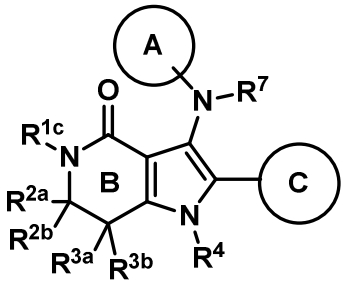
WHAT IS CLAIMED IS:

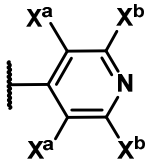
1. A compound of Formula **(I)**:



Formula **(I)**

or a pharmaceutically acceptable salt thereof, wherein:

Ring C is selected from the group consisting of:

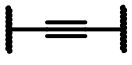
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, wherein:
    - each $\mathbf{X^b}$ is independently $\mathbf{X^1}$, $\mathbf{R^c}$, or H; and
    - each $\mathbf{X^a}$ is independently selected from the group consisting of: H, halo; cyano; $C_{1\text{-}10}$ alkyl which is optionally substituted with from 1-6 independently selected $\mathbf{R^a}$; $C_{2\text{-}6}$ alkenyl; -$S(O)_{1\text{-}2}(C_{1\text{-}4}$ alkyl); -S(O)(=NH)($C_{1\text{-}4}$ alkyl); -N$\mathbf{R^eR^f}$; –OH; -$S(O)_{1\text{-}2}$N**R'R''**; -$C_{1\text{-}4}$ thioalkoxy; -NO_2; -C(=O)($C_{1\text{-}10}$ alkyl); -C(=O)O($C_{1\text{-}4}$ alkyl); -C(=O)OH; -C(=O)N**R'R''**; and –SF_5;
- 2-pyridyl or 3-pyridyl, each optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 $\mathbf{R^c}$;
- 2-pyridonyl or 4-pyridonyl, each optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 $\mathbf{R^c}$, wherein the ring nitrogen atom is optionally substituted with $\mathbf{R^d}$;
- heteroaryl including 6 ring atoms, wherein from 2-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), and N($\mathbf{R^d}$), and wherein the heteroaryl is optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 $\mathbf{R^c}$;

- heteroaryl including 5 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 $\mathbf{R^c}$;
- bicyclic heteroaryl including 7-10 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$;
- C_{3-10} cycloalkyl or C_{3-10} cycloalkenyl, each of which is optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$;
- heterocyclyl or heterocycloalkenyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl or heterocycloalkenyl is optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$; and
- C_{6-10} aryl optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 $\mathbf{R^c}$;

$\mathbf{X^1}$ is $\mathbf{-(X^2)_m\text{-}L^1\text{-}R^5}$, wherein: **m** is 0 or 1;

$\mathbf{X^2}$ is selected from the group consisting of:

- -O-, -N($\mathbf{R^N}$)-, or $-S(O)_{0-2}$;
- ;
- $-C_{2-6}$ alkenylene optionally substituted with from 1-3 $\mathbf{R^a}$;
- -C(=O)O-*, -C(=O)N($\mathbf{R^N}$)-*, or $-S(O)_{1-2}N(\mathbf{R^N})$-*;
- -OC(=O)-*, -N($\mathbf{R^N}$)C(=O)-*, or –N($\mathbf{R^N}$)$S(O)_{1-2}$-*; and
- -OC(=O)N($\mathbf{R^N}$)-*, -N($\mathbf{R^N}$)C(=O)O-*, -N($\mathbf{R^N}$)C(=O)N($\mathbf{R^N}$)-*, or –N($\mathbf{R^N}$)$S(O)_{1-2}N(\mathbf{R^N})$-*,

wherein the asterisk represents point of attachment to $\mathbf{L^1}$;

$\mathbf{L^1}$ is selected from the group consisting of: a bond and C_{1-10} alkylene optionally substituted with from 1-6 $\mathbf{R^a}$;

$\mathbf{R^5}$ is selected from the group consisting of:

- H;
- halo;
- -OH;
- -N$\mathbf{R^e R^f}$;
- -C_{1-6} alkoxy or -S(O)$_{0-2}$(C_{1-6} alkyl), each optionally substituted with from 1-6 $\mathbf{R^a}$;
- -$\mathbf{R^g}$;
- -$\mathbf{L^5}$-$\mathbf{R^g}$;
- -$\mathbf{R^{g2}}$-$\mathbf{R^W}$ or -$\mathbf{R^{g2}}$-$\mathbf{R^Y}$; and
- -$\mathbf{L^5}$-$\mathbf{R^{g2}}$-$\mathbf{R^W}$ or –$\mathbf{L^5}$-$\mathbf{R^{g2}}$-$\mathbf{R^Y}$;

provided that:

when $\mathbf{L^1}$ is a bond, then $\mathbf{R^5}$ is selected from the group consisting of: H, -$\mathbf{R^g}$, -$\mathbf{R^{g2}}$-$\mathbf{R^W}$, and -$\mathbf{R^{g2}}$-$\mathbf{R^Y}$; and

$\mathbf{X^1}$ is other than H, -OH, or NH_2;

$\mathbf{L^5}$ is selected from the group consisting of: –O-, -S(O)$_{0-2}$, -NH-, and -N($\mathbf{R^d}$)-;

$\mathbf{R^W}$ is –$\mathbf{L^W}$-$\mathbf{W}$,

wherein $\mathbf{L^W}$ is C(=O), S(O)$_{1-2}$, OC(=O)*, NHC(=O)*, N$\mathbf{R^d}$C(=O)*, NHS(O)$_{1-2}$*, or N$\mathbf{R^d}$S(O)$_{1-2}$*, wherein the asterisk represents point of attachment to **W**, and

W is selected from the group consisting of:

- C_{2-6} alkenyl; C_{2-6} alkynyl; or C_{3-10} allenyl, each of which is optionally substituted with from 1-3 $\mathbf{R^a}$ and further optionally substituted with $\mathbf{R^g}$, wherein **W** is attached to $\mathbf{L^W}$ via an sp^2 or *sp* hybridized carbon atom, thereby providing an α, β-unsaturated system; and
- bicyclo[**x**.**y**.0]cycloalkyl optionally substituted with from 1-2 $\mathbf{R^c}$, wherein **x** is 1 or 2; and **y** is an integer from 1 to 6;

$\mathbf{R^Y}$ is selected from the group consisting of: -$\mathbf{R^g}$ and -$\mathbf{(L^g)_g}$-$\mathbf{R^g}$;

each of $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, $\mathbf{R^{2b}}$, $\mathbf{R^{3a}}$, and $\mathbf{R^{3b}}$ is independently selected from the group consisting of: H; halo; -OH; -C(O)OH or –C(O)NH_2; -CN; -$\mathbf{R^b}$; -$\mathbf{L^b}$-$\mathbf{R^b}$; -N$\mathbf{R^e R^f}$; -$\mathbf{R^g}$; -$\mathbf{(L^g)_g}$-$\mathbf{R^g}$; -$\mathbf{(L^g)_g}$-$\mathbf{R^W}$; -$\mathbf{(L^g)_g}$-$\mathbf{R^{g2}}$-$\mathbf{R^W}$; and -C_{1-6} alkoxy or -C_{1-6} thioalkoxy, each optionally substituted with from 1-6 $\mathbf{R^a}$; provided that $\mathbf{R^{1c}}$ is other than halo, –CN, or –C(O)OH; or

two of variables $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, $\mathbf{R^{2b}}$, $\mathbf{R^{3a}}$, and $\mathbf{R^{3b}}$, together with the **Ring B** ring atoms to which each is attached, form a fused saturated or unsaturated ring of 3-12 ring atoms;

- wherein from 0-2 of the ring atoms are each an independently selected heteroatom (in addition to –N($\mathbf{R^{1c}}$)- when –N($\mathbf{R^{1c}}$)- forms part of the fused saturated or unsaturated ring), wherein each of the independently selected heteroatoms is selected from the group consisting of N, NH, N($\mathbf{R^d}$), O, and $S(O)_{0-2}$; and
- wherein the fused saturated or unsaturated ring of 3-12 ring atoms is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo, $\mathbf{R^c}$, and $\mathbf{R^W}$; or

one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ and one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ combine to form a double bond between the **Ring B** atoms to which each is attached;

Ring A is $\mathbf{R^g}$;

$\mathbf{R^4}$ and $\mathbf{R^7}$ are independently H or $\mathbf{R^d}$;

each occurrence of $\mathbf{R^a}$ is independently selected from the group consisting of: –OH; -halo; –N$\mathbf{R^e R^f}$; C_{1-4} alkoxy; C_{1-4} haloalkoxy; -C(=O)O(C_{1-4} alkyl); -C(=O)(C_{1-4} alkyl); -C(=O)OH; -CON$\mathbf{R'R''}$; -$S(O)_{1-2}$N$\mathbf{R'R''}$; -$S(O)_{1-2}$(C_{1-4} alkyl); and cyano;

each occurrence of $\mathbf{R^b}$ is independently C_{1-6} alkyl, C_{2-6} alkenyl, or C_{2-6} alkynyl, each of which is optionally substituted with from 1-6 $\mathbf{R^a}$;

each occurrence of $\mathbf{L^b}$ is independently C(=O); C(=O)O; $S(O)_{1-2}$; C(=O)NH*; C(=O)N$\mathbf{R^d}$*; $S(O)_{1-2}$NH*; or $S(O)_{1-2}$N($\mathbf{R^d}$)*, wherein the asterisk represents point of attachment to $\mathbf{R^b}$;

each occurrence of $\mathbf{R^c}$ is independently selected from the group consisting of: halo; cyano; C_{1-10} alkyl which is optionally substituted with from 1-6 independently selected $\mathbf{R^a}$; C_{2-6} alkenyl; C_{2-6} alkynyl; C_{1-4} alkoxy optionally substituted with C_{1-4} alkoxy or C_{1-4} haloalkoxy; C_{1-4} haloalkoxy; -S(O)$_{1-2}$(C_{1-4} alkyl); -S(O)(=NH)(C_{1-4} alkyl); -N$\mathbf{R^eR^f}$; –OH; -S(O)$_{1-2}$N**R'R''**; -C_{1-4} thioalkoxy; -NO_2; -C(=O)(C_{1-10} alkyl); -C(=O)O(C_{1-4} alkyl); -C(=O)OH; -C(=O)N**R'R''**; and –SF_5;

each occurrence of $\mathbf{R^d}$ is independently selected from the group consisting of: C_{1-6} alkyl optionally substituted with from 1-3 independently selected $\mathbf{R^a}$; -C(O)(C_{1-4} alkyl); -C(O)O(C_{1-4} alkyl); -CON**R'R''**; -S(O)$_{1-2}$N**R'R''**; -S(O)$_{1-2}$(C_{1-4} alkyl); -OH; and C_{1-4} alkoxy;

each occurrence of $\mathbf{R^e}$ and $\mathbf{R^f}$ is independently selected from the group consisting of: H; C_{1-6} alkyl optionally substituted with from 1-3 substituents each independently selected from the group consisting of N**R'R''**, -OH, C_{1-6} alkoxy, C_{1-6} haloalkoxy, and halo; -C(O)(C_{1-4} alkyl); -C(O)O(C_{1-4} alkyl); -CON**R'R''**; -S(O)$_{1-2}$N**R'R''**; -S(O)$_{1-2}$(C_{1-4} alkyl); -OH; and C_{1-4} alkoxy;

each occurrence of $\mathbf{R^g}$ is independently selected from the group consisting of:

