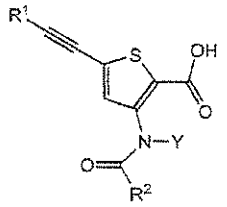
production in chronically infected patients and the high spontaneous mutability of HCV virus (Neumann, et al., *Science* **1998**, *282*, 103-7; Fukimoto, et al., *Hepatology*, **1996**, *24*, 1351-4; Domingo, et al., *Gene*, **1985**, *40*, 1-8; Martell, et al., *J. Virol.* **1992**, *66*, 3225-9.

Currently, there are primarily two antiviral compounds, ribavirin, a nucleoside analog, and interferon-alpha (α) (IFN), that are used for the treatment of chronic HCV infections in humans. Ribavirin alone is not effective in reducing viral RNA levels, has significant toxicity, and is known to induce anemia. The combination of IFN and ribavirin has been reported to be effective in the management of chronic hepatitis C (Scott, L. J., et al. *Drugs* **2002**, *62*, 507-556) but less than half the patients given this treatment show a persistent benefit.

Combined, infections from the *Flaviviridae* virus family cause significant mortality, morbidity and economic losses throughout the world. Alkynyl substituted thiophenes with anti-*Flaviviridae* virus activity have been disclosed by Chan, et al., WO 2008058393; Wunberg, et al., WO 2006072347; and Chan, et al., WO 2002100851; but none of these are currently clinically approved antiviral therapeutics. Therefore, there remains a need to develop effective treatments for *Flaviviridae* virus infections.

SUMMARY ~~OF THE INVENTION~~

In one aspect, there is p~~P~~rovided a~~re~~ compounds of Formula I:



Formula (I),

or a pharmaceutically acceptable salt or ester thereof, wherein:

R^1 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 -

3 - 14 membered heteroaryl, 3-12 membered heterocyclyl, 3-18 membered heteroarylalkyl, and C_{6-18} arylalkyl;

or R^{61} and R^{62} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{63} independently is selected from the group consisting of H, C_{1-12} alkyl, C_{2-12} alkenyl, C_{2-12} alkynyl, C_{3-12} cycloalkyl, C_{6-14} aryl, 3 - 14 membered heteroaryl, 3-12 membered heterocyclyl, 3-18 membered heteroarylalkyl, C_{6-18} arylalkyl, -CN, -$C(O)R^{64}$, -CHO and -$S(O)_2R^{64}$;

each R^{64} individually is C_{1-12} alkyl;

each R^4 is independently H, C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl wherein each C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl is optionally substituted with one or more Q^1;

each R^5 is independently C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl wherein each C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl is optionally substituted with one or more Q^1;

R^6 is C_1-C_{12} alkylyne, C_3-C_{12} cycloalkylyne, or 3-12 membered heterocyclylyne wherein each C_1-C_{12} alkylyne, C_3-C_{12} cycloalkylyne, or 3-12 membered heterocyclylyne is optionally substituted with one or more Q^1; and

R^7 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3 -12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted 3-18 membered heterocyclylalkyl and optionally substituted C_{6-18} arylalkyl;

wherein, each substituted R^7 is substituted with one or more Q^2.

In one aspect, there is provided the compound as defined above for use in treating a viral infection caused by a virus selected from the group consisting of dengue virus, yellow fever virus, West Nile virus, Japanese encephalitis virus, tick-borne encephalitis virus, Kunjin virus, Murray Valley encephalitis virus, St. Louis encephalitis virus, Omsk hemorrhagic fever virus, bovine viral diarrhea virus, Zika virus and Hepatitis C virus.

In one aspect, there is provided the compound as defined above for use in treating a viral infection caused by Hepatitis C virus or *Flaviviridae* viral.

In another embodiment, a method for treating *Flaviviridae* viral infections is provided comprising administering an effective amount of a compound of Formula I to a patient in need thereof. The compound of Formula I is administered to a human subject in need thereof, such as a human being who is infected with viruses of the *Flaviviridae* family. In another embodiment, the compound of Formula I is administered to a human subject in need thereof, such as a human being who is infected with a HCV virus. In one embodiment, the treatment results in the reduction of one or more of the in viral loads or clearance of RNA in the patient.

In another embodiment, provided is a method of treating and/or preventing a disease caused by a viral infection wherein the viral infection is caused by a virus selected from the group consisting of dengue virus, yellow fever virus, West Nile virus, Japanese encephalitis virus, tick-borne encephalitis virus, Junjin virus, Murray Valley encephalitis virus, St Louis encephalitis virus, Omsk hemorrhagic fever virus, bovine viral disarrhea virus, Zika virus and Hepatitis C virus; by administering to a subject in need thereof a therapeutically effective amount of a compound of Formula I, or a pharmaceutically acceptable salt thereof.

In another embodiment, provided is the use of a compound of Formula I for the manufacture of a medicament for the treatment of *Flaviviridae* viral infections. In another ~~aspect of this~~ embodiment, the *Flaviviridae* viral infection is an HCV infection.

In another embodiment, provided is a compound of Formula I for use in treating a *Flaviviridae* viral infection. In another ~~aspect of this~~ embodiment, the *Flaviviridae* viral infection is an acute or chronic HCV infection. In another ~~aspect of this~~ embodiment, the treatment results in the reduction of one or more of the viral loads or clearance of RNA in the patient. In another ~~aspect of this~~ embodiment, the treatment results in the reduction of the HCV viral load or clearance of HCV viral RNA in the patient.

In another embodiment, provided is a method for treating or preventing HCV comprising administering an effective amount of a compound of Formula I to a patient in need thereof. In another embodiment, provided is the use of a compound of the present ~~invention~~disclosure for the manufacture of a medicament for the treatment or prevention of HCV.

In one aspect, there is provided a pharmaceutical composition comprising a therapeutically effective amount of a compound as defined above and a pharmaceutically acceptable carrier or excipient, and

optionally further comprising at least one additional therapeutic agent selected from the group consisting of interferons, ribavirin or its analogs, HCV NS3 protease inhibitors, NS5a inhibitors, alpha-glucosidase 1 inhibitors, hepatoprotectants, mevalonate decarboxylase antagonists, antagonists of the renin-angiotensin system, other anti-fibrotic agents, nucleoside or nucleotide inhibitors of HCV NS5B polymerase, non-nucleoside inhibitors of HCV NS5B polymerase, HCV NS5A inhibitors, TLR-7 agonists, cyclophillin inhibitors, HCV IRES inhibitors, pharmacokinetic enhancers and other drugs for treating HCV; and mixtures thereof.

In another embodiment, provided is a pharmaceutical composition comprising a compound of Formula I and one or more pharmaceutically acceptable carriers or excipients. The pharmaceutical composition of Formula I may further comprise one or more additional therapeutic agents. The one or more additional therapeutic agent may be, without limitation, selected from: interferons, ribavirin or its analogs, HCV NS3 protease inhibitors, alpha-glucosidase 1 inhibitors, hepatoprotectants, nucleoside or nucleotide inhibitors of HCV NS5B polymerase, non-nucleoside inhibitors of HCV NS5B polymerase, HCV NS5A inhibitors, TLR-7 agonists, cyclophilin inhibitors, HCV IRES inhibitors, pharmacokinetic enhancers, and other drugs for treating HCV, or mixtures thereof.

In another embodiment~~t~~, provided is a method for the treatment or prevention of the symptoms or effects of an HCV infection in an infected animal which comprises

administering to, i.e. treating, said animal with a pharmaceutical combination composition or formulation comprising an effective amount of a Formula I compound, and a second compound having anti-HCV properties.

In another embodiment, provided are compounds of Formula I and pharmaceutically acceptable salts thereof and all racemates, enantiomers, diastereomers, tautomers, polymorphs, pseudopolymorphs and amorphous forms thereof.

In another embodiment, provided are processes and novel intermediates disclosed herein which are useful for preparing Formula I compounds.

In other embodiments, novel methods for synthesis, analysis, separation, isolation, purification, characterization, and testing of the compounds of Formula I are provided.

The present ~~invention~~disclosure includes combinations of aspects and embodiments, as well as preferences, as herein described throughout the present specification.

DETAILED DESCRIPTION

Reference will now be made in detail to certain embodiments of the invention, examples of which are illustrated in the accompanying structures and formulas. While the invention will be described in conjunction with the enumerated embodiments, it will be understood that they are not intended to limit the invention to those embodiments. On the contrary, the invention is intended to cover all alternatives, modifications, and equivalents, which may be included within the scope of the present invention as defined by the claims.

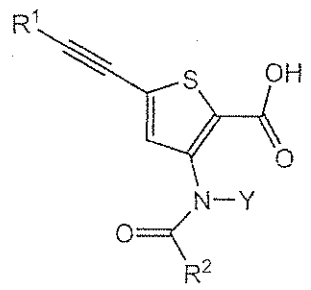
All documents referenced herein are each incorporated by reference in their entirety for all purposes.

In one embodiment of Formula I, R^1 is optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, or optionally substituted C_{3-12} cycloalkyl. In another aspect of this embodiment, R^1 is optionally substituted C_1-C_{12} alkyl. In another aspect of this embodiment, R^1 is optionally substituted C_3-C_7 secondary or tertiary alkyl. In another aspect of this embodiment, R^1 is prop-2-yl (isopropyl) or 2-methylprop-2-yl (*t*-butyl).

In another embodiment of Formula I, R^2 is optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, or optionally substituted C_{6-18} arylalkyl. In another aspect

WHAT IS CLAIMED IS:

1. A compound of Formula I:



Formula (I),

or a pharmaceutically acceptable salt or ester thereof, wherein:

R^1 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3 -12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted 3-18 membered heterocyclylalkyl and optionally substituted C_{6-18} arylalkyl, wherein, each substituted R^1 is substituted with one or more Q^1;

each Q^1 is independently selected from the group consisting of halogen, oxo, oxide, $-NO_2$, $-N(=O)$, $-SR^{10}$, $-S(O)R^{10}$, $-S(O)_2R^{10}$, $-S(O)_2 NR^{10}R^{11}$, $-NR^{10}C(O)R^{11}$, $-NR^{10}C(O)NR^{11}R^{12}$, $-NR^{10}S(O)R^{11}$, $-NR^{10}S(O)_2R^{11}$, $-OP(O)R^{11}R^{12}$, $-P(O)R^{11}R^{12}$, $-P(O)OR^{11}R^{12}$, $-P(O)(OR^{11})OR^{12}$, $-C(O)NR^{11}R^{12}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted $-C(O)C_{1-6}$ alkyl, optionally substituted $-C(O)C_{2-6}$ alkenyl, optionally substituted $-C(O)C_{2-6}$ alkynyl, optionally substituted $-C(O)C_{3-6}$ cycloalkyl, optionally substituted $-C(O)C_{6-12}$ aryl, optionally substituted -C(O)-3 - 14 membered heteroaryl, optionally substituted $-C(O)C_{6-12}$

arylalkyl, optionally substituted -3-10 membered heterocyclyl, -OH, $-NR^{11}R^{12}$, $-C(O)OR^{10}$, -CN, $-N_3$, $-C(=NR^{13})NR^{11}R^{12}$, $-C(=NR^{13})OR^{10}$, $-NR^{10}C(=NR^{13})NR^{11}R^{12}$, $-NR^{11}C(O)OR^{10}$, and $-OC(O)NR^{11}R^{12}$;

each R^{10}, R^{11}, and R^{12}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{11} and R^{12} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{13}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, $-C(O)R^{14}$, -CHO and $-S(O)_2R^{14}$;

each R^{14}, independently, is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^1, substituted R^{10}, substituted R^{11}, substituted R^{12}, substituted R^{13}, or substituted R^{14} is independently substituted with one or more Q^6;

R^2 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3 -12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

wherein, each substituted R^2 is substituted with one or more Q^2;

each Q^2, independently, is selected from the group consisting of halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{20}$, $-S(O)R^{20}$, $-S(O)_2R^{20}$, $-S(O)_2NR^{20}R^{21}$, $-NR^{20}C(O)R^{21}$, $-NR^{20}C(O)NR^{21}R^{22}$, $-NR^{20}S(O)R^{21}$, $-NR^{20}S(O)_2R^{21}$, $-OP(O)R^{21}R^{22}$, $-P(O)R^{21}R^{22}$, $-P(O)OR^{21}R^{22}$, $-P(O)(OR^{21})OR^{22}$, $-C(O)NR^{21}R^{22}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally

substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted -C(O)C_{1-6} alkyl, optionally substituted -C(O)C_{2-6} alkenyl, optionally substituted -C(O)C_{2-6} alkynyl, optionally substituted -C(O)C_{3-6} cycloalkyl, optionally substituted -C(O)C_{6-12} aryl, optionally substituted -C(O)-3 -14 membered heteroaryl, optionally substituted -C(O)C_{6-12} arylalkyl, optionally substituted 3-10 membered heterocyclyl, -OH, -$NR^{21}R^{22}$, -C(O)OR^{20}, -CN, -N_3, -C(=NR^{23})$NR^{21}R^{22}$, -C(=NR^{23})OR^{20}, -NR^{20}C(=NR^{23})N $R^{21}R^{22}$, -NR^{21}C(O)OR^{20}, and -OC(O)$NR^{21}R^{22}$;

each R^{20}, R^{21}, and R^{22}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{21} and R^{22} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{23}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, -C(O)R^{24}, -CHO and -$S(O)_2R^{24}$;

each R^{24} individually is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^2, substituted R^{20}, substituted R^{21}, substituted R^{22}, substituted R^{23}, or substituted R^{24} is independently substituted with one or more Q^6;

Y is $-R^3$-L-Het, -N(R^4)(R^5) or -R^6=NOR^7;

R^3 is selected from the group consisting of optionally substituted C_{1-12} alkylene, C_{2-12} alkenylene, substituted C_{2-12} alkenylene, C_{2-12} alkynylene, substituted C_{2-12} alkynylene, C_{3-12} cycloalkylene, substituted C_{3-12} cycloalkylene, C_{3-12} cycloalkylalkylene, substituted C_{3-12} cycloalkylalkylene, optionally substituted C_{6-14} arylene, optionally substituted 3 - 14 membered heteroarylene, optionally substituted

3 -12 membered heterocyclylene, optionally substituted 3-18 membered heteroarylalkylene, and optionally substituted C_{6-18} arylalkylene;

wherein each substituted R^3 is substituted with one or more Q^3;

each Q^3, independently, is selected from the group consisting of halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{30}$, $-S(O)R^{30}$, $-S(O)_2R^{30}$, $-S(O)_2 NR^{30}R^{31}$, $-NR^{30}C(O)R^{31}$, $-NR^{30}C(O)NR^{31}R^{32}$, $-NR^{30}S(O)R^{31}$, $-NR^{30}S(O)_2R^{31}$, $-OP(O)R^{31}R^{32}$, $-P(O)R^{31}R^{32}$, $-P(O)OR^{31}R^{32}$, $-P(O)(OR^{31})OR^{32}$, $-C(O)NR^{31}R^{32}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted $-C(O)C_{1-6}$ alkyl, optionally substituted $-C(O)C_{2-6}$ alkenyl, optionally substituted $-C(O)C_{2-6}$ alkynyl, optionally substituted $-C(O)C_{3-6}$ cycloalkyl, optionally substituted $-C(O)C_{6-12}$ aryl, optionally substituted -C(O)- 3 -14 membered heteroaryl, optionally substituted $-C(O)C_{6-12}$ arylalkyl, optionally substituted 3-10 membered heterocyclyl, -OH, $-NR^{31}R^{32}$, $-C(O)OR^{30}$, -CN, $-N_3$, $-C(=NR^{33})NR^{31}R^{32}$, $-C(=NR^{33})OR^{30}$, $-NR^{30}C(=NR^{33})NR^{31}R^{32}$, $-NR^{31}C(O)OR^{30}$, and $-OC(O)NR^{31}R^{32}$;

each R^{30}, R^{31}, and R^{32}, independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{31} and R^{32} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{33} independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, $-C(O)R^{34}$, -CHO and $-S(O)_2R^{34}$;

each R^{34} individually is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^3, substituted R^{30}, substituted R^{31}, substituted R^{32}, substituted R^{33}, or substituted R^{34} is independently substituted with one or more Q^6;

L is selected from the group consisting of $-OC(O)N(R^4)-$, $-N(R^4)C(O)O-$, $-N(R^4)S(O)_2-$, $-N(R^4)C(O)-$, $-C(O)-$, $-C(O)O-$, $-OC(O)-$, $-N(R^4)N(R^4)C(O)O-$, and $-N(R^4)N(R^4)-$;

