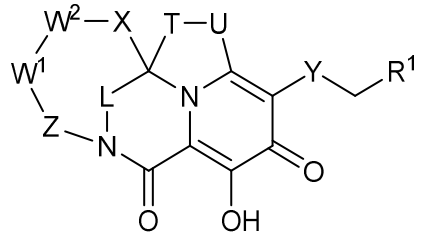
CLAIMS

We claim:

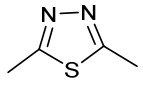
1. A compound of Formula I:



Formula I

or a pharmaceutically acceptable salt thereof, wherein

R^1 is $C_{6\text{-}10}$aryl, wherein the $C_{6\text{-}10}$aryl is optionally substituted with one to four R^{A1}, wherein each R^{A1} is independently halo;

Y is selected from the group consisting of –C(O)NH– and ;

L is $–CR^{3a}R^{3b}–$, –C(O)–, $–SO_2–$, $–CR^{3a}R^{3b}–CR^{3c}R^{3d}–$, or $–N(R^a)–$;

W^1 is a bond or $–CR^{4a}R^{4b}–$;

W^2 is $–CR^{5a}R^{5b}–$ or $–CR^{6a}=CR^{6b}–$;

X is$–CR^{8a}R^{8b}–$;

Z is $–CR^{9a}R^{9b}–$;

T is $–CR^{2a}R^{2b}–$; U is$–CR^{12a}R^{12b}–$;

R^{2a}, R^{2b}, R^{12a}, and R^{12b} are independently H, $C_{1\text{-}6}$alkyl, $C_{1\text{-}6}$haloalkyl, $C_{3\text{-}6}$cycloalkyl, $C_{3\text{-}6}$halocycloalkyl, halo, cyano, $–CH_2R^a$, $–CH_2OR^a$, $–CH_2–S(O)_nR^a$, $–OR^a$, $–O–C(O)–NHR^a$, $–NHR^a$, $–C(O)–NH(R^a)$, $–NR^e–C(O)R^a$, $–NR^e–S(O)_nR^a$, $–S(O)_n–NH(R^a)$, or $–S(O)_n–R^a$;

R^{3a}, R^{3b}, R^{3c}, and R^{3d} are independently H, $C_{1\text{-}6}$alkyl, $C_{1\text{-}4}$haloalkyl, or $–O–C_{1\text{-}4}$alkyl;

R^{4a}, R^{4b}, R^{5a}, R^{5b}, R^{8a}, R^{8b}, R^{9a}, and R^{9b} are independently H, C_{1-6}alkyl, hydroxyl, or –O–C_{1-4}alkyl;

each R^{6a} and R^{6b} is independently H or C_{1-6}alkyl;

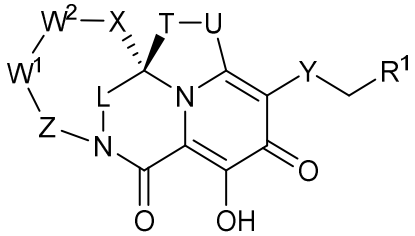
each R^a is independently (i) H, (ii) C_{1-6}alkyl, (iii) C_{3-6}cycloalkyl, (iv) a 5 to 10 membered carbocyclic ring, (v) 5 to 10 membered heterocyclic ring containing 1 or 2 heteroatom selected from N, O, and S, (vi) a 6 to 10 membered aromatic ring, or (vii) a 5 to 10 membered heteroaromatic ring containing 1 to 3 heteroatoms selected from N, O and S;

