step 6: Preparation of Example **7**: To a suspension of acid **7-4** (36.6 mg, 0.0615 mmol) and Intermediate **A9** (25 mg, 0.086 mmol) in MeCN (1.5 mL) was
25 added DIPEA (56 µL, 0.32 mmol). To the resulting solution was added HATU (35.5 mg, 0.093 mmol). The reaction was stirred at rt for 90 min and was diluted with EtOAc (20 mL) and 0.2 M aqueous HCl (20 mL). The phases were separated and the aqueous phase was extracted with EtOAc (20 mL). The
30 combined organic phase was dried over anhydrous Na₂SO₄, filtered, and concentrated *in vacuo* to afford a crude residue. Purification by silica gel

chromatography (10% to 45% acetone in hexanes) provided an amorphous residue that was lyophilized from water and MeCN to provide Example 7.

Analytical HPLC RetTime: 8.67 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₀H₅₃F₂N₆O₉S: 831.4; found: 831.3. ¹H-NMR (300 MHz, CDCl₃) δ 10.28 (s, 1H),
 5 7.82 (d, *J* = 9.1 Hz, 1H), 7.20 (dd, *J* = 9.1, 2.8 Hz, 1H), 7.13 (d, *J* = 2.7 Hz, 1H),
 7.04 (s, 1H), 6.20 – 5.72 (m, 2H), 5.45 (d, *J* = 9.8 Hz, 1H), 5.21 – 5.10 (m, 1H),
 4.41 (d, *J* = 9.8 Hz, 1H), 4.34 (dd, *J* = 10.9, 6.6 Hz, 1H), 4.20 (d, *J* = 12.0 Hz,
 1H), 4.04 (dd, *J* = 11.8, 3.3 Hz, 1H), 3.94 (s, 3H), 3.05 – 2.84 (m, 2H), 2.70 –
 10 2.55 (m, 2H), 2.47 – 2.31 (m, 1H), 2.14 – 2.07 (m, 1H), 1.99 – 0.80 (m, 28H),
 0.66 – 0.56 (m, 1H), 0.42 (dd, *J* = 13.0, 7.8 Hz, 1H).

Example 8. Preparation of (1aR,1bS,5S,8S,10R,22aR,23aR)-5-tert-butyl-N-
 [(1R,2R)-2-(difluoromethyl)-1-[[[(1-methylcyclopropyl)sulfonyl]carbamoyl]
 cyclopropyl]-14-methoxy-3,6-dioxo-1a,1b,3,4,5,6,9,10,18,19,20,21,22,22a,
 15 23,23a-hexadecahydro-1H,8H-7,10-methanocyclopropana[3',4']cyclopenta
 [1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-8-
 carboxamide.



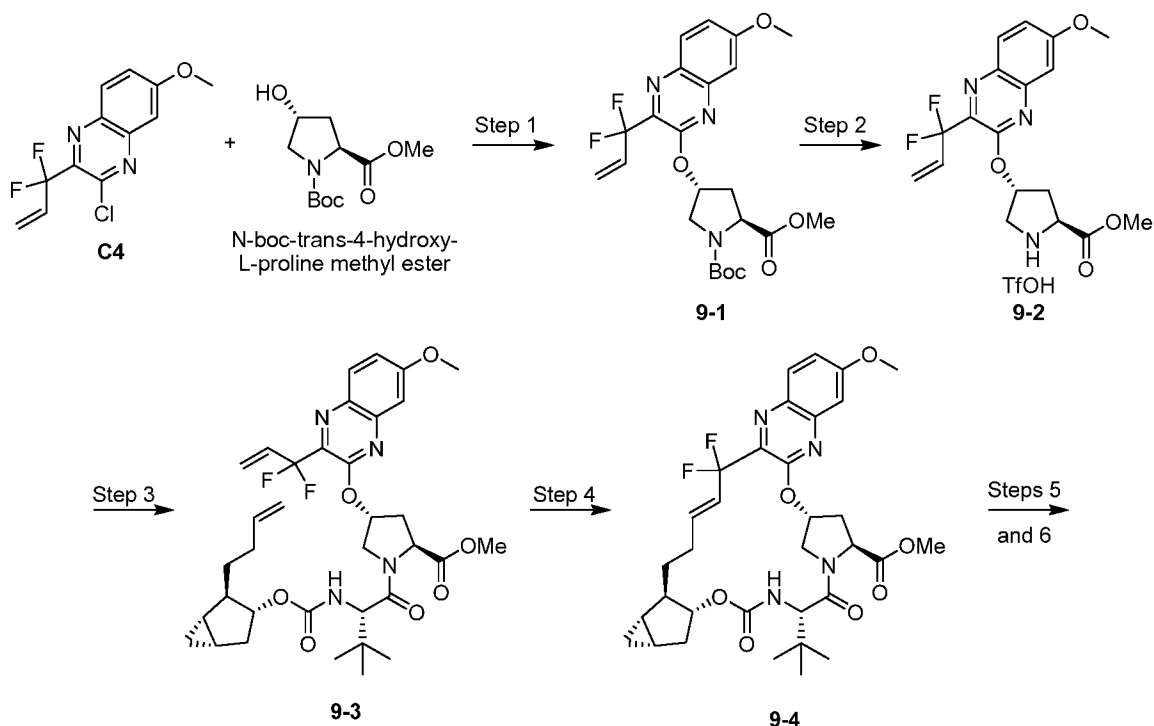
Example 8

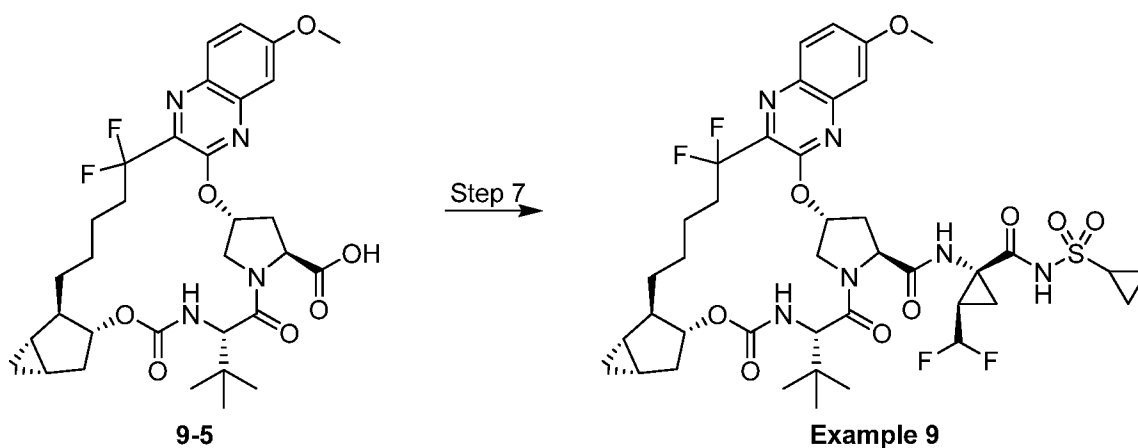
20

Example 8 was prepared in a similar fashion to Example 7, substituting Intermediate **A10** for Intermediate **A9** in Step 6. Analytical HPLC RetTime: 8.79 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₁H₅₅F₂N₆O₉S: 845.4; found: 845.2. ¹H-NMR (300 MHz, CDCl₃) δ 9.85 (s, 1H), 7.82 (d, *J* = 9.0 Hz, 1H), 7.20 (dd, *J* = 9.1,

2.7 Hz, 1H), 7.13 (d, $J = 2.7$ Hz, 1H), 7.08 (s, 1H), 6.17 – 5.68 (m, 2H), 5.51 (d, $J = 9.8$ Hz, 1H), 5.17 (t, $J = 5.9$ Hz, 1H), 4.47 – 4.33 (m, 2H), 4.24 (d, $J = 11.9$ Hz, 1H), 4.03 (dd, $J = 11.9, 3.5$ Hz, 1H), 3.94 (s, 3H), 3.05 – 2.88 (m, 1H), 2.72 – 2.57 (m, 2H), 2.48 – 2.33 (m, 1H), 2.11 – 2.04 (m, 1H), 2.01 – 1.84 (m, 2H), 1.82 – 1.13 (m, 17H), 1.06 (s, 9H), 0.93 – 0.77 (m, 3H), 0.65 – 0.55 (m, 1H), 0.49 – 0.37 (m, 1H).

Example 9. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2R)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-19,19-difluoro-15-methoxy-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.





Step 1: Preparation of **9-1**: Intermediate **C4** (361 mg, 1.33 mmol), N-Boc-trans-4-hydroxy-L-proline methyl ester (489 mg, 2.00 mmol, AIMS fine chemicals) and cesium carbonate (651 mg, 2.00 mmol) were taken in CH₃CN (5 mL) and heated to 80 °C overnight. Reaction was cooled to rt, diluted with ethyl acetate (15 mL) and filtered through pad of Celite. Residue was washed with ethyl acetate and filtrate was concentrated *in vacuo*. Residue was purified by silica gel chromatography (0-100% EtOAc/hex) to produce **9-1**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₂₃H₂₈F₂N₃O₆: 480.19; found: 480.30.

Step 2: Preparation of **9-2**: To a solution of **9-1** (392 mg, 0.82 mmol) in dichloromethane (3 mL) was slowly added trimethylsilyl trifluoromethanesulfonate (212 μL, 1.23 mmol) at 23 °C under an Ar atmosphere. After 20 minutes, the resulting mixture was concentrated *in vacuo* to give intermediate **9-2** as a triflic acid salt, which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₈H₂₀F₂N₃O₄: 380.14; found: 380.22.

Step 3: Preparation of **9-3**: To a solution of **9-2** (432 mg, 0.82 mmol) in DMF (2 mL) were added Intermediate **B5** (275 mg, 0.89 mmol), HATU (467 mg, 1.23 mmol) and iPr₂NEt (0.71 mL, 4.09 mmol) at 23 °C. After 40 hours, the reaction mixture was diluted with water (50 mL) and extracted with ethyl acetate (3 × 20 mL). Combined organic layers were washed with water (50 mL), brine (25 mL), dried over anhydrous MgSO₄ and concentrated *in vacuo*. The resulting residue was purified by silica gel chromatography (0-100% EtOAc/hex) to give **9-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₅H₄₅F₂N₄O₇: 671.32; found: 671.51.

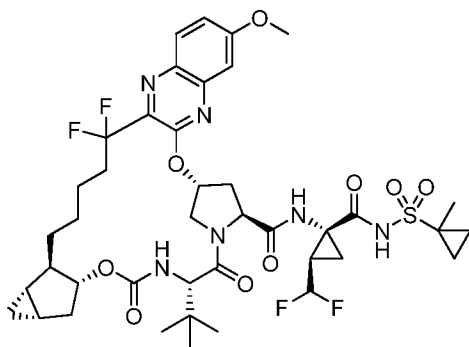
Step 4: Preparation of **9-4**: To a solution of **9-3** (300 mg, 0.45 mmol) in degassed DCE (100 mL) was added Zhan 1B catalyst (33 mg, 0.045 mmol) followed by additional degassing for 10 min. The resulting solution was refluxed under Ar for 75 min. The reaction mixture was then concentrated *in vacuo* and purified by silica gel chromatography with 0-100% EtOAc/hex) to produce **9-4**.
LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₁F₂N₄O₇: 643.29; found: 643.44.

Steps 5 and 6: Preparation of **9-5**: To a solution of **9-4** (220 mg, 0.34 mmol) in EtOH (7 mL) was added Pd/C (10 wt % Pd, 38 mg). The atmosphere of the reaction was replaced with H₂ and the reaction stirred at rt under 1 atm H₂ overnight. The reaction mixture was filtered through a pad of Celite and washed with EtOH and concentrated *in vacuo* to afford a crude residue which was resubmitted to reaction conditions for an additional 2 d. The reaction mixture was filtered through a pad of Celite and washed with EtOH and concentrated *in vacuo* to afford a crude residue that was used subsequently without further purification.
LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₃F₂N₄O₇: 645.30; found: 645.51). This residue was dissolved in THF (3 mL), H₂O (1 mL) and MeOH (1 mL). LiOH•H₂O (71 mg, 1.7 mmol) was added and the mixture was stirred at 23 °C for 2 h. Solvents were removed *in vacuo* and the residue taken up in ethyl acetate (10 mL) and 1 M HCl (10 mL). The aqueous layer was extracted with ethyl acetate (10 mL). Combined organic layers were dried over anhydrous MgSO₄ and concentrated *in vacuo* to afford a residue of **9-5** which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₁F₂N₄O₇: 631.29; found: 631.46).

Step 7: Preparation of Example **9**: To a suspension of **9-5** (56.8 mg, 0.090 mmol) and Intermediate **A9** (39.3 mg, 0.135 mmol) in MeCN (3 mL) was added HATU (55 mg, 0.144 mmol) and DIPEA (78 µL, 0.45 mmol) at 23 °C. After 20 min, the solution was directly purified by reverse phase HPLC (Gemini 5u C18 110Å column, 50-100% ACN/H₂O + 0.1% TFA) and lyophilized to afford the TFA salt of Example **9**. Analytical HPLC RetTime: 8.87 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₀H₅₁F₄N₆O₉S: 867.33; found: 867.45. ¹H-NMR (400 MHz, CD₃OD) δ 9.46 (s, 1H), 7.93 (d, *J* = 9.1 Hz, 1H), 7.33 (d, *J* = 2.8 Hz, 1H), 7.30 (d, *J* = 2.8

Hz, 1H), 7.28 (d, $J = 2.7$ Hz, 1H), 6.16 (t, $J = 3.6$ Hz, 1H), 5.89 (td, $J = 55.7$, 6.8 Hz, 1H), 4.93 (t, $J = 9.8$ Hz, 1H), 4.49 – 4.37 (m, 2H), 4.32 (s, 1H), 4.13 (dd, $J = 11.9$, 3.9 Hz, 1H), 3.96 (d, $J = 4.9$ Hz, 3H), 3.04 – 2.91 (m, 1H), 2.64 – 2.51 (m, 1H), 2.64 – 2.51 (m, 1H), 2.32 – 2.15 (m, 2H), 2.11 – 1.90 (m, 4H), 1.87 – 1.62 (m, 4H), 1.61 – 1.36 (m, 4H), 1.37 – 1.23 (m, 4H), 1.14 – 1.02 (m, 11H), 0.60 – 0.47 (m, 2H).

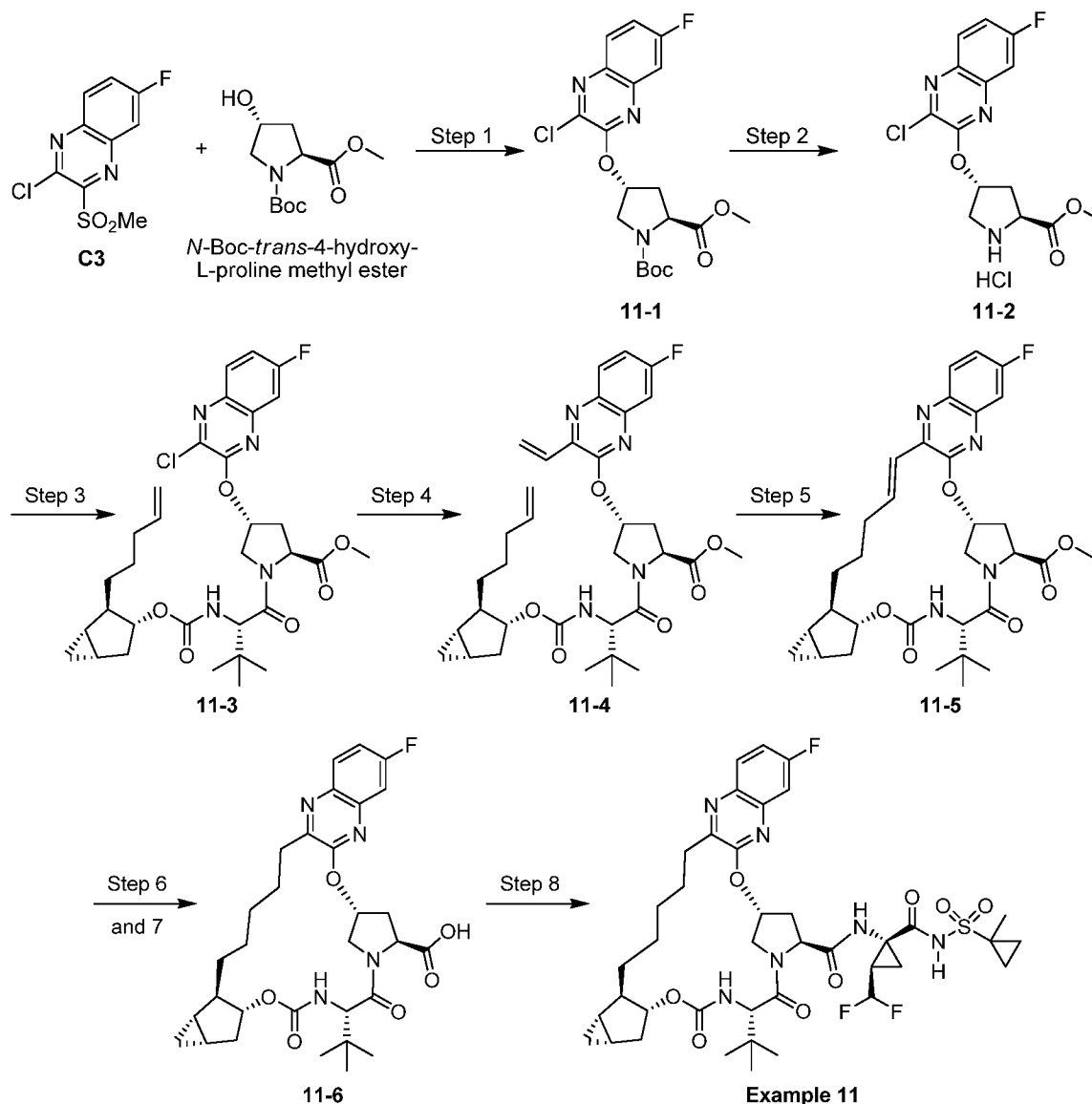
Example 10. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2R)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-19,19-difluoro-15-methoxy-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.



Example 10

Example 10 was prepared in a similar fashion to **Example 9**, substituting Intermediate **A10** for Intermediate **A9** in Step 7. **Example 10** was isolated as a TFA salt. Analytical HPLC RetTime: 8.91 min. LCMS-ESI⁺ (m/z): [M-H]⁺ calcd for C₄₁H₅₁F₂N₆O₉S: 879.35; found: 879.63. ¹H-NMR (400 MHz, CD₃OD) δ 9.43 (s, 1H), 7.93 (d, $J = 9.1$ Hz, 1H), 7.32 (d, $J = 2.8$ Hz, 1H), 7.30 (d, $J = 2.8$ Hz, 1H), 7.27 (d, $J = 2.7$ Hz, 1H), 6.15 (t, $J = 3.6$ Hz, 1H), 5.87 (td, $J = 55.7$, 6.9 Hz, 1H), 4.94 (d, $J = 7.5$ Hz, 1H), 4.51 – 4.38 (m, 2H), 4.32 (s, 1H), 4.13 (dd, $J = 11.9$, 3.9 Hz, 1H), 3.96 (s, 3H), 2.65 – 2.39 (m, 2H), 2.34 – 2.14 (m, 2H), 2.12 – 1.88 (m, 4H), 1.87 – 1.63 (m, 4H), 1.62 – 1.43 (m, 8H), 1.62 – 1.43 (m, 2H), 1.09 – 1.03 (m, 10H), 0.96 – 0.87 (m, 2H), 0.54 (qd, $J = 8.3$, 4.9 Hz, 2H).

Example 11. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2R)-2-(difluoromethyl)-1-[[[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-15-fluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.



Step 1. Preparation of **11-1**. Intermediate **C3** (506 mg, 1.94 mmol) was combined with *N*-Boc-*trans*-4-hydroxy-L-proline methyl ester (524 mg, 2.13 mmol) and Cs_2CO_3 (759 mg, 2.33 mmol) then suspended in MeCN (10 mL). The

stirred reaction mixture was stirred at rt for 72 h then filtered over Celite and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography to afford **11-1**. LCMS-ESI⁺ (*m/z*): [M-Boc+2H]⁺ calcd for C₁₄H₁₄ClFN₃O₃: 326.07; found: 326.68.

5 Step 2. Preparation of **11-2**. Carbamate **11-1** (409 mg, 0.960 mmol) was dissolved in DCM (10 mL) and treated with HCl (4.0 M in dioxane, 5 mL, 20 mmol). After stirring at rt for 1.5 h, the reaction mixture was concentrated *in vacuo* to afford amine hydrochloride **11-2** which was carried on without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₄H₁₄ClFN₃O₃: 326.07; found:
10 326.52.

 Step 3. Preparation of **11-3**. Amine hydrochloride **11-2** (0.960 mmol) and Intermediate **B3** (229 mg, 0.704 mmol) were combined and treated with BEP (231 mg, 0.845 mmol), EtOAc (4.5 mL), NMP (0.5 mL) and DIPEA (0.61 mL, 3.5 mmol). The stirred mixture was heated to 50 °C for 2.5 h. After cooling to rt, the
15 reaction mixture was diluted with EtOAc and washed successively with saturated aqueous NaHCO₃ and brine. The organic phase was dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography to afford amide **11-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₁ClFN₄O₆: 631.27; found: 631.98.

20 Step 4. Preparation of **11-4**. Chloroquinoxaline **11-3** (336 mg, 0.532 mmol) was treated with potassium vinyltrifluoroborate (107 mg, 0.799 mmol), Pd(dppf)Cl₂•DCM (43 mg, 0.053 mmol), EtOH (5 mL) and Et₃N (0.11 mL, 0.80 mmol). The reaction mixture was stirred at reflux for 3.5 h then cooled to rt and diluted with EtOAc. The organic phase was washed with water and brine then
25 dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography to afford vinylquinoxaline **11-4**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₄H₄₄FN₄O₆: 623.32; found: 623.45.

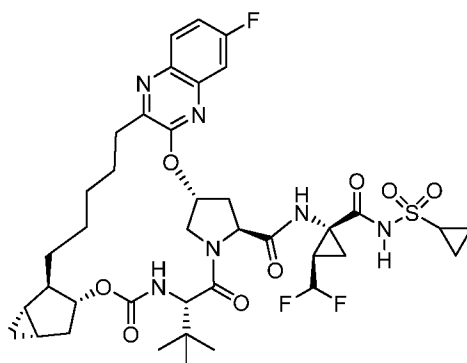
 Step 5. Preparation of **11-5**. Vinylquinoxaline **11-4** (191 mg, 0.307 mmol) was dissolved in DCE (61 mL) and treated with Zhan Catalyst-1B (21 mg, 0.031
30 mmol). The mixture was degassed with bubbling N₂ for 20 min then heated to reflux for 1.5 h. The reaction mixture was concentrated *in vacuo* and the crude

residue was purified by silica gel chromatography to afford macrocycle **11-5**.
LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₀FN₄O₆: 595.29; found: 595.46.

Steps 6 and 7. Preparation of **11-6**. Macrocycle **11-5** (155 mg, 0.261 mmol) was dissolved in EtOH (20 mL) and EtOAc (5 mL). Pd/C (10 wt % Pd, 47 mg) was added and H₂ was bubbled through the suspension for 4 min. The stirred reaction mixture was maintained under 1 atm of H₂ for 52 min before being filtered over Celite and concentrated *in vacuo*. This residue was used subsequently without further purification. (LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₂FN₄O₆: 597.31; found: 597.36). This residue (0.261 mmol theoretical) was treated with THF (10 mL) and LiOH (1.0 M in H₂O, 10 mL, 10 mmol). The mixture was stirred for 12.5 h then poured into a separatory containing 40 mL 10% aqueous HCl. The aqueous layer was extracted 3x with DCM. The combined organics were dried over anhydrous MgSO₄, filtered and concentrated *in vacuo* to afford carboxylic acid **11-6** which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₁H₄₀FN₄O₆: 583.29; found: 583.29.

Step 8. Preparation of Example **11**. Carboxylic acid **11-6** (110 mg, 0.189 mmol) was treated with Intermediate **A10** (86 mg, 0.28 mmol), TBTU (73 mg, 0.23 mmol), DMAP (28 mg, 0.23 mmol), DCM (2 mL) and DIPEA (0.16 mL, 0.95 mmol). The reaction mixture was stirred for 2.5 h, followed by concentration *in vacuo*. The crude residue was purified by HPLC to afford Example **11** as a TFA salt. Analytical HPLC RetTime: 9.05 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₀H₅₂F₃N₆O₈S: 833.35; found: 833.17. ¹H-NMR (400 MHz, CD₃OD) δ 9.31 (s, 1H), 7.94 (dd, *J* = 9.1, 5.8 Hz, 1H), 7.47 (dd, *J* = 9.6, 2.7 Hz, 1H), 7.40 (td, *J* = 8.8, 2.8 Hz, 1H), 6.08 (t, *J* = 3.6 Hz, 1H), 5.87 (td, *J* = 55.7, 6.7 Hz, 1H), 4.99 (d, *J* = 7.6 Hz, 1H), 4.51 – 4.38 (m, 2H), 4.33 (s, 1H), 4.12 (dd, *J* = 11.9, 3.8 Hz, 1H), 3.08 – 2.91 (m, 1H), 2.89 – 2.73 (m, 1H), 2.50 (dd, *J* = 13.9, 6.6 Hz, 1H), 2.25 (ddd, *J* = 18.5, 12.7, 5.4 Hz, 2H), 2.10 – 1.92 (m, 3H), 1.92 – 1.72 (m, 2H), 1.72 – 1.15 (m, 15H), 1.06 (d, *J* = 10.1 Hz, 10H), 0.97 – 0.88 (m, 2H), 0.58 (q, *J* = 4.1 Hz, 1H), 0.55 – 0.45 (m, 1H).

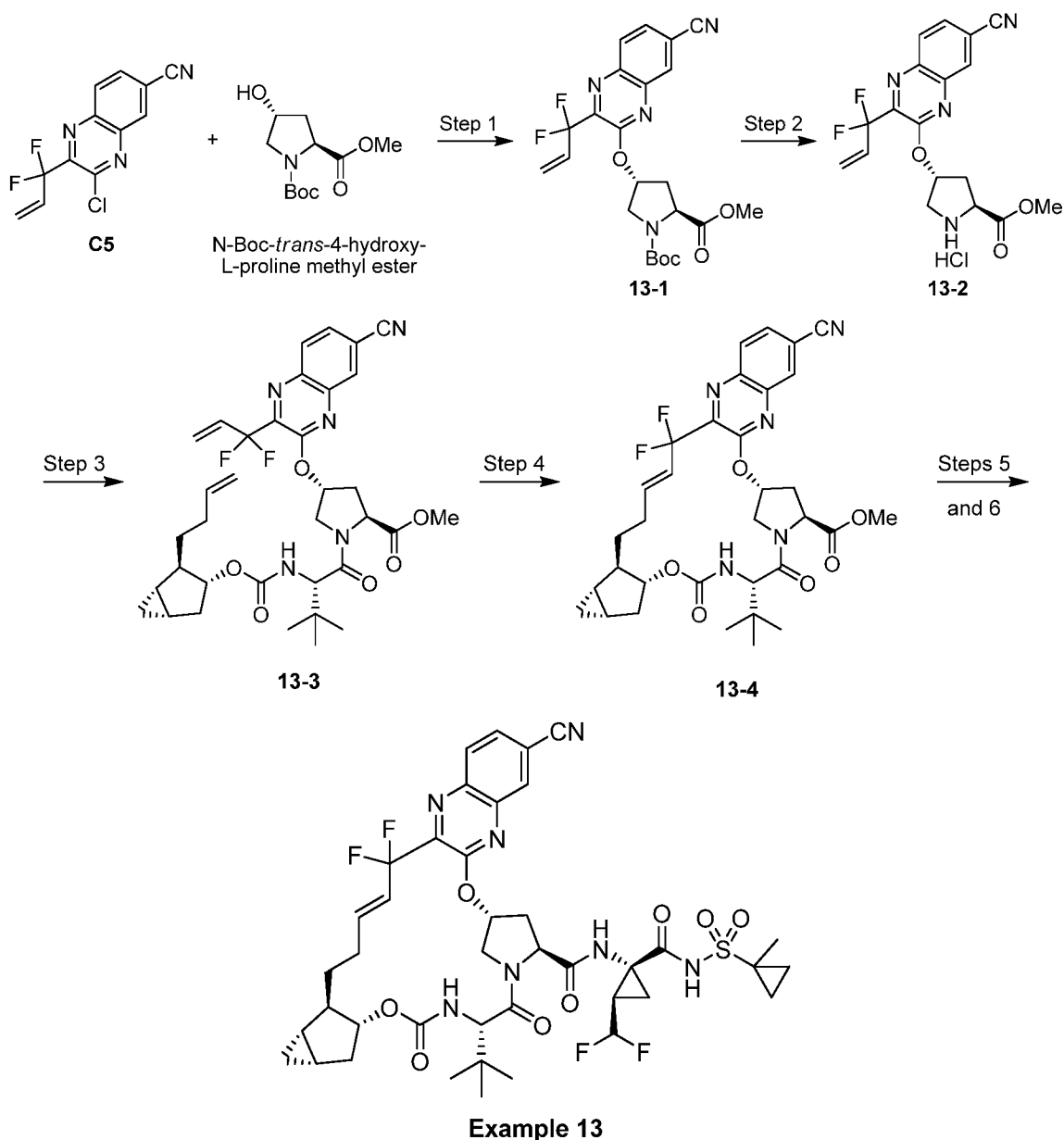
Example **12**. Preparation of (1a*S*,2a*R*,6*S*,9*S*,11*R*,23a*R*,23b*S*)-6-*tert*-butyl-*N*-[(1*R*,2*R*)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-15-fluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1*H*,9*H*-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-*b*]quinoxaline-9-carboxamide.



