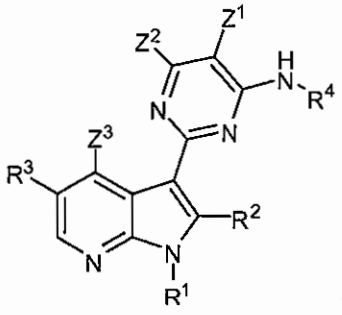
CLAIMS

What is claimed is:

1. A method of inhibiting the replication of influenza viruses in a biological sample or patient, comprising the step of administering to said biological sample or patient an effective amount of a compound represented by the following structural formula (**I**):



(**IA**),

or a pharmaceutically acceptable salt thereof, wherein:

Z^1 is –R*, –F, -Cl, –CN, –OR*, $–CO_2R^*$, $-NO_2$, or $-CON(R^*)_2$;

Z^2 is –R*, –OR*, $–CO_2R^*$, $–NR^*_2$, or $-CON(R^*)_2$;

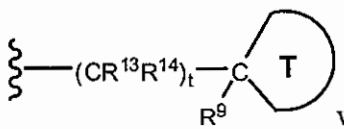
Z^3 is -H, -OH, halogen, $-NH_2$, $-NH(C_1\text{-}C_4$ alkyl); $-N(C_1\text{-}C_4$ alkyl$)_2$, $-O(C_1\text{-}C_4$ alkyl), or $C_1\text{-}C_6$ alkyl that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and $-O(C_1\text{-}C_4$ alkyl);

R^1 is –H or $C_1\text{-}C_6$ alkyl;

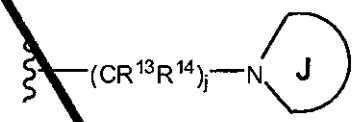
R^2 is –H; -F; $-NH_2$; $-NH(C_1\text{-}C_4$ alkyl); $-N(C_1\text{-}C_4$ alkyl$)_2$; -C=N-OH; cyclopropyl that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, $-OCH_3$, and $-CH_3$; or $C_1\text{-}C_4$ alkyl that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and $-O(C_1\text{-}C_4$ alkyl); and

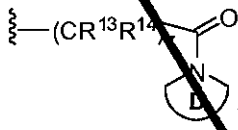
R^3 is –H, –Cl, –F, –OH, $–O(C_1\text{-}C_4$ alkyl), $–NH_2$, $–NH(C_1\text{-}C_4$ alkyl), $–N(C_1\text{-}C_4$ alkyl$)_2$, -Br, –CN, or $C_1\text{-}C_4$ aliphatic that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_4$ alkyl), $-N(C_1\text{-}C_4$ alkyl$)_2$, $-OCO(C_1\text{-}C_4$ alkyl), $-CO(C_1\text{-}C_4$ alkyl), $-CO_2H$, $-CO_2(C_1\text{-}C_4$ alkyl), and $C_1\text{-}C_4$ alkoxy;

R^4 is:

i)  wherein ring **T** is a $C_3\text{-}C_{10}$ non-aromatic carbocycle optionally substituted with one or more instances of J^A, or a 3-10 membered non-aromatic heterocycle optionally substituted with one or more instances of J^B, or ring **T** and R^9

optionally form a non-aromatic C_5-C_{10} membered carbocycle optionally substituted with one or more instances of J^A or 5-10 membered non-aromatic heterocycle optionally substituted with one or more instances of J^B ;

ii)  wherein ring **J** is a 3-10 membered non-aromatic heterocycle optionally substituted with one or more instances of J^B; or

iii)  wherein ring **D** is a 4-10 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1}; and

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, oxo, -NCO, and Q^1–R^5; or optionally two J^A and two J^B, respectively, together with the atom(s) to which they are attached, independently form a 4-8 membered ring that is optionally substituted with one or more instances of J^{E1};

Q^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, -C(=NR)NR-, -NRC(=NR)NR-, $-CO_2$–, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $-NRCO_2$–, –OC(O)NR'–, -S(O)-, $-SO_2$–, $-SO_2NR'$–, $-NRSO_2$–, or $-NRSO_2NR'$-, -P(O)(OR)O-, -OP(O)(OR^a)O-, $-P(O)_2O$-, $-CO_2SO_2$-, or $-(CR^6R^7)_p$–Y^1–;

Y^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, -C(=NR)NR-, -NRC(=NR)NR-,, $-CO_2$–, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $-NRCO_2$–, –OC(O)NR'–, -S(O)-, $-SO_2$–, $-SO_2NR'$–, $-NRSO_2$–, $-NRSO_2NR'$-, -P(O)(OR)O-, -OP(O)(OR^a)O-, $-P(O)_2O$-, or $-CO_2SO_2$-;

R^5 is: i) –H; ii) a C_1-C_6 aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3-C_{10} non-aromatic carbocycle, or a 6-10 membered carbocyclic aryl group, each optionally and independently substituted with one or more instances of J^{C1}; or iv) a 4-10 membered non-aromatic heterocycle, or a 5-10 membered heteroaryl group, each optionally and independently substituted with one or more instances of J^{D1}; or

R^5, together with Q^1, optionally forms a 4-8 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1}; and

R^6 and R^7 are each independently –H or C_1-C_6 alkyl optionally substituted with one or more substitutents selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy and C_2-C_6 alkoxyalkoxy, or optionally R^6 and R^7, together with the

carbon atom to which they are attached, form a cyclopropane ring optionally substituted with one or more instances of methyl;

R^9 is independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 carboxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy and C_2-C_6 alkoxyalkoxy;

R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14}, together with the carbon atom to which they are attached, form a cyclopropane ring optionally substituted with one or more instances of methyl;

R and R' are each independently –H or C_1-C_6 alkyl optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy and C_2-C_6 alkoxyalkoxy; or optionally R', together with R^5 and the nitrogen atom to which they are attached, forms a 5-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1};

R^* is independently: i)-H; ii) a C_1-C_6 alkyl group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_3-C_8 non-aromatic carbocycle, 5-6 membered non-aromatic heterocycle, phenyl, 5-6 membered heteroaryl, -O(C_1-C_6 alkyl), and -C(O)(C_1-C_6-alkyl); wherein each of said alkyl groups in -O(C_1-C_6 alkyl), and -C(O)(C_1-C_6-alkyl) is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), $-CO_2H$, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and wherein each of said carbocycle, heterocycle, phenyl, and heteroaryl is independently and optionally substituted with one or more instances of J^{E1}; or iii) a C_3-C_8 non-aromatic carbocycle, or a 4-8 membered non-aromatic heterocycle, each of which is independently and optionally substituted with one or more instances of J^{E1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $-OR^b$, $-SR^b$, -S(O)R^a, $-SO_2R^a$, $-NR^bR^c$, $-C(O)R^b$, -C(=NR)R^b, -C(=NR)NR^bR^c, -NRC(=NR)NR^bR^c, $-C(O)OR^b$, $-OC(O)R^b$, $-NRC(O)R^b$, $-C(O)NR^bR^c$, $-NRC(O)NR^bR^c$, $-NRC(O)OR^b$, $-OCONR^bR^c$, -C(O)$NRCO_2R^b$, -NRC(O)NRC(O)OR^b,

-C(O)NR(OR^b), –$SO_2NR^cR^b$, -$NRSO_2R^b$, -$NRSO_2NR^cR^b$, -P(O)$(OR^a)_2$, -OP(O)$(OR^a)_2$, -P$(O)_2OR^a$ and -$CO_2SO_2R^b$, or optionally, two J^{C1} and two J^{D1}, respectively, together with the atom(s) to which they are attached, independently form a 4-8-membered ring that is optionally substituted with one or more instances of J^{E1};

each J^{E1} is independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, amido, C_1-C_6 alkyl, -O(C_1-C_6 alkyl), and -C(O)(C_1-C_6-alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

R^a is independently: i) a C_1-C_6 aliphatic group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, amido, -O(C_1-C_6 alkyl), –C(O)(C_1-C_6-alkyl), C_3-C_8 non-aromatic carbocycle, 4-8 membered non-aromatic heterocycle, 5-10 membered heteroaryl group, and 6-10 membered carbocyclic aryl group, wherein each of said alkyl groups for the substituents of the C_1-C_6 aliphatic group represented by R^a is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and wherein each of said carbocycle, heterocycle, heteroaryl and carbocyclic aryl groups for the substituents of the C_1-C_6 aliphatic group represented by R^a is optionally and independently substituted with one or more instances of J^{E1};

ii) a C_3-C_8 non-aromatic carbocycle, or a 4-8 membered non-aromatic heterocycle, each of which is optionally and independently substituted with one or more instances of J^{E1}; or

iii) a 5-10 membered heteroaryl, or 6-10 membered carbocyclic aryl group, each of which is optionally and independently substituted with one or more instances of J^{E1}; and

R^b and R^c are each independently R^a or –H; or optionally, R^b and R^c, together with the nitrogen atom(s) to which they are attached, each independently form a 5-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1};

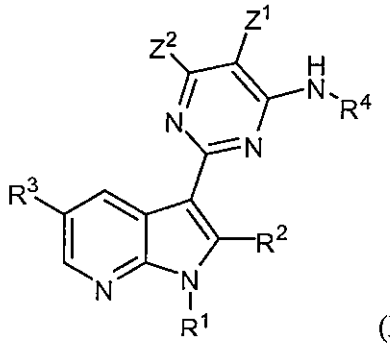
p is independently 1, 2, 3 or 4;

t is 0, 1 or 2;

j is 1 or 2; and

z is 1 or 2.

2. The method of claim 1, represented by Structural Formula (I):



(I),

or a pharmaceutically acceptable salt thereof.

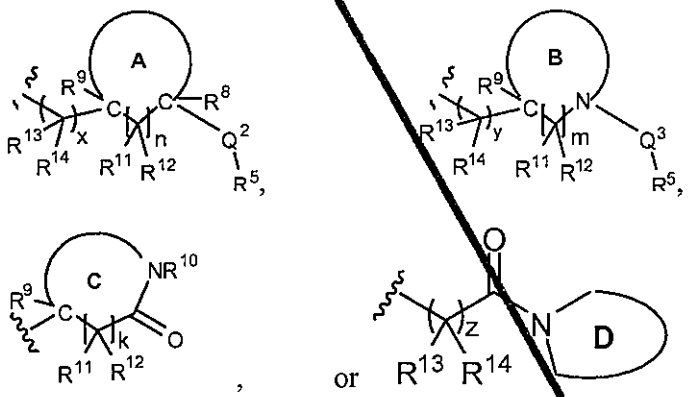
3. The method of claim 1 or 2, wherein R^1 is –H.

4. The method of any one of claims 1-3, wherein R^2 is –H, -F, $–CH_3$, $-CH_2OH$, or $-NH_2$.

5. The method of claim 4, wherein R^2 is –H or $–CH_3$.

6. The method of any one of claims 1-5, wherein R^3 is –H, –Cl, –F, -Br, -CN, $–CF_3$, $-O(C_1\text{-}C_4$ alkyl), -OH, $–NH_2$, $-NH(C_1\text{-}C_4$ alkyl) or $–N(C_1\text{-}C_4$ alkyl$)_2$.

7. The method of any one of claims 1-6, wherein R^4 is:



; and wherein:

ring **A** is a $C_3\text{-}C_{10}$ non-aromatic carbocycle optionally further substituted with one or more instances of J^A or a 3-10 membered non-aromatic heterocycle optionally further substituted with one or more instances of J^B;

rings **B** and **C** are each independently a 4-10 membered non-aromatic heterocycle optionally and independently further substituted with one or more instances of J^B;

ring **D** is a 4-10 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1}; or

ring **A** and R^8 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring **A** and R^9 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring **A** and R^{11} optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, wherein each carbocycle is optionally further substituted with one or more instances of J^A, and wherein each heteroocycle is optionally further substituted with one or more instances of J^B,

Q^2 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, -C(=NR)NR-, -NRC(=NR)NR-, $-CO_2-$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $-NRCO_2-$, -OC(O)NR'–, -S(O)-, $-SO_2-$, $-SO_2NR'-$, $-NRSO_2-$, or $-NRSO_2NR'-$, -P(O)(OR)O-, $-OP(O)(OR^a)O-$, $-P(O)_2O-$, $-CO_2SO_2-$, or $-(CR^6R^7)_p-Y^1-$;

Q^3 is independently a bond, –C(O)–, -C(=NR)-, -C(=NR)NR-, $-CO_2-$, -C(O)NR'–, $-SO_2-$, $-SO_2NR'-$, -C(O)NRC(O)O–, or $-(CR^6R^7)_p-Y^1-$;

optionally, each Q^2 and Q^3, together with R^5, independently form a 5-7 membered ring optionally substituted with one or more instances of J^{E1};

R^8 and R^9 are each independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 carboxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy , or C_2-C_6 alkoxyalkoxy; or R^8, together with Q^2 and R^5, optionally and independently forms a 5-7 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1};

R^{10} is independently –H or a C_1-C_6 alkyl group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, C_2-C_6 alkoxyalkoxy, C_3-C_8 non-aromatic carbocycle, phenyl, a 4-8 membered non-aromatic heterocycle, and a 5-6 membered heteroaryl group, wherein each of said carbocycle, phenyl, heterocycle and heteroaryl group is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

R^{11}, R^{12}, R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of

halogen, cyano, oxo, hydroxy, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14}, together with the carbon atom to which they are attached, form a cyclopropane ring, optionally substituted with one or more instances of methyl;

n, m and k are each independently 0, 1 or 2;

x and y are each independently 0, 1 or 2; and

z is 1 or 2.

8. The method of claim 7, wherein:

n and m are each independently 0 or 1 when rings **A** and **B** are 3-6 membered; or n and m are each independently 0, 1 or 2 when rings **A** and **B** are 7-10 membered;

provided that if Y^1 is a bond, then R^5 is neither H nor a C_{1-6} aliphatic group; and

provided that if each Q^2 and Q^3 independently is a bond, then R^5 is neither -H nor a C_{1-6} aliphatic group.

9. The method of claim 7 or 8, wherein:

ring **A** is a C_3-C_8 non-aromatic carbocycle or heterocycle, the carbocycle and heterocylce ptionally further substituted with one or more instances of J^A and J^B, respectively;

rings **B** and **C** are each independently a 4-8 membered non-aromatic heterocycle optionally and independently further substituted with one or more instances of J^B;

ring **D** is a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1};

Q^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -S(O)-, $–SO_2–$, $-SO_2NR'–$, $–NRSO_2–$, or $-NRSO_2NR'-$, or $–(CR^6R^7)_p–Y^1–$;

Q^2 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -S(O)-, $–SO_2–$, $-SO_2NR'–$, $–NRSO_2–$, or $-NRSO_2NR'-$, or $–(CR^6R^7)_p–Y^1–$;

Q^3 is independently a bond, –C(O)–, -C(=NR)-, $–CO_2–$, -C(O)NR'–, $–SO_2–$, $-SO_2NR'–$, -C(O)NRC(O)O–, or $-(CR^6R^7)_p–Y^1–$;

optionally, each of Q^2 and Q^3, together with R^5, independently forms a 5-7 membered ring optionally substituted with one or more instances of J^{E1};

Y^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR'–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, –OC(O)NR'–, -S(O)-, $–SO_2–$, $-SO_2NR'–$, $–NRSO_2–$, or $-NRSO_2NR'-$;

R^5 is: i) –H; ii) a C_1-C_6 aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3-C_8 non-aromatic carbocycle, or a 6-10 membered carbocyclic aryl group, each optionally and independently substituted with one or more instances of J^{C1}; or iv) a 4-8 membered non-aromatic heterocycle, or a 5-10 membered heteroaryl group, each optionally and independently substituted with one or more instances of J^{D1}; or

R^5, together with Q^1, optionally forms a 5-7 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1}; and

R^8 and R^9 are each independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy;

R^{11}, R^{12}, R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, oxo, -NCO, and Q^1–R^5; or optionally two J^A and two J^B, respectively, together with the atom(s) to which they are attached, independently form a 5-7 membered ring that is optionally substituted with one or more instances of J^{E1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $–OR^b$, $–SR^b$, $-S(O)R^a$, $–SO_2R^a$, $–NR^bR^c$, $–C(O)R^b$, $–C(O)OR^b$, $–OC(O)R^b$, $–NRC(O)R^b$, $–C(O)NR^bR^c$, $–NRC(O)NR^bR^c$, $–NRC(O)OR^b$, $–OCONR^bR^c$, $-C(O)NRCO_2R^b$, $-NRC(O)NRC(O)OR^b$, $-C(O)NR(OR^b)$, $–SO_2NR^cR^b$, $-NRSO_2R^b$, $-NRSO_2NR^cR^b$, and $-P(O)(OR^a)_2$, or optionally, two J^{C1} and two J^{D1}, respectively, together with the atoms to which they are attached, independently form a 5-7-membered ring that is optionally substituted with one or more instances of J^{E1}, and fused to the respective ring to which they are attached.

10. The method of claim 9, wherein:

ring **A** is a C_3-C_8 non-aromatic carbocycle optionally and independently is further substituted with one or more instances of J^A;

rings **B** and **C** are each independently a 4-8 membered non-aromatic heterocycle optionally and independently further substituted with one or more instances of J^B;

ring **D** is a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1};

Q^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, $-CO_2-$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $-NRCO_2-$, -OC(O)NR'–, -S(O)-, $-SO_2-$, $-SO_2NR'-$, $-NRSO_2-$, or $-NRSO_2NR'-$, or $-(CR^6R^7)_p-Y^1-$;

Q^2 is independently bond, –O–, –S–, –NR–, –C(O)–, $-CO_2-$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $-NRCO_2-$, –OC(O)NR–, -S(O)-, $-SO_2-$, $-N(R)SO_2-$, $-SO_2NR'-$, $-NRSO_2NR'-$, or $-(CR^6R^7)_p-Y^1-$;

Q^3 is independently a bond, –C(O)–, $-CO_2-$, –C(O)NR'–, $-SO_2-$, $-SO_2NR'-$, -C(O)NRC(O)O–, or $-(CR^6R^7)_p-Y^1-$;

optionally, each of Q^2 and Q^3, together with R^5, independently forms a 5-7 membered ring optionally substituted with one or more instances of J^{E1};

Y^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, $-CO_2-$, –OC(O)–, –C(O)NR'–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $-NRCO_2-$, –OC(O)NR'–, -S(O)-, $-SO_2-$, $-SO_2NR'-$, $-NRSO_2-$, or $-NRSO_2NR'-$;

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, oxo, and Q^1–R^5; or optionally two J^A and two J^B, respectively, together with the atom(s) to which they are attached, independently form a 5-7 membered ring that is optionally substituted with one or more instances of J^{E1} and fused to the ring to which they are attached; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $-OR^b$, $-SR^b$, $-S(O)R^a$, $-SO_2R^a$, $-NR^bR^c$, $-C(O)R^b$, $-C(O)OR^b$, $-OC(O)R^b$, $-NRC(O)R^b$, $-C(O)NR^bR^c$, $-NRC(O)NR^bR^c$, $-NRC(O)OR^b$, $-OCONR^bR^c$, $-C(O)NRCO_2R^b$, $-NRC(O)NRC(O)OR^b$, $-C(O)NR(OR^b)$, $-SO_2NR^cR^b$, $-NRSO_2R^b$, and $-NRSO_2NR^cR^b$, or optionally, two J^{C1} and two J^{D1}, respectively, together with the atoms to which they are attached, independently form a 5-7-membered ring that is optionally substituted with one or more instances of J^{E1}, and fused to the respective ring to which they are attached.

