

COMPOUNDS AND USES THEREOF FOR THE MODULATION OF HEMOGLOBIN

FIELD OF THE INVENTION

[0001] This invention provides compounds and pharmaceutical compositions suitable as allosteric modulators of hemoglobin, methods and intermediates for their preparation, and methods for their use in treating disorders mediated by hemoglobin and disorders that would benefit from tissue and/or cellular oxygenation.

STATE OF THE ART

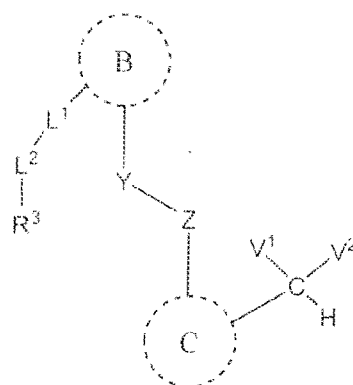
[0002] Sickle cell disease is a disorder of the red blood cells, found particularly among those of African and Mediterranean descent. The basis for sickle cell disease is found in sickle hemoglobin (HbS), which contains a point mutation relative to the prevalent peptide sequence of hemoglobin (Hb).

[0003] Hemoglobin (Hb) transports oxygen molecules from the lungs to various tissues and organs throughout the body. Hemoglobin binds and releases oxygen through conformational changes. Sickle hemoglobin (HbS) contains a point mutation where glutamic acid is replaced with valine, allowing HbS to become susceptible to polymerization to give the HbS containing red blood cells their characteristic sickle shape. The sickled cells are also more rigid than normal red blood cells, and their lack of flexibility can lead to blockage of blood vessels. US 7,160,910 discloses compounds that are allosteric modulators of hemoglobin. However, a need exists for additional therapeutics that can treat disorders that are mediated by Hb or by abnormal Hb such as HbS.

SUMMARY OF THE INVENTION

[0004] This invention relates generally to compounds and pharmaceutical compositions suitable as allosteric modulators of hemoglobin. In some aspects, this invention relates to methods for treating disorders mediated by hemoglobin and disorders that would benefit from tissue and/or cellular oxygenation.

[0005] In certain aspects of the invention, a compound of Formula (A) is provided:



(A)

or a tautomer thereof, or pharmaceutically acceptable salt of each of thereof or a pharmaceutically acceptable salt thereof, wherein

L^1 is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$; wherein each R^{70} , R^{71} , and R^{72}

independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

L^2 is $C=O$ or SO_2 ;

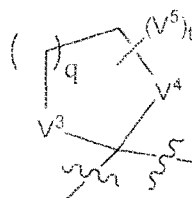
each Y and Z is independently $CR^{10}R^{11}$, O, S, SO, SO_2 , or NR^{10} ; each R^{10} and R^{11}

independently is hydrogen or C_1 - C_3 alkyl optionally substituted with 1-3 halo, OH, or C_1 - C_6 alkoxy, or $CR^{10}R^{11}$ is $C=O$, provided that if one of Y and Z is O, S, SO, SO_2 , then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-L^1L^2R^3$;

wherein Z and $-CV^1V^2H$ are joined to adjacent atoms on ring C;

V^1 and V^2 independently are C_1 - C_6 alkoxy; or V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:



wherein each V^3 and V^4 are independently O, S, or NH, provided that when one of V^3 and V^4 is S, the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently C_1 - C_6 alkyl or CO_2R^{60} , where each R^{60}

independently is C₁-C₆ alkyl or hydrogen; t is 0, 1, 2, or 4; or CV¹V² is C=V,
wherein V is O, NOR⁸⁰, or NNR⁸¹R⁸²;

R⁸⁰ is optionally substituted C₁-C₆ alkyl;

R⁸¹ and R⁸² independently are selected from the group consisting of hydrogen;
optionally substituted C₁-C₆ alkyl, COR⁸³ and CO₂R⁸⁴;

R⁸³ is hydrogen or optionally substituted C₁-C₆ alkyl; and

R⁸⁴ is optionally substituted C₁-C₆ alkyl.

and R³, B, and C are defined as follows.

[0006] In one instance,

R³ is C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkoxy, or -NR¹R²;

each R¹ and R² independently is hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₆-C₁₀ aryl, 4-10 membered heterocycle or 5-10 membered heteroaryl, each containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each alkyl, cycloalkyl, heterocycle, aryl or heteroaryl is optionally substituted, or R¹ and R² together with the nitrogen atom they are attached to form an optionally substituted 4-7 membered heterocycle;

ring B is a optionally substituted C₆-C₁₀ aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N, or optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; and

ring C is a optionally substituted C₆-C₁₀ aryl or optionally substituted 5-10 membered heteroaryl containing 1-3 nitrogen atoms, or an oxidized form of N, wherein certain preferred substituents include OH, halo, C₁-C₆ alkoxy, C₃-C₆ cycloalkoxy or O-R, where R is a prodrug moiety, wherein the C₁-C₆ alkoxy is optionally substituted with 1-5 halo;

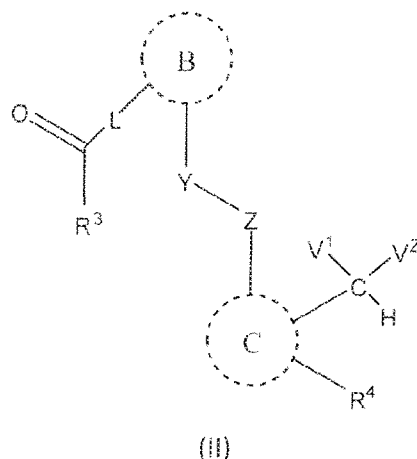
[0007] In another instance,

R³ is C₆-C₁₀ aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C₁-C₆ alkyl;

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

ring C is C₆-C₁₀ aryl or a 5-10 membered heteroaryl containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, -OR¹⁹, C₁-C₆ alkyl, and/or C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo, C₁-C₆ alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein certain preferred substituents include OH, halo, C₁-C₆ alkoxy, C₃-C₆ cycloalkoxy or O-R, where R is a prodrug moiety, wherein the C₁-C₆ alkoxy is optionally substituted with 1-5 halo;; and R¹⁹ is hydrogen or a prodrug moiety R.

[0008] In certain aspects of the invention, a compound of Formula (II) is provided:



or a tautomer thereof, or pharmaceutically acceptable salt of each of thereof, wherein

R³ is C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkoxy, or -NR¹R²;

each R¹ and R² independently is hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₆-C₁₀ aryl, 4-10 membered heterocycle or 5-10 membered heteroaryl, each containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each alkyl,

cycloalkyl, heterocycle, aryl or heteroaryl is optionally substituted, or R^1 and R^2 together with the nitrogen atom they are attached to form an optionally substituted 4-7 membered heterocycle;

L is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$; wherein each R^{70} , R^{71} , and R^{72} independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

ring B is a optionally substituted C_6 - C_{10} aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N, or optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

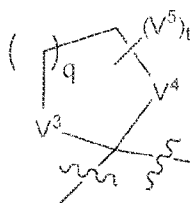
each Y and Z is independently $CR^{10}R^{11}$, O, S, SO, SO_2 , or NR^{10} ; each R^{10} and R^{11} independently is hydrogen or C_1 - C_3 alkyl optionally substituted with 1-3 halo, OH, or C_1 - C_6 alkoxy, or $CR^{10}R^{11}$ is $C=O$, provided that if one of Y and Z is O, S, SO, SO_2 , then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-LCOR^3$;

ring C is a optionally substituted C_6 - C_{10} aryl or optionally substituted 5-10 membered heteroaryl containing 1-3 nitrogen atoms, or an oxidized form of N;

wherein Z and $-CV^1V^2H$ are joined to adjacent atoms on ring C;

V^1 and V^2 independently are C_1 - C_6 alkoxy; or V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:



wherein each V^3 and V^4 are independently O, S, or NH, provided that when one of V^3 and V^4 is S, the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently C_1 - C_6 alkyl or CO_2R^{60} , where each R^{60} independently is C_1 - C_6 alkyl or hydrogen; t is 0, 1, 2, or 4; or CV^1V^2 is $C=V$, wherein V is O, NOR^{80} , or $NNR^{81}R^{82}$;

R^4 is OH, halo, C_1 - C_6 alkoxy, C_3 - C_6 cycloalkoxy or O-R, where R is a prodrug moiety,

wherein the C_1 - C_6 alkoxy is optionally substituted with 1-5 halo;

R^{80} is optionally substituted C_1 - C_6 alkyl;

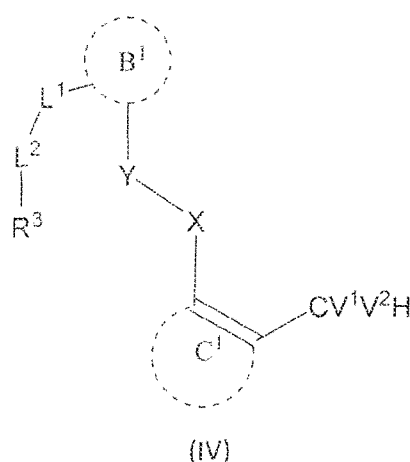
R^{81} and R^{82} independently are selected from the group consisting of hydrogen;

optionally substituted C_1 - C_6 alkyl, COR^{83} and CO_2R^{84} ;

R^{83} is hydrogen or optionally substituted C_1 - C_6 alkyl; and

R^{84} is optionally substituted C_1 - C_6 alkyl.

[0009] In certain aspects of the invention, a compound of formula (IV) is provided:



wherein

R^3 is C_6 - C_{10} aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected

from the group consisting of O, N, S, and oxidized forms of N and S, wherein

each of the aryl, or heteroaryl is optionally substituted with 1-4: C_1 - C_6 alkyl;

L^1 is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$; wherein each R^{70} , R^{71} , and R^{72}

independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

L^2 is $C=O$ or SO_2 ;

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring

heteroatoms, wherein the heteroatom is selected from the group consisting

of O, N, S, and oxidized forms of N and S;

each Y and Z is independently $(CR^{10}R^{11})_e$, O, S, SO , SO_2 , or NR^{10} ; e is 1 to 4, preferably

1; each R^{10} and R^{11} independently is hydrogen or C_1 - C_3 alkyl optionally

substituted with 1-3 halo, OH, or C_1 - C_6 alkoxy, or $CR^{10}R^{11}$ is $C=O$, provided

that if one of Y and Z is O, S, SO, SO₂, then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-L^1L^2R^3$;

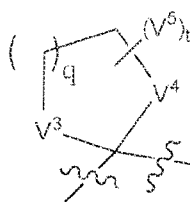
ring C is C₆-C₁₀ aryl or a 5-10 membered heteroaryl containing up to 5 ring

heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, $-OR^2$, C₁-C₆ alkyl, and/or C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo, C₁-C₆ alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

R² is hydrogen or a prodrug moiety R; and

wherein Z and $-CV^1V^2H$ are attached to adjacent atoms on ring C;

V¹ and V² independently are C₁-C₆ alkoxy; or V¹ and V² together with the carbon atom they are attached to form a ring of formula:



wherein each V³ and V⁴ are independently O, S, or NH, provided that when one of V³ and V⁴ is S, the other is NH, and provided that V³ and V⁴ are both not NH; q is 1 or 2; each V⁵ is independently C₁-C₆ alkyl or CO₂R⁶⁰, where each R⁶⁰ independently is C₁-C₆ alkyl or hydrogen; t is 0, 1, 2, or 4; or CV¹V² is C=V, wherein V is O, NOR⁸⁰, or NNR⁸¹R⁸²;

R⁸⁰ is optionally substituted C₁-C₆ alkyl;

R⁸¹ and R⁸² independently are selected from the group consisting of hydrogen; optionally substituted C₁-C₆ alkyl, COR⁸³ and CO₂R⁸⁴;

R⁸³ is hydrogen or optionally substituted C₁-C₆ alkyl; and

R⁸⁴ is optionally substituted C₁-C₆ alkyl.