- C_{3-10} cycloalkyl or C_{3-10} cycloalkenyl, each of which is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$;
- heterocyclyl or heterocycloalkenyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and S(O)$_{0-2}$, and wherein the heterocyclyl or heterocycloalkenyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$;
- heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and S(O)$_{0-2}$, and wherein the heteroaryl is optionally substituted with from 1-4 $\mathbf{R^c}$; and
- C_{6-10} aryl optionally substituted with from 1-4 $\mathbf{R^c}$;

each occurrence of $\mathbf{L^g}$ is independently selected from the group consisting of: -O-, -NH-, -N$\mathbf{R^d}$, -S(O)$_{0-2}$, C(O), and C_{1-3} alkylene optionally substituted with from 1-3 $\mathbf{R^a}$;

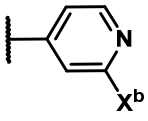
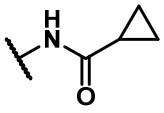
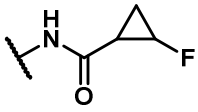
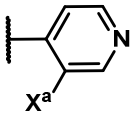
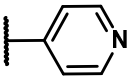
each **g** is independently 1, 2, or 3;

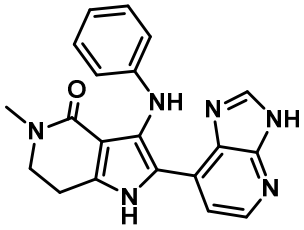
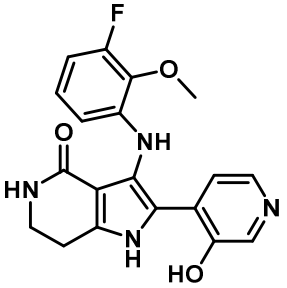
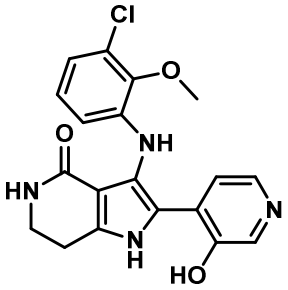
each $\mathbf{R^{g2}}$ is a divalent $\mathbf{R^{g}}$ group;

each occurrence of **R'** and **R''** is independently selected from the group consisting of: H; -OH; and C_{1-4} alkyl; and

each occurrence of $\mathbf{R^{N}}$ is independently H, C_{1-3} alkyl, or C_{3-6} cycloalkyl,

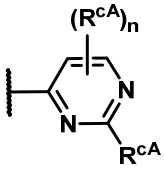
provided that one or more of the following applies:

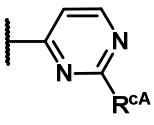
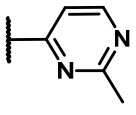
- when $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ are H or methyl; $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ are H; **Ring C** is ; and $\mathbf{X^{b}}$ is H, methyl, NH_2, NHC(=O)Me, NHC(=O)iPr, NHC(=O)NHEt, , , then **Ring A** is other than unsubstituted phenyl;
- when $\mathbf{R^{2a}}$, $\mathbf{R^{2b}}$, $\mathbf{R^{3a}}$, and $\mathbf{R^{3b}}$ are each H; **Ring C** is ; and $\mathbf{X^{a}}$ is methyl or F, then **Ring A** is other than unsubstituted phenyl;
- when $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, $\mathbf{R^{2b}}$, $\mathbf{R^{3a}}$, and $\mathbf{R^{3b}}$ are each H; **Ring C** is , then **Ring A** is other than 4-fluorophenyl; and

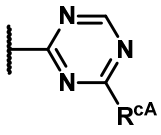
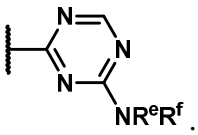
- the compound is other than: , , or .

2. The compound of claim 1, wherein **Ring C** is heteroaryl including 6 ring atoms, wherein from 2-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), and N($\mathbf{R^d}$), and wherein the heteroaryl is optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^c}$.

3. The compound of claim 1, wherein **Ring C** is pyrimidyl optionally substituted with from 1-3 $\mathbf{R^{cA}}$, optionally wherein **Ring C** is pyrimidyl substituted with from 1-2 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^c}$.

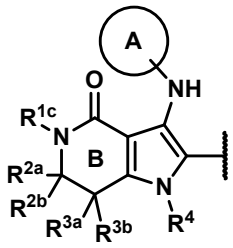
4. The compound of claim 1, wherein **Ring C** is , wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^c}$; and **n** is 0, 1, or 2.

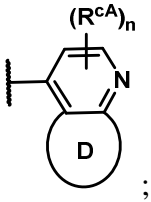
5. The compound of claim 1, wherein **Ring C** is , wherein $\mathbf{R^{cA}}$ is $C_{1\text{-}3}$ alkyl optionally substituted with from 1-3 independently selected halo; optionally wherein, **Ring C** is .

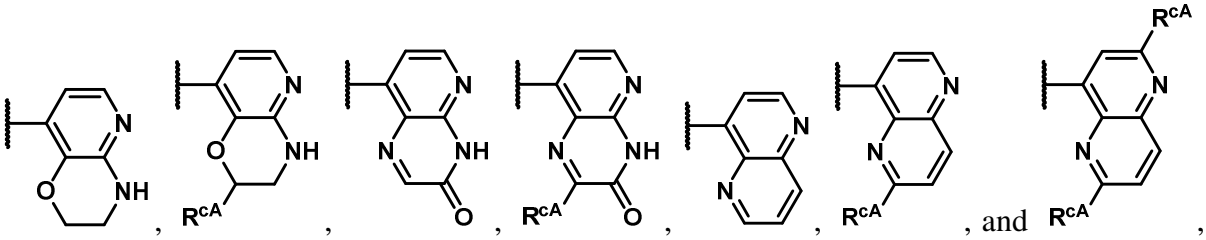
6. The compound of claim 1, wherein **Ring C** is triazinyl optionally substituted with from 1-2 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$, such as wherein **Ring C** is  , optionally wherein **Ring C** is  .

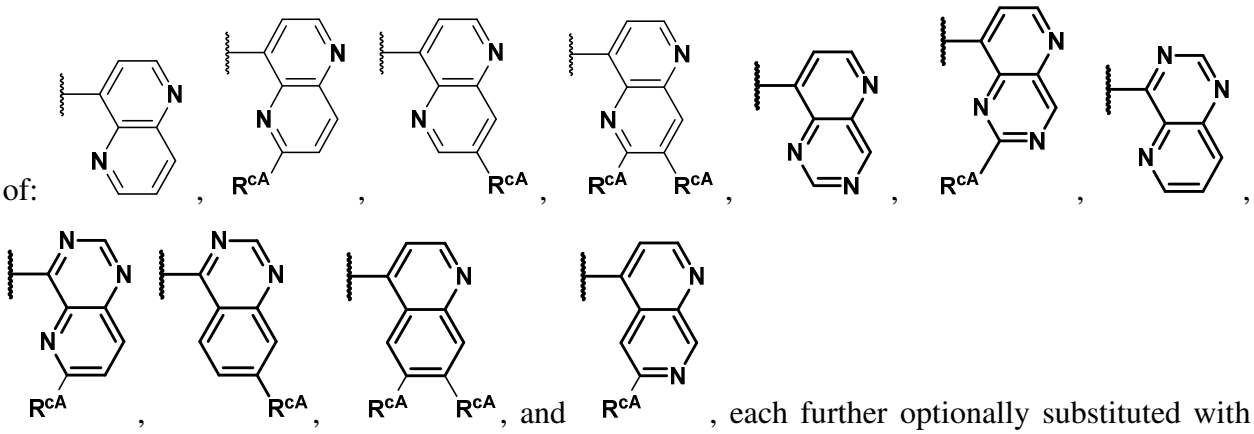
7. The compound of claims 1, wherein **Ring C** is heteroaryl including 6 ring atoms, wherein from 2-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), and N($\mathbf{R^{d}}$), and wherein the heteroaryl is substituted with $\mathbf{X^{1}}$ and further optionally substituted with from 1-2 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

8. The compound of claim 1, wherein **Ring C** is bicyclic heteroaryl including 7-10 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with $\mathbf{X^{1}}$ and further optionally substituted with from 1-4 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

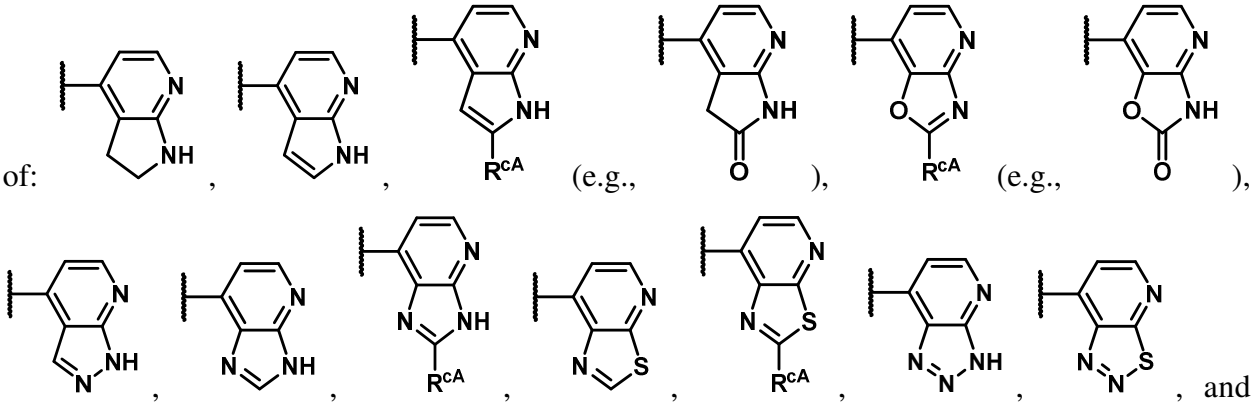
9. The compound of claims 16, wherein **Ring C** is connected to  via a 6-membered ring.