11. The method of any one of claims 1-10, wherein:

Z^1 is –H, C_1-C_6 alkyl, -O(C_1-C_6 alkyl), –F, -Cl, -CN, –CO_2H, –CO_2(C_1-C_6 alkyl), -$CONH_2$, -CONH(C_1-C_6 alkyl), or -CON(C_1-C_6 alkyl)$_2$, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

Z^2 is –H, C_1-C_6 alkyl, -O(C_1-C_6 alkyl), -NH_2, -NH(C_1-C_6 alkyl), or -N(C_1-C_6 alkyl)$_2$, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

12. The method of any one of claims 1-11, wherein:

Z^1 is –H, –F, -Cl, -CF_3, -CH_3, or –CN; and

Z^2 is –H or an optionally substituted C_1-C_6 alkyl.

13. The method of any one of claims 1-12, wherein:

R^2 is –H; and

R^3 is –H, –F, –Cl, –CF_3, -CH_3, -C_2H_5, –NH_2, –NH(CH_3), or –N(CH_3)$_2$.

14. The method of any one of claims 1-13, wherein:

Z^1 is –H, –F, -Cl, -CF_3, -CH_3, or –CN;

Z^2 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

Z^3 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

R^1 is –H;

R^2 is –H;

R^3 is independently –H, –Cl or –F;

R^6 and R^7 are each independently –H or –CH_3, or together with the carbon atoms to which they are attached they form a cyclopropane ring;

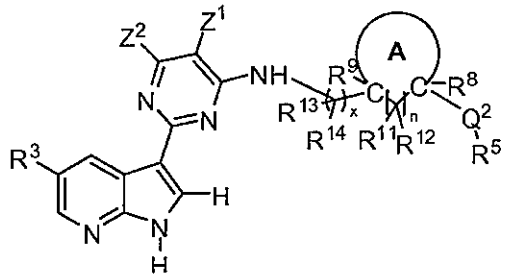
each R^8 is independently –H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$;

each R^9 is independently –H or –CH_3;

R^{11} and R^{12} are each independently –H or –CH_3; and

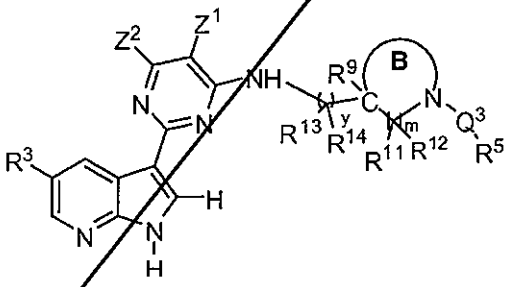
R^{13} and R^{14} are each independently –H or –CH_3, or together with the carbon atoms to which they are attached they form a cyclopropane ring.

15. The method of any one of claims 9-11, wherein the compound is represented by any one of the structural formulae below (**II**), (**III**), (**IV**) and (**V**):

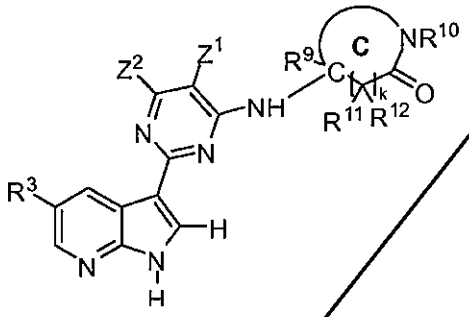


(**II**)

;

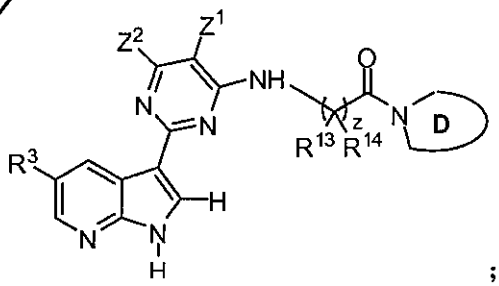


(**III**)



(**IV**)

and



(**V**)

;

or a pharmaceutically acceptable salt thereof, wherein:

R^3 is –H, –F, –Cl, –CF_3, –NH_2, –NH(CH_3), or –N(CH_3)$_2$;

Z^1 is –H, –F, -Cl, –CF_3, C_1-C_4 alkyl,-CH_2NH_2, -C(O)NH_2, -C(O)NH(CH_3), -C(O)N(CH_3)$_2$, -O(C_1-C_4 alkyl), or –CN;

each R and R' are independently –H or C_1-C_6 alkyl;

ring **A** is an optionally substituted, C_4-C_7 non-aromatic carbocycle;

rings **B** and **C** are each independently an optionally substituted, 4-7 membered non-aromatic heterocycle;

ring **D** is an optionally substituted, 4-7 membered non-aromatic heterocycle;

16. The method of claim 15, wherein:

Z^1 is –H, –F, -Cl, $-CF_3$, $-CH_3$, or –CN; and

Z^2 is –H or an optionally substituted C_1-C_6 alkyl.

17. The method of claim 13, wherein R^3 is independently –H, –Cl or –F.

18. The method of claim 17, wherein:

R^6 and R^7 are each independently –H or $–CH_3$, or together with the carbon atoms to which they are attached they form a cyclopropane ring;

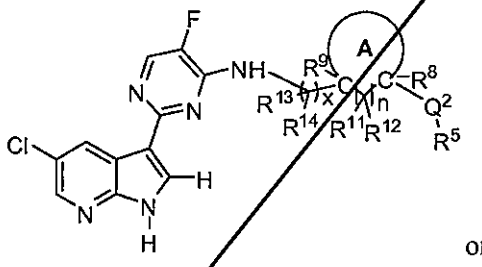
each R^8 is independently –H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), $–NH_2$, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$.

each R^9 is independently –H or $–CH_3$;

R^{11} and R^{12} are each independently –H or $–CH_3$; and

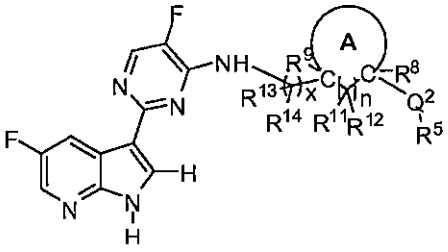
R^{13} and R^{14} are each independently –H or $–CH_3$, or together with the carbon atoms to which they are attached they form a cyclopropane ring.

19. The method of any one of claims 15-18, wherein the compound is represented by the following structural formula (**XIA**) or (**XIB**):



(**XIA**),

or



(**XIB**),

or a pharmaceutically acceptable salt thereof, wherein:

ring **A** is a 5-7 membered ring optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_6 alkyl, C_2-C_6 alkenyl, $-NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), $-C(O)NH_2$, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), –NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl), and $-CO_2R^b$; wherein each of said alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano,

hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

20. The method of claim 19, wherein x is 0 or 1; and n is 0 or 1.

21. The method of claim 20, wherein Q^2 is –O–, –NH–, -N(CH_3)-, –C(O)–, –CO_2–, –C(O)NH–, –C(O)N(CH_3)–, –NHC(O)–, –N(CH_3)C(O)–, –NHC(O)NR'–, –N(CH_3)C(O)NR'– –NHCO_2–, –N(CH_3)CO_2–, –OC(O)NR'–, -NHSO_2–, -N(CH_3)SO_2–, -SO_2NR'–, or -(CR^6R^7)$_p$–Y^1–.

22. The method of claim 21, wherein:

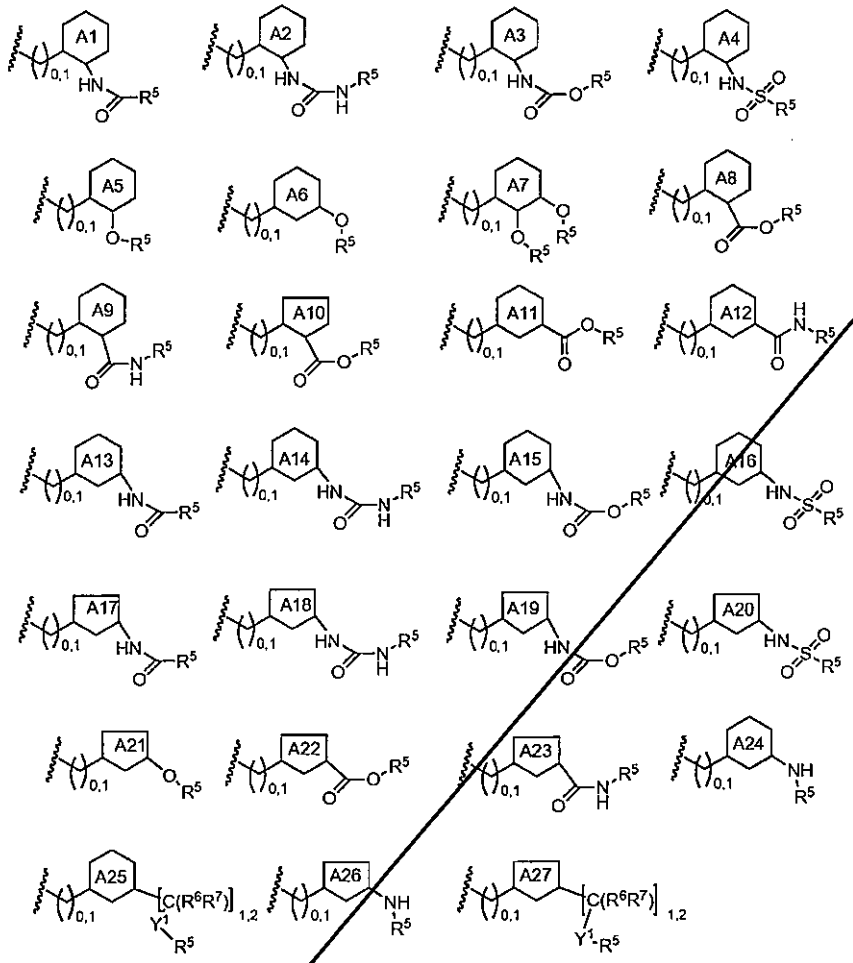
R^5 is independently i) –H; ii) a C_1-C_6-aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3–C_8 non-aromatic carbocycle optionally substituted with one or more instances of J^{C1}; iv) a phenyl group optionally substituted with one or more instances of J^{C1}; v) a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1} or vi) a 5-6 membered heteroaryl ring optionally substituted with one or more instances of J^{D1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, –OR^b, –SR^b, -S(O)R^a, –SO_2R^a, –NHR^c, –C(O)R^b, –C(O)OR^b, –OC(O)R^b, –NHC(O)R^b, –C(O)NHR^c, –NHC(O)NHR^c, –NHC(O)OR^b, –OCONHR^c, -NHC(O)NHC(O)OR^b, –N(CH_3)R^c, –N(CH_3)C(O)R^b , –C(O)N(CH_3)R^c, –N(CH_3)C(O)NHR^c, –N(CH_3)C(O)OR^b, –OCON(CH_3)R^c, -C(O)NHCO_2R^b, -C(O)N(CH_3)CO_2R^b, -N(CH_3)C(O)NHC(O)OR^b, -NHSO_2R^b, -SO_2NHR^b, -SO_2N(CH_3)R^b, and -N(CH_3)SO_2R^b.

23. The method of claim 22, wherein:

ring **A** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1-C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1-C_4 alkyl), –OCO(C_1-C_4 alkyl), -CO_2H, and –CO_2(C_1-C_4 alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

24. The method of any one of claims 19-23, wherein the group $-[C(R^{13}R^{14})]_x$–ring**A**-Q^2-R^5 is independently selected from:



wherein each of rings **A1-A27** is independently and optionally further substituted.

25. The method of claim 24, wherein each of rings **A1-A27** is optionally and independently further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_2$ alkyl), $-NH(C_1\text{-}C_2$ alkyl)$_2$, $C_1\text{-}C_2$ alkyl, $C_1\text{-}C_2$ haloalkyl, $C_1\text{-}C_2$ hydroxyalkyl, $C_2\text{-}C_4$ alkoxyalkyl, $C_1\text{-}C_2$ alkoxy, $C_1\text{-}C_2$ hydroxyalkoxy, $C_1\text{-}C_2$ haloalkoxy, $C_2\text{-}C_4$ alkoxyalkoxy, $-CO_2H$, and $-CO_2(C_1\text{-}C_4$ alkyl).

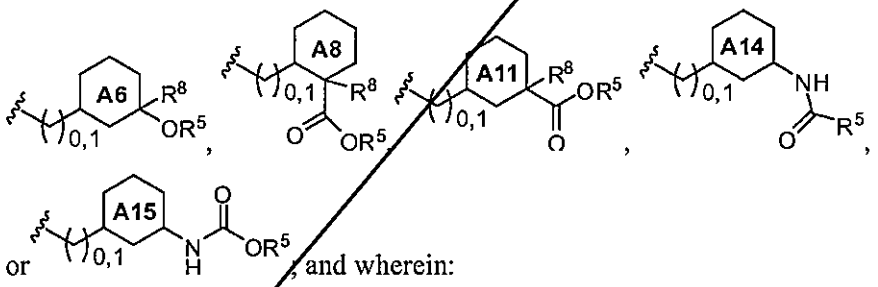
26. The method of 25, wherein R^5 is independently: i) –H; ii) a $C_1\text{-}C_6$-aliphatic group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $C_1\text{-}C_4$ alkyl, -O(C_1–C_4 alkyl), $-NH_2$, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl),

-CO_2H, C_3-C_8 non-aromatic carbocycle, 4-8 membered non-aromatic heterocycle, phenyl, and 5-6 membered heteroaryl; iii) a C_3–C_7 non-aromatic carbocycle, a 4-7 membered non-aromatic heterocycle, a phenyl group, or a 5-6 membered heteroaryl ring, each of which is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl), and -CO_2H;

wherein each of said alkyl groups for the substituents of R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

wherein each of said carbocycle, phenyl, heterocycle, and heteroaryl for the substituents of the C_1-C_6-aliphatic group represented by R^5 is ndependently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

27. The method of claim 26, wherein the group –[C($R^{13}R^{14}$)]$_x$–ring**A**-Q^2-R^5 is selected from one of the structures depicted below:



or ; and wherein:

each of rings **A6**, **A8**, **A11**, **A14** and **A15** is optionally and independently further substituted; and

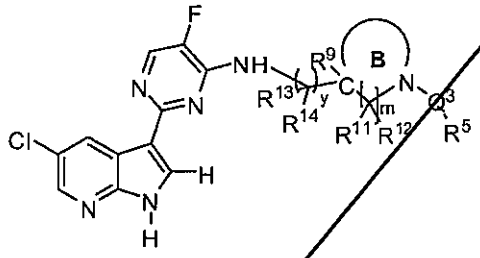
each R^8 independently is halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$.

28. The method of claim 27, wherein R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; or iv) an optionally substituted, 4-7 membered non-aromatic heterocycle;

wherein said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-OCO(C_1-C_4$ alkyl), $-CO(C_1-C_4$ alkyl), $-CO_2H$, $-CO_2(C_1-C_4$ alkyl), C_1-C_4 alkoxy, an optionally substituted, C_3-C_7 non-aromatic carbocycle, and an optionally substituted, 4-7 membered non-aromatic heterocycle; and

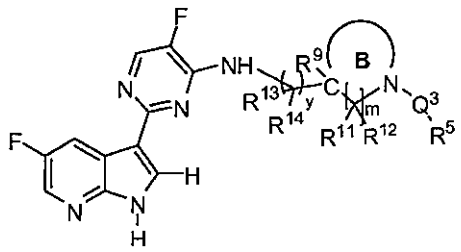
wherein each of said carbocycles and heterocycles represented by R^5, and referred to for the substituents of the C_1-C_6 alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, $-O(C_1-C_4$ alkyl), $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-C(O)(C_1-C_4$ alkyl), $-OC(O)(C_1-C_4$ alkyl), $-C(O)O(C_1-C_4$ alkyl) and $-CO_2H$, each of said alkyl groups being optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-OCO(C_1-C_4$ alkyl), $-CO(C_1-C_4$ alkyl), $-CO_2H$, $-CO_2(C_1-C_4$ alkyl), and C_1-C_4 alkoxy.

29. The method of any one of claims 15-18, wherein the compound is represented by the following structural formula (**XIIA**) or (**XIIB**):



(**XIIA**)

or



(**XIIB**),

or a pharmaceutically acceptable salt thereof; wherein:

ring **B** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_6 alkyl, C_2-C_6 alkenyl, $-NH_2$, $-NH(C_1-C_6$ alkyl), $-N(C_1-C_6$ alkyl)$_2$, $-O(C_1-C_6$ alkyl), $-C(O)NH_2$, $-C(O)NH(C_1-C_6$ alkyl), $-C(O)N(C_1-C_6$ alkyl)$_2$, $-C(O)(C_1-C_6$-alkyl), $-OC(O)(C_1-C_6$ alkyl), $-NHC(O)(C_1-C_6$ alkyl), $-N(C_1-C_6$ alkyl)$C(O)(C_1-C_6$ alkyl), and $-CO_2R^b$; wherein each of said alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-OCO(C_1-C_4$ alkyl), $-CO(C_1-C_4$ alkyl), $-CO_2H$, $-CO_2(C_1-C_4$ alkyl), and C_1-C_4 alkoxy.

30. The method of claim 29, wherein y is 0 or 1.

31. The method of claim 30, wherein Q^3 is independently –C(O)–, $-CO_2-$, –C(O)NH–, –C(O)N(CH_3)–, -C(O)NHC(O)O–, -C(O)N(CH_3)C(O)O–, $-SO_2-$, $-SO_2NH-$, $-SO_2N(CH_3)-$,or $-(CR^6R^7)_p-Y^1-$.