wherein the C_{1-6}alkyl, C_{3-6}cycloalkyl, 5 to 10 membered carbocyclic ring, 5 to 10 membered heterocyclic ring, 6 to 10 membered aromatic ring or 5 to 10 membered heteroaromatic ring is optionally substituted with 0 to 4 substituents independently selected from the group consisting of (i) oxo (ii) halo, (iii) cyano, (iv) –O–C_{1-4}alkyl, (v) C_{1-6}alkyl, (vi) –OR^e (vii) 3 to 10 membered carbocyclic ring, (viii) 5 to 10 membered heterocyclic ring containing 1 or 2 heteroatom selected from N, O, and S, (ix) 6 to 10 membered aromatic ring, or (x) a 5 to 10 membered heteroaromatic ring containing 1 to 3 heteroatoms selected from N, O and S; wherein the 3 to 10 membered carbocyclic ring, 5 to 10 membered heterocyclic ring, 6 to 10 membered aromatic ring, or 5 to 10 membered heteroaromatic ring is optionally substituted with one to four R^{A5}, wherein each R^{A5} is independently oxo, halo, cyano, C_{1-6}alkyl, C_{3-6}cycloalkyl or –OR^e;

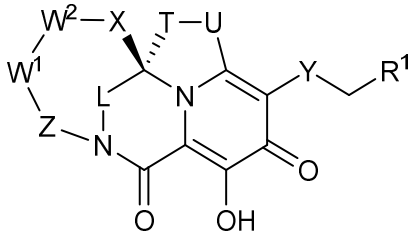
each R^e is independently H, C_{1-4}alkyl or C_{3-6}cycloalkyl wherein each C_{1-4}alkyl or C_{3-6}cycloalkyl is optionally substituted by a halo or a cyano; and

each n is 0, 1, or 2.

2. The compound of claims 1, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula Ia or Formula Ib:

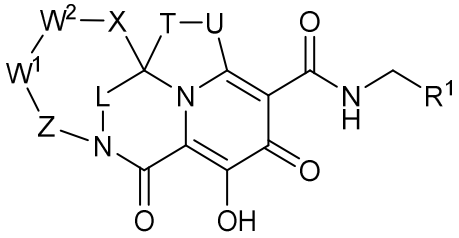


Formula Ia



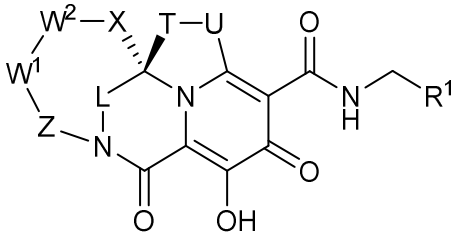
Formula Ib.

3. The compound of claim 1 or 2, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula II:

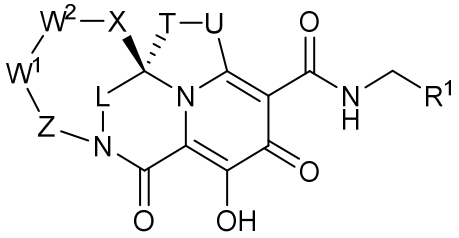


Formula II.

4. The compound of claim 3, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula IIa or Formula IIb:



Formula IIa



Formula IIb.

5. The compound of any one of claims 1-4, or the pharmaceutically acceptable salt thereof, wherein R^{2a} and R^{2b} are independently H, halo, C_{1-6}alkyl, -CH_2OR^a or –OR^a; and wherein each R^a is independently H or C_{1-6}alkyl.

6. The compound of any one of claims 1-5, or the pharmaceutically acceptable salt thereof, wherein:

L is –CH_2–;

R^{2a}, R^{2b}, R^{12a}, and R^{12b} are independently H, C_{1-6}alkyl, halo, –OR^a–, or –CH_2OR^a;

R^a is H or C_{1-6}alkyl; and

R^1 is C_{6-10}aryl optionally substituted with one to four R^{A1}, wherein each R^{A1} is independently fluoro or chloro.

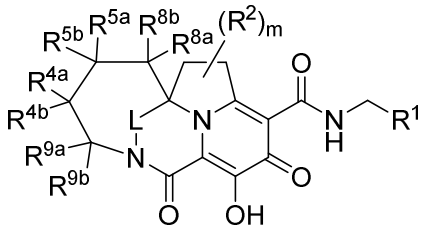
7. The compound of any one of claims 1-5, or the pharmaceutically acceptable salt thereof, wherein R^{12a} and R^{12b} are independently H, halo, C_{1-6}alkyl, -CH_2OR^a, or –OR^a; and wherein each R^a is H or C_{1-6}alkyl.

