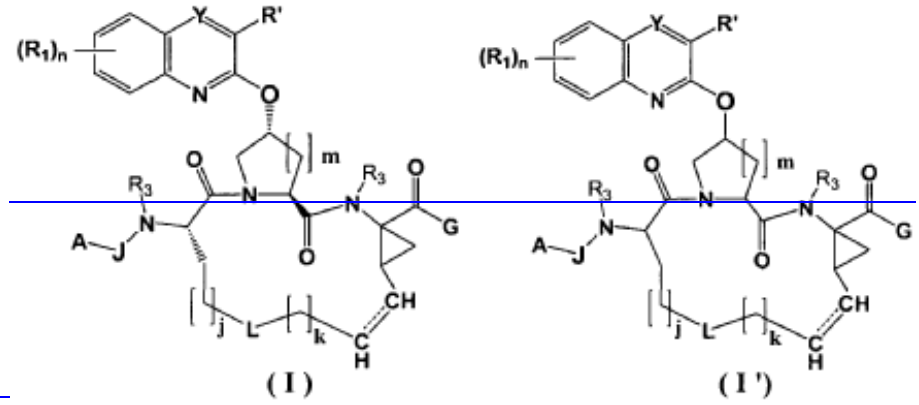
WHAT IS CLAIMED:

1. A compound of formula I or I' :



(I) (I ')

or a pharmaceutically acceptable salt thereof,

wherein:

J is absent, optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkynylene, -C(O) -, -O-C(O) -, -N(R_3)-C(O) -, -C(S) -, -C(=NR_4) -, -S(O) -, -S(O_2) -, or -N(R_3) ;

A is optionally substituted alkyl, optionally substituted alkenyl, or optionally substituted alkynyl, each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N; optionally substituted aryl, optionally substituted arylalkyl, optionally substituted alkoxy, optionally substituted heteroaryl, optionally substituted heterocyclic, or optionally substituted carbocyclic;

Each R_1 is independently selected from

(i) halogen, hydroxy, amino, -CN, -CF_3, -N_3, -NO_2, -OR_4, -SR_4, -SOR_4, -SO_2R_4, -N(R_3)S(O)$_2$-R_4, -N(R_3)(SO_2)NR_3R_4, -NR_3R_4, -C(O)-O-R_4, -C(O)R_4, -C(O)NR_3R_4, or -N(R_3)C(O)R_4;

(ii) optionally substituted aryl;

(iii) optionally substituted heteroaryl;

(iv) optionally substituted heterocyclic;

(v) optionally substituted carbocyclic; or

(vi) optionally substituted alkyl, optionally substituted alkenyl, or optionally substituted alkynyl, each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N;

G is -E-R_5;

wherein E is absent; optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkynylene, each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N; or -O-, -S-, -N(R_3)-, -N(R_3)S(O_p)-, -N(R_3)C(O)-, -N(R_3)C(O)S(O_p)-, -OS(O_p)-, -C(O)S(Op)-, or -C(O)N(R_3)S(Op)-;

p is 0, 1, or 2;

R_5 is H; optionally substituted alkyl, optionally substituted alkenyl, or optionally substituted alkynyl, each containing 0, 1 , 2, or 3 heteroatoms selected from O, S, or N; optionally substituted carbocyclic, optionally substituted heterocyclic, optionally substituted aryl, or optionally substituted heteroaryl;

R_3 and R_4 are each independently selected at each occurrence from the following: optionally substituted alkyl, optionally substituted alkenyl or optionally substituted alkynyl, each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N; optionally substituted aryl; optionally substituted heteroaryl; optionally substituted heterocyclic; optionally substituted carbocyclic; or hydrogen;

L is absent or is selected from optionally substituted alkylene, optionally substituted alkenylene or optionally substituted alkynylene, each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N;

j = 0, 1, 2, 3, or 4;

k= 0, 1, 2, or 3;

m = 0, I, or 2;

n is 0, 1, 2, 3, or 4; and

----- denotes a carbon-carbon single or double bond,

Y is -C(R)-, and R and R taken together with the they are attached form an aryl or heteroaryl ring, each said ring is optionally substituted

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein k=3, j=l and L is absent.