Example **12**

Example **12** was prepared in a similar fashion to Example **11**, substituting Intermediate **A9** for Intermediate **A10** in Step 8. Following purification by preparatory HPLC, the TFA salt of Example **12** (24 mg) was isolated. Analytical HPLC RetTime: 8.95 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₉H₅₀F₃N₆O₈S: 819.34; found: 819.34. ¹H-NMR (400 MHz, CD₃OD) δ 9.35 (s, 1H), 7.94 (dd, *J* = 9.1, 5.8 Hz, 1H), 7.46 (dd, *J* = 9.6, 2.7 Hz, 1H), 7.39 (td, *J* = 8.7, 2.8 Hz, 1H), 6.08 (t, *J* = 3.5 Hz, 1H), 5.90 (td, *J* = 55.9, 6.8 Hz, 1H), 4.99 (d, *J* = 7.5 Hz, 1H), 4.50 – 4.36 (m, 2H), 4.32 (s, 1H), 4.12 (dd, *J* = 11.8, 3.8 Hz, 1H), 3.05 – 2.91 (m, 2H), 2.88 – 2.69 (m, 1H), 2.49 (dd, *J* = 14.1, 6.3 Hz, 1H), 2.33 – 2.11 (m, 2H), 2.11 – 1.91 (m, 3H), 1.84 (dd, *J* = 11.6, 7.1 Hz, 1H), 1.75 (d, *J* = 14.6 Hz, 1H), 1.70 – 1.15 (m, 12H), 1.15 – 1.09 (m, 2H), 1.06 (d, *J* = 11.2 Hz, 11H), 0.57 (q, *J* = 4.2 Hz, 1H), 0.54 – 0.45 (m, 1H).

Example **13**. Preparation of (1a*S*,2a*R*,6*S*,9*S*,11*R*,20*E*,23a*R*,23b*S*)-6-*tert*-butyl-15-cyano-*N*-[(1*R*,2*R*)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-19,19-difluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,22,23,23a,23b-tetradecahydro-1*H*,9*H*-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-*b*]quinoxaline-9-carboxamide.



- 5 Step 1: Preparation of **13-1**: Intermediate **C5** (213 mg, 0.8 mmol), N-Boc-*trans*-4-hydroxy-L-proline methyl ester (394 mg, 1.2 mmol) and cesium carbonate (391 mg, 1.2 mmol) were combined in CH₃CN (4 mL) and heated to 80 °C for 3 h. The reaction was cooled to rt, diluted with ethyl acetate (15 mL) and filtered through a pad of Celite. The Celite pad was washed with ethyl acetate and the
- 10 filtrate was concentrated *in vacuo*. The resulting residue was purified by silica gel chromatography to produce **13-1**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₂₃H₂₅F₂N₄O₅: 475.47; found: 475.10.

Step 2: Preparation of **13-2**: To a solution of **13-1** (300 mg, 0.63 mmol) in DCM (2 mL) was slowly added HCl in dioxane (4 M, 1 mL, 4 mmol) at rt. After 2.5 h, the resulting mixture was concentrated *in vacuo* to give proline **13-2** as an HCl salt, which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₈H₁₇F₂N₄O₃ : 375.35; found: 375.10.

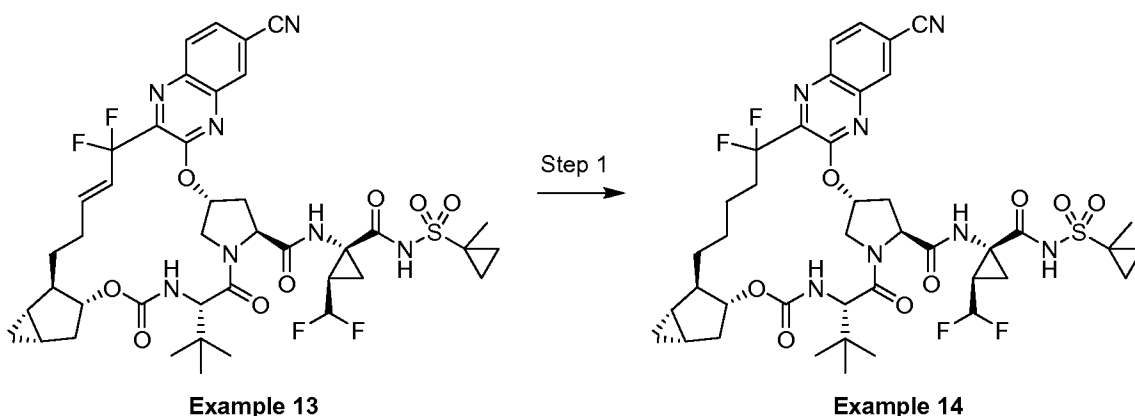
Step 3: Preparation of **13-3**: To a solution of **13-2** (320mg, 0.8 mmol) in DMF (2 mL) were added Intermediate **B5** (275 mg, 0.89 mmol), HATU (467 mg, 1.23 mmol) and iPr₂NEt (0.71 mL, 4.09 mmol) at rt. After 16 h, the reaction mixture was diluted with water (50 mL) and extracted with EtOAc (3 × 20 mL). The combined organic layers were washed with water (50 mL), brine (25 mL), dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The resulting residue was purified by silica gel chromatography to give **13-3**. LCMS-ESI⁺ (*m/z*): [M]⁺ calcd for C₃₅H₄₁F₂N₅O₆ : 665.73; found: 665.93.

Step 4: Preparation of **13-4**: To a solution of diene **13-3** (290 mg, 0.43 mmol) in degassed DCE (80 mL) was added Zhan 1B catalyst (32 mg, 0.043 mmol) followed by additional degassing for 10 min. The resulting solution was refluxed under Ar for 2 h. The reaction mixture was then cooled to rt, concentrated *in vacuo* and purified by silica gel chromatography to produce macrocycle **13-4**. LCMS-ESI⁺ (*m/z*): [M]⁺ calcd for C₃₃H₃₇F₂N₅O₆ : 637.67; found: 637.95.

Steps 5 and 6: Preparation of Example **13**: To a solution of **13-4** (200 mg, 0.31 mmol) in THF (1 mL), 1 N LiOH (1 mL) was added and the mixture was stirred at 23 °C for 2 h. Solvents were removed *in vacuo* and the residue taken up in EtOAc (10 mL) and 1 M HCl (10 mL). The aqueous layer was extracted with EtOAc (10 mL). The combined organic layers were dried over anhydrous MgSO₄ and concentrated *in vacuo* to afford a residue that was used subsequently without further purification. To a suspension of this residue (50 mg, 0.08 mmol) and Intermediate **A10** (36 mg, 0.12 mmol) in MeCN (1 mL) was added HATU (46 mg, 0.12 mmol) and DIPEA (70 µL, 0.4 mmol) at rt. After 1 h, the solution was directly purified by reverse phase HPLC and lyophilized to afford the TFA salt of Example **13**. Analytical HPLC RetTime: 8.55 min. LCMS-ESI⁺

(*m/z*): [*M*]⁺ calcd for C₄₁H₄₇F₄N₇O₈S: 873.91; found: 873.89. ¹H-NMR (400 MHz, CD₃OD) δ 9.38 (s, 1H), 8.30 (d, 1H), 8.18 (d, 1H), 7.90 (dd, 1H), 6.30-6.15 (m, 3H), 5.83 (m, 1H), 4.93 (d, 1H), 4.61 (d, 1H), 4.45 – 4.38 (m, 2H), 4.12 (m, 1H), 2.55 – 2.48 (m, 2H), 2.28 – 2.18 (m, 3H), 2.01 – 1.90 (m, 3H), 1.79 (m, 1H), 1.59 – 1.33 (m, 10H), 1.05 – 0.91 (m, 11H), 0.88 (m, 2H). 0.62 – 0.47 (m, 2H).

Example 14. Preparation of (1a*S*,2a*R*,6*S*,9*S*,11*R*,23a*R*,23b*S*)-6-*tert*-butyl-15-cyano-N-[(1*R*,2*R*)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-19,19-difluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23, 23a,23b-hexadecahydro-1*H*,9*H*-8,11-methanocyclopropa[4',5']cyclopenta [1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-*b*]quinoxaline-9-carboxamide.



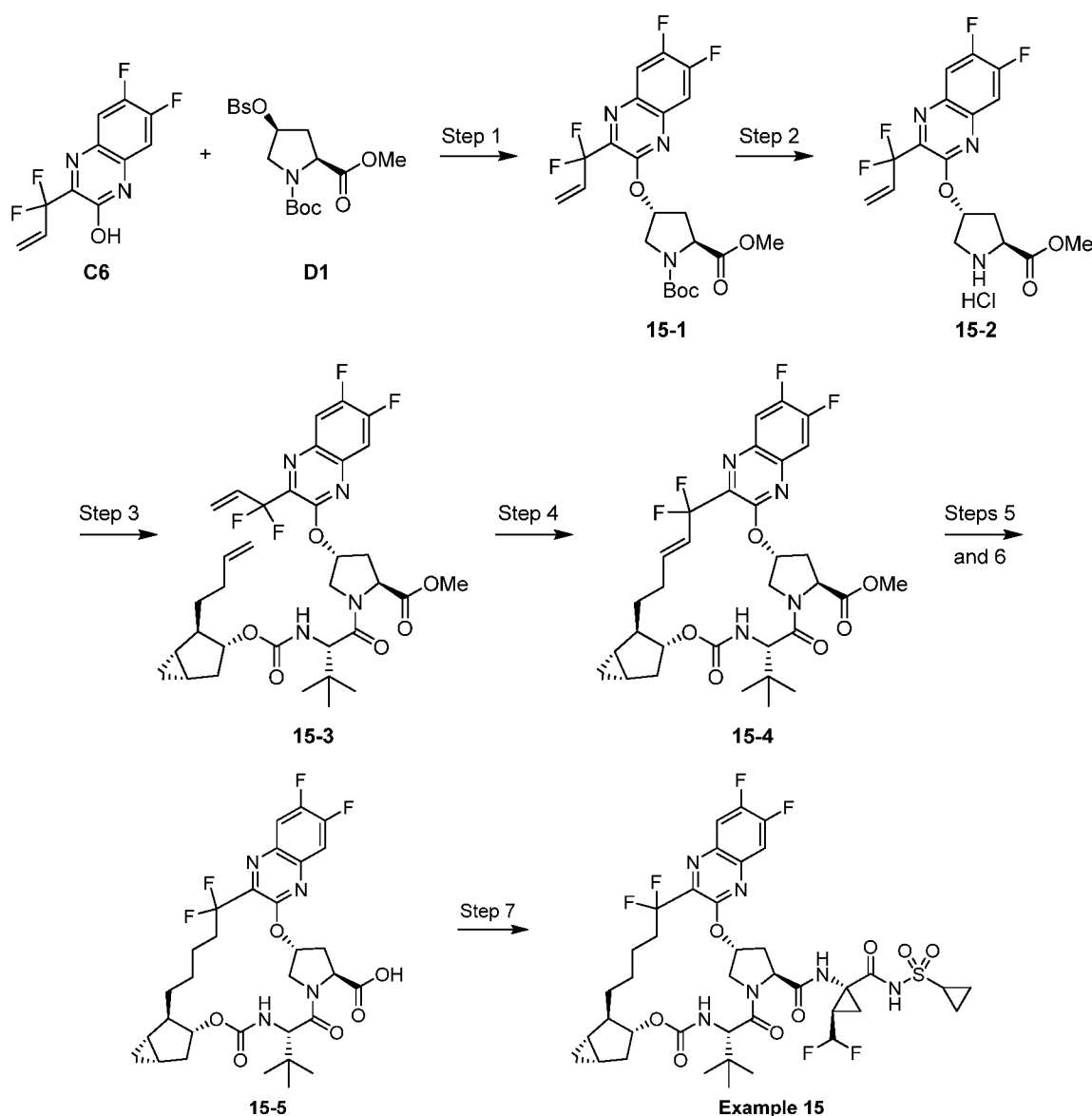
Step 1: Preparation of Example 14: To a solution of Example 13 (88 mg, 0.1 mmol) in EtOH (1 mL) was added Pd/C (10 wt % Pd, 20 mg). The reaction vessel was purged twice with H₂ and was stirred at rt under 1 atm H₂ for 6 h. The reaction mixture was filtered through a pad of Celite and the filtrate concentrated *in vacuo*. The crude material was redissolved in dioxane (2.5 mL) and treated with DDQ (34 mg, 0.15 mmol). After 1 h, the solution was directly purified by reverse phase HPLC and lyophilized to afford the TFA salt of Example 14.

Analytical HPLC RetTime: 8.64 min. LCMS-ESI⁺ (*m/z*): [*M*]⁺ calcd for C₄₁H₄₉F₄N₇O₈S: 875.93; found: 875.98. ¹H-NMR (400 MHz, CD₃OD) δ 8.32 (s, 1H), 8.20 (d, 1H), 7.90 (d, 1H), 6.90 (d, 1H), 6.17 (d, 1H), 5.87 (m, 1H), 4.90 (m,

1H), 4.45 (m, 2H), 4.28 (m, 1H), 4.12 (m, 2H), 3.70-3.50 (m, 3H), 2.55 – 2.48 (m, 2H), 2.28 – 2.18 (m, 3H), 2.01 – 1.90 (m, 3H), 1.79 (m, 1H), 1.59 – 1.33 (m, 10H), 1.05 – 0.91 (m, 11H), 0.89 (m, 2H). 0.57 – 0.51 (m, 2H).

- 5 Example 15. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2R)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-15,16,19,19-tetrafluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.

10



Step 1: Preparation of **15-1**: Intermediate **C6** (575 mg, 2.22 mmol), Intermediate **D1** (1.55 g, 3.34 mmol) and cesium carbonate (2 g, 6.14 mmol) were combined in NMP (10 mL) and heated to 70 °C overnight. The reaction mixture was cooled to rt, diluted with ethyl acetate (50 mL), washed with water (100 mL), brine (50 mL) and dried over anhydrous MgSO₄. Following filtration, the resulting solution was concentrated *in vacuo*. The resulting residue was purified via silica gel chromatography to produce **15-1**. LCMS-ESI⁺ (*m/z*): [M+Na]⁺ calcd for C₂₂H₂₃F₄N₃NaO₅: 508.15; found: 508.2.

Step 2: Preparation of **15-2**: To a solution of **15-1** (392 mg, 0.82 mmol) in dichloromethane (3 mL) was added 4 N HCl in dioxane (3 mL). The resulting mixture was allowed to stir overnight at rt and was concentrated *in vacuo* to give **15-2** as an HCl salt, which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₇H₁₆F₄N₃O₃: 386.11; found: 386.1.

Step 3: Preparation of **15-3**: To a solution of **15-2** (393 mg, 0.93 mmol) in DMF (3 mL) were added Intermediate **B5** (240 mg, 0.78 mmol), HATU (324 mg, 0.853 mmol) and iPr₂NEt (1.35 mL, 7.76 mmol) at 23 °C. After 18 hours, the reaction mixture was diluted with water (50 mL) and extracted with ethyl acetate (3 × 25 mL). The combined organic layers were washed with water (50 mL), brine (50 mL), dried over anhydrous MgSO₄ and concentrated *in vacuo*. The resulting residue was purified via silica gel chromatography to give **15-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₄H₄₁F₄N₄O₆: 677.30; found: 677.04.

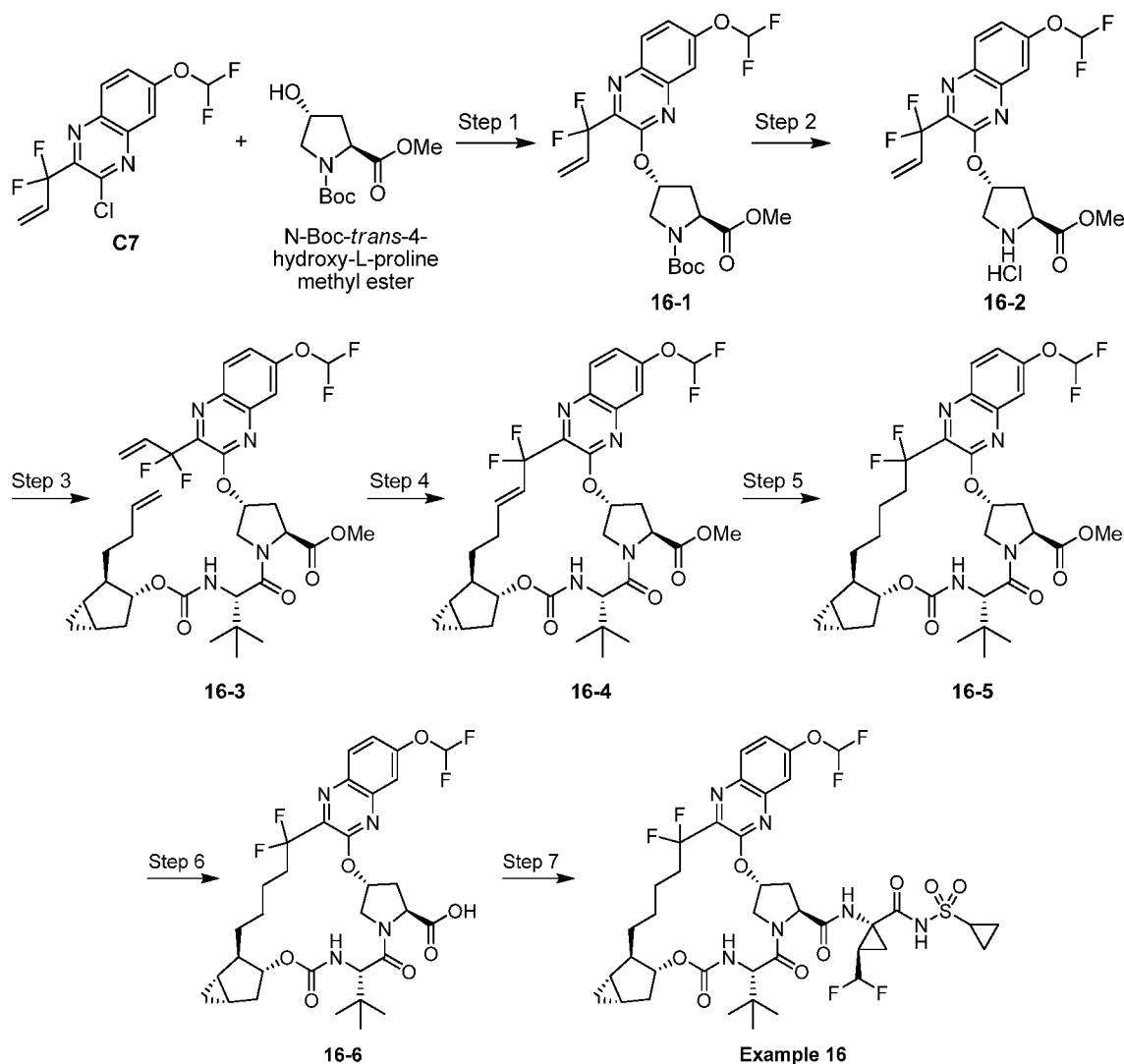
Step 4: Preparation of **15-4**: To a solution of **15-3** (450 mg, 0.665 mmol) in degassed DCE (133 mL) was added Zhan 1B catalyst (52 mg, 0.067 mmol). The resulting solution was refluxed under N₂ for 3 hours. The reaction mixture was then concentrated *in vacuo* and was purified via silica gel chromatography to produce **15-4**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₃₇F₄N₄O₆: 649.25; found: 649.2.

Steps 5 and 6: Preparation of **15-5**: To a solution of **15-4** (270 mg, 0.42 mmol) in EtOH (8 mL) was added Pd/C (10 wt % Pd, 270 mg). The atmosphere of the reaction was replaced with H₂ and the reaction stirred at rt under 1 atm H₂.

for 3 h. The reaction mixture was filtered through a pad of Celite and washed with EtOH and concentrated *in vacuo* to afford a crude residue that was used subsequently without further purification. (LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₃₇F₄N₄O₆: 651.28; found: 651.3). This residue was dissolved in THF (2 mL) and MeOH (1 mL). Aqueous 2 N lithium hydroxide solution (1 mL) was added and the mixture was stirred at 23 °C for 2 h. Solvents were removed *in vacuo* and the residue taken up in ethyl acetate (10 mL) and 1 M HCl (10 mL). The aqueous layer was extracted with ethyl acetate (10 mL). The combined organic layers were dried over anhydrous MgSO₄ and concentrated *in vacuo* to afford a residue of **15-5** which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₁H₃₇F₄N₄O₆: 637.26; found: 637.3).

Step 7: Preparation of Example **15**: To a suspension of **15-5** (37 mg, 0.058 mmol) and Intermediate **A9** (21.2 mg, 0.073 mmol) in DMF (3 mL) was added HATU (28 mg, 0.73 mmol) and DIPEA (126 µL, 0.73 mmol) at 23 °C. T reaction mixture was allowed to stir overnight, then purified via HPLC and lyophilized to afford the TFA salt of Example **15**. Analytical HPLC RetTime: 8.87 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₉H₄₇F₆N₆O₈S: 873.31; found: 873.09. ¹H-NMR (400 MHz, CDCl₃) δ 10.39 (s, 1H), 7.88 (dd, *J* = 9.4, 8.8 Hz, 1H), 7.61 (dd, *J* = 10.3, 7.7 Hz, 1H), 6.73 (s, 1H), 6.15 (s, 1H), 5.97 (td, *J* = 55.5, 6.9 Hz, 1H), 5.23 (d, *J* = 9.5 Hz, 1H), 4.90 (d, *J* = 7.4 Hz, 1H), 4.50 (d, *J* = 12.2 Hz, 1H), 4.37 – 4.20 (m, 2H), 4.07 (dd, *J* = 11.8, 3.6 Hz, 1H), 2.94 (td, *J* = 8.3, 4.1 Hz, 1H), 2.62 – 2.25 (m, 2H), 2.62 – 2.25 (m, 2H), 2.29 – 2.08 (m, 2H), 2.07 – 1.69 (m, 6H), 1.70 – 1.50 (m, 2H), 1.51 – 1.15 (m, 6H), 1.07 (s, 9H), 1.05 – 0.77 (m, 2H), 0.57 – 0.46 (m, 1H), 0.46 – 0.35 (m, 1H).

Example **16**. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2R)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-15-(difluoromethoxy)-19,19-difluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.



5

Step 1: Preparation of **16-1**: To a solution of Intermediate **C7** (425 mg, 1.39 mmol) in MeCN (5 mL) was added cesium carbonate (906 mg, 2.78 mmol) and N-Boc-*trans*-4-hydroxy-L-proline methyl ester (410 mg, 1.67 mmol). The resulting mixture was allowed to stir 40 h at rt and was diluted with ethyl acetate (25 mL), washed with water (15 mL) and brine (15 mL). The resulting solution was then dried over anhydrous MgSO₄ and concentrated *in vacuo*. The resulting residue was purified via silica gel chromatography to produce substituted quinoxaline **16-1**. LCMS-ESI⁺ (*m/z*): [M+Na]⁺ calcd for C₂₃H₂₅F₄N₃NaO₆ : 538.16; found: 537.93.

Step 2: Preparation of **16-2**: To a solution of substituted quinoxaline **16-1** (590 mg, 1.14 mmol) in DCM (5 mL) was added 4 N HCl in dioxane (5 mL). The resulting mixture was allowed to stir overnight at rt, then was concentrated *in vacuo* to afford **16-2**, which was used subsequently without further purification.

5 LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₈H₁₈F₄N₃O₄ : 416.12; found: 415.96.

Step 3: Preparation of **16-3**: To a solution of proline hydrochloride **16-2** (420 mg, 0.93 mmol) in DMF (3 mL) was added Intermediate **B5** (240 mg, 0.78 mmol), HATU (324 mg, 0.853 mmol) and iPr₂NEt (1.35 mL, 7.76 mmol) at 23 °C. After 18 h, the reaction mixture was diluted with water (50 mL) and extracted with
10 ethyl acetate (3 × 25 mL). The combined organic layers were washed with water (50 mL), brine (50 mL), dried over anhydrous MgSO₄ and concentrated *in vacuo*. The resulting residue was purified via silica gel chromatography to give amide **16-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₅H₄₃F₄N₄O₇ : 707.3; found: 707.3.

Step 4: Preparation of **16-4**: To a solution of proline amide **16-3** (350 mg,
15 0.49 mmol) in degassed DCE (100 mL) was added Zhan 1B catalyst (50 mg, 0.065 mmol). The resulting solution was refluxed under N₂ for 1 h. The reaction mixture was then concentrated *in vacuo* and was purified via silica gel chromatography to produce olefin **16-4**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₃₉F₄N₄O₇ : 679.3; found: 679.2.

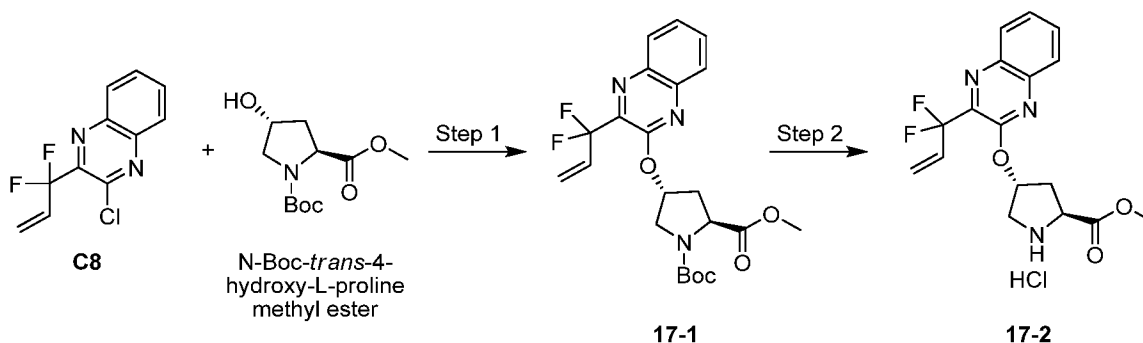
20 Step 5: Preparation of **16-5**: To a solution of olefin **16-4** (220 mg, 0.32 mmol) in EtOH (25 mL) was added Pd/C (10 wt % Pd, 220 mg). The atmosphere of the reaction was replaced with H₂ and the reaction stirred at rt under 1 atm H₂ for 3 h. The reaction mixture was filtered through a pad of Celite which was washed with EtOH and the combined organics concentrated *in vacuo*. The
25 resulting residue was purified via HPLC to give **16-5**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₁F₄N₄O₇: 681.3; found: 681.3.