8. The compound of any one of claims 1-7, or the pharmaceutically acceptable salt thereof, wherein W^1 is a bond.

9. The compound of any one of claims 1-7, or the pharmaceutically acceptable salt thereof, wherein W^1 is –$CR^{4a}R^{4b}$–.

10. The compound of any one of claims 1-9, or the pharmaceutically acceptable salt thereof, wherein W^2 is –$CR^{5a}R^{5b}$–.

11. The compound of any one of claims 1-10, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula VI:

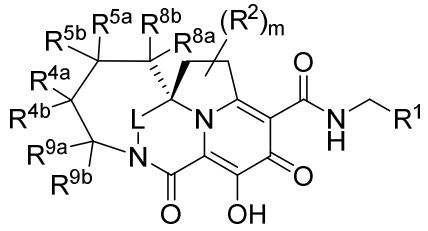


Formula VI;

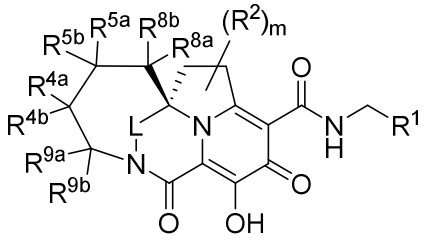
wherein m is 0, 1, 2, 3, or 4; and

each R^2 is independently C_{1-6}alkyl, C_{3-6}cycloalkyl, halo, cyano, $–CH_2R^a$, $–CH_2OR^a$, $–CH_2–S(O)_nR^a$, $–OR^a$, $–O–C(O)–NHR^a$, $–NHR^a$, $–C(O)–NH(R^a)$, $–NR^e–C(O)R^a$, $–NR^e–S(O)_nR^a$, $–S(O)_n–NH(R^a)$, or $–S(O)_n–R^a–$.

12. The compound of claim 11, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula VIa or Formula VIb:



Formula VIa;

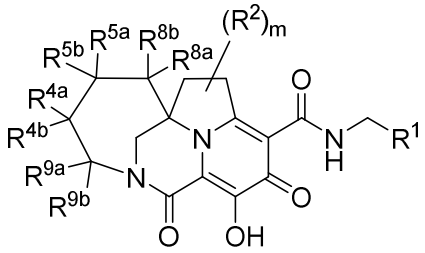


Formula VIb;

wherein m is 0, 1, 2, 3, or 4; and

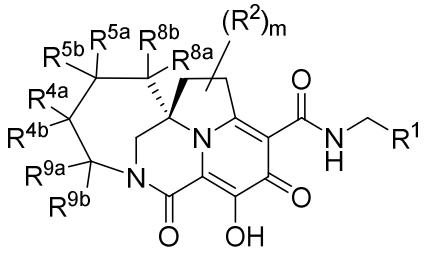
each R^2 is independently C_{1-6}alkyl, C_{3-6}cycloalkyl, halo, cyano, $–CH_2R^a$, $–CH_2OR^a$, $–CH_2–S(O)_nR^a$, $–OR^a$, $–O–C(O)–NHR^a$, $–NHR^a$, $–C(O)–NH(R^a)$, $–NR^e–C(O)R^a$, $–NR^e–S(O)_nR^a$, $–S(O)_n–NH(R^a)$, or $–S(O)_n–R^a$.

13. The compound of any one of claims 1-12, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula VII:

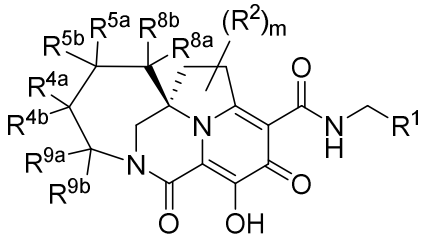


Formula VII.