Het is an optionally substituted 3-12 membered heterocyclyl or optionally substituted 3-14 membered heteroaryl;

wherein, each substituted Het is substituted with one or more Q^4;

each Q^4, independently, is selected from the group consisting of halogen, oxo, oxide, $-NO_2$, $-N(=O)$, $-SR^{40}$, $-S(O)R^{40}$, $-S(O)_2R^{40}$, $-S(O)_2NR^{40}R^{41}$, $-NR^{40}C(O)R^{41}$, $-NR^{40}C(O)NR^{41}R^{42}$, $-NR^{40}S(O)R^{41}$, $-NR^{40}S(O)_2R^{41}$, $-OP(O)R^{41}R^{42}$, $-P(O)R^{41}R^{42}$, $-P(O)OR^{41}R^{42}$, $-P(O)(OR^{41})OR^{42}$, $-C(O)NR^{41}R^{42}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted $-C(O)C_{1-6}$ alkyl, optionally substituted $-C(O)C_{2-6}$ alkenyl, optionally substituted $-C(O)C_{2-6}$ alkynyl, optionally substituted $-C(O)C_{3-6}$ cycloalkyl, optionally substituted $-C(O)C_{6-12}$ aryl, optionally substituted -C(O)- 3 -14 membered heteroaryl, optionally substituted $-C(O)C_{6-12}$ arylalkyl, optionally substituted 3-10 membered heterocyclyl, $-OH$, $-NR^{41}R^{42}$, $-C(O)OR^{40}$, $-CN$, $-N_3$, $-C(=NR^{43})NR^{41}R^{42}$, $-C(=NR^{43})OR^{40}$, $-NR^{40}C(=NR^{43})N\ R^{41}R^{42}$, $-NR^{41}C(O)OR^{40}$, and $-OC(O)NR^{41}R^{42}$;

each R^{40}, R^{41}, and R^{42}, independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{41} and R^{42} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{43}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, $-C(O)R^{44}$, -CHO and $-S(O)_2R^{44}$;

each R^{44} individually is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^4, substituted R^{40}, substituted R^{41}, substituted R^{42}, substituted R^{43}, or substituted R^{44} is independently substituted with one or more Q^5;

each Q^5, individually, is selected from the group consisting of halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{50}$, $-S(O)R^{50}$, $-S(O)_2R^{50}$, $-S(O)_2\ NR^{50}R^{51}$, $-NR^{50}C(O)R^{51}$, $-NR^{50}C(O)NR^{51}R^{52}$, $-NR^{50}S(O)R^{51}$, $-NR^{50}S(O)_2R^{51}$, $-OP(O)R^{51}R^{52}$, $-P(O)R^{51}R^{52}$, $-P(O)OR^{51}R^{52}$, $-P(O)(OR^{51})OR^{52}$, $-C(O)NR^{51}R^{52}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted $-C(O)C_{1-6}$ alkyl, optionally substituted $-C(O)C_{2-6}$ alkenyl, optionally substituted $-C(O)C_{2-6}$ alkynyl, optionally substituted $-C(O)C_{3-6}$ cycloalkyl, optionally substituted $-C(O)C_{6-12}$ aryl, optionally substituted -C(O)- 3 -14 membered heteroaryl, optionally substituted $-C(O)C_{6-12}$ arylalkyl, optionally substituted 3-10 membered heterocyclyl, -OH, $-NR^{51}R^{52}$, $-C(O)OR^{50}$, -CN, $-N_3$, $-C(=NR^{53})NR^{51}R^{52}$, $-C(=NR^{53})OR^{50}$, $-NR^{50}C(=NR^{53})N\ R^{51}R^{52}$, $-NR^{51}C(O)OR^{50}$, and $-OC(O)NR^{51}R^{52}$;

each R^{50}, R^{51}, and R^{52}, independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{51} and R^{52} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{53}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, $-C(O)R^{54}$, -CHO and $-S(O)_2R^{54}$;

each R^{54}, independently, is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^5, substituted R^{50}, substituted R^{51}, substituted R^{52}, substituted R^{53}, or substituted R^{54} is independently substituted with one or more Q^6;

each Q^6, independently, is selected from the group consisting of halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{60}$, $-S(O)R^{60}$, $-S(O)_2R^{60}$, $-S(O)_2NR^{60}R^{61}$, $-NR^{60}C(O)R^{61}$, $-NR^{60}C(O)NR^{61}R^{62}$, $-NR^{60}S(O)R^{61}$, $-NR^{60}S(O)_2R^{61}$, $-OP(O)R^{61}R^{62}$, $-P(O)R^{61}R^{62}$, $-P(O)OR^{61}R^{62}$, $-P(O)(OR^{61})OR^{62}$, $-C(O)NR^{61}R^{62}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-12} arylalkyl, C_{6-12} aryl, 3 - 14 membered heteroaryl, C_{1-6} alkyloxy, C_{2-6} alkenyloxy, C_{2-6} alkynyloxy, C_{3-6} cycloalkyloxy, C_{6-12} aryloxy, 3 - 14 membered heteroaryloxy, 4-12 membered heterocyclyloxy, $-C(O)C_{1-6}$ alkyl, $-C(O)C_{2-6}$ alkenyl, $-C(O)C_{2-6}$ alkynyl, $-C(O)C_{3-6}$ cycloalkyl, $-C(O)C_{1-6}$ haloalkyl, $-C(O)C_{6-12}$ aryl, -C(O)- 3-14 membered heteroaryl, $-C(O)C_{6-12}$ arylalkyl, 3-10 membered heterocyclyl, -OH, $-NR^{61}R^{62}$, $-C(O)OR^{60}$, -CN, $-N_3$, $-C(=NR^{63})NR^{61}R^{62}$, $-C(=NR^{63})OR^{60}$, $-NR^{60}C(=NR^{63})NR^{61}R^{62}$, $-NR^{61}C(O)OR^{60}$, and $-OC(O)NR^{61}R^{62}$;

each R^{60}, R^{61}, and R^{62}, independently, is selected from the group consisting of H, C_{1-12} alkyl, C_{2-12} alkenyl, C_{2-12} alkynyl, C_{3-12} cycloalkyl, C_{1-12} haloalkyl, C_{6-14} aryl, 3 - 14 membered heteroaryl, 3-12 membered heterocyclyl, 3-18 membered heteroarylalkyl, and C_{6-18} arylalkyl;

or R^{61} and R^{62} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{63} independently is selected from the group consisting of H, C_{1-12} alkyl, C_{2-12} alkenyl, C_{2-12} alkynyl, C_{3-12} cycloalkyl, C_{6-14} aryl, 3 - 14 membered heteroaryl, 3-12 membered heterocyclyl, 3-18 membered heteroarylalkyl, C_{6-18} arylalkyl, -CN, $-C(O)R^{64}$, -CHO and $-S(O)_2R^{64}$;

each R^{64} individually is C_{1-12} alkyl;

each R^4 is independently H, C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl wherein each C_1-C_{12} alkyl, C_3-C_{12}

cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl is optionally substituted with one or more Q^1;

each R^5 is independently C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl wherein each C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl is optionally substituted with one or more Q^1;

R^6 is C_1-C_{12} alkylyne, C_3-C_{12} cycloalkylyne, or 3-12 membered heterocyclylyne wherein each C_1-C_{12} alkylyne, C_3-C_{12} cycloalkylyne, or 3-12 membered heterocyclylyne is optionally substituted with one or more Q^1; and

R^7 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3 -12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted 3-18 membered heterocyclylalkyl and optionally substituted C_{6-18} arylalkyl;

wherein, each substituted R^7 is substituted with one or more Q^2.

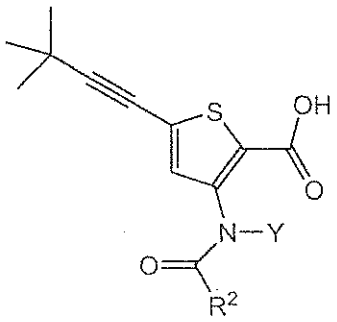
2. The compound of claim 1, wherein R^1 is optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, or optionally substituted C_{3-12} cycloalkyl.

3. The compound of claims 1 or 2, wherein R^1 is optionally substituted C_3-C_7 secondary or tertiary alkyl.

4. The compound of any one of claims 1-3, wherein R^2 is optionally substituted C_{3-12} cycloalkyl.

5. The compound of any one of claims 1-4, wherein R^2 is optionally substituted methylcyclohexyl or optionally substituted methylcyclohexenyl.

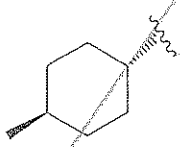
6. The compound of any one of claims 1 - 5 represented by Formula II:



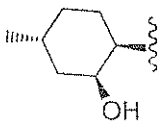
Formula II

or pharmaceutically acceptable salts or esters thereof, wherein R^2 is optionally substituted 4-methylcyclohexyl or optionally substituted 4-methylcyclohexenyl.

7. The compound of any one of claims 1 – 6 wherein R^2 is:



8. The compound of any one of claims 1-6 wherein R^2 is:



9. The compound of any one of claims 1 - 8, wherein Y is $-R^3$-L-Het.

10. The compound of any one of claims 1-9, wherein R^3 is optionally substituted C_{1-12} alkylene, C_{3-12} cycloalkylene, substituted C_{3-12} cycloalkylene, C_{3-12} cycloalkylalkylene, substituted C_{3-12} cycloalkylalkylene, optionally substituted C_{6-14} arylene, or optionally substituted 3 -12 membered heterocyclylene.

11. The compound of any one of claims 1 - 10, wherein R^3 is optionally substituted C_{1-6} alkylene, C_{4-6} cycloalkylene, substituted C_{4-6} cycloalkylene or optionally substituted 5-6 membered heterocyclylene.

12. The compound of any one of claims 1 - 11 wherein Het is an optionally substituted 3-12 membered heterocyclyl or optionally substituted 3-14 membered heteroaryl wherein said optionally substituted 3-12 membered heterocyclyl or optionally substituted 3-14 membered heteroaryl comprises one to four heteroatoms selected from O, S, or N.

13. The compound of any one of claims 1-12 wherein Het is optionally substituted pyridinyl, optionally substituted pyridazinyl, optionally substituted tetrahydro-2*H*-pyranyl, optionally substituted piperidinyl, optionally substituted pyrrolidinyl, optionally substituted tetrahydrothiophenyl, optionally substituted pyrazinyl, optionally substituted 1*H*-tetrazolyl, optionally substituted azetidinyl, optionally substituted tetrahydrofuranyl, optionally substituted tetrahydro-2*H*-furo[2,3-b]furanyl, optionally substituted thiazoyl, optionally substituted 1*H*-imidazolyl, optionally substituted 4*H*-1,2,4-triazolyl, optionally substituted 1*H*-pyrazolyl, optionally substituted 1,3,4-thiadiazolyl, optionally substituted quinolinyl, optionally substituted [1,2,4]triazolo[4,3-a]pyridinyl, optionally substituted thiophenyl, optionally substituted 1,2,4-thiadiazolyl, optionally substituted pyrimidinyl, optionally substituted 1*H*-1,2,3-triazolyl, optionally substituted 1,3,4-oxadiazolyl, or optionally substituted imidazo[1,2-b]pyridazinyl.

14. The compound of any one of claims 1-8 wherein Y is $-N(R^4)(R^5)$.

15. The compound of any one of claims 1-8 or 14 wherein R^4 is H or optionally substituted C_1-C_6 alkyl.

16. The compound of any one of claims 1-8, 14 or 15 wherein R^5 is C_1-C_6 alkyl, C_5-C_6 cycloalkyl, 5-10 membered heteroaryl or 4-10 membered heterocyclyl wherein each C_1-C_6 alkyl, C_5-C_6 cycloalkyl, 5 - 10 membered heteroaryl or 4-10 membered heterocyclyl is optionally substituted with one or more Q^1.

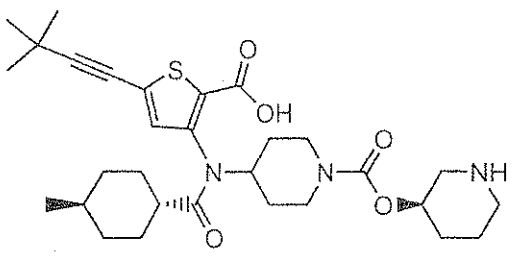
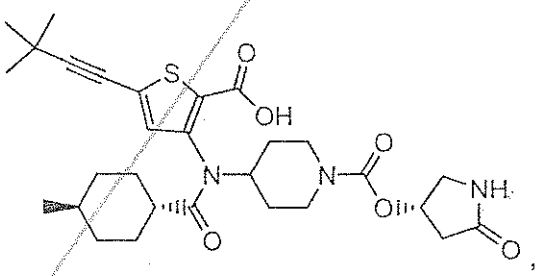
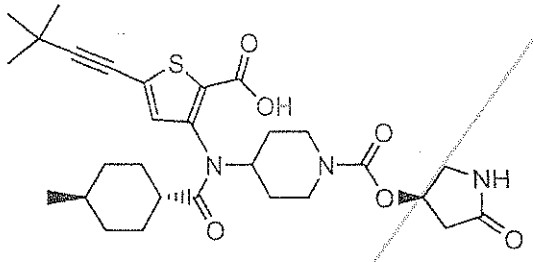
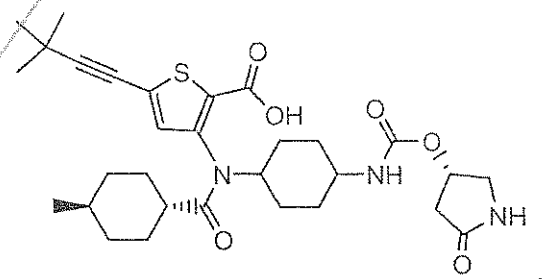
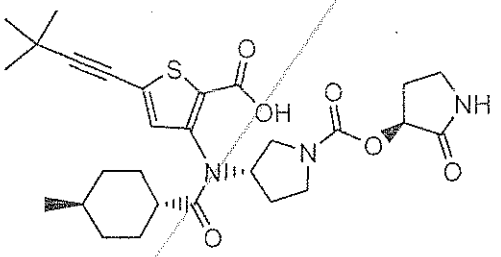
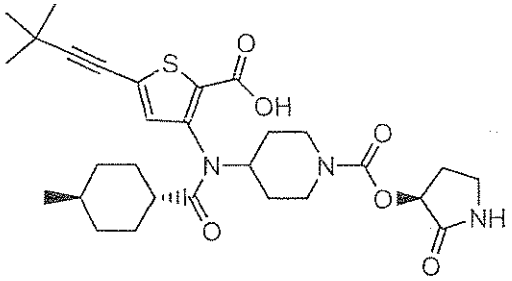
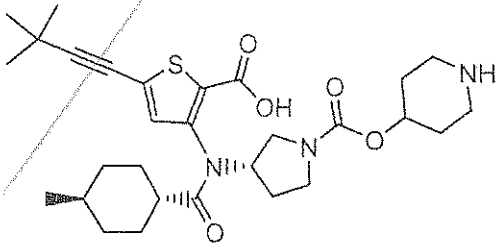
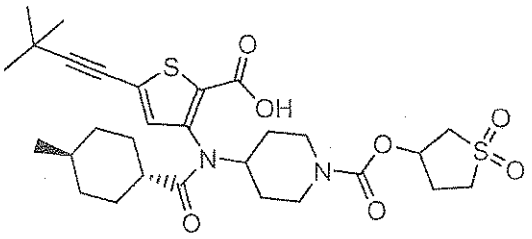
17. The compound of any one of claims 1-8 wherein Y is $-R^6=NOR^7$.

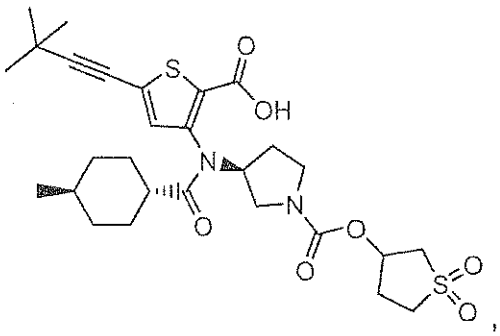
18. The compound of any one of claims 1-8 or 17 wherein R^6 is C_5-C_6 cycloalkylyne or 4-6 membered heterocyclylyne wherein each C_5-C_6 cycloalkylyne or 4-6 membered heterocyclylyne is optionally substituted with one or more Q^1.