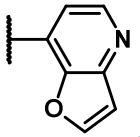
10. The compound of claim 1, wherein **Ring C** is  ; **Ring D** is a partially unsaturated or aromatic ring including from 5-6 ring atoms, wherein from 0-2 of the ring atoms are heteroatoms each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0-2}$, wherein **Ring D** is optionally substituted with from 1-2 $\mathbf{R^{cA}}$; **n** is 0, 1, or 2; and each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

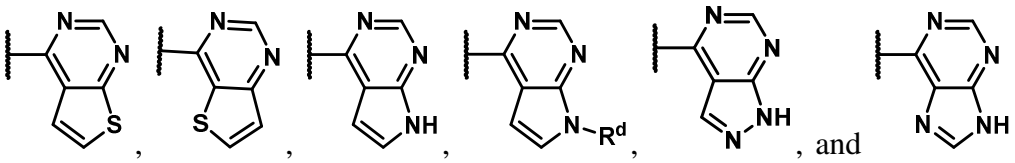
11. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: , each further optionally substituted with $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

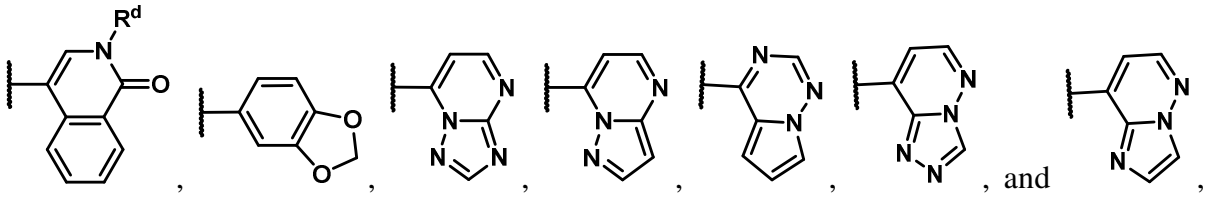
12. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: , each further optionally substituted with $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

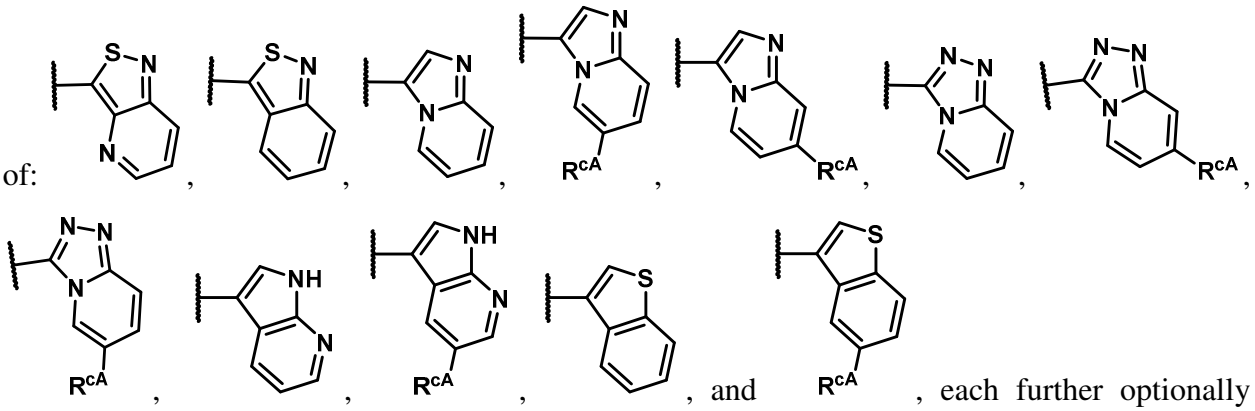
13. The compound of claim 10, wherein **Ring D** is a partially unsaturated or aromatic ring including 5 ring atoms, wherein from 0-2 of the ring atoms are heteroatoms each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0-2}$, wherein **Ring D** is optionally substituted with from 1-2 $\mathbf{R^{cA}}$**.**

14. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: , and


, each further optionally substituted with $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

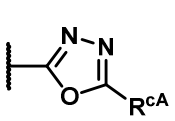
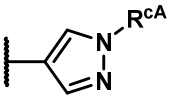
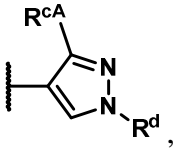
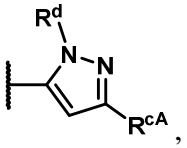
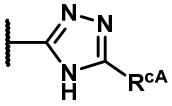
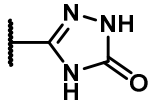
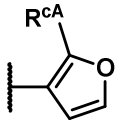
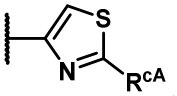
15. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: , each further optionally substituted with $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

16. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: , each further optionally substituted with $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

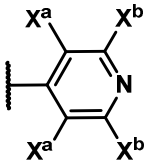
17. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: , each further optionally substituted with $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

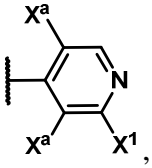
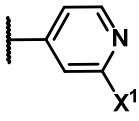
18. The compound of claim 1, wherein **Ring C** is heteroaryl including 5 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0\text{-}2}$, and wherein the heteroaryl is optionally substituted with $\mathbf{X^{1}}$ and further optionally substituted with from 1-4 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

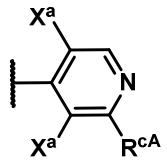
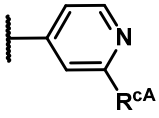
19. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: pyrazolyl, imidazolyl, thiazolyl, oxazolyl, triazolyl, furanyl, thiophenyl, oxadiazolyl, and thiadiazolyl, each optionally substituted with from 1-2 $\mathbf{R^{cA}}$, wherein a ring nitrogen atom is optionally substituted with $\mathbf{R^{d}}$, and each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

20. The compound of claim 1, wherein **Ring C** is selected from the group consisting of: , , , ,  (e.g., ), , and .

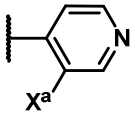
21. The compound of claim 1, wherein **Ring C** is 2-pyridonyl or 4-pyridonyl, each optionally substituted with $\mathbf{X^{1}}$ and further optionally substituted with from 1-4 $\mathbf{R^{cA}}$, wherein the ring nitrogen atom is optionally substituted with $\mathbf{R^{d}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

22. The compound of claim 1, wherein **Ring C** is .

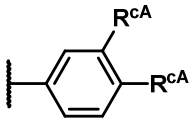
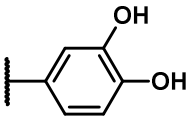
23. The compound of claim 1, wherein **Ring C** is , optionally wherein **Ring C** is .

24. The compound of claim 1, wherein **Ring C** is , wherein $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$, optionally wherein **Ring C** is .

25. The compound of claim 1, wherein each $\mathbf{X^{a}}$ is selected from the group consisting of: H; halo; and $C_{1\text{-}6}$ alkyl optionally substituted with from 1-6 $\mathbf{R^{a}}$.

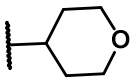
26. The compound of claim 1, wherein **Ring C** is ; wherein $\mathbf{X^{a}}$ is selected from the group consisting of: -F; -Cl; -H; and $C_{1\text{-}3}$ alkyl optionally substituted with from 1-3 independently selected halo.

27. The compound of claim 1, wherein **Ring C** is $C_{6\text{-}10}$ aryl optionally substituted with $\mathbf{X^{1}}$ and further optionally substituted with from 1-4 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

28. The compound of claim 1, wherein **Ring C** is phenyl optionally substituted with from 1-4 $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$, optionally wherein **Ring C** is , such as .

29. The compound of claim 1, wherein **Ring C** is heterocyclyl or heterocycloalkenyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0\text{-}2}$, and wherein the heterocyclyl or heterocycloalkenyl is optionally substituted with $\mathbf{X^{1}}$ and further optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

30. The compound of claim 1, wherein **Ring C** is heterocyclyl including from 4-8, such as 5-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from

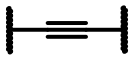
the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl is optionally substituted with $\mathbf{X^1}$ and further optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^{cA}}$, wherein each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^c}$, optionally wherein **Ring C** is .

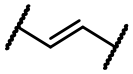
31. The compound of claim 1, wherein **m** is 1.

32. The compound of claim 1, wherein $\mathbf{X^2}$ is selected from the group consisting of: -O-, -N($\mathbf{R^N}$)-, and –$S(O)_{0-2}$.

33. The compound of claim 1, wherein $\mathbf{X^2}$ is selected from the group consisting of: -OC(=O)-*, -N($\mathbf{R^N}$)C(=O)-*, and –N($\mathbf{R^N}$)$S(O)_{1-2}$-*.

34. The compound of claim 1, wherein $\mathbf{X^2}$ is selected from the group consisting of: -OC(=O)N($\mathbf{R^N}$)-*, -N($\mathbf{R^N}$)C(=O)O-*, -N($\mathbf{R^N}$)C(=O)N($\mathbf{R^N}$)-*, and –N($\mathbf{R^N}$)$S(O)_{1-2}$N($\mathbf{R^N}$)-*.

35. The compound of claim 1, wherein $\mathbf{X^2}$ is .

36. The compound of claim 1, wherein $\mathbf{X^2}$ is .

37. The compound of claim 1, wherein **m** is 0.

38. The compound of claim 1, wherein $\mathbf{L^1}$ is a bond.

39. The compound of claim 1, wherein $\mathbf{L^1}$ is C_{1-10} alkylene optionally substituted with from 1-6 $\mathbf{R^a}$.

40. The compound of claim 1, wherein $\mathbf{R^5}$ is -C_{1-6} alkoxy or -$S(O)_{0-2}$(C_{1-6} alkyl), each optionally substituted with from 1-6 $\mathbf{R^a}$.

41. The compound of claim 1, wherein $\mathbf{R^5}$ is H or halo, optionally wherein $\mathbf{R^5}$ is H or -F.

42. The compound of claim 1, wherein $\mathbf{R^5}$ is –OH or -N$\mathbf{R^e R^f}$.

43. The compound of claim 1, wherein $\mathbf{R^5}$ is -$\mathbf{R^g}$.

44. The compound of claim 1, wherein $\mathbf{R^5}$ is selected from the group consisting of:

- heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with from 1-4 $\mathbf{R^c}$; and
- C_{6-10} aryl optionally substituted with from 1-4 $\mathbf{R^c}$.

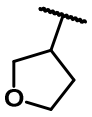
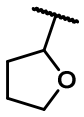
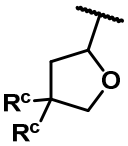
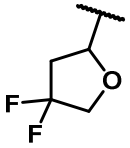
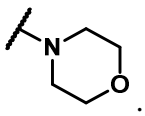
45. The compound of claim 1, wherein $\mathbf{R^5}$ is phenyl optionally substituted with from 1-4 $\mathbf{R^c}$.

46. The compound of claim 1, wherein $\mathbf{R^5}$ is heteroaryl including from 5-6 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with from 1-4 $\mathbf{R^c}$.

47. The compound of claim 1, wherein $\mathbf{R^5}$ is selected from the group consisting of:

- C_{3-10} cycloalkyl or C_{3-10} cycloalkenyl, each of which is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$; and
- heterocyclyl or heterocycloalkenyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl or heterocycloalkenyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$.

48. The compound of claim 1, wherein $\mathbf{R^5}$ is C_{3-10} cycloalkyl, optionally C_{3-6} cycloalkyl, optionally substituted with from 1-4 $\mathbf{R^c}$, optionallywherein $\mathbf{R^5}$ is cyclopropyl.