14. The compound of claim 13, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula VIIa or Formula VIIb:



Formula VIIa

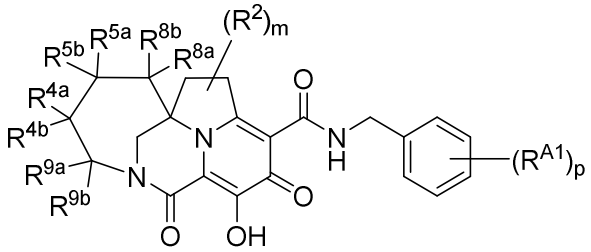


Formula VIIb.

15. The compound of any one of claims 1-14, or the pharmaceutically acceptable salt thereof, wherein R^1 is phenyl, optionally substituted with one, two, three, or four R^{A1}, wherein each R^{A1} is independently halo.

16. The compound of any one of claims 1-15, or the pharmaceutically acceptable salt thereof, wherein R^1 is phenyl substituted with two or three halogens selected from chloro and fluoro.

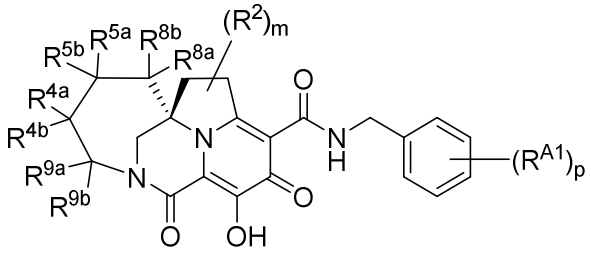
17. The compound of any one of claims 1-16, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula VIII:



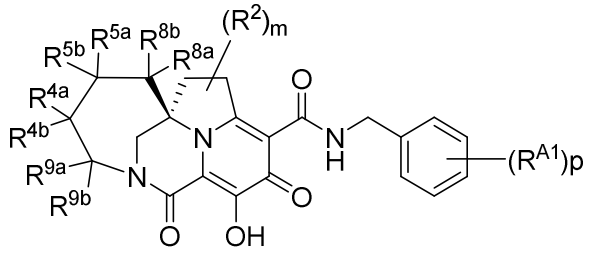
Formula VIII;

wherein p is 2 or 3.

18. The compound of claim 17, or the pharmaceutically acceptable salt thereof, wherein the compound has a Formula VIIIa or Formula VIIIb:



Formula VIIIa;



Formula VIIIb;

wherein p is 2 or 3.

19. The compound of any one of claims 1-18, or the pharmaceutically acceptable salt thereof, wherein R^{4a}, R^{4b}, R^{5a}, R^{5b}, R^{8a}, R^{8b}, R^{9a} and R^{9b} are each independently H, C_1-C_6 alkyl, or –O–C_{1-4}alkyl.