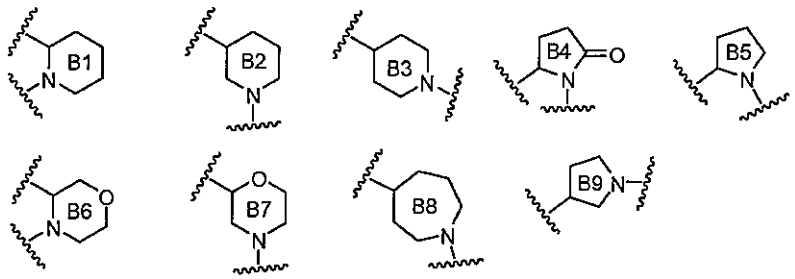
32. The method of claim 31, wherein:

R^5 is independently i) –H; ii) a C_1-C_6-alipahtic group optionally substituted with one or more instances of J^{C1}; iii) a C_3–C_8 non-aromatic carbocycle optionally substituted with one or more instances of J^{C1}; iv) a phenyl group optionally substituted with one or more instances of J^{C1}; v) a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1} or vi) a 5-6 membered heteroaryl ring optionally substituted with one or more instances of J^{D1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $-OR^b$, $-SR^b$, $-S(O)R^a$, $-SO_2R^a$, $-NHR^c$, $-C(O)R^b$, $-C(O)OR^b$, $-OC(O)R^b$, $-NHC(O)R^b$, $-C(O)NHR^c$, $-NHC(O)NHR^c$, $-NHC(O)OR^b$, $-OCONHR^c$, $-NHC(O)NHC(O)OR^b$, $-N(CH_3)R^c$, $-N(CH_3)C(O)R^b$, $-C(O)N(CH_3)R^c$, $-N(CH_3)C(O)NHR^c$, $-N(CH_3)C(O)OR^b$, $-OCON(CH_3)R^c$, $-C(O)NHCO_2R^b$, $-C(O)N(CH_3)CO_2R^b$, $-N(CH_3)C(O)NHC(O)OR^b$, $-NHSO_2R^b$, $-SO_2NHR^b$, $-SO_2N(CH_3)R^b$, and $-N(CH_3)SO_2R^b$.

33. The method of claim 32, wherein ring **B** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1-C_4 alkyl), $-NH_2$, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -OC(O)(C_1-C_4 alkyl), -C(O)(C_1-C_4 alkyl), $-CO_2H$, and $-CO_2$(C_1-C_4 alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), $-CO_2H$, $-CO_2$(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

34. The method of any one of claims 29-33, wherein ring **B** is independently selected from one of the structures depicted below:



wherein each of rings **B1-B9** is optionally and independently substituted.

35. The method of claim 34, wherein each of rings **B1** to **B9** is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_2$ alkyl), $-NH(C_1\text{-}C_2$ alkyl)$_2$, $C_1\text{-}C_2$ alkyl, $C_1\text{-}C_2$ haloalkyl, $C_1\text{-}C_2$ hydroxyalkyl, $C_2\text{-}C_4$ alkoxyalkyl, $C_1\text{-}C_2$ alkoxy, $C_1\text{-}C_2$ hydroxyalkoxy, $C_1\text{-}C_2$ haloalkoxy, $C_2\text{-}C_4$ alkoxyalkoxy, $-CO_2H$, and $-CO_2(C_1\text{-}C_4$ alkyl).

36. The method of claim 35, wherein R^5 is independently:

i) –H;

ii) a $C_1\text{-}C_6$-aliphatic group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $C_1\text{-}C_4$ alkyl, $-O(C_1\text{–}C_4$ alkyl), $-NH_2$, $-NH(C_1\text{–}C_4$ alkyl), $-N(C_1\text{–}C_4$ alkyl)$_2$, $-C(O)(C_1\text{–}C_4$ alkyl), $-OC(O)(C_1\text{–}C_4$ alkyl), $-C(O)O(C_1\text{–}C_4$ alkyl), $-CO_2H$, $C_3\text{-}C_8$ non-aromatic carbocycle, 4-8 membered non-aromatic heterocycle, phenyl, and 5-6 membered heteroaryl;

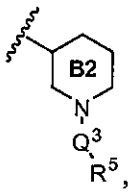
iii) a $C_3\text{–}C_7$ non-aromatic carbocycle, a 4-7 membered non-aromatic heterocycle, a phenyl group, or a 5-6 membered heteroaryl ring, each of which is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $C_1\text{-}C_4$ alkyl, $-O(C_1\text{–}C_4$ alkyl), $-NH_2$, $-NH(C_1\text{–}C_4$ alkyl), $-N(C_1\text{–}C_4$ alkyl)$_2$, $-C(O)(C_1\text{–}C_4$ alkyl), $-OC(O)(C_1\text{–}C_4$ alkyl), $-C(O)O(C_1\text{–}C_4$ alkyl), and $-CO_2H$;

wherein each of said alkyl groups for the substituents of R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_4$ alkyl), $-N(C_1\text{-}C_4$ alkyl)$_2$, $-OCO(C_1\text{-}C_4$ alkyl), $-CO(C_1\text{-}C_4$ alkyl), $-CO_2H$, $-CO_2(C_1\text{-}C_4$ alkyl), and $C_1\text{-}C_4$ alkoxy; and

wherein each of said carbocycle, phenyl, heterocycle, and heteroaryl for the substituents of the $C_1\text{-}C_6$-aliphatic group represented by R^5 is independently and optionally

substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

37. The method of claim 36, wherein the group (ring **B**)-Q^3-R^5 is



wherein:

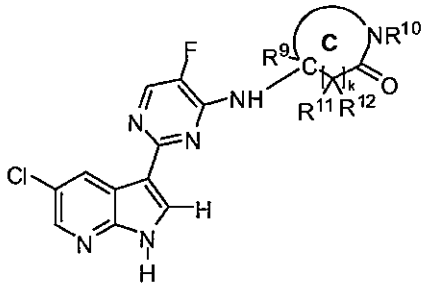
ring **B2** is optionally and independently further substituted; and

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; or iv) an optionally substituted, 4-7 membered non-aromatic heterocycle;

wherein said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), C_1-C_4 alkoxy, an optionally substituted, C_3–C_7 non-aromatic carbocycle, and an optionally substituted, 4-7 membered non-aromatic heterocycle; and

wherein each of said carbocycles and heterocycles represented by R^5, and referred to for the substituents of the C_1–C_6 alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl) and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

38. The method of any one of claims 15-18, wherein the compound is represented by the following structural formula (**XIII**):



(XIII),

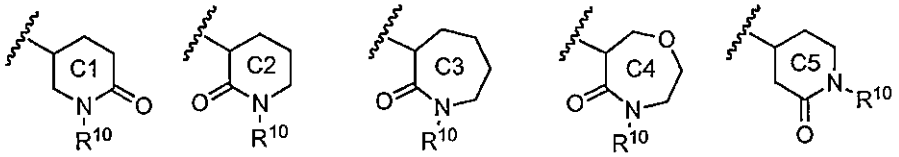
or a pharmaceutically acceptable salt thereof, wherein:

ring **C** is 5-6 membered and optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, $-NH_2$, $-NH(C_1$-C_6 alkyl), $-N(C_1$-C_6 alkyl)$_2$, $-O(C_1$-C_6 alkyl), $-C(O)NH_2$, $-C(O)NH(C_1$-C_6 alkyl), $-C(O)N(C_1$-C_6 alkyl)$_2$, $-C(O)(C_1$-C_6-alkyl), $-OC(O)(C_1$-C_6 alkyl), $-NHC(O)(C_1$-C_6 alkyl), $-N(C_1$-C_6 alkyl)$C(O)(C_1$-C_6 alkyl), and $-CO_2R^b$; wherein each of said alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy.

39. The method of claim 38, wherein R^{10} is –H or C_1-C_6-alkyl.

40. The method of claim 39, wherein ring **C** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_4 alkyl, $-O(C_1$-C_4 alkyl), $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-C(O)(C_1$-C_4 alkyl), $-OC(O)(C_1$-C_4 alkyl), $-CO_2H$, and $-CO_2(C_1$-C_4 alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy.

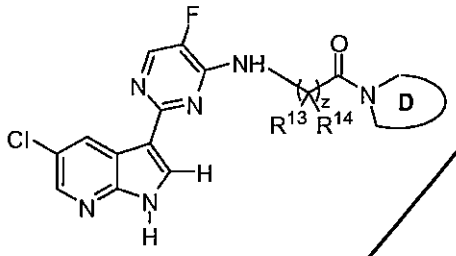
41. The method of any one of claims 38-40, wherein ring **C** is independently selected from



wherein each of rings **C1-C5** is optionally and independently substituted.

42. The method of claim 41, wherein each of rings **C1-C5** is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_2$ alkyl), $-NH(C_1\text{-}C_2$ alkyl)$_2$, $C_1\text{-}C_2$ alkyl, $C_1\text{-}C_2$ haloalkyl, $C_1\text{-}C_2$ hydroxyalkyl, $C_2\text{-}C_4$ alkoxyalkyl, $C_1\text{-}C_2$ alkoxy, $C_1\text{-}C_2$ hydroxyalkoxy, $C_1\text{-}C_2$ haloalkoxy, $C_2\text{-}C_4$ alkoxyalkoxy, $-CO_2H$, and $-CO_2(C_1\text{-}C_4$ alkyl).

43. The method of any one of claims 15-18, wherein the compound is represented by the following structural formula (**XIV**):



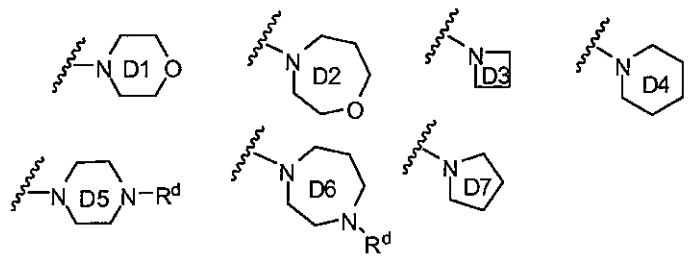
(**XIV**),

or a pharmaceutically acceptable salt thereof, wherein:

ring **D** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $C_1\text{-}C_6$ alkyl, $C_2\text{-}C_6$ alkenyl, $-NH_2$, $-NH(C_1\text{-}C_6$ alkyl), $-N(C_1\text{-}C_6$ alkyl)$_2$, $-O(C_1\text{-}C_6$ alkyl), $-C(O)NH_2$, $-C(O)NH(C_1\text{-}C_6$ alkyl), $-C(O)N(C_1\text{-}C_6$ alkyl)$_2$, $-C(O)(C_1\text{-}C_6$-alkyl), $-OC(O)(C_1\text{-}C_6$ alkyl), $-NHC(O)(C_1\text{-}C_6$ alkyl), $-N(C_1\text{-}C_6$ alkyl)$C(O)(C_1\text{-}C_6$ alkyl), and $-CO_2R^b$; wherein each of said alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_4$ alkyl), $-N(C_1\text{-}C_4$ alkyl)$_2$, $-OCO(C_1\text{-}C_4$ alkyl), $-CO(C_1\text{-}C_4$ alkyl), $-CO_2H$, $-CO_2(C_1\text{-}C_4$ alkyl), and $C_1\text{-}C_4$ alkoxy.

44. The method of claim 43, wherein z is 1.

45. The method of claim 44, wherein ring **D** is independently selected from the group consisting of

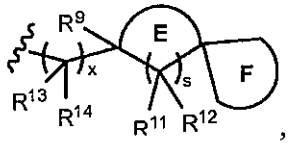


;

wherein:

each of rings **D1**-**D7** is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1-C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1-C_4 alkyl), -CO_2H, and –CO_2(C_1-C_4 alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

each R^d is independently –H, C_1-C_6 alkyl or – C(O)(C_1-C_6 alkyl), wherein each of said alkyl moiety is optionally and independently substituted with one or more groups selected from halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

46. The method of any one of claims 1-8, wherein R^4 is: 

,

wherein:

ring **E** is a C_4-C_{10} non-aromatic carbocycle optionally further substituted with one or more instances of J^A;

rings **F** is a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1};

R^9 is independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 carboxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy;

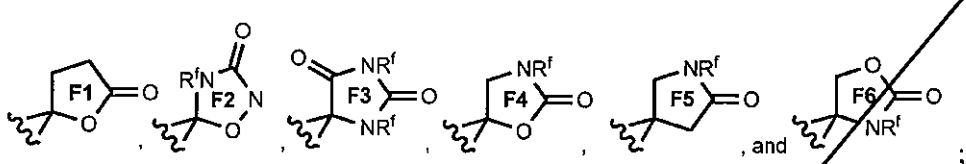
R^{11}, R^{12}, R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14}, together with the carbon atom to which they are attached, form a cyclopropane ring, optionally substituted with one or more instances of methyl;

s is 0, 1 or 2; and

x is 0, 1 or 2.

47. The method of claim 46, wherein ring **F** is selected from any one of rings **F1**-**F6**:



;

each of rings **F1**-**F6** optionally and independently substituted; and

each R^f is independently –H or C_1-C_6 alkyl optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy and C_2-C_6 alkoxyalkoxy.

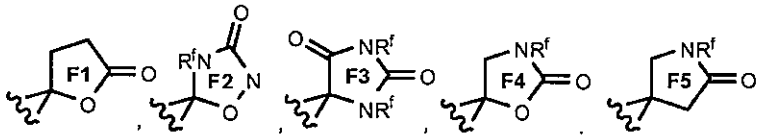
48. The method of claim 47, wherein each rings **F1**-**F6** are independnetly and optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, C_1-C_4 alkoxy, and C_1-C_4 alkyl optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl).

49. The method of any one of claims 46-48, wherein:

R^9 is independently –H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$; and

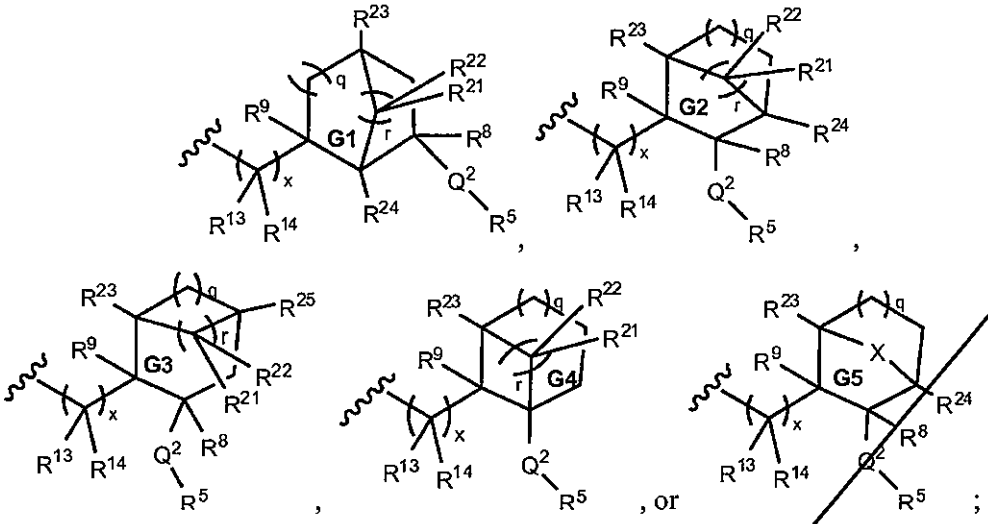
ring **E** is a C_4-C_8 non-aromatic carbocycle optionally further substituted with one or more instances of J^A.

50. The method of claim 49, wherein ring **F** is selected from any one of rings **F1**-**F5**:



wherein each of rings **F1**-**F5** optionally and independently substituted.

51. The method of any one of claims 1-13, wherein R^4 is:



, , , , or ;

each of rings **G1-G4** is independently a 5-10 membered non-aromatic bridged carbocycle optionally further substituted with one or more instances of J^A, and ring **G5** is a 5-10 membered non-aromatic bridged heterocycle optionally further substituted with one or more instances of J^B;

X is -O-, -S-, or -NR^g-;

R^8 and R^9 are each independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 carboxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy;

R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14}, together with the carbon atom to which they are attached, form a cyclopropane ring, optionally substituted with one or more instances of methyl;

R^{21}, R^{22}, R^{23}, R^{24}, and R^{25} are each independently –H, halogen, -OH, C_1-C_6 alkoxy, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

R^g is -H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, amino,

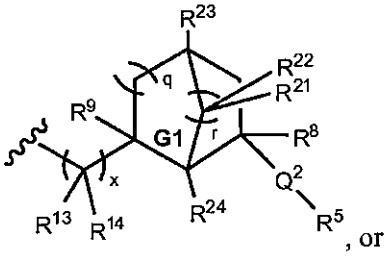
carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

q is 0, 1 or 2;

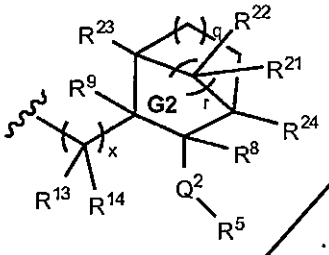
x is 0, 1 or 2; and

r is 1 or 2.

52. The method of claim 51, wherein R^4 is:



, or



.

53. The method of claim 52, wherein

each of R^8 and R^9 is independently -H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$; and

R^{21}, R^{22}, R^{23}, and R^{24} are each independently –H, halogen, -OH, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy.

54. The method of any one of claims 51-53, wherein:

Q^2 is independently a bond, –O–, –S–, –NR–, –C(O)–, -C(=NR)-, –CO_2–, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, –$NRCO_2$–, –OC(O)NR–, -S(O)-, –SO_2–, –N(R)SO_2–, –SO_2NR'-, -NRSO_2NR'-, or -(CR^6R^7)$_p$–Y^1–.

55. The method of any one of claims 51-53, wherein:

Q^2 is independently –O–, –CO_2–, –OC(O)–, –C(O)NR–, –NRC(O)–, –NRC(O)NR–, –$NRCO_2$–, –OC(O)NR–, -CO_2SO_2-, -$P(O)_2O$-, or -(CR^6R^7)$_p$–Y^1–.

56. The method of claim 55, wherein Q^2 is independently –O– or –CO_2–.

57. The method of any one of claims 46-56, wherein:

Q^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2NR'$-, $-NRSO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$; and

Y^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR'–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, –OC(O)NR'–, -S(O)-, $–SO_2–$, $-SO_2NR'–$, $–NRSO_2–$, or $-NRSO_2NR'$-.