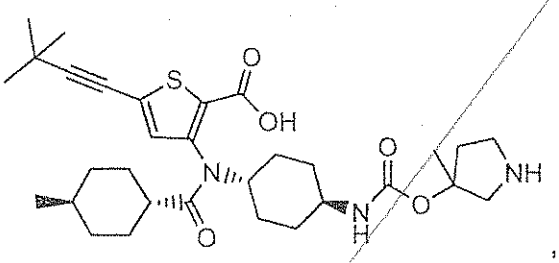
19. The compound of any one of claims 1-8, 17 or 18 wherein R^6 is cyclohexylyne.

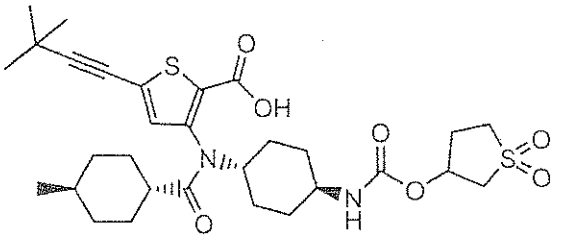
20. The compound of any one of claims 1-8, 17, 18 or 19 wherein R^7 is optionally substituted C_1-C_6 alkyl, optionally substituted C_7-C_{11} arylalkyl, optionally substituted 6-11 membered heteroarylalkyl, or optionally substituted 6-11 membered heterocyclylalkyl.

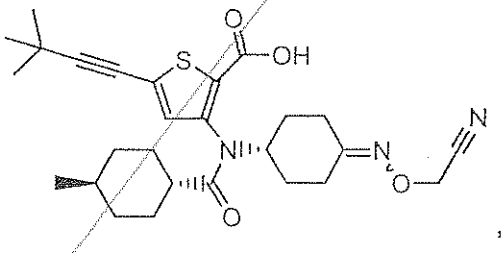
21. The compound of claim 1 selected from