[0010] In one embodiment, ring b is joined to L¹ or L² via a nitrogen atom. In another embodiment, R³ is joined to L² via a nitrogen atom.

[0011] In further aspects of the invention, a composition is provided comprising any of the compounds described herein, and at least a pharmaceutically acceptable excipient.

[0012] In still further aspects of the invention, a method is provided for increasing oxygen affinity of hemoglobin S in a subject, the method comprising administering to a subject in need thereof a therapeutically effective amount of any of the compounds or compositions described herein.

[0013] In further aspects of the invention, a method is provided for treating oxygen deficiency associated with sickle cell anemia, the method comprising administering to a subject in need thereof a therapeutically effective amount of any of the compounds or compositions described herein.

DETAILED DESCRIPTION OF THE INVENTION

Definitions

[0014] It must be noted that as used herein and in the appended claims, the singular forms “a”, “an”, and “the” include plural referents unless the context clearly dictates otherwise. Thus, for example, reference to “a solvent” includes a plurality of such solvents.

[0015] As used herein, the term “comprising” or “comprises” is intended to mean that the compositions and methods include the recited elements, but not excluding others.

“Consisting essentially of” when used to define compositions and methods, shall mean excluding other elements of any essential significance to the combination for the stated purpose. Thus, a composition or process consisting essentially of the elements as defined herein would not exclude other materials or steps that do not materially affect the basic and novel characteristic(s) of the claimed invention. “Consisting of” shall mean excluding more than trace elements of other ingredients and substantial method steps. Embodiments defined by each of these transition terms are within the scope of this invention.

[0016] Unless otherwise indicated, all numbers expressing quantities of ingredients, reaction conditions, and so forth used in the specification and claims are to be understood as being modified in all instances by the term “about.” Accordingly, unless indicated to the contrary, the numerical parameters set forth in the following specification and attached claims are approximations. Each numerical parameter should at least be construed in light of the number of reported significant digits and by applying ordinary rounding techniques.

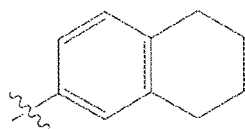
The term “about” when used before a numerical designation, e.g., temperature, time, amount, and concentration, including range, indicates approximations which may vary by (+) or (-) 10 %, 5 % or 1 %.

[0017] As used herein, C_m-C_n , such as C_1-C_{12} , C_1-C_8 , or C_1-C_6 when used before a group refers to that group containing m to n carbon atoms.

[0018] The term “alkoxy” refers to $-O$ -alkyl. Cycloalkoxy refers to $-O$ -cycloalkyl.

[0019] The term “alkyl” refers to monovalent saturated aliphatic hydrocarbyl groups having from 1 to 30 carbon atoms (i.e., C_1-C_{30} alkyl) or 1 to 22 carbon atoms (i.e., C_1-C_{22} alkyl), 1 to 8 carbon atoms (i.e., C_1-C_8 alkyl), or 1 to 4 carbon atoms. This term includes, by way of example, linear and branched hydrocarbyl groups such as methyl (CH_3-), ethyl (CH_3CH_2-), *n*-propyl ($CH_3CH_2CH_2-$), isopropyl ($(CH_3)_2CH-$), *n*-butyl ($CH_3CH_2CH_2CH_2-$), isobutyl ($(CH_3)_2CHCH_2-$), *sec*-butyl ($(CH_3)(CH_3CH_2)CH-$), *t*-butyl ($(CH_3)_3C-$), *n*-pentyl ($CH_3CH_2CH_2CH_2CH_2-$), and neopentyl ($(CH_3)_3CCH_2-$).

[0020] The term “aryl” refers to a monovalent, aromatic mono- or bicyclic ring having 6-10 ring carbon atoms. Examples of aryl include phenyl and naphthyl. The condensed ring may or may not be aromatic provided that the point of attachment is at an aromatic carbon atom. For example, and without limitation, the following is an aryl group:

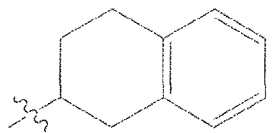


[0021] The term “ $-CO_2H$ ester” refers to an ester formed between the $-CO_2H$ group and an alcohol, preferably an aliphatic alcohol. A preferred example included $-CO_2R^E$, wherein R^E is alkyl or aryl group optionally substituted with an amino group.

[0022] The term “chiral moiety” refers to a moiety that is chiral. Such a moiety can possess one or more asymmetric centers. Preferably, the chiral moiety is enantiomerically enriched, and more preferably a single enantiomer. Non limiting examples of chiral moieties include chiral carboxylic acids, chiral amines, chiral amino acids, such as the naturally occurring amino acids, chiral alcohols including chiral steroids, and the likes.

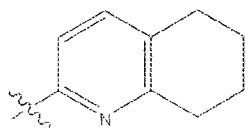
[0023] The term “cycloalkyl” refers to a monovalent, preferably saturated, hydrocarbyl mono-, bi-, or tricyclic ring having 3-12 ring carbon atoms. While cycloalkyl, refers

preferably to saturated hydrocarbyl rings, as used herein, it also includes rings containing 1-2 carbon-carbon double bonds. Nonlimiting examples of cycloalkyl include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, adamantyl, and the like. The condensed rings may or may not be non-aromatic hydrocarbyl rings provided that the point of attachment is at a cycloalkyl carbon atom. For example, and without limitation, the following is a cycloalkyl group:

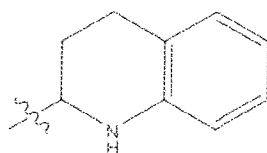


[0024] The term “halo” refers to F, Cl, Br, and/or I.

[0025] The term “heteroaryl” refers to a monovalent, aromatic mono-, bi-, or tricyclic ring having 2-16 ring carbon atoms and 1-8 ring heteroatoms selected preferably from N, O, S, and P and oxidized forms of N, S, and P, provided that the ring contains at least 5 ring atoms. Nonlimiting examples of heteroaryl include furan, imidazole, oxadiazole, oxazole, pyridine, quinoline, and the like. The condensed rings may or may not be a heteroatom containing aromatic ring provided that the point of attachment is a heteroaryl atom. For example, and without limitation, the following is a heteroaryl group:



[0026] The term “heterocyclyl” or heterocycle refers to a non-aromatic, mono-, bi-, or tricyclic ring containing 2-12 ring carbon atoms and 1-8 ring heteroatoms selected preferably from N, O, S, and P and oxidized forms of N, S, and P, provided that the ring contains at least 3 ring atoms. While heterocyclyl preferably refers to saturated ring systems, it also includes ring systems containing 1-3 double bonds, provided that the ring is non-aromatic. Nonlimiting examples of heterocyclyl include, azalactones, oxazoline, piperidinyl, piperazinyl, pyrrolidinyl, tetrahydrofuranyl, and tetrahydropyranyl. The condensed rings may or may not contain a non-aromatic heteroatom containing ring provided that the point of attachment is a heterocyclyl group. For example, and without limitation, the following is a heterocyclyl group:



[0027] The term “hydrolyzing” refers to breaking an $R^H-O-CO-$, $R^H-O-CS-$, or an R^H-O-SO_2- moiety to an R^H-OH , preferably by adding water across the broken bond. A hydrolyzing is performed using various methods well known to the skilled artisan, non limiting examples of which include acidic and basic hydrolysis.

[0028] The term “oxo” refers to a $C=O$ group, and to a substitution of 2 geminal hydrogen atoms with a $C=O$ group.

[0029] The term “optionally substituted” refers to a substituted or unsubstituted group. The group may be substituted with one or more substituents, such as e.g., 1, 2, 3, 4 or 5 substituents. Preferably, the substituents are selected from the group consisting of oxo, halo, $-CN$, NO_2 , $-N_2^+$, $-CO_2R^{100}$, $-OR^{100}$, $-SR^{100}$, $-SOR^{100}$, $-SO_2R^{100}$, $-NR^{101}R^{102}$, $-CONR^{101}R^{102}$, $-SO_2NR^{101}R^{102}$, C_1-C_6 alkyl, C_1-C_6 alkoxy, $-CR^{100}=C(R^{100})_2$, $-CCR^{100}$, C_3-C_{10} cycloalkyl, C_3-C_{10} heterocyclyl, C_6-C_{12} aryl and C_2-C_{12} heteroaryl, wherein each R^{100} independently is hydrogen or C_1-C_8 alkyl; C_3-C_{12} cycloalkyl; C_3-C_{10} heterocyclyl; C_6-C_{12} aryl; or C_2-C_{12} heteroaryl; wherein each alkyl, cycloalkyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with 1-3 halo, 1-3 C_1-C_6 alkyl, 1-3 C_1-C_6 haloalkyl or 1-3 C_1-C_6 alkoxy groups. Preferably, the substituents are selected from the group consisting of chloro, fluoro, $-OCH_3$, methyl, ethyl, *iso*-propyl, cyclopropyl, vinyl, ethynyl, $-CO_2H$, $-CO_2CH_3$, $-OCF_3$, $-CF_3$ and $-OCHF_2$.

[0030] R^{101} and R^{102} independently is hydrogen; C_1-C_8 alkyl, optionally substituted with $-CO_2H$ or an ester thereof, C_1-C_6 alkoxy, oxo, $-CR^{103}=C(R^{103})_2$, $-CCR$, C_3-C_{10} cycloalkyl, C_3-C_{10} heterocyclyl, C_6-C_{12} aryl, or C_2-C_{12} heteroaryl, wherein each R^{103} independently is hydrogen or C_1-C_8 alkyl; C_3-C_{12} cycloalkyl; C_3-C_{10} heterocyclyl; C_6-C_{12} aryl; or C_2-C_{12} heteroaryl; wherein each cycloalkyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with 1-3 alkyl groups or 1-3 halo groups, or R^{101} and R^{102} together with the nitrogen atom they are attached to form a 5-7 membered heterocycle.

[0031] The term “pharmaceutically acceptable” refers to safe and non-toxic for *in vivo*, preferably, human administration.

[0032] The term “pharmaceutically acceptable salt” refers to a salt that is pharmaceutically acceptable.