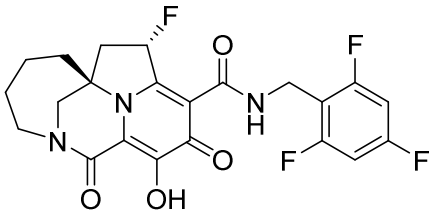
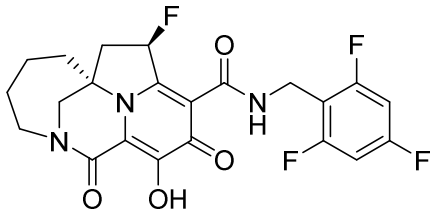
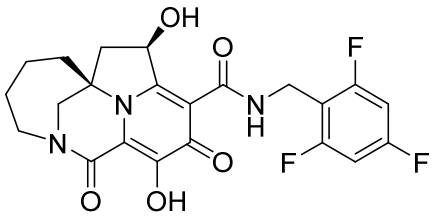
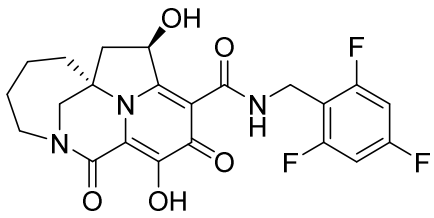
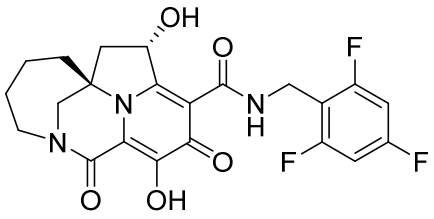
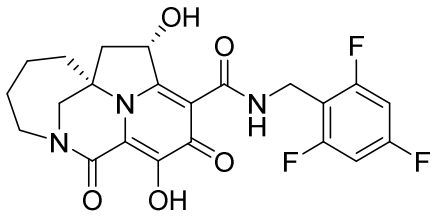
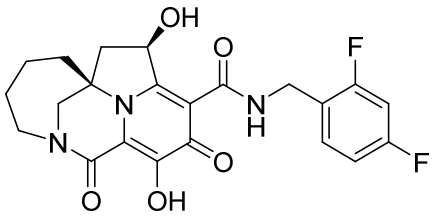
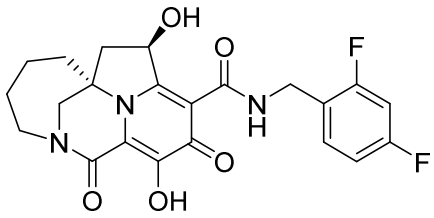
20. The compound of any one of claims 1-19, or the pharmaceutically acceptable salt thereof, wherein R^{4a}, R^{4b}, R^{5a}, R^{5b}, R^{8a}, R^{8b}, R^{9a} and R^{9b} are each independently H, $-CH_3$, or $-OCH_3$.