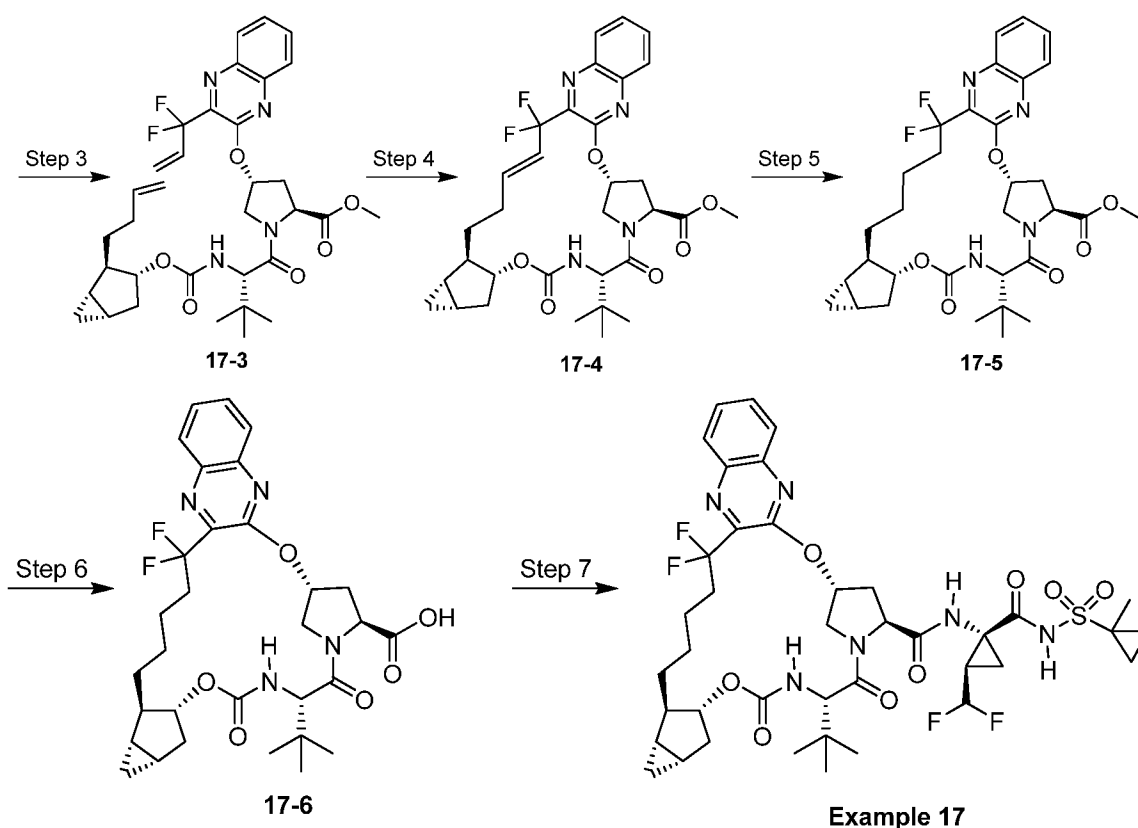
Step 6: Preparation of **16-6**. Proline ester **16-5** was dissolved in THF (2 mL) and MeOH (1 mL). Aqueous 2 N LiOH solution (1 mL) was added and the mixture was stirred at 23 °C for 1 h. Solvents were removed *in vacuo* and the
30 residue taken up in ethyl acetate (10 mL) and 1 M HCl (10 mL). Following extraction with ethyl acetate (10 mL), the combined organic layers were dried

over anhydrous MgSO_4 and concentrated *in vacuo* to afford a residue of **16-6** which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{32}\text{H}_{39}\text{F}_4\text{N}_4\text{O}_7$: 667.3; found: 667.3.

Step 7: Preparation of Example **16**: To a suspension of carboxylic acid **16-6** (67.9 mg, 0.102 mmol) and Intermediate **A9** (37 mg, 0.128 mmol) in DMF (1 mL) was added HATU (49 mg, 0.128 mmol) and DIPEA (177 μL , 1.02 mmol) at 23 °C. The reaction mixture was allowed to stir overnight, then purified via HPLC and lyophilized to afford the TFA salt of Example **16**. Analytical HPLC RetTime: 8.75 min. LCMS-ESI⁺ (*m/z*): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{40}\text{H}_{49}\text{F}_6\text{N}_6\text{O}_9\text{S}$: 903.32; found: 903.14. ¹H-NMR (400 MHz, CDCl_3) δ 10.22 (s, 1H), 7.95 – 7.77 (m, 2H), 7.57 (dd, *J* = 9.1, 2.4 Hz, 1H), 7.06 (s, 1H), 6.77 (t, *J* = 72.9 Hz, 1H), 6.16 (s, 1H), 5.92 (td, *J* = 55.7, 7.2 Hz, 1H), 5.26 (d, *J* = 9.2 Hz, 1H), 4.89 (d, *J* = 7.5 Hz, 1H), 4.53 (d, *J* = 11.7 Hz, 1H), 4.33 (dd, *J* = 11.0, 6.2 Hz, 1H), 4.26 (d, *J* = 9.1 Hz, 1H), 4.08 (dd, *J* = 11.7, 3.7 Hz, 1H), 2.98 – 2.78 (m, 1H), 2.57 – 2.27 (m, 2H), 2.25 – 2.12 (m, 1H), 2.12 – 2.04 (m, 1H), 2.03 – 1.94 (m, 3H), 1.94 – 1.81 (m, 2H), 1.82 – 1.66 (m, 2H), 1.64 – 1.42 (m, 3H), 1.42 – 1.18 (m, 6H), 1.07 (s, 9H), 1.05 – 0.93 (m, 2H), 0.58 – 0.46 (m, 1H), 0.46 – 0.36 (m, 1H).

Example **17**. Preparation of (1a*S*,2a*R*,6*S*,9*S*,11*R*,23a*R*,23b*S*)-6-*tert*-butyl-*N*-[(1*R*,2*R*)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-19,19-difluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1*H*,9*H*-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-*b*]quinoxaline-9-carboxamide.





Step 1. Preparation of **17-1**: A mixture containing Intermediate **C8** (0.94 g, 3.92 mmol), N-Boc-trans-4-hydroxy-L-proline methyl ester (1.48 g, 4.71 mmol), and Cs_2CO_3 (1.92 g, 5.88 mmol) in MeCN (10 mL) was stirred vigorously at 85 °C under an atmosphere of Ar for 2 h. The reaction was then filtered through a pad of Celite and the filtrate concentrated *in vacuo*. The crude material was purified by silica gel chromatography to provide **17-1**. LCMS-ESI⁺ (*m/z*): [M + H]⁺ calcd for $\text{C}_{22}\text{H}_{25}\text{F}_2\text{N}_3\text{O}_5$: 449.2; found: 450.7.

Step 2. Preparation of **17-2**: To a solution of substituted quinoxaline **17-1** in DCM (10 mL) was added hydrochloric acid in dioxane (4 M, 25 mL, 98.4 mmol) and the reaction stirred at rt for 5 h. The crude reaction was concentrated *in vacuo* to give **17-2** that was used in subsequent steps without further purification. LCMS-ESI⁺ (*m/z*): [M + H]⁺ calcd for $\text{C}_{17}\text{H}_{17}\text{F}_2\text{N}_3\text{O}_5$: 349.1; found: 350.1.

Step 3. Preparation of **17-3**: To a solution of proline HCl salt **17-2** (1.00 g, 2.59 mmol) in DMF (26 mL) were added Intermediate **B5** (0.82 g, 2.85 mmol) in DMF, HATU (1.18 g, 3.11 mmol) and DIPEA (2.48 mL, 14.26 mmol) at 23 °C. After 40 h, the reaction was diluted with water (50 mL) and extracted with ethyl

acetate (3 × 20 mL). Combined organic layers were washed with water (50 mL), brine (25 mL), dried over anhydrous Na₂SO₄ and concentrated *in vacuo*. The crude material was purified by silica gel chromatography to provide **17-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₄H₄₂F₂N₄O₆ : 640.31; found: 641.36.

- 5 Step 4. Preparation of **17-4**: To a solution of diene **17-3** (1.38 g, 2.25 mmol) in degassed DCE (430 mL) was added Zhan 1B catalyst (158 mg, 0.215 mmol) and degassed for an additional 1 h. The resulting reaction mixture was refluxed under Ar for 1 h, cooled to rt and concentrated *in vacuo*. The crude material was purified by silica gel chromatography to provide macrocycle **17-4**.
10 LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₃₈F₂N₄O₆ : 612.28; found: 613.31.

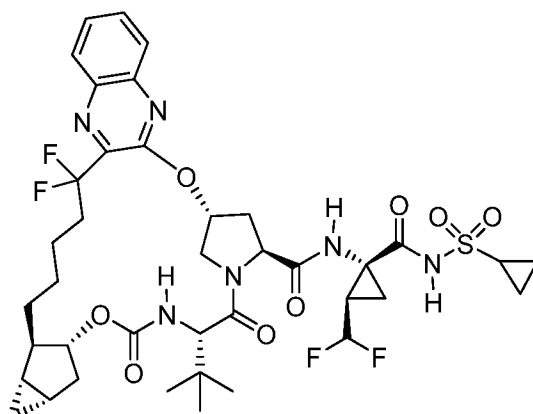
- Step 5. Preparation of **17-5**: To a solution of macrocycle **17-4** (1.18 g, 1.92 mmol) in EtOH (7 mL) was added Pd/C (10 wt % Pd, 500 mg). The reaction vessel was purged twice with H₂ and was stirred at rt under 1 atm H₂ overnight. The reaction mixture was then heated to 50 °C and stirred for an additional 24 h.
15 The reaction mixture was filtered through a pad of Celite and concentrated *in vacuo*. The crude material was redissolved in dioxane (25 mL) and treated with DDQ (525 mg, 2.31 mmol). After 1 h, the solvent was removed *in vacuo* and the resulting residue purified by silica gel chromatography to provide the macrocycle **17-5**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₀F₂N₄O₆: 614.29; found: 615.17).

- 20 Step 6. Preparation of **17-6**: Macrocycle **17-5** (1.0 g, 1.63 mmol) was dissolved in THF (25 mL). LiOH (1.0 M, 25 mL, 25 mmol) was added and the reaction mixture was stirred for 5 h at rt. The reaction was concentrated *in vacuo* and then diluted with ethyl acetate (100 mL) and 1 M HCl (60 mL). The layers were separated and the aqueous layer extracted with ethyl acetate (50 mL). The
25 combined organic layer was dried over anhydrous Na₂SO₄ and concentrated *in vacuo* to provide **17-6** as a residue that was used without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₁H₃₈F₂N₄O₆: 600.28; found: 601.16).

- Step 7. Preparation of Example **17**: To a suspension of carboxylic acid **17-6** (350 mg, 0.583 mmol) and Intermediate **A10** (259 mg, 0.850 mmol) in MeCN (7
30 mL) was added HATU (323 mg, 0.850 mmol) and DIPEA (542 μL, 3.11 mmol) at 23 °C. After 45 min, the solution was concentrated and purified by reverse phase

HPLC, then silica gel chromatography. TFA was added and the sample lyophilized to provide the TFA salt of Example 17. Analytical HPLC RetTime: 8.77 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₀H₅₁F₄N₆O₈S : 851.93; found: 851.31. ¹H-NMR (400 MHz, CDCl₃) δ 9.83 (s, 1H), 8.13(d, 1H), 7.86 (d, 1H), 7.77 (dd, 1H), 7.67 (dd, 1H), 7.17 (s, 1H), 6.22 (t, 1H), 5.91 (td, 1H), 4.89 (d, 1H), 4.52 (d, 1H), 4.38 – 4.33 (m, 1H), 4.26 (d, 1H), 4.08 (dd, 1H), 2.51 – 2.34 (m, 3H), 2.10 – 1.94 (m, 5H), 1.87 – 1.29 (m, 15H), 1.08 – 1.01 (m, 10H), 0.87 (m, 2H), 0.53 – 0.50 (m, 1H), 0.44 – 0.43 (m, 1H).

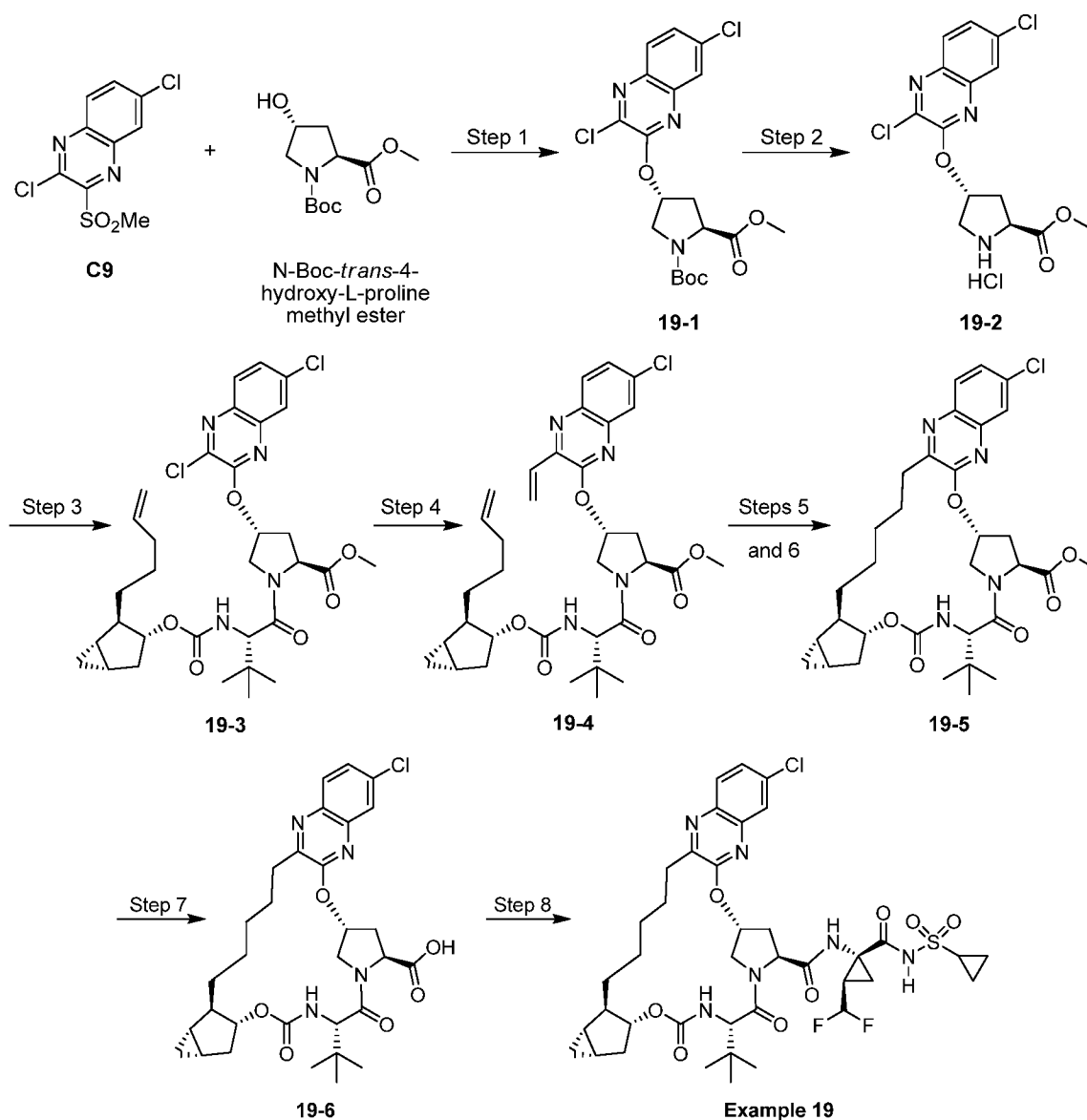
- 10 Example 18. Preparation of (1a*S*,2a*R*,6*S*,9*S*,11*R*,23a*R*,23b*S*)-6-*tert*-butyl-*N*-[(1*R*,2*R*)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-19,19-difluoro-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1*H*,9*H*-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-*b*]quinoxaline-9-carboxamide.



Example 18

Example 18 was prepared in a similar fashion to Example 17, substituting Intermediate A9 for Intermediate A10 in Step 7. Example 18 (234 mg) was isolated as a TFA salt. Analytical HPLC RetTime: 8.87 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₉H₄₉F₄N₆O₈S : 837.33; found: 837.26. ¹H-NMR (400 MHz, CDCl₃) δ 10.21 (s, 1H), 8.13(d, 1H), 7.86 (d, 1H), 7.77 (dd, 1H), 7.67 (dd, 1H), 7.24 (s, 1H), 6.22 (t, 1H), 5.91 (dt, 1H), 5.36(d, 1H), 4.89 (d, 1H), 4.51 (d, 1H), 4.37 – 4.33 (m, 1H), 4.27 (d, 1H), 4.08 (dd, 1H), 2.93 – 2.87 (m, 1H), 2.50 – 2.32 (m, 3H), 2.10 – 1.91 (m, 5H), 1.80 – 1.25 (m, 13H), 1.08 – 1.01 (m, 10H), 0.53 – 0.50 (m, 1H), 0.44 – 0.43 (m, 1H).

Example **19**. Preparation of (1a*S*,2a*R*,6*S*,9*S*,11*R*,23a*R*,23b*S*)-6-*tert*-butyl-15-chloro-*N*-[(1*R*,2*R*)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a, 23b-hexadecahydro-1*H*,9*H*-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-*b*]quinoxaline-9-carboxamide.



Step 1. Preparation of **19-1**. Intermediate **C9** (1 g, 3.61 mmol), *N*-Boc-*trans*-4-hydroxy-L-proline methyl ester (1.06 g, 4.33 mmol) and Cs₂CO₃ (1.41 g, 4.33 mmol) were suspended in MeCN (18 mL). The reaction mixture was stirred

at rt for 18 h, then filtered through a pad of Celite. The solids were rinsed with EtOAc. The filtrate and washings were combined and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography to afford substituted quinoxaline **19-1**. LCMS-ESI⁺ (*m/z*): [M-Boc+2H]⁺ calcd for C₁₄H₁₄Cl₂N₃O₃:

5 342.04; found: 342.04.

Step 2. Preparation of **19-2**. Substituted quinoxaline **19-1** (425 mg, 0.961 mmol) was dissolved in DCM (10 mL) and treated with HCl (4.0 M in dioxane, 5 mL, 20 mmol). After stirring at rt for 2.5 h, the reaction mixture was concentrated *in vacuo* to afford proline hydrochloride salt **19-2**, which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₁₄H₁₄Cl₂N₃O₃:

10 342.04; found: 342.11.

Step 3. Preparation of **19-3**. Amine hydrochloride salt **19-2** (0.961 mmol) was treated with Intermediate **B3** (348 mg, 1.08 mmol), BEP (315 mg, 1.15 mmol), EtOAc (9 mL), NMP (1 mL) and DIPEA (0.84 mL, 4.81 mmol). After stirring at 50 °C for 1.5 h, the reaction mixture was diluted with EtOAc. The organic layer was washed with saturated aqueous NaHCO₃ and brine, then dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography to afford amide **19-3**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₁Cl₂N₄O₆: 647.24; found: 647.35.

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Step 4. Preparation of **19-4**. Chloroquinoxaline **19-3** (281 mg, 0.434 mmol) was treated with potassium vinyltrifluoroborate (87 mg, 0.651 mmol), Pd(dppf)Cl₂•DCM adduct (35 mg, 0.043 mmol), EtOH (4 mL) and Et₃N (0.091 mL, 0.65 mmol). The stirred reaction mixture was heated to reflux for 1 h, then cooled to rt and diluted with EtOAc. The organic mixture was washed with H₂O and brine, then dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The crude residue was purified by silica gel chromatography to afford vinyl quinoxaline **19-4**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₄H₄₄ClN₄O₆: 639.29; found: 639.86.

20

25

Steps 5 and 6. Preparation of **19-5**. Vinyl quinoxaline **19-4** (203 mg, 0.318 mmol) was combined with Zhan Catalyst-1B (21 mg, 0.032 mmol) in DCE (64 mL). The suspension was degassed for 20 min with bubbling N₂ then heated to

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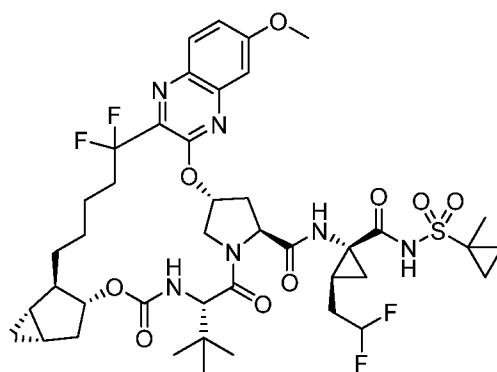
reflux for 40 min. After cooling to rt, the mixture was concentrated *in vacuo*. The crude mixture was purified by silica gel chromatography to afford macrocycle **19-5** (110 mg; LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₀ClN₄O₆: 611.26; found: 611.30). This residue (109 mg, 0.178 mmol) was dissolved in EtOAc (40 mL) and treated with 5% Rh/Al₂O₃ (40 mg). H₂ was bubbled through the suspension for 1 min then the reaction mixture was allowed to stir under an H₂ atmosphere for 1 h. After this period, more 5% Rh/Al₂O₃ (80 mg) was added to the reaction mixture. H₂ was bubbled through the suspension for 1 min and the reaction mixture was allowed to stir under an H₂ atmosphere for an additional 1 h. The reaction mixture was filtered through Celite, then concentrated *in vacuo* to produce the methyl ester **19-5** which was carried on without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₂ClN₄O₆: 613.28; found: 613.29.

Step 7. Preparation of **19-6**. Methyl ester **19-5** (0.187 mmol) was treated with THF (10 mL) and LiOH (1.0 M in H₂O, 10 mL, 10 mmol). The reaction mixture was stirred for 3 h then concentrated *in vacuo* to remove THF. The remaining suspension was poured into 10% HCl. The aqueous layer was then extracted 3x with DCM. The combined organics were dried over anhydrous MgSO₄, filtered and concentrated *in vacuo* to afford carboxylic acid **19-6** which was carried on without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₁H₄₀ClN₄O₆: 599.26; found: 599.04.

Step 8. Preparation of Example **19**. In DMF (2 mL), carboxylic acid **19-6** (110 mg, 0.184 mmol) was combined with **A9** (80 mg, 0.28 mmol), HATU (84 mg, 0.22 mmol) and DIPEA (0.16 mL, 0.92 mmol). The reaction mixture was stirred at rt for 1 h then quenched by addition of 1 mL H₂O. The aqueous suspension was filtered and purified by HPLC to afford Example **19** as a TFA salt. This material contained an impurity, thus it was dissolved in EtOAc and the organic solution was washed 2x with saturated aqueous NaHCO₃ in order to free base the material. The organic layer was dried over MgSO₄, filtered and concentrated *in vacuo*. The resulting residue was purified by silica gel chromatography to afford Example **19**. Analytical HPLC RetTime: 9.30 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₉H₅₀ClF₂N₆O₈S: 835.31; found: 835.44. ¹H-NMR (400 MHz, CD₃OD) δ 7.93

– 7.84 (m, 1H), 7.83 – 7.76 (m, 1H), 7.61 – 7.51 (m, 1H), 6.87 (d, $J = 9.3$ Hz, 1H), 5.95 (m, $J = 62.1, 31.3, 5.0$ Hz, 2H), 4.99 (d, $J = 7.5$ Hz, 1H), 4.52 – 4.37 (m, 2H), 4.32 (d, $J = 9.3$ Hz, 1H), 4.11 (dd, $J = 11.9, 3.8$ Hz, 1H), 3.08 – 2.90 (m, 2H), 2.81 (ddd, $J = 14.0, 11.6, 4.6$ Hz, 1H), 2.50 (dd, $J = 13.9, 6.2$ Hz, 1H), 2.37 – 2.12 (m, 2H), 1.97 (ddd, $J = 15.4, 10.2, 3.6$ Hz, 3H), 1.85 (dd, $J = 12.0, 7.7$ Hz, 1H), 1.75 (d, $J = 14.6$ Hz, 1H), 1.71 – 1.20 (m, 13H), 1.17 – 0.97 (m, 12H), 0.97 – 0.79 (m, 1H), 0.57 (dd, $J = 8.6, 4.1$ Hz, 1H), 0.54 – 0.45 (m, 1H).

Example **20**. Preparation of (1aS,2aR,6S,9S,11R,23aR,23bS)-6-tert-butyl-N-[(1R,2S)-2-(2,2-difluoroethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-19,19-difluoro-15-methoxy-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1H,9H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-b]quinoxaline-9-carboxamide.

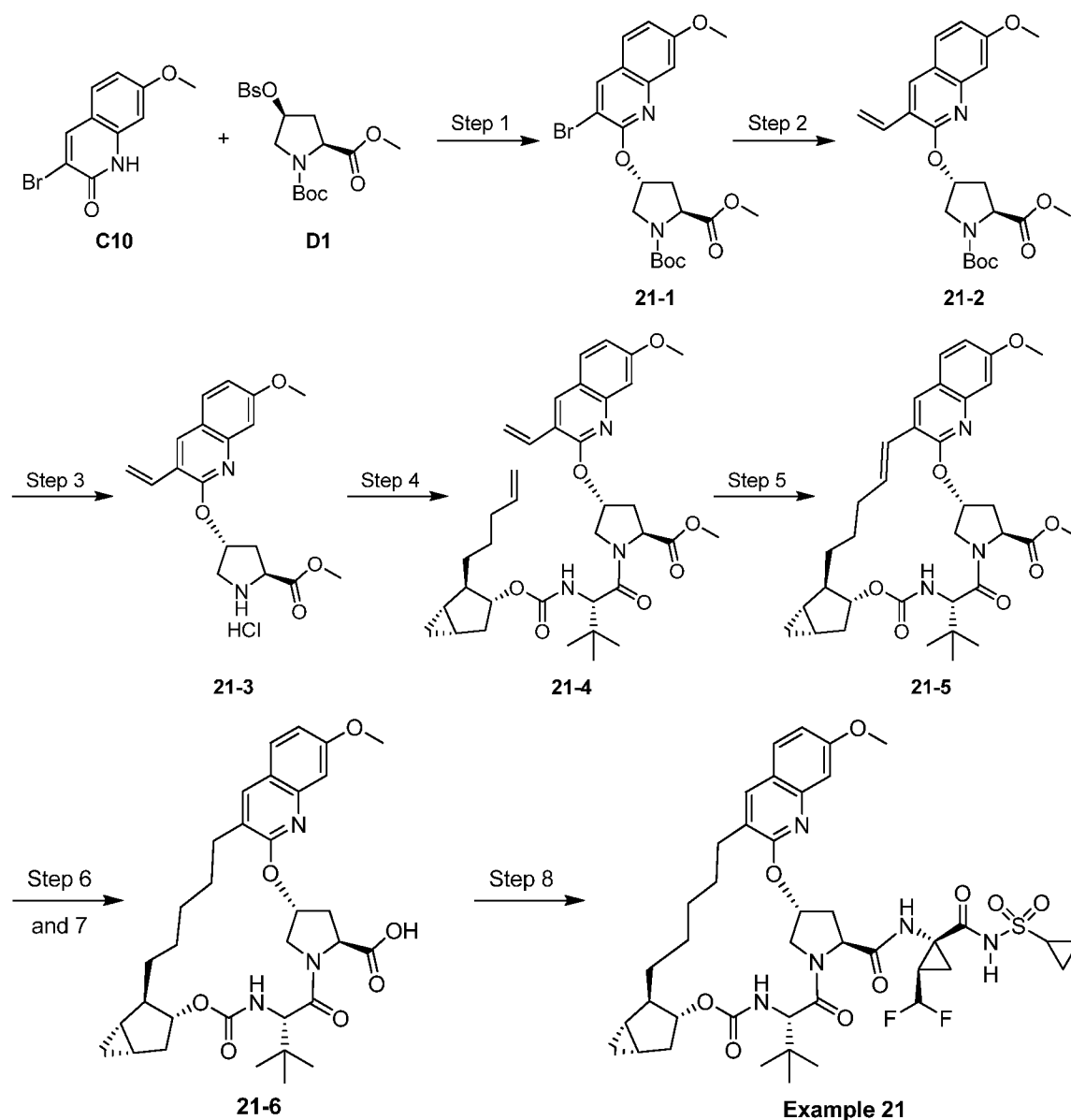


Example 20

Example **20** was prepared in a similar fashion to Example **9**, substituting Intermediate **A8** for Intermediate **A9** in Step 7. Example **20** (9.4 mg) was isolated as a TFA salt. Analytical HPLC RetTime: 8.90 min. LCMS-ESI⁺ (m/z): [M+H]⁺ calcd for C₄₂H₅₅F₂N₆O₉S: 895.36; found: 895.64. ¹H-NMR (400 MHz, CD₃OD) δ 9.23 (s, 1H), 7.93 (d, $J = 9.0$ Hz, 1H), 7.39 – 7.24 (m, 2H), 6.15 (s, 1H), 5.89 (tt, $J = 57.4, 4.2$ Hz, 1H), 4.94 (d, $J = 7.5$ Hz, 1H), 4.45 (dd, $J = 11.2, 5.8$ Hz, 2H), 4.32 (s, 1H), 4.13 (dd, $J = 12.0, 3.7$ Hz, 1H), 3.96 (s, 3H), 2.63 –

2.44 (m, 2H), 2.31 – 1.91 (m, 6H), 1.84 – 1.70 (m, 2H), 1.71 – 1.25 (m, 15H), 1.06 (s, 10H), 0.96 – 0.84 (m, 2H), 0.59 – 0.48 (m, 2H).