49. The compound of claim 1, wherein $\mathbf{R^5}$ is heterocyclyl including from 4-8, optionally 4-6, ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$, optionally wherein $\mathbf{R^5}$ is , , , , or .

50. The compound of claim 1, wherein $\mathbf{R^5}$ is selected from the group consisting of: **-**$\mathbf{R^{g2}}$**-**$\mathbf{R^W}$ and **–**$\mathbf{R^{g2}}$**-**$\mathbf{R^Y}$.

51. The compound of claim 50, wherein the **–R^{g2}** group present in **R^5** is C_{6-10} arylene optionally substituted with from 1-4 **R^c**.

52. The compound of claim 50, wherein the **R^Y** group present in **R^5** is –**R^g**; optionally wherein the **R^Y** group present in **R^5** is heterocyclyl or heterocycloalkenyl including from 3-10 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N(**R^d**), O, and $S(O)_{0-2}$, and wherein the heterocyclyl or heterocycloalkenyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and **R^c**.

53. The compound of claim 1, wherein **R^5** is **–L^5-R^g**, optionally wherein **R^5** is –O-**R^g**.

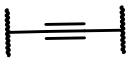
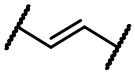
54. The compound of claim 1, wherein **X^1** is **–(X^2)$_m$-L^1-R^5**, wherein:

- **m** is 0 or 1;
- **X^2** is –N(**R^N**)- or -O-;
- **L^1** is a bond or C_{1-6} alkylene optionally substituted with from 1-3 **R^a**; and
- **R^5** is –**R^g**.

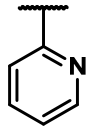
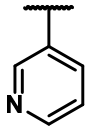
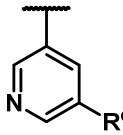
55. The compound of claim 1, wherein **X^1** is **–X^2-L^1-R^5**, wherein:

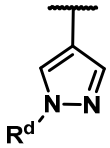
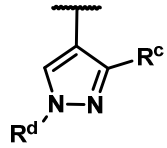
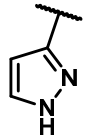
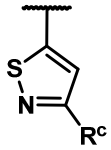
- **X^2** is -N(**R^N**)C(=O)-*, -N(**R^N**)$S(O)_2$-*, -N(**R^N**)C(=O)O-*, or N(**R^N**)C(=O)N(**R^N**)*;
- **L^1** is a bond or C_{1-6} alkylene optionally substituted with from 1-3 **R^a**; and
- **R^5** is –**R^g**.

56. The compound of claim 1, wherein **X^1** is **–X^2-L^1-R^5**, wherein:

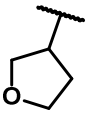
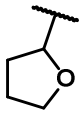
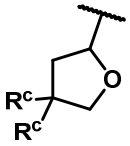
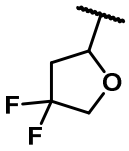
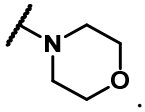
- **X^2** is  or ;
- **L^1** is a bond or C_{1-6} alkylene optionally substituted with from 1-3 **R^a**; and
- **R^5** is –**R^g**.

57. The compound of claim 54, wherein **R^5** is phenyl optionally substituted with from 1-4 **R^c**, optionally wherein **R^5** is phenyl optionally substituted with from 1-2 independently selected halo, such as –F.

58. The compound of claim 54, wherein $\mathbf{R^5}$ is heteroaryl including 6 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), and N($\mathbf{R^d}$), and wherein the heteroaryl is optionally substituted with from 1-4 $\mathbf{R^c}$, optionally wherein $\mathbf{R^5}$ is , , or .

59. The compound of claim 54, wherein $\mathbf{R^5}$ is heteroaryl including 5 ring atoms, wherein from 1-4, such as 2-4, ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with from 1-4 $\mathbf{R^c}$, optionally wherein $\mathbf{R^5}$ is , , , or .

60. The compound of claim 54, wherein $\mathbf{R^5}$ is C_{3-10} cycloalkyl, such as C_{3-6} cycloalkyl, optionally substituted with from 1-4 $\mathbf{R^c}$, optionally wherein $\mathbf{R^5}$ is cyclopropyl.

61. The compound of claim 54, wherein $\mathbf{R^5}$ is heterocyclyl including from 4-8, such as 4-6, ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$, optionally wherein $\mathbf{R^5}$ is , ,  such as , or .

62. The compound of claim 1, wherein $\mathbf{X^1}$ is $-(\mathbf{X^2})_{\mathbf{m}}\text{-}\mathbf{L^1}\text{-}\mathbf{R^5}$, wherein:

- **m** is 0 or 1;
- $\mathbf{X^2}$ is -N($\mathbf{R^N}$)- or –O-;
- $\mathbf{L^1}$ is a bond or C_{1-6} alkylene optionally substituted with from 1-3 $\mathbf{R^a}$; and
- $\mathbf{R^5}$ is $-\mathbf{R^{g2}}\text{-}\mathbf{R^Y}$.

63. The compound of claims 1, wherein $\mathbf{X^1}$ is $\mathbf{–X^2\text{-}L^1\text{-}R^5}$, wherein:

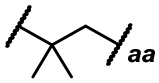
- $\mathbf{X^2}$ is -N($\mathbf{R^N}$)-, –O-, -N($\mathbf{R^N}$)C(=O)-*, -N($\mathbf{R^N}$)S(O)$_2$-, -N($\mathbf{R^N}$)C(=O)O-*, or -N($\mathbf{R^N}$)C(=O)N($\mathbf{R^N}$)-*;
- $\mathbf{L^1}$ is $C_{1\text{-}6}$ alkylene optionally substituted with from 1-3 $\mathbf{R^a}$; and
- $\mathbf{R^5}$ is H, halo, $C_{1\text{-}6}$ alkoxy optionally substituted with from 1-3 $\mathbf{R^a}$, or –OH.

64. The compound of claim 54, wherein **m** is 0.

65. The compound of claim 54, wherein **m** is 1.

66. The compound of claim 54, wherein $\mathbf{L^1}$ is a bond.

67. The compound of claim 54, wherein $\mathbf{L^1}$ is $C_{1\text{-}3}$ alkylene, optionally –CH_2-, -CH_2CH_2-, or –CH(Me)-.

68. The compound of claim 54, wherein $\mathbf{L^1}$ is branched $C_{3\text{-}6}$ alkylene, optionally  or 

, wherein ***aa*** is the point of attachment to $\mathbf{R^5}$.

69. The compound of claim 1, wherein $\mathbf{X^1}$ is $\mathbf{–L^1\text{-}R^5}$, wherein $\mathbf{L^1}$ is $C_{1\text{-}6}$ alkylene optionally substituted with from 1-3 $\mathbf{R^a}$; and $\mathbf{R^5}$ is $\mathbf{–L^5\text{-}R^g}$; optionally wherein $\mathbf{R^5}$ is –O-$\mathbf{R^g}$; optionally wherein $\mathbf{R^5}$ is –O-(phenyl), wherein the phenyl is optionally substituted with from 1-2 $\mathbf{R^c}$.

70. The compound of claim 69, wherein $\mathbf{L^1}$ is $C_{1\text{-}3}$ alkylene, optionally –CH_2-, -CH_2CH_2-, or –CH(Me)-.

71. The compound of claim 2, wherein each occurrence of $\mathbf{R^{cA}}$ is independently selected from the group consisting of: halo; cyano; $C_{1\text{-}10}$ alkyl which is optionally substituted with from 1-6 independently selected $\mathbf{R^a}$; $C_{1\text{-}4}$ alkoxy optionally substituted with $C_{1\text{-}4}$ alkoxy or $C_{1\text{-}4}$ haloalkoxy; $C_{1\text{-}4}$ haloalkoxy; -S(O)$_{1\text{-}2}$($C_{1\text{-}4}$ alkyl); -N$\mathbf{R^eR^f}$; –OH; -S(O)$_{1\text{-}2}$N$\mathbf{R'R''}$; -$C_{1\text{-}4}$ thioalkoxy; -C(=O)($C_{1\text{-}10}$ alkyl); -C(=O)O($C_{1\text{-}4}$ alkyl); -C(=O)OH; and -C(=O)N$\mathbf{R'R''}$.

72. The compound of claim 1, wherein $\mathbf{R^{1c}}$ is H.

73. The compound of claim 1, wherein $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ are both H.

74. The compound of claim 1, wherein from 1-2 of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ is an independently selected substituent that is other than H.

75. The compound of claim 1, wherein one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$, optionally $\mathbf{R^{2a}}$, is a substituent that is other than H; optionally wherein one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$, optionally $\mathbf{R^{2a}}$, is $\mathbf{R^{b}}$; optionally wherein one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$, optionally $\mathbf{R^{2a}}$, is $C_{1\text{-}6}$ alkyl, which is optionally substituted with from 1-6 $\mathbf{R^{a}}$.

76. The compound of claim 1, wherein $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ are both H.

77. The compound of claim 1, wherein from 1-2 of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is an independently selected substituent that is other than H.

78. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is a substituent that is other than H.

79. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $\mathbf{R^{b}}$.

80. The compound of claim1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $C_{1\text{-}6}$ alkyl which is optionally substituted with from 1-6 $\mathbf{R^{a}}$.

81. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $C_{1\text{-}3}$ alkyl, optionally methyl or ethyl.

82. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $C_{1\text{-}3}$ alkyl substituted with from 1-3 independently selected halo; optionally wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $-CH_2F$, $-CHF_2$, $-CF_3$, $-CH_2CHF_2$, or $-CH_2CH_2F$.

83. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $C_{1\text{-}3}$ alkyl substituted with $C_{1\text{-}4}$ alkoxy, $C_{1\text{-}4}$ haloalkoxy, or $N\mathbf{R^{e}R^{f}}$.

84. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $-CH_2OMe$, $-CH_2CH_2OMe$, $-CH(Me)CH_2OMe$, $-CH_2CH(Me)OMe$, $-CH_2OEt$, $-CH_2CH_2OCHF_2$ $-CH_2N\mathbf{R^{e}R^{f}}$ (e.g., $-CH_2N(CF_3)Me$), or $-CH_2CH_2N\mathbf{R^{e}R^{f}}$ (e.g., $-CH_2CH_2NMe_2$).

85. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is C_{1-3} alkyl substituted with C_{1-4} alkoxy; .

86. The compound of claim 1 wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $–CH_2OMe$, $-CH_2CH_2OMe$, $-CH(Me)CH_2OMe$, $-CH_2CH(Me)OMe$, or $-CH_2OEt$, such as $–CH_2OMe$; such as $-CH_2CH_2OMe$; optionally the other one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3b}}$ is H.

87. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $\mathbf{R^g}$ or $–\mathbf{(L^g)_g\text{-}R^g}$.

88. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is selected from the group consisting of:

heterocyclyl including from 4-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$; and

C_{3-6} cycloalkyl optionally substituted with from 1-4 $\mathbf{R^c}$.

89. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $–(C_{1-3}$ alkylene)-$\mathbf{R^g}$ or $-(C_{1-3}$ alkylene)-O-$\mathbf{R^g}$, and optionally the $\mathbf{R^g}$ group of $\mathbf{R^{3a}}$ or $\mathbf{R^{3b}}$ is:

C_{3-6} cycloalkyl optionally substituted with from 1-4 $\mathbf{R^c}$, or

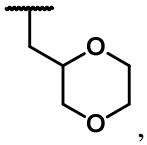
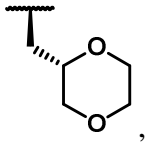
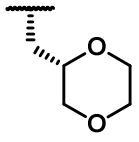
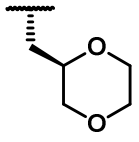
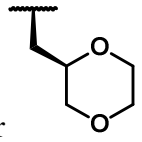
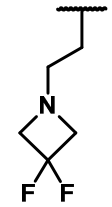
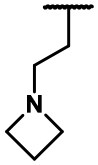
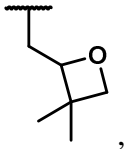
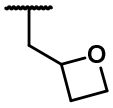
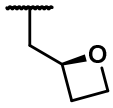
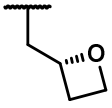
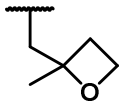
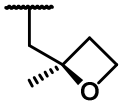
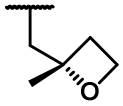
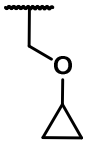
heterocyclyl including from 4-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$.

90. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, such as $\mathbf{R^{3a}}$, is $–CH_2\text{-}\mathbf{R^g}$, $–CH_2CH_2\mathbf{R^g}$, or $–CH_2\text{-}O\text{-}\mathbf{R^g}$, wherein the $\mathbf{R^g}$ group of $\mathbf{R^{3a}}$ or $\mathbf{R^{3b}}$ is:

C_{3-6} cycloalkyl optionally substituted with from 1-4 $\mathbf{R^c}$, or

heterocyclyl including from 4-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and

wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$.

91. The compound of claim 1, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is selected from the group consisting of: , such as , , , or ; ; ; ; , such as  or ; , such as  or ; , such as  or ; ; and .

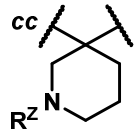
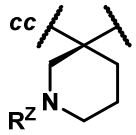
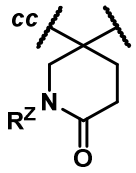
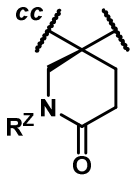
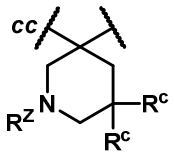
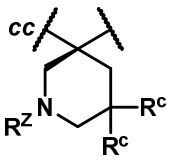
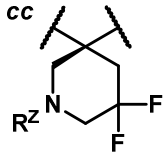
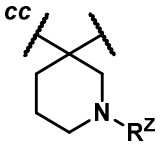
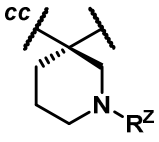
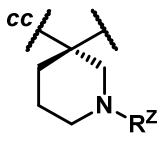
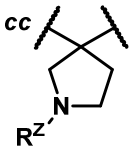
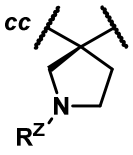
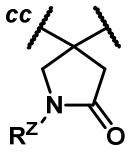
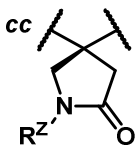
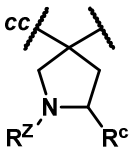
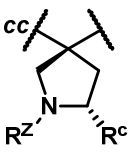
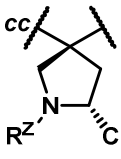
92. The compound of claim 1 wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is-$(\mathbf{L^g})_g$-$\mathbf{R^W}$.

93. The compound of claim 1 wherein the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is –H.

94. The compound of claim 1, wherein the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is $C_{1\text{-}3}$ alkyl, such as methyl; or wherein the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is halo, such as -F.

95. The compound of claim 1, wherein $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, together with the **Ring B** ring atom to which each is attached, form a fused saturated or unsaturated ring of 3-12 ring atoms;

- wherein from 0-2 of the ring atoms are each an independently selected heteroatom, wherein each of the independently selected heteroatoms is selected from the group consisting of N, NH, N($\mathbf{R^d}$), O, and $S(O)_{0\text{-}2}$; and
- wherein the fused saturated or unsaturated ring of 3-12 ring atoms is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo, $\mathbf{R^c}$, and $\mathbf{R^W}$.

96. The compound of claim 1, wherein $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, together with the **Ring B** ring atom to which each is attached, form a fused ring selected from the group consisting of:  such as  ;  such as  ;  such as  (e.g., );  such as  or  ;  such as  ;  such as  ; and  such as  (e.g., ), wherein $\mathbf{R^Z}$ is H, $\mathbf{R^d}$, C(=O)-**W**, or $S(O)_2$**W**; and ***cc*** represents the point of attachment to $C(\mathbf{R^{2a}R^{2b}})$.

97. The compound of claim 1, wherein one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ (such as $\mathbf{R^{2a}}$) and one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ (such as $\mathbf{R^{3a}}$) taken together with the **Ring B** ring atoms to which each is attached, form a fused saturated or unsaturated ring of 3-12 ring atoms;

wherein from 0-2 of the ring atoms are each an independently selected heteroatom, wherein each of the independently selected heteroatoms is selected from the group consisting of N, NH, $N(\mathbf{R^d})$, O, and $S(O)_{0\text{-}2}$; and

wherein the fused saturated or unsaturated ring of 3-12 ring atoms is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$.

98. The compound of claim 1, wherein one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ (such as $\mathbf{R^{2a}}$) and one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ (such as $\mathbf{R^{3a}}$) taken together with the **Ring B** ring atoms to which each is attached, form a fused $C_{3\text{-}6}$ cycloalkyl which is optionally substituted with from 1-2 $\mathbf{R^c}$.

99. The compound of claim 1, wherein one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ (such as $\mathbf{R^{2a}}$) and one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ (such as $\mathbf{R^{3a}}$) combine to form a double bond between the **Ring B** atoms to which each is attached.

100. The compound of claim 99, wherein the other of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ and the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ are each H.

101. The compound of claim 1, wherein the other one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is $\mathbf{R^g}$ or $\mathbf{-(L^g)_g\text{-}R^g}$.

102. The compound of claim 1, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, such as $\mathbf{R^{3a}}$, is $C_{1\text{-}3}$ alkyl optionally substituted with from 1-3 $\mathbf{R^a}$; and the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is H, optionally each $\mathbf{R^a}$ substituent present in $\mathbf{R^{3a}}$ or $\mathbf{R^{3b}}$ is independently selected from the group consisting of: halo, $C_{1\text{-}4}$ alkoxy, and $C_{1\text{-}4}$ haloalkoxy.

103. The compound of claim 1, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, such as $\mathbf{R^{3a}}$, is $C_{1\text{-}3}$ alkyl optionally substituted with from $C_{1\text{-}4}$ alkoxy; optionally one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, such as $\mathbf{R^{3a}}$, is -CH_2CH_2-OMe; and the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is H.

104. The compound of claim 1, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; and $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ are independently selected $C_{1\text{-}3}$ alkyl.

105. The compound of claim 1, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $\mathbf{-R^g}$, $\mathbf{-}(C_{1\text{-}3}$ alkylene$)\mathbf{\text{-}R^g}$, or $\mathbf{-}(C_{1\text{-}3}$ alkylene$)\mathbf{\text{-}O\text{-}R^g}$,

optionally wherein the $\mathbf{R^g}$ group of $\mathbf{R^{3a}}$ or $\mathbf{R^{3b}}$ is:

$C_{3\text{-}6}$ cycloalkyl optionally substituted with from 1-4 $\mathbf{R^c}$, or

heterocyclyl including from 4-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0\text{-}2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$; and

the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ is H.

106. The compound of claim 1, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; and $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ taken together with the **Ring B** ring carbon atom to which each is attached form a fused $C_{3\text{-}6}$ (optionally C_3 or C_4) cycloalkyl, wherein the fused cycloalkyl ring is optionally substituted with from 1-2 $\mathbf{R^c}$.

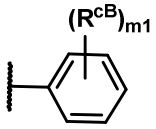
107. The compound of claim 1, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; and $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ together with the **Ring B** ring atom to which each is attached, form a fused saturated ring of 4-6 ring atoms;

- wherein from 1-2 of the ring atoms are each an independently selected heteroatom, wherein each of the independently selected heteroatoms is selected from the group consisting of N, NH, N($\mathbf{R^{d}}$), O, and $S(O)_{0-2}$; and
- wherein the fused saturated ring of 4-6 ring atoms is optionally substituted with from 1-2 substituents independently selected from the group consisting of oxo and $\mathbf{R^{c}}$.

108. The compound of claim 1, wherein $\mathbf{R^{1c}}$ is H; one of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ (optionally $\mathbf{R^{2a}}$) and one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ (optionally $\mathbf{R^{3a}}$) taken together with the **Ring B** ring atoms to which each is attached, form a fused C_{3-6} (such as C_3 or C_4) cycloalkyl which is optionally substituted with from 1-2 $\mathbf{R^{c}}$; and the other of $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ and the other of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ are each H.

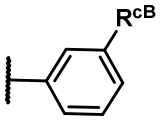
109. The compound of claim 1, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, $\mathbf{R^{2b}}$, $\mathbf{R^{3a}}$, and $\mathbf{R^{3b}}$ are each H.

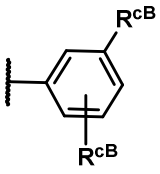
110. The compound of claim 1, wherein $\mathbf{R^{4}}$ is H; and $\mathbf{R^{7}}$ is H.

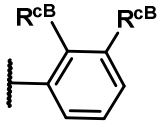
111. The compound of claim 1, wherein **Ring A** is 

, wherein each $\mathbf{R^{cB}}$ is an independently selected $\mathbf{R^{c}}$; and **m1** is 0, 1, 2, 3, or 4.

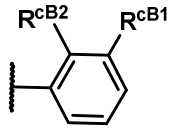
112. The compound of claim 111, wherein **m1** is 1 or 2, optionally wherein **m1** is 2.

113. The compound of claim 1, wherein **Ring A** is 

or 

(e.g., 

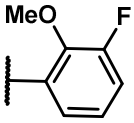
), wherein each $\mathbf{R^{cB}}$ is an independently selected $\mathbf{R^{c}}$.

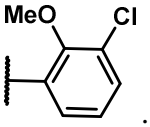
114. The compound of claim 1, wherein **Ring A** is 

, wherein $\mathbf{R^{cB1}}$ is $\mathbf{R^{c}}$; and $\mathbf{R^{cB2}}$ is H or $\mathbf{R^{c}}$, optionally wherein $\mathbf{R^{cB1}}$ and $\mathbf{R^{cB2}}$ are each independently selected from the group consisting of: -halo, optionally wherein the halo is -Cl or -F; -CN; C_{1-4} alkoxy; C_{1-4} haloalkoxy; C_{1-3} alkyl; and C_{1-3} alkyl substituted with from 1-6 independently selected halo.