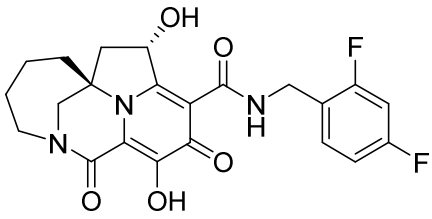
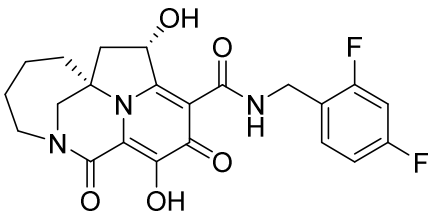
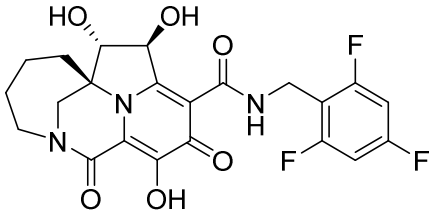
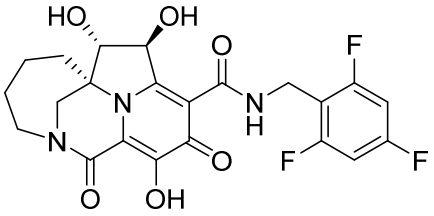
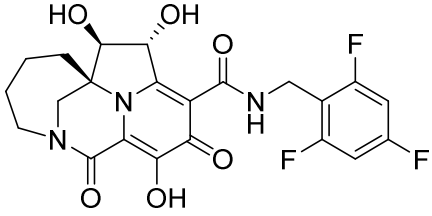
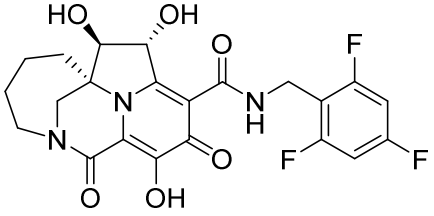
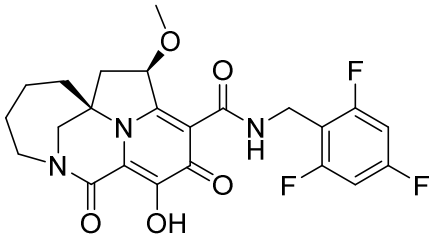
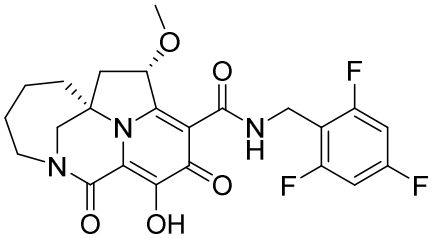
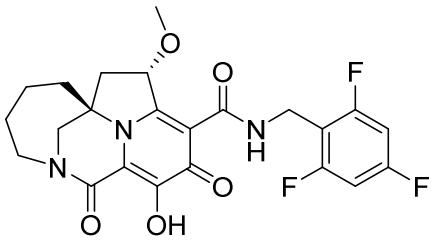
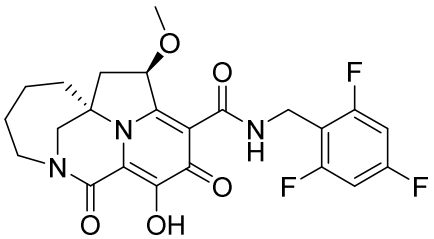
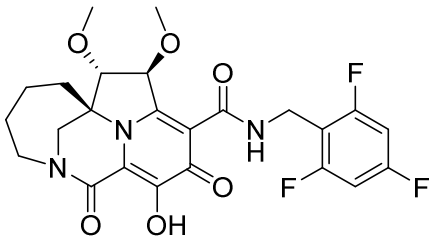
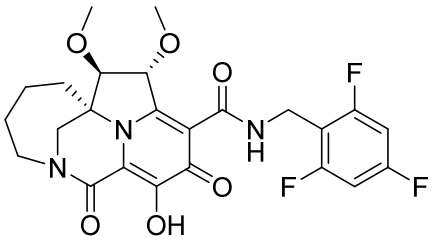
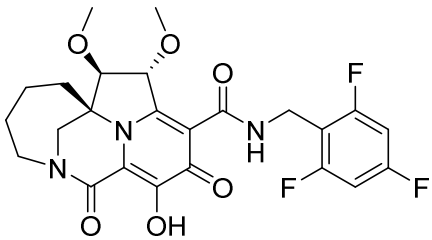
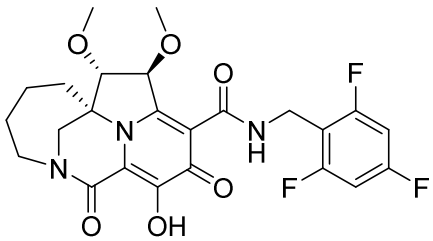
21. The compound of any one of claims 11-20, wherein m is 0, 1, or 2.

22. The compound of any one of claims 1-21, or the pharmaceutically acceptable salt thereof, wherein each R^2 is independently halo, C_1-C_6 alkyl, $-CH_2OR^a$, or $-OR^a$; wherein each R^a is independently H or C_1-C_6 alkyl.