58. The method of claim 57, wherein:

Q^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, $–CO_2–$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2NR'$-, $-NRSO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$; and

Y^1 is independently –O–, $–CO_2–$, –OC(O)–, –C(O)NR–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, or –OC(O)NR–.

59. The method of any one of claims 46-58, wherein:

R^5 is independently i) –H; ii) a C_1–C_6-aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3–C_8 non-aromatic carbocycle optionally substituted with one or more instances of J^{C1}; iv) a phenyl group optionally substituted with one or more instances of J^{C1}; v) a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1} or vi) a 5-6 membered heteroaryl ring optionally substituted with one or more instances of J^{D1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $–OR^b$, $–SR^b$, $-S(O)R^a$, $–SO_2R^a$, $–NHR^c$, $–C(O)R^b$, $–C(O)OR^b$, $–OC(O)R^b$, $–NHC(O)R^b$, $–C(O)NHR^c$, $–NHC(O)NHR^c$, $–NHC(O)OR^b$, –OCONHR^c, $-NHC(O)NHC(O)OR^b$, $–N(CH_3)R^c$, $–N(CH_3)C(O)R^b$, $–C(O)N(CH_3)R^c$, $–N(CH_3)C(O)NHR^c$, $–N(CH_3)C(O)OR^b$, $–OCON(CH_3)R^c$, $-C(O)NHCO_2R^b$, $-C(O)N(CH_3)CO_2R^b$, $-N(CH_3)C(O)NHC(O)OR^b$, $-NHSO_2R^b$, $-SO_2NHR^b$, $-SO_2N(CH_3)R^b$, and $-N(CH_3)SO_2R^b$.

60. The method of claim 59, wherein:

R^1 is –H;

R^2 is –H, –CH_3, -CH_2OH, or -NH_2;

R^3 is –H, –F, –Cl, C_{1-4} alkyl, or C_{1-4} haloalkyl;

Z^1 is –H, –F, or -Cl;

Z^2 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

Z^3 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; iv) an optionally substituted, 4-7 membered non-aromatic heterocycle; v))an optionally substituted phenyl group; vi) an optionally substituted 5-6 membered heteroaryl ring; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle; and

said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), C_1-C_4 alkoxy, -NRCO(C_1-C_4 alkyl), -CONR(C_1-C_4 alkyl), -NRCO_2(C_1-C_4 alkyl), a C_3–C_7 non-aromatic carbocycle optionally substituted with one or more instances of J^{E1}, a 4-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1}; and a phenyl optionally substituted with one or more instances of J^{E1}; and

wherein each of said carbocycle, heterocycle, phenyl and heteroary represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl) and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

61. The method of any one of claims 46-60, wherein:

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; or iv) an optionally substituted, 4-7 membered non-aromatic heterocycle; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle; and

said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), C_1-C_4 alkoxy, an optionally substituted C_3–C_7 non-aromatic carbocycle, and an optionally substituted 4-7 membered non-aromatic heterocycle; and

wherein each of said carbocycles and heterocycles represented by R^5, and referred to for the substituents of the C_1–C_6 alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl) and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

62. The method of any one of claims 46-60, wherein:

R^1 is –H;

R^2 is –H or -CH_2OH;

R^3 is –H, –F, or –Cl;

Z^1 is –H, –F, or –Cl;

Z^2 is –H;

Z^3 is –H;

R^5 is independently: i) –H or ii) a C_1-C_6-alkyl group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl), -CO_2H, C_3-C_8 non-aromatic carbocycle, 4-8 membered non-aromatic heterocycle, phenyl, and 5-6 membered heteroaryl;

wherein each of said alkyl groups referred to in the substituents of the C_1-C_6-alkyl group represented by R^5 is independently and optionally substituted with one or more

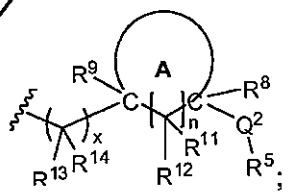
substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy; and

wherein each of said carbocycle, phenyl, heterocycle, and heteroaryl referred to in the substituents of the C_1-C_6-alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy.

63. The method of any one of claims 46-62, wherein each of J^A and J^B is selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, -NH_2, –$NH(C_1$-C_6 alkyl), -$N(C_1$-C_6 alkyl)$_2$, -$O(C_1$-C_6 alkyl), -$C(O)NH_2$, -$C(O)NH(C_1$-C_6 alkyl), –$C(O)N(C_1$-C_6 alkyl)$_2$, -$C(O)(C_1$-C_6-alkyl), –$OC(O)(C_1$-C_6 alkyl), –$NHC(O)(C_1$-C_6 alkyl), -$N(C_1$-C_6 alkyl)$C(O)(C_1$-C_6 alkyl), and -CO_2R^b; wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy.

64. The method of claim 63, wherein each of J^A and J^B is selected from the group consisting of halogen, cyano, hydroxy, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), C_1-C_4 alkoxy, and C_1-C_4 alkyl optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, and -$O(C_1$-C_4 alkyl).

65. The method of claims 1-6, wherein:

R^4 is: 

;

ring A is a non-aromatic, 5-10 membered, bridged carbocylce or heterocycle, or ring A and R^8 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring A and R^9 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring A and R^{11} optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, wherein each of said carbocycle is independently and optionally

substituted with one or more instances of J^A and wherein each carbocycle is independently and optionally substituted with one or more instances of J^B;

R^1 is –H;

R^2 is –H, $–CH_3$, $-CH_2OH$, or $-NH_2$;

R^3 is –H, –F, –Cl, C_{1-4} alkyl, or C_{1-4} haloalkyl;

Z^1 is –H, –F, or -Cl;

Z^2 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

Z^3 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

Q^2 is independently –O–, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–,–NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -P(O)(OR)O-, $-OP(O)(OR^a)O-$, $-P(O)_2O-$, $-CO_2SO_2-$, or $-(CR^6R^7)_p–Y^1–$;

Y^1 is –O–, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–,–NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -P(O)(OR)O-, $-OP(O)(OR^a)O-$, $-P(O)_2O-$, or $-CO_2SO_2-$;

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; iv) an optionally substituted, 4-7 membered non-aromatic heterocycle; v))an optionally substituted phenyl group; vi) an optionally substituted 5-6 membered heteroaryl ring; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle; and

said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), $-CO_2H$, $-CO_2$(C_1-C_4 alkyl), C_1-C_4 alkoxy, -NRCO(C_1-C_4 alkyl), -CONR(C_1-C_4 alkyl), $-NRCO_2$(C_1-C_4 alkyl), a C_3–C_7 non-aromatic carbocycle optionally substituted with one or more instances of J^{E1}, a 4-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1}; and a phenyl optionally substituted with one or more instances of J^{E1};

wherein each of said carbocycle, heterocycle, phenyl and heteroary represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4

alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl) and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy;

each of R^8 and R^9 is independently -H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$;

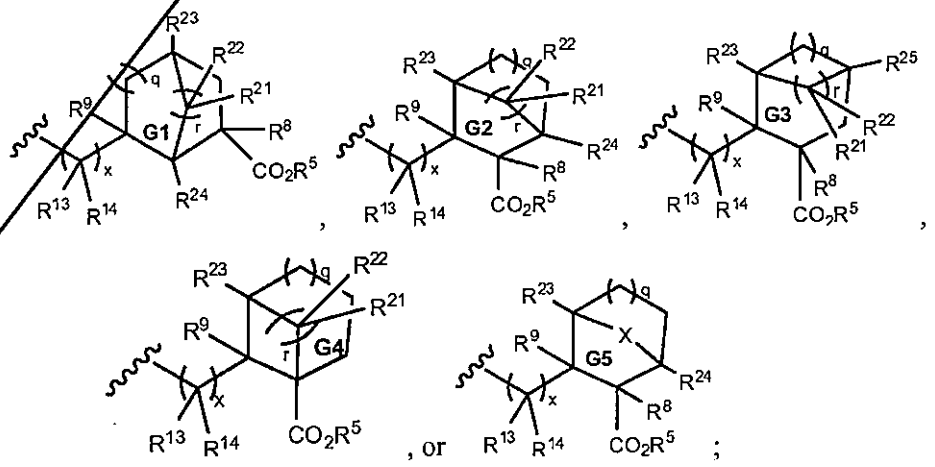
R^{11}, R^{12}, R^{13}, and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, and C_1-C_6 alkoxy; and

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, -NH_2, –NH(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), -C(O)NH_2, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, -C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), -NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl), and -CO_2R^b; wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

n is 0 or 1;

x is 0 or 1.

66. The method of claim 65, wherein:

R^4 is: 

;

each of rings **G1-G4** is independently a 5-10 membered non-aromatic bridged carbocycle optionally further substituted with one or more instances of J^A, and ring **G5** is a 5-

10 membered non-aromatic bridged heterocycle optionally further substituted with one or more instances of J^B;

X is -O-, -S-, or -NR^g-;

R^{21}, R^{22}, R^{23}, R^{24}, and R^{25} are each independently –H, halogen, -OH, C_1-C_6 alkoxy, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, -NH_2, –NH(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), -C(O)NH_2, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, -C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), -NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl);

R^g is -H or C_1-C_6 alkyl ptionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy; and

q is 0, 1 or 2; and

r is 1 or 2.

67. The method of claim 66, wherein:

R^1 is –H;

R^2 is –H;

R^3 is –H, –F, or –Cl;

Z^1 is –H, –F, or -Cl;

Z^2 is –H;

Z^3 is –H;

X is -O-;

R^5 is –H, an optionally substituted C_1–C_6 alkyl, or optionally substituted phenyl;

each R^8 is independently -H, halogen, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, or -O(C_1–C_4 alkyl);

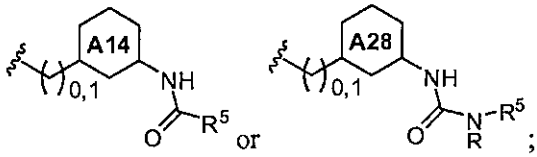
each of R^9, R^{13}, and R^{14} is independently -H or C_1-C_4 alkyl;

R^{21}, R^{22}, R^{23}, R^{24}, and R^{25} are each independently –H, halogen, -OH, C_1-C_6 alkoxy, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6 alkyl, and -O(C_1-C_6 alkyl); and

each rings **G1**-**G5** are independently and optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, -NH_2, –NH(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), C_1-C_4 alkyl that is optionally substituted with

one or more substituents selected from the group consisting of halogen, hydroxy, and C_1-C_4 alkoxy.

68. The method of claim 26, wherein the group $-[C(R^{13}R^{14})]_x$–ring**A**-Q^2-R^5 is independently:



; wherein:

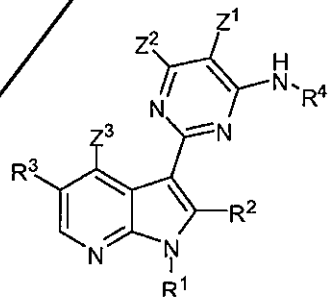
each of rings **A14** and **A28** is optionally and independently further substituted; and

R^5 is an optionally substituted C_1–C_6 alkyl group; an optionally substituted, C_3–C_7 non-aromatic carbocycle; or an optionally substituted, 4-7 membered non-aromatic heterocycle; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle.

69. The method of any one of claims 1-68, further comprising co-administering and additional therapeutic agent.

70. The method of claim 69, wherein the additional therapeutic agent is selected from an antiviral agent or an Influenza vaccine, or both.

71. A compound represented by structural formula (**IA**):



(**IA**),

or a pharmaceutically acceptable salt thereof, wherein:

Z^1 is –R*, –F, -Cl, –CN, –OR*, $-CO_2R^*$, $-NO_2$, or $-CON(R^*)_2$;

Z^2 is –R*, –OR*, $-CO_2R^*$, $-NR^*_2$, or $-CON(R^*)_2$;

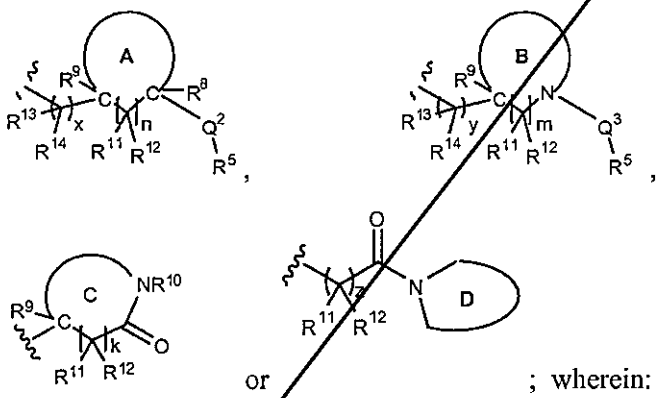
Z^3 is -H, -OH, halogen, $-NH_2$; $-NH(C_1$-C_4 alkyl); $-N(C_1$-C_4 alkyl$)_2$, $-O(C_1$-C_4 alkyl), or C_1-C_6 alkyl that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and $-O(C_1$-C_4 alkyl);

R^1 is –H, C_1-C_6 alkyl, $–S(O)_2$-R'', or –C(O)OR'';

R^2 is –H; -F; -NH_2; -NH(C_1-C_4 alkyl); -N(C_1-C_4 alkyl)$_2$; -C=N-OH; cyclopropyl that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, -OCH_3, and -CH_3; or C_1-C_4 alkyl that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl); and

R^3 is –H, –Cl, –F, -Br, –OH, –O(C_1-C_4 alkyl), –NH_2, –NH(C_1-C_4 alkyl), –N(C_1-C_4 alkyl)$_2$, –CN, or C_1-C_4 aliphatic that is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy;

R^4 is:



; wherein:

ring **A** is a C_3-C_{10} non-aromatic carbocycle optionally further substituted with one or more instances of J^A or a 3-10 membered non-aromatic heterocycle optionally further substituted with one or more instances of J^B;

rings **B** and **C** are each independently a 4-10 membered, non-aromatic heterocycle optionally and independently further substituted with one or more instances of J^B;

ring **D** is a 4-10 membered, non-aromatic heterocycle optionally substituted with one or more instances of J^{D1};

ring **A** and R^8 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring **A** and R^9 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring **A** and R^{11} optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, wherein each carbocycle is optionally further substituted with one or more instances of J^A, and wherein each heteroocycle is optionally further substituted with one or more instances of J^B;

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, oxo, -NCO, and Q^1–R^5; or optionally two J^A and two J^B, respectively, together with

the atom(s) to which they are attached, independently form a 4-8 membered ring that is optionally substituted with one or more instances of J^{E1};

Q^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, -C(=NR)NR-, -NRC(=NR)NR-, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -S(O)-, $–SO_2–$, $-SO_2NR'–$, $–NRSO_2–$, or $-NRSO_2NR'$-, -P(O)(OR)O-, $-OP(O)(OR^a)O$-, $-P(O)_2O$-, $-CO_2SO_2$-, or $-(CR^6R^7)_p–Y^1–$;

Q^2 is independently a bond, –O–, –S–, –NR–, –C(O)–, -C(=NR)-, -C(=NR)NR-, -NRC(=NR)NR-, $–CO_2–$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2N(R)$-, $-NRSO_2NR$-, -P(O)(OR)O-, $-OP(O)(OR^a)O$-, $-P(O)_2O$-, $-CO_2SO_2$-, or $-(CR^6R^7)_p–Y^1–$; and

Q^3 is independently a bond, –C(O)–, -C(=NR)-, -C(=NR)NR-, -NRC(=NR)NR-, $–CO_2–$, –C(O)NR–, $–SO_2–$, $-SO_2N(R)–$, -C(O)NRC(O)O–, or $-(CR^6R^7)_p–Y^1–$;

each Y^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, -C(=NR)-, -C(=NR)NR-, -NRC(=NR)NR-, $–CO_2–$, –OC(O)–, –C(O)NR–, –C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2N(R)$-, $-NRSO_2NR$-, -P(O)(OR)O-, $-OP(O)(OR^a)O$-, $-P(O)_2O$-, or $-CO_2SO_2$-;

R^5 is: i) –H; ii) a C_1-C_6 aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3-C_{10} non-aromatic carbocycle, or a 6-10 membered carbocyclic aryl group, each optionally and independently substituted with one or more instances of J^{C1}; or iv) a 4-10 membered non-aromatic heterocycle, or a 5-10 membered heteroaryl group, each optionally and independently substituted with one or more instances of J^{D1}; or

R^5, together with each of Q^1, Q^2 and Q^3, optionally and independently forms a 4-8 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1}; and

R^6 and R^7 are each independently –H or C_1-C_6 alkyl optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy, or optionally R^6 and R^7, together with the carbon atom to which they are attached, form a cyclopropane ring optionally substituted with one or more instances of methyl;

R^8 and R^9 are each independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6

hydroxyalkyl, C_1-C_6 carboxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy; or R^8, together with Q^2 and R^5, optionally and independently forms a 5-7 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1}; or

R^{10} is independently –H or a C_1-C_6 alkyl group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, C_2-C_6 alkoxyalkoxy, C_3-C_8 non-aromatic carbocycle, phenyl, 4-8 membered non-aromatic heterocycle, and 5-6 membered heteroaryl group, wherein each of said carbocycle, phenyl, heterocycle and heteroaryl group is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

R^{11}, R^{12}, R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14} together with the carbon atom to which they are attached form a cyclopropane ring, optionally substituted with one or more instances of methyl;

R and R' are each independently –H or C_1-C_6 alkyl optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy; or optionally R', together with R^5 and the nitrogen atom to which they are attached, forms a 5-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1};

R'' is independently: i) a C_1-C_6-alkyl optionally substituted with one or more substituents selected independently from the group consisting of halogen, cyano, hydroxyl, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy; or ii) a C_3-C_6 carbocyclic group, a 5-6 membered heteroaryl group, or a phenyl group, each optionally and independently being substituted with one ore more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, nitro, $–NH_2$, –NH(C_1-C_6 alkyl),

$-N(C_1\text{-}C_6$ alkyl)$_2$, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_1-C_6-hydroxyalkyl, C_2-C_6-alkoxyalkyl, C_1-C_6-aminoalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6-hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