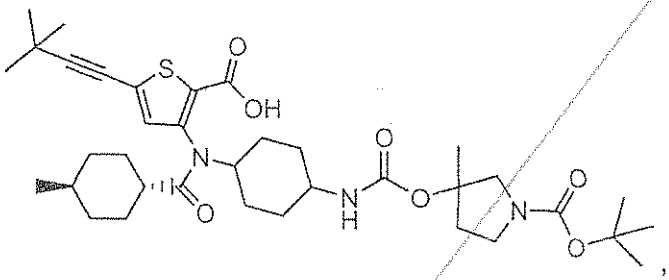

,

,

,

,

,

,

,

,

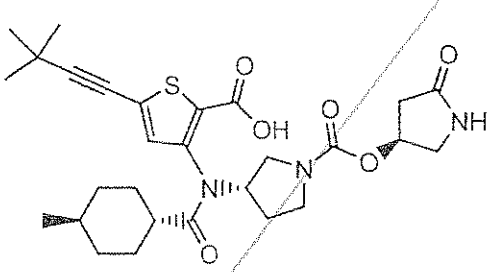


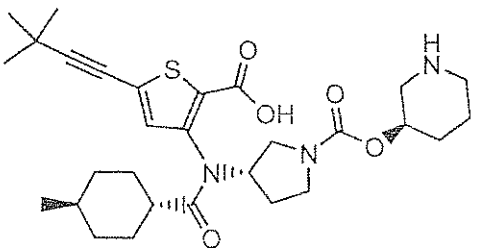


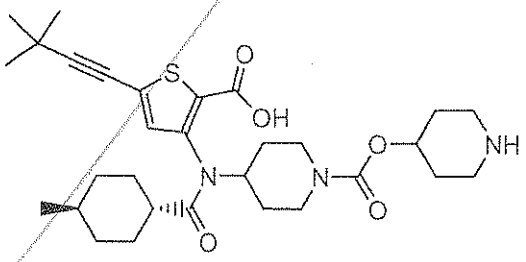




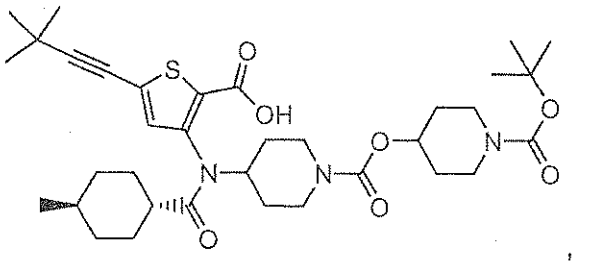




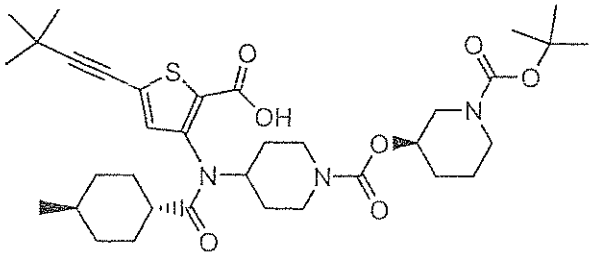




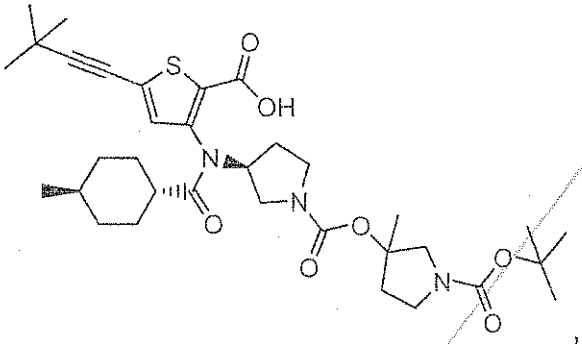
5



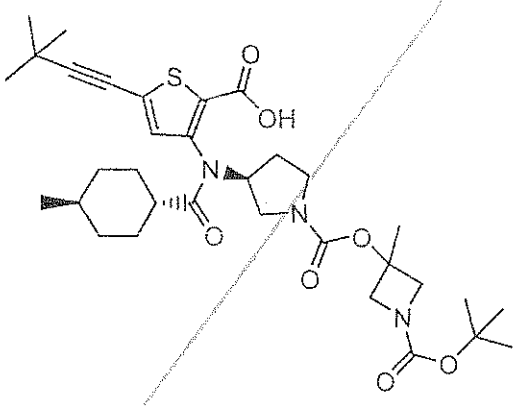
,



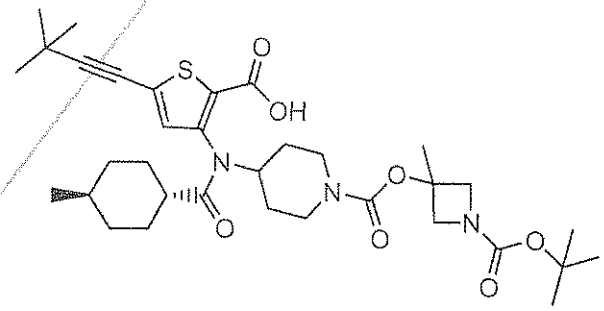
,



,

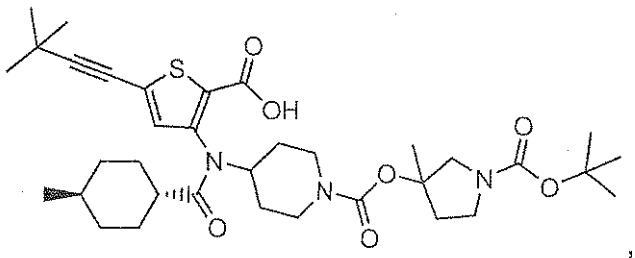


,

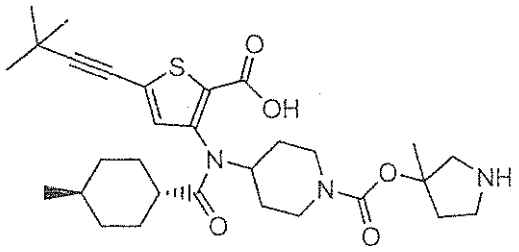


,

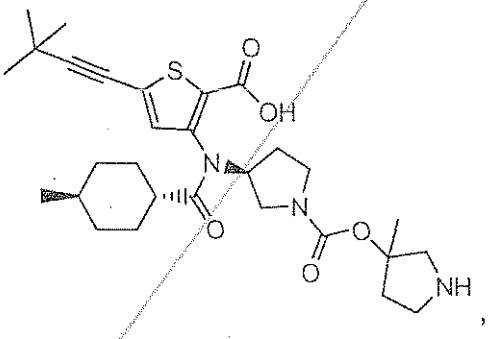
5



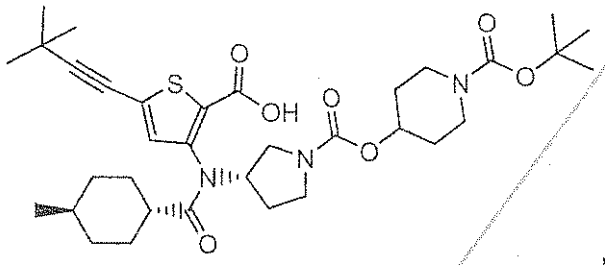
,



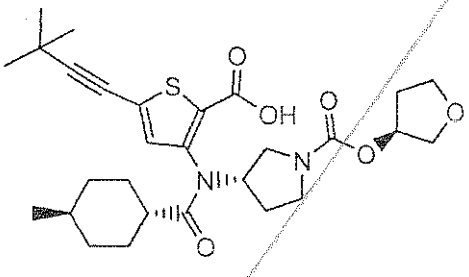
,



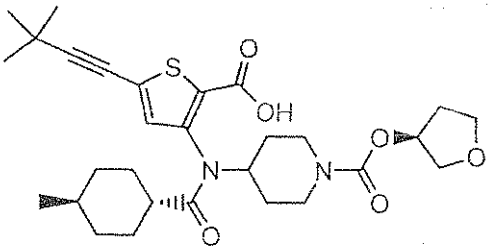
,



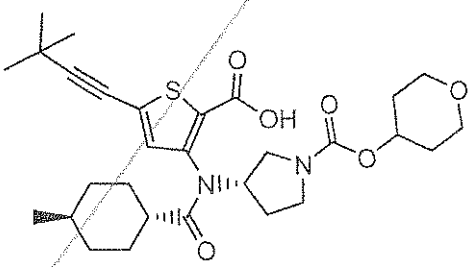
,



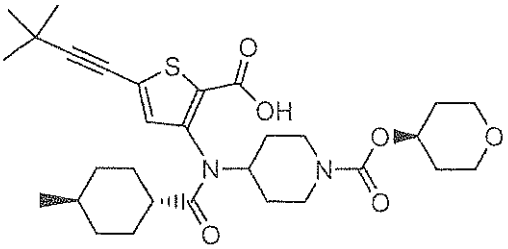
,



,

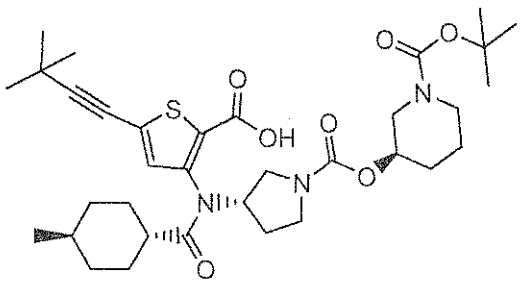


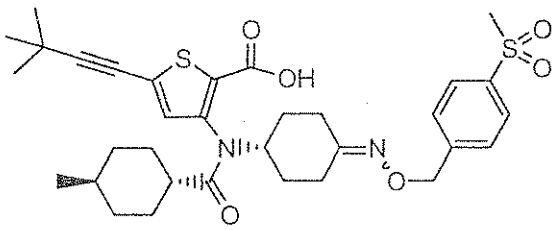
,

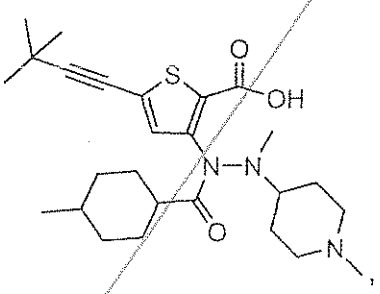


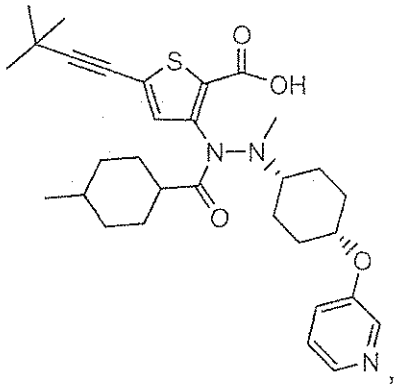
,

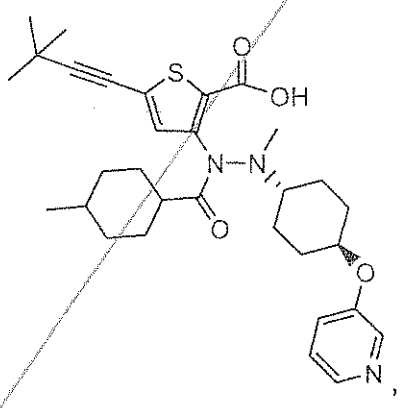
5

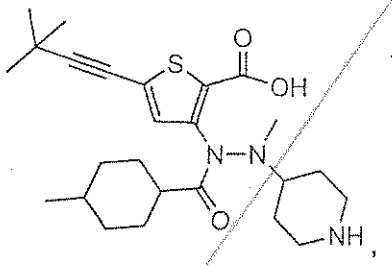


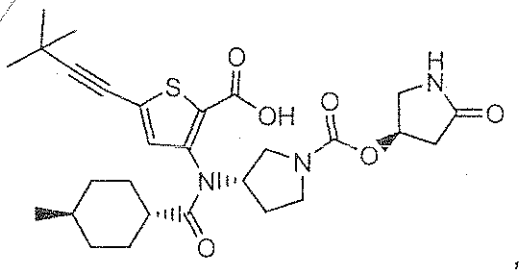


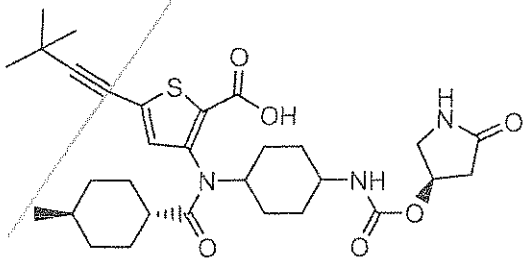


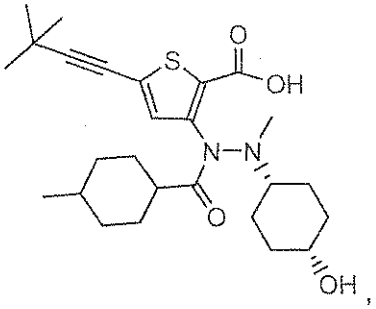




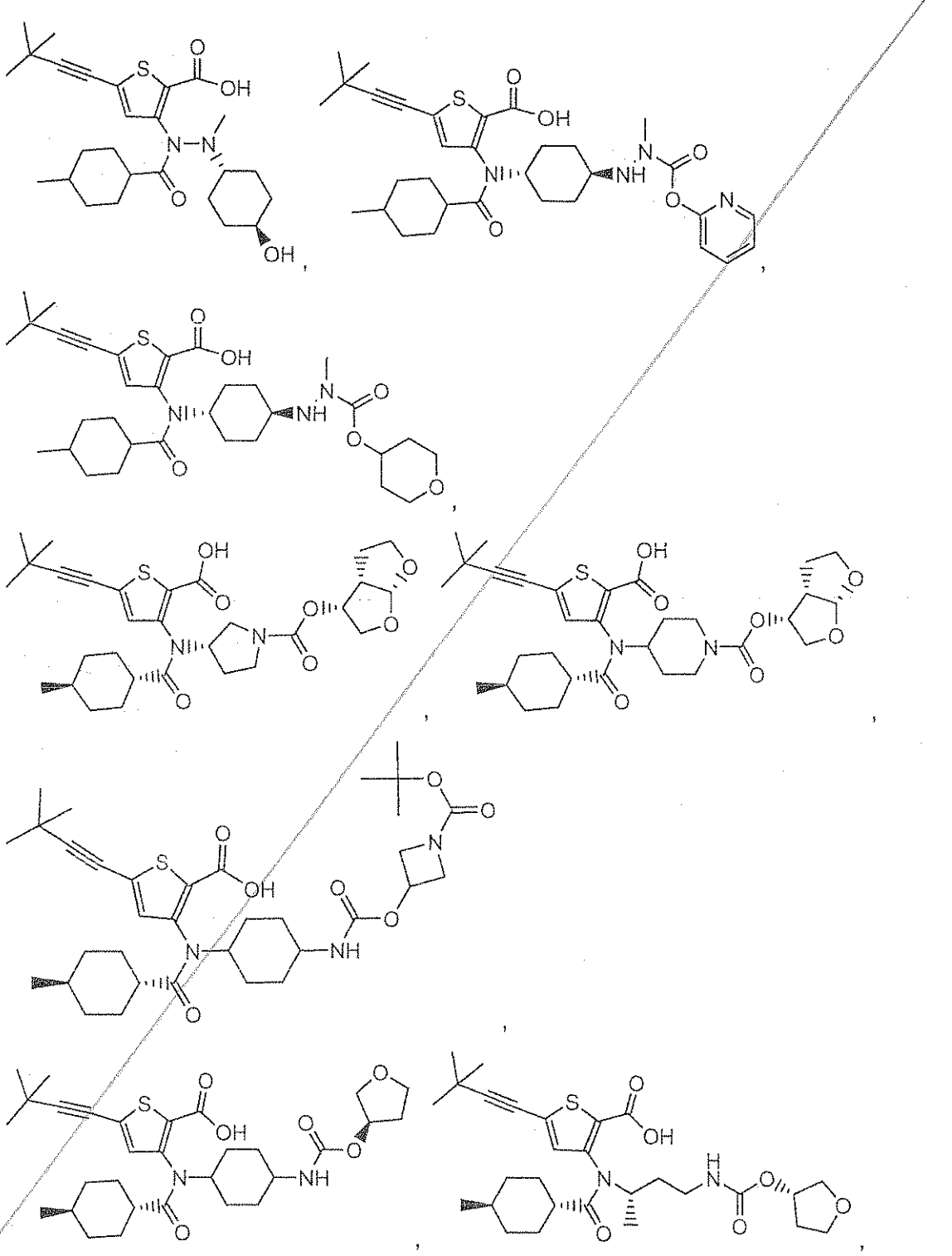


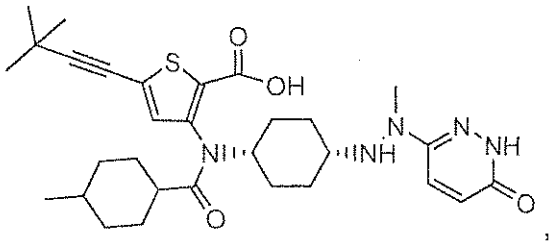




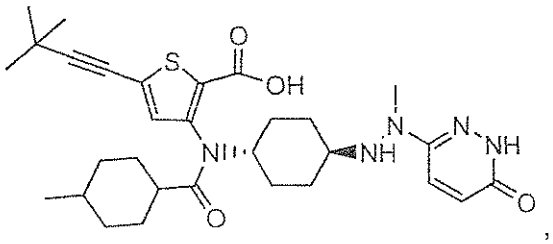


5

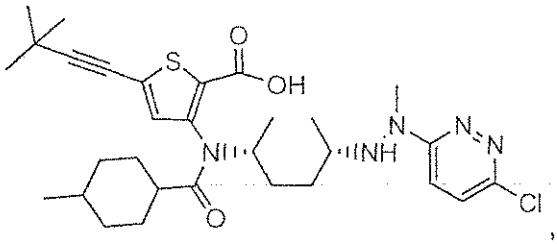




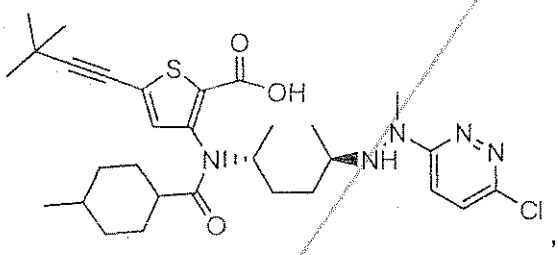
,



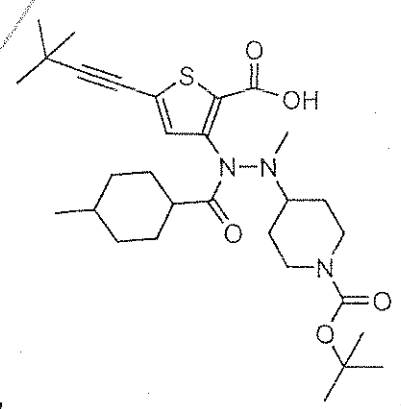
,



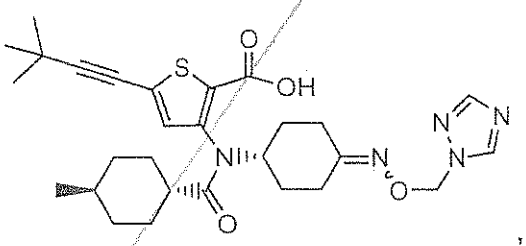
,



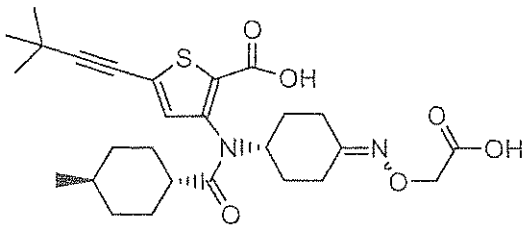
,



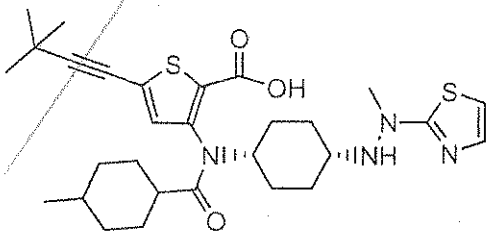
,



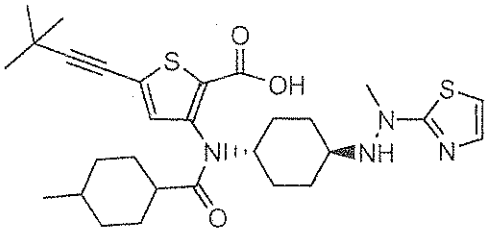
,



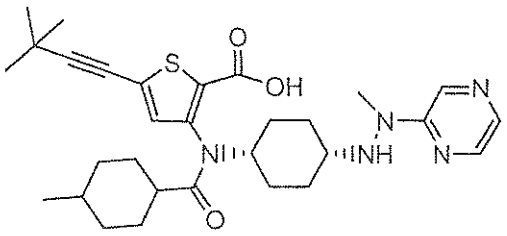
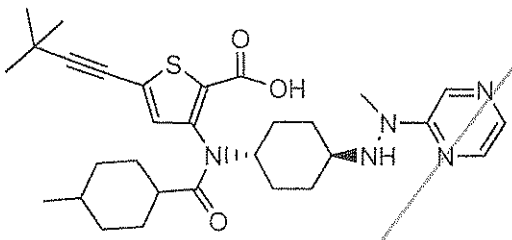
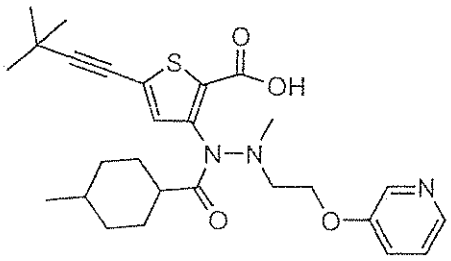
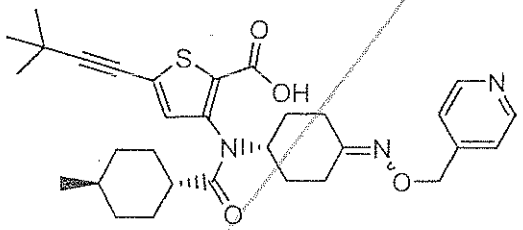
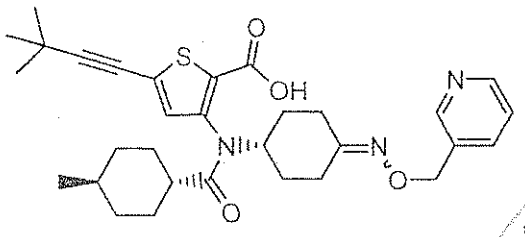
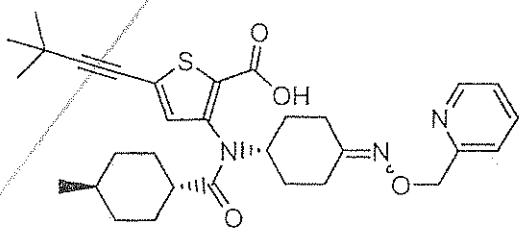
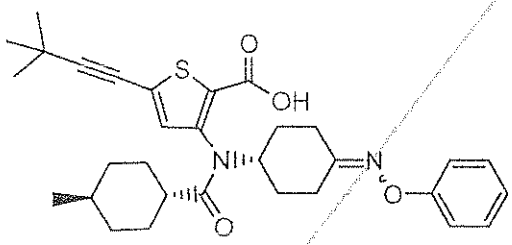
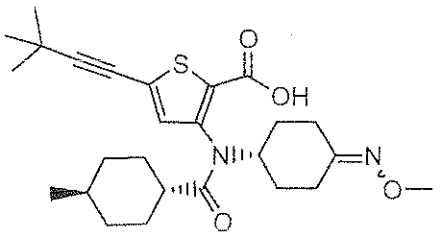
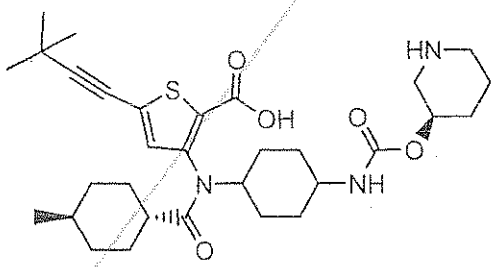
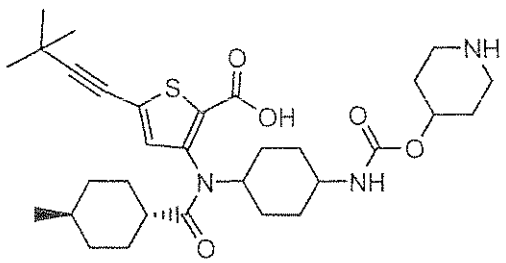
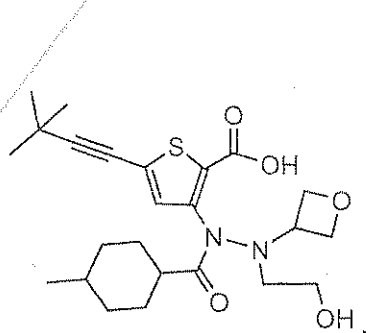
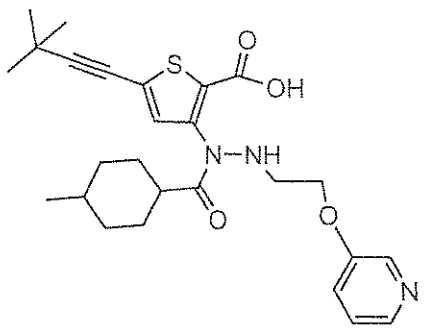
,