[0033] The term “salt” refers to an ionic compound formed between an acid and a base. When the compound provided herein contains an acidic functionality, such salts include, without limitation, alkali metal, alkaline earth metal, and ammonium salts. As used herein, ammonium salts include, salts containing protonated nitrogen bases and alkylated nitrogen bases. Exemplary, and non-limiting cations useful in pharmaceutically acceptable salts include Na, K, Rb, Cs, NH₄, Ca, Ba, imidazolium, and ammonium cations based on naturally occurring amino acids. When the compounds utilized herein contain basic functionality, such salts include, without limitation, salts of organic acids, such as carboxylic acids and sulfonic acids, and mineral acids, such as hydrogen halides, sulfuric acid, phosphoric acid, and the likes. Exemplary and non-limiting anions useful in pharmaceutically acceptable salts include oxalate, maleate, acetate, propionate, succinate, tartrate, chloride, sulfate, bisulfate, mono-, di-, and tribasic phosphate, mesylate, tosylate, and the likes.

[0034] The terms “treat”, “treating” or “treatment”, as used herein, include alleviating, abating or ameliorating a disease or condition or one or more symptoms thereof, preventing additional symptoms, ameliorating or preventing the underlying metabolic causes of symptoms, inhibiting the disease or condition, e.g., arresting or suppressing the development of the disease or condition, relieving the disease or condition, causing regression of the disease or condition, relieving a condition caused by the disease or condition, or suppressing the symptoms of the disease or condition, and are intended to include prophylaxis. The terms also include relieving the disease or conditions, e.g., causing the regression of clinical symptoms. The terms further include achieving a therapeutic benefit and/or a prophylactic benefit. By therapeutic benefit is meant eradication or amelioration of the underlying disorder being treated. Also, a therapeutic benefit is achieved with the eradication or amelioration of one or more of the physiological symptoms associated with the underlying disorder such that an improvement is observed in the individual, notwithstanding that the individual is still be afflicted with the underlying disorder. For prophylactic benefit, the compositions are administered to an individual at risk of developing a particular disease, or to an individual reporting one or more of the

physiological symptoms of a disease, even though a diagnosis of this disease has not been made.

[0035] The terms “preventing” or “prevention” refer to a reduction in risk of acquiring a disease or disorder (*i.e.*, causing at least one of the clinical symptoms of the disease not to develop in a subject that may be exposed to or predisposed to the disease but does not yet experience or display symptoms of the disease). The terms further include causing the clinical symptoms not to develop, for example in a subject at risk of suffering from such a disease or disorder, thereby substantially averting onset of the disease or disorder.

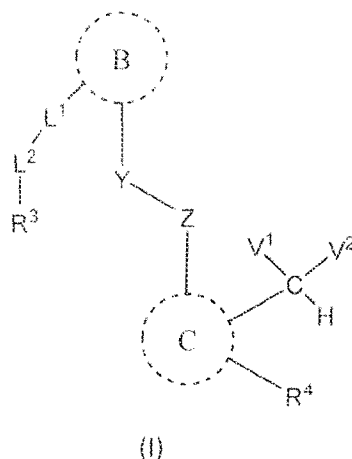
[0036] The term “effective amount” refers to an amount that is effective for the treatment of a condition or disorder by an intranasal administration of a compound or composition described herein. In some embodiments, an effective amount of any of the compositions or dosage forms described herein is the amount used to treat a disorder mediated by hemoglobin or a disorder that would benefit from tissue and/or cellular oxygenation of any of the compositions or dosage forms described herein to a subject in need thereof.

[0037] The term “carrier” as used herein, refers to relatively nontoxic chemical compounds or agents that facilitate the incorporation of a compound into cells, *e.g.*, red blood cells, or tissues.

[0038] As used herein, a “prodrug” is a compound that, after administration, is metabolized or otherwise converted to an active or more active form with respect to at least one property. To produce a prodrug, a pharmaceutically active compound can be modified chemically to render it less active or inactive, but the chemical modification is such that an active form of the compound is generated by metabolic or other biological processes. A prodrug may have, relative to the drug, altered metabolic stability or transport characteristics, fewer side effects or lower toxicity. For example, see the reference Nogrady, 1985, Medicinal Chemistry A Biochemical Approach, Oxford University Press, New York, pages 388-392. Prodrugs can also be prepared using compounds that are not drugs.

Compounds

[0039] In certain aspects of the invention, a compound of Formula (I) is provided:



or a tautomer thereof, or pharmaceutically acceptable salt of each of thereof or a pharmaceutically acceptable salt thereof, wherein

L^1 is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$; wherein each R^{70} , R^{71} , and R^{72}

independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

L^2 is $C=O$ or SO_2 ;

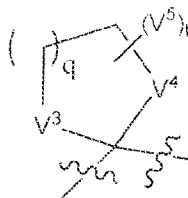
each Y and Z is independently $CR^{10}R^{11}$, O, S, SO, SO_2 , or NR^{10} ; each R^{10} and R^{11}

independently is hydrogen or C_1 - C_3 alkyl optionally substituted with 1-3 halo, OH, or C_1 - C_6 alkoxy, or $CR^{10}R^{11}$ is $C=O$, provided that if one of Y and Z is O, S, SO, SO_2 , then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-L^1L^2R^3$;

wherein Z and $-CV^1V^2H$ are joined to adjacent atoms on ring C;

V^1 and V^2 independently are C_1 - C_6 alkoxy; or V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:



wherein each V^3 and V^4 are independently O, S, or NH, provided that when one of V^3 and V^4 is S, the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently C_1-C_6 alkyl or CO_2R^{60} , where each R^{60} independently is C_1-C_6 alkyl or hydrogen; t is 0, 1, 2, or 4; or CV^1V^2 is $C=V$, wherein V is O, NOR^{80} , or $NNR^{81}R^{82}$;

R^4 is OH, halo, C_1-C_6 alkoxy, C_3-C_6 cycloalkoxy or O-R, where R is a prodrug moiety, wherein the C_1-C_6 alkoxy is optionally substituted with 1-5 halo;

R^{80} is optionally substituted C_1-C_6 alkyl;

R^{81} and R^{82} independently are selected from the group consisting of hydrogen; optionally substituted C_1-C_6 alkyl, COR^{83} and CO_2R^{84} ;

R^{83} is hydrogen or optionally substituted C_1-C_6 alkyl; and

R^{84} is optionally substituted C_1-C_6 alkyl.

and R^3 , B, and C are defined as follows.

[0040] In one instance,

R^3 is C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkoxy, or $-NR^1R^2$;

each R^1 and R^2 independently is hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_6-C_{10} aryl, 4-10 membered heterocycle or 5-10 membered heteroaryl, each containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each alkyl, cycloalkyl, heterocycle, aryl or heteroaryl is optionally substituted, or R^1 and R^2 together with the nitrogen atom they are attached to form an optionally substituted 4-7 membered heterocycle;

ring B is a optionally substituted C_6-C_{10} aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N, or optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; and

ring C is a optionally substituted C_6-C_{10} aryl or optionally substituted 5-10 membered heteroaryl containing 1-3 nitrogen atoms, or an oxidized form of N;

[0041] In another instance,

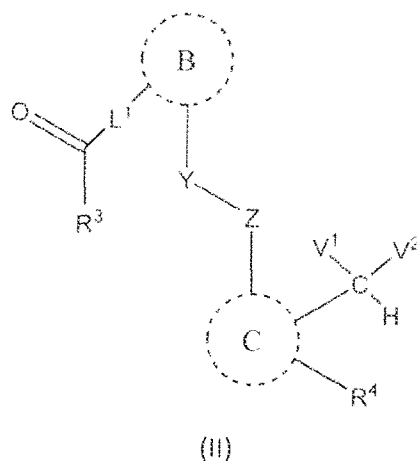
R³ is C₆-C₁₀ aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C₁-C₆ alkyl; ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; ring C is C₆-C₁₀ aryl or a 5-10 membered heteroaryl containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, -OR¹⁹, C₁-C₆ alkyl, and/or C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo, C₁-C₆ alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; and R¹⁹ is hydrogen or a prodrug moiety R.

[0042] In certain embodiments, L¹ is a bond.

[0043] In certain embodiments, L² is C=O. In certain embodiments, L² is SO₂.

[0044] In one embodiment, ring C is phenyl which is optionally substituted with 1-4: halo, oxo, -OR², C₁-C₆ alkyl and/or C₁-C₆ alkoxy,

[0045] In certain aspects of the invention, a compound of Formula (II) is provided:



or a tautomer thereof, or pharmaceutically acceptable salt of each of thereof or a pharmaceutically acceptable salt thereof, wherein

R^3 is C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 alkoxy, C_3 - C_8 cycloalkoxy, or $-NR^1R^2$;

each R^1 and R^2 independently is hydrogen, C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_6 - C_{10} aryl, 4-10 membered heterocycle or 5-10 membered heteroaryl, each containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each alkyl, cycloalkyl, heterocycle, aryl or heteroaryl is optionally substituted, or R^1 and R^2 together with the nitrogen atom they are attached to form an optionally substituted 4-7 membered heterocycle;

L^1 is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$, wherein each R^{70} , R^{71} , and R^{72} independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

ring B is a optionally substituted C_6 - C_{10} aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N, or optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

each Y and Z is independently $CR^{10}R^{11}$, O, S, SO, SO_2 , or NR^{10} ; each R^{10} and R^{11} independently is hydrogen or C_1 - C_3 alkyl optionally substituted with 1-3 halo, OH, or C_1 - C_6 alkoxy, or $CR^{10}R^{11}$ is $C=O$, provided that if one of Y and Z is O, S,

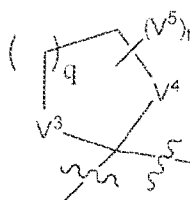
SO, SO₂, then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-\text{LCOR}^3$;

ring C is a optionally substituted C₆-C₁₀ aryl or optionally substituted 5-10 membered heteroaryl containing 1-3 nitrogen atoms, or an oxidized form of N;

wherein Z and $-\text{CV}^1\text{V}^2\text{H}$ are joined to adjacent atoms on ring C;

V¹ and V² independently are C₁-C₆ alkoxy; or V¹ and V² together with the carbon atom they are attached to form a ring of formula:



wherein each V³ and V⁴ are independently O, S, or NH, provided that when one of V³ and V⁴ is S, the other is NH, and provided that V³ and V⁴ are both not NH; q is 1 or 2; each V⁵ is independently C₁-C₆ alkyl or CO₂R⁶⁰, where each R⁶⁰ independently is C₁-C₆ alkyl or hydrogen; t is 0, 1, 2, or 4; or CV¹V² is C=V, wherein V is O, NOR⁸⁰, or NNR⁸¹R⁸²;

R⁴ is OH, halo, C₁-C₆ alkoxy, C₃-C₆ cycloalkoxy or O-R, where R is a prodrug moiety, wherein the C₁-C₆ alkoxy is optionally substituted with 1-5 halo;

R⁶⁰ is optionally substituted C₁-C₆ alkyl;

R⁸¹ and R⁸² independently are selected from the group consisting of hydrogen; optionally substituted C₁-C₆ alkyl, COR⁸³ and CO₂R⁸⁴;

R⁸³ is hydrogen or optionally substituted C₁-C₆ alkyl; and

R⁸⁴ is optionally substituted C₁-C₆ alkyl.