115. The compound of claim 114, wherein $\mathbf{R^{cB1}}$ is halo, optionally wherein $\mathbf{R^{cB1}}$ is –F or $\mathbf{R^{cB1}}$ is –Cl.

116. The compound of claim 114, wherein $\mathbf{R^{cB2}}$ is C_{1-4} alkoxy or C_{1-4} haloalkoxy.

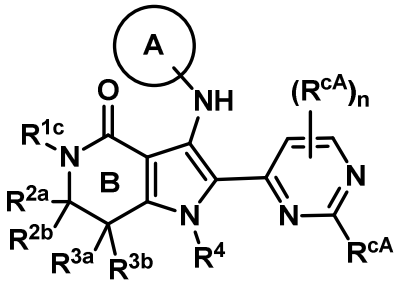
117. The compound of claim 1, wherein **Ring A** is 

or 

.

118. The compound of claim 1, wherein **Ring A** is heteroaryl including from 5-10 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with from 1-4 $\mathbf{R^{c}}$.

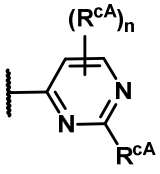
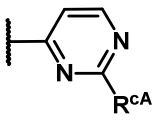
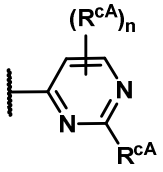
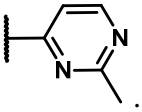
119. The compound of claim 1, wherein the compound is a compound of Formula (**I-a**):



Formula (**I-a**)

or a pharmaceutically acceptable salt thereof,

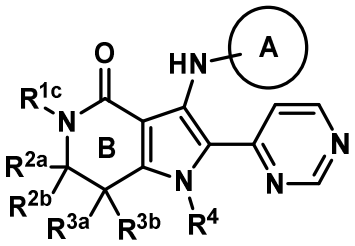
wherein: each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$; and **n** is 0, 1, or 2.

120. The compound of claim 119, wherein  is , wherein $\mathbf{R^{cA}}$ is $C_{1\text{-}3}$ alkyl optionally substituted with from 1-3 independently selected halo; optionally wherein  is .

121. The compound of claim 119, wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $C_{1\text{-}3}$ alkyl substituted with $C_{1\text{-}4}$ alkoxy; optionally wherein the other one of of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, such as $\mathbf{R^{3b}}$ is H.

122. The compound of claim 120 wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, optionally $\mathbf{R^{3a}}$, is $-CH_2OMe$, $-CH_2CH_2OMe$, $-CH(Me)CH_2OMe$, $-CH_2CH(Me)OMe$, or $-CH_2OEt$; optionally wherein one of $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, such as $\mathbf{R^{3a}}$ is $-CH_2CH_2OMe$.

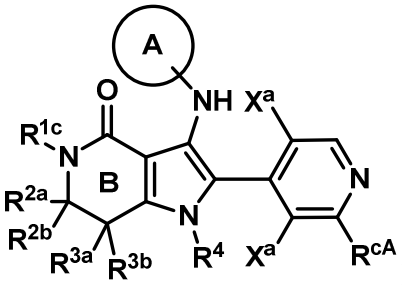
123. The compound of claim 1, wherein the compound is a compound of Formula **(I-b)**:



Formula **(I-b)**

or a pharmaceutically acceptable salt thereof.

124. The compound of claim 1, wherein the compound is a compound of Formula **(I-c)**:

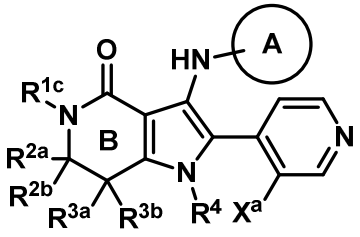


Formula **(I-c)**

or a pharmaceutically acceptable salt thereof,

wherein: $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$.

125. The compound of claim 1, wherein the compound is a compound of Formula **(I-d)**:

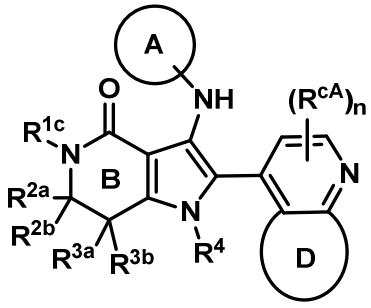


Formula **(I-d)**

or a pharmaceutically acceptable salt thereof, wherein:

$\mathbf{X^{a}}$ is selected from the group consisting of: H; -F; -Cl; $C_{1\text{-}6}$ alkyl; and $C_{1\text{-}3}$ alkyl substituted with from 1-3 independently selected halo.

126. The compound of claim 1, wherein the compound is a compound of Formula **(I-e)**:



Formula **(I-e)**

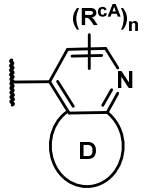
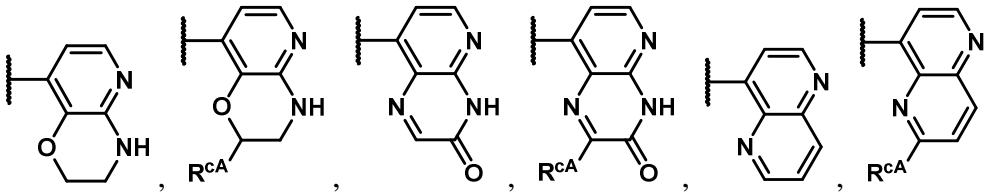
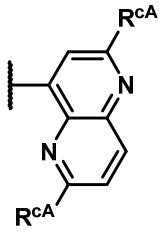
or a pharmaceutically acceptable salt thereof,

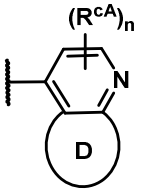
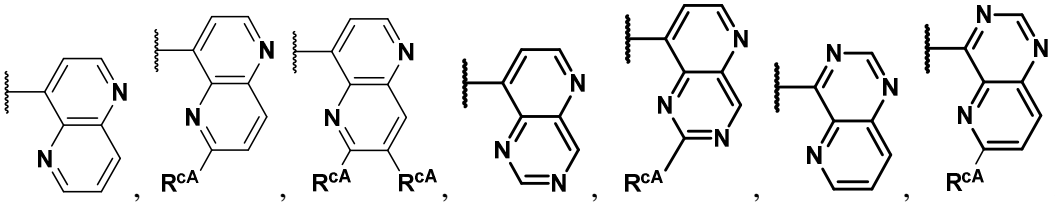
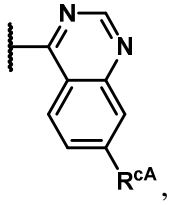
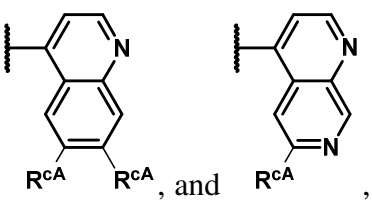
wherein:

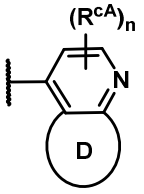
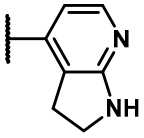
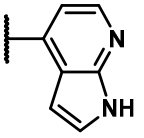
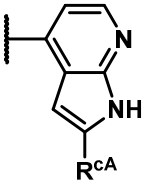
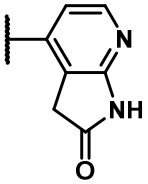
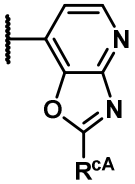
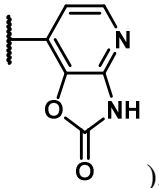
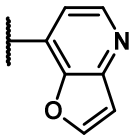
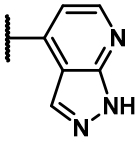
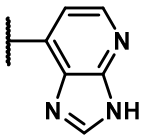
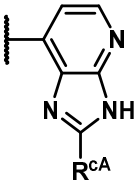
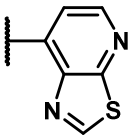
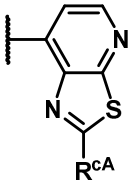
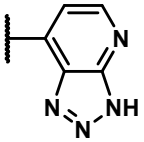
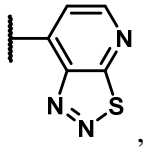
each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$;

n is 0, 1, or 2; and

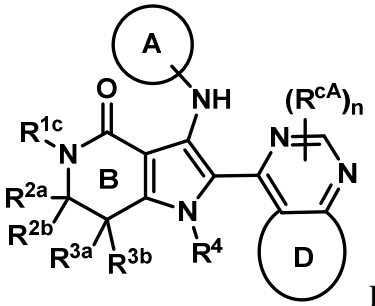
Ring D is a partially unsaturated or aromatic ring including from 5-6 ring atoms, wherein from 0-2 of the ring atoms are heteroatoms each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0\text{-}2}$, wherein **Ring D** is optionally substituted with from 1-2 $\mathbf{R^{cA}}$.

127. The compound of claim 126, wherein  is selected from the group consisting of: , and , each further optionally substituted with $\mathbf{R}^{cA}$, wherein each $\mathbf{R}^{cA}$ is an independently selected $\mathbf{R}^{c}$.

128. The compound of claim 126, wherein  is selected from the group consisting of: , , , and , each further optionally substituted with $\mathbf{R}^{cA}$, wherein each $\mathbf{R}^{cA}$ is an independently selected $\mathbf{R}^{c}$.

129. The compound of claim 126, wherein  is selected from the group consisting of: , ,  (e.g., ),  (e.g., ), , , , , , , ,  and , each further optionally substituted with $\mathbf{R}^{cA}$, wherein each $\mathbf{R}^{cA}$ is an independently selected $\mathbf{R}^{c}$.

130. The compound of claim 1, wherein the compound is a compound of Formula (**I-f**):



Formula (**I-f**)

or a pharmaceutically acceptable salt thereof,

wherein:

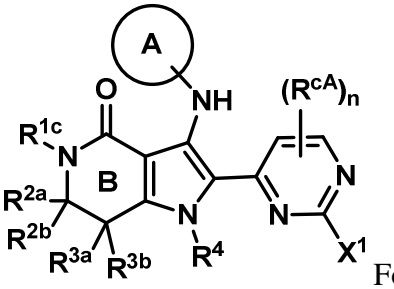
each $\mathbf{R}^{cA}$ is an independently selected $\mathbf{R}^{c}$;

n is 0 or 1; and

Ring D is a partially unsaturated or aromatic ring including from 5-6 ring atoms, wherein from 0-2 of the ring atoms are heteroatoms each independently selected from the group consisting of N, N(H), N($\mathbf{R}^{d}$), O, and $S(O)_{0-2}$, wherein **Ring D** is optionally substituted with from 1-2 $\mathbf{R}^{cA}$.