R^* is independently: i)-H; ii) a C_1-C_6 alkyl group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_3-C_8 non-aromatic carbocycle, 5-6 membered non-aromatic heterocycle, phenyl, 5-6 membered heteroaryl, -O(C_1-C_6 alkyl), and -C(O)(C_1-C_6-alkyl); wherein each of said alkyl groups in -O(C_1-C_6 alkyl), and -C(O)(C_1-C_6-alkyl) is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), $-CO_2H$, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and wherein each of said carbocycle, heterocycle, phenyl, and heteroaryl is independently and optionally substituted with one or more instances of J^{E1}; or iii) a C_3-C_8 non-aromatic carbocycle, or a 4-8 membered non-aromatic heterocycle, each of which is independently and optionally substituted with one or more instances of J^{E1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $-OR^b$, $-SR^b$, -S(O)R^a, $-SO_2R^a$, $-NR^bR^c$, $-C(O)R^b$, -C(=NR)R^c, -C(=NR)NR^bR^c, -NRC(=NR)NR^bR^c, $-C(O)OR^b$, $-OC(O)R^b$, $-NRC(O)R^b$, $-C(O)NR^bR^c$, $-NRC(O)NR^bR^c$, $-NRC(O)OR^b$, $-OCONR^bR^c$, -C(O)$NRCO_2R^b$, -NRC(O)NRC(O)OR^b, -C(O)NR(OR^b), $-SO_2NR^cR^b$, -$NRSO_2R^b$, -$NRSO_2NR^cR^b$, -P(O)(OR^a)$_2$, -OP(O)(OR^a)$_2$, -P(O)$_2$(OR^a), and -$CO_2SO_2R^b$, or optionally, two J^{C1} and two J^{D1}, respectively, together with the atom(s) to which they are attached, independently form a 4-8-membered ring that is optionally substituted with one or more instances of J^{E1};

each J^{E1} is independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, amido, C_1-C_6 alkyl, -O(C_1-C_6 alkyl), and -C(O)(C_1-C_6-alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), $-CO_2H$, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

each R^a is independently: i) a C_1-C_6 aliphatic group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, amido, -O(C_1-C_6 alkyl), –C(O)(C_1-C_6-alkyl), C_3-C_8 non-aromatic carbocycle, 4-8 membered non-aromatic heterocycle, 5-10 membered heteroaryl group, and 6-10 membered carbocyclic aryl group; wherein each of said alkyl groups for the

substituents of the C_1-C_6 aliphatic group represented by R^a is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy; and wherein each of said carbocycle, heterocycle, heteroaryl, and carbocyclic aryl groups for the substituents of the C_1-C_6 aliphatic group represented by R^a is optionally and independently substituted with one or more instances of J^{E1};

ii) a C_3-C_8 non-aromatic carbocycle, or a 4-8 membered non-aromatic heterocycle, each of which is optionally and independently substituted with one or more instances of J^{E1};

iii) a 5-10 membered heteroaryl, or 6-10 membered carbocyclic aryl group, each of which is optionally and independently substituted with one or more instances of J^{E1}; and

R^b and R^c are each independently R^a or –H; or optionally, R^b and R^c, together with the nitrogen atom(s) to which they are attached, each independently form a 5-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1};

p is independently 1, 2, 3 or 4;

n and m are each independently 0 or 1 when rings **A** and **B** are 3-6-membered; or n and m are each independently 0, 1 or 2 when rings **A** and **B** are 7-10-membered; and

k is 0, 1 or 2;

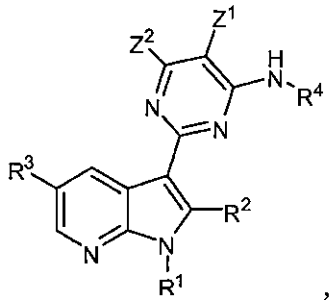
x and y are each independently 0, 1 or 2;

z is 1 or 2; and

provided that if Y^1 is a bond, then R^5 is neither –H nor a C_1-C_6 aliphatic group; and

provided that if each Q^2 and Q^3 independently is a bond, then R^5 is neither –H nor a C_1-C_6 aliphatic group.

72. The compound of claim 71, represented by structural formula (I):



,

or a pharmaceutically acceptable salt thereof, wherein:

R^2 is –H; -CH_3, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$;

ring **A** is a C_3-C_8 non-aromatic carbocycle or heterocycle, the carbocycle and heterocylce ptionally further substituted with one or more instances of J^A and J^B, respectively;

rings **B** and **C** are each independently a 4-8 membered, non-aromatic heterocycle optionally and independently further substituted with one or more instances of J^B;

ring **D** is a 4-8 membered, non-aromatic heterocycle optionally substituted with one or more instances of J^{D1};

Q^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, $-CO_2-$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $-NRCO_2-$, -OC(O)NR'–, -S(O)-, $-SO_2-$, $-SO_2NR'-$, $-NRSO_2-$, or $-NRSO_2NR'-$, or $-(CR^6R^7)_p-Y^1-$;

Q^2 is independently a bond, –O–, –S–, –NR–, –C(O)–, -C(=NR)-, $-CO_2-$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $-NRCO_2-$, –OC(O)NR–, -S(O)-, $-SO_2-$, $-N(R)SO_2-$, $-SO_2N(R)-$, $-NRSO_2NR-$, or $-(CR^6R^7)_p-Y^1-$; and

Q^3 is independently a bond, –C(O)–, -C(=NR)-, $-CO_2-$, –C(O)NR–, $-SO_2-$, $-SO_2N(R)-$, -C(O)NRC(O)O– or $-(CR^6R^7)_p-Y^1-$;

each of Q^2 and Q^3, together with R^5, optionally and independently forms a 5-7 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1};

each Y^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, $-CO_2-$, –OC(O)–, –C(O)NR–, –C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $-NRCO_2-$, –OC(O)NR–, -S(O)-, $-SO_2-$, $-N(R)SO_2-$, $-SO_2N(R)-$, or $-NRSO_2NR-$;

R^5 is: i) –H; ii) a C_1-C_6 aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3-C_8 non-aromatic carbocycle, or a 6-10 membered carbocyclic aryl group, each optionally and independently substituted with one or more instances of J^{C1}; or iv) a 4-8 membered non-aromatic heterocycle, or a 5-10 membered heteroaryl group, each optionally and independently substituted with one or more instances of J^{D1}; or

R^5, together with Q^2 and R^8, optionally and independently forms a 5-7 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1};

R^8 and R^9 are each independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy; or R^8, together with Q^2 and R^5, optionally and independently forms a 5-7 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1}; and

R^{11}, R^{12}, R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14} together with the carbon atom to which they are attached form a cyclopropane ring, optionally substituted with one or more instances of methyl;

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $-OR^b$, $-SR^b$, $-S(O)R^a$, $-SO_2R^a$, $-NR^bR^c$, $-C(O)R^b$, $-C(O)OR^b$, $-OC(O)R^b$, $-NRC(O)R^b$, $-C(O)NR^bR^c$, $-NRC(O)NR^bR^c$, $-NRC(O)OR^b$, $-OCONR^bR^c$, $-C(O)NRCO_2R^b$, $-NRC(O)NRC(O)OR^b$, $-C(O)NR(OR^b)$, $-SO_2NR^cR^b$, $-NRSO_2R^b$, $-NRSO_2NR^cR^b$, and $-P(O)_2(OR^a)$, or optionally, two J^{C1} and two J^{D1}, respectively, together with the atom(s) to which they are attached, independently form a 5-7-membered ring that is optionally substituted with one or more instances of J^{E1} and fused to the respective ring to which they are attached; and

n and m are each independently 0 or 1 when rings **A** and **B** are 3-6-membered; or n and m are each independently 0, 1 or 2 when rings **A** and **B** are 7-8-membered.

73. The compound of claim 72, wherein:

ring **A** is a C_3-C_8 non-aromatic carbocycle optionally and independently further substituted with one or more instances of J^A;

rings **B** and **C** are each independently a 4-8 membered, non-aromatic heterocycle optionally and independently further substituted with one or more instances of J^B;

ring **D** is a 4-8 membered, non-aromatic heterocycle optionally substituted with one or more instances of J^{D1};

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, oxo, and Q^1–R^5; or optionally two J^A and two J^B, respectively, together with the atom(s) to which they are attached, independently form a 5-7 membered ring that is optionally substituted with one or more instances of J^{E1} and fused to the ring to which they are attached; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $-OR^b$, $-SR^b$, $-S(O)R^a$, $-SO_2R^a$, $-NR^bR^c$, $-C(O)R^b$, $-C(O)OR^b$, $-OC(O)R^b$, $-NRC(O)R^b$, $-C(O)NR^bR^c$, $-NRC(O)NR^bR^c$, $-NRC(O)OR^b$, $-OCONR^bR^c$, $-C(O)NRCO_2R^b$, $-NRC(O)NRC(O)OR^b$, $-C(O)NR(OR^b)$, $-SO_2NR^cR^b$, $-NRSO_2R^b$, and $-NRSO_2NR^cR^b$, or optionally, two J^{C1} and two J^{D1}, respectively, together with the atoms to which they are

attached, independently form a 5-7-membered ring that is optionally substituted with one or more instances of J^{E1}, and fused to the respective ring to which they are attached;

Q^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, $-CO_2-$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $-NRCO_2-$, –OC(O)NR–, -S(O)-, $-SO_2-$, $-N(R)SO_2-$, $-SO_2N(R)-$, $-NRSO_2NR-$, or $-(CR^6R^7)_p-Y^1-$;

Q^2 is independently a bond, –O–, –S–, –NR–, –C(O)–, $-CO_2-$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $-NRCO_2-$, –OC(O)NR–, -S(O)-, $-SO_2-$, $-N(R)SO_2-$, $-SO_2N(R)-$, $-NRSO_2NR-$, or $-(CR^6R^7)_p-Y^1-$; and

Q^3 is independently a bond, –C(O)–, $-CO_2-$, –C(O)NR–, $-SO_2-$, $-SO_2N(R)-$, -C(O)NRC(O)O– or $-(CR^6R^7)_p-Y^1-$; or

each of Q^2 and Q^3, together with R^5, optionally and independently forms a 5-7 membered, non-aromatic ring optionally substituted with one or more instances of J^{E1};

each Y^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, $-CO_2-$, –OC(O)–, –C(O)NR–, –C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $-NRCO_2-$, –OC(O)NR–, -S(O)-, $-SO_2-$, $-N(R)SO_2-$, $-SO_2N(R)-$, or $-NRSO_2NR-$;

R^5 is: i) –H; ii) a C_1-C_6 aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3-C_8 non-aromatic carbocycle, or 6-10 membered carbocyclic aryl group, each optionally and independently substituted with one or more instances of J^{C1}; or iv) a 4-8 membered non-aromatic heterocycle, or a 5-10 membered heteroaryl group, each optionally and independently substituted with one or more instances of J^{D1}; and

R^8 and R^9 are each independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy.

74. The compound of any one of claims 71-73, wherein R^1 is -H or C_1-C_6 alkyl.

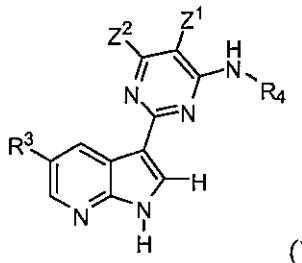
75. The compound of claim 74, wherein R^1 is -H.

76. The compound of any one of claims 71-75, wherein R^2 is –H, -F, $-CH_3$, $-CH_2OH$, or $-NH_2$.

77. The compound of claim 76, wherein R^2 is –H or $–CH_3$.

78. The compound of any one of claims 71-77, wherein R^3 is –H, –Cl, –F, -Br, -CN, $–CF_3$, $–O(C_1\text{-}C_4$ alkyl), -OH, $–NH_2$, $-NH(C_1\text{-}C_4$ alkyl), or $–N(C_1\text{-}C_4$ alkyl)$_2$.

79. The compound of any one of claims 71-78, wherein the compound is represented by the following structural formula (**VI**):



(**VI**),

or a pharmaceutically acceptable salt thereof.

80. The compound of claim 79, wherein:

Z^1 is –H, C_1-C_6 alkyl, $-O(C_1\text{-}C_6$ alkyl), –F, –Cl, -CN, $–CO_2H$, $–CO_2(C_1\text{-}C_6$ alkyl), $-CONH_2$, $-CONH(C_1\text{-}C_6$ alkyl), or $-CON(C_1\text{-}C_6$ alkyl)$_2$, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_4$ alkyl), $-N(C_1\text{-}C_4$ alkyl)$_2$, $-OCO(C_1\text{-}C_4$ alkyl), $-CO(C_1\text{-}C_4$ alkyl), $-CO_2H$, $-CO_2(C_1\text{-}C_4$ alkyl), and C_1-C_4 alkoxy; and

Z^2 is –H, C_1-C_6 alkyl, $-O(C_1\text{-}C_6$ alkyl), $-NH_2$, $-NH(C_1\text{-}C_6$ alkyl), or $-N(C_1\text{-}C_6$ alkyl)$_2$, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1\text{-}C_4$ alkyl), $-N(C_1\text{-}C_4$ alkyl)$_2$, $-OCO(C_1\text{-}C_4$ alkyl), $-CO(C_1\text{-}C_4$ alkyl), $-CO_2H$, $-CO_2(C_1\text{-}C_4$ alkyl), and C_1-C_4 alkoxy.

81. The compound of any one of claims 71-80, wherein:

Z^1 is –H, –F, -Cl, $-CF_3$, $-CH_3$, or –CN; and

Z^2 is –H or an optionally substituted C_1-C_6 alkyl.

82. The compound of any one of claims 71-81, wherein:

R^2 is –H; and

R^3 is –H, –F, –Cl, $–CF_3$, $-CH_3$, $-C_2H_5$, $–NH_2$, $–NH(CH_3)$, or $–N(CH_3)_2$.

83. The compound of claim 79, wherein:

Z^1 is –H, –F, -Cl, $-CF_3$, $-CH_3$, or –CN;

Z^2 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

Z^3 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl);

R^1 is –H;

R^2 is –H;

R^3 is independently –H, –Cl or –F;

R^6 and R^7 are each independently –H or $-CH_3$, or together with the carbon atoms to which they are attached they form a cyclopropane ring;

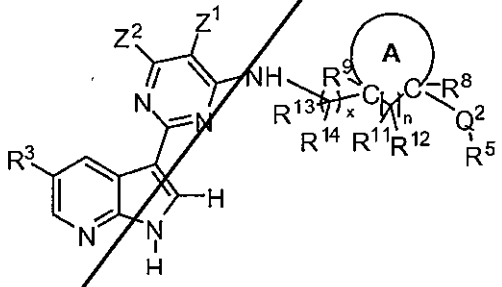
each R^8 is independently –H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), $-NH_2$, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$.

each R^9 is independently –H or $-CH_3$;

R^{11} and R^{12} are each independently –H or $-CH_3$; and

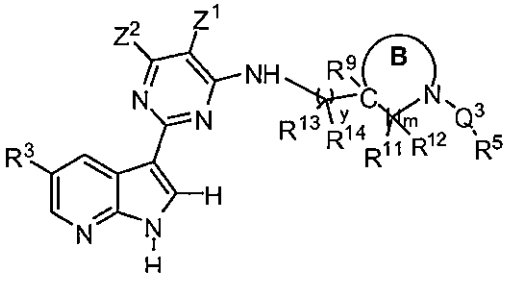
R^{13} and R^{14} are each independently –H or $-CH_3$, or together with the carbon atoms to which they are attached they form a cyclopropane ring.

84. The compound of any one of claims 71-83, wherein the compound is represented by any one of structural formulae (**II**), (**III**), (**IV**) and (**V**):

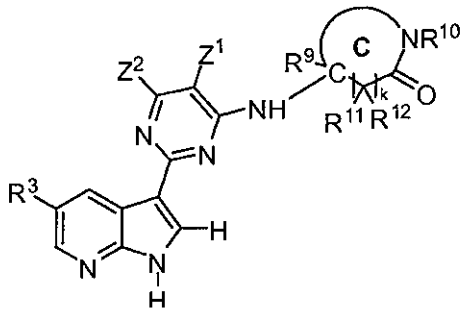


(**II**)

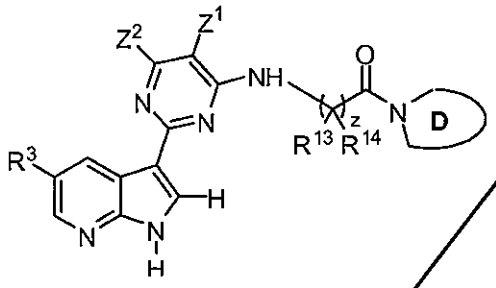
;



(**III**)



and



(IV) (V),

or a pharmaceutically acceptable salt thereof, wherein:

R^3 is –H, –F, –Cl, $–CF_3$, $–NH_2$, $–NH(CH_3)$, or $–N(CH_3)_2$;

Z^1 is –H, –F, -Cl, $–CF_3$, C_1-C_4 alkyl,$-CH_2NH_2$, $-C(O)NH_2$, $-C(O)NH(CH_3)$, $-C(O)N(CH_3)_2$, $-O(C_1$-C_4 alkyl), or –CN;

each R and R' are independently –H or C_1-C_6 alkyl;

ring **A** is an optionally substituted, C_4-C_7 non-aromatic carbocycle;

rings **B** and **C** are each independently an optionally substituted 4-7 membered non-aromatic heterocycle;

ring **D** is an optionally substituted 4-7 membered non-aromatic heterocycle;

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, oxo, and Q^1–R^5; or optionally two J^A and two J^B, respectively, together with the atom(s) to which they are attached, independently form a 5-7 membered ring that is optionally substituted with one or more instances of J^{E1} and fused to the ring to which they are attached;

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $–OR^b$, $–SR^b$, $–S(O)R^a$, $–SO_2R^a$, $–NR^bR^c$, $–C(O)R^b$, $–C(O)OR^b$, $–OC(O)R^b$, $–NRC(O)R^b$, $–C(O)NR^bR^c$, $–NRC(O)NR^bR^c$, $–NRC(O)OR^b$, $–OCONR^bR^c$, $-C(O)NRCO_2R^b$, $-NRC(O)NRC(O)OR^b$, $-C(O)NR(OR^b)$, $–SO_2NR^cR^b$, $-NRSO_2R^b$, and $-NRSO_2NR^cR^b$, or optionally, two J^{C1} and two J^{D1}, respectively, together with the atoms to which they are attached, independently form a 5-7-membered ring that is optionally substituted with one or more instances of J^{E1}, and fused to the respective ring to which they are attached;

Q^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -S(O)-, $–SO_2–$, $-SO_2NR'–$, $–NRSO_2–$, or $–NRSO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$;

Q^2 is independently bond, –O–, –S–, –NR–, –C(O)–, $–CO_2–$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, –NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2NR'$-, $-NRSO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$; and

Q^3 is independently a bond, –C(O)–, $–CO_2–$, –C(O)NR'–, $–SO_2–$, $-SO_2NR'–$, -C(O)NRC(O)O–, or $-(CR^6R^7)_p–Y^1–$;

provided that if Q^2-R^5 is $–OR^5$ or $–NR'R^5$, then ring **A** is further substituted with one or more instances of J^A other than –H; and

provided that if Q^3 is –C(O)-, then R^5 is a substituted C_1-C_6 aliphatic group; an optionally substituted C_3-C_8 non-aromatic carbocycle; an optionally substituted, 6-10-membered carbocyclic aryl group; an optionally substituted, 4-8 membered non-aromatic heterocycle; or an optionally substituted 5-10 membered heteroaryl group.