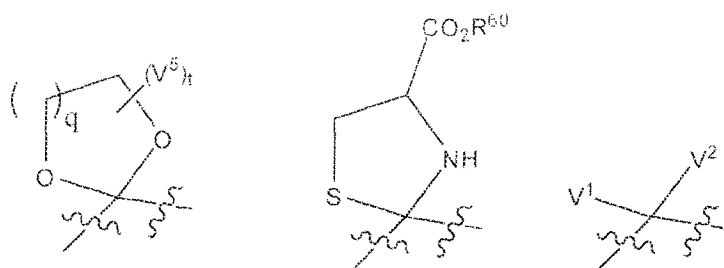
[0046] In certain embodiments, t is 0. In certain embodiments, t is 1. In certain embodiments, t is 2. In certain embodiments, t is 3.

[0047] As used herein, R⁶⁰ can be hydrogen, provided that the COOR⁶⁰ is not joined to a nitrogen atom.

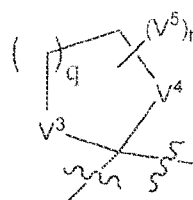
[0048] Preferably, in certain embodiments, Y and Z are both not a heteroatom or a heteroatom containing moiety. Preferably, one of Y and Z is a methylene or substituted

methylene and the other is a heteroatom or a heteroatom containing moiety. More preferably, Y is an alkylene, and Z is a heteroatom or a heteroatom containing moiety, which, yet more preferably is oxygen.

[0049] Preferably, V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:

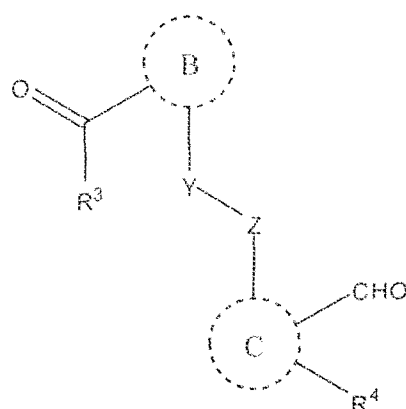


[0050] In some embodiments, V^1 and V^2 independently are C_1 - C_6 alkoxy; or V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:



wherein each V^3 and V^4 are independently O, S, or NH, provided that when one of V^3 and V^4 is S the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently C_1 - C_6 alkyl or CO_2R^{60} , where each R^{60} independently is C_1 - C_6 alkyl or hydrogen; t is 0, 1, 2, or 4; or CV^1V^2 is $C=V$, wherein V is O.

[0051] In certain aspects of the invention, the compound of Formula (II) is of Formula (III):

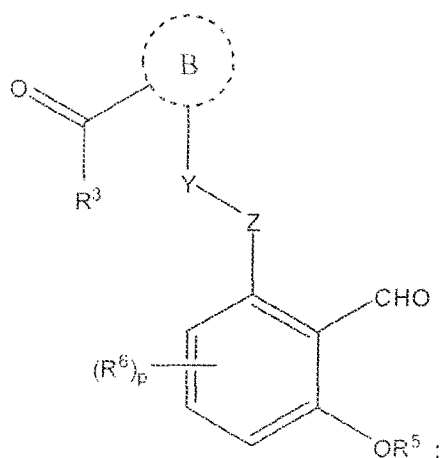


(III)

wherein Y-Z is $-\text{CH}_2\text{O}-$ or $-\text{CH}_2\text{CH}_2-$ and the remaining substituents are as defined herein.

[0052] In some embodiments, R^4 and $-\text{CHO}$ are joined to adjacent atoms on ring C.

[0053] In certain aspects of the invention, the compound of Formula (II) is of Formula (IIIA):



IIIA

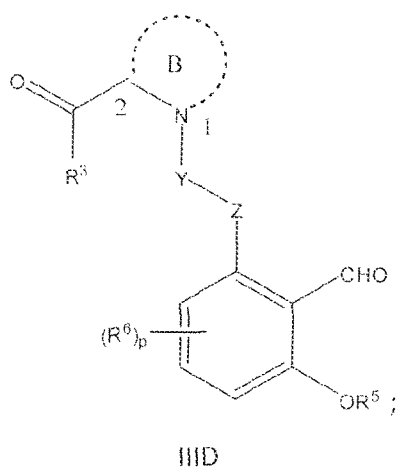
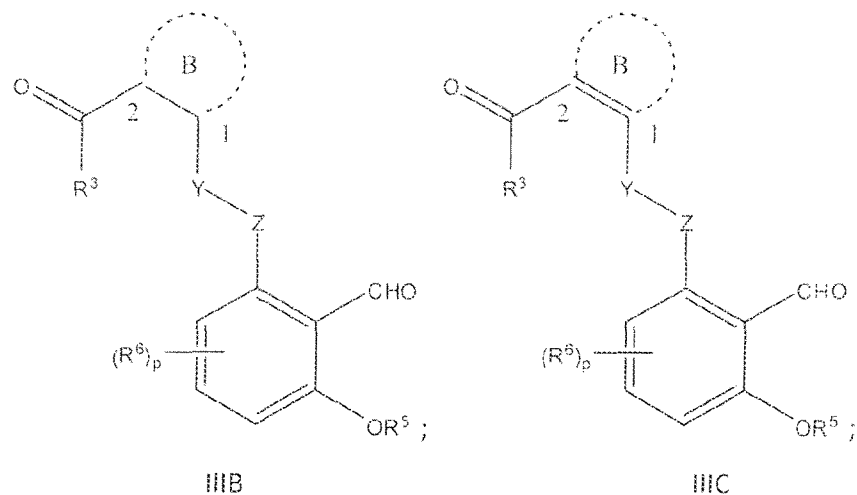
wherein ring B is an optionally substituted $\text{C}_6\text{-C}_{10}$ aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N;

R^5 is hydrogen, $\text{C}_1\text{-C}_6$ alkyl or a prodrug moiety R;

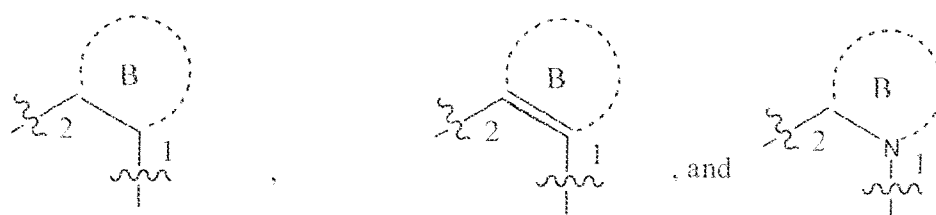
R^6 is halo, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_3\text{-C}_6$ cycloalkyl, $\text{C}_1\text{-C}_6$ alkoxy, $\text{C}_3\text{-C}_6$ cycloalkoxy, wherein the $\text{C}_1\text{-C}_6$ alkyl is optionally substituted with 1-5 halo; and

p is 0, 1, 2 or 3.

[0054] In some embodiments, the compound is of Formula IIIB, IIIC, or IIID:



wherein



are optionally substituted 4-10 membered heterocycle as defined herein;

R⁵ is hydrogen, C₁-C₆ alkyl or a prodrug moiety;

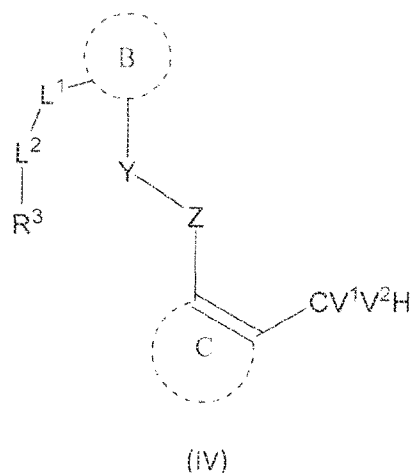
R⁶ is halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo; and

p is 0, 1, 2 or 3.

[0055] In some embodiments, ring B is substituted with 1-3: halo, C₁-C₆ alkyl, COR¹⁵, or COOR¹⁵, and

R^{15} is C_1 - C_6 alkyl, C_3 - C_6 cycloalkyl, C_6 - C_{10} aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted.

[0056] In certain aspects of the invention, a compound of formula (IV) is provided:



or a tautomer thereof, or a pharmaceutically acceptable salt of each thereof,

wherein

R^3 is C_6 - C_{10} aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C_1 - C_6 alkyl;

L^1 is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$; wherein each R^{70} , R^{71} , and R^{72} independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

L^2 is $C=O$ or SO_2 ;

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

each Y and Z is independently $CR^{10}R^{11}$, O, S, SO , SO_2 or NR^{10} ; each R^{10} and R^{11} independently is hydrogen or C_1 - C_3 alkyl optionally substituted with 1-3 halo, OH, or C_1 - C_6 alkoxy, or $CR^{10}R^{11}$ is $C=O$, provided that if one of Y and Z is O, S,

SO, SO₂, then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-L^1L^2R^1$;

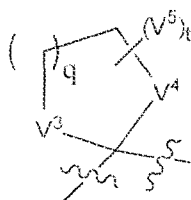
ring C is C₆-C₁₀ aryl or a 5-10 membered heteroaryl containing up to 5 ring

heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, $-OR^{19}$, C₁-C₆ alkyl, and/or C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo, C₁-C₆ alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

R^{19} is hydrogen or a prodrug moiety R; and

wherein Z and $-CV^1V^2H$ are attached to adjacent atoms on ring C;

V^1 and V^2 independently are C₁-C₆ alkoxy; or V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:



wherein each V^3 and V^4 are independently O, S, or NH, provided that when one of V^3 and V^4 is S, the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently C₁-C₆ alkyl or CO₂R⁶⁰, where each R⁶⁰ independently is C₁-C₆ alkyl or hydrogen; t is 0, 1, 2, or 4; or CV^1V^2 is C=V, wherein V is O, NOR⁸⁰, or NNR⁸¹R⁸²;

R⁸⁰ is optionally substituted C₁-C₆ alkyl;

R⁸¹ and R⁸² independently are selected from the group consisting of hydrogen; optionally substituted C₁-C₆ alkyl, COR⁸³ and CO₂R⁸⁴;

R⁸³ is hydrogen or optionally substituted C₁-C₆ alkyl; and

R⁸⁴ is optionally substituted C₁-C₆ alkyl.

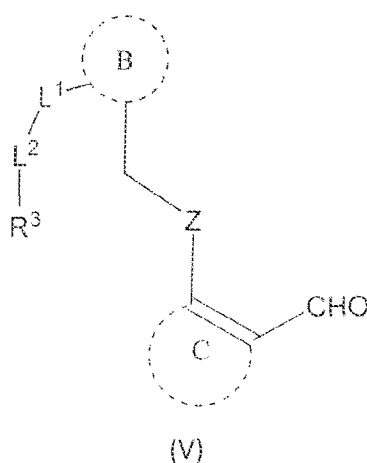
[0057] In certain embodiments, Z is CH₂, O, S, SO, SO₂ or NH. In certain embodiments, Z is O, S, SO or SO₂. Preferably, Z is O, and wherein the remaining variables are defined herein.