,

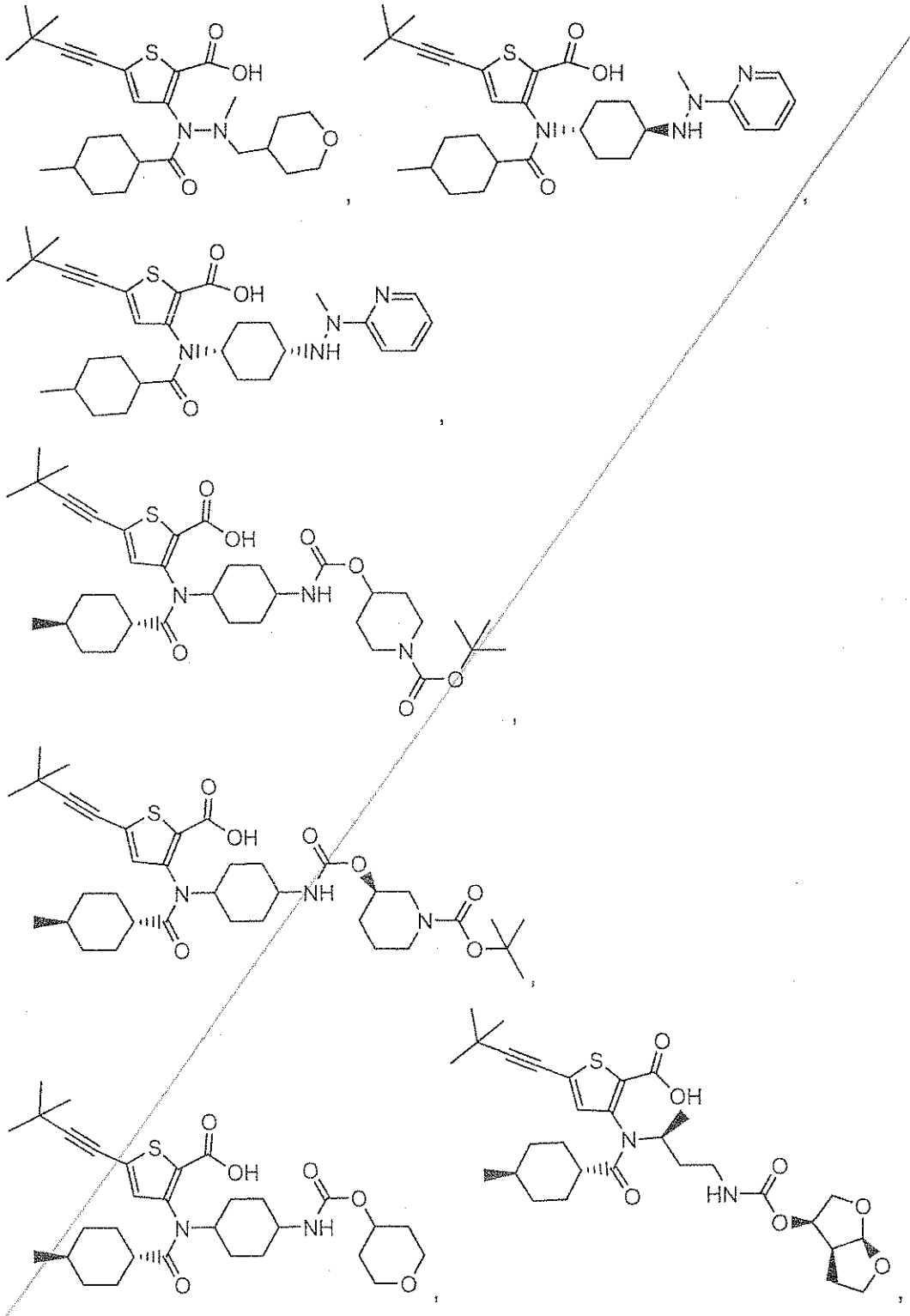


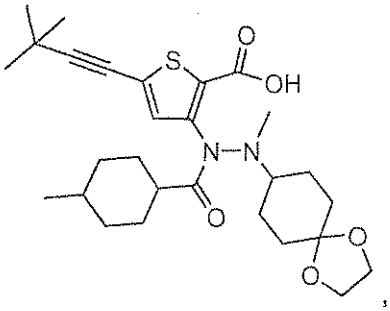
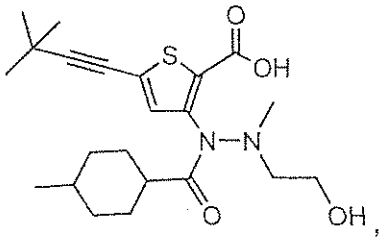
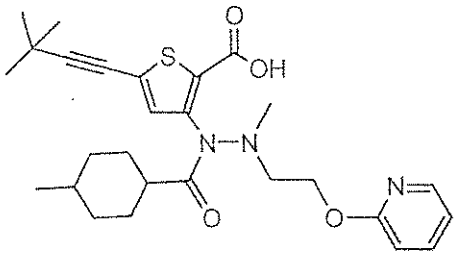
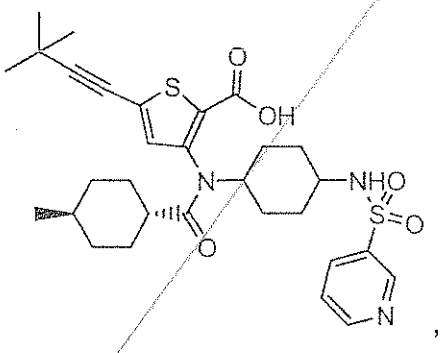
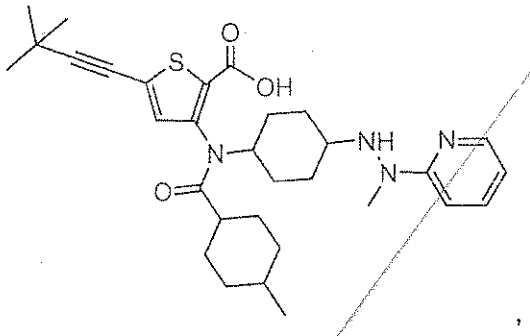
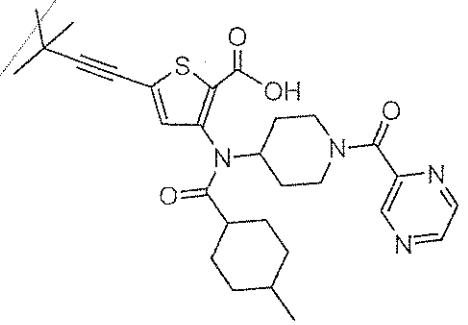
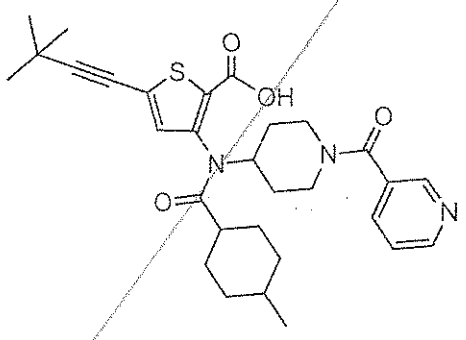
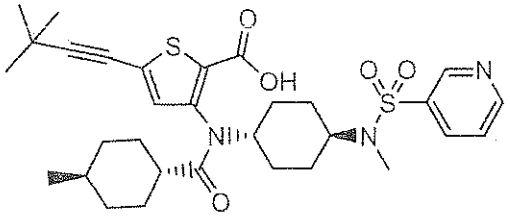
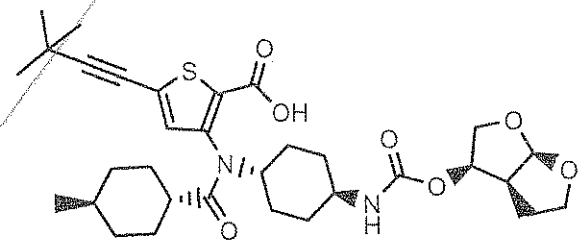
,


,

,

,

,

,

,

,

,

5
,

,

,

,

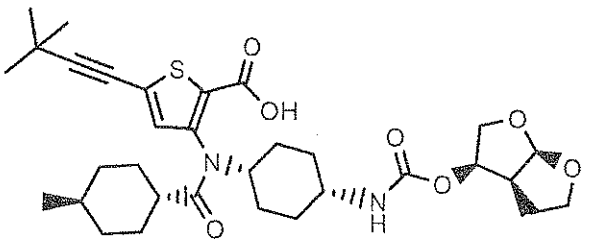
,

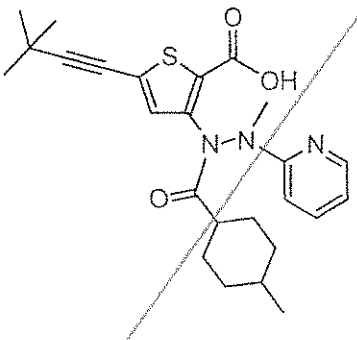
,

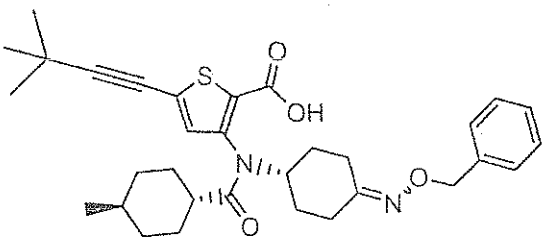


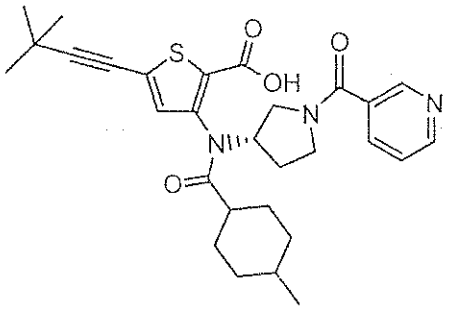

,

,

,

,

,

,

,

,

,

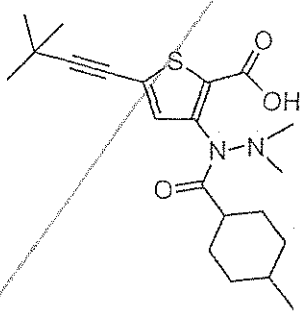
5









or  ; or a pharmaceutically acceptable salt or ester thereof.

22. A pharmaceutical composition comprising a therapeutically effective amount of a compound of any one of claims 1-21 and a pharmaceutically acceptable carrier or excipient.

23. The pharmaceutical composition of claim 22 further comprising at least one additional therapeutic agent selected from the group consisting of interferons, ribavirin or its analogs, HCV NS3 protease inhibitors, NS5a inhibitors, alpha-glucosidase 1 inhibitors, hepatoprotectants, mevalonate decarboxylase antagonists, antagonists of the renin-angiotensin system, other anti-fibrotic agents, nucleoside or nucleotide inhibitors of HCV NS5B polymerase, non-nucleoside inhibitors of HCV NS5B polymerase, HCV NS5A inhibitors, TLR-7 agonists, cyclophillin inhibitors, HCV IRES inhibitors, pharmacokinetic enhancers and other drugs for treating HCV; or mixtures thereof.

24. A method of treating a viral infection caused by a virus selected from the group consisting of dengue virus, yellow fever virus, West Nile virus, Japanese encephalitis virus, tick-borne encephalitis virus, Kunjin virus, Murray Valley encephalitis virus, St. Louis encephalitis virus, Omsk hemorrhagic fever virus, bovine viral diarrhea virus, Zika virus and Hepatitis C virus comprising administering to a mammal in need thereof a therapeutically effective amount of a compound or pharmaceutical composition of any one of claims 1-21.

25. The method of claim 24 wherein the viral infection is caused by Hepatitis C virus.

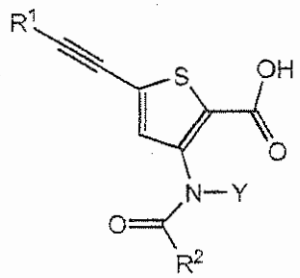
26. The method of claim 24 or 25 further comprising administering at least one additional therapeutic agent selected from the group consisting of interferons, ribavirin or its analogs, HCV NS3 protease inhibitors, NS5a inhibitors, alpha-glucosidase 1 inhibitors, hepatoprotectants, mevalonate decarboxylase antagonists, antagonists of the renin-angiotensin system, other anti-fibrotic agents, nucleoside or nucleotide inhibitors of HCV NS5B polymerase, non-nucleoside inhibitors of HCV NS5B polymerase, HCV NS5A inhibitors, TLR-7 agonists, cyclophillin inhibitors, HCV IRES inhibitors, pharmacokinetic enhancers and other drugs for treating HCV; or mixtures thereof.

27. Use of a compound according to any one of claims 1 – 21 for the manufacture of a medicament for the treatment of a *Flaviviridae* viral infection.

28. A compound according to any one of claims 1 – 21, for the use in treating a *Flaviviridae* viral infection.

WHAT IS CLAIMED IS:

1. A compound of Formula I:



Formula (I),

or a pharmaceutically acceptable salt thereof, wherein:

R^1 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3 -12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted 3-18 membered heterocyclylalkyl and optionally substituted C_{6-18} arylalkyl,

wherein, each substituted R^1 is substituted with one or more Q^1;

each Q^1 is independently selected from the group consisting of halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{10}$, $-S(O)R^{10}$, $-S(O)_2R^{10}$, $-S(O)_2NR^{10}R^{11}$, $-NR^{10}C(O)R^{11}$, $-NR^{10}C(O)NR^{11}R^{12}$, $-NR^{10}S(O)R^{11}$, $-NR^{10}S(O)_2R^{11}$, $-OP(O)R^{11}R^{12}$, $-P(O)R^{11}R^{12}$, $-P(O)OR^{11}R^{12}$, $-P(O)(OR^{11})OR^{12}$, $-C(O)NR^{11}R^{12}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted $-C(O)C_{1-6}$ alkyl, optionally substituted $-C(O)C_{2-6}$ alkenyl, optionally substituted $-C(O)C_{2-6}$ alkynyl, optionally substituted $-C(O)C_{3-6}$ cycloalkyl, optionally substituted $-C(O)C_{6-12}$ aryl, optionally substituted -C(O)-3 - 14 membered heteroaryl, optionally

substituted -C(O)C_{6-12} arylalkyl, optionally substituted -3-10 membered heterocyclyl, -OH, -$NR^{11}R^{12}$, -C(O)OR^{10}, -CN, -N_3, -C(=NR^{13})$NR^{11}R^{12}$, -C(=NR^{13})OR^{10}, -NR^{10}C(=NR^{13})$NR^{11}R^{12}$, -NR^{11}C(O)OR^{10}, and -OC(O)$NR^{11}R^{12}$;

each R^{10}, R^{11}, and R^{12}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{11} and R^{12} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{13}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, -C(O)R^{14}, -CHO and -$S(O)_2R^{14}$;

each R^{14}, independently, is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^1, substituted R^{10}, substituted R^{11}, substituted R^{12}, substituted R^{13}, or substituted R^{14} is independently substituted with one or more Q^6;

R^2 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3 -12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

wherein, each substituted R^2 is substituted with one or more Q^2;

each Q^2, independently, is selected from the group consisting of halogen, oxo, oxide, -NO_2, -N(=O), -SR^{20}, -S(O)R^{20}, -$S(O)_2R^{20}$, -$S(O)_2NR^{20}R^{21}$, -NR^{20}C(O)R^{21}, -NR^{20}C(O)$NR^{21}R^{22}$, -NR^{20}S(O)R^{21}, -$NR^{20}S(O)_2R^{21}$, -OP(O)$R^{21}R^{22}$, -P(O)$R^{21}R^{22}$, -P(O)$OR^{21}R^{22}$, -P(O)$(OR^{21})OR^{22}$, -C(O)$NR^{21}R^{22}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally

substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted -C(O)C_{1-6} alkyl, optionally substituted -C(O)C_{2-6} alkenyl, optionally substituted -C(O)C_{2-6} alkynyl, optionally substituted -C(O)C_{3-6} cycloalkyl, optionally substituted -C(O)C_{6-12} aryl, optionally substituted -C(O)-3 -14 membered heteroaryl, optionally substituted -C(O)C_{6-12} arylalkyl, optionally substituted 3-10 membered heterocyclyl, -OH, -$NR^{21}R^{22}$, -$C(O)OR^{20}$, -CN, -N_3, -$C(=NR^{23})NR^{21}R^{22}$, -$C(=NR^{23})OR^{20}$, -$NR^{20}C(=NR^{23})NR^{21}R^{22}$, -$NR^{21}C(O)OR^{20}$, and -$OC(O)NR^{21}R^{22}$;

each R^{20}, R^{21}, and R^{22}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{21} and R^{22} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{23}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, -$C(O)R^{24}$, -CHO and -$S(O)_2R^{24}$;

each R^{24} individually is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^2, substituted R^{20}, substituted R^{21}, substituted R^{22}, substituted R^{23}, or substituted R^{24} is independently substituted with one or more Q^6;

Y is –R^3-L-Het, -$N(R^4)(R^5)$ or -R^6=NOR^7;

R^3 is selected from the group consisting of optionally substituted C_{1-12} alkylene, C_{2-12} alkenylene, substituted C_{2-12} alkenylene, C_{2-12} alkynylene, substituted C_{2-12} alkynylene, C_{3-12} cycloalkylene, substituted C_{3-12} cycloalkylene, C_{3-12} cycloalkylalkylene, substituted C_{3-12} cycloalkylalkylene, optionally substituted C_{6-14} arylene, optionally substituted 3 - 14 membered heteroarylene, optionally substituted 3 -12 membered heterocyclylene, optionally substituted 3-18 membered heteroarylalkylene, and optionally substituted C_{6-18} arylalkylene;

wherein each substituted R^3 is substituted with one or more Q^3;

each Q^3, independently, is selected from the group consisting of halogen, oxo, oxide, -NO_2, -N(=O), -SR^{30}, -$S(O)R^{30}$, -$S(O)_2R^{30}$, -$S(O)_2NR^{30}R^{31}$, -$NR^{30}C(O)R^{31}$, -$NR^{30}C(O)NR^{31}R^{32}$, -$NR^{30}S(O)R^{31}$, -$NR^{30}S(O)_2R^{31}$, -$OP(O)R^{31}R^{32}$, -$P(O)R^{31}R^{32}$, -$P(O)OR^{31}R^{32}$, -$P(O)(OR^{31})OR^{32}$, -$C(O)NR^{31}R^{32}$, optionally

substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted $-C(O)C_{1-6}$ alkyl, optionally substituted $-C(O)C_{2-6}$ alkenyl, optionally substituted $-C(O)C_{2-6}$ alkynyl, optionally substituted $-C(O)C_{3-6}$ cycloalkyl, optionally substituted $-C(O)C_{6-12}$ aryl, optionally substituted -C(O)- 3 -14 membered heteroaryl, optionally substituted $-C(O)C_{6-12}$ arylalkyl, optionally substituted 3-10 membered heterocyclyl, -OH, $-NR^{31}R^{32}$, $-C(O)OR^{30}$, -CN, $-N_3$, $-C(=NR^{33})NR^{31}R^{32}$, $-C(=NR^{33})OR^{30}$, $-NR^{30}C(=NR^{33})NR^{31}R^{32}$, $-NR^{31}C(O)OR^{30}$, and $-OC(O)NR^{31}R^{32}$;

each R^{30}, R^{31}, and R^{32}, independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{31} and R^{32} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{33} independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, $-C(O)R^{34}$, -CHO and $-S(O)_2R^{34}$;

each R^{34} individually is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^3, substituted R^{30}, substituted R^{31}, substituted R^{32}, substituted R^{33}, or substituted R^{34} is independently substituted with one or more Q^6;

L is selected from the group consisting of $-OC(O)N(R^4)-$, $-N(R^4)C(O)O-$, $-N(R^4)S(O)_2-$, $-N(R^4)C(O)-$, -C(O)-, -C(O)O-, -OC(O)-, $-N(R^4)N(R^4)C(O)O-$, and $-N(R^4)N(R^4)-$;

Het is an optionally substituted 3-12 membered heterocyclyl or optionally substituted 3-14 membered heteroaryl;

wherein, each substituted Het is substituted with one or more Q^4;

each Q^4, independently, is selected from the group consisting of

halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{40}$, $-S(O)R^{40}$, $-S(O)_2R^{40}$, $-S(O)_2NR^{40}R^{41}$, $-NR^{40}C(O)R^{41}$, $-NR^{40}C(O)NR^{41}R^{42}$, $-NR^{40}S(O)R^{41}$, $-NR^{40}S(O)_2R^{41}$, $-OP(O)R^{41}R^{42}$, $-P(O)R^{41}R^{42}$, $-P(O)OR^{41}R^{42}$, $-P(O)(OR^{41})OR^{42}$, $-C(O)NR^{41}R^{42}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted -$C(O)C_{1-6}$ alkyl, optionally substituted -$C(O)C_{2-6}$ alkenyl, optionally substituted -$C(O)C_{2-6}$ alkynyl, optionally substituted -$C(O)C_{3-6}$ cycloalkyl, optionally substituted -$C(O)C_{6-12}$ aryl, optionally substituted -C(O)- 3 -14 membered heteroaryl, optionally substituted -$C(O)C_{6-12}$ arylalkyl, optionally substituted 3-10 membered heterocyclyl, -OH, $-NR^{41}R^{42}$, $-C(O)OR^{40}$, -CN, $-N_3$, $-C(=NR^{43})NR^{41}R^{42}$, $-C(=NR^{43})OR^{40}$, $-NR^{40}C(=NR^{43})NR^{41}R^{42}$, $-NR^{41}C(O)OR^{40}$, and $-OC(O)NR^{41}R^{42}$;

each R^{40}, R^{41}, and R^{42}, independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{41} and R^{42} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{43}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, $-C(O)R^{44}$, -CHO and $-S(O)_2R^{44}$;

each R^{44} individually is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^4, substituted R^{40}, substituted R^{41}, substituted R^{42}, substituted R^{43}, or substituted R^{44} is independently substituted with one or more Q^5;

each Q^5, individually, is selected from the group consisting of halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{50}$, $-S(O)R^{50}$, $-S(O)_2R^{50}$, $-S(O)_2NR^{50}R^{51}$, $-NR^{50}C(O)R^{51}$, $-NR^{50}C(O)NR^{51}R^{52}$, $-NR^{50}S(O)R^{51}$, $-NR^{50}S(O)_2R^{51}$, -

