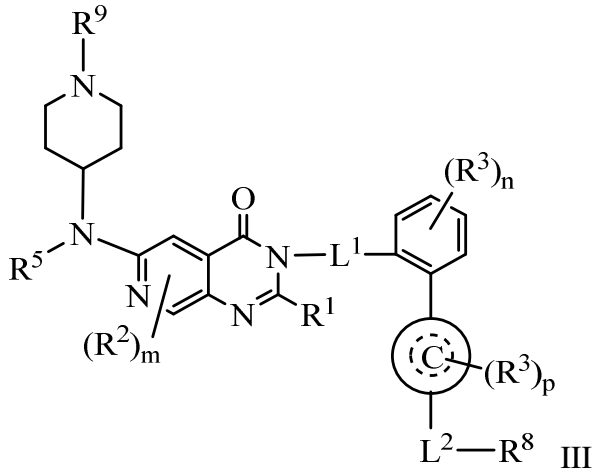
CLAIMS

1. A compound of Formula III:



III

or a pharmaceutically acceptable salt thereof, wherein:

L^1 is $–(CH_2)–$, $–(CH_2)_2–$, $–(CH_2)_3–$, $–CH((C_1\text{-}C_8)alkyl)(CH_2)–$, $–CH((C_1\text{-}C_8)alkyl)(CH_2)_2–$, $–(CH_2)_2\text{-}O–$, $–CH_2CH{=}CH–$, $–CH_2C{\equiv}C–$ or $–CH_2(cyclopropyl)–$;

L^2 is $-C(R^6)(R^6)-$, $-C(R^6)(R^6)C(R^6)(R^6)-$, $-C(R^6){=}C(R^6)-$, $-N(R^5)C(R^6)(R^6)-$, $-OC(R^6)(R^6)-$, $-C(=O)-$, $-C(=O)N(R^5)C(R^6)(R^6)-$ or a bond;

Ring C is a heteroaryl;

R^1 is H, OH, halo, CN, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, $(C_3\text{-}C_6)$cycloalkyl or NR^5R^5;

R^2 is independently H, halo, CN, NO, NO_2, ~~C≡H,~~ $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, CH_2SR^5, OR^5, NHR^5, NR^5R^5, $[(C_1\text{-}C_8)alkylene]$heterocyclyl, $[(C_1\text{-}C_8)alkylene]$heteroaryl, $[(C_1\text{-}C_8)alkylene]NHR^5$, $[(C_1\text{-}C_8)alkylene]NR^5R^5$, $[(C_1\text{-}C_8)$ alkynylene~~alkylyne~~$]NR^5R^5$, $C(O)R^5$, $C(O)OR^5$, $C(O)NHR^5$, $C(O)NR^5R^5$, SR^5, $S(O)R^5$, SO_2R^5, SO_2NHR^5, $SO_2NR^5R^5$, $NH(CO)R^6$, $NR^5(CO)R^6$, aryl, heteroaryl, cycloalkyl or heterocyclyl;

R^3 is independently OH, halo, CN, NO_2, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$haloalkyl, $(C_1\text{-}C_6)$alkoxy, ~~C≡H,~~ NHR^7, NR^7R^7, CO_2H, CO_2R^7, $[(C_1\text{-}C_3)alkylene]$ $(C_1\text{-}C_3)$alkoxy, $[(C_1\text{-}C_3)alkylene]CO_2H$, $(C_3\text{-}C_5)$cycloalkyl, =O. =S, SR^7, SO_2R^7, $NH(CO)R^7$ or $NR^7(CO)R^7$;

R^5 is independently H, $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$haloalkyl, $(C_3\text{-}C_5)$cycloalkyl or heterocyclyl;

R^6 is independently H, OH, halo, CN, $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$haloalkyl, $(C_1\text{-}C_3)$alkoxy, NHR^7, NR^7R^7, CO_2H, $[(C_1\text{-}C_3)\text{alkylene}]CO_2H$, $(C_3\text{-}C_5)$cycloalkyl, SR^7, $NH(CO)R^7$ or $NR^7(CO)R^7$;

R^7 is independently H, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, cycloalkyl, heterocyclyl, aryl or heteroaryl;

R^8 is H, OH, CO_2H, CO_2R^7, $CF_2C(R^6)_2OH$, $C(R^6)_2OH$, $C(CF_3)_2OH$, SO_2H, SO_3H, $CF_2SO_2C(R^6)_3$, $CF_2SO_2N(H)R^5$, $SO_2N(H)R^5$, $SO_2N(H)C(O)R^6$, $C(O)N(H)SO_2R^5$, C(O)haloalkyl, $C(O)N(H)OR^5$, $C(O)N(R^5)OH$, $C(O)N(H)R^5$, $C(O)NR^5C(O)N(R^5)_2$, $P(O)(OR^5)OH$, ~~$P(O)(O)N(H)R^5$,~~ $P(O)(C(R^6)_3)C(R^6)_3$, $B(OH)_2$, heterocyclyl or heteroaryl;