[0058] In certain embodiments, Y is $\text{CR}^{10}\text{R}^{11}$, O, S, SO, SO_2 , or NR^{10} ; wherein each R^{10} and R^{11} independently is hydrogen or $\text{C}_1\text{-C}_3$ alkyl. In certain embodiments, Y is $\text{CR}^{10}\text{R}^{11}$ wherein each R^{10} and R^{11} independently is hydrogen or $\text{C}_1\text{-C}_3$ alkyl. Preferably, Y is CH_2 , and wherein the remaining variables are defined herein.

[0059] In certain embodiments, t is 0. In certain embodiments, t is 1. In certain embodiments, t is 2. In certain embodiments, t is 3.

[0060] Preferably, CV^1V^2 is $\text{C}=\text{V}$, wherein V is O, and wherein the remaining variables are defined herein.

[0061] In certain embodiments, a compound of formula (V) is provided:



or a tautomer thereof, or a pharmaceutically acceptable salt of each thereof,

wherein

R^3 is $\text{C}_6\text{-C}_{10}$ aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 $\text{C}_1\text{-C}_6$ alkyl;

L^1 is a bond or is NR^{70} , O, S, or $(\text{CR}^{71}\text{R}^{72})_d$; wherein each R^{70} , R^{71} , and R^{72} independently are hydrogen or $\text{C}_1\text{-C}_6$ alkyl;

d is 1, 2, or 3;

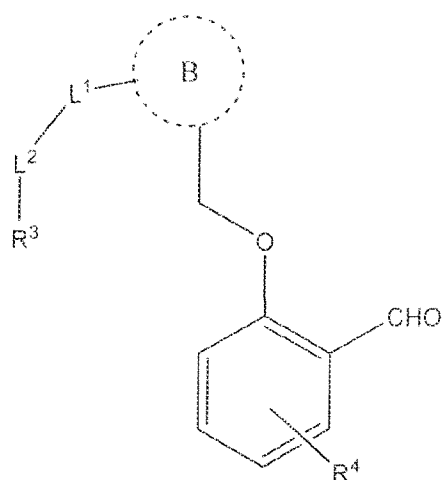
L^2 is $\text{C}=\text{O}$ or SO_2 ;

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

Z is O, S, SO or SO_2 ;

ring C is C₆-C₁₀ aryl or a 5-10 membered heteroaryl containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, -OR¹⁹, C₁-C₆ alkyl, and/or C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo, C₁-C₆ alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; and
 R¹⁹ is hydrogen or a prodrug moiety R.

[0062] In certain embodiments, a compound of formula (VI) is provided:



(VI)

or a tautomer thereof, or a pharmaceutically acceptable salt of each thereof,
 wherein

R³ is C₆-C₁₀ aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C₁-C₆ alkyl;

L¹ is a bond or is NR⁷⁰, O, S, or (CR⁷¹R⁷²)_d; wherein each R⁷⁰, R⁷¹, and R⁷² independently are hydrogen or C₁-C₆ alkyl;

d is 1, 2, or 3;

L² is C=O or SO₂;

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

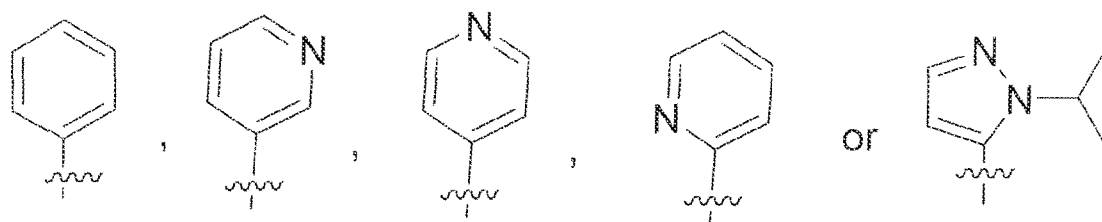
R^4 is $-OR^{19}$ or C_1-C_6 alkoxy; and

R^{19} is hydrogen or a prodrug moiety R.

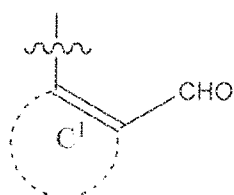
[0063] In one embodiment, R^4 is $-OH$.

[0064] In certain embodiments, R^3 is optionally substituted phenyl. In other embodiments, R^3 is optionally substituted pyridine. In certain embodiments, R^3 is optionally substituted pyrazole.

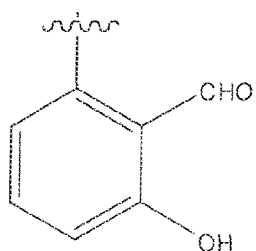
[0065] In certain embodiments, R^3 is selected from the group consisting of:



[0066] In certain embodiments, compounds of formulas (IV) and (V) are provided, wherein

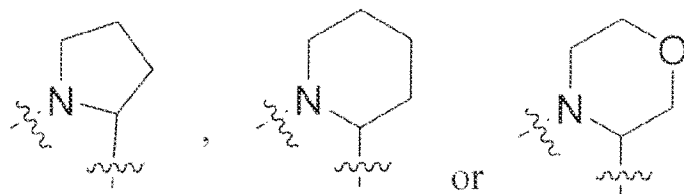


is



[0067] In one embodiment, ring B is a 5-6 membered heterocycle containing a heteroatom selected from N, S, or O. In one embodiment, ring B is a 5-6 membered heterocycle containing a N as the heteroatom.

[0068] In certain embodiments, ring B is selected from the group consisting of:

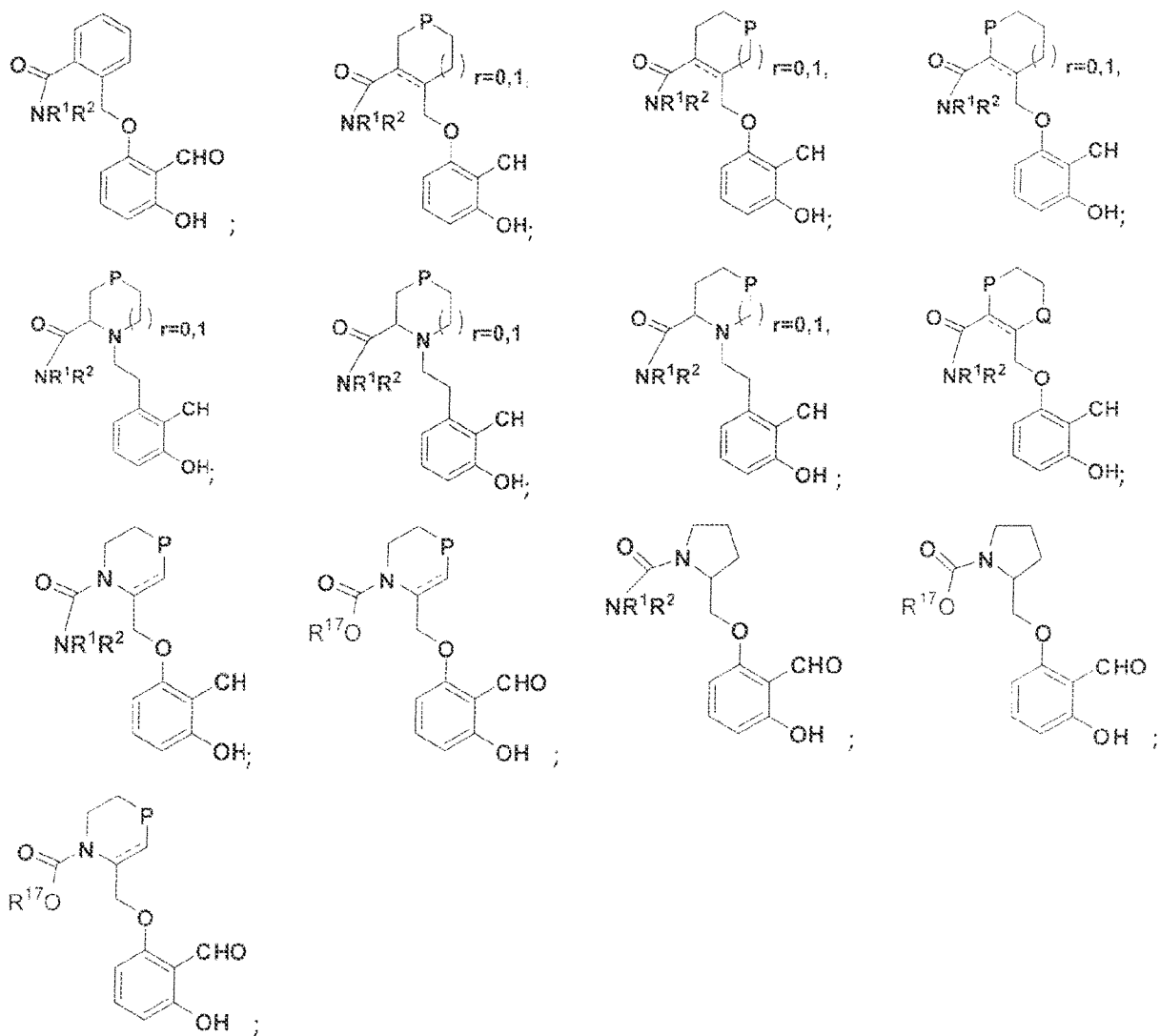


[0069] In certain embodiments, L^1 is a bond.

[0070] In certain embodiments, L^2 is C=O. In certain embodiments, L^2 is SO₂.

[0071] In one embodiment, ring C is phenyl which is optionally substituted with 1-4: halo, oxo, -OR², C₁-C₆ alkyl and/or C₁-C₆ alkoxy,

[0072] In some embodiments, the compound is selected from the group consisting of



or an N oxide thereof, wherein

 is a single or a double bond;

each P and Q is independently selected from CHR^{17} , NCOR^{15} , $\text{NCO}_2\text{R}^{15}$; N-O, O, S, SO, and SO_2 ;

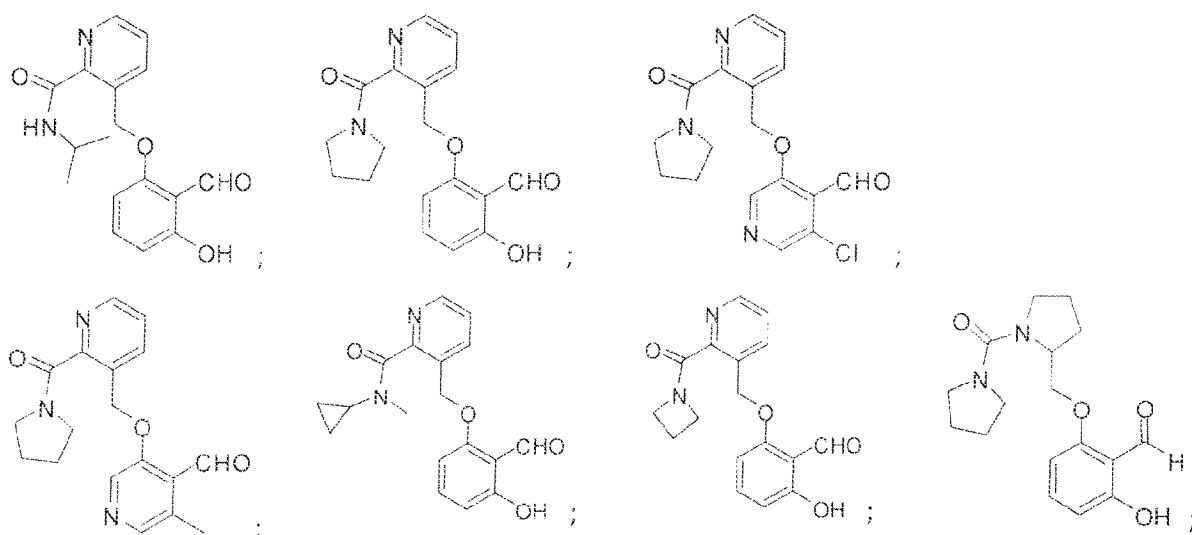
each R^1 and R^2 independently is hydrogen, C_1 - C_6 alkyl, a C_6 - C_{10} aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted, together R^1 and R^2 can form a 3-7 membered ring, preferably a 4-7 membered ring with 1-2 hetero atoms;