85. The compound of claim 84, wherein:

Z^1 is –H, –F, -Cl, $-CF_3$, $-CH_3$, or –CN; and

Z^2 is –H or an optionally substituted C_1-C_6 alkyl.

86. The compound of claim 85, wherein R^3 is –H, –Cl or –F.

87. The compound of claim 86, wherein:

R^6 and R^7 are each independently –H or $–CH_3$, or together with the carbon atoms to which they are attached they form a cyclopropane ring;

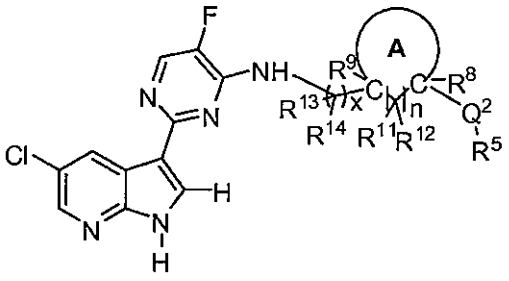
each R^8 is independently –H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, $-O(C_1–C_4$ alkyl), $–NH_2$, $–NH(C_1–C_4$ alkyl), or $–N(C_1–C_4$ alkyl)$_2$.

each R^9 is independently –H or $–CH_3$;

R^{11} and R^{12} are each independently –H or $–CH_3$; and

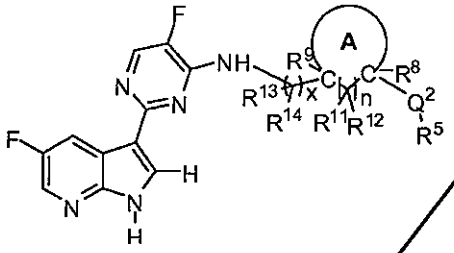
R^{13} and R^{14} are each independently –H or $–CH_3$, or optionally R^{13} and R^{14}, together with the carbon atom to which they are attached, form a cyclopropane ring.

88. The compound of any one of claims 84-87, wherein the compound is represented by structural formula (**XIA**) or (**XIB**):



(XIA)

or



(XIB)

or a pharmaceutically acceptable salt thereof, wherein:

ring **A** is a 5-7 membered non-aromatic carbocycle optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_6 alkyl, C_2-C_6 alkenyl, $-NH_2$, $-NH(C_1$-C_6 alkyl), $-N(C_1$-C_6 alkyl)$_2$, $-O(C_1$-C_6 alkyl), $-C(O)NH_2$, $-C(O)NH(C_1$-C_6 alkyl), $-C(O)N(C_1$-C_6 alkyl)$_2$, $-C(O)(C_1$-C_6-alkyl), $-OC(O)(C_1$-C_6 alkyl), $-NHC(O)(C_1$-C_6 alkyl), $-N(C_1$-C_6 alkyl)$C(O)(C_1$-C_6 alkyl), and $-CO_2R^b$; wherein each of said alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy.

89. The compound of claim 88, wherein x is 0 or 1; and n is 0 or 1.

90. The compound of claim 89, wherein Q^2 is –O–, –NH–, $-N(CH_3)$-, –C(O)–, $–CO_2–$, –C(O)NH–, $–C(O)N(CH_3)–$, $–NHC(O)–$, $–N(CH_3)C(O)–$, –NHC(O)NR'–, $–N(CH_3)C(O)NR'–$, $–NHCO_2–$, $–N(CH_3)CO_2–$, –OC(O)NR'–, $-NHSO_2–$, $-N(CH_3)SO_2–$, $-SO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$.

91. The compound of claim 90, wherein:

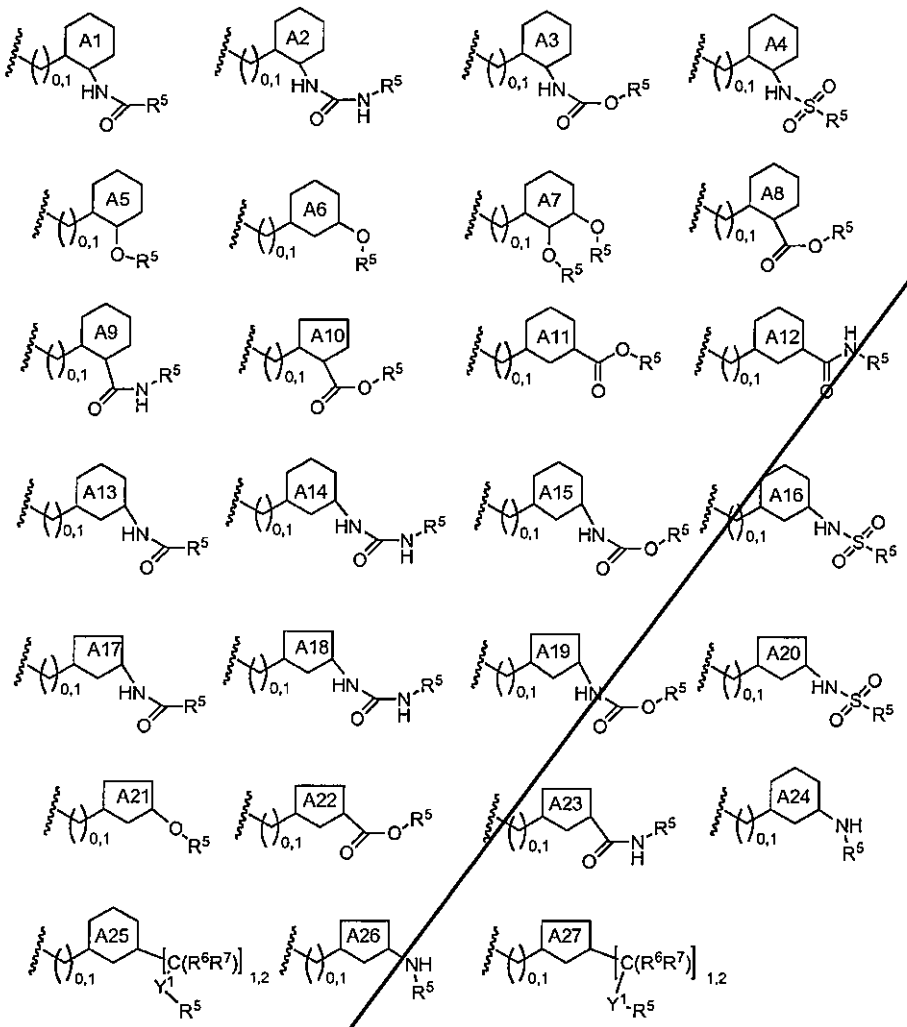
R^5 is independently i) –H; ii) a C_1-C_6-aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3–C_8 non-aromatic carbocycle optionally substituted with one or more instances of J^{C1}; iv) a phenyl group optionally substituted with one or more instances of J^{C1}; v) a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1} or vi) a 5-6 membered heteroaryl ring optionally substituted with one or more instances of J^{D1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of hhalogen, cyano, oxo, R^a, $–OR^b$, $–SR^b$, $-S(O)R^a$, $–SO_2R^a$, $–NHR^c$, $–C(O)R^b$, $–C(O)OR^b$, $–OC(O)R^b$,

$-NHC(O)R^b$, $-C(O)NHR^c$, $-NHC(O)NHR^c$, $-NHC(O)OR^b$, $-OCONHR^c$, $-NHC(O)NHC(O)OR^b$, $-N(CH_3)R^c$, $-N(CH_3)C(O)R^b$, $-C(O)N(CH_3)R^c$, $-N(CH_3)C(O)NHR^c$, $-N(CH_3)C(O)OR^b$, $-OCON(CH_3)R^c$, $-C(O)NHCO_2R^b$, $-C(O)N(CH_3)CO_2R^b$, $-N(CH_3)C(O)NHC(O)OR^b$, $-NHSO_2R^b$, $-SO_2NHR^b$, $-SO_2N(CH_3)R^b$, and $-N(CH_3)SO_2R^b$.

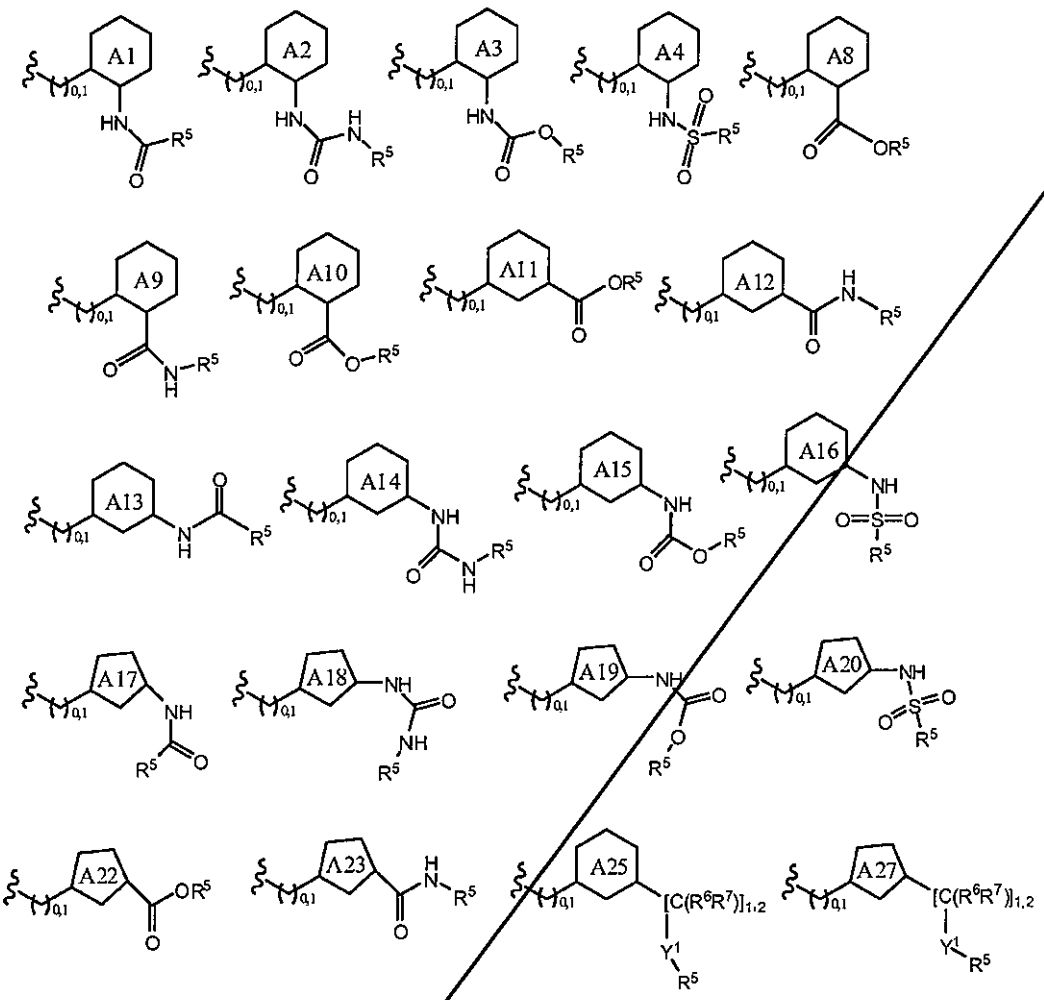
92. The compound of claim 91, wherein ring **A** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, $-O(C_1$-C_4 alkyl), $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-C(O)(C_1$-C_4 alkyl), $-OC(O)(C_1$-C_4 alkyl), $-CO_2H$, and $-CO_2(C_1$-C_4 alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy.

93. The compound any one of claims 88-92, wherein the group $-[C(R^{13}R^{14})]_x-$ring**A**$-Q^2-R^5$ is independently selected from one of the depicted below:



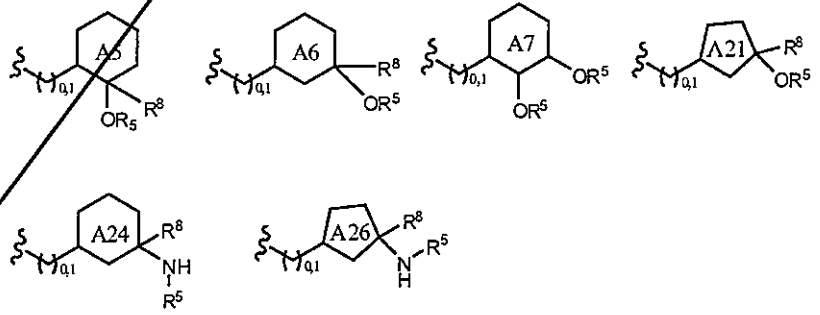
wherein each of rings **A1-A27** is independently and optionally further substituted.

94. The compound of Claim 93, wherein the group $-[C(R^{13}R^{14})]_x-ringA-Q^2-R^5$ is independently selected from one of the depicted below:



wherein each of rings **A1-A4, A7-A20, A22, A23, A25** and **A27** is independently and optionally further substituted.

95. The compound of Claim 93, wherein the group $-[C(R^{13}R^{14})]_x-ringA-Q^2-R^5$ is independently selected from one of the depicted below:



wherein:

each of rings **A5-A7, A21, A24** and **A26** is independently and optionally further substituted; and

each R^8 independently is halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl) or –N(C_1–C_4 alkyl)$_2$.

96. The compound of any one of claims 93-95, wherein each of rings **A1-A27** is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, –NH_2, –NH(C_1-C_2 alkyl), –NH(C_1-C_2 alkyl)$_2$, C_1-C_2 alkyl, C_1-C_2 haloalkyl, C_1-C_2 hydroxyalkyl, C_2-C_4 alkoxyalkyl, C_1-C_2 alkoxy, C_1-C_2 hydroxyalkoxy, C_1-C_2 haloalkoxy, C_2-C_4 alkoxyalkoxy, -CO_2H, and –CO_2(C_1-C_4 alkyl).

97. The compound of claim 96, wherein R^5 is independently:

i) –H;

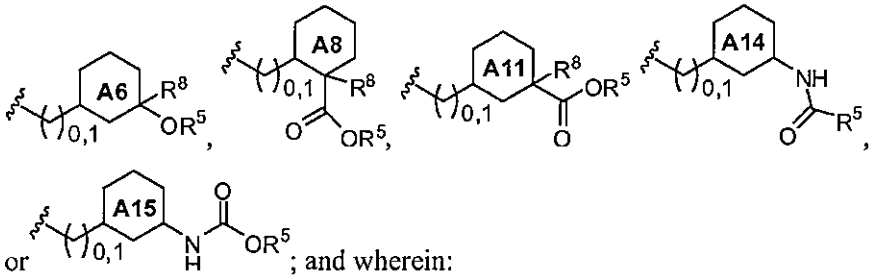
ii) a C_1-C_6-aliphatic group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl), -CO_2H, C_3-C_8 non-aromatic carbocycle, phenyl, 4-8 membered non-aromatic heterocycle, and 5-6 membered heteroaryl;

iii) a C_3–C_7 non-aromatic carbocycle, a 4-7 membered non-aromatic heterocycle, a phenyl group, or a 5-6 membered heteroaryl ring, each of which is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl), and -CO_2H;

wherein each of said alkyl groups for the substituents of R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

wherein each of said carbocycle, phenyl, heterocycle, and heteroaryl for the substituents of the C_1-C_6-aliphatic group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

98. The compound of claim 97, wherein the group $-[C(R^{13}R^{14})]_x$–ring**A**-Q^2-R^5 is



or ; and wherein:

each of rings **A6**, **A8**, **A11**, **A14** and **A15** is optionally and independently further substituted; and

each R^8 independently is halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$.

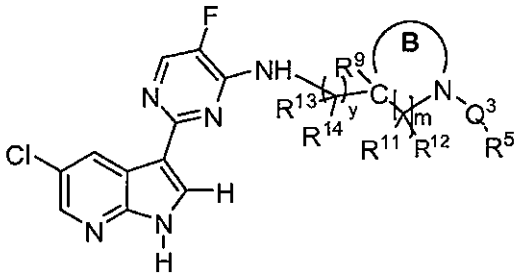
99. The compound of claim 98, wherein:

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; or iv) an optionally substituted, 4-7 membered non-aromatic heterocycle;

wherein said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy, an optionally substituted, C_3–C_7 non-aromatic carbocycle, and an optionally substituted, 4-7 membered non-aromatic heterocycle; and

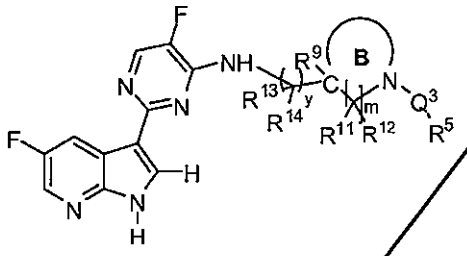
wherein each of said carbocycles and heterocycles represented by R^5 and referred to for the substituents of the C_1-C_6 alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl), and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

100. The compound of any one of claims 84-87, wherein the compound is represented by structural formula (**XIIA**) or (**XIIB**):



(XIIA)

or



(XIIB),

or a pharmaceutically acceptable salt thereof; wherein:

ring **B** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_6 alkyl, C_2-C_6 alkenyl, -NH_2, -NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), -C(O)NH_2, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), –NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl), and -CO_2R^b; wherein each of said alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OC(O)(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

101. The compound of claim 100, wherein y is 0 or 1.

102. The compound of claim 101, wherein Q^3 is independently –C(O)–, –CO_2–, –C(O)NH–, –C(O)N(CH_3)–, -C(O)NHC(O)O–, -C(O)N(CH_3)C(O)O–, -SO_2-, -SO_2NH-, -SO_2(CH_3)-, or -(CR^6R^7)$_p$-Y^1-.