5 Example **21**. Preparation of (1a*S*,2a*R*,6*S*,9*S*,11*R*,23a*R*,23b*S*)-6-*tert*-butyl-*N*-[(1*R*,2*R*)-1-[(cyclopropylsulfonyl)carbamoyl]-2-(difluoromethyl)cyclopropyl]-15-methoxy-4,7-dioxo-1a,2,2a,4,5,6,7,10,11,19,20,21,22,23,23a,23b-hexadecahydro-1*H*,9*H*-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6]dioxadiazacyclononadecino[11,12-*b*]quinoline-9-carboxamide.



Step 1. Preparation of **21-1**. Intermediate **C10** (1 g, 3.92 mmol) was combined with Intermediate **D1** (1.51 g, 3.24 mmol) and Cs_2CO_3 (1.92 g, 5.88 mmol) as a suspension in NMP (30 mL) and warmed to 40 °C. After 16 h the reaction was cooled to rt, diluted with EtOAc and washed successively with H_2O ,
5 saturated aqueous NaHCO_3 , and brine. The organic phase was dried over anhydrous MgSO_4 , filtered and concentrated *in vacuo* to afford **21-1** which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{21}\text{H}_{26}\text{BrN}_2\text{O}_6$: 481.10; found: 480.95.

Step 2. Preparation of **21-2**. Bromoquinoline **21-1** (1.48 g, 3.07 mmol) was
10 treated with potassium vinyltrifluoroborate (618 mg, 4.61 mmol), $\text{Pd}(\text{dppf})\text{Cl}_2 \cdot \text{DCM}$ (125 mg, 0.15 mmol), EtOH (30 mL) and Et_3N (0.63 mL, 4.61 mmol). The reaction mixture was stirred at reflux for 1.5 h then cooled to rt and diluted with EtOAc. The organic phase was washed with water and brine then dried over anhydrous MgSO_4 , filtered and concentrated *in vacuo*. The crude
15 residue was purified by silica gel chromatography (10% to 40% EtOAc/Hex) to afford vinylquinoline **21-2**. LCMS-ESI⁺ (*m/z*): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{23}\text{H}_{29}\text{N}_2\text{O}_6$: 429.20; found: 429.44.

Step 3. Preparation of **21-3**. Vinyl quinoline **21-2** (920 mg, 2.15 mmol) was dissolved in DCM (5 mL) and MeOH (1 mL) and treated with HCl (4.0 M in
20 dioxane, 5 mL). After stirring at rt for 3 h, the reaction mixture was concentrated *in vacuo* to afford amine hydrochloride **21-3** which was carried on without further purification. LCMS-ESI⁺ (*m/z*): $[\text{M}+\text{H}]^+$ calcd for $\text{C}_{18}\text{H}_{21}\text{N}_2\text{O}_4$: 329.15; found: 329.2.

Step 4. Preparation of **21-4**. Amine hydrochloride **21-3** (358 mg, 0.96
25 mmol) and Intermediate **B3** (310 mg, 0.96 mmol) were combined and treated with BEP (289 mg, 1.06 mmol), EtOAc (9 mL), NMP (1 mL) and DIPEA (0.50 mL, 2.88 mmol). After stirring at 40 °C for 1.5 h, additional DIPEA (0.2 mL, 1.15 mmol) was added and the mixture was stirred an additional 30 min. After cooling to rt, the reaction mixture was diluted with EtOAc and washed successively with
30 saturated aqueous NaHCO_3 and brine. The organic phase was dried over anhydrous MgSO_4 , filtered and concentrated *in vacuo*. The crude residue was

purified by silica gel chromatography (10% to 40% EtOAc/Hex) to afford amide **21-4**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₆H₄₈N₃O₇: 634.35; found: 634.47.

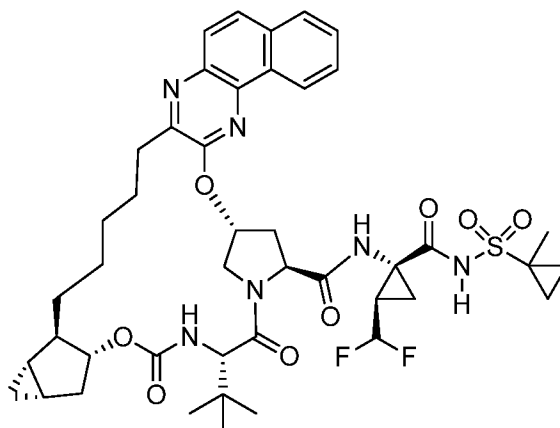
Step 6. Preparation of **21-5**. Vinylquinoline **21-4** (358 mg, 0.56 mmol) was dissolved in DCE (100 mL) and treated with Zhan Catalyst-1B (41 mg, 0.06 mmol). The mixture was degassed with bubbling N₂ for 30 min the heated to reflux for 45 min. The reaction mixture was concentrated *in vacuo* and the crude residue was purified by silica gel chromatography (0% to 30% EtOAc/Hex) to afford macrocycle **21-5**. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₄H₄₄N₃O₇: 606.32; found: 606.16.

Steps 6 and 7. Preparation of **21-6**. Macrocycle **21-5** (235 mg, 0.39 mmol) was dissolved in EtOH (6 mL). Pd/C (10 wt % Pd, 200 mg) was added and H₂ was bubbled through the suspension for 2 min. The stirred reaction mixture was maintained under 1 atm of H₂ for 45 min before being filtered over Celite and concentrated *in vacuo*. This residue was used subsequently without further purification. (LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₂FN₄O₆: 597.31; found: 597.36). This residue (0.39 mmol theoretical) was treated with THF (3 mL), H₂O (3 mL), and LiOH (28 mg, 1.17 mmol). The mixture was stirred for 1 h then diluted with EtOAc. The mixture was acidified to pH 3 with 1 N HCl and extracted 3x with EtOAc. The combined organics were washed with brine and dried over anhydrous MgSO₄, filtered and concentrated *in vacuo* to afford carboxylic acid **21-6** which was used subsequently without further purification. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₄N₃O₇: 594.32; found: 594.50.

Step 8. Preparation of Example **21**. Carboxylic acid **21-6** (175 mg, 0.30 mmol) was treated with Intermediate **A9** (113 mg, 0.39 mmol), TBTU (140 mg, 0.44 mmol), DMAP (55 mg, 0.45 mmol), DCM (5 mL) and DIPEA (0.16 mL, 0.90 mmol). The reaction mixture was stirred for 1.5 h, and additional DIPEA (0.10 mL, 0.55 mmol) was added. After stirring for 30 min, the mixture was diluted with EtOAc, washed with saturated aqueous NaHCO₃, and brine. The organic phase was dried over anhydrous MgSO₄, filtered and concentrated *in vacuo*. The crude residue was purified by HPLC to afford Example **21** as a TFA salt. Analytical HPLC RetTime: 9.17 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₁H₅₄F₂N₅O₉S:

830.36; found: 830.55. ¹H-NMR (400 MHz, CD₃OD) δ 9.36 (s, 1H), 7.84 (s, 1H), 7.62 (d, *J* = 8.9 Hz, 1H), 7.19 (d, *J* = 2.4 Hz, 1H), 7.02 (dd, *J* = 8.9, 2.5 Hz, 1H), 6.11 (t, *J* = 3.6 Hz, 1H), 5.90 (td, *J* = 55.8, 6.6 Hz, 1H), 5.49 (s, 1H), 5.03 (d, *J* = 7.6 Hz, 1H), 4.40 (dd, *J* = 12.0, 6.9 Hz, 3H), 4.10 (dd, *J* = 11.6, 3.9 Hz, 1H), 3.90 (s, 3H), 3.06 – 2.91 (m, 1H), 2.74 (m, 1H), 2.60 – 2.40 (m, 2H), 2.30 – 2.13 (m, 2H), 2.09 – 1.89 (m, 5H), 1.81 – 1.18 (m, 13H), 1.16 – 1.09 (m, 2H), 1.05 (d, *J* = 14.4 Hz, 9H), 0.62 – 0.45 (m, 2H).

Example **22**. Preparation of (33R,35S,91S,93R,94R,95S,5S)-5-(tert-butyl)-N-((1R,2R)-2-(difluoromethyl)-1-(((1-methylcyclopropyl)sulfonyl)carbamoyl)cyclopropyl)-4,7-dioxo-2,8-dioxa-6-aza-1(2,3)-benzo[*f*]quinoxalina-3(3,1)-pyrrolidina-9(3,4)-bicyclo[3.1.0]hexanacyclotetradecaphane-35-carboxamide.

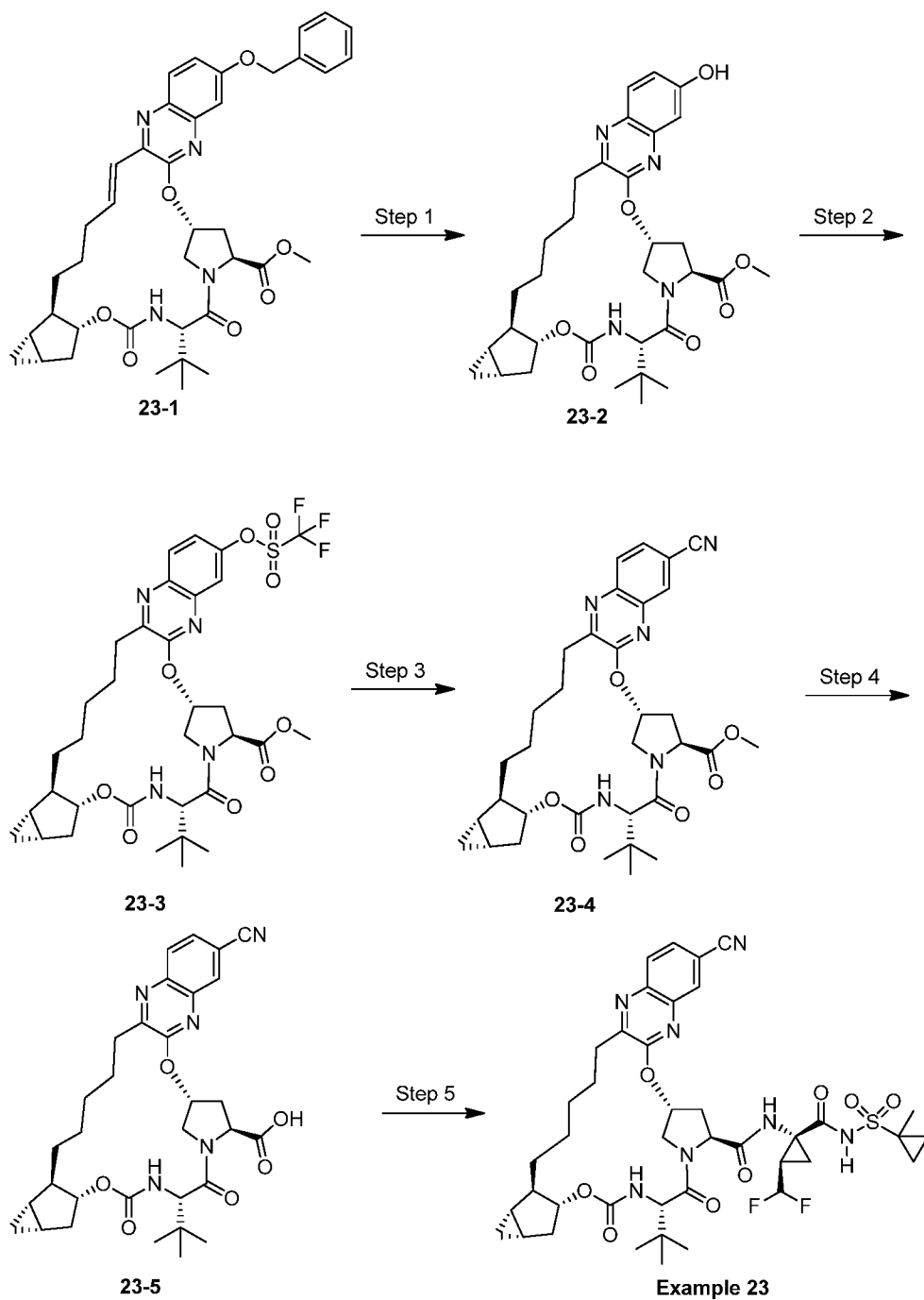


Example **22**

Example **22** was prepared similarly to example 11, substituting intermediate C13 for intermediate C3 in step 1. Example **22** was isolated as a TFA salt (53 mg). Analytic HPLC RetTime: 9.63 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₄H₅₅F₂N₆O₈S: 865.38; found: 865.51.

Example **23**. Preparation of (33R,35S,91S,93R,94R,95S,5S)-5-(tert-butyl)-17-cyano-N-((1R,2R)-2-(difluoromethyl)-1-(((1-methylcyclopropyl)sulfonyl)carbamoyl)cyclopropyl)-4,7-dioxo-2,8-dioxa-6-aza-

1(2,3)-quinoxalina-3(3,1)-pyrrolidina-9(3,4)-
bicyclo[3.1.0]hexanacyclotetradecaphane-35-carboxamide.



Intermediate **23-1** was prepared as for Intermediate **11-5**, using intermediate **C11** in place of Intermediate **C3** in step 1. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₉H₄₇N₄O₂: 683.34; found: 683.39.

Step 1. Preparation of **23-2**: A mixture of Intermediate **23-1** (318 mg, 0.466 mmol), in 46 mL ethanol and 46 mL ethyl acetate was hydrogenated over 318 mg of 10% palladium on carbon. After 4 hours, the mixture was filtered over Celite and the filtrate was concentrated under reduced pressure. The resulting residue was purified by silica gel chromatography (5–60% ethyl acetate in hexanes) to yield **23-2** (245 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₃N₄O₇: 595.31; found: 595.23.

Step 2. Preparation of **23-3**: A mixture of Intermediate **23-2** (245 mg, 0.412 mmol), in 1.6 mL of dichloromethane was chilled in an ice bath before addition of triethylamine (0.459 mL, 3.3 mmol) and then trifluoromethanesulfonic anhydride (0.104 mL, 0.618 mmol). The mixture was allowed to stir and come to room temperature. Once complete, the reaction was quenched with water and the product was extracted into ethyl acetate. The organic layer was dried over anhydrous sodium sulphate, filtered, and concentrated under reduced pressure. The resulting residue was purified by silica gel chromatography (25–75% ethyl acetate in hexanes) to yield **23-3** (245 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₂F₃N₄O₉S: 727.26; found: 727.33.

Step 3. Preparation of **23-4**: A mixture of Intermediate **23-3** (158 mg, 0.217 mmol), tetrakis(triphenylphosphine)palladium 2.0 M in ether (25.12 mg, 0.02 mmol), and zinc cyanide, 98% (51.07 mg, 0.43 mmol) in 1 mL of dimethylformamide was degassed with argon for 10 minutes, then heated at 80°C for 30 minutes. The mixture was then concentrated under reduced pressure. The resulting residue was purified by silica gel chromatography (5–70% ethyl acetate in hexanes) to yield **23-4** (122 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₂N₅O₆: 604.31; found: 604.03.

Step 4. Preparation of **23-5**: A mixture of Intermediate **23-4** (120 mg, 0.199 mmol) in 1.5 mL tetrahydrofuran and 1.0 mL water was treated with lithium hydroxide monohydrate (33.36 mg, 0.8 mmol). After 6 hours, 1 mL of 2 N

hydrochloric acid was added and the mixture was concentrated under reduced pressure. The resulting residue was partitioned between water and ethyl acetate, adding 2 N hydrochloric acid dropwise to ensure acidity. The organic phase was dried over anhydrous sodium sulphate, filtered, concentrated to yield

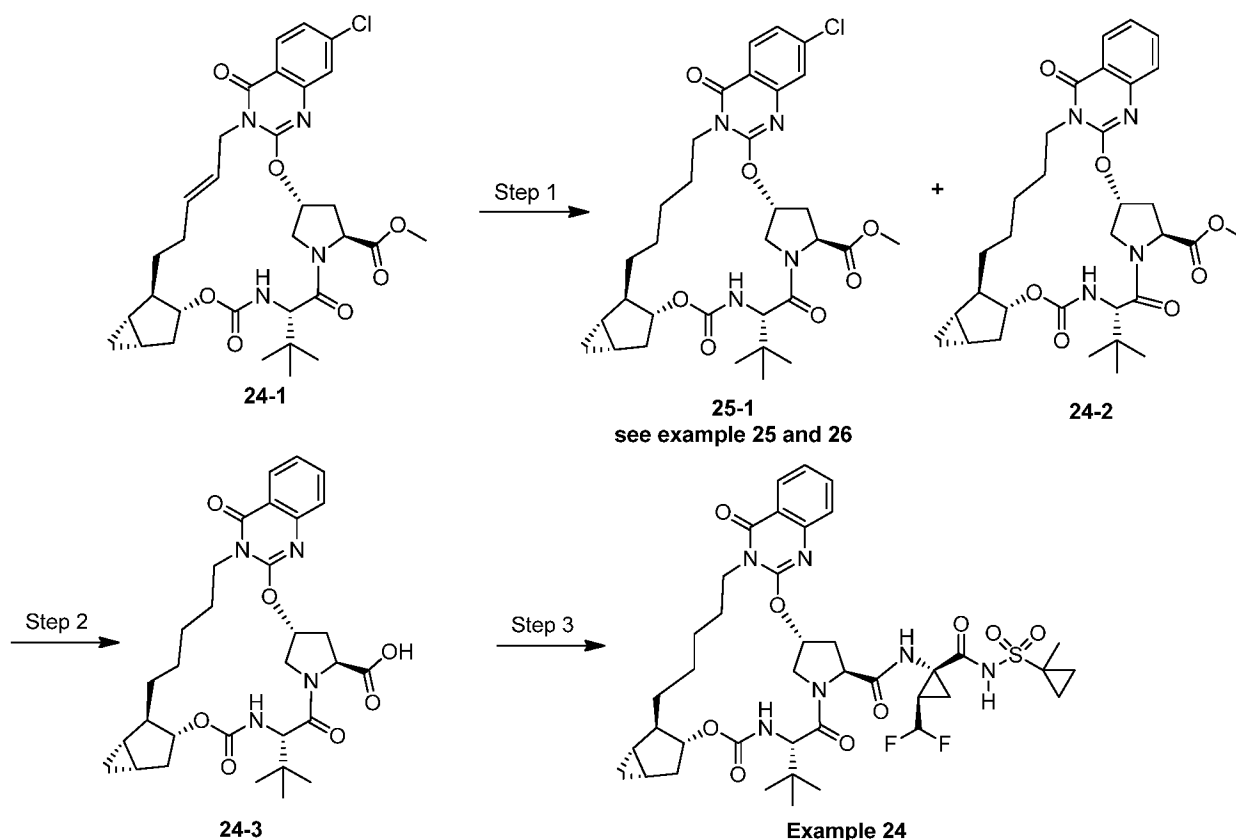
5 **23-5** (101 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₀N₅O₆: 590.30; found: 590.15.

Step 5. Preparation of **23-6**: To a suspension of carboxylic acid **23-5** (95 mg, 0.161 mmol) and Intermediate **A10** (59 mg, 0.193 mmol) in DMF (0.8 mL) was added HATU (74 mg, 0.193 mmol) and DIPEA (113 μL, 0.644 mmol) at

10 23 °C. After 10 min, the solution was treated with 0.5 mL formic acid and purified by reverse phase HPLC to provide the TFA salt of Example **23**. Analytical HPLC RetTime: 8.86 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₁H₅₂F₄N₇O₈S : 840.177; found: 840.29.

15 Example **24**. Preparation of (1aS,2aR,6S,9S,11R,24aR,24bS)-6-tert-butyl-N-[(1R,2R)-2-(difluoromethyl)-1-{(1-methylcyclopropyl)sulfonyl}carbamoyl}cyclopropyl]-4,7,18-trioxo-1a,2,2a,4,5,6,7,10,11,20,21,22,23,24,24a,24b-hexadecahydro-1H,9H,18H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6,12]dioxatriazacyclonona

20 decino[11,12-b]quinazoline-9-carboxamide.



Intermediate **24-1** was prepared as for Intermediate **17-4**, using intermediate **C12** in place of Intermediate **C8** in step 1. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₀ClN₄O₇: 627.26; found: 627.10.

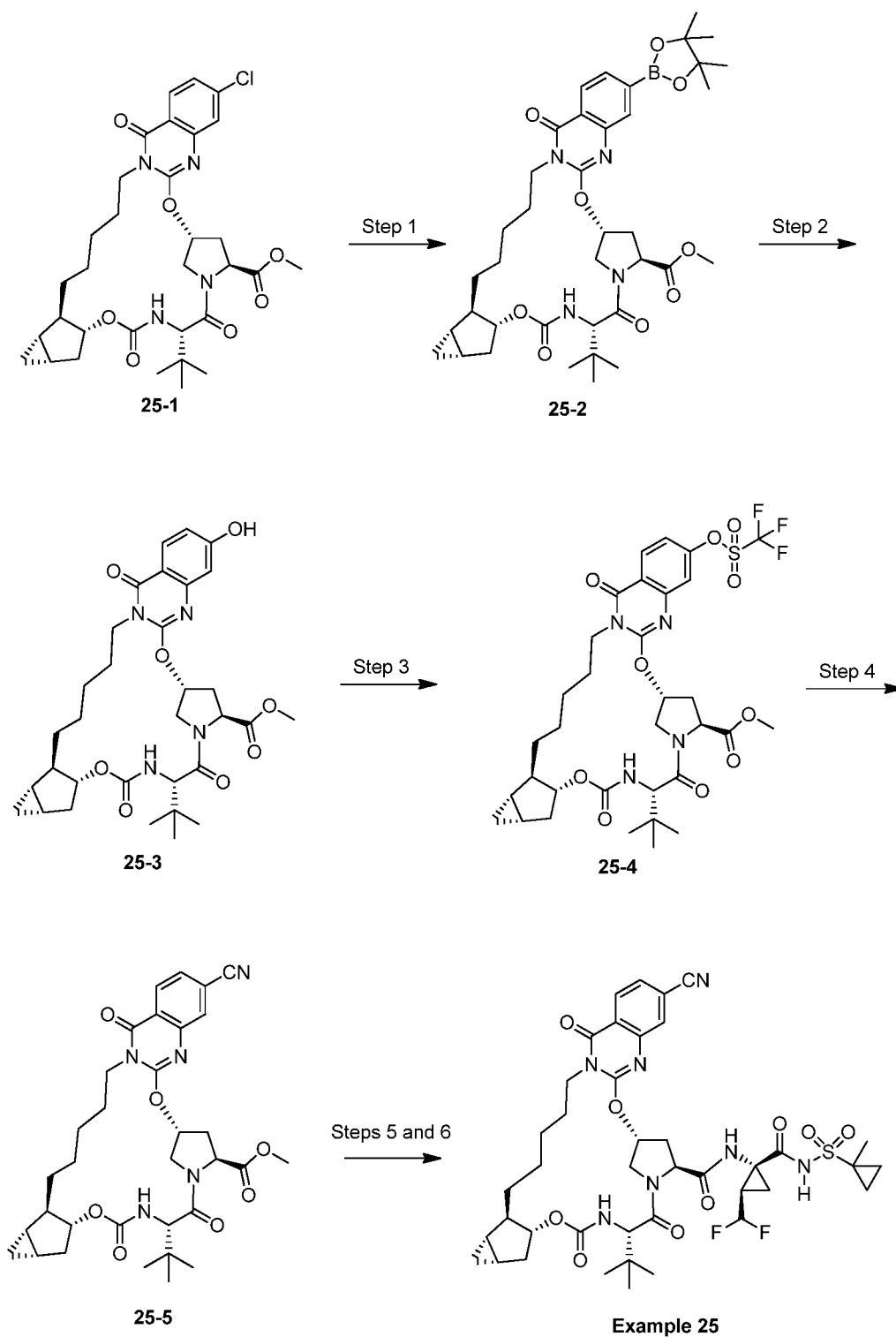
Step 1: Preparation of **25-1** and **24-2**. Macrocyclic olefin **24-1** (0.574g, 0.915 mmol) was dissolved in 100 mL ethyl acetate. After degassing with Ar, 5% Rh/Al (0.12 g, 115 mmol) was added and the mixture was hydrogenated for 24 hours at 1 atm. Filtration through Celite, concentration, and silica gel chromatography (10% - 25% ethyl acetate in hexanes gradient) provided intermediate **24-2** (24 mg) and intermediate **25-1** (385 mg). For **25-1**, LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₂ClN₄O₇: 629.27; found: 629.28. For **24-2**, LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₃N₄O₇: 595.31; found: 594.91.

Step 2. Preparation of **24-3**: A mixture of Intermediate **24-2** (24 mg) in 1 mL methanol was treated 0.25 mL of 1N lithium hydroxide. After 2 hours, the mixture was concentrated under reduced pressure and partitioned between water and ethyl acetate. The organic phase was dried over anhydrous sodium

sulphate, filtered, concentrated to yield **24-3** (25 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₁H₄₁N₄O₇: 581.30; found: 581.03.

Step 3. Preparation of **Example 24**: To a suspension of carboxylic acid **24-3** (25 mg, 0.044 mmol) and Intermediate **A10** (16 mg, 0.053 mmol) in DMF (0.2 mL) was added HATU (20 mg, 0.053 mmol) and DIPEA (31 μL, 0.176 mmol) at 23 °C. After 10 min, the solution was treated with 0.5 mL formic acid and purified by reverse phase HPLC to provide the TFA salt of Example **24** (11.7mg). Analytical HPLC RetTime: 8.72 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₀H₅₃F₂N₆O₉S : 831.95; found: 831.36.

Example **25**. Preparation of (1aS,2aR,6S,9S,11R,24aR,24bS)-6-tert-butyl-15-cyano-N-[(1R,2R)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-4,7,18-trioxo-1a,2,2a,4,5,6,7,10,11,20,21,22,23,24,24a,24b-hexadecahydro-1H,9H,18H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6,12]dioxatriazacyclonona decino[11,12-b]quinazoline-9-carboxamide.



Step 1. Preparation of **25-2**. Intermediate **25-1** (0.315 g, 0.501 mmol), Bis (Pinacolato) Diboron (0.25 g, 1 mmol), and potassium acetate (0.15 g, 1.5 mmol) was dissolved in 5 mL 1,4-dioxane and degassed with Ar for 15 minutes.

Then tris(dibenzylideneacetone) dipalladium (o) (0.02 g, 0.02 mmol) and 2-(dicyclohexylphosphino)-2',4',6'-triisopropylbiphenyl (0.02 g, 0.05 mmol) was added and the mixture was heated at 90°C for 45 minutes. The mixture was concentrated and purified by silica gel chromatography (5% - 80% ethyl acetate in hexanes gradient) to provide intermediate **25-2** (0.456g). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₈H₅₄BN₄O₉: 721.40; found: 721.20.