R^9 is H, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, cycloalkyl or heterocyclyl;

m is 0, 1, or 2;

n is 0, 1, 2 or 3;

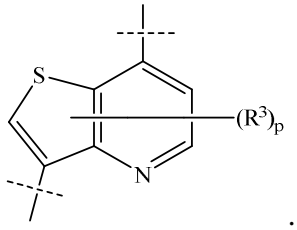
p is 0, 1, 2 or 3;

wherein any alkyl, alkylene, cycloalkyl, heterocyclyl, heteroaryl or aryl is optionally substituted with 1, 2 or 3 groups selected from OH, CN, SH, SCH_3, SO_2CH_3, SO_2NH_2, $SO_2NH(C_1\text{-}C_4)$alkyl, halogen, NH_2, $NH(C_1\text{-}C_4)$alkyl, $N[(C_1\text{-}C_4)\text{alkyl}]_2$, NH(aryl), $C(O)NH_2$, C(O)NH(alkyl), $CH_2C(O)NH$(alkyl), COOH, COOMe, acetyl, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, $O(C_1\text{-}C_8)$alkyl, $O(C_1\text{-}C_8)$haloalkyl, $(C_2\text{-}C_8)$alkenyl, $(C_2\text{-}C_8)$alkynyl, thioalkyl, cyanomethylene, alkylaminyl, alkylene-$C(O)NH_2$, alkylene-C(O)-NH(Me), NHC(O)alkyl, CH_2-C(O)-$(C_1\text{-}C_8)$alkyl, C(O)-$(C_1\text{-}C_8)$alkyl, and alkylcarbonylaminyl.

2. The compound or the salt of claim 1, wherein L^1 is a bond.

~~3. The compound or the salt of claim 1, wherein Ring C is heteroaryl.~~

~~4~~3. The compound or the salt of claim 1, wherein Ring C is



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~~5~~4. The compound or the salt of claim 1, wherein R^1 is H, $(C_1\text{-}C_8)$alkyl or $(C_1\text{-}C_8)$haloalkyl.

~~6~~5. The compound or the salt of claim 1, wherein R^2 is halo, CN, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl or OR^5.

~~7~~6. The compound or the salt of claim 1, wherein R^2 is halo, CN or $(C_1\text{-}C_8)$haloalkyl.

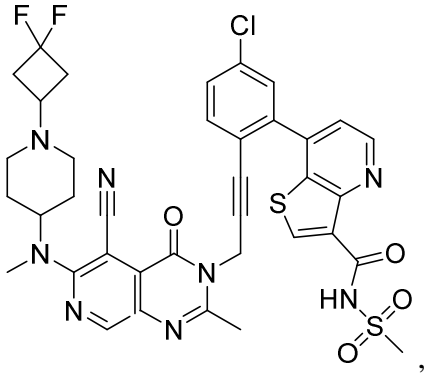
~~8~~7. The compound or the salt of claim 1, wherein R^5 is H, $(C_1\text{-}C_3)$alkyl or $(C_1\text{-}C_3)$haloalkyl.

~~9~~8. The compound or the salt of claim 1, wherein R^8 is CO_2H or $C(O)N(H)SO_2R^5$.

~~10~~9. The compound or the salt of claim 1, wherein R^9 is cycloalkyl or heterocyclyl.

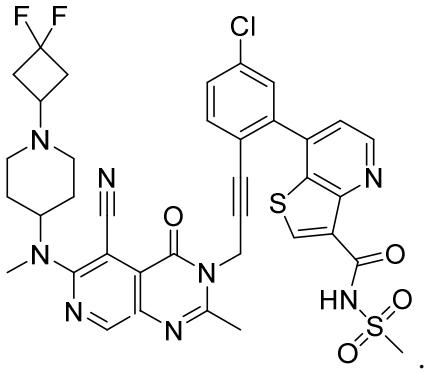
~~11~~10. The compound or the salt of claim 1, wherein p = 0 or 1.

~~12~~11. A compound having the formula:

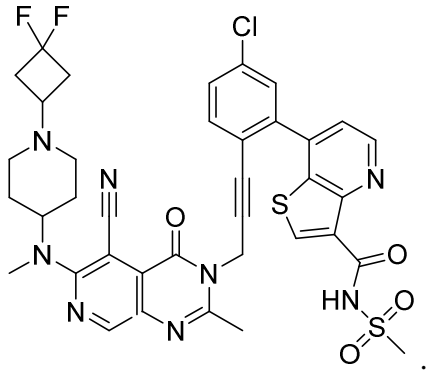


or a pharmaceutically acceptable salt thereof.