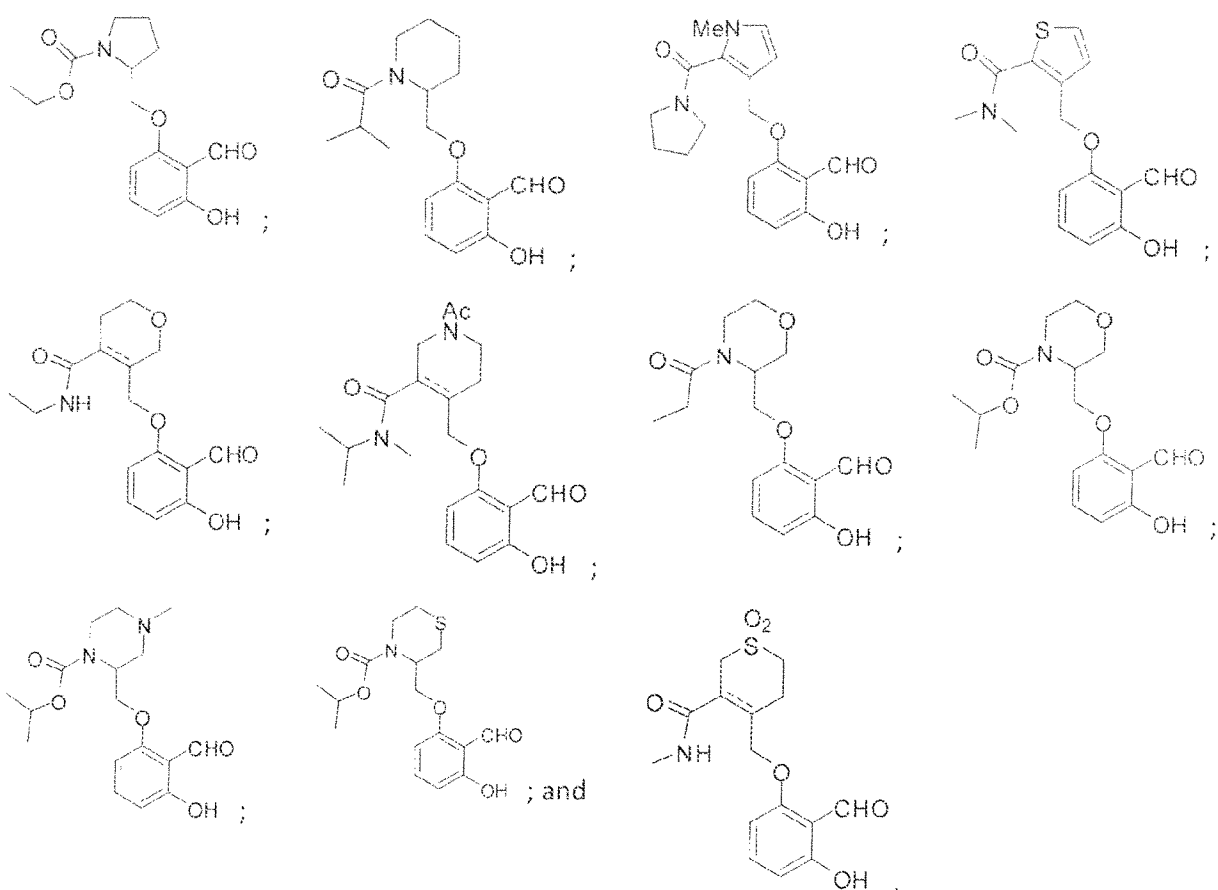
R^{15} is C_1 - C_6 alkyl, C_6 - C_{10} aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted;

R^{17} is C_1 - C_6 alkyl, C_6 - C_{10} aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted;

and r is 0, 1, or 2.

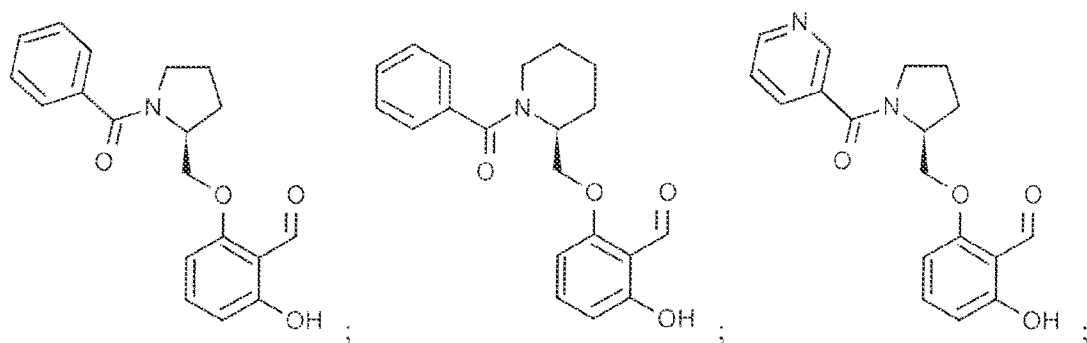
[0073] In certain embodiments of the invention, a compound is provided of formula:

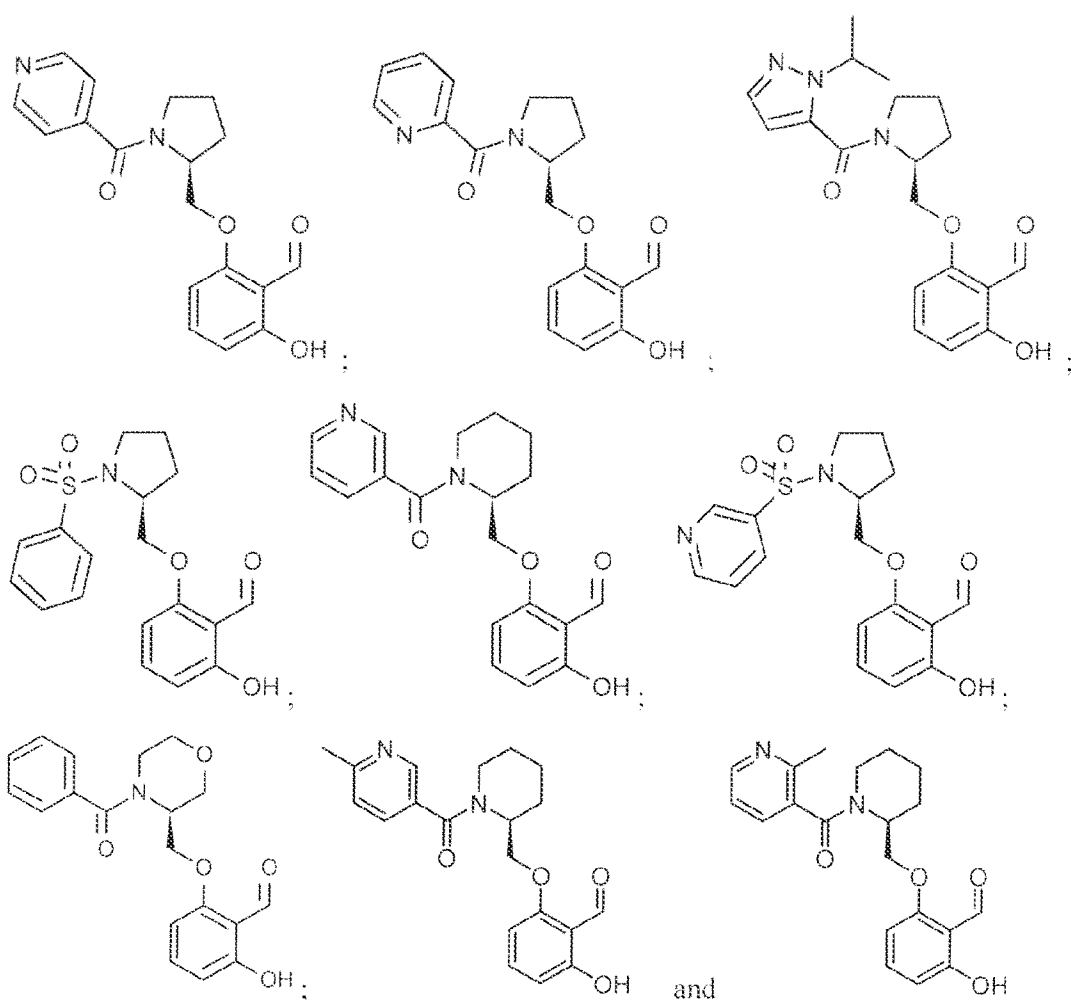




or an N oxide thereof, or a pharmaceutically acceptable salt of each thereof.

[0074] In certain embodiments of the invention, a compound is provided of formula:





or an N oxide thereof, or a pharmaceutically acceptable salt of each thereof.

[0075] Compounds provided herein include those in the Examples section.

Prodrug Moiety

[0076] In one aspect, R is hydrogen, a phosphate or a diphosphate containing moiety, or another promoiety or prodrug moiety. Preferably the prodrug moiety imparts at least a 2 fold, more preferably a 4 fold, enhanced solubility and/or bioavailability to the active moiety (where R is hydrogen), and more preferably is hydrolyzed in vivo. The promoieties are structurally and functionally defined herein.

[0077] In one embodiment, R is $-\text{COR}^{90}$, CO_2R^{91} , or $\text{CONR}^{92}\text{R}^{93}$ wherein R^{90} and R^{91} independently are C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, 4-9 membered heterocycle, or a 5-10 membered heteroaryl, each containing at least 1 basic nitrogen moiety; and

R^{92} and R^{93} independently are C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, 4-9 membered heterocycle, or a 5-10 membered heteroaryl, each containing at least 1 basic nitrogen moiety; or R^{92} and R^{93} together with the nitrogen atom they are bonded to for a 4-9 member heterocycle substituted with at least 1 amino, C_1 - C_6 alkyl amino, or di C_1 - C_6 alkylamino group.