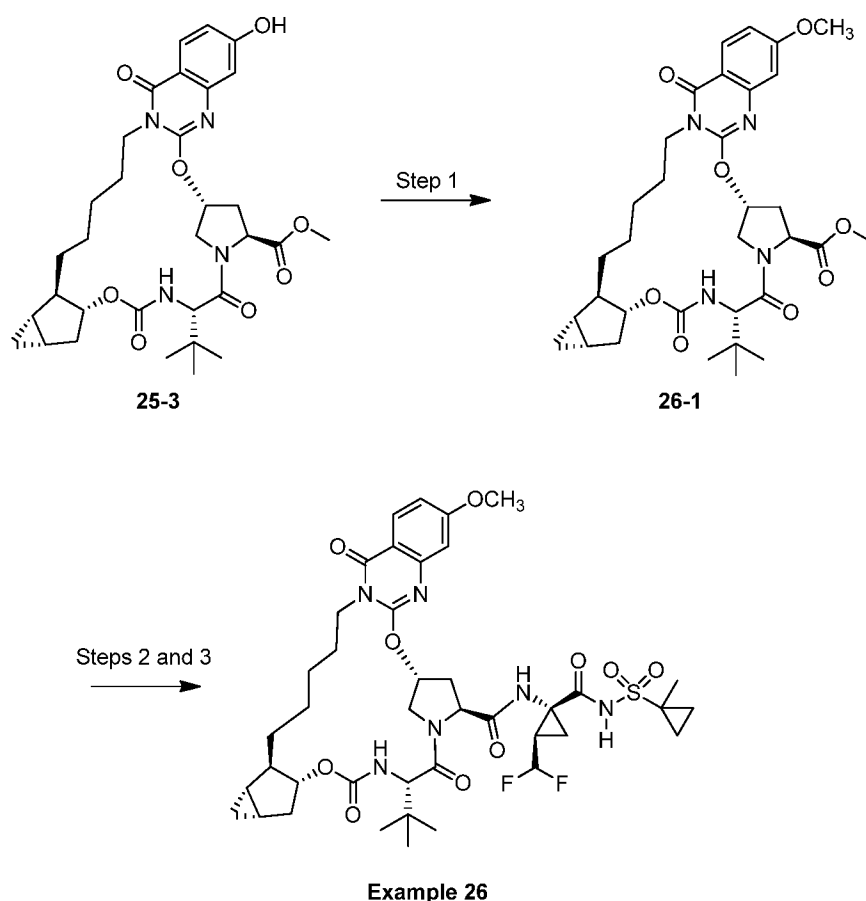
Step 2. Preparation of **25-3**. A solution of **25-2** (0.360 g, 0.5 mmol) in 4 mL THF and 4mL of 0.5 N sodium hydroxide was treated with hydrogen peroxide (35%, 485.48 mg, 5 mmol) and triethylamine (0.81 ml, 5.81 mmol). After 5 minutes, the reaction was quenched with 1N HCl and extracted with ethyl acetate. The organic layer was dried over Na₂SO₄, filtered and concentrated. Silica gel chromatography using a 5% - 100% ethyl acetate in hexanes gradient gave **25-3** (224 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₂H₄₃N₄O₈: 611.31; found: 611.14.

Step 3. Preparation of **25-4**. An ice cold solution of **25-3** (0.104 g, 0.17 mmol) and triethylamine (0.19 ml, 1.362 mmol) in 1 mL DCM was treated with trifluoromethanesulfonic anhydride solution, 1M in methylene chloride (0.043 ml, 0.26 mmol) dropwise. After stirring for 3 hours, the reaction was quenched with water and extracted with ethyl acetate. The organic layer was washed with water and brine, dried over Na₂SO₄, filtered and concentrated. Silica gel chromatography using a 25% - 75% ethyl acetate in hexanes gradient gave **25-4** (126 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₂F₃N₄O₁₀S: 743.26; found: 743.06.

Step 4. Preparation of **25-5**. Degassed a mixture of macrocycle triflate **25-4** (126 mg, 0.17 mmol), tetrakis(triphenylphosphine)palladium (19.6 mg, 0.017 mmol), zinc cyanide, 98% (39.9 mg, 0.34 mmol) in 1.7 mL DMF for 10 minutes. The reaction was heated at 80 °C for 30 minutes. The reaction was concentrated. The crude product was purified by silica gel chromatography using a gradient of 5% -70% ethyl acetate in hexanes to give intermediate **25-5** (94 mg). LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₂N₅O₇: 620.31; found: 620.09.

Steps 5 and 6. Preparation of Example 25. A solution of 25-5 (94 mg, 0.015 mmol) in 1.5 mL THF and 1 mL water was treated with lithium hydroxide monohydrate (25mg, 0.061 mmol) and stirred for 1.5 hours at room temperature. The mixture was acidified with 1N hydrochloric acid and extracted with ethyl acetate. The organic phase was separated, dried over anhydrous sodium sulphate, filtered and concentrated to give 87mg of the crude carboxylic acid. This residue was treated with HATU (65.5 mg, 0.172 mmol) and 0.8 mL DMF, then A10 (53mg, 0.172 mmol) and DIPEA (0.1 ml, 0.58 mmol) were added. After 25 min, several drops of formic acid and methanol to total volume of 1.2mL was added and the product was purified by reverse phase HPLC to give the TFA salt of Example 25 (75mg). Analytic HPLC RetTime: 8.65 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₁H₅₂F₂N₇O₉S: 856.35; found: 855.95.

Example 26. Preparation of (1aS,2aR,6S,9S,11R,24aR,24bS)-6-tert-butyl-N-[(1R,2R)-2-(difluoromethyl)-1-[(1-methylcyclopropyl)sulfonyl]carbamoyl]cyclopropyl]-15-methoxy-4,7,18-trioxo-1a,2,2a,4,5,6,7,10,11,20,21,22,23,24,24a,24b-hexadecahydro-1H,9H,18H-8,11-methanocyclopropa[4',5']cyclopenta[1',2':18,19][1,10,3,6,12]dioxatriazacyclonona decino[11,12-b]quinazoline-9-carboxamide.



Step 1. Preparation of **26-1**. To a solution of **25-3** (110 mg, 0.18 mmol) in 2 mL methanol was added iodomethane (0.03 mL, 0.54 mmol) and potassium carbonate (74.68 mg, 0.54 mmol). The mixture was heated at 80°C for 30 minutes, then was diluted with ethyl acetate and washed with water and brine. The organic phase was concentrated to give crude **26-1**, 105 mg (93.3%) which was carried on directly to the step 2. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₃₃H₄₅N₄O₈: 625.32; found: 625.18.

Steps 2 and 3. Preparation of Example 26. To a solution of **26-1** (105 mg, 0.17 mmol) in 1 mL THF, 1 mL methanol and 1 mL water was added lithium hydroxide monohydrate (28 mg, 0.67 mmol). After 3.5 hours, the reaction was acidified with 1N HCl and extracted into ethyl acetate. The organic phase was dried over anhydrous sodium sulfate, filtered and concentrated, then further dried under vacuum to give 103 mg of the crude carboxylic acid. This residue was treated with HATU (76 mg, 0.20 mmol) and 1.7 mL DMF, then **A10** (61 mg, 0.20 mmol) and DIPEA (0.117 mL, 0.668 mmol) were added. After 1 hour, several

drops of formic acid and methanol to total volume of 1.2 mL was added and the product was purified by reverse phase HPLC to give the TFA salt of **Example 26** (23 mg). Analytic HPLC RetTime: 8.67 min. LCMS-ESI⁺ (*m/z*): [M+H]⁺ calcd for C₄₁H₅₅N₆O₁₀S: 861.37; found: 861.08.

5

Biological Activity

Expression and Purification of Genotype 1a, 2a, and 3 NS3 Proteases

Generation of NS3 Protease Expression Plasmids

The coding sequence of the genotype 1b (con-1 strain) HCV NS3
10 protease domain was PCR amplified from a plasmid encoding the I389luc-ubi-
neo/NS3-3'/ET replicon (Reblikon, Mainz, Germany). The 5'-PCR primer was
designed to encode an N-terminal K₃ hexahistidine tag and to insert an in-frame
recombinant Tobacco Etch virus (rTEV) protease cleavage site into the NS3
coding sequence. The resulting DNA fragment was cloned into the pET28
15 protein expression vector (Invitrogen, Carlsbad, CA) yielding the p28-N6H-Tev-
NS3(181)1b.

The coding sequences for the genotype 3 HCV protease domain was
amplified by RT-PCR using a Titan One Tube RT-PCR Kit (Roche, Indianapolis,
IN) and RNA extracted from HCV-positive human serum (BBI Diagnostics, MA)
20 using a QIAmp UltraSens Virus Kit (Qiagen, Valencia, CA). 5' PCR primers were
designed to encode N-terminal hexahistidine tags and to insert in-frame rTEV
protease cleavage sites into the NS3 protease coding sequences. The resulting
DNA fragments were cloned into pET28 yielding the expression vectors p28-
N6H-Tev-NS3(181)1a and p28-N6H-Tev-NS3(181)3, respectively.

25

NS3 Protease Protein Expression

BL21AI bacteria (Invitrogen, Carlsbad, CA) were transformed with
genotype 1b or 3 NS3 expression vectors and used to inoculate a 20 L
fermentation vessel (Sartorius BBI System Inc., Bethlehem, PA), containing 18 L
of fresh 2YT medium supplemented with 50 µg/ml kanamycin. When cell

densities reached an OD₆₀₀ of 1, the temperature of the cultures was reduced from 37° C to 28° C and induction was immediately initiated by the addition of 30 µM ZnSO₄, 14 mM L-arabinose and 1 mM Isopropyl β- D –thiogalactoside (IPTG) final concentrations. Cells were harvested by centrifugation four hours post-
5 induction and were stored as frozen pellets at -80° C prior to NS3 protein purification.

Purification of NS3 Proteases

Purification of Genotype 1b NS3 Protease

Cell pellets were thawed and resuspended at 10 ml/g cells in lysis buffer
10 containing 50 mM tris pH 7.6, 300 mM NaCl, 0.1% 3-[(3-Cholamidopropyl)dimethylammonio]-1-propanesulfonate (CHAPS), 5% glycerol, and 2 mM β-mercaptoethanol. Cell suspensions were then sonicated, filtered through cheesecloth, and passed three times through a microfluidizer at 18,000 pounds/in². The resulting lysates were centrifuged at 15500 rpm for 45 minutes
15 and supernatants were loaded onto a HisTrap HP column (GE Lifesciences) pre-equilibrated with five volumes of Ni buffer A (50 mM tris pH 7.6, 300 mM NaCl, 0.1% CHAPS, 5% glycerol, 2 mM β-mercaptoethanol, 50 mM imidazole-HCl). Proteins were eluted with a 0-100% gradient of Ni buffer A plus 500 mM imidazole-HCl and fractions were collected and pooled. The HisTrap pool was
20 diluted 1:10 with SP-A buffer (50 mM tris pH 7.0, 10% glycerol, 2 mM dithiothreitol (DTT)) and loaded onto a HiTrap SP-HP column (GE Lifesciences) equilibrated with SP-A buffer. NS3 protease was eluted with a 0-100% SP-B buffer (SP-A buffer plus 1 M NaCl) gradient. Concentrated pools of NS3-containing SP fractions were aliquoted, snap frozen in liquid nitrogen and stored
25 at -80° C.

Purification of Genotype 3 NS3 Protease

Bacterial pellets collected from the expression of genotype 3 HCV NS3 protease were homogenized in Lysis Buffer (25 mM tris, pH 7.5 buffer containing 150 mM NaCl and 1 mM phenylmethanesulfonyl fluoride (PMSF)) and passed

through a microfluidizer at 18,000 pounds/in². Homogenized cell lysates were centrifuged at 30,000 × g for 30 minutes at 4° C. The resulting P1 pellets were washed with Wash Buffer I (25 mM tris, pH 7.5 containing 1% CHAPS) followed by centrifugation at 10,000 × g for 30 minutes at 4° C. The resulting P2 pellets
5 were washed with Wash Buffer II (50 mM CAPS buffer, pH 10.8, containing 2M NaCl and 2 M urea) followed by centrifugation at 30,000 × g for minutes at 4° C. The resulting P3 pellets were resuspended in Solubilization Buffer (20 ml of 25 mM tris, pH 7.5 containing 150 mM NaCl and 8 M urea) and incubated at 4° C for one hour. Solubilized proteins were passed through a 0.45 micron filter. Protein
10 concentrations were measured and the solutions were adjusted to 40 mM DTT, incubated for 30 minutes at 4° C and then quickly diluted into Refolding Buffer (25 mM tris, pH 8.5, 0.8 M Guanidine-HCl, 0.4 M L-Arginine, 10 mM ZnSO₄) while stirring. Protein solutions were incubated at 4° C overnight to allow refolding. Refolded proteases were centrifuged at 30,000 × g for 10 minutes to
15 remove residual precipitates. Final protein concentrations were then measured and the NS3 proteases were aliquoted, snap frozen in liquid nitrogen and stored at -80° C.

Ki Determination for Genotypes 1b and 3a NS3 Protease.

Purified NS3 protease domain (amino acids 1-181) of the genotype 1b and
20 3a virus were generated as above. The internally quenched fluorogenic depsipeptide substrate Ac-DED(Edans)-EEAbuΨ[COO]ASK(Dabcyl)-NH₂ and a synthetic peptide containing the hydrophobic core residues of the NS4A protein cofactor (KKGSVVIVGRILSGRKK; NS4A peptide) were obtained from Anaspec, Inc. (San Jose, CA). Other chemicals and biochemicals were of reagent grade or
25 better and were purchased from standard suppliers.

Reactions were run at room temperature in buffer consisting of 50 mM HEPES, 40% glycerol, 0.05% Triton X-100, 10 mM DTT, and 10% DMSO. The final assay solutions contained 50 pM NS3 genotype 1b protease or 200 pM genotype 3a protease, 20 μM NS4A peptide, and 4 μM substrate (genotype 1b) or

2 μ M substrate (genotype 3a). Inhibitor concentrations varied from 100 nM to 5 μ M in 3-fold dilutions, and no-inhibitor controls were included.

Compound dilutions were made in DMSO at 20 $\times$ final concentration.

Reaction mixtures were prepared in 96-well assay plates. A solution of enzyme

5 and NS4A peptide in assay buffer (25 μ L volume with both reagents at 4 $\times$ final concentration) was mixed with 45 μ L assay buffer and 5 μ L of either inhibitor or DMSO, and pre-incubated at room temperature for 1 hour. The reaction was started by addition of 25 μ L substrate solution at 4 $\times$ final concentration. Plates were mixed vigorously for 5-10 seconds and reactions were allowed to proceed
10 for 90 minutes. Fluorescence was measured every 30 s between 90 and 120 minutes reaction time using a Tecan InfiniTe M1000 or PerkinElmer Envision multimode plate reader with an excitation wavelength of 340 nm and an emission wavelength of 490 nm.

Rates were calculated from the progress curves at steady state, in the
15 time frame of 90-120 minutes after addition of substrate. To determine the K_i , rates were plotted as a function of inhibitor concentration, and the data were fit with equation 1 (Morrison, J. F., *Biochimica et Biophysica Acta* **1969**, 185, 269-286) to calculate K_i^{app} using GraphPad Prism 5. Active fraction of enzyme was determined by active site titration with known potent inhibitors. K_i was calculated
20 from $K_i^{app}/(1 + [S]/K_m)$.

$$\frac{v}{v_0} = \frac{[E]_t - [I]_t - K_i^{app} + \sqrt{([E]_t - [I]_t - K_i^{app})^2 + 4[E]_t K_i^{app}}}{2[E]_t} \quad (1)$$

25 **Evaluation of cell-based anti-HCV activity:**

Antiviral potency (EC_{50}) was determined in both stable subgenomic HCV replicon cell lines and transient-transfected HCV replicon cells. The term half maximal effective concentration (EC_{50}) refers to the concentration of a drug

which induces a response halfway between the baseline and maximum after the exposure time specified below.

Stable subgenomic HCV replicons for genotype 1a, 1b, 2a, 3a, and 4a were established in Huh-7-derived cells as described by Lohmann et al (Lohmann V, Korner F, Koch J, et al Replication of subgenomic hepatitis C virus RNAs in a hepatoma cell line. Science 1999; 285:119-3). Each stable cell line contains a bicistronic HCV replicon that encodes a humanized *Renilla* luciferase (hRLuc) reporter gene fused to a selectable neomycin-resistance gene, followed by an EMCV IRES and the NS3-NS5B coding region of HCV. Selection for cells constitutively expressing the HCV replicon was achieved in the presence of the selection antibiotic, neomycin (G418). Luciferase activity was measured as a marker for intracellular HCV replication levels.

The genotype 1a stable replicon was derived from the H77 HCV strain and contained adaptive mutations P1496L and S2204I. The genotype 1b stable replicon was derived from the Con1 HCV strain and contained adaptive mutations E1202G, T1280I, and K1846T. The genotype 2a stable replicon was derived from the JFH-1 HCV strain and did not require adaptive mutations. The genotype 3a stable replicon was derived from the S52 HCV strain and contained adaptive mutations P1121L, A1198T and S2210I (equivalent to S2204I in genotype 1). The genotype 4a stable replicon was derived from the ED43 HCV strain and contained adaptive mutations Q1691R and S2204I. All replicon cell lines were propagated in Huh-7-derived cells and maintained in Dulbecco's modified Eagle's Medium (DMEM) supplemented with 10% fetal bovine serum (FBS) and 0.5 mg/ml G418.

Transient-transfected HCV replicons were established for genotype 1a, 1b, 3a and NS3/4a protease inhibitor resistant variants D168A in genotype 1b or R155K in genotype 1a. Transient-transfected replicons are also bicistronic subgenomic replicons but do not contain the neomycin selectable marker present in stable replicons. These replicons encode the poliovirus IRES followed by the hRLuc reporter gene, the EMCV IRES and finally the NS3-NS5B coding region of HCV. The genotype 1a (H77) and 1b (Con1) wild-type replicons were derived

from the same strain and contained the same adaptive mutations as listed above. The genotype 3a transient replicon was derived from the S52 HCV strain as above, but contained slightly different adaptive mutations P1112L, K1615E and S2210I. Specifically, the secondary adaptive mutation A1198T (A166T) in the protease domain of the stable genotype 3a replicon was replaced with K1615E (K583E) in the NS3 helicase, with no effect on replication efficiency. Removal of A166T located in the protease domain minimizes the impact of this variant on inhibitors targeting the protease domain and represents a protease domain closer to wild type for genotype 3a. Resistant replicons encoding NS3/4 protease inhibitor mutations were introduced into the 1b or 1a wild-type NS3 gene by site directed mutagenesis. In vitro transcribed RNAs from all transient replicons were transfected into naive Huh-7-derived cell lines by electroporation. Luciferase activity was measured as a marker for intracellular HCV replication levels

To perform EC₅₀ assays, cells from each HCV replicon were dispensed into 384-well plates. Compounds were dissolved in DMSO at a concentration of 10 mM and diluted in DMSO using an automated pipetting instrument. Three-fold serially diluted compounds were directly added to the cells using an automated instrument. DMSO was used as a negative (solvent; no inhibition) control, and a combination of three HCV inhibitors including a protease inhibitor; an NS5A inhibitor and a nucleoside inhibitor was used at concentrations > 100 x EC₅₀ as a positive control (100% inhibition). Seventy-two hours later, cells were lysed and *Renilla* luciferase activity were quantified as recommended by the manufacturer (Promega-Madison, WI). Non-linear regression was performed to calculate EC₅₀ values.

Results are shown in Tables 1 and 2:

**Table 1: Biological Activity Values
For Stable Subgenomic HCV Replicon Cell Lines**

Example	Ki 1B (nM)	Ki 3A (nM)	EC ₅₀ 1A RLUC (nM)	EC ₅₀ 1B RLUC (nM)	EC ₅₀ 2A RLUC (nM)	EC ₅₀ 3A RLUC (nM)	EC ₅₀ 4A RLUC (nM)
1	0.02	0.03	1.1	0.99	2.5	23	1.0

2	0.02	0.04	1.1	1.0	1.82	17	1.2
3	0.03	0.21	3.8	3.2	15	194	3.4
4	0.02	0.21	4.3	2.6	18	429	3.1
5	0.02	0.27	5.0	3.5	14	473	3.9
6	0.01	1.2	723	581	294	3845	433
7	0.05	9.5	95	82	199	3299	55
8	0.04	8.5	76	55	110	2450	33
9	0.02	0.02	1.7	1.5	2.3	6.6	1.4
10	0.02	0.02	1.6	1.4	1.6	4.9	1.3
11	0.02	0.09	1.4	1.3	2.0	61	1.2
12	0.02	0.09	1.7	1.3	2.6	89	1.4
13	0.02	0.03	3.4	3.0	1.4	7.2	3.6
14	0.01	0.01	1.4	1.1	1.4	5.0	1.4
15	0.03	0.05	3.5	3.4	3.3	30	2.6
16	0.03	0.13	3.8	4.2	2.3	127	2.3
17	0.01	0.02	5.8	4.7	2.7	26	4.8
18	0.01	0.02	4.8	4.1	2.6	18	4.2
19	0.02	0.06	1.4	1.3	3.1	82	1.8
20	0.04	0.07	6.0	5.9	5.0	46	5.0
21	0.02	0.10	1.6	0.95	3.5	115	1.4
22				5.064			
23				2.926			
24				3.022			
25				2.723			
26				1.832			

**Table 2: Biological Activity Values
For Transient-Transfected HCV Replicon Cell Lines**

Example	EC₅₀ 3A WT* (nM)	EC₅₀ 1A WT* (nM)	EC₅₀ 1A R155K[†] (nM)	EC₅₀ 1B WT* (nM)	EC₅₀ 1B D168A[‡] (nM)
1	7.1	1.0	1.5	0.61	4.6
2	5.1	1.1	1.4	0.74	3.2
3	67	5.1	11	2.9	50
4	63	2.6	27	1.2	112
5	64	4.2	35	2.1	161
7	928	72	180	53	1069
8	817	72	148	33	712
9	2.5	1.3	1.1	0.71	1.1
10	2.3	1.4	1.3	0.75	1.0
11	9.7	1.4	1.9	0.78	8.6
12	22.0	0.8	1.9	0.64	15.6
13	2.8	2.8	2.0	0.99	1.1
14	1.4	0.9	0.69	0.55	0.65
15	11	1.6	1.2	1.3	4.7
16	50	1.8	2.0	1.6	7.9
17	7.1	3.3	2.9	1.3	2.7
18	4.9	3.6	2.6	1.6	2.6
19	17	1.3	1.9	1.1	16
20	12	5.2	5.0	4.1	6.3
21	36	1.5	1.4	0.61	22
22	5.5	1.7	2.7	2.0	18
23	9.5	1.2	2.3	0.9	11
24	7.6	1.7	1.5	0.8	3.3
25	7.5	1.8	2.0	0.70	4.4
26	4.5	0.8	1.0	0.4	0.9

*WT = wild type

5 [†] NS3/4a protease inhibitor resistant variants R155K in genotype 1a

[‡] NS3/4a protease inhibitor resistant variants D168A in genotype 1b

The data in Tables 1 and 2 represent an average over time of each assays for each compound. For certain compounds, multiple assays have been conducted over the life of the project.

Pharmaceutical Compositions

The following illustrate representative pharmaceutical dosage forms, containing a compound of formula I, II, or III ('Compound X'), for therapeutic or prophylactic use in humans.

5

<u>(i) Tablet 1</u>	<u>mg/tablet</u>
Compound X=	100.0
Lactose	77.5
Povidone	15.0
Croscarmellose sodium	12.0
Microcrystalline cellulose	92.5
Magnesium stearate	<u>3.0</u>
	300.0

10

<u>(ii) Tablet 2</u>	<u>mg/tablet</u>
Compound X=	20.0
Microcrystalline cellulose	410.0
Starch	50.0
Sodium starch glycolate	15.0
Magnesium stearate	<u>5.0</u>
	500.0

20

<u>(iii) Capsule</u>	<u>mg/capsule</u>
Compound X=	10.0
Colloidal silicon dioxide	1.5
Lactose	465.5
Pregelatinized starch	120.0
Magnesium stearate	<u>3.0</u>
	600.0

30

<u>(iv) Injection (1 mg/ml)</u>	<u>mg/ml</u>
Compound X= (free acid form)	1.0
Dibasic sodium phosphate	12.0
Monobasic sodium phosphate	0.7
Sodium chloride	4.5
1.0 N Sodium hydroxide solution (pH adjustment to 7.0-7.5)	q.s.
Water for injection	q.s. ad 1 mL

35

40 The above formulations may be obtained by conventional procedures well known in the pharmaceutical art.

All references, including publications, patents, and patent documents are incorporated by reference herein, as though individually incorporated by reference. The invention has been described with reference to various specific and preferred embodiments and techniques. However, it should be understood
5 that many variations and modifications may be made while remaining within the spirit and scope of the invention.

The use of the terms "a" and "an" and "the" and similar references in the context of this disclosure (especially in the context of the following claims) are to be construed to cover both the singular and the plural, unless otherwise indicated
10 herein or clearly contradicted by context. All methods described herein can be performed in any suitable order unless otherwise indicated herein or otherwise clearly contradicted by context. The use of any and all examples, or exemplary language (e.g., such as, preferred, preferably) provided herein, is intended
15 merely to further illustrate the content of the disclosure and does not pose a limitation on the scope of the claims. No language in the specification should be construed as indicating any non-claimed element as essential to the practice of the present disclosure.

Alternative embodiments of the claimed disclosure are described herein, including the best mode known to the inventors for practicing the claimed
20 invention. Of these, variations of the disclosed embodiments will become apparent to those of ordinary skill in the art upon reading the foregoing disclosure. The inventors expect skilled artisans to employ such variations as appropriate (e.g., altering or combining features or embodiments), and the inventors intend for the invention to be practiced otherwise than as specifically
25 described herein.

Accordingly, this invention includes all modifications and equivalents of the subject matter recited in the claims appended hereto as permitted by applicable law. Moreover, any combination of the above described elements in all possible variations thereof is encompassed by the invention unless otherwise indicated
30 herein or otherwise clearly contradicted by context.

The use of individual numerical values is stated as approximations as though the values were preceded by the word "about" or "approximately."

Similarly, the numerical values in the various ranges specified in this application, unless expressly indicated otherwise, are stated as approximations as though the

5 minimum and maximum values within the stated ranges were both preceded by the word "about" or "approximately." In this manner, variations above and below the stated ranges can be used to achieve substantially the same results as values within the ranges. As used herein, the terms "about" and "approximately" when referring to a numerical value shall have their plain and ordinary meanings
10 to a person of ordinary skill in the art to which the disclosed subject matter is most closely related or the art relevant to the range or element at issue. The amount of broadening from the strict numerical boundary depends upon many factors. For example, some of the factors which may be considered include the criticality of the element and/or the effect a given amount of variation will have on
15 the performance of the claimed subject matter, as well as other considerations known to those of skill in the art. As used herein, the use of differing amounts of significant digits for different numerical values is not meant to limit how the use of the words "about" or "approximately" will serve to broaden a particular numerical value or range. Thus, as a general matter, "about" or "approximately" broaden
20 the numerical value. Also, the disclosure of ranges is intended as a continuous range including every value between the minimum and maximum values plus the broadening of the range afforded by the use of the term "about" or "approximately." Thus, recitation of ranges of values herein are merely intended to serve as a shorthand method of referring individually to each separate value
25 falling within the range, unless otherwise indicated herein, and each separate value is incorporated into the specification as if it were individually recited herein.

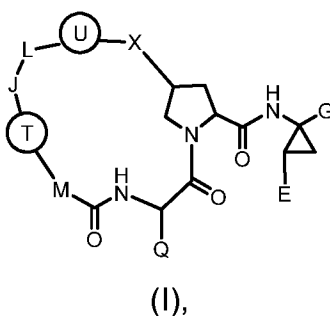
It is to be understood that any ranges, ratios and ranges of ratios that can be formed by, or derived from, any of the data disclosed herein represent further embodiments of the present disclosure and are included as part of the disclosure
30 as though they were explicitly set forth. This includes ranges that can be formed that do or do not include a finite upper and/or lower boundary. Accordingly, a

person of ordinary skill in the art most closely related to a particular range, ratio or range of ratios will appreciate that such values are unambiguously derivable from the data presented herein.