103. The compound of claim 102, wherein:

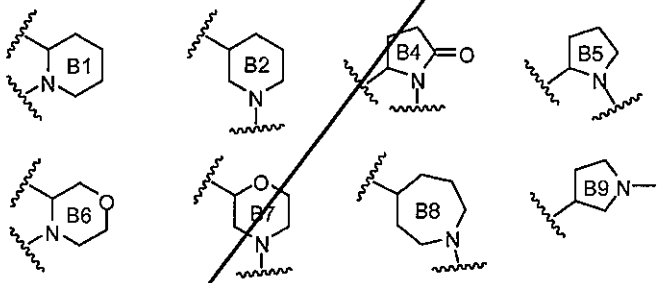
R^5 is independently i) –H; ii) a C_1-C_6-alkyl optionally substituted with one or more instances of J^{C1}; iii) a C_3–C_8 non-aromatic carbocycle optionally substituted with one or more instances of J^{C1}; iv) a phenyl group optionally substituted with one or more instances of J^{C1}; v) a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{D1} or vi) a 5-6 membered heteroaryl ring optionally substituted with one or more instances of J^{D1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of hhalogen, cyano, oxo, R^a, –OR^b, –SR^b, -S(O)R^a, –SO_2R^a, –NHR^c, –C(O)R^b, –C(O)OR^b, –OC(O)R^b, –NHC(O)R^b, –C(O)NHR^c, –NHC(O)NHR^c, –NHC(O)OR^b, –OCONHR^c,

-NHC(O)NHC(O)OR^b, –N(CH$_3$)R^c, –N(CH$_3$)C(O)R^b, –C(O)N(CH$_3$)R^c, –N(CH$_3$)C(O)NHR^c, –N(CH$_3$)C(O)OR^b, –OCON(CH$_3$)R^c, -C(O)NHCO$_2$R^b, -C(O)N(CH$_3$)CO$_2$R^b, -N(CH$_3$)C(O)NHC(O)OR^b, -NHSO$_2$R^b, -SO$_2$NHR^b, -SO$_2$N(CH$_3$)R^b, and -N(CH$_3$)SO$_2$R^b.

104. The compound of claim 103, wherein ring **B** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C$_1$-C$_4$ alkyl, -O(C$_1$-C$_4$ alkyl), –NH$_2$, –NH(C$_1$–C$_4$ alkyl), –N(C$_1$–C$_4$ alkyl)$_2$, -C(O)(C$_1$-C$_4$ alkyl), -OC(O)(C$_1$-C$_4$ alkyl), -CO$_2$H, and –CO$_2$(C$_1$-C$_4$ alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH$_2$, -NH(C$_1$-C$_4$ alkyl), -N(C$_1$-C$_4$ alkyl)$_2$, -OCO(C$_1$-C$_4$ alkyl), -CO(C$_1$-C$_4$ alkyl), -CO$_2$H, -CO$_2$(C$_1$-C$_4$ alkyl), and C$_1$-C$_4$ alkoxy.

105. The compound of any one of claims 100-104, wherein ring **B** is independently selected from:



wherein each of rings **B1**, **B2** and **B4-B9** is optionally and independently substituted.

106. The compound of claim 105, wherein each of rings **B1**, **B2** and **B4-B9** is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, –NH$_2$, –NH(C$_1$-C$_2$ alkyl), –N(C$_1$-C$_2$ alkyl)$_2$, C$_1$-C$_2$ alkyl, C$_1$-C$_2$ haloalkyl, C$_1$-C$_2$ hydroxyalkyl, C$_2$-C$_4$ alkoxyalkyl, C$_1$-C$_2$ alkoxy, C$_1$-C$_2$ hydroxyalkoxy, C$_1$-C$_2$ haloalkoxy, –CO$_2$H, and –CO$_2$(C$_1$-C$_4$ alkyl).

107. The compound of claim 106, wherein R^5 is independently:

i) –H;

ii) a C$_1$-C$_6$-aliphatic group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C$_1$-C$_4$ alkyl, -O(C$_1$–C$_4$ alkyl), –NH$_2$, –NH(C$_1$–C$_4$ alkyl), –N(C$_1$–C$_4$ alkyl)$_2$, -C(O)(C$_1$–C$_4$ alkyl), –

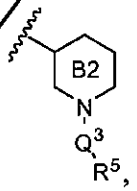
$OC(O)(C_1–C_4$ alkyl), $-C(O)O(C_1–C_4$ alkyl), $-CO_2H$, C_3-C_8 non-aromatic carbocycle, phenyl, 4-8 membered non-aromatic heterocycle, and 5-6 membered heteroaryl;

iii) a $C_3–C_7$ non-aromatic carbocycle, a 4-7 membered non-aromatic heterocycle, a phenyl group, or a 5-6 membered heteroaryl ring, each of which is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, $-O(C_1–C_4$ alkyl), $–NH_2$, $–NH(C_1–C_4$ alkyl), $–N(C_1–C_4$ alkyl)$_2$, $-C(O)(C_1–C_4$ alkyl), $–OC(O)(C_1–C_4$ alkyl), $-C(O)O(C_1–C_4$ alkyl), and $-CO_2H$;

wherein each of said alkyl groups for the substituents of R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy; and

wherein each of said carbocycle, phenyl, heterocycle, and heteroaryl for the substituents of the C_1-C_6-aliphatic group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy.

108. The compound of claim 107, wherein the group (ring **B**)-Q^3-R^5 is



wherein:

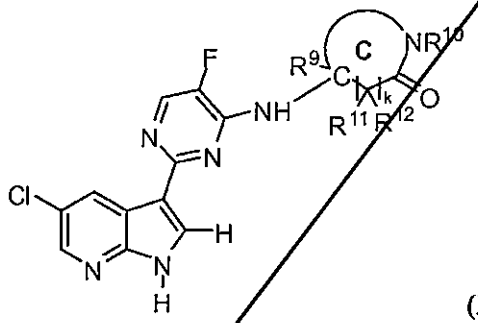
ring **B2** is optionally and independently further substituted; and

R^5 is: i) –H; ii) an optionally substituted $C_1–C_6$ alkyl group; iii) an optionally substituted, $C_3–C_7$ non-aromatic carbocycle; or iv) an optionally substituted, 4-7 membered non-aromatic heterocycle;

wherein said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), C_1-C_4 alkoxy, an optionally substituted, $C_3–C_7$ non-aromatic carbocycle, and an optionally substituted, 4-7 membered non-aromatic heterocycle; and

wherein each of said carbocycles and heterocycles represented by R^5, and referred to for the substituents of the C_1–C_6 alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl), and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

109. The compound of any one of claims 84-87, wherein the compound is represented by structural formula (**XIII**):



(XIII),

or a pharmaceutically acceptable salt thereof, wherein:

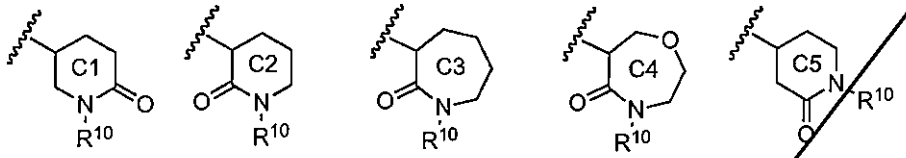
ring **C** is a 5-6 membered non-aromatic heterocycle optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, -NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), –C(O)NH_2, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), –NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl), and -CO_2R^b; wherein each of said alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

110. The compound of claim 109, wherein R^{10} is –H or C_1-C_6-alkyl.

111. The compound of claim 110, wherein ring **C** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_4 alkyl, -O(C_1-C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$,

-C(O)(C_1-C_4 alkyl), -CO_2H, and –CO_2(C_1-C_4 alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

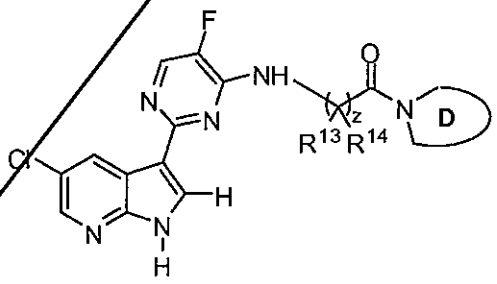
112. The compound of any one of claims 109-111, wherein ring **C** is independently selected from:



wherein each of rings **C1-C5** is optionally and independently substituted.

113. The compound of claim 112, wherein each of rings **C1-C5** is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, –NH_2, –NH(C_1-C_2 alkyl), –NH(C_1-C_2 alkyl)$_2$, C_1-C_2 alkyl, C_1-C_2 haloalkyl, C_1-C_2 hydroxyalkyl, C_2-C_4 alkoxyalkyl, C_1-C_2 alkoxy, C_1-C_2 hydroxyalkoxy, C_1-C_2 haloalkoxy, C_2-C_4 alkoxyalkoxy, –CO_2H, and –CO_2(C_1-C_4 alkyl).

114. The compound of any one of claims 84-87, wherein the compound is represented by the following structural formula (**XIV**):



(**XIV**),

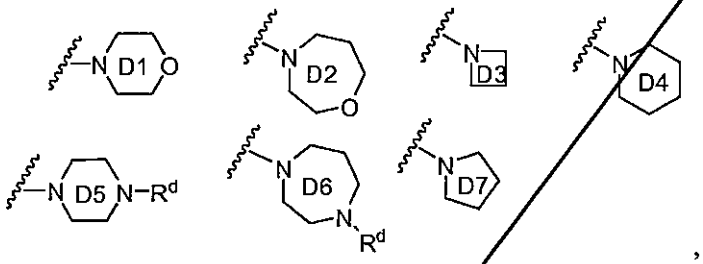
or a pharmaceutically acceptable salt thereof, wherein:

ring **D** is optionally further substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_6 alkyl, C_2-C_6 alkenyl, -NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), –C(O)NH_2, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), –NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl), and -CO_2R^b; wherein each of said

alkyl and alkenyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-OCO(C_1-C_4$ alkyl), $-CO(C_1-C_4$ alkyl), $-CO_2H$, $-CO_2(C_1-C_4$ alkyl), and C_1-C_4 alkoxy.

115. The compound of claim 114, wherein z is 1.

116. The compound of claim 114 or 115, wherein ring **D** is independently selected from the group consisting of

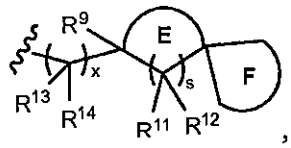


,

wherein:

each of rings **D1-D7** is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, $-O(C_1-C_4$ alkyl), $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-C(O)(C_1-C_4$ alkyl), $-CO_2H$ and $-CO_2(C_1-C_4$ alkyl), wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-OCO(C_1-C_4$ alkyl), $-CO(C_1-C_4$ alkyl), $-CO_2H$, $-CO_2(C_1-C_4$ alkyl), and C_1-C_4 alkoxy; and

each R^d is independently $-H$, C_1-C_6 alkyl or $-C(O)(C_1-C_6$ alkyl), wherein each of said alkyl moiety is optionally and independently substituted with one or more groups selected from halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1-C_4$ alkyl), $-N(C_1-C_4$ alkyl)$_2$, $-OCO(C_1-C_4$ alkyl), $-CO(C_1-C_4$ alkyl), $-CO_2H$, $-CO_2(C_1-C_4$ alkyl), and C_1-C_4 alkoxy.

117. The compound of any one of claims 71-83, wherein R^4 is: 

,

wherein:

ring **E** is a C_4-C_{10} non-aromatic carbocycle optionally further substituted with one or more instances of J^A;

rings **F** is a 4-8 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1};

R^9 is independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 carboxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy;

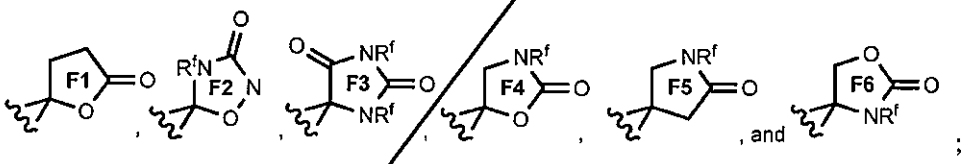
R^{11}, R^{12}, R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14}, together with the carbon atom to which they are attached, form a cyclopropane ring, optionally substituted with one or more instances of methyl;

s is 0, 1 or 2; and

x is 0, 1 or 2.

118. The compound of claim 117, wherein ring **F** is selected from any one of rings **F1**-**F6**:



each of rings **F1**-**F6** optionally and independently substituted; and

each R^f is independently –H or C_1-C_6 alkyl optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy and C_2-C_6 alkoxyalkoxy.

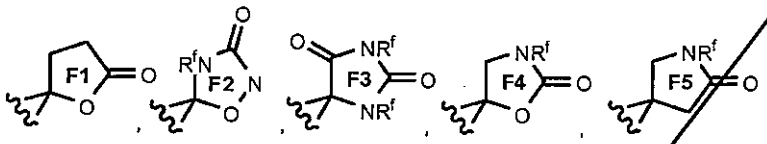
119. The compound of claim 118, wherein each rings **F1**-**F6** are independnetly and optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, C_1-C_4 alkoxy, and C_1-C_4 alkyl optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl).

120. The compound of any one of claims 117-119, wherein:

R^9 is independently -H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$; and

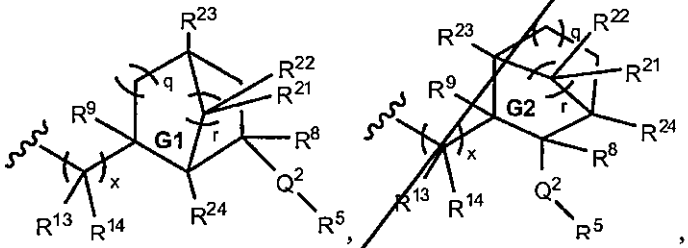
ring **E** is a C_4-C_8 non-aromatic carbocycle optionally further substituted with one or more instances of J^A.

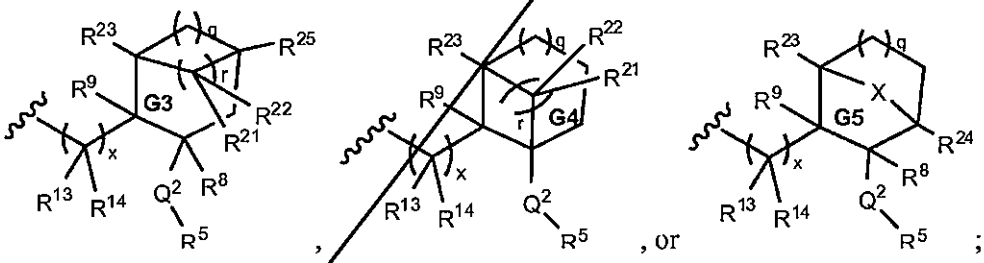
121. The compound of claim 120, wherein ring **F** is selected from any one of rings **F1-F5**:



wherein each of rings **F1-F5** optionally and independently substituted.

122. The compound of any one of claims 71-83, wherein R^4 is:





each of rings **G1-G4** is independently a 5-10 membered non-aromatic bridged carbocycle optionally further substituted with one or more instances of J^A, and ring **G5** is a 5-10 membered non-aromatic bridged heterocycle optionally further substituted with one or more instances of J^B;

X is -O-, -S-, or -NR^g-;

R^8 and R^9 are each independently –H, halogen, cyano, hydroxy, amino, carboxy, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 cyanoalkyl, C_2-C_6 alkoxyalkyl, C_1-C_6 aminoalkyl, C_1-C_6 hydroxyalkyl, C_1-C_6 carboxyalkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, or C_2-C_6 alkoxyalkoxy;

R^{13} and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen,

cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

optionally, R^{13} and R^{14}, together with the carbon atom to which they are attached, form a cyclopropane ring, optionally substituted with one or more instances of methyl;

R^{21}, R^{22}, R^{23}, R^{24}, and R^{25} are each independently –H, halogen, -OH, C_1-C_6 alkoxy, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

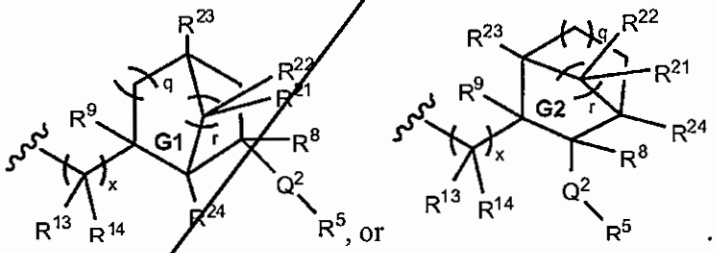
R^g is -H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy;

q is 0, 1 or 2;

x is 0, 1 or 2; and

r is 1 or 2.

123. The compound of claim 122, wherein R^4 is:



.

124. The compound of claim 123, wherein:

each of R^8 and R^9 is independently -H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), or –N(C_1–C_4 alkyl)$_2$; and

R^{21}, R^{22}, R^{23}, and R^{24} are each independently –H, halogen, -OH, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy.

125. The compound of any one of claims 122-124, wherein:

Q^2 is independently a bond, –O–, –S–, –NR–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2NR'$-, $-NRSO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$.

126. The compound of any one of claims 122-124, wherein:

Q^2 is independently –O–, $–CO_2–$, –OC(O)–, –C(O)NR–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, $-CO_2SO_2$-, $-P(O)_2O$-, or $-(CR^6R^7)_p–Y^1–$.

127. The compound of claim 126, wherein Q^2 is independently –O– or $–CO_2–$.

128. The compound of any one of claims 117-127, wherein:

Q^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2NR'$-, $-NRSO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$; and

Y^1 is independently a bond, –O–, –S–, –NR'–, –C(O)–, -C(=NR)-, $–CO_2–$, –OC(O)–, –C(O)NR'–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, –OC(O)NR'–, -S(O)-, $–SO_2–$, $-SO_2NR'$–, $–NRSO_2–$, or $-NRSO_2NR'$-.

129. The compound of claim 128, wherein:

Q^1 is independently a bond, –O–, –S–, –NR–, –C(O)–, $–CO_2–$, –OC(O)–, –C(O)NR–, -C(O)NRC(O)O–, -NRC(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, –OC(O)NR–, -S(O)-, $–SO_2–$, $–N(R)SO_2–$, $–SO_2NR'$-, $-NRSO_2NR'$-, or $-(CR^6R^7)_p–Y^1–$; and

Y^1 is independently –O–, $–CO_2–$, –OC(O)–, –C(O)NR–, –NRC(O)–, –NRC(O)NR–, $–NRCO_2–$, or –OC(O)NR–.