131. The compound of claim 130, wherein **Ring D** is a partially unsaturated or aromatic ring including 6 ring atoms, wherein from 0-2 of the ring atoms are heteroatoms each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and S(O)$_{0\text{-}2}$, wherein **Ring D** is optionally substituted with from 1-2 $\mathbf{R^{cA}}$.

132. The compound of claim 1, wherein the compound is a compound of Formula **(I-g)**:

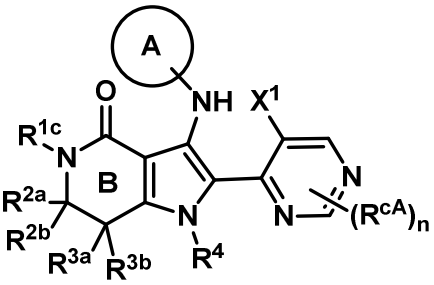


Formula **(I-g)**

or a pharmaceutically acceptable salt thereof,

wherein: each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^c}$; and **n** is 0, 1, or 2.

133. The compound of claim 1, wherein the compound is a compound of Formula **(I-h)**:

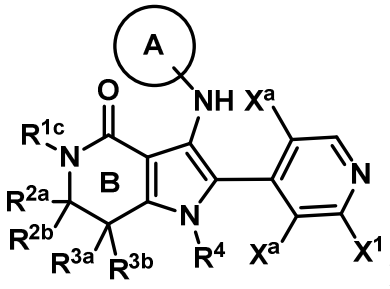


Formula **(I-h)**

or a pharmaceutically acceptable salt thereof,

wherein: each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^c}$; and **n** is 0, 1, or 2.

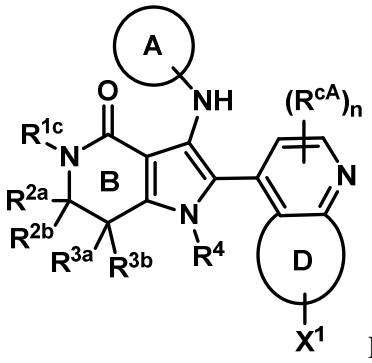
134. The compound of claim 1, wherein the compound is a compound of Formula **(I-i)**:



Formula **(I-i)**

or a pharmaceutically acceptable salt thereof.

135. The compound of claim 1, wherein the compound is a compound of Formula **(I-j)**:



Formula (**I-j**)

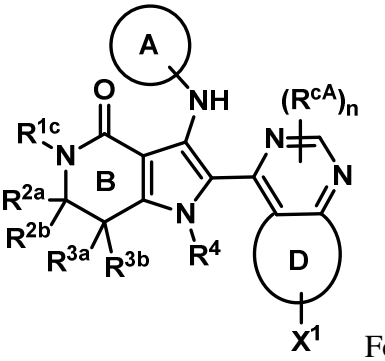
or a pharmaceutically acceptable salt thereof;

wherein **n** is 0, 1, or 2;

each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$; and

Ring D is a partially unsaturated or aromatic ring including from 5-6 ring atoms, wherein from 0-2 of the ring atoms are heteroatoms each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0-2}$, wherein **Ring D** is optionally substituted with from 1-2 $\mathbf{R^{cA}}$.

136. The compound of claim 1, wherein the compound is a compound of Formula (**I-k**):



Formula (**I-k**)

or a pharmaceutically acceptable salt thereof;

wherein **n** is 0 or 1;

each $\mathbf{R^{cA}}$ is an independently selected $\mathbf{R^{c}}$; and

Ring D is a partially unsaturated or aromatic ring including from 5-6 ring atoms, wherein from 0-2 of the ring atoms are heteroatoms each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0-2}$, wherein **Ring D** is optionally substituted with from 1-2 $\mathbf{R^{cA}}$.

137. The compound of claim 119, wherein each occurrence of $\mathbf{R^{cA}}$ is independently selected from the group consisting of: halo; cyano; C_{1-10} alkyl which is optionally substituted with from 1-6 independently selected $\mathbf{R^{a}}$; C_{1-4} alkoxy optionally substituted with C_{1-4} alkoxy or C_{1-4} haloalkoxy; C_{1-4} haloalkoxy; -$S(O)_{1-2}$(C_{1-4} alkyl); -N$\mathbf{R^{e}R^{f}}$; –OH; -$S(O)_{1-2}$N**R'R''**; -C_{1-4} thioalkoxy; -C(=O)(C_{1-10} alkyl); -C(=O)O(C_{1-4} alkyl); -C(=O)OH; and -C(=O)N**R'R''**.

138. The compound of claim 119, wherein $\mathbf{R^{1c}}$ is H.

139. The compound of claim 119, wherein $\mathbf{R^{2a}}$ and $\mathbf{R^{2b}}$ are both H.

140. The compound of claim 119, wherein $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ are both H.

141. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is a substituent that is other than H.

142. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is C_{1-6} alkyl which is optionally substituted with from 1-6 $\mathbf{R^a}$, such as wherein $\mathbf{R^{3a}}$ is C_{1-3} alkyl, such as methyl or ethyl.

143. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is C_{1-3} alkyl substituted with C_{1-4} alkoxy, C_{1-4} haloalkoxy, or $N\mathbf{R^eR^f}$, such as wherein $\mathbf{R^{3a}}$ is $–CH_2OMe$, $-CH_2CH_2OMe$, $-CH(Me)CH_2OMe$, $-CH_2CH(Me)OMe$, $-CH_2OEt$, $-CH_2N\mathbf{R^eR^f}$ (e.g., $-CH_2N(CF_3)Me$), or $–CH_2CH_2N\mathbf{R^eR^f}$ (e.g., $-CH_2CH_2NMe_2$).

144. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is selected from the group consisting of:

heterocyclyl including from 4-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$; and

C_{3-6} cycloalkyl optionally substituted with from 1-4 $\mathbf{R^c}$.

145. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is $–(C_{1-3}$ alkylene)-$\mathbf{R^g}$ or $-(C_{1-3}$ alkylene)-O-$\mathbf{R^g}$, and optionally the $\mathbf{R^g}$ group of $\mathbf{R^{3a}}$ is:

C_{3-6} cycloalkyl optionally substituted with from 1-4 $\mathbf{R^c}$, or

heterocyclyl including from 4-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$.

146. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is $–CH_2$-$\mathbf{R^g}$, or $–CH_2CH_2\mathbf{R^g}$, wherein $\mathbf{R^g}$ is 1,4-dioxanyl.

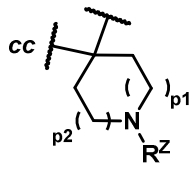
147. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is-$(\mathbf{L^g})_g$-$\mathbf{R^W}$.

148. The compound of claim 119, wherein $\mathbf{R^{3a}}$ is -$(\mathbf{L^g})_g$-$\mathbf{R^{g2}}$-$\mathbf{R^W}$.

149. The compound of claim 119, wherein $\mathbf{R^{3b}}$ is H.

150. The compound of claim 119, wherein $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, together with the **Ring B** ring atom to which each is attached, form a fused saturated ring of 4-8 ring atoms;

- wherein from 0-2 of the ring atoms are each an independently selected heteroatom, wherein each of the independently selected heteroatoms is selected from the group consisting of N, NH, N($\mathbf{R^d}$), O, and $S(O)_{0-2}$; and
- wherein the fused saturated ring of 4-8 ring atoms is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo, $\mathbf{R^c}$, and $\mathbf{R^W}$.

151. The compound of claim 119, wherein $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$, together with the **Ring B** ring atom to which each is attached, form: 

, which is optionally substituted with from 1-2 substituents independently selected from the group consisting of oxo and $\mathbf{R^c}$, wherein:

p1 and **p2** are independently 0, 1, or 2;

$\mathbf{R^Z}$ is H, $\mathbf{R^d}$, C(=O)-**W**, or $S(O)_2$**W**; and

cc represents the point of attachment to C($\mathbf{R^{2a}R^{2b}}$).

152. The compound of claim 119, wherein $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ together with the **Ring B** ring atom to which each is attached form a fused C_{3-6} cycloalkyl, wherein the fused C_{3-6} cycloalkyl is optionally substituted with from 1-2 $\mathbf{R^c}$.

153. The compound of claim 119, wherein $\mathbf{R^{2a}}$ and $\mathbf{R^{3a}}$ taken together with the **Ring B** ring atoms to which each is attached, form a fused C_{3-6} (e.g., C_3 or C_4) cycloalkyl which is optionally substituted with from 1-2 $\mathbf{R^c}$.

154. The compound of claim 119, wherein $\mathbf{R^{2b}}$ and $\mathbf{R^{3b}}$ are each H.

155. The compound of claim 119, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; $\mathbf{R^{3a}}$ is C_{1-3} alkyl optionally substituted with from 1-3 $\mathbf{R^a}$; and $\mathbf{R^{3b}}$ is H, optionally each $\mathbf{R^a}$ substituent present in $\mathbf{R^{3a}}$ is independently selected from the group consisting of: halo, C_{1-4} alkoxy, and C_{1-4} haloalkoxy.

156. The compound of claim 119, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; and $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ are independently selected $C_{1\text{-}3}$ alkyl.

157. The compound of claim 119, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; $\mathbf{R^{3a}}$, is $-\mathbf{R^{g}}$, $-(C_{1\text{-}3}$ alkylene)-$\mathbf{R^{g}}$, or $-(C_{1\text{-}3}$ alkylene)-O-$\mathbf{R^{g}}$,

optionally wherein the $\mathbf{R^{g}}$ group of $\mathbf{R^{3a}}$ is:

$C_{3\text{-}6}$ cycloalkyl optionally substituted with from 1-4 $\mathbf{R^{c}}$, or

heterocyclyl including from 4-6 ring atoms, wherein from 1-3 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^{d}}$), O, and $S(O)_{0\text{-}2}$, and wherein the heterocyclyl is optionally substituted with from 1-4 substituents independently selected from the group consisting of oxo and $\mathbf{R^{c}}$; and

$\mathbf{R^{3b}}$ is H.

158. The compound of claim 119, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; and $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ taken together with the **Ring B** ring carbon atom to which each is attached form a fused $C_{3\text{-}6}$ (such as C_3 or C_4) cycloalkyl, wherein the fused cycloalkyl ring is optionally substituted with from 1-2 $\mathbf{R^{c}}$.

159. The compound of claim 119, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, and $\mathbf{R^{2b}}$ are each H; and $\mathbf{R^{3a}}$ and $\mathbf{R^{3b}}$ together with the **Ring B** ring atom to which each is attached, form a fused saturated ring of 4-6 ring atoms;

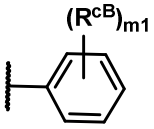
- wherein from 1-2 of the ring atoms are each an independently selected heteroatom, wherein each of the independently selected heteroatoms is selected from the group consisting of N, NH, N($\mathbf{R^{d}}$), O, and $S(O)_{0\text{-}2}$; and
- wherein the fused saturated ring of 4-6 ring atoms is optionally substituted with from 1-2 substituents independently selected from the group consisting of oxo and $\mathbf{R^{c}}$.