CLAIMS

What is claimed is:

1. A compound of formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

$\textcircled{\text{T}}$ is T^1 , T^2 , T^3 , T^4 , T^5 , or T^6 ;

L is L^1 , L^2 , L^3 , L^4 , L^5 , L^6 , L^7 , L^8 , L^9 , L^{10} , L^{11} or L^{12} ;

X is -O-, -CH₂-, -OC(O)-, -C(O)O-,
-C(O)-, -SO₂-, -S(O)-, -N(R¹⁶)-, -S-, =N-O- or a bond;

M is a bond, C₁-C₆ alkylene, -O-, or -N(R¹⁶)-;

Q is Q¹, Q², Q³, Q⁴, Q⁵, Q⁶ or Q⁷;

E is E¹, E², E³, E⁴, E⁵, or E⁶;

$\textcircled{\text{U}}$ is aryl, heteroaryl or heterocyclic group wherein $\textcircled{\text{U}}$ is optionally substituted with 1-4 W groups;

J is -O-, -CH₂-, -CF₂-, -C(O)-, or -N(R¹⁶)-;

G is -CO₂H, -CONHSO₂Z², tetrazolyl, -CONHP(O)(R¹⁶)₂, -P(O)(OH)(R¹⁶),
or -P(O)(R¹⁶)₂;

T^1 is C₅-C₁₂ spiro bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said spiro bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

T^2 is C₅-C₁₂ fused bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said fused bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

T³ is C₅-C₁₂ bridged bicyclic carbocyclene that is attached to J and M through two adjacent carbons, wherein said bridged bicyclic carbocyclene is optionally substituted with 1-4 Z¹ groups;

T⁴ is C₅-C₁₂ spiro bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said spiro bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

T⁵ is C₅-C₁₂ fused bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said fused bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

T⁶ is C₅-C₁₂ bridged bicyclic heterocyclene that is attached to J and M through two adjacent atoms, wherein said bridged bicyclic heterocyclene is optionally substituted with 1-4 Z¹ groups;

L¹ is C₁-C₈ alkylene or C₂-C₈ alkenylene;

L² is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 halogen atoms;

L³ is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 Z³ groups and wherein said C₁-C₈ alkylene or C₂-C₈ alkenylene is optionally substituted with 1-4 halogen atoms;

L⁴ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ cycloalkyl group, wherein L⁴ is optionally substituted with 1-4 Z¹ groups;

L⁵ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L⁵ is optionally substituted with 1-4 additional Z¹ groups;

L⁶ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene;

L⁷ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein the carbon atoms of said heteroalkylene or heteroalkenylene is substituted with 1-4 halogen atoms;

L⁸ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein said heteroalkylene or heteroalkenylene is substituted with 1-4 Z³ groups

and said heteroalkylene or heteroalkenylene is optionally substituted with 1-4 halogen atoms;

L^9 is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal C_1 - C_4 alkyl groups that come together to form a spiro C_3 - C_8 carbocyclyl group, wherein said L^9 is optionally substituted with 1-4 Z^1 groups;

L^{10} is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal Z^1 groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L^{10} is optionally substituted with 1-4 additional Z^1 groups;

L^{11} is $L^{11A} - L^{11B} - L^{11C}$ wherein L^{11A} and L^{11C} are each independently selected from C_1 - C_6 alkylene, C_1 - C_6 heteroalkylene, C_2 - C_6 alkenylene or a bond and L^{11B} is a 3- to 6- membered saturated or unsaturated ring containing 0 to 3 heteroatoms selected from N, O, or S, wherein L^{11A} and L^{11C} connect to L^{11B} at two different ring atoms and L^{11} is optionally substituted with 1-4 Z^1 groups;

L^{12} is C_3 - C_8 alkynylene that is optionally substituted with 1-4 Z^1 groups;

Q^1 is H, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein when Q^1 is not H, said Q^1 is optionally substituted with 1-3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-CN$, $-SO_2(C_1-C_6 \text{ alkyl})$, $-S(O)(C_1-C_6 \text{ alkyl})$, $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

Q^2 is C_5 - C_{10} spiro bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^3 is C_5 - C_{10} fused bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^4 is C_5 - C_{10} bridged bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^5 is 4-8 membered heterocyclyl having 1 heteroatom selected from N, O or S wherein Q^5 is optionally substituted with 1-4 Z^1 groups;

Q^6 is C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein Q^6 is substituted with 1 oxo group and optionally substituted with 1 to 3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-NO_2$, $-CN$, $-CF_3$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, and $-CON(R^6)_2$;

Q^7 is selected from C_3 - C_8 carbocyclyl, wherein Q^7 is substituted with 4-8 F atoms and each carbon of Q^7 is substituted with 0-2 F atoms;

E^1 is C_2 - C_6 alkenyl;

E^2 is C_1 - C_6 alkyl;

E^3 is C_1 - C_6 haloalkyl;

E^4 is C_2 - C_6 haloalkenyl;

E^5 is C_3 - C_6 carbocyclyl;

E^6 is C_1 - C_6 alkyl substituted with $-OCH_3$, $-OCD_3$, $-OCF_3$, or $-OCF_2H$;

W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 ;

W^1 is oxo, halogen, $-OR^6$, C_1 - C_6 alkyl, $-CN$, $-CF_3$, $-SR^6$, $-C(O)_2R^6$, $-C(O)N(R^6)_2$, $-C(O)R^6$, $-N(R^6)C(O)R^6$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), C_3 - C_8 carbocyclyl, C_3 - C_8 cycloalkoxy, C_1 - C_6 haloalkyl, $-N(R^6)_2$, $-NR^6(C_1$ - C_6 alkyl) $O(C_1$ - C_6 alkyl), halo(C_1 - C_6 alkoxy), $-NR^6SO_2R^6$, $-SO_2N(R^6)_2$, $-NHCOOR^6$, $-NHCONHR^6$, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl or $-O(4$ -10 membered heterocyclyl), wherein said C_1 - C_6 alkyl, C_3 - C_8 carbocyclyl, C_3 - C_8 cycloalkoxy, C_1 - C_6 haloalkyl, halo(C_1 - C_6 alkoxy), C_6 - C_{10} aryl, 5-14 membered heteroaryl, or 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

W^2 is C_1 - C_6 alkoxy substituted with a 5-14 membered heteroaryl or C_6 - C_{10} aryl; wherein said heteroaryl or aryl is substituted with 1-4 Z^{1c} groups;

W^3 is C_2 - C_6 alkynyl substituted with an C_6 - C_{10} aryl, C_3 - C_8 carbocyclyl, C_1 - C_8 alkyl, C_1 - C_6 haloalkyl, 4-10 membered heterocyclyl, or 5-14 membered heteroaryl; wherein said aryl, carbocyclyl, alkyl, haloalkyl, heterocyclyl, or heteroaryl is optionally substituted with 1-4 Z^1 groups;

W^4 is $-\text{SF}_5$;

W^5 is $-\text{O}(\text{C}_2\text{-C}_6 \text{ alkyl})\text{OR}^{22}$ wherein R^{22} is an $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

W^6 is $-\text{O}(\text{C}_2\text{-C}_6 \text{ alkyl})\text{NR}^{16}\text{R}^{22}$ wherein R^{22} is an $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

W^7 is $-\text{O}(5\text{-}14 \text{ membered heteroaryl})$; wherein said $-\text{O}(5\text{-}14 \text{ membered heteroaryl})$ is optionally substituted with 1-4 Z^1 groups and 2 adjacent substituents of said $-\text{O}(5\text{-}14 \text{ membered heteroaryl})$ may be taken together to form a 3- to 6-membered cyclic ring containing 0 to 3 heteroatoms independently selected from N, O, or S;

R^6 is H, $\text{C}_1\text{-C}_6$ alkyl or $\text{C}_6\text{-C}_{10}$ aryl, wherein said $\text{C}_6\text{-C}_{10}$ aryl or $\text{C}_1\text{-C}_6$ alkyl is optionally substituted with 1 to 4 substituents independently selected from halogen, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_6\text{-C}_{10}$ aryl, $\text{C}_3\text{-C}_8$ carbocyclyl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, halo($\text{C}_1\text{-C}_6$ alkoxy), $-\text{OH}$, $-\text{O}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{SH}$, $-\text{S}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NH}_2$, $-\text{NH}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{N}(\text{C}_1\text{-C}_6 \text{ alkyl})_2$, $-\text{C}(\text{O})(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{SO}_2\text{N}(\text{C}_1\text{-C}_6 \text{ alkyl})_2$, $-\text{NHCOO}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NHCO}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{NHCONH}(\text{C}_1\text{-C}_6 \text{ alkyl})$, $-\text{CO}_2(\text{C}_1\text{-C}_6 \text{ alkyl})$, and $-\text{C}(\text{O})\text{N}(\text{C}_1\text{-C}_6 \text{ alkyl})_2$, wherein said 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

R^{16} is H, $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_2\text{-C}_8$ alkenyl, $\text{C}_2\text{-C}_8$ alkynyl, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_5\text{-C}_{10}$ bicyclic carbocyclyl, $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein said $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_2\text{-C}_8$ alkenyl, $\text{C}_2\text{-C}_8$ alkynyl, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl of R^{16} is optionally substituted with 1-4 Z^{1c} groups;

R^{17} and R^{18} are each independently selected from H, $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_2\text{-C}_8$ alkenyl, $\text{C}_2\text{-C}_8$ alkynyl, $\text{C}_3\text{-C}_8$ carbocyclyl, $\text{C}_5\text{-C}_{10}$ bicyclic carbocyclyl, $-\text{C}(\text{O})\text{R}^{16}$, $-\text{C}(\text{O})\text{OR}^{16}$, $\text{C}_6\text{-C}_{10}$ aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein said alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R^{17} or R^{18} is optionally substituted with 1-4 Z^{1c} groups, or R^{17} and R^{18} together with the nitrogen to which they are attached form a 4-7 membered

heterocyclyl group, wherein said 4-7 membered heterocyclyl group is optionally substituted with 1-4 Z^{1c} groups;

each Z^1 is independently oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O) R^{16} , -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O) R^{16} , -NR¹⁶C(O)NR¹⁷R¹⁸, -NR¹⁶S(O)₂R¹⁶, -NR¹⁶S(O)₂NR¹⁷R¹⁸, -NR¹⁶S(O)₂OR¹⁶, -OR¹⁶, -OC(O) R^{16} , -OC(O)NR¹⁷R¹⁸, -SR¹⁶, -S(O) R^{16} , -S(O)₂R¹⁶ or -S(O)₂NR¹⁷R¹⁸ wherein said alkyl, alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^1 is optionally substituted with 1-4 Z^{1a} groups;

each Z^{1a} is independently oxo, halogen, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O) R^{16} , -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O) R^{16} , -NR¹⁶C(O)OR¹⁶, -NR¹⁶C(O)NR¹⁷R¹⁸, -NR¹⁶S(O)₂R¹⁶, -NR¹⁶S(O)₂NR¹⁷R¹⁸, -NR¹⁶S(O)₂OR¹⁶, -OR¹⁶, -OC(O) R^{16} , -OC(O)NR¹⁷R¹⁸, -SR¹⁶, -S(O) R^{16} , -S(O)₂R¹⁶ or -S(O)₂NR¹⁷R¹⁸ wherein said alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^{1a} is optionally substituted with 1-4 Z^{1c} groups;

each Z^{1c} is independently oxo, halogen, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)(C_1 - C_8 alkyl), -C(O)O(C_1 - C_8 alkyl), -C(O)N(C_1 - C_8 alkyl)₂, -NH₂, -NH(C_1 - C_8 alkyl), -N(C_1 - C_8 alkyl)₂, -NHC(O)O(C_1 - C_8 alkyl), -NHC(O)(C_1 - C_8 alkyl), -NHC(O)NH(C_1 - C_8 alkyl), -OH, -O(C_1 - C_8 alkyl), C_3 - C_8 cycloalkoxy, C_5 - C_{10} bicyclic carbocycloxy, -S(C_1 - C_8 alkyl) or -S(O)₂N(C_1 - C_8 alkyl)₂ wherein said alkyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl, heterocyclyl or cycloalkoxy portion of Z^{1c} is optionally substituted with 1-4 halogen atoms, C_1 - C_6 alkoxy, S(O)₂ C_1 - C_6 alkyl, or C_1 - C_6 haloalkoxy;

each Z^2 is independently C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -NR¹⁷R¹⁸ or -OR¹⁶ wherein any alkyl, carbocyclyl, bicyclic

carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^2 is optionally substituted with 1-4 Z^{2a} groups;

each Z^{2a} is independently hydrogen, oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-(C_2$ - C_8 alkynyl)aryl, $-(C_2$ - C_8 alkynyl)heteroaryl, $-CN$, $-C(O)(C_1$ - C_6 alkyl), $-C(O)O(C_1$ - C_6 alkyl), $-C(O)N(C_1$ - C_6 alkyl)₂, $-NH_2$, $-NH(C_1$ - C_6 alkyl), $-N(C_1$ - C_6 alkyl)₂, $-NHC(O)O(C_1$ - C_6 alkyl), $-NHC(O)(C_1$ - C_6 alkyl), $-NHC(O)NH(C_1$ - C_6 alkyl), $-OH$, $-O(C_1$ - C_6 alkyl), halo(C_1 - C_6 alkoxy), C_3 - C_8 cycloalkoxy, $-S(C_1$ - C_6 alkyl), or $-SO_2N(C_1$ - C_6 alkyl)₂; wherein any alkyl, alkynyl, carbocyclyl, cycloalkoxy, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portions of Z^{2a} is optionally substituted with 1-4 halogen or C_1 - C_6 alkoxy groups;

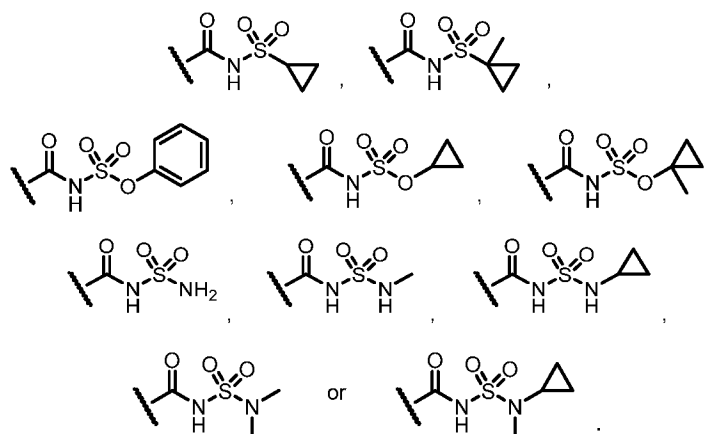
each Z^3 is independently oxo, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-CN$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)NR^{17}R^{18}$, $-OR^{16}$, $-SR^{16}$ or $-SO_2R^{16}$, wherein any alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^3 is optionally substituted with 1-4 halogen.

2. The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein M is -O- or a direct bond.

3. The compound of claims 1-2, or a pharmaceutically acceptable salt thereof, wherein X is $-OC(O)-$, $-O-$, or a direct bond.

4. The compound of claims 1-3, or a pharmaceutically acceptable salt thereof, wherein G is $-CO_2H$ or $-CONHSO_2Z^2$.

5. The compound of claims 1-3, or a pharmaceutically acceptable salt thereof, wherein G is:



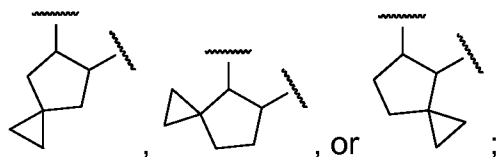
6. The compound of claims 1-5, or a pharmaceutically acceptable salt

thereof, wherein $\textcircled{\text{T}}$ is T^1 , T^2 , or T^3 ;

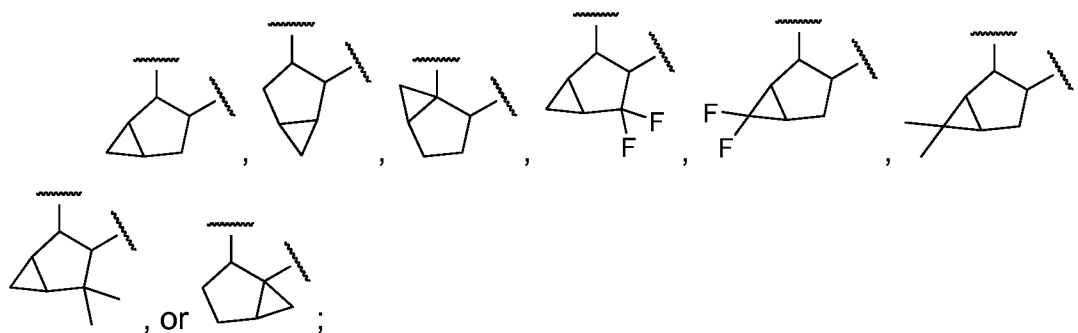
7. The compound of claims 1-5, or a pharmaceutically acceptable salt

thereof, wherein $\textcircled{\text{T}}$ is T^1 , T^2 , or T^3 ; and wherein

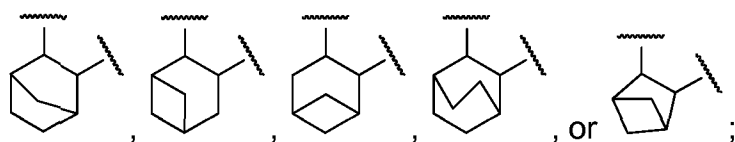
T^1 is



T^2 is



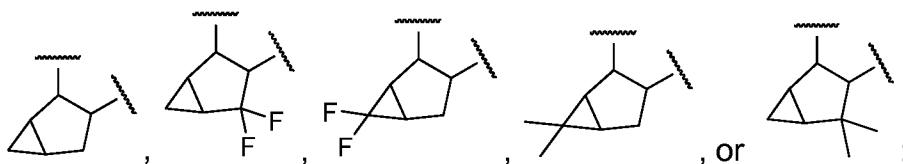
T^3 is



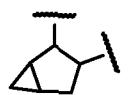
wherein T^1 , T^2 , or T^3 is optionally substituted with 1-4 Z^1 groups.

8. The compound of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein $\textcircled{T}$ is T^2 , and wherein T^2 is optionally substituted with 1-4 Z^1 groups.

9. The compound of Claim 8, or a pharmaceutically acceptable salt thereof, wherein T^2 is:



10. The compound of Claim 8, or a pharmaceutically acceptable salt thereof, wherein T^2 is:

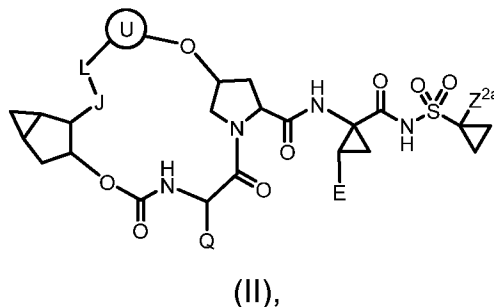


11. The compound of Claims 1-10 or a pharmaceutically acceptable salt thereof, wherein J is -O- or -N(R¹⁶)-.

12. The compound of Claims 1-10 or a pharmaceutically acceptable salt thereof, wherein J is selected from -CH₂-, -CF₂-, or -C(O)-.

13. The compound of Claims 1-10 or a pharmaceutically acceptable salt thereof, wherein J is selected from -CH₂- or -CF₂-.

14. A compound of Formula (II):



or a pharmaceutically acceptable salt thereof, wherein:

L is L¹, L², L³, L⁴, L⁵, L⁶, L⁷, L⁸, L⁹, L¹⁰, L¹¹ or L¹²;

Q is Q¹, Q², Q³, Q⁴, Q⁵, Q⁶ or Q⁷;

E is E¹, E², E³, E⁴, E⁵, or E⁶;

J is -CH₂- or -CF₂-;

Ⓢ is U¹, U², U³, U⁴, U⁵, U⁶, U⁷ or U⁸;

L¹ is C₁-C₈ alkylene or C₂-C₈ alkenylene;

L² is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 halogen atoms;

L³ is C₁-C₈ alkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene or said C₂-C₈ alkenylene is substituted with 1-4 Z³ groups and wherein said C₁-C₈ alkylene or C₂-C₈ alkenylene is optionally substituted with 1-4 halogen atoms;

L⁴ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal C₁-C₄ alkyl groups that come together to form a spiro C₃-C₈ cycloalkyl group, wherein L⁴ is optionally substituted with 1-4 Z¹ groups;

L⁵ is C₁-C₈ alkylene or C₂-C₈ alkenylene substituted with two geminal Z¹ groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L⁵ is optionally substituted with 1-4 additional Z¹ groups;

L⁶ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene;

L⁷ is 2-8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein the carbon atoms of said heteroalkylene or heteroalkenylene is substituted with 1-4 halogen atoms;

L^8 is 2–8 membered heteroalkylene or 4-8 membered heteroalkenylene, wherein said heteroalkylene or heteroalkenylene is substituted with 1-4 Z^3 groups and said heteroalkylene or heteroalkenylene is optionally substituted with 1-4 halogen atoms;

L^9 is 2–8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal C_1 - C_4 alkyl groups that come together to form a spiro C_3 - C_8 carbocyclyl group, wherein said L^9 is optionally substituted with 1-4 Z^1 groups;

L^{10} is 2–8 membered heteroalkylene or 4-8 membered heteroalkenylene substituted with two geminal Z^1 groups that come together to form a spiro 4-8 membered heterocyclyl group, wherein L^{10} is optionally substituted with 1-4 additional Z^1 groups;

L^{11} is L^{11A} - L^{11B} - L^{11C} wherein L^{11A} and L^{11C} are each independently selected from C_1 - C_6 alkylene, C_1 - C_6 heteroalkylene, C_2 - C_6 alkenylene or a bond and L^{11B} is a 3- to 6- membered saturated or unsaturated ring containing 0 to 3 heteroatoms selected from N, O, or S, wherein L^{11A} and L^{11C} connect to L^{11B} at two different ring atoms and L^{10} is optionally substituted with 1-4 Z^1 groups;

L^{12} is C_3 - C_8 alkynylene that is optionally substituted with 1-4 Z^1 groups;

Q^1 is H, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein when Q^1 is not H, said Q^1 is optionally substituted with 1-3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-CN$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

Q^2 is C_5 - C_{10} spiro bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^3 is C_5 - C_{10} fused bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^4 is C_5 - C_{10} bridged bicyclic carbocyclyl that is optionally substituted with 1-4 Z^1 groups;

Q^5 is 4-8 membered heterocyclyl having 1 heteroatom selected from N, O or S wherein Q^5 is optionally substituted with 1-4 Z^1 groups;

Q^6 is selected from C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_6 - C_{10} aryl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl, wherein Q^6 is substituted with 1 oxo group and with 0 to 3 substituents independently selected from halogen, $-OR^6$, $-SR^6$, $-N(R^6)_2$, C_6 - C_{10} aryl, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, $-NO_2$, $-CN$, $-CF_3$, $-SO_2(C_1$ - C_6 alkyl), $-S(O)(C_1$ - C_6 alkyl), $-NR^6SO_2Z^2$, $-SO_2NR^{17}R^{18}$, $-NHCOOR^{16}$, $-NHCOZ^2$, $-NHCONHR^{16}$, $-CO_2R^6$, $-C(O)R^6$, or $-CON(R^6)_2$;

Q^7 is C_3 - C_8 carbocyclyl, wherein Q^7 is substituted with 4-8 F atoms and each carbon of Q^7 is substituted with 0-2 F atoms;

E^1 is C_2 - C_6 alkenyl;

E^2 is C_1 - C_6 alkyl;

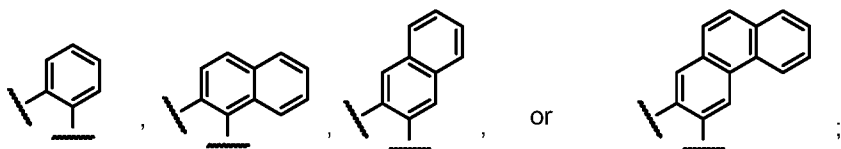
E^3 is C_1 - C_6 haloalkyl;

E^4 is C_2 - C_6 haloalkenyl;

E^5 is C_3 - C_6 carbocyclyl;

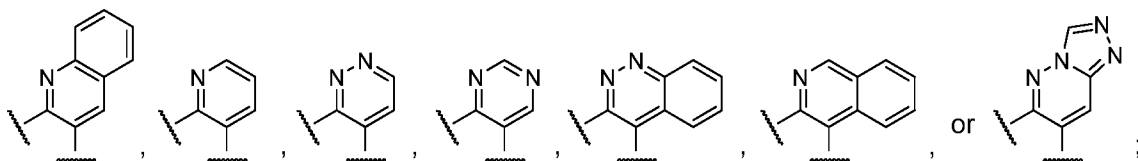
E^6 is C_1 - C_6 alkyl substituted with $-OCH_3$, $-OCD_3$, $-OCF_3$, or $-OCF_2H$;

U^1 is



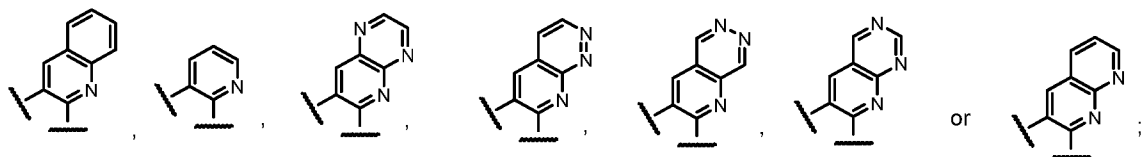
wherein each U^1 is optionally substituted with 1-2 W groups;

U^2 is



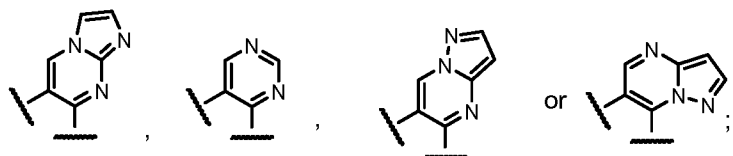
wherein each U^2 is optionally substituted with 1-2 W groups;

U^3 is



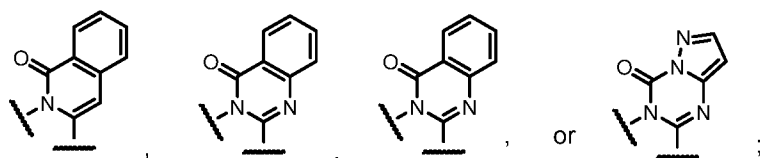
wherein each U³ is optionally substituted with 1-2 W groups;

U^4 is



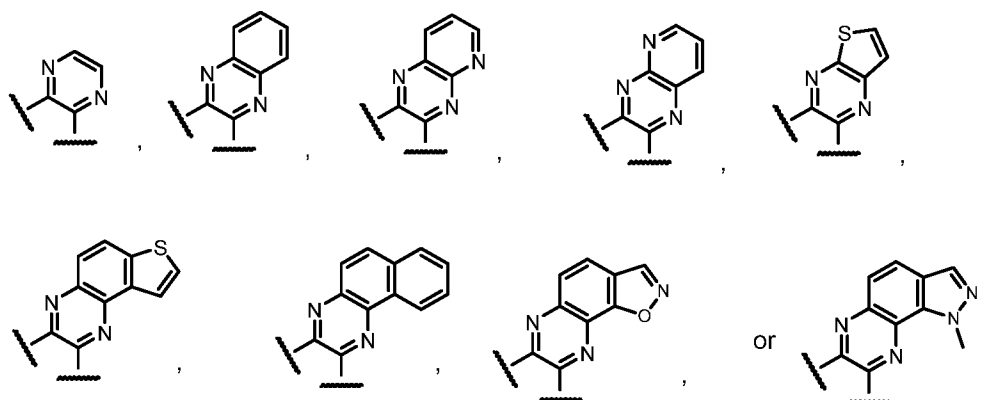
wherein each U⁴ is optionally substituted with 1-2 W groups;

U^5 is



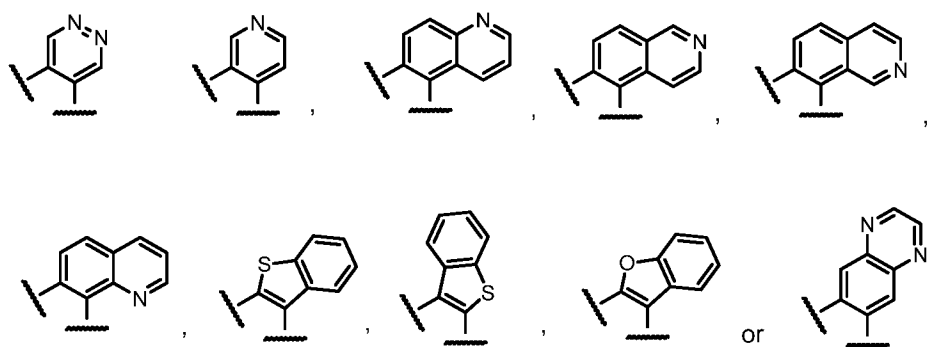
wherein each U⁵ is optionally substituted with 1-2 W groups;