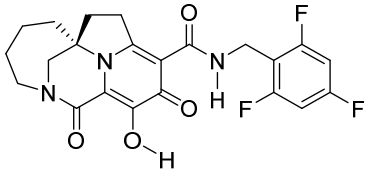
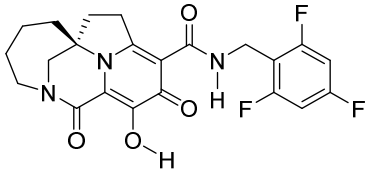
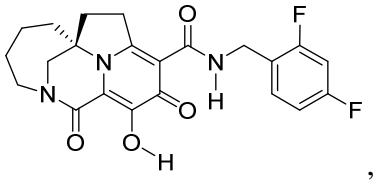
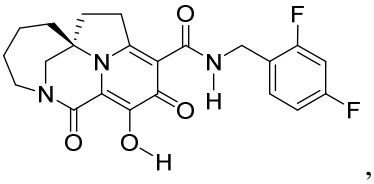
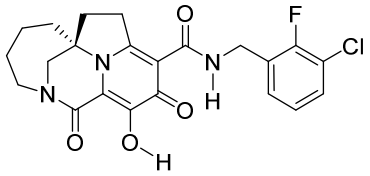
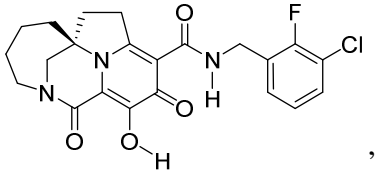
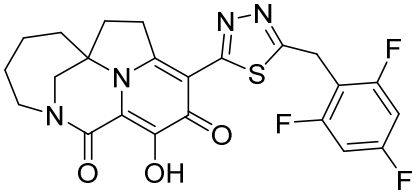
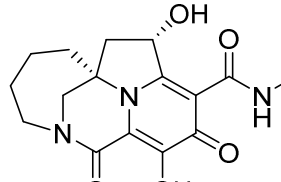
23. The compound of any one of claims 1-22 or the pharmaceutically acceptable salt thereof, wherein each R^2 is independently halo, C_1-C_6 alkyl, $-CH_2OR^a$, or $-OR^a$; wherein each R^a is independently H or methyl.

24. A compound selected from the group consisting of:

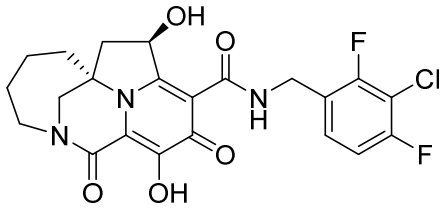
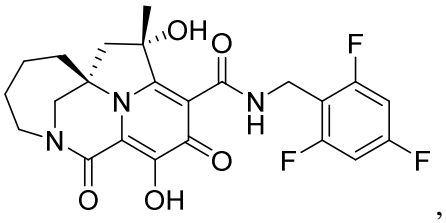
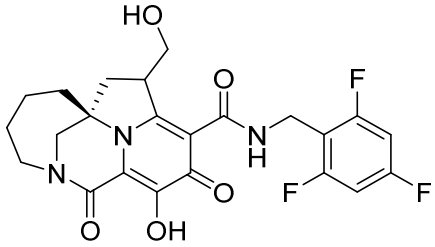
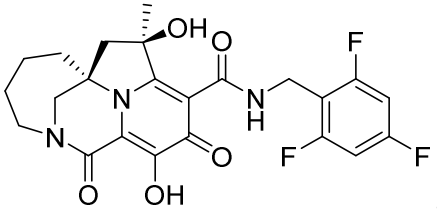