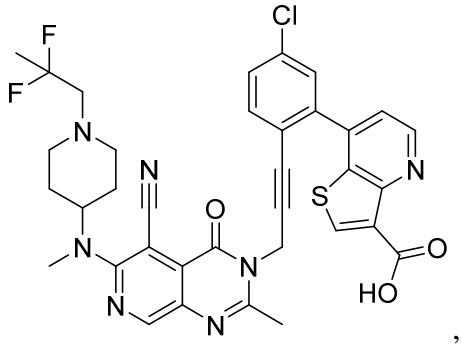
~~13~~12. A compound having the formula:



~~14~~13. A pharmaceutically acceptable salt of a compound having the formula:

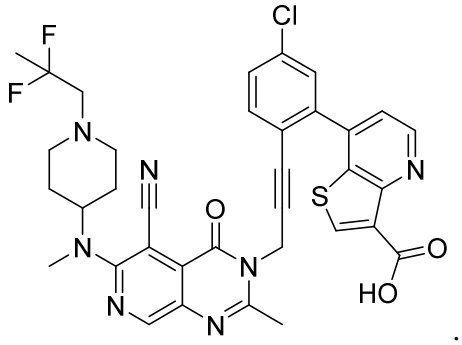


~~15~~14. A compound having the formula:

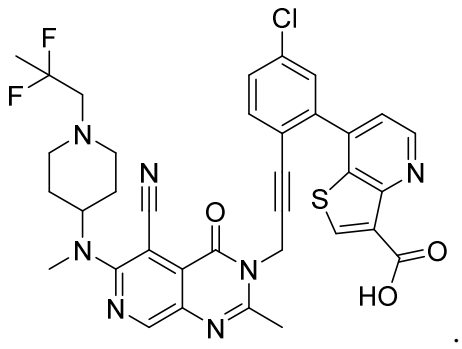


or a pharmaceutically acceptable salt thereof.

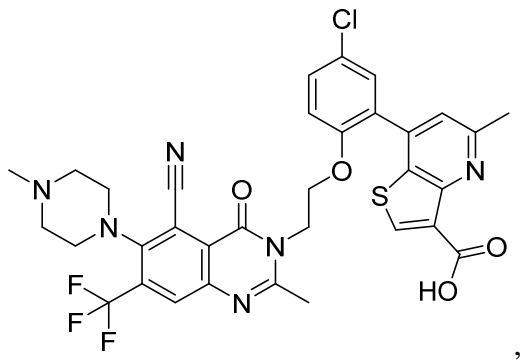
~~16~~15. A compound having the formula:



~~17~~16. A pharmaceutically acceptable salt of a compound having the formula:

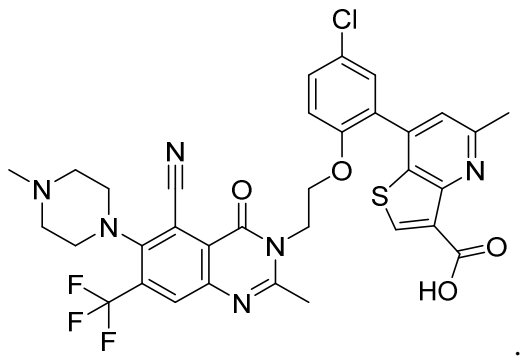


~~18~~17. A compound having the formula:

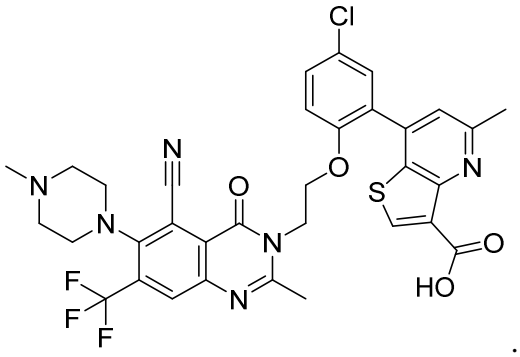


or a pharmaceutically acceptable salt thereof.

~~19~~18. A compound having the formula:



~~20~~19. A pharmaceutically acceptable salt of a compound having the formula:



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~~21~~20. A pharmaceutical composition comprising:

(a) a compound or a salt of any one of claims 1-~~20~~19; and

(b) a pharmaceutically acceptable carrier, diluent, or excipient.

~~22~~21. Use of a compound or a salt of any one of claims 1-~~20~~ 19 in the manufacture of a medicament for treating cancer.

~~23~~22. The use of claim ~~22~~21, wherein the cancer is colon cancer, gastric cancer, thyroid cancer, lung cancer, leukemia, B-cell lymphoma, T-cell lymphoma, hairy cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, Burkitt's lymphoma, pancreatic cancer, melanoma, brain cancer, CNS cancer, renal cancer, prostate cancer, ovarian cancer, or breast cancer.

~~24~~23. The use of claim ~~23~~22, wherein the cancer is a metastatic cancer.

~~25~~24. The use of claim ~~23~~22, wherein the cancer is breast cancer, prostate cancer, or lung cancer.

~~26~~25. The use of claim ~~25~~24, wherein the cancer is breast cancer.

~~27~~26. The use of claim ~~26~~25, wherein the breast cancer is hormone receptor positive breast cancer.

~~28~~27. The pharmaceutical composition of claim ~~21~~ 20 for use in treating cancer.