[0078] In certain embodiments, R is $-C(O)R^{31}$, $C(O)OR^{31}$, or $CON(R^{13})_2$,

each R^{31} is independently a C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, 4-9 membered heterocycle, or a 5-10 membered heteroaryl, containing at least 1 basic nitrogen moiety; and

each R^{13} independently is C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, 4-9 membered heterocycle, or a 5-10 membered heteroaryl, containing at least 1 basic nitrogen moiety; or 2 R^{13} together with the nitrogen atom they are bonded to for a 4-9 member heterocycle substituted with at least 1 amino, C_1 - C_6 alkyl amino, or di C_1 - C_6 alkylamino group.

[0079] In one aspect, R is $C(O)OR^{31}$, $C(S)OR^{31}$, $C(O)SR^{31}$ or COR^{31} , wherein R^{31} is as defined herein.

[0080] In one embodiment, R^{31} is a group of the formula $(CR^{32}R^{33})_eNR^{34}R^{35}$, wherein

each R^{32} and R^{33} is independently H, a C_1 - C_8 alkyl, C_3 - C_9 heterocyclyl, C_3 - C_8 cycloalkyl, C_6 - C_{10} aryl, C_3 - C_9 heteroaryl or R^{32} and R^{33} together with the carbon atom they are bond to form a C_3 - C_8 cycloalkyl, C_6 - C_{10} aryl, C_3 - C_9 heterocyclyl or C_3 - C_9 heteroaryl ring system, or 2 adjacent R^{32} moieties or 2 adjacent R^{33} moieties together with the carbon atom they are bond to form a C_3 - C_8 cycloalkyl, C_6 - C_{10} aryl, C_3 - C_9 heterocyclyl or C_3 - C_9 heteroaryl ring system;

each R^{34} and R^{35} is a C_1 - C_8 alkyl, C_3 - C_9 heterocyclyl, C_3 - C_8 cycloalkyl, or R^{34} and R^{35} together with the nitrogen atom they are bond to form a C_3 - C_8 cycloalkyl or C_3 - C_9 heterocyclyl ring system;

each heterocyclic and heteroaryl ring system is optionally substituted with C_1 - C_3 alkyl, -OH, amino and carboxyl groups; and

e is an integer of from 1 to 4.

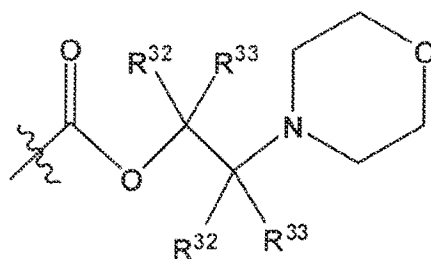
[0081] In some less preferred embodiments R^{34} and R^{35} can be hydrogen.

[0082] In one embodiment, the subscript e is preferably 2 and each R^{32} and R^{33} is preferably independently selected from the group, H, CH_3 , and a member in which R^{32} and

R^{33} are joined together to form a cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, or 1,1-dioxo-hexahydro- Δ^6 -thiopyran-4-yl or tetrahydropyran-4-yl group.

[0083] With regard to the prodrug group, preferred embodiments are compounds wherein $NR^{34}R^{35}$ is morpholino.

[0084] In one embodiment, R is:



wherein

each R^{32} and R^{33} is independently H, C_1 - C_8 alkyl, or optionally, if both present on the same substituent, may be joined together to form a C_3 - C_8 cycloalkyl, C_6 - C_{10} aryl, C_3 - C_9 heterocyclyl or C_3 - C_9 heteroaryl ring system.

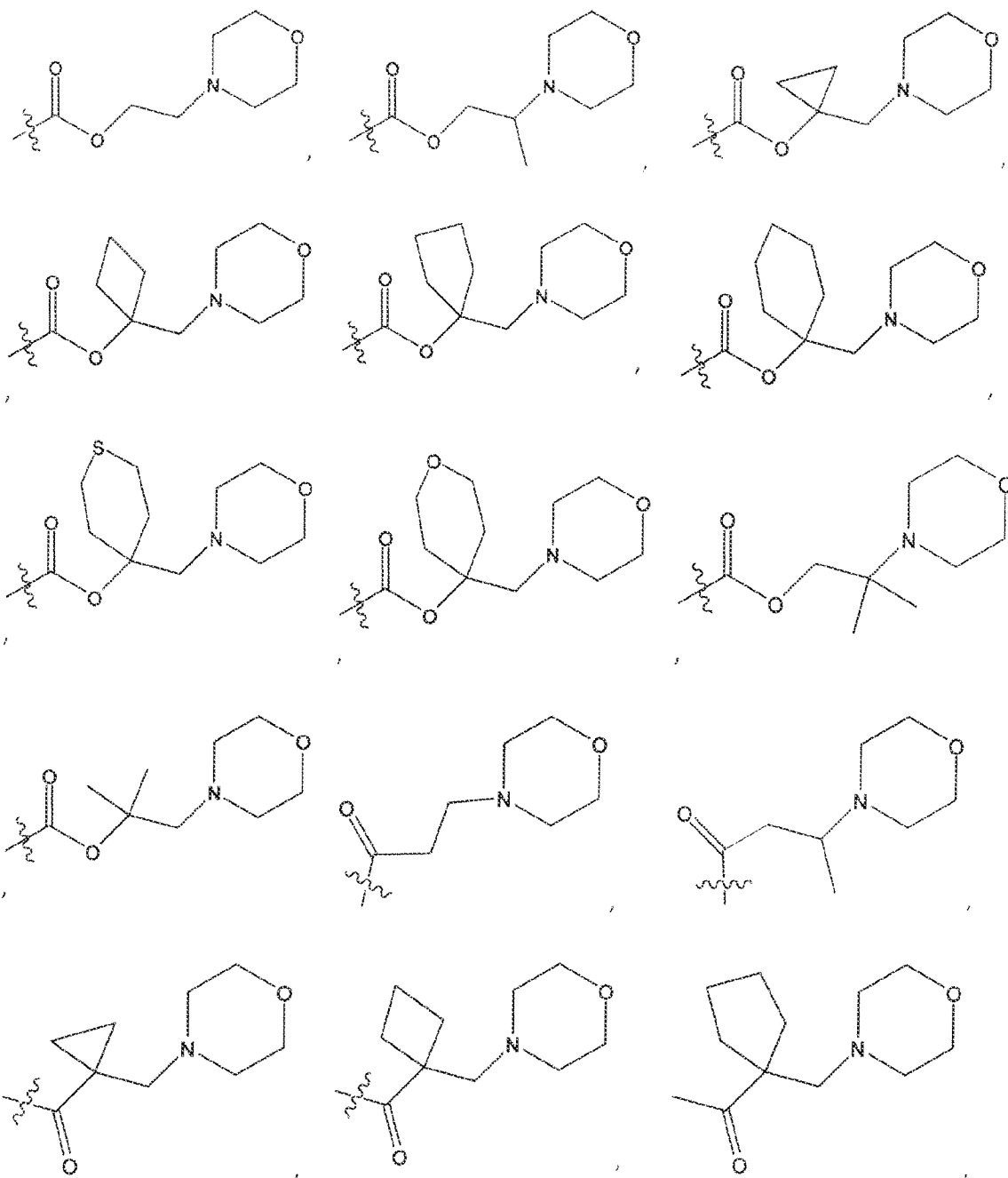
[0085] Within this embodiment, each R^{32} and R^{33} is independently, H, CH_3 , or are joined together to form a cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 1,1-dioxo-hexahydro- Δ^6 -thiopyran-4-yl or tetrahydropyran-4-yl group.

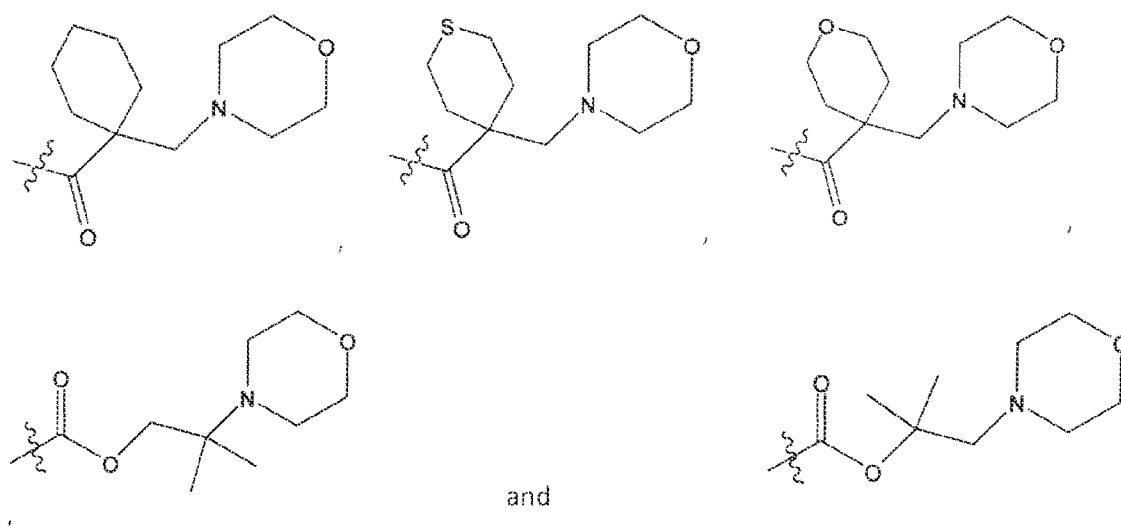
[0086] In a preferred embodiment, linkage of the prodrug moiety to the rest of the active molecule is stable enough so that the serum half life of the prodrug is from about 8 to about 24 hours.

[0087] In an embodiment of the invention, the prodrug moiety comprises a tertiary amine having a pK_a near the physiological pH of 7.5. Any amines having a pK_a within 1 unit of 7.5 are suitable alternatives amines for this purpose. The amine may be provided by the amine of a morpholino group. This pK_a range of 6.5 to 8.5 allows for significant concentrations of the basic neutral amine to be present in the mildly alkaline small intestine. The basic, neutral form of the amine prodrug is lipophilic and is absorbed through the wall of the small intestine into the blood. Following absorption into the bloodstream, the prodrug moiety is

cleaved by esterases which are naturally present in the serum to release an active compound.