160. The compound of claim 119, wherein $\mathbf{R^{1c}}$ is H; $\mathbf{R^{2a}}$ and $\mathbf{R^{3a}}$ taken together with the **Ring B** ring atoms to which each is attached, form a fused $C_{3\text{-}6}$ (e.g., C_3 or C_4) cycloalkyl which is optionally substituted with from 1-2 $\mathbf{R^{c}}$; and $\mathbf{R^{2b}}$ and $\mathbf{R^{3b}}$ are each H.

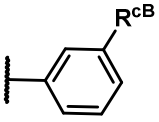
161. The compound of claim 119, wherein $\mathbf{R^{1c}}$ is H; $\mathbf{R^{2a}}$ and $\mathbf{R^{3a}}$ combine to form a double bond between the **Ring B** atoms to which each is attached; and $\mathbf{R^{2b}}$ is H; and $\mathbf{R^{3b}}$ is $-(\mathbf{L^g})_{\mathbf{g}}-\mathbf{R^g}$.

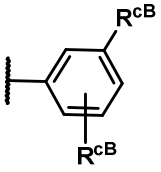
162. The compound of claim 119, wherein $\mathbf{R^{1c}}$, $\mathbf{R^{2a}}$, $\mathbf{R^{2b}}$, $\mathbf{R^{3a}}$, and $\mathbf{R^{3b}}$ are each H.

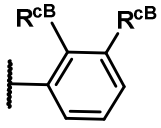
163. The compound of claim 119, wherein $\mathbf{R^4}$ is H.

164. The compound of claim 119, wherein **Ring A** is 

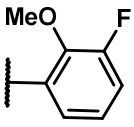
, wherein each $\mathbf{R^{cB}}$ is an independently selected $\mathbf{R^c}$; and **m1** is 0, 1, 2, 3, or 4.

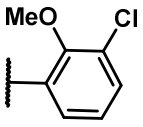
165. The compound of claim 119, wherein **Ring A** is 

or 

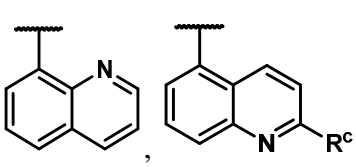
(e.g., 

), wherein each $\mathbf{R^{cB}}$ is an independently selected $\mathbf{R^c}$.

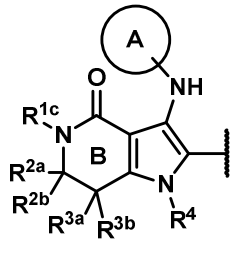
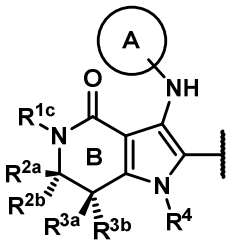
166. The compound of claim 119, wherein **Ring A** is 

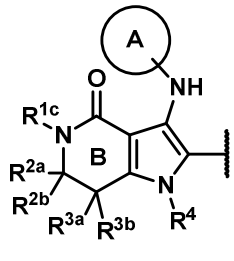
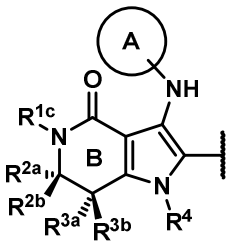
or 

.

167. The compound of claim 119, wherein **Ring A** is bicyclic heteroaryl including from 9-10 ring atoms, wherein from 1-4 ring atoms are heteroatoms, each independently selected from the group consisting of N, N(H), N($\mathbf{R^d}$), O, and $S(O)_{0-2}$, and wherein the heteroaryl is optionally substituted with from 1-4 $\mathbf{R^c}$, optionally wherein: **Ring A** is selected from the group consisting of: 

, each of which is further optionally substituted with $\mathbf{R^c}$.

168. The compound of claim 1, wherein the  moiety is .

169. The compound of claim 1, wherein the  moiety is .

170. The compound of claim 1, wherein the compound is selected from the group consisting of the compounds delineated in **Table C1**, or a pharmaceutically acceptable salt thereof.

171. A pharmaceutical composition comprising a compound of claim 1, or a pharmaceutically acceptable salt thereof, and pharmaceutically acceptable diluent or carrier.

172. Use of a compound of claim 1, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating cancer.

173. Use of a compound of claim 1, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating cancer, wherein the cancer is associated with a

dysregulation of an *EGFR* gene, an EGFR kinase, or expression or activity or level of any of the same.

174. Use of a compound of claim 1, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating an EGFR-associated cancer.

175. The use of claim 173, wherein the dysregulation in an *EGFR* gene, an EGFR kinase protein, or expression or activity or level of any of the same is one or more point mutations in the *EGFR* gene.

176. The use of claim 175, wherein the one or more point mutations in an *EGFR* gene results in the translation of an EGFR protein having one or more amino acid substitutions at one or more of the following amino acid positions exemplified in **Table 1a** and **1b**.

177. The use of claim 176, wherein the one or more point mutations is selected from the mutations in **Table 1a** and **1b** (e.g., L858R, G719S, G719C, G719A, L861Q, a deletion in exon 19 and/or an insertion in exon 20).

178. The use of claim 177, wherein the one or more point mutations is an EGFR inhibitor resistance mutation (e.g., L718Q, L747S, D761Y, T790M, C797S, T854A).

179. The use of claim 176, wherein the one or more point mutations in an *EGFR* gene include a deletion in exon 19 of a human *EGFR* gene.

180. The use of claim 176, wherein the one or more mutations is an EGFR insertion in exon 20 of a human *EGFR* gene.

181. The use of claim 178, wherein the insertion in exon 20 of a human EGFR gene is selected from: V769_D770insX, D770_N771insX, N771_P772insX, P772_H773insX, and H773_V774insX.

182. The use of claim 178, wherein the insertion in exon 20 of a human *EGFR* gene is selected from: Y772_A775dup, A775_G776insYVMA, G776delinsVC, G776delinsVV, V777_G778insGSP, and P780_Y781insGSP.

183. The use of claim 174, wherein the EGFR-associated cancer is selected from the group consisting of: oral cancer, oropharyngeal cancer, nasopharyngeal cancer, respiratory cancer, urogenital cancer, gastrointestinal cancer, central or peripheral nervous system tissue cancer, an endocrine or neuroendocrine cancer, a hematopoietic cancer, glioma, sarcoma, carcinoma, lymphoma, melanoma, fibroma, meningioma, brain cancer, oropharyngeal cancer, nasopharyngeal cancer, renal cancer, biliary cancer, pheochromocytomaLi-Fraumeni tumor, thyroid cancer, parathyroid cancer, pituitary tumors, adrenal gland tumors, osteogenic sarcoma tumors, breast cancer, lung cancer, head and neck cancer, prostate cancer, esophageal cancer, tracheal cancer, liver cancer, bladder cancer, stomach cancer, pancreatic cancer, ovarian cancer, uterine cancer, cervical cancer, testicular cancer, colon cancer, rectal cancer and skin cancer.

184. The use of any one of claim 174, wherein the EGFR-associated cancer is selected from the group consisting of: lung cancer, pancreatic cancer, head and neck cancer, melanoma, colon cancer, renal cancer, leukemia, glioblastoma, or breast cancer.

185. The use of claim 183, wherein the lung cancer is non-small cell lung cancer.

186. The use of claim 172, wherein the cancer is a HER2-associated cancer.

187. The use of claim 186, wherein the HER2-associated cancer is associated with a dysregulation of a *HER2* gene, a HER2 kinase, or expression or activity or level of any of the same.

188. The use of claim 187, wherein the dysregulation in a *HER2* gene, a HER2 kinase protein, or expression or activity or level of any of the same is one or more point mutations in the *HER2* gene.

189. The use of claim 188, wherein the one or more point mutations in a *HER2* gene

results in the translation of a HER2 protein having one or more amino acid substitutions at one or more of the following amino acid positions exemplified in **Table 3**.

190. The use of claim 189, wherein the one or more point mutations is selected from the mutations in **Table 3** (e.g., S310F, S310Y, R678Q, R678W, R678P, I767M, V773M, V777L, and V842I).

191. The use of claim 172, wherein the cancer is selected from the group consisting of: non-small cell lung cancer, pancreatic cancer, and colorectal cancer.

192. Use of a compound of claim 1, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating an EGFR-associated cancer that has one or more EGFR inhibitor resistance mutations.

193. A method for modulating EGFR in a mammalian cell, the method comprising contacting the mammalian cell with an effective amount of a compound of claim 1, or a pharmaceutically acceptable salt thereof.

194. The method of claim 193, wherein the contacting occurs in vitro.

195. The method of claim 193, wherein the mammalian cell is a mammalian cancer cell.

196. The method of claim 195, wherein the mammalian cancer cell is a mammalian EGFR-associated cancer cell.

197. The method of claim 193, wherein the cell has a dysregulation of an *EGFR* gene, an EGFR kinase protein, or expression or activity or level of any of the same.

198. The method of claim 197, wherein the dysregulation in an *EGFR* gene, an EGFR kinase protein, or expression or activity or level of any of the same is one or more point mutations in the *EGFR* gene.

199. The method of claim 198, wherein the one or more point mutations in an *EGFR* gene results in the translation of an EGFR protein having one or more amino acid substitutions at one or more of the following amino acid positions exemplified in **Table 1a** and **1b**.

200. The method of claim 199, wherein the one or more point mutations is selected from the mutations in **Table 1a** and **1b** (e.g., L858R, G719S, G719C, G719A, L861Q, a deletion in exon 19 and/or an insertion in exon 20).

201. The method of claim 198, wherein the one or more point mutations is an EGFR inhibitor resistance mutation (e.g., L718Q, L747S, D761Y, T790M, C797S, T854A).

202. The method of claim 198, wherein the one or more point mutations in an *EGFR* gene include a deletion in exon 19 of a human *EGFR* gene.

203. The method of claim 198, wherein the one or more point mutations is an EGFR insertion in exon 20 of a human *EGFR* gene.

204. The method of claim 203, wherein the insertion in exon 20 of a human *EGFR* gene is selected from: A767_V769insX, V769_D770insX, D770_N771insX, N771_P772insX, P772_H773insX, and H773_V774insX.

205. The method of claim 204, wherein the insertion in exon 20 of a human *EGFR* gene is selected from: A767_V769dupASV, V769_D770insASV, D770_N771insNPG, D770_N771insNPY, D770_N771insSVD, D770_N771insGL, N771_H773dupNPH, N771_P772insN, N771_P772insH, N771_P772insV, P772_H773insDNP, P772_H773insPNP, H773_V774insNPH, H773_V774insH, H773_V774insPH, H773_V774insAH, and P772_H773insPNP.

206. Use of a compound of claim 1, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating cancer associated with a dysregulation of a *HER2* gene,

a HER2 kinase, or expression or activity or level of any of the same.

207. A compound of claim 1, or a pharmaceutically acceptable salt thereof, for use in therapy.