U^6 is



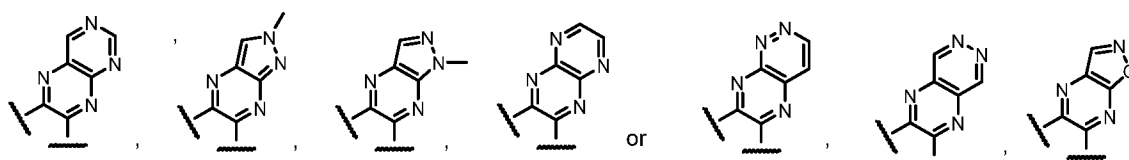
wherein each U⁶ is optionally substituted with 1-2 W groups;

U^7 is



wherein each U^7 is optionally substituted with 1-2 W groups;

U^8 is



wherein each U^8 is optionally substituted with 1-2 W groups;

each W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 ;

each W^1 is oxo, halogen, $-OR^6$, C_1-C_6 alkyl, $-CN$, $-CF_3$, $-SR^6$, $-C(O)_2R^6$, $-C(O)N(R^6)_2$, $-C(O)R^6$, $-N(R^6)C(O)R^6$, $-SO_2(C_1-C_6 \text{ alkyl})$, $-S(O)(C_1-C_6 \text{ alkyl})$, C_3-C_8 carbocyclyl, C_3-C_8 cycloalkoxy, C_1-C_6 haloalkyl, $-N(R^6)_2$, $-NR^6(C_1-C_6 \text{ alkyl})O(C_1-C_6 \text{ alkyl})$, halo(C_1-C_6 alkoxy), $-NR^6SO_2R^6$, $-SO_2N(R^6)_2$, $-NHCOOR^6$, $-NHCONHR^6$, C_6-C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl or $-O(4-10 \text{ membered heterocyclyl})$, wherein said W^1 alkyl, carbocyclyl, cycloalkoxy, haloalkyl, haloalkoxy, aryl, heteroaryl, or heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

each W^2 is C_1-C_6 alkoxy substituted with a 5-14 membered heteroaryl or C_6-C_{10} aryl; wherein said heteroaryl or aryl is substituted with 1-4 Z^{1c} groups;

each W^3 is C_2-C_6 alkynyl substituted with an C_6-C_{10} aryl, C_3-C_8 carbocyclyl, C_1-C_8 alkyl, C_1-C_6 haloalkyl, 4-10 membered heterocyclyl, or 5-14 membered heteroaryl; wherein said aryl, carbocyclyl, alkyl, haloalkyl, heterocyclyl, or heteroaryl is optionally substituted with 1-4 Z^1 groups;

each W^4 is $-SF_5$;

each W^5 is $-O(C_2-C_6 \text{ alkyl})OR^{22}$ wherein R^{22} is an C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

each W^6 is $-O(C_2-C_6 \text{ alkyl})NR^{16}R^{22}$ wherein R^{22} is an C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl that is optionally substituted with 1-4 Z^1 groups;

each W^7 is $-O(5-14 \text{ membered heteroaryl})$; wherein said $-O(5-14 \text{ membered heteroaryl})$ is optionally substituted with 1-4 Z^1 groups and 2 adjacent substituents of said $-O(5-14 \text{ membered heteroaryl})$ may be taken together to form a 3- to 6-membered cyclic ring containing 0 to 3 heteroatoms independently selected from N, O, or S;

each R^6 is independently selected from H, C_1-C_6 alkyl or C_6-C_{10} aryl, wherein said aryl or alkyl is optionally substituted with 1 to 4 substituents independently selected from halogen atoms, C_1-C_6 alkyl, C_6-C_{10} aryl, C_3-C_8 carbocyclyl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, halo(C_1-C_6 alkoxy), $-OH$, $-O(C_1-C_6 \text{ alkyl})$, $-SH$, $-S(C_1-C_6 \text{ alkyl})$, $-NH_2$, $-NH(C_1-C_6 \text{ alkyl})$, $-N(C_1-C_6 \text{ alkyl})_2$, $-C(O)(C_1-C_6 \text{ alkyl})$, $-SO_2N(C_1-C_6 \text{ alkyl})_2$, $-NHCOO(C_1-C_6 \text{ alkyl})$, $-NHCO(C_1-C_6 \text{ alkyl})$, $-NHCONH(C_1-C_6 \text{ alkyl})$, $-CO_2(C_1-C_6 \text{ alkyl})$, or $-C(O)N(C_1-C_6 \text{ alkyl})_2$, wherein said 4-10 membered heterocyclyl is optionally substituted with 1-4 Z^{1c} groups;

each R^{16} is independently selected from H, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_8 carbocyclyl, C_5-C_{10} bicyclic carbocyclyl, C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein any alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R^{16} is optionally substituted with 1-4 Z^{1c} groups;

R^{17} and R^{18} are each independently selected from H, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_8 carbocyclyl, C_5-C_{10} bicyclic carbocyclyl, $-C(O)R^{16}$, $-C(O)OR^{16}$, C_6-C_{10} aryl, 5-14 membered heteroaryl or 4-10 membered heterocyclyl, wherein any alkyl, alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl of R^{17} or R^{18} is optionally substituted with 1-4 Z^{1c} groups, or R^{17} and R^{18} together with the nitrogen to which they are attached form a 4-7 membered

heterocyclyl group, wherein said 4-7 membered heterocyclyl group is optionally substituted with 1-4 Z^{1c} groups;

each Z^1 is independently selected from oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)R^{16}$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)R^{16}$, - $NR^{16}C(O)NR^{17}R^{18}$, $-NR^{16}S(O)_2R^{16}$, $-NR^{16}S(O)_2NR^{17}R^{18}$, - $NR^{16}S(O)_2OR^{16}$, $-OR^{16}$, $-OC(O)R^{16}$, $-OC(O)NR^{17}R^{18}$, $-SR^{16}$, $-S(O)R^{16}$, $-S(O)_2R^{16}$ or $-S(O)_2NR^{17}R^{18}$ wherein any alkyl, alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^1 is optionally substituted with 1-4 Z^{1a} groups;

each Z^{1a} is independently selected from oxo, halogen, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)R^{16}$, $-C(O)OR^{16}$, $-C(O)NR^{17}R^{18}$, $-NR^{17}R^{18}$, $-NR^{16}C(O)R^{16}$, $-NR^{16}C(O)OR^{16}$, $-NR^{16}C(O)NR^{17}R^{18}$, $-NR^{16}S(O)_2R^{16}$, $-NR^{16}S(O)_2NR^{17}R^{18}$, $-NR^{16}S(O)_2OR^{16}$, $-OR^{16}$, $-OC(O)R^{16}$, $-OC(O)NR^{17}R^{18}$, $-SR^{16}$, $-S(O)R^{16}$, $-S(O)_2R^{16}$ or $-S(O)_2NR^{17}R^{18}$ wherein any alkenyl, alkynyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl of Z^{1a} is optionally substituted with 1-4 Z^{1c} groups;

each Z^{1c} is independently selected from oxo, halogen, C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, $-C(O)(C_1-C_8 \text{ alkyl})$, - $C(O)O(C_1-C_8 \text{ alkyl})$, $-C(O)N(C_1-C_8 \text{ alkyl})_2$, $-NH_2$, $-NH(C_1-C_8 \text{ alkyl})$, $-N(C_1-C_8 \text{ alkyl})_2$, $-NHC(O)O(C_1-C_8 \text{ alkyl})$, $-NHC(O)(C_1-C_8 \text{ alkyl})$, $-NHC(O)NH(C_1-C_8 \text{ alkyl})$, -OH, $-O(C_1-C_8 \text{ alkyl})$, C_3 - C_8 cycloalkoxy, C_5 - C_{10} bicyclic carbocycloxy, $-S(C_1-C_8 \text{ alkyl})$ or $-S(O)_2N(C_1-C_8 \text{ alkyl})_2$ wherein any alkyl, carbocyclyl, bicyclic carbocyclyl, aryl, heteroaryl, heterocyclyl or cycloalkoxy portion of Z^{1c} is optionally substituted with 1-4 halogen atoms, C_1 - C_6 alkoxy, $-S(O)_2C_1-C_6\text{alkyl}$, or C_1 - C_6 haloalkoxy;

each Z^2 is independently selected from C_1 - C_8 alkyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, $-NR^{17}R^{18}$ or $-OR^{16}$ wherein any alkyl, carbocyclyl, bicyclic

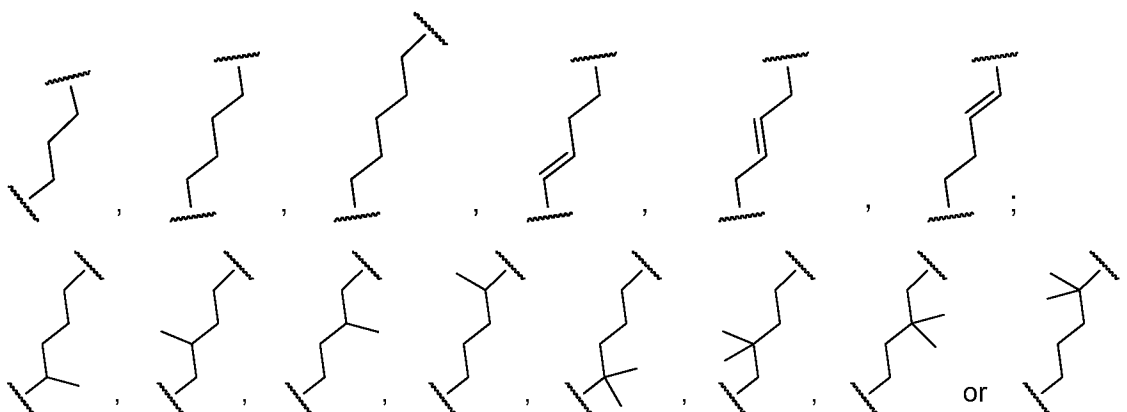
carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^2 is optionally substituted with 1-4 Z^{2a} groups;

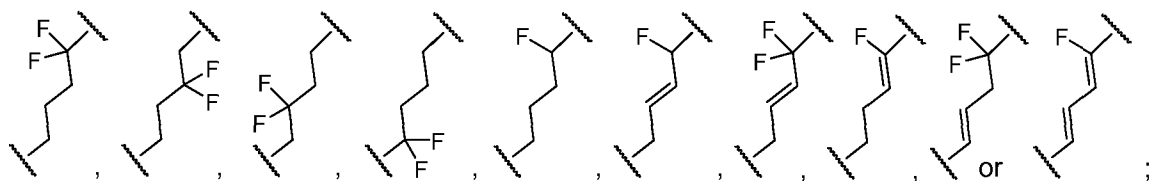
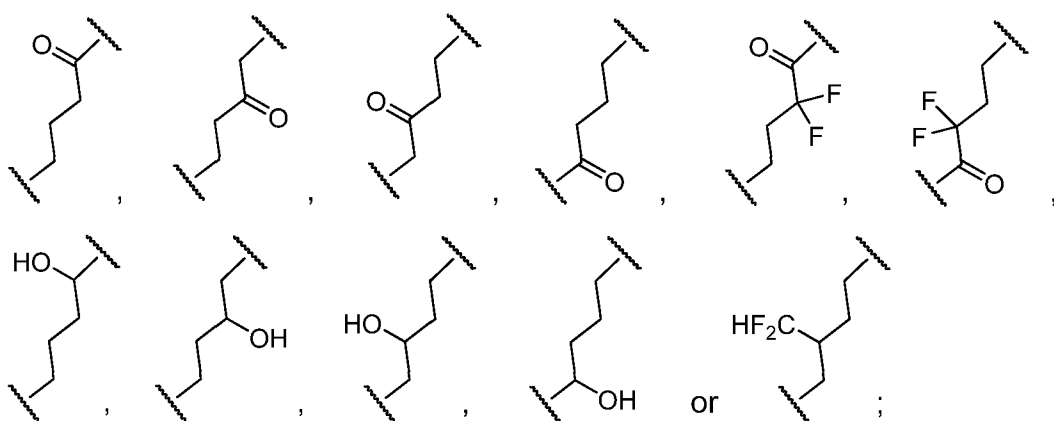
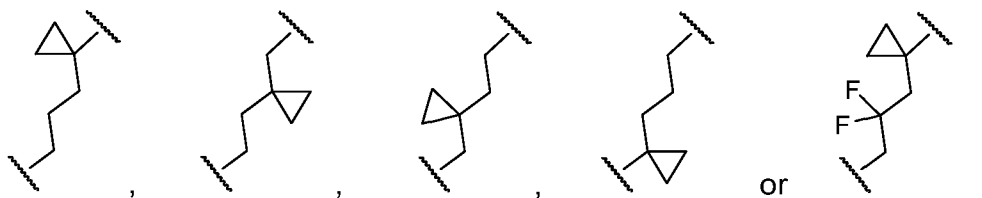
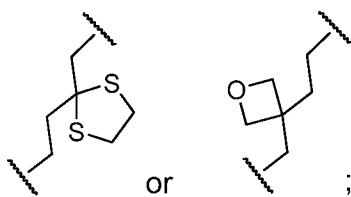
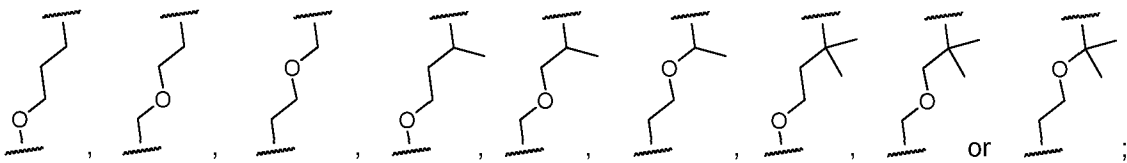
each Z^{2a} is independently selected from hydrogen, oxo, halogen, C_1 - C_8 alkyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, - (C_2 - C_8 alkynyl)aryl, -(C_2 - C_8 alkynyl)heteroaryl, -CN, -C(O)(C_1 - C_6 alkyl), -C(O)O(C_1 - C_6 alkyl), -C(O)N(C_1 - C_6 alkyl)₂, -NH₂, -NH(C_1 - C_6 alkyl), -N(C_1 - C_6 alkyl)₂, -NHC(O)O(C_1 - C_6 alkyl), -NHC(O)(C_1 - C_6 alkyl), -NHC(O)NH(C_1 - C_6 alkyl), -OH, -O(C_1 - C_6 alkyl), halo(C_1 - C_6 alkoxy), C_3 - C_8 cycloalkoxy, -S(C_1 - C_6 alkyl), or -SO₂N(C_1 - C_6 alkyl)₂; wherein any alkyl, alkynyl, carbocyclyl, cycloalkoxy, bicyclic carbocyclyl, aryl, heteroaryl or heterocyclyl portions of Z^{2a} is optionally substituted with 1-4 halogen or C_1 - C_6 alkoxy groups;

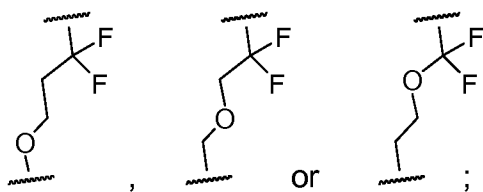
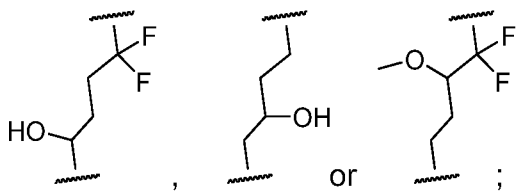
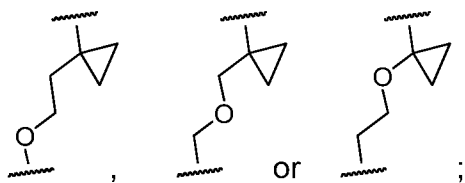
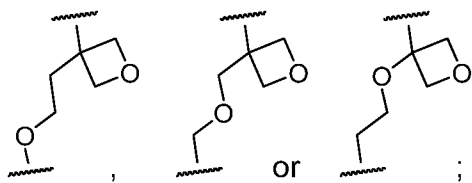
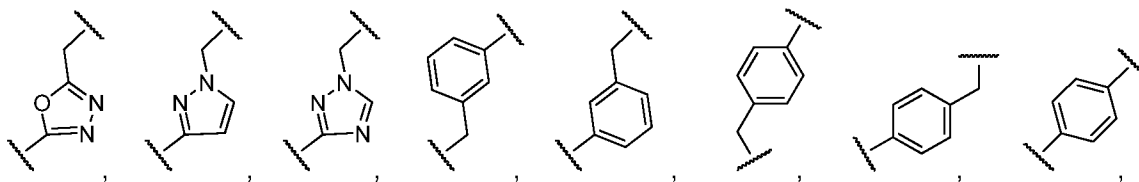
each Z^3 is independently selected from oxo, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, C_3 - C_8 carbocyclyl, C_5 - C_{10} bicyclic carbocyclyl, C_1 - C_8 haloalkyl, C_6 - C_{10} aryl, 5-14 membered heteroaryl, 4-10 membered heterocyclyl, -CN, -C(O)OR¹⁶, -C(O)NR¹⁷R¹⁸, -NR¹⁷R¹⁸, -NR¹⁶C(O)NR¹⁷R¹⁸, -OR¹⁶, -SR¹⁶ or -SO₂R¹⁶, wherein any alkenyl, alkynyl, carbocyclyl, aryl, heteroaryl or heterocyclyl portion of Z^3 is optionally substituted with 1-4 halogen.

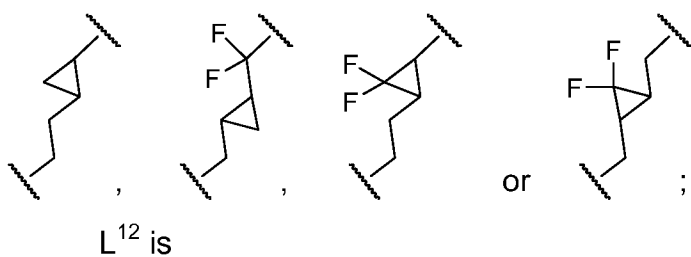
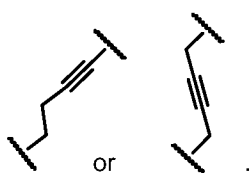
15. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein: L is L¹, L², L³, L⁴, L⁵, L⁶, L⁷, L⁸, L⁹, L¹⁰, L¹¹ or L¹²; and wherein

L¹ is

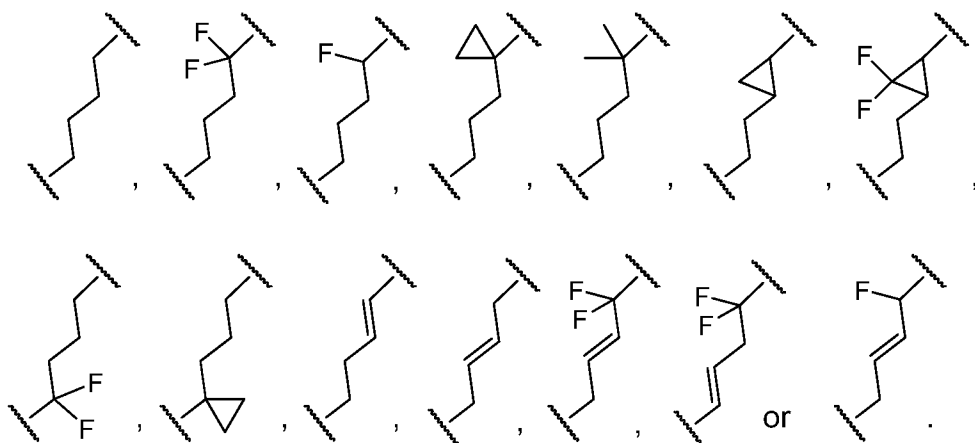


L² isL³ isL⁴ isL⁵ isL⁶ is

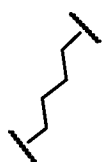
L⁷ isL⁸ isL⁹ isL¹⁰ isL¹¹ is



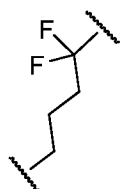
16. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



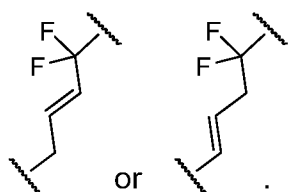
17. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



18. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



19. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



20. The compound of claim 14, or a pharmaceutically acceptable salt thereof, wherein L is



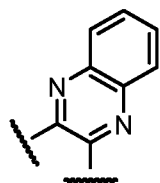
21. The compound of claims 14-20 or a pharmaceutically acceptable salt thereof, wherein Z^{2a} is



22. The compound of Claim 14-20 or a pharmaceutically acceptable salt thereof, wherein Z^{2a} is



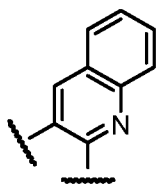
23. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein $\textcircled{U}$ is optionally substituted with one W at any substitutable position, and each W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 wherein $\textcircled{U}$ is



24. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein $\textcircled{U}$ is optionally substituted with one W at any substitutable

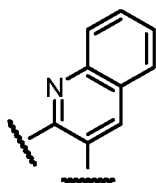
position, and each W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 wherein

Ⓢ is



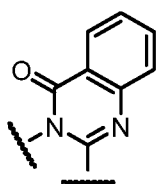
25. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein Ⓢ is optionally substituted with one W at any substitutable position, and each W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 wherein

Ⓢ is



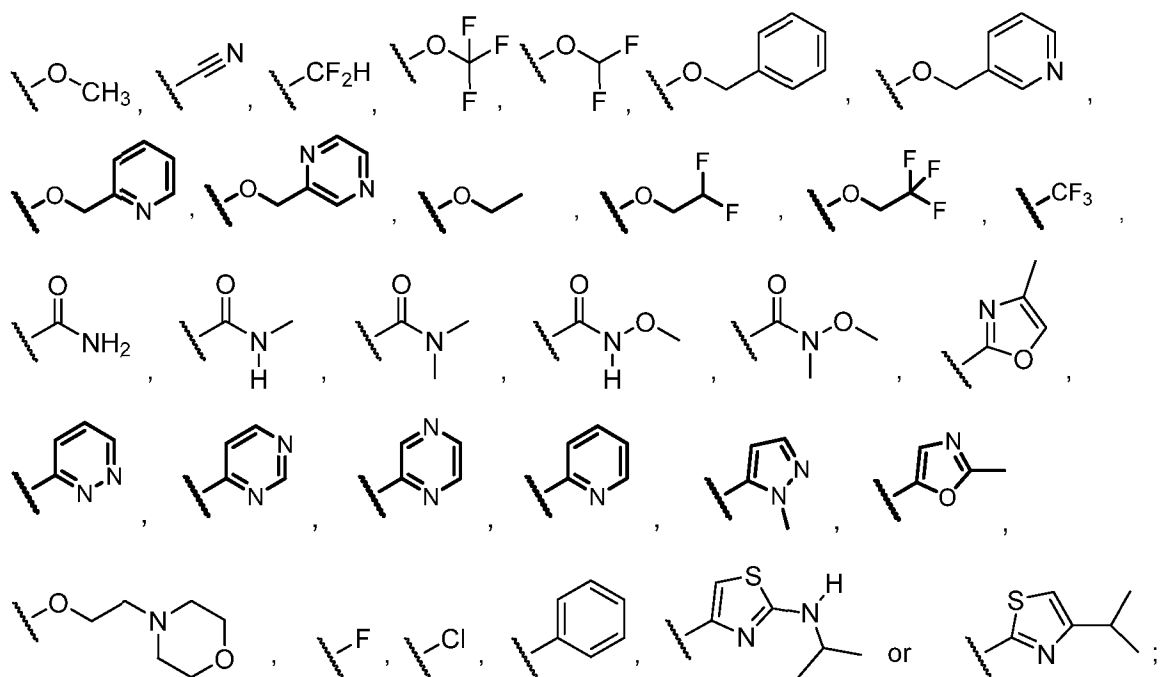
26. The compound of claims 14-22 or a pharmaceutically acceptable salt thereof, wherein Ⓢ is optionally substituted with one W at any substitutable position, and each W is independently W^1 , W^2 , W^3 , W^4 , W^5 , W^6 or W^7 wherein

Ⓢ is

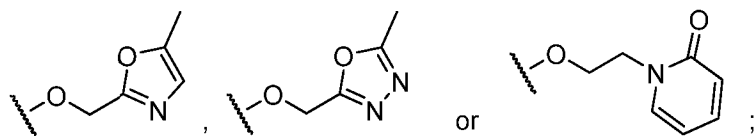


27. The compound of claims 14-26 or a pharmaceutically acceptable salt thereof, wherein each W is independently W^1 , W^2 , W^3 , W^5 , W^6 or W^7 , and wherein

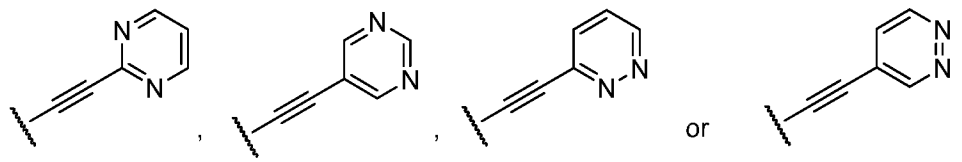
W^1 is



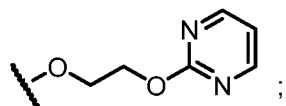
W^2 is



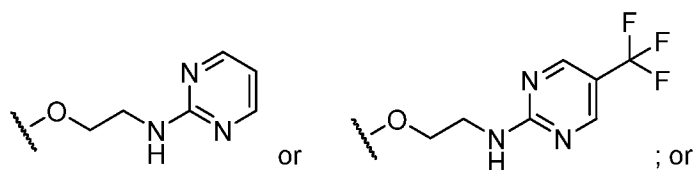
W^3 is



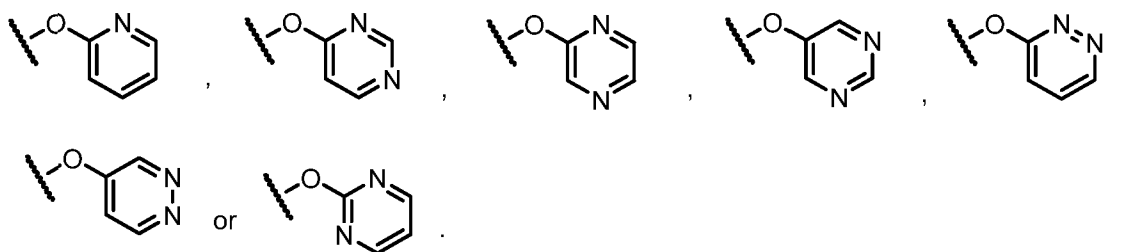
W^5 is



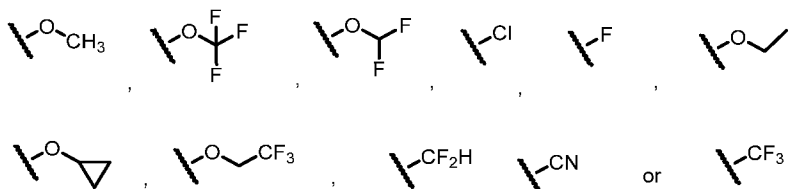
W^6 is



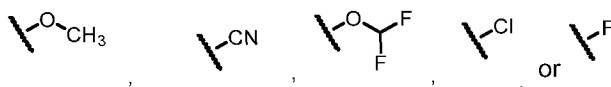
W^7 is



28. The compound of claims 14-26, or a pharmaceutically acceptable salt thereof, wherein W is

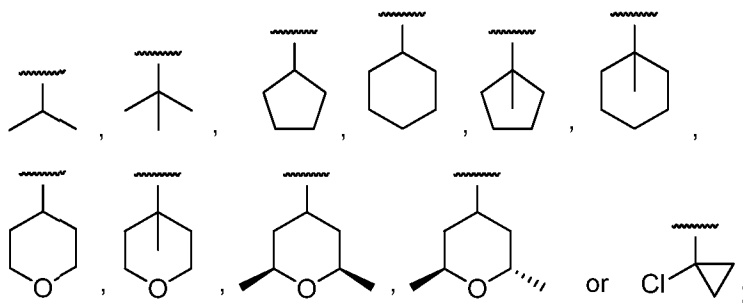


29. The compound of claims 14-26, or a pharmaceutically acceptable salt thereof, wherein W is

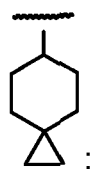


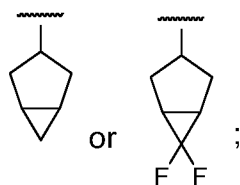
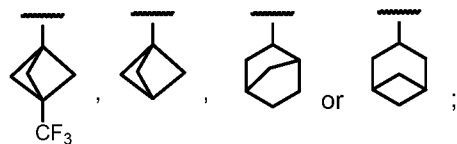
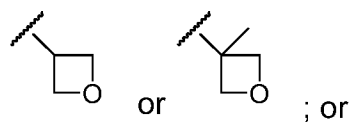
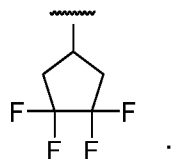
30. The compound of claims 14-29, or pharmaceutically acceptable salt thereof, wherein Q is Q¹, Q², Q³, Q⁴, Q⁵ or Q⁷; and wherein