$OP(O)R^{51}R^{52}$, $-P(O)R^{51}R^{52}$, $-P(O)OR^{51}R^{52}$, $-P(O)(OR^{51})OR^{52}$, $-C(O)NR^{51}R^{52}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-12} arylalkyl, optionally substituted C_{6-12} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted C_{1-6} alkyloxy, optionally substituted C_{2-6} alkenyloxy, optionally substituted C_{2-6} alkynyloxy, optionally substituted C_{3-6} cycloalkyloxy, optionally substituted C_{6-12} aryloxy, optionally substituted 3 - 14 membered heteroaryloxy, optionally substituted 4-12 membered heterocyclyloxy, optionally substituted $-C(O)C_{1-6}$ alkyl, optionally substituted $-C(O)C_{2-6}$ alkenyl, optionally substituted $-C(O)C_{2-6}$ alkynyl, optionally substituted $-C(O)C_{3-6}$ cycloalkyl, optionally substituted $-C(O)C_{6-12}$ aryl, optionally substituted -C(O)- 3 -14 membered heteroaryl, optionally substituted $-C(O)C_{6-12}$ arylalkyl, optionally substituted 3-10 membered heterocyclyl, -OH, $-NR^{51}R^{52}$, $-C(O)OR^{50}$, -CN, $-N_3$, $-C(=NR^{53})NR^{51}R^{52}$, $-C(=NR^{53})OR^{50}$, $-NR^{50}C(=NR^{53})NR^{51}R^{52}$, $-NR^{51}C(O)OR^{50}$, and $-OC(O)NR^{51}R^{52}$;

each R^{50}, R^{51}, and R^{52}, independently is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, and optionally substituted C_{6-18} arylalkyl;

or R^{51} and R^{52} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{53}, independently, is selected from the group consisting of H, optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3-12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted C_{6-18} arylalkyl, -CN, $-C(O)R^{54}$, -CHO and $-S(O)_2R^{54}$;

each R^{54}, independently, is optionally substituted C_{1-12} alkyl;

wherein, each substituted Q^5, substituted R^{50}, substituted R^{51}, substituted R^{52}, substituted R^{53}, or substituted R^{54} is independently substituted with one or more Q^6;

each Q^6, independently, is selected from the group consisting of halogen, oxo, oxide, $-NO_2$, -N(=O), $-SR^{60}$, $-S(O)R^{60}$, $-S(O)_2R^{60}$, $-S(O)_2NR^{60}R^{61}$, $-NR^{60}C(O)R^{61}$, $-NR^{60}C(O)NR^{61}R^{62}$, $-NR^{60}S(O)R^{61}$, $-NR^{60}S(O)_2R^{61}$, $-OP(O)R^{61}R^{62}$, $-P(O)R^{61}R^{62}$, $-P(O)OR^{61}R^{62}$, $-P(O)(OR^{61})OR^{62}$, $-C(O)NR^{61}R^{62}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-12} arylalkyl, C_{6-12} aryl, 3 - 14 membered heteroaryl, C_{1-6} alkyloxy, C_{2-6} alkenyloxy, C_{2-6} alkynyloxy, C_{3-6} cycloalkyloxy, C_{6-12} aryloxy, 3 - 14 membered

heteroaryloxy, 4-12 membered heterocyclyloxy, -C(O)C_{1-6} alkyl, -C(O)C_{2-6} alkenyl, -C(O)C_{2-6} alkynyl, -C(O)C_{3-6} cycloalkyl, -C(O)C_{1-6} haloalkyl, -C(O)C_{6-12} aryl, -C(O)- 3-14 membered heteroaryl, -C(O)C_{6-12} arylalkyl, 3-10 membered heterocyclyl, -OH, -$NR^{61}R^{62}$, -C(O)OR^{60}, -CN, -N_3, -$C(=NR^{63})NR^{61}R^{62}$, -$C(=NR^{63})OR^{60}$, -$NR^{60}C(=NR^{63})NR^{61}R^{62}$, -$NR^{61}C(O)OR^{60}$, and -$OC(O)NR^{61}R^{62}$;

each R^{60}, R^{61}, and R^{62}, independently, is selected from the group consisting of H, C_{1-12} alkyl, C_{2-12} alkenyl, C_{2-12} alkynyl, C_{3-12} cycloalkyl, C_{1-12} haloalkyl, C_{6-14} aryl, 3 - 14 membered heteroaryl, 3-12 membered heterocyclyl, 3-18 membered heteroarylalkyl, and C_{6-18} arylalkyl;

or R^{61} and R^{62} taken together with the atoms to which they are attached form a 3 to 10 membered heterocyclyl;

each R^{63} independently is selected from the group consisting of H, C_{1-12} alkyl, C_{2-12} alkenyl, C_{2-12} alkynyl, C_{3-12} cycloalkyl, C_{6-14} aryl, 3 - 14 membered heteroaryl, 3-12 membered heterocyclyl, 3-18 membered heteroarylalkyl, C_{6-18} arylalkyl, -CN, -C(O)R^{64}, -CHO and -$S(O)_2R^{64}$;

each R^{64} individually is C_{1-12} alkyl;

each R^4 is independently H, C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl wherein each C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl is optionally substituted with one or more Q^1;

each R^5 is independently C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl wherein each C_1-C_{12} alkyl, C_3-C_{12} cycloalkyl, 3 - 14 membered heteroaryl or 3-12 membered heterocyclyl is optionally substituted with one or more Q^1;

R^6 is C_1-C_{12} alkylyne, C_3-C_{12} cycloalkylyne, or 3-12 membered heterocyclylyne wherein each C_1-C_{12} alkylyne, C_3-C_{12} cycloalkylyne, or 3-12 membered heterocyclylyne is optionally substituted with one or more Q^1; and

R^7 is selected from the group consisting of optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, optionally substituted C_{3-12} cycloalkyl, optionally substituted C_{6-14} aryl, optionally substituted 3 - 14 membered heteroaryl, optionally substituted 3 -12 membered heterocyclyl, optionally substituted 3-18 membered heteroarylalkyl, optionally substituted 3-18 membered heterocyclylalkyl and optionally substituted C_{6-18} arylalkyl;

wherein, each substituted R^7 is substituted with one or more Q^2.

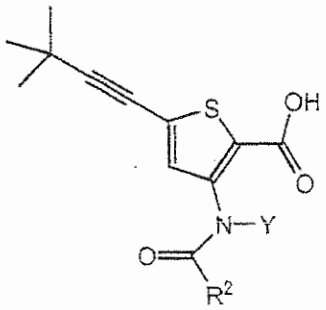
2. The compound of claim 1, wherein R^1 is optionally substituted C_{1-12} alkyl, optionally substituted C_{2-12} alkenyl, optionally substituted C_{2-12} alkynyl, or optionally substituted C_{3-12} cycloalkyl,

or wherein R^1 is optionally substituted C_3-C_7 secondary or tertiary alkyl.

3. The compound of claim 1 or 2, wherein R^2 is optionally substituted C_{3-12} cycloalkyl,

or wherein R^2 is optionally substituted methylcyclohexyl or optionally substituted methylcyclohexenyl.

4. The compound of any one of claims 1 - 3 represented by Formula II:

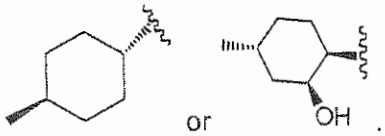


Formula II

or a pharmaceutically acceptable salt thereof, wherein

R^2 is optionally substituted 4-methylcyclohexyl or optionally substituted 4-methylcyclohexenyl.

5. The compound of any one of claims 1 – 4 wherein R^2 is:



.

6. The compound of any one of claims 1 - 5, wherein Y is $-R^3$-L-Het.

7. The compound of any one of claims 1-6, wherein R^3 is optionally substituted C_{1-12} alkylene, C_{3-12} cycloalkylene, substituted C_{3-12} cycloalkylene, C_{3-12} cycloalkylalkylene, substituted C_{3-12}

cycloalkylalkylene, optionally substituted C_{6-14} arylene, or optionally substituted 3 -12 membered heterocyclylene,

or wherein R^3 is optionally substituted C_{1-6} alkylene, C_{4-6} cycloalkylene, substituted C_{4-6} cycloalkylene or optionally substituted 5-6 membered heterocyclylene.

8. The compound of any one of claims 1 - 7 wherein Het is an optionally substituted 3-12 membered heterocyclyl or optionally substituted 3-14 membered heteroaryl wherein said optionally substituted 3-12 membered heterocyclyl or optionally substituted 3-14 membered heteroaryl comprises one to four heteroatoms selected from O, S, or N,

or wherein Het is optionally substituted pyridinyl, optionally substituted pyridazinyl, optionally substituted tetrahydro-2*H*-pyranyl, optionally substituted piperidinyl, optionally substituted pyrrolidinyl, optionally substituted tetrahydrothiophenyl, optionally substituted pyrazinyl, optionally substituted 1*H*-tetrazolyl, optionally substituted azetidinyl, optionally substituted tetrahydrofuranyl, optionally substituted tetrahydro-2*H*-furo[2,3-b]furanyl, optionally substituted thiazoyl, optionally substituted 1*H*-imidazolyl, optionally substituted 4*H*-1,2,4-triazolyl, optionally substituted 1*H*-pyrazolyl, optionally substituted 1,3,4-thiadiazolyl, optionally substituted quinolinyl, optionally substituted [1,2,4]triazolo[4,3-a]pyridinyl, optionally substituted thiophenyl, optionally substituted 1,2,4-thiadiazolyl, optionally substituted pyrimidinyl, optionally substituted 1*H*-1,2,3-triazolyl, optionally substituted 1,3,4-oxadiazolyl, or optionally substituted imidazo[1,2-b]pyridazinyl.

9. The compound of any one of claims 1-5 wherein Y is $-N(R^4)(R^5)$.

10. The compound of any one of claims 1-5 and 9 wherein R^4 is H or optionally substituted C_1-C_6 alkyl.

11. The compound of any one of claims 1-5, 9 and 10 wherein R^5 is C_1-C_6 alkyl, C_5-C_6 cycloalkyl, 5-10 membered heteroaryl or 4-10 membered heterocyclyl wherein each C_1-C_6 alkyl, C_5-C_6 cycloalkyl, 5 - 10 membered heteroaryl or 4-10 membered heterocyclyl is optionally substituted with one or more Q^1.

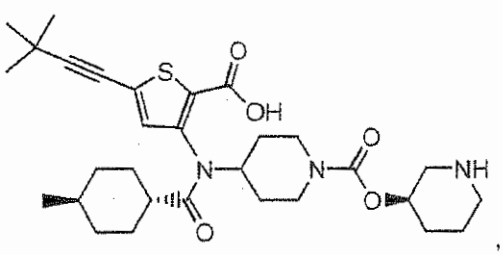
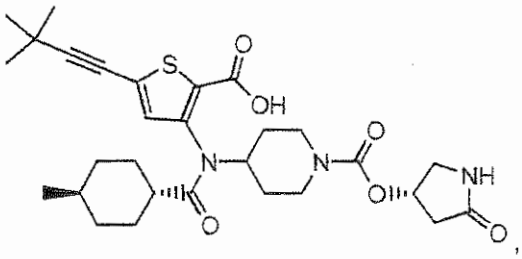
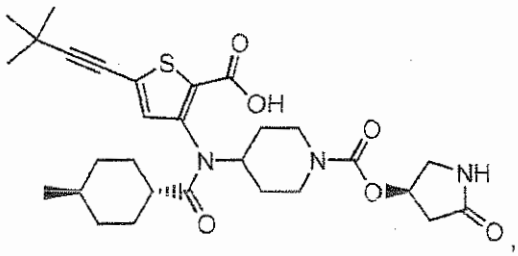
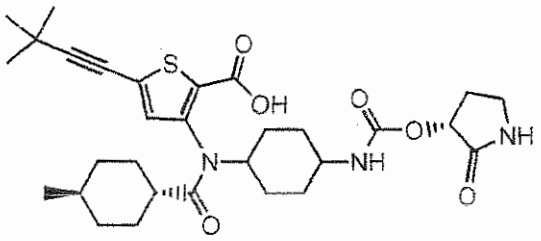
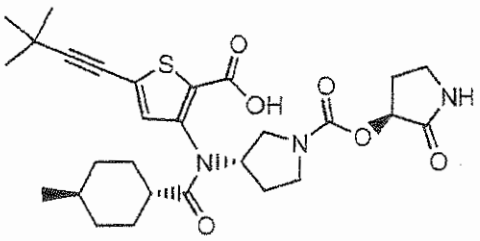
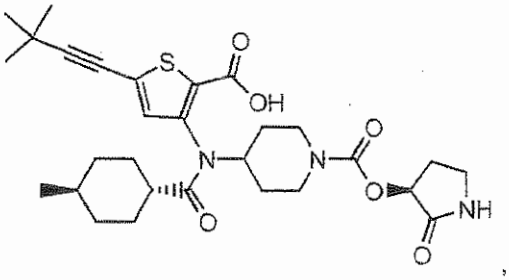
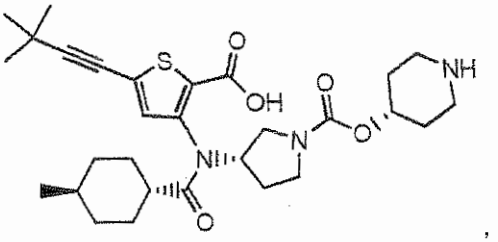
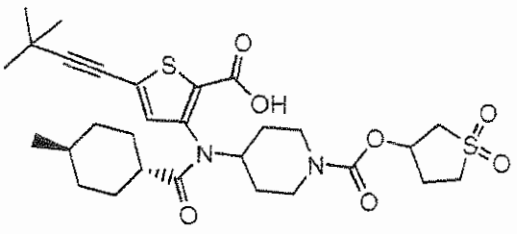
12. The compound of any one of claims 1-5 wherein Y is $-R^6=NOR^7$.

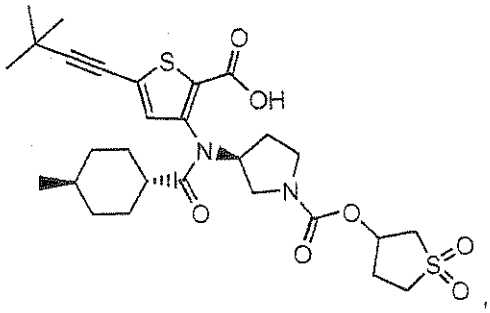
13. The compound of any one of claims 1-5 and 12 wherein R^6 is C_5-C_6 cycloalkylyne or 4-6 membered heterocyclylyne wherein each C_5-C_6 cycloalkylyne or 4-6 membered heterocyclylyne is optionally substituted with one or more Q^1,

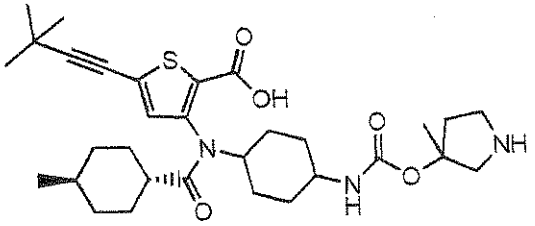
or wherein R^6 is cyclohexylyne.

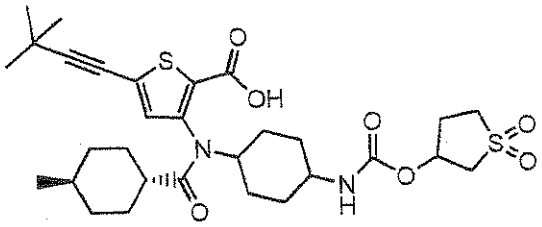
14. The compound of any one of claims 1-5, 12 and 13 wherein R^7 is optionally substituted C_1-C_6 alkyl, optionally substituted C_7-C_{11} arylalkyl, optionally substituted 6-11 membered heteroarylalkyl, or optionally substituted 6-11 membered heterocyclylalkyl.