3. The compound of claim 5, or a pharmaceutically acceptable salt thereof, wherein R_1 is hydrogen or halogen; E is -NHS(O)- or -NHS(O_2)-, and R_5 is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, pyridinyl, pyrimidinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrrolidinyl, morpholinyl, piperidinyl, piperazinyl, or imidazolyl, each of which is optionally substituted.

4. The compound of claim 5, or a pharmaceutically acceptable salt thereof, wherein J is -C(O)- and A is optionally substituted -C_1-C_8 alkyl, containing 0, 1 , 2, or 3 heteroatoms selected from O, S, or N; optionally substituted aryl, optionally substituted -C_1-C_8 alkoxy, optionally substituted heteroaryl, optionally substituted -C_3-C_{12} cycloalkyl, or optionally substituted -C_3-C_{12} heterocycloalkyl.

5. The compound of claim 5, or a pharmaceutically acceptable salt thereof, wherein R6 and R7 are optionally substituted aryl. form an option

6. The compound of claim 5, or a pharmaceutically acceptable salt thereof, wherein R6 and R7, and the atoms to which substituted by (R_2)x, wherein

each R_2 is independently selected from

(i) halogen, hydroxy, amino, -CN, -CF_3, -N_3, -NO_2, -OR_4, -SR_4, -SOR_4, -SO_2R_4, -NHS(O_2)-R_4, -NHS(O_2)NR_3R_4, -NR_3R_4, -C(O)OR_4, -C(O)R_4, -C(O)NR_3R_4, or -N(R_3)C(O)R4;

(ii) optionally substituted aryl;

(iii) optionally substituted heteroaryl;

(iv) optionally substituted heterocyclic;

(v) optionally substituted carbocyclic; or

(iv) optionally substituted alkyl, optionally substituted alkenyl, or

~~optionally substituted alkynyl, each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N;~~

~~and x is 0, 1, 2, 3, or 4.~~

~~7~~1. A compound ~~of claim 1~~, or a pharmaceutically acceptable salt thereof, selected from the following:

(24) tert-butyl (2R,6S,13aS,14aR,16aS,Z)-14a-(cyclopropylsulfonylcarbamoyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-l,2,3,5,6,7,8,9,10,l l,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecin-6-ylcarbamate;

(25) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-6-(pyrazine-2-carboxamido)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[l,2-a][1,4]diazacyclopentadecine-14a-carboxamide;

(26) Cyclopentyl (2R,6S, 13aS, 14aR, 16aS,Z)-14a(cyclopropylsulfonylcarbamoyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-l,2,3,5,6,7,8,9,10,l l,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[l,2-a][l,4]diazacyclopentadecin-6-ylcarbamate;

(27) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(5-methyl-1H-pyrazole-3-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[l,2-a][l,4]diazacyclopentadecine-14a-carboxamide;

(28) N-((2R,6S, 13aS,14aR,16aS,Z)-14a-(cyclopropylsulfonylcarbamoyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-l,2,3,5,6,7,8,9,10,l l,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[l,2-a][l,4]diazacyclopentadecin-6-yl)-5-methylisoxazole-3-carboxamide;

(29) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(5-methylpyrazine-2-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[l, 2-a][l,4]diazacyclopentadecine-14a-carboxamide;

(30) N-((2R,6S,13aS,14aR,16aS,Z)-14a-(cyclopropylsulfonylcarbamoyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-l, 2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[l,2-a][l,4]diazacyclopentadecin-6-yl)thiazole-5-carboxamide;

(31) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(2-fluorobenzamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-l,2,3,5,6,7,8,9,10,l l,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a] [1,4]diazacyclopentadecine-14a-carboxamide;

(32) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-6-(pyridazine-4-carboxamido)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide;