130. The compound of any one of claims 117-129, wherein:

R^5 is independently i) –H; ii) a C_1-C_6-aliphatic group optionally substituted with one or more instances of J^{C1}; iii) a C_3–C_8 non-aromatic carbocycle optionally substituted with one or more instances of J^{C1}; iv) a phenyl group optionally substituted with one or more instances of J^{C1}; v) a 4-8 membered non-aromatic heterocycle optionally substituted with one or more

instances of J^{D1} or vi) a 5-6 membered heteroaryl ring optionally substituted with one or more instances of J^{D1}; and

each of J^{C1} and J^{D1} is independently selected from the group consisting of halogen, cyano, oxo, R^a, $-OR^b$, $-SR^b$, $-S(O)R^a$, $-SO_2R^a$, $-NHR^c$, $-C(O)R^b$, $-C(O)OR^b$, $-OC(O)R^b$, $-NHC(O)R^b$, $-C(O)NHR^c$, $-NHC(O)NHR^c$, $-NHC(O)OR^b$, $-OCONHR^c$, $-NHC(O)NHC(O)OR^b$, $-N(CH_3)R^c$, $-N(CH_3)C(O)R^b$, $-C(O)N(CH_3)R^c$, $-N(CH_3)C(O)NHR^c$, $-N(CH_3)C(O)OR^b$, $-OCON(CH_3)R^c$, $-C(O)NHCO_2R^b$, $-C(O)N(CH_3)CO_2R^b$, $-N(CH_3)C(O)NHC(O)OR^b$, $-NHSO_2R^b$, $-SO_2NHR^b$, $-SO_2N(CH_3)R^b$, and $-N(CH_3)SO_2R^b$.

131. The compound of any one of claims 117-129, wherein:

R^1 is –H;

R^2 is –H, $–CH_3$, $-CH_2OH$, or $-NH_2$;

R^3 is –H, –F, –Cl, C_{1-4} alkyl, or C_{1-4} haloalkyl;

Z^1 is –H, –F, or -Cl;

Z^2 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and $-O(C_1$-C_4 alkyl);

Z^3 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and $-O(C_1$-C_4 alkyl);

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; or iv) an optionally substituted, 4-7 membered non-aromatic heterocycle; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle; and

said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, $-NH_2$, $-NH(C_1$-C_4 alkyl), $-N(C_1$-C_4 alkyl)$_2$, $-OCO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), $-CO_2H$, $-CO_2(C_1$-C_4 alkyl), C_1-C_4 alkoxy, a C_3–C_7 non-aromatic carbocycle optionally substituted with one or more instances of J^{E1}, a 4-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1}; and a phenyl optionally substituted with one or more instances of J^{E1}; and

wherein each of said carbocycles and heterocycles represented by R^5, and referred to for the substituents of the C_1–C_6 alkyl group represented by R^5 is independently and

optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl) and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

132. The compound of any one of claims 117-129, wherein:

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; or iv) an optionally substituted, 4-7 membered non-aromatic heterocycle; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle; and

said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), C_1-C_4 alkoxy, an optionally substituted C_3–C_7 non-aromatic carbocycle, and an optionally substituted 4-7 membered non-aromatic heterocycle; and

wherein each of said carbocycles and heterocycles represented by R^5, and referred to for the substituents of the C_1–C_6 alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl) and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

133. The compound of any one of claims 117-129, wherein:

R^1 is –H;

R^2 is –H or -CH_2OH;

R^3 is –H, –F, or –Cl;

Z^1 is –H, –F, or -Cl;

Z^2 is –H;

Z^3 is –H;

R^5 is independently: i) –H or ii) a C_1-C_6-alkyl group optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -O(C_1–C_4 alkyl), –NH_2, –NH(C_1–C_4 alkyl), –N(C_1–C_4 alkyl)$_2$, -C(O)(C_1–C_4 alkyl), –OC(O)(C_1–C_4 alkyl), -C(O)O(C_1–C_4 alkyl), -CO_2H, C_3-C_8 non-aromatic carbocycle, 4-8 membered non-aromatic heterocycle, phenyl, and 5-6 membered heteroaryl;

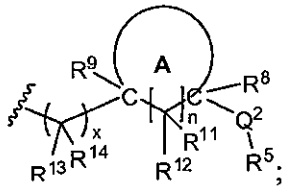
wherein each of said alkyl groups referred to in the substituents of the C_1-C_6-alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy; and

wherein each of said carbocycle, phenyl, heterocycle, and heteroaryl referred to in the substituents of the C_1-C_6-alkyl group represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

134. The compound of any one of claims 117-133, wherein each of J^A and J^B is selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, -NH_2, –NH(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), -C(O)NH_2, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, -C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), –NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl), and -CO_2R^b; wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), and C_1-C_4 alkoxy.

135. The compound of claim 134, wherein each of J^A and J^B is selected from the group consisting of halogen, cyano, hydroxy, -NH_2, -NH(C_1-C_4 alkyl), -N(C_1-C_4 alkyl)$_2$, -OCO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -CO_2H, -CO_2(C_1-C_4 alkyl), C_1-C_4 alkoxy, and C_1-C_4 alkyl optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, and -O(C_1-C_4 alkyl).

136. The compound of any one of claims 71-83, wherein:

R^4 is: ;

ring **A** is a non-aromatic, 5-10 membered, bridged carbocylce or heterocycle, or ring **A** and R^8 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring **A** and R^9 optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, or ring **A** and R^{11} optionally form a non-aromatic, 5-10 membered, bridged carbocycle or heterocycle, wherein each of said carbocycle is independently and optionally substituted with one or more instances of J^A and wherein each carbocycle is independently and optionally substituted with one or more instances of J^B;

R^1 is –H;

R^2 is –H, $–CH_3$, $-CH_2OH$, or $-NH_2$;

R^3 is –H, –F, –Cl, C_{1-4} alkyl, or C_{1-4} haloalkyl;

Z^1 is –H, –F, or -Cl;

Z^2 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and $-O(C_1$-C_4 alkyl);

Z^3 is –H or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, and $-O(C_1$-C_4 alkyl);

Q^2 is independently –O–, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -P(O)(OR)O-, $-OP(O)(OR^a)O-$, $-P(O)_2O-$, $-CO_2SO_2-$, or $-(CR^6R^7)_p–Y^1–$;

Y^1 is –O–, $–CO_2–$, –OC(O)–, –C(O)NR'–, –C(O)NRC(O)O–, –NRC(O)–, –NRC(O)NR'–, $–NRCO_2–$, -OC(O)NR'–, -P(O)(OR)O-, $-OP(O)(OR^a)O-$, $-P(O)_2O-$, or $-CO_2SO_2-$;

R^5 is: i) –H; ii) an optionally substituted C_1–C_6 alkyl group; iii) an optionally substituted, C_3–C_7 non-aromatic carbocycle; iv) an optionally substituted, 4-7 membered non-aromatic heterocycle; v))an optionally substituted phenyl group; vi) an optionally substituted 5-6 membered heteroaryl ring; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle; and

said alkyl group represented by R^5 is optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy,

oxo, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), C_1-C_4 alkoxy, -$NRCO(C_1$-C_4 alkyl), -$CONR(C_1$-C_4 alkyl), -$NRCO_2(C_1$-C_4 alkyl), a C_3–C_7 non-aromatic carbocycle optionally substituted with one or more instances of J^{E1}, a 4-7 membered non-aromatic heterocycle optionally substituted with one or more instances of J^{E1}; and a phenyl optionally substituted with one or more instances of J^{E1};

wherein each of said carbocycle, heterocycle, phenyl and heteroary represented by R^5 is independently and optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1-C_4 alkyl, -$O(C_1$–C_4 alkyl), –NH_2, –$NH(C_1$–C_4 alkyl), –$N(C_1$–C_4 alkyl)$_2$, -$C(O)(C_1$–C_4 alkyl), –$OC(O)(C_1$–C_4 alkyl), -$C(O)O(C_1$–C_4 alkyl) and -CO_2H, wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy;

each of R^8 and R^9 is independently -H, halogen, cyano, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, -$O(C_1$–C_4 alkyl), –NH_2, –$NH(C_1$–C_4 alkyl), or –$N(C_1$–C_4 alkyl)$_2$;

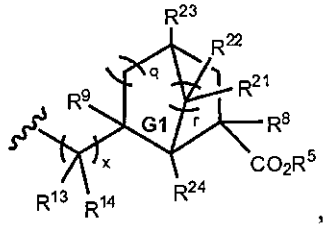
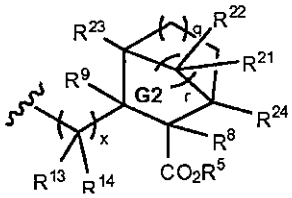
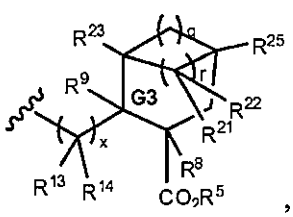
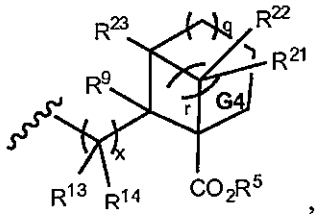
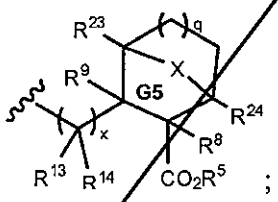
R^{11}, R^{12}, R^{13}, and R^{14} are each independently –H, halogen, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, and C_1-C_6 alkoxy; and

each of J^A and J^B is independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, -NH_2, –$NH(C_1$-C_6 alkyl), -$N(C_1$-C_6 alkyl)$_2$, -$O(C_1$-C_6 alkyl), -$C(O)NH_2$, -$C(O)NH(C_1$-C_6 alkyl), –$C(O)N(C_1$-C_6 alkyl)$_2$, -$C(O)(C_1$-C_6-alkyl), –$OC(O)(C_1$-C_6 alkyl), -$NHC(O)(C_1$-C_6 alkyl), -$N(C_1$-C_6 alkyl)$C(O)(C_1$-C_6 alkyl), and -CO_2R^b; wherein each of said alkyl groups is optionally and independently substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, -NH_2, -$NH(C_1$-C_4 alkyl), -$N(C_1$-C_4 alkyl)$_2$, -$OCO(C_1$-C_4 alkyl), -$CO(C_1$-C_4 alkyl), -CO_2H, -$CO_2(C_1$-C_4 alkyl), and C_1-C_4 alkoxy; and

n is 0 or 1;

x is 0 or 1.

137. Thecompound of claim 136, wherein:

R^4 is:  ,  ,  ,  , or  ;

each of rings **G1-G4** is independently a 5-10 membered non-aromatic bridged carbocycle optionally further substituted with one or more instances of J^A, and ring **G5** is a 5-10 membered non-aromatic bridged heterocycle optionally further substituted with one or more instances of J^B;

X is -O-, -S-, or -NR^g-;

R^{21}, R^{22}, R^{23}, R^{24}, and R^{25} are each independently –H, halogen, -OH, C_1-C_6 alkoxy, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1-C_6 alkyl, -NH_2, –NH(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), -C(O)NH_2, -C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, -C(O)(C_1-C_6-alkyl), –OC(O)(C_1-C_6 alkyl), -NHC(O)(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)C(O)(C_1-C_6 alkyl);

R^g is -H or C_1-C_6 alkyl ptionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, oxo, hydroxy, oxo, amino, carboxy, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, C_1-C_6 aminoalkoxy, C_1-C_6 cyanoalkoxy, C_1-C_6 hydroxyalkoxy, and C_2-C_6 alkoxyalkoxy; and

q is 0, 1 or 2; and

r is 1 or 2.

138. The compound of claim 137, wherein:

R^1 is –H;

R^2 is –H;

R^3 is –H, –F, or–Cl;

Z^1 is –H, –F, or -Cl;

Z^2 is –H;

Z^3 is –H;

X is -O-;

R^5 is –H, an optionally substituted C_1–C_6 alkyl, or optionally substituted phenyl;

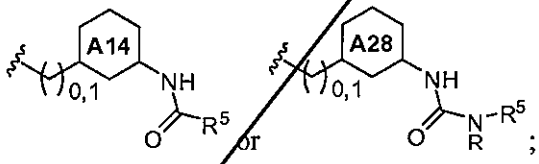
each R^8 is independently -H, halogen, hydroxy, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 hydroxyalkyl, C_2-C_4 alkoxyalkyl, or -O(C_1–C_4 alkyl);

each of R^9, R^{13}, and R^{14} is independently -H or C_1-C_4 alkyl;

R^{21}, R^{22}, R^{23}, R^{24}, and R^{25} are each independently –H, halogen, -OH, C_1-C_6 alkoxy, or C_1-C_6 alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6 alkyl, and -O(C_1-C_6 alkyl); and

each rings **G1**-**G5** are independently and optionally substituted with one or more substituents selected from the group consisting of halogen, cyano, hydroxy, -NH_2, –NH(C_1-C_6 alkyl), -N(C_1-C_6 alkyl)$_2$, -O(C_1-C_6 alkyl), C_1-C_4 alkyl that is optionally substituted with one or more substituents selected from the group consisting of halogen, hydroxy, and C_1-C_4 alkoxy.

139. The compound of claim 88, wherein the group –[$C(R^{13}R^{14})]_x$–ring**A**-Q^2-R^5 is independently:



; wherein:

each of rings **A14** and **A28** is optionally and independently further substituted; and

R^5 is an optionally substituted C_1–C_6 alkyl group; an optionally substituted, C_3–C_7 non-aromatic carbocycle; or an optionally substituted, 4-7 membered non-aromatic heterocycle; or optionally, together with R and the nitrogen atom to which it is attached, form a 5-7 membered, optionally substituted non-aromatic heterocycle.

140. The compound of any one of claims 71-87, wherein x is 0 or 1; and y is 0 or 1.

141. The compound of any one of claims 117-135, wherein x is 0 or 1.

142. The compound of any one of claims 71-82, wherein R^3 is methyl or ethyl.

143. The compound of claim 71, wherein the compound is selected from any of the structures depicted in FIG. 3, FIG. 4, FIG. 5, and FIG. 6, or a pharmaceutically acceptable salt thereof.

144. A compound selected from any of the structures depicted in FIG. 7 or a pharmaceutically acceptable salt thereof.

145. A pharmaceutical composition, comprising an effective amount of a compound according to any one of claims 71 to 144, or a pharmaceutically acceptable salt of the same, and a pharmaceutically acceptable carrier, adjuvant or vehicle.

146. The pharmaceutical composition of claim 145, additionally comprising a therapeutic agent selected from an antiviral agent or a vaccine.

147. The method of any one of claims 1-6, wherein t is 0 or 1; and j is 0 or 1.

148. The method of any one of claims 7-28, wherein x is 0 or 1; and y is 0 or 1.

149. The method of any one of claims 46-64, wherein x is 0 or 1.

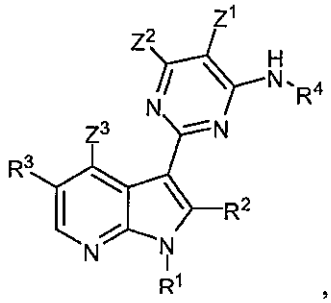
150. The method of any one of claims 1-13, wherein R^3 is methyl or ethyl.

151. The method of claim 1, wherein the compound is selected from the compounds depicted in FIG. 3, FIG. 4, FIG. 5, FIG. 6, FIG. 7, and FIG. 8, or a pharmaceutically acceptable salt thereof.

152. A method of reducing the amount of influenza viruses in a biological sample or in a patient, comprising administering to said biological sample or patient an effective amount of a compound as described in any one of claims 1-70 and 147-151, or a combination of said compounds thereof.

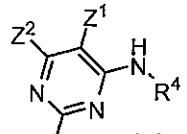
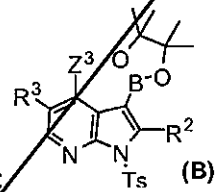
153. A method of treating influenza in a patient, comprising administering to said patient an effective amount of a compound as described in any one of claims 1-70 and 147-151, or a combination of said compounds thereof.

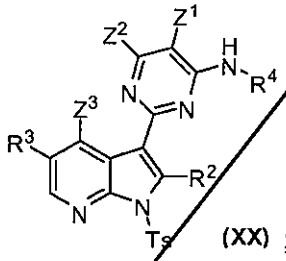
154. A method preparing a compound represented by Structural Formula (**IA**):



,

or a pharmaceutically acceptable salt thereof, comprising the step of:

i) reacting compound **A:**  **(A)** with compound **B**:  **(B)** to form a compound represented by Structural Formula (**XX**):



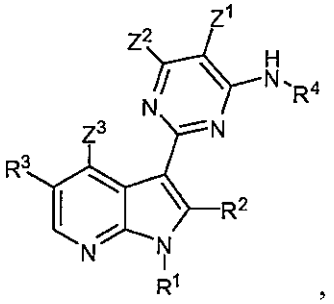
(XX) ; and

ii) optionally deprotecting the Ts group of the compound of Structural Formula (**XX**) to form the compound of Structural Formula (**IA**),wherein:

the variables of Structural Formulae (**IA**) and (**XX**), and compounds (**A**) and (**B**) are independently as defined in any one of claims 71-143; and

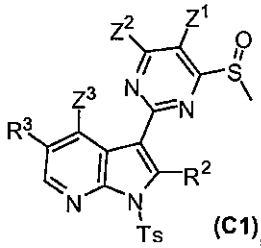
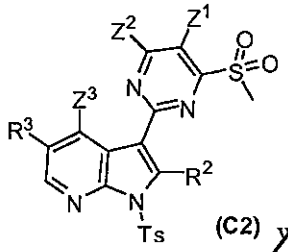
Ts is tosyl.

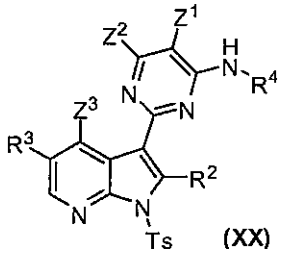
155. A method preparing a compound represented by Structural Formula (**IA**):



,

or a pharmaceutically acceptable salt thereof, comprising the step of:

i) reacting compound **C1** or **C2:**  **(C1)**, or  **(C2)** with NH_2R^4 to form a compound represented by Structural Formula (**XX**):

 **(XX)** ; and

ii) optionally deprotecting the Ts group of the compound of Structural Formula (**XX**) to form the compound of Structural Formula (**IA**),wherein:

the variables of Structural Formulae (**IA**) and (**XX**), and compounds (**C1**) and (**C2**) are independently as defined in any one of claims 71-143; and

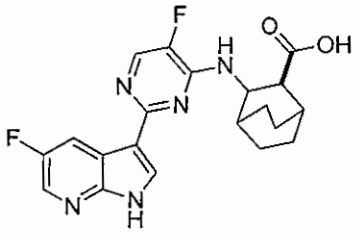
Ts is tosyl.

156. The method of claim 154 or 155, further comprising the deprotection steo, and wherein R^1 of Structural Formula (**IA**) is -H.

CLAIMS

What is claimed is:

1. A compound of the formula:



or a pharmaceutically acceptable salt thereof.

2. A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier, adjuvant, or vehicle.