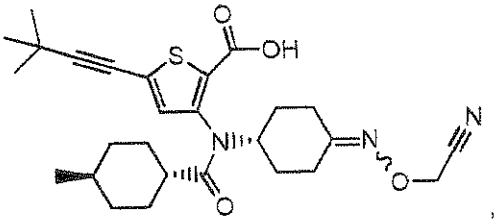
15. The compound of claim 1 which is

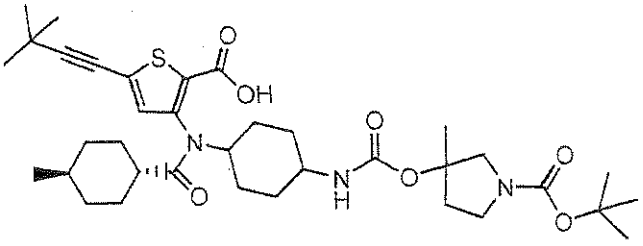

,

,

,

,

,

,

,

,

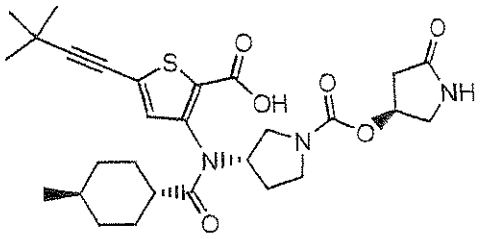


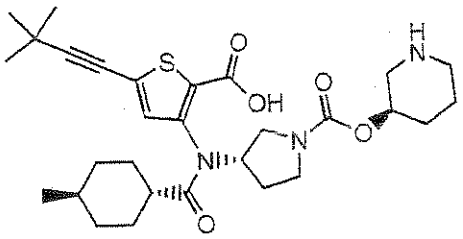


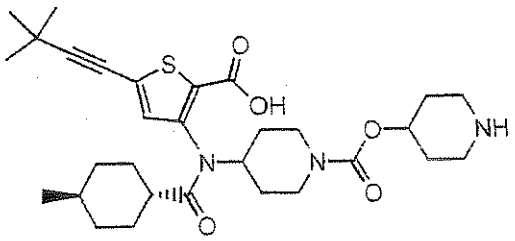


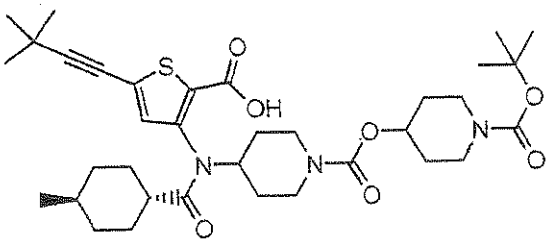


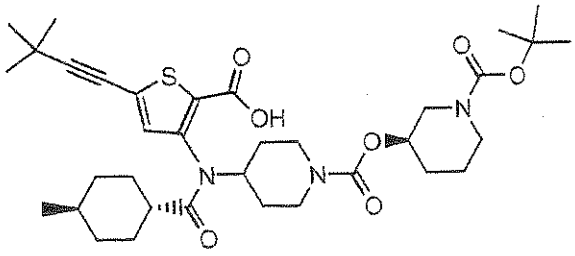




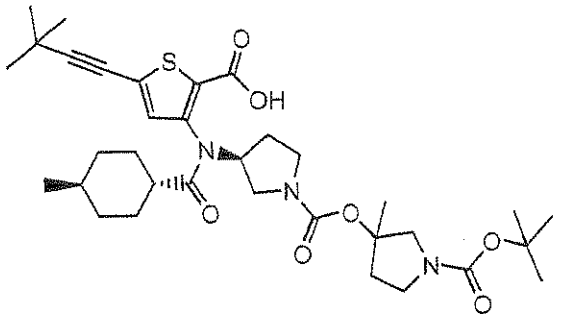
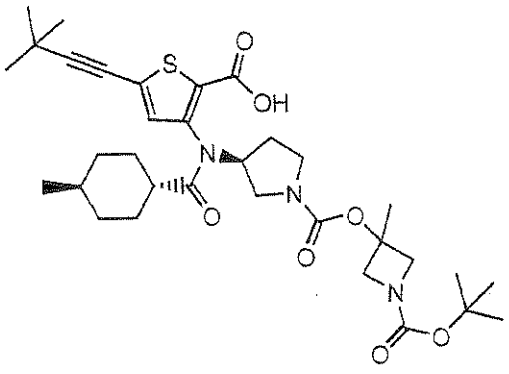
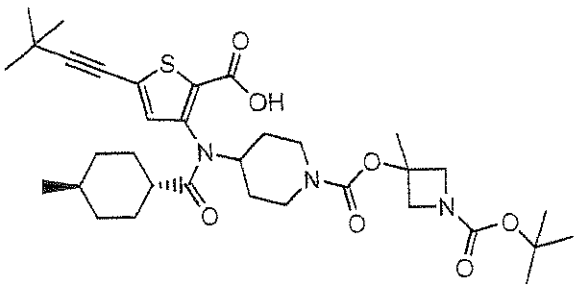






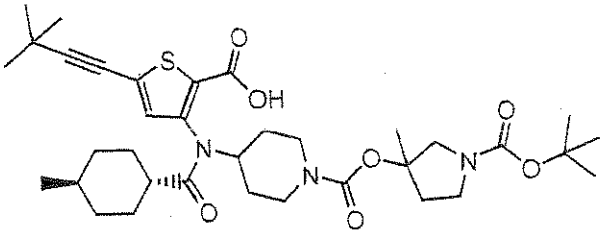
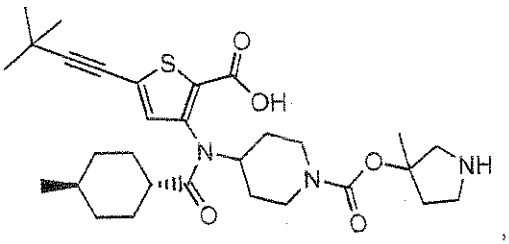
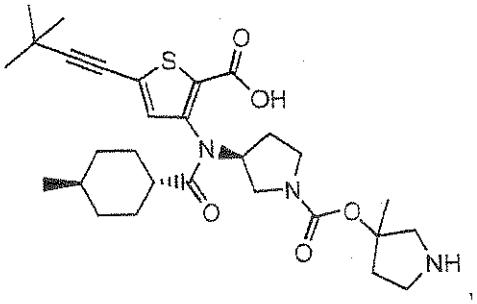
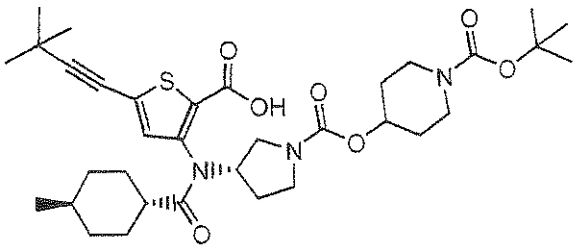


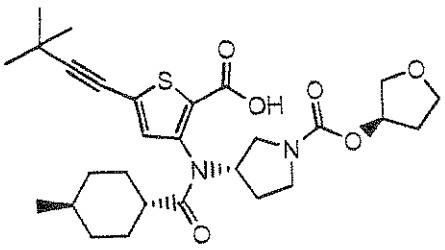
5

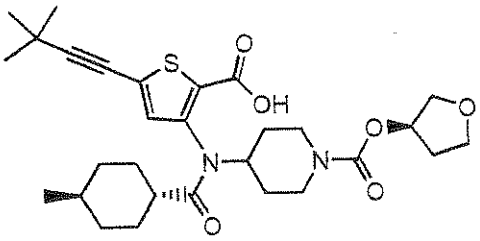

,

, or

;

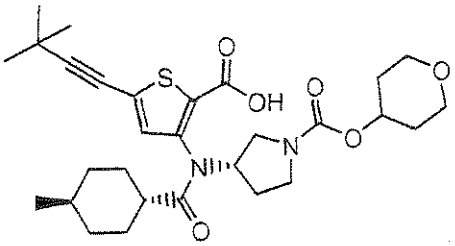
or a pharmaceutically acceptable salt thereof.

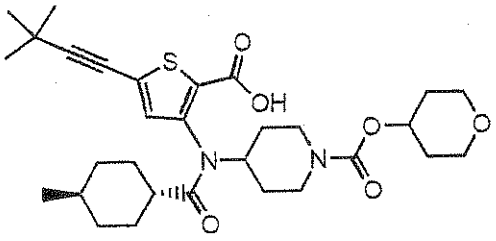
16. The compound of claim 1 which is

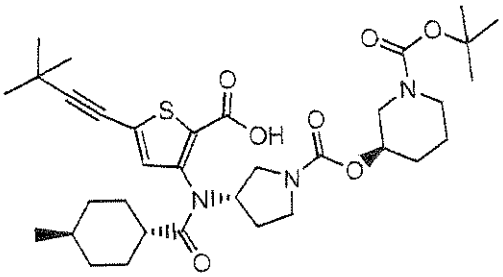

,

,

,

,

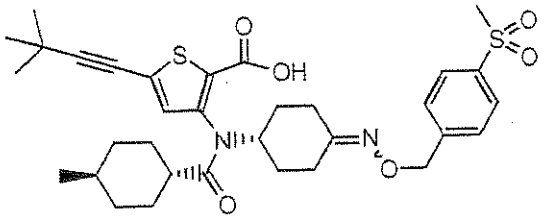


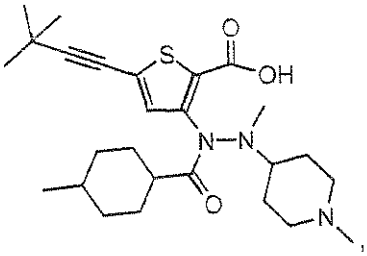


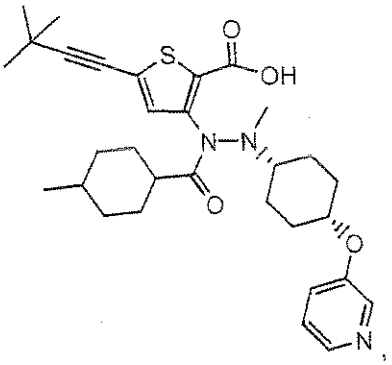


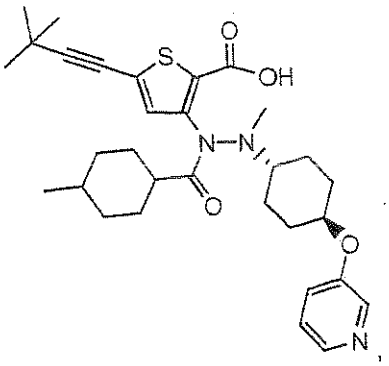


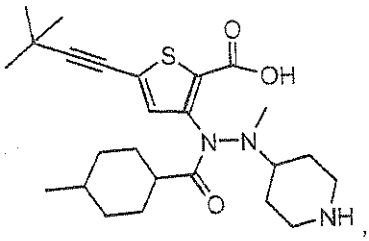


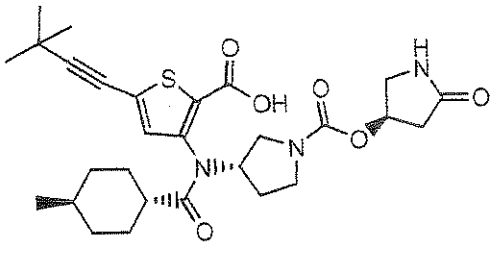




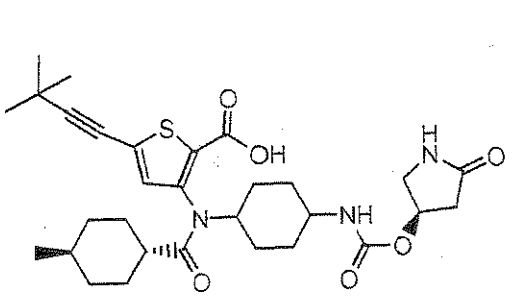
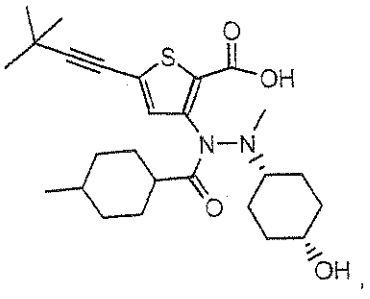
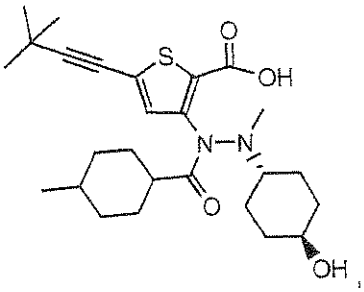
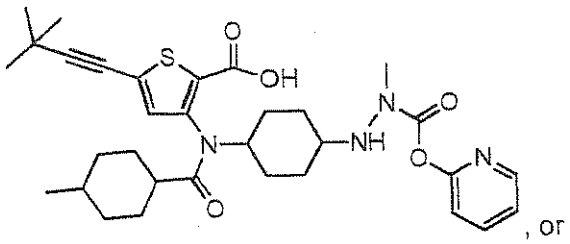
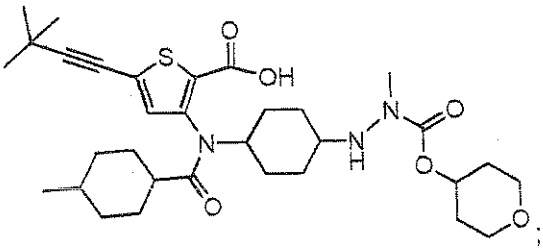






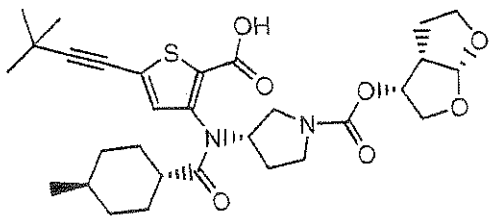
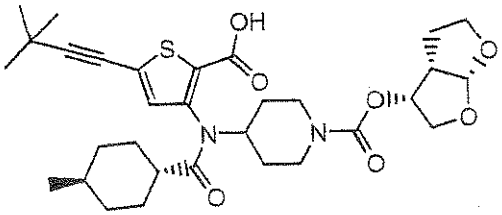
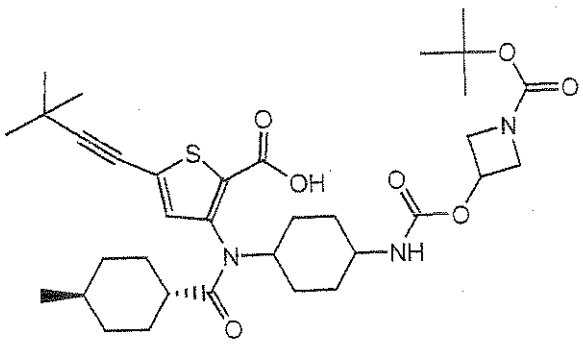
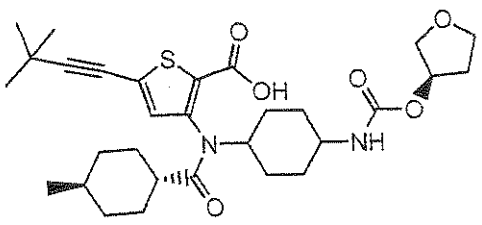


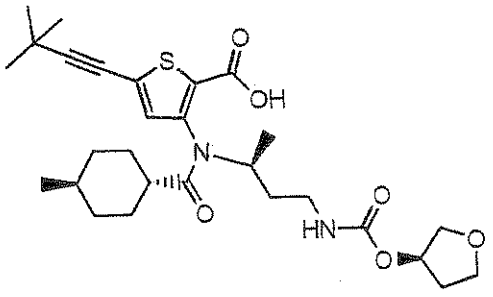
5

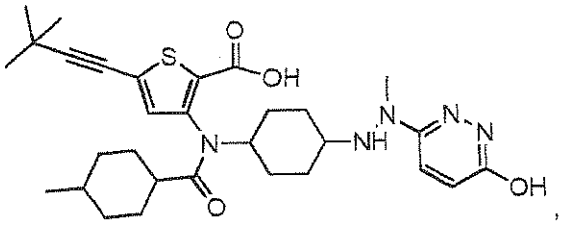




, or

;

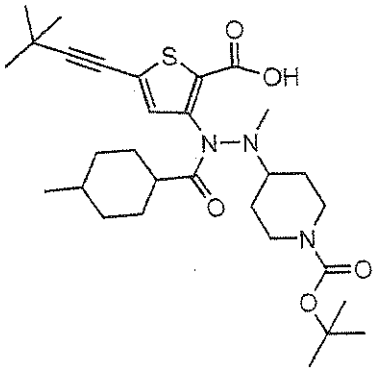
or a pharmaceutically acceptable salt thereof.