(33) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-6-(pyrimidine-4-carboxarnido)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][l,4]diazacyclopentadecine-14a-carboxamide;

(34) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(l-methyl-lH-pyrazole-3-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[l,2-a][1,4]diazacyclopentadecine-14a-carboxamide;

(35) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(2-hydroxy-2-methylpropanamido)-5, 16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide;

(36) (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(l,5-dimethyl-1H-pyrazole-3-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide;

(37) Cyclopentyl (2R,6S,13aS,14aR,16aS,Z)-14a-(cyclopropylsulfonylcarbamoyl)-2-(2-fluorophenanthridin-6-yloxy)-5,16-dioxo-l ,2,3,5,6,7,8,9,10,11,13a, 14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecin-6-ylcarbamate;

(38) tert-Butyl (2R,6S,13aS,14aR,16aS,Z)-14a-(cyclopropylsulfonylcarbamoyl)-2-(2,9-difluorophenanthridin-6-yloxy)-5,l 6-dioxo-l,2,3,5,6,7,8,9,10,11,13a,14,14a, 15,16,16a- hexadecahydrocyclopropa[e]pyrrolo[l ,2-a][1,4]diazacyclopentadecin-6-ylcarbamate;

(39) tert-butyl (2R,6S,13aR,14aR,16aS)-14a-(cyclopropylsulfonylcarbamoyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)octadecahydrocyclopropa[e]pyrrolo[l,2-a][l,4]diazacyclopentadecin-6-ylcarbamate;
(40) Cyclopentyl (2R,6S,13aR,14aR,16aS)-14a-(cyclopropylsulfonylcarbamoyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)octadecahydrocyclopropa[e]pyrrolo[1,2-a][l,4]diazacyclopentadecin-6-ylcarbamate; and
(41) tert-Butyl (2R,6S,13aR,14aR,16aS)-5,16-dioxo-2-(phenanthridin-6-yloxy)-14a-(thiophen-2-ylsulfonylcarbamoyl)octadecahydrocyclopropa[e]pyrrolo[l,2-a][1,4]diazacyclopentadecin-6-ylcarbamate.

~~8~~2. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is tert-butyl (2R,6S,13aS,14aR,16aS,Z)-14a-(cyclopropylsulfonylcarbamoyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa [e]pyrrolo[1,2-a][1,4]diazacyclopentadecin-6-ylcarbamate.

~~9~~3. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-6-(pyrazine-2-carboxamido)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa [e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide.

~~10~~4. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(5-methylisoxazole -3-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide.

~~11~~5. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(5-methylpyrazine-2-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-

1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide.

~~12~~6. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(thiazole -5-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2a][1,4]diazacyclopentadecine-14a-carboxamide.

~~13~~7. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-5,16-dioxo-2-(phenanthridin-6-yloxy)-6-(pyridazine-4-carboxamido)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide.

~~14~~8. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(2-hydroxy-2-methylpropanamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide.

~~15~~9. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(1,5-dimethyl-1H-pyrazole-3-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a,15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide.

~~16~~10. A compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is (2R,6S,13aS,14aR,16aS,Z)-N-(cyclopropylsulfonyl)-6-(5-methyl-1H-pyrazole-3-carboxamido)-5,16-dioxo-2-(phenanthridin-6-yloxy)-1,2,3,5,6,7,8,9,10,11,13a,14,14a, 15,16,16a-hexadecahydrocyclopropa[e]pyrrolo[1,2-a][1,4]diazacyclopentadecine-14a-carboxamide.

~~17~~11. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~18~~12. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~13~~2 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~19~~13. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~14~~3 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~20~~14. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~15~~4 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~21~~15. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~16~~5 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~22~~16. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~17~~6 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~23~~17. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~18~~7 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~24~~18. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~19~~8 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~25~~19. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~20~~ 9 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.

~~26~~20. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim ~~21~~10 or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable carrier or excipient.