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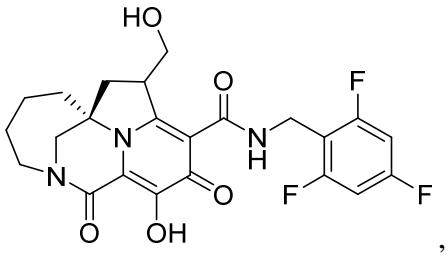
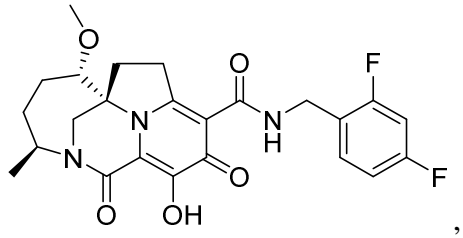
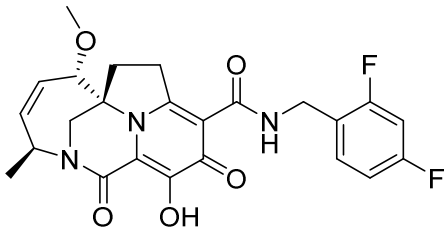
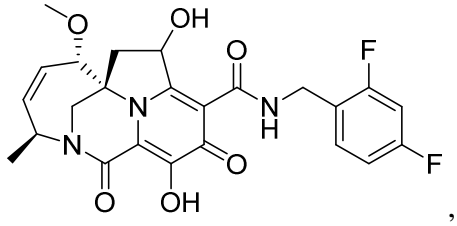
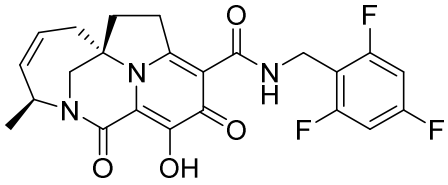
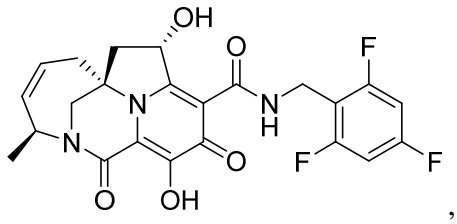
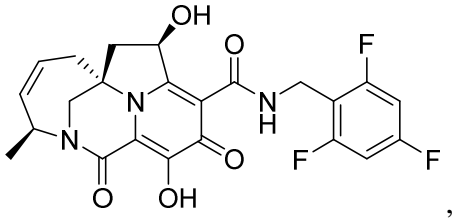
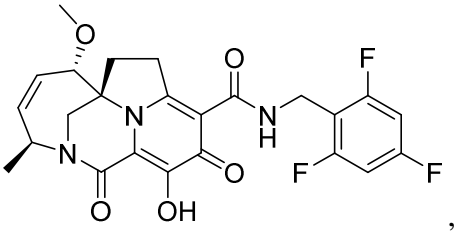
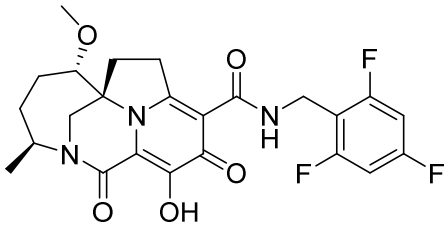
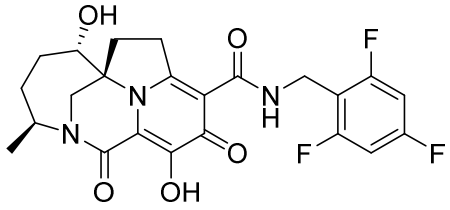

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, or a pharmaceutically acceptable salt thereof.

25. A compound selected from the group consisting of:


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or a pharmaceutically acceptable salt thereof.

26. A compound selected from the group consisting of:

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27. A pharmaceutical composition comprising a therapeutically effective amount of a compound of any one of claims 1-26, or pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

28. Use of a compound of any one of claims 1-27 or pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating an HIV infection in a human

having or at risk of having the infection.

29. The compound of claim 17, or the pharmaceutically acceptable salt thereof, wherein R^{4a}, R^{4b}, R^{5a}, R^{5b}, R^{8a}, R^{8b}, R^{9a} and R^{9b} are each independently H, C_1-C_6 alkyl, halo, or –O-C_{1-4}alkyl.

30. The compound of claim 29, or the pharmaceutically acceptable salt thereof, wherein m is 0, 1, or 2.

31. The compound of claim 30, or the pharmaceutically acceptable salt thereof, wherein each R^2 is independently halo, C_{1-6}alkyl, -CH_2OR^a or –OR^a; wherein each R^a is independently H or C_1-C_6 alkyl.

32. The compound of claim 31, or the pharmaceutically acceptable salt thereof, wherein R^{4a}, R^{4b}, R^{5a}, R^{5b}, R^{8a}, R^{8b}, R^{9a} and R^{9b} are each H.

33. The compound of claim 32, or the pharmaceutically acceptable salt thereof, wherein m is 0.

34. A pharmaceutical composition comprising a therapeutically effective amount of the compound of claim 32, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

35. Use of the compound of claim 32, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating an HIV infection in a human having or at risk of having the infection.