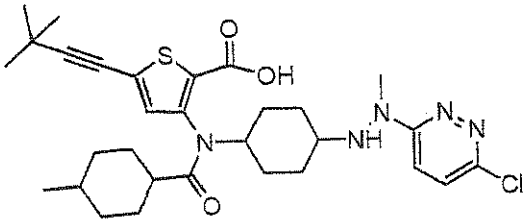
17. The compound of claim 1 which is

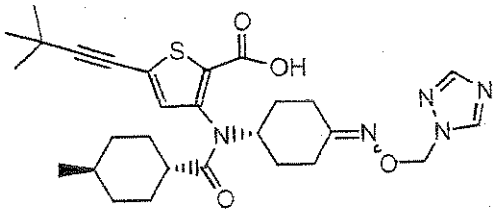





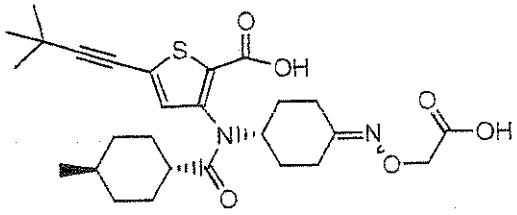


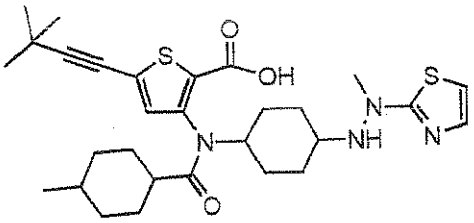


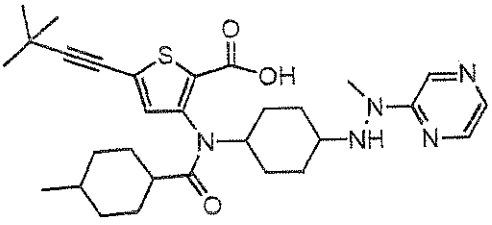


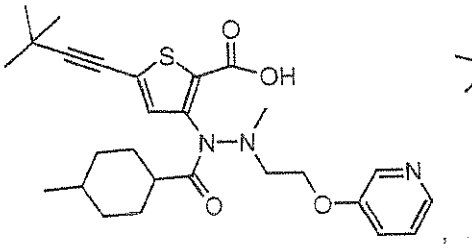


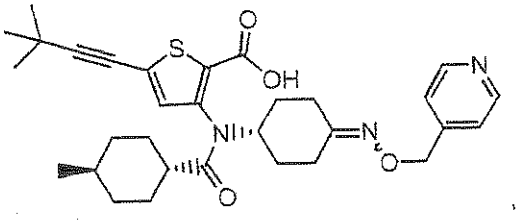




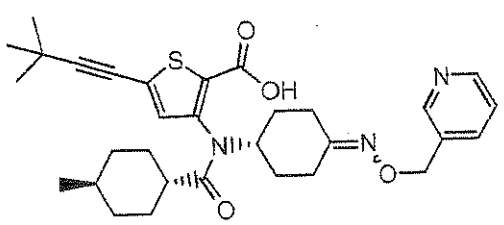
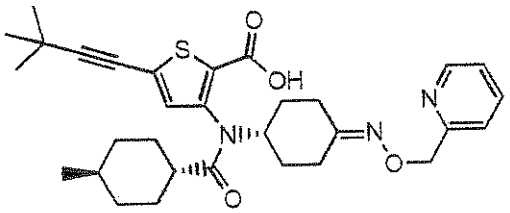
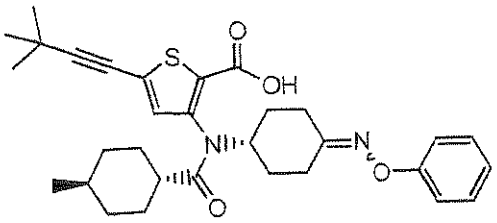
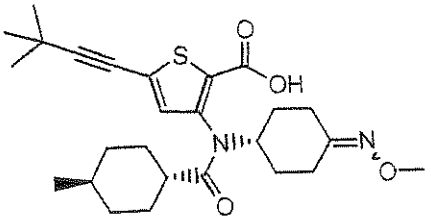
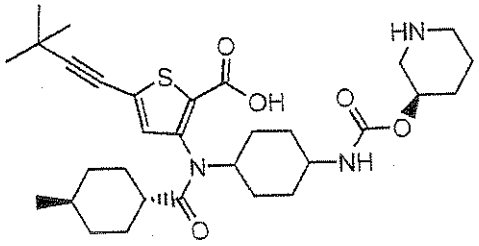
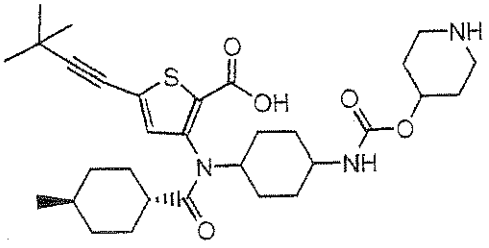






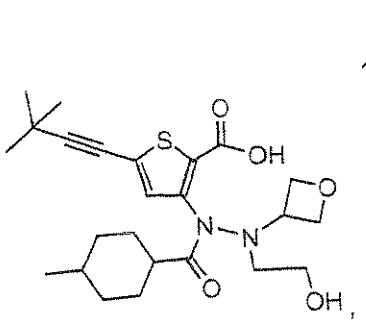
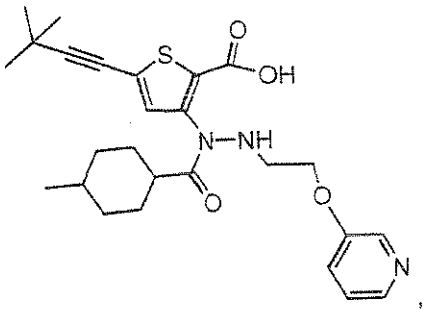
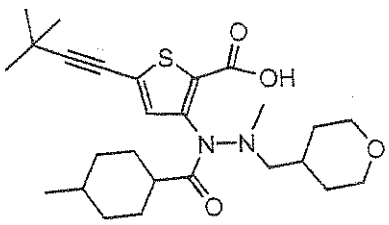
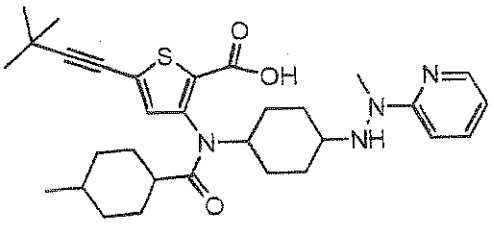


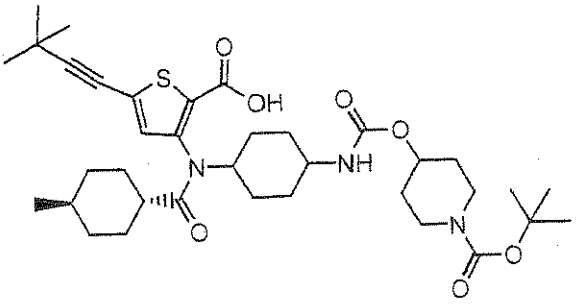
5

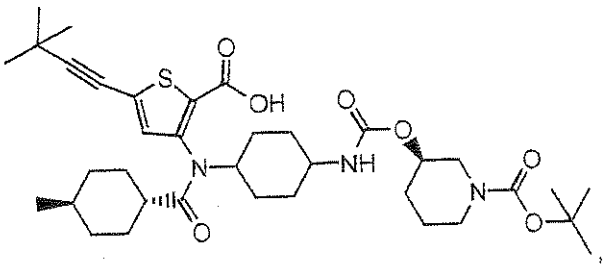






, or ;

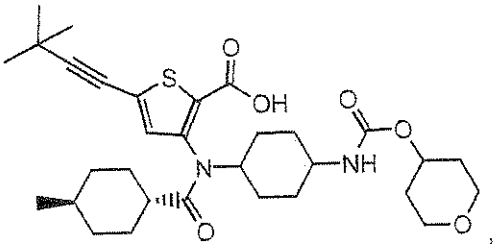
or a pharmaceutically acceptable salt thereof.

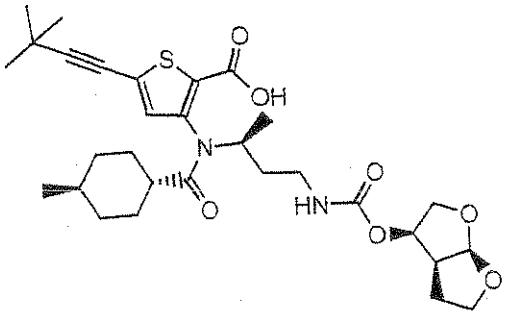
18. The compound of claim 1 which is

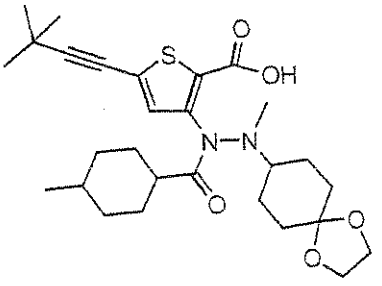





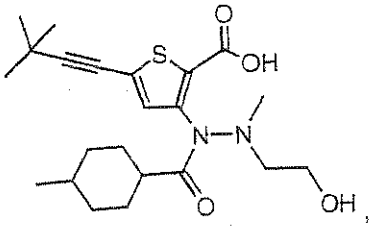


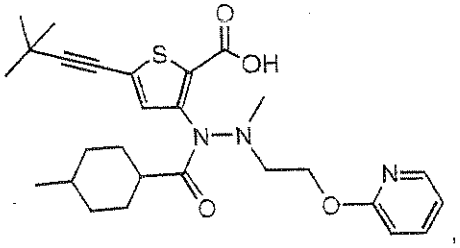


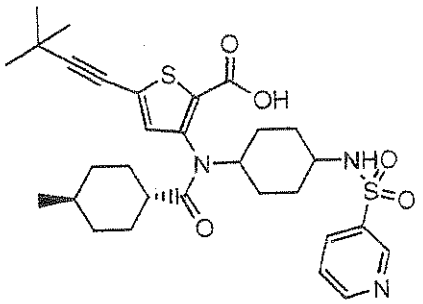


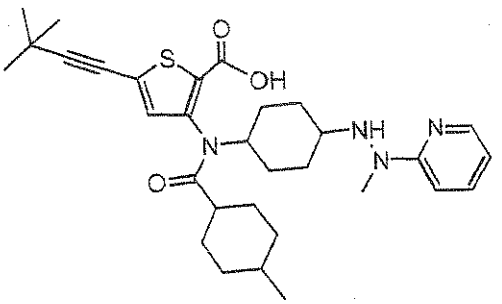


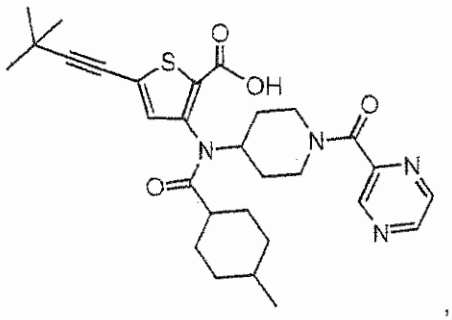
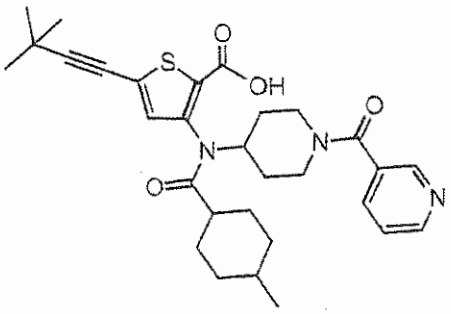
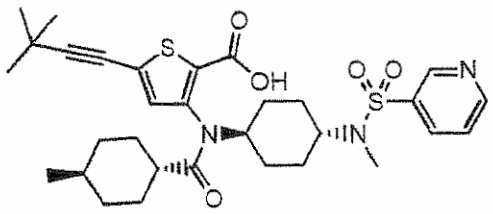
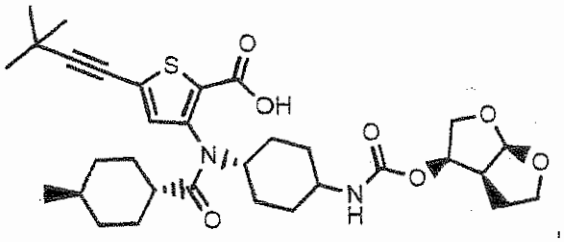
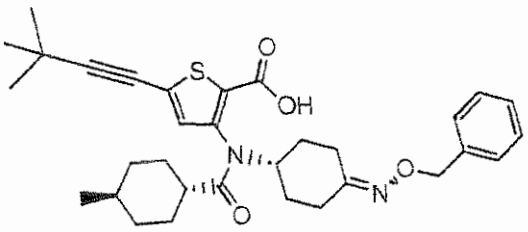
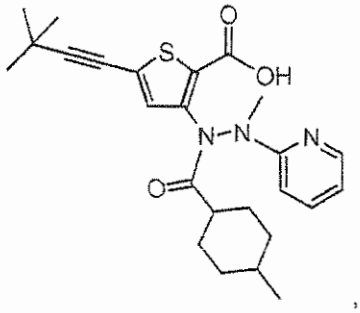
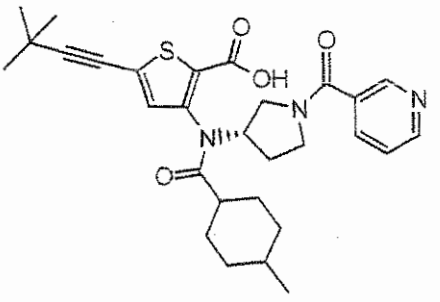
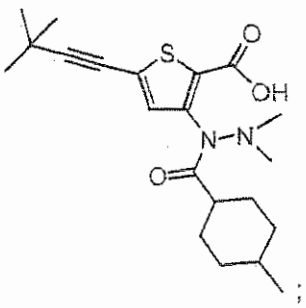











,

,

,

,

,

,


or ;

or a pharmaceutically acceptable salt thereof.

19. A pharmaceutical composition comprising a therapeutically effective amount of a compound of any one of claims 1-18 and a pharmaceutically acceptable carrier or excipient, and

optionally further comprising at least one additional therapeutic agent selected from the group consisting of interferons, ribavirin or its analogs, HCV NS3 protease inhibitors, NS5a inhibitors, alpha-glucosidase 1 inhibitors, hepatoprotectants, mevalonate decarboxylase antagonists,

antagonists of the renin-angiotensin system, other anti-fibrotic agents, nucleoside or nucleotide inhibitors of HCV NS5B polymerase, non-nucleoside inhibitors of HCV NS5B polymerase, HCV NS5A inhibitors, TLR-7 agonists, cyclophillin inhibitors, HCV IRES inhibitors, pharmacokinetic enhancers and other drugs for treating HCV; and mixtures thereof.

20. The compound of any one of claims 1-18 for use in treating a viral infection caused by a virus selected from the group consisting of dengue virus, yellow fever virus, West Nile virus, Japanese encephalitis virus, tick-borne encephalitis virus, Kunjin virus, Murray Valley encephalitis virus, St. Louis encephalitis virus, Omsk hemorrhagic fever virus, bovine viral diarrhea virus, Zika virus and Hepatitis C virus.

21. The compound of any one of claims 1-18 for use in treating a viral infection caused by Hepatitis C virus or *Flaviviridae* viral.

22. The compound for use of claim 20 or 21 wherein the compound is for use with at least one additional therapeutic agent selected from the group consisting of interferons, ribavirin or its analogs, HCV NS3 protease inhibitors, NS5a inhibitors, alpha-glucosidase 1 inhibitors, hepatoprotectants, mevalonate decarboxylase antagonists, antagonists of the renin-angiotensin system, other anti-fibrotic agents, nucleoside or nucleotide inhibitors of HCV NS5B polymerase, non-nucleoside inhibitors of HCV NS5B polymerase, HCV NS5A inhibitors, TLR-7 agonists, cyclophillin inhibitors, HCV IRES inhibitors, pharmacokinetic enhancers and other drugs for treating HCV; and mixtures thereof.