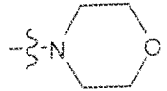
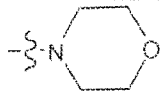
[0088] Examples of R include, without limitation:





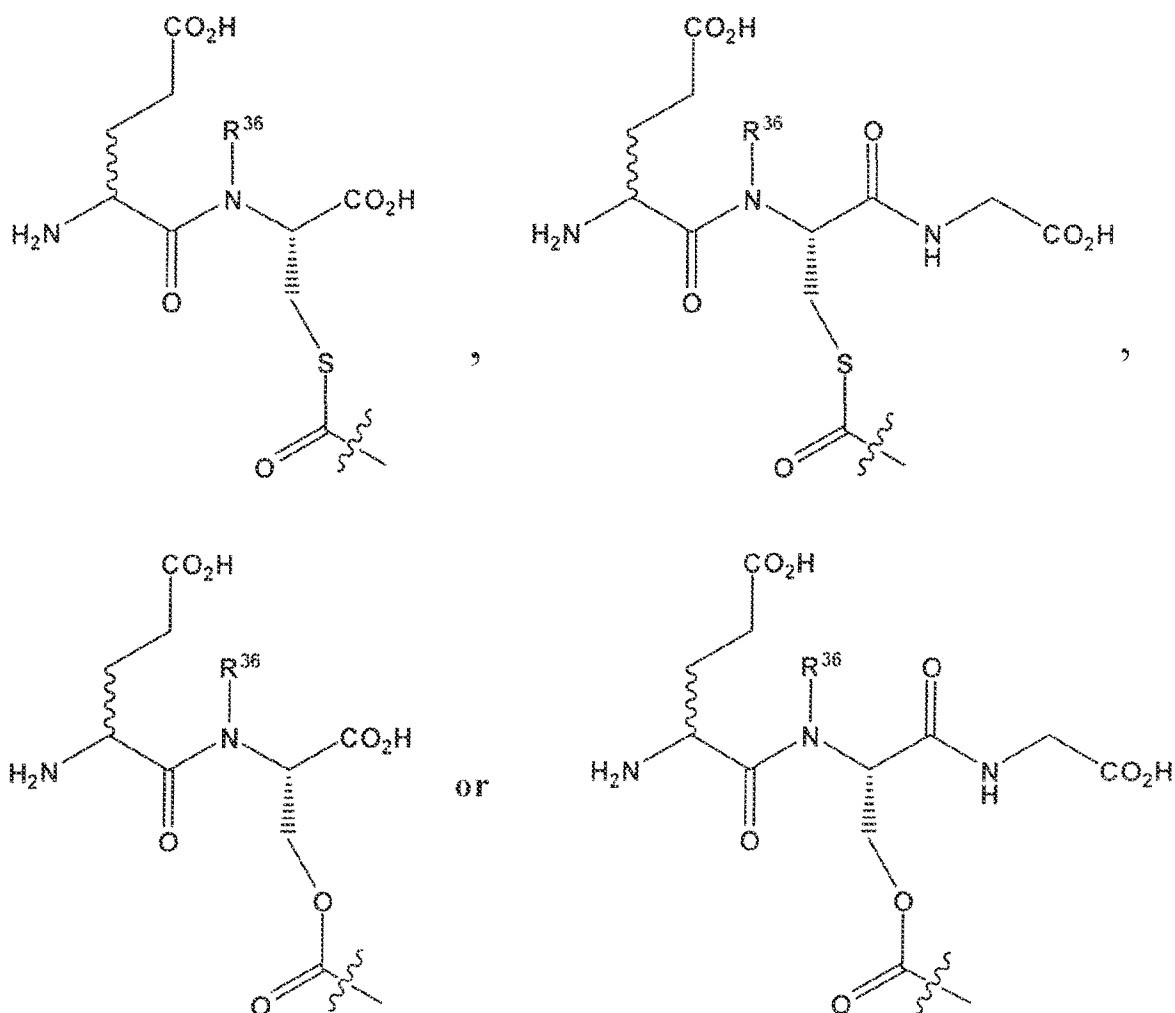
[0001] In another embodiment, R is as tabulated below:

R	m	R ³⁴	R ³⁵	NR ³⁴ R ³⁵
C(O)(CH ₂) _m NR ³⁴ R ³⁵	1	Me	Me	
C(O)(CH ₂) _m NR ³⁴ R ³⁵	2	Me	Me	
C(O)(CH ₂) _m NR ³⁴ R ³⁵	3	Me	Me	
C(O)(CH ₂) _m NR ³⁴ R ³⁵	4	Me	Me	
C(O)(CH ₂) _m NR ³⁴ R ³⁵	1			
C(O)(CH ₂) _m NR ³⁴ R ³⁵	2			
C(O)(CH ₂) _m NR ³⁴ R ³⁵	3			
C(O)(CH ₂) _m NR ³⁴ R ³⁵	4			
C(O)O(CH ₂) _m NR ³⁴ R ³⁵	2	Me	Me	
C(O)O(CH ₂) _m NR ³⁴ R ³⁵	3	Me	Me	
C(O)O(CH ₂) _m NR ³⁴ R ³⁵	4	Me	Me	

$C(O)O(CH_2)_mNR^{34}R^{35}$	2			
$C(O)O(CH_2)_mNR^{34}R^{35}$	3			
$C(O)O(CH_2)_mNR^{34}R^{35}$	4			
$P(O)(OH)_2$				

an N oxide thereof, or a pharmaceutically acceptable salt of each thereof.

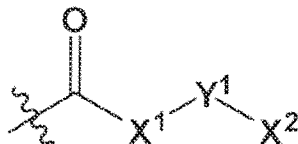
[0089] In another aspect, R is,



wherein

R^{36} is lower alkyl (e.g. C_1 - C_6 alkyl).

[0090] In yet another aspect, R is:



wherein X^1 , Y^1 and X^2 are as defined herein.

[0091] In one embodiment, X^1 is selected from the group consisting of O, S and NR^{37} wherein R^{37} is hydrogen or C_1 - C_6 alkyl;

Y^1 is $-C(R^{38})_2$ or a sugar moiety, wherein each R^{38} is independently hydrogen or C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_3 - C_9 heterocyclyl, C_6 - C_{10} aryl, or C_3 - C_9 heteroaryl;

X^2 is selected from the group consisting of halogen, C_1 - C_5 alkoxy, diacylglycerol, amino, C_1 - C_6 alkylamino, C_1 - C_6 dialkylamino, C_1 - C_6 alkylthio, a PEG moiety, a bile acid moiety, a sugar moiety, an amino acid moiety, a di- or tri-peptide, a PEG carboxylic acid, and $-U-V$ wherein

U is O or S; and

V is selected from the group consisting of C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_3 - C_9 heterocyclyl, C_6 - C_{10} aryl, C_3 - C_9 heteroaryl, $C(W^2)X^3$, $PO(X^3)_2$, and SO_2X^3 ;

wherein W^2 is O or NR^{39}

wherein R^{39} is hydrogen or C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_3 - C_9 heterocyclyl, C_6 - C_{10} aryl, or C_3 - C_9 heteroaryl; and

each X^3 is independently amino, hydroxyl, mercapto, C_1 - C_6 alkyl, heteroalkyl, cycloalkyl, heterocyclyl, aryl, or heteroaryl, C_1 - C_6 alkoxy, C_1 - C_6 alkylamino, C_1 - C_6 dialkylamino, C_1 - C_6 alkylthio, a bile acid based alkoxy group, a sugar moiety, a PEG moiety, and $-O-CH_2-CH(OR^{40})CH_2X^4R^{40}$,

wherein:

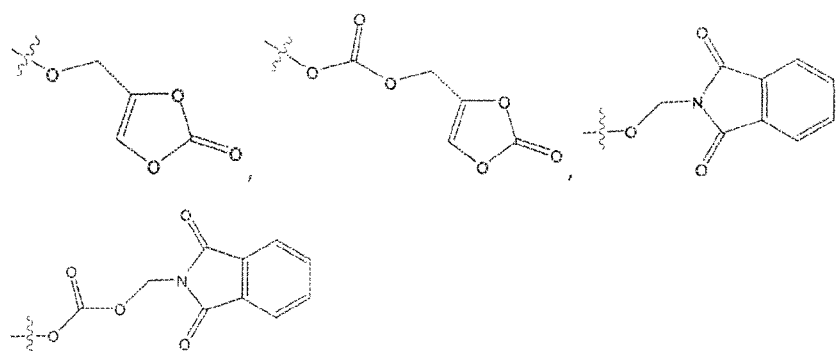
X^4 is selected from the group consisting of O, S, S=O, and SO_2 ; and

each R^{40} is independently C_{10} - C_{22} alkyl, C_3 - C_8 cycloalkyl, C_3 - C_9 heterocyclyl, C_6 - C_{10} aryl, or C_3 - C_9 heteroaryl, C_1 - C_8 alkylene, or C_1 - C_8 heteroalkylene.

[0092] Each heterocyclic and heteroaryl ring system is optionally substituted with C₁-C₃ alkyl, -OH, amino and carboxyl groups.

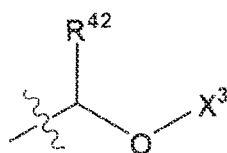
[0093] In one embodiment, the present invention utilizes the following Y¹ groups: CH₂, CHMe, CH(isopropyl), CH(tertiarybutyl), C(Me)₂, C(Et)₂, C(isopropyl)₂, and C(propyl)₂.

[0094] In another embodiment, the present invention utilizes the following X² groups:



-OMe, -OEt, -O-isopropyl, O-isobutyl, O-tertiarybutyl, -O-COMe, -O-C(=O)(isopropyl), -O-C(=O)(isobutyl), -O-C(=O)(tertiarybutyl), -O-C(=O)-NMe₂, -O-C(=O)-NHMe, -O-C(=O)-NH₂, -O-C(=O)-N(H)-CH(R⁴¹)-CO₂Et wherein R⁴¹ is a side chain C₁-C₆ alkyl, or C₃-C₉ heterocyclyl group selected from the side chain groups present in essential amino acids; -O-P(=O)(OMe)₂, -O-P(=O)(O-isopropyl)₂, and -O-P(=O)(O-isobutyl)₂. Each heterocyclic is optionally substituted with one or more, preferably, 1-3, C₁-C₃ alkyl, -OH, amino and/or carboxyl groups.

[0095] In another embodiment, In one embodiment, R is:



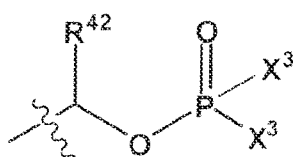
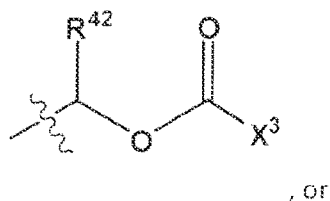
wherein

X³ is independently C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl; and

R⁴² is independently hydrogen or C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl.

[0096] Each heterocyclic is optionally substituted with one or more, preferably, 1-3, C₁-C₃ alkyl, -OH, amino and/or carboxyl groups.

[0097] In one embodiment, R is:



wherein

each X³ is independently amino, hydroxyl, mercapto, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl, C₁-C₆ alkoxy, C₁-C₆ alkylamino, C₁-C₆ dialkylamino, C₁-C₆ alkylthio, a bile acid based alkoxy group, a sugar moiety, a PEG moiety, and -O-CH₂-CH(OR⁴⁰)CH₂X⁴R⁴⁰,

wherein:

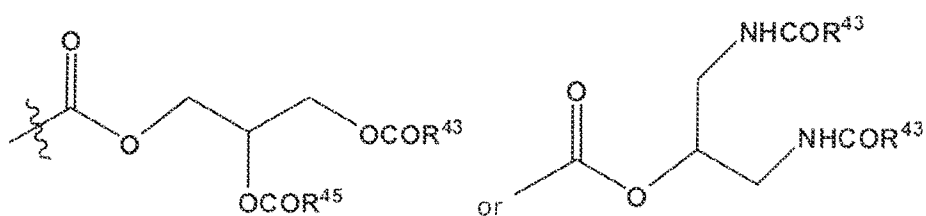