Q¹ is

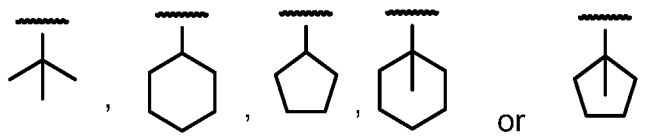


Q² is



Q³ isQ⁴ isQ⁵ isQ⁷ is

31. The compound of claims 14-29, or pharmaceutically acceptable salt thereof, wherein Q is



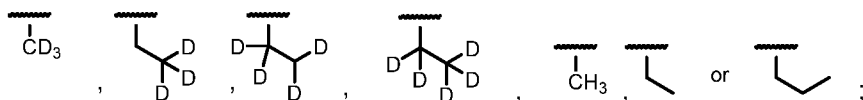
32. The compound of claims 14-29, or pharmaceutically acceptable salt thereof, wherein Q is



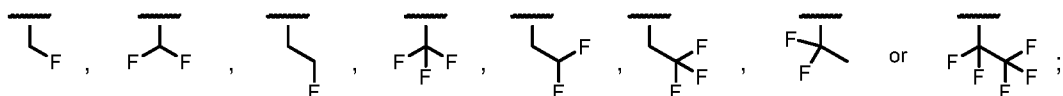
33. The compound of claims 14-32, or a pharmaceutically acceptable salt thereof, wherein E is E¹, E², E³, or E⁴ and wherein:

E¹ is

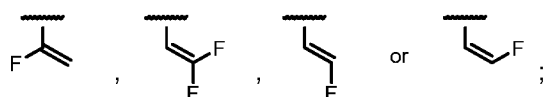
E² is



E³ is

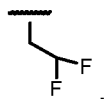


E⁴ is



34. The compound of claims 14-32, or a pharmaceutically acceptable salt thereof, wherein E is E³.

35. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



36. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



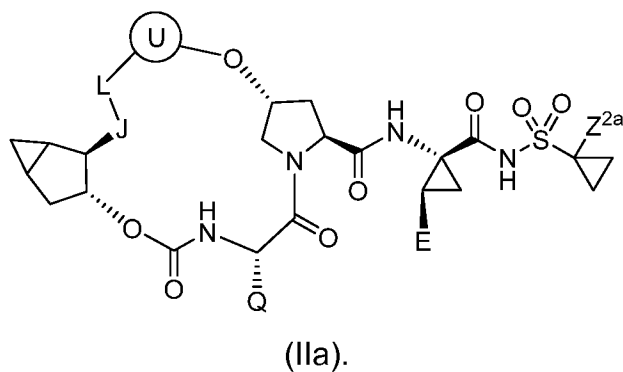
37. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



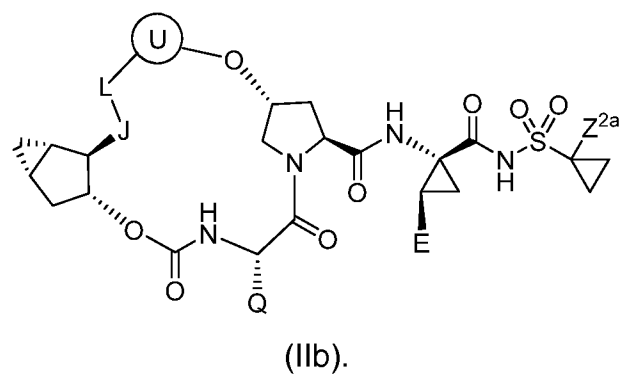
38. The compound of claims 14-32, or pharmaceutically acceptable salt thereof, wherein E is



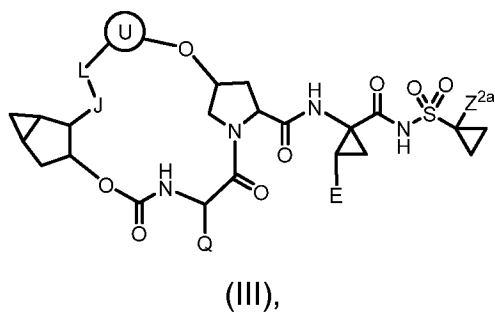
39. The compound of claims 14-38, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIa):



40. The compound of claims 14-39, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIb):



41. A compound of Formula (III):



or a pharmaceutically acceptable salt thereof, wherein:

L is C₁-C₈ alkylene, C₄-C₈ carbocyclalkylene or C₂-C₈ alkenylene wherein said C₁-C₈ alkylene, C₄-C₈ carbocyclalkylene, or said C₂-C₈ alkenylene is optionally substituted with one or more R²⁵, wherein each R²⁵ is independently selected from halogen, C₃-C₆ carbocycl, 3 to 6 membered heteroalkyl, -OH, or oxo;

Q is H, C₁-C₈ alkyl, 4-8 membered heterocycl, or C₃-C₈ carbocycl wherein said C₁-C₈ alkyl, 4-8 membered heterocycl, or C₃-C₈ carbocycl is optionally substituted with one or more halogens.

E is C₁-C₄ alkyl, C₂-C₄ alkenyl, C₃-C₆ cycloalkyl, wherein E is optionally substituted with or more halogen atoms;

J is -CH₂- or -CF₂-;

Ⓢ is a bicyclic or tricyclic aryl, heteroaryl or heterocycl, optionally substituted with 1-2 W groups;

each W is independently halogen, -OR⁶, C₁-C₆ alkyl, -CN, -CF₃, or C₁-C₆ haloalkyl;

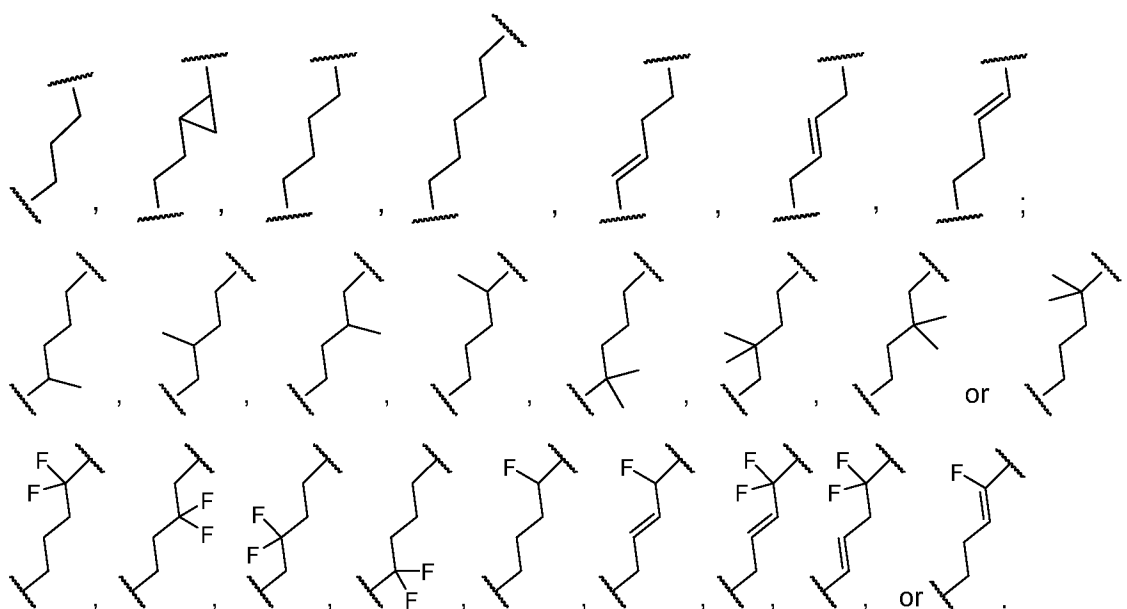
each R⁶ is independently selected from H, C₁-C₄ alkyl, or C₁-C₄ haloalkyl; and

Z^{2a} is hydrogen or C₁-C₄ alkyl.

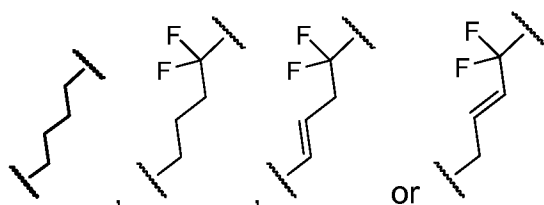
42. The compound of claim 41, or a pharmaceutically acceptable salt thereof, wherein J is -CH₂.

43. The compound of claims 40-42, or a pharmaceutically acceptable salt thereof, wherein L is C₃-C₈ alkylene, C₄-C₈ carbocyclalkylene or C₃-C₈ alkenylene, wherein L is optionally substituted with up to two halogen atoms.

44. The compound of claims 40-43, or a pharmaceutically acceptable salt thereof, wherein: L is

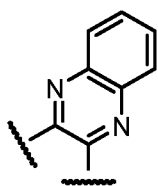


45. The compound of claims 40-43, or a pharmaceutically acceptable salt thereof, wherein L is



46. The compound of claims 40-45, or a pharmaceutically acceptable salt thereof, wherein Z^{2a} is  or .

47. The compound of claims 40-46, or a pharmaceutically acceptable salt thereof, wherein $\textcircled{U}$ is



and wherein $\textcircled{U}$ is optionally substituted with one W at any substitutable position.

48. The compound of claims 40-47, or a pharmaceutically acceptable salt thereof, wherein each W is Cl, F, $-\text{OCH}_3$, $-\text{OCHF}_2$, $-\text{OCF}_3$ or $-\text{CN}$.

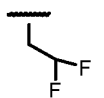
49. The compound of claims 40-48, or a pharmaceutically acceptable salt thereof, wherein Q is C_1 - C_6 alkyl, or C_3 - C_8 carbocyclyl.

50. The compound of claims 40-49, or pharmaceutically acceptable salt thereof, wherein Q is



51. The compound of claims 40-50, or a pharmaceutically acceptable salt thereof, wherein E is C_1 - C_4 alkyl substituted with one or more halogen atoms.

52. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is



53. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is



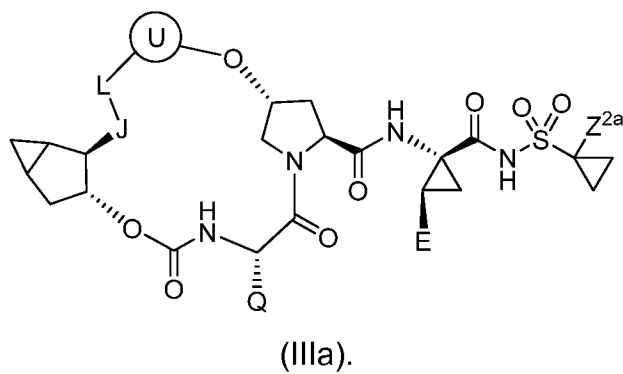
54. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is



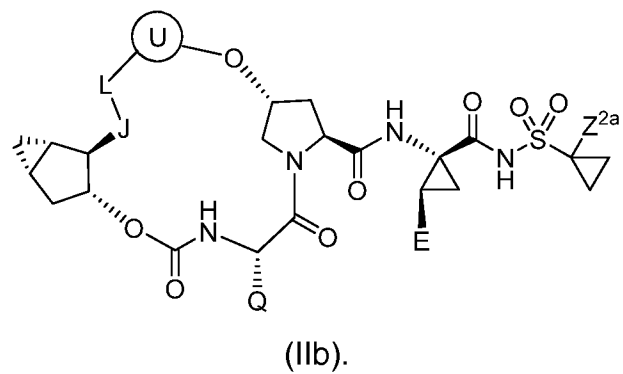
55. The compound of claims 40-50, or pharmaceutically acceptable salt thereof, wherein E is



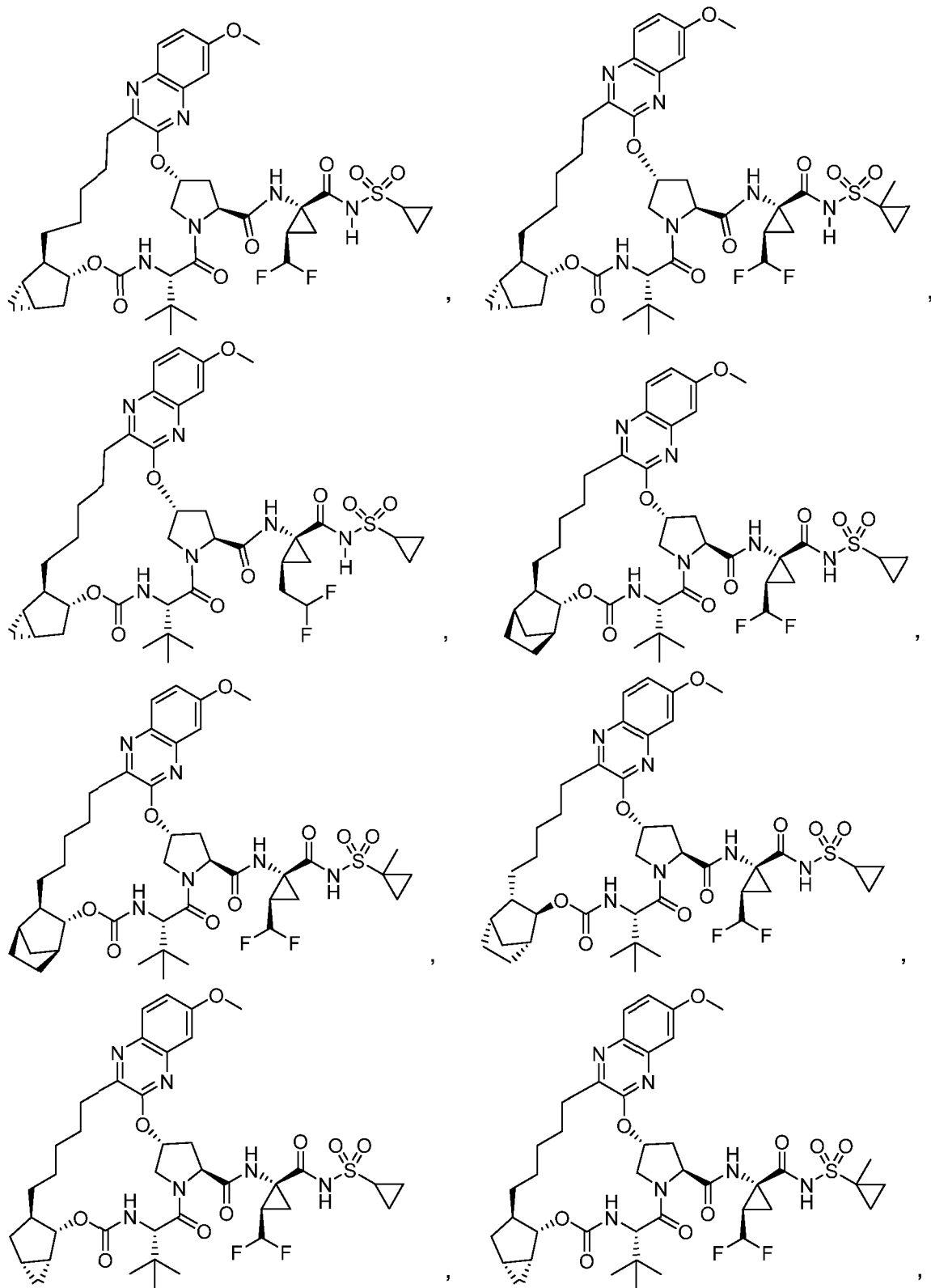
56. The compound of claims 40-55, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIIa):

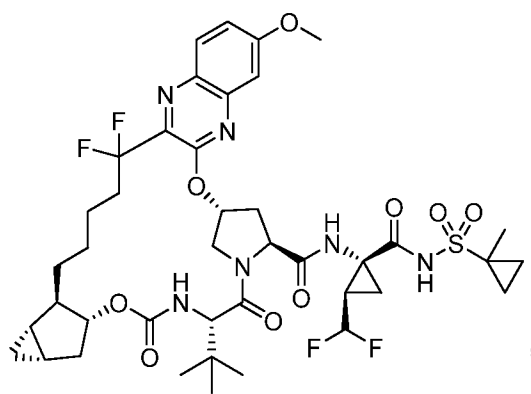
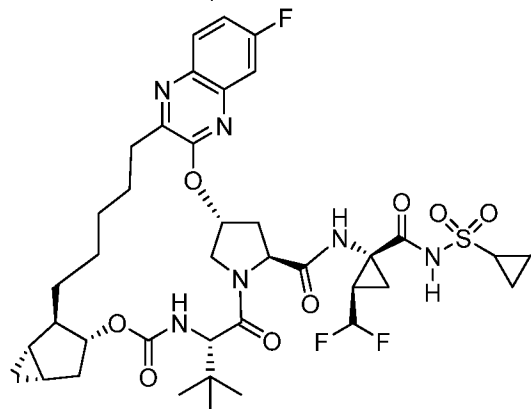
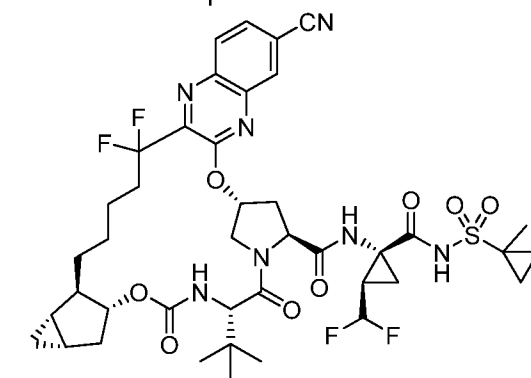
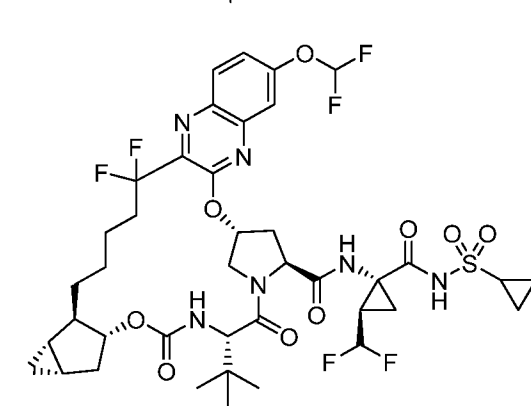


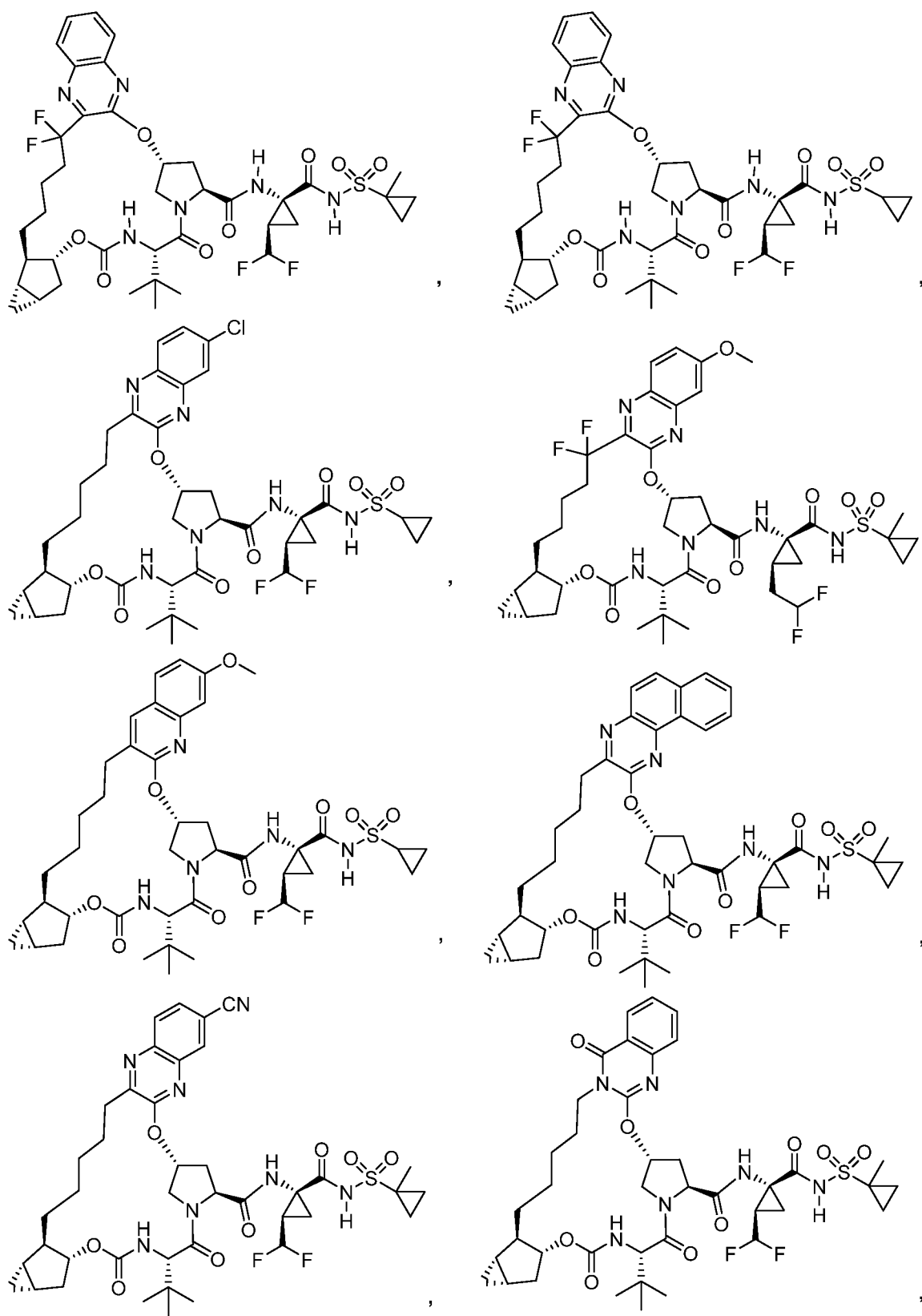
57. The compound of claims 40-56, or pharmaceutically acceptable salt thereof, wherein the compound is of Formula (IIIb):

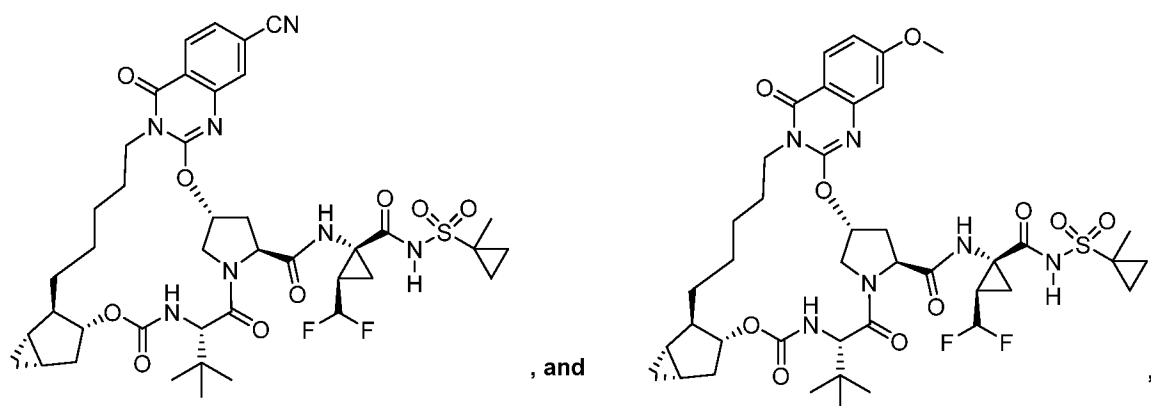


58. A compound selected from the group consisting of:



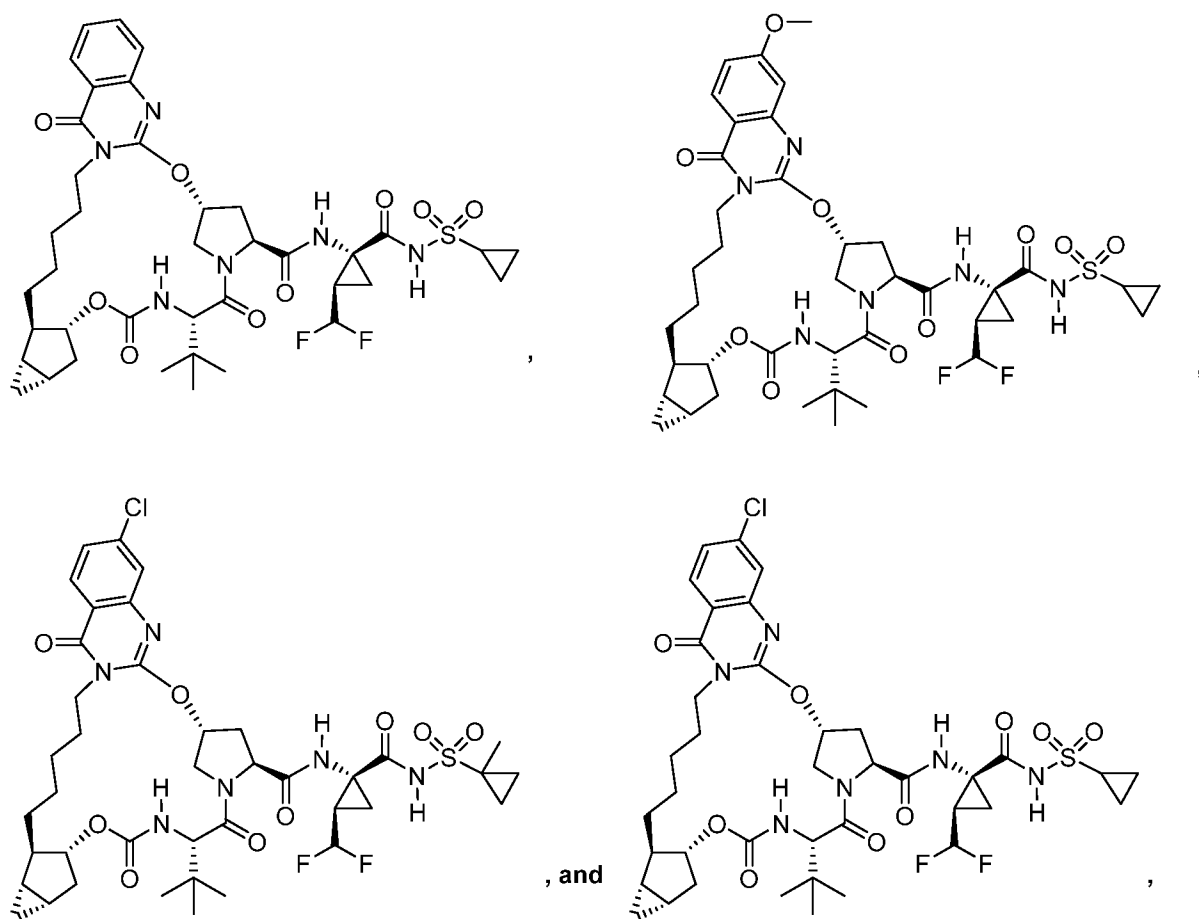






or a pharmaceutically acceptable salt thereof.

59. A compound selected from the group consisting of:



or a pharmaceutically acceptable salt thereof.

60. A pharmaceutical composition comprising a compound of any of claims 1-59, and a pharmaceutically acceptable excipient.

61. A method of treating HCV in a patient in need thereof, comprising administering to said patient a compound of any of claims 1-59 or pharmaceutical composition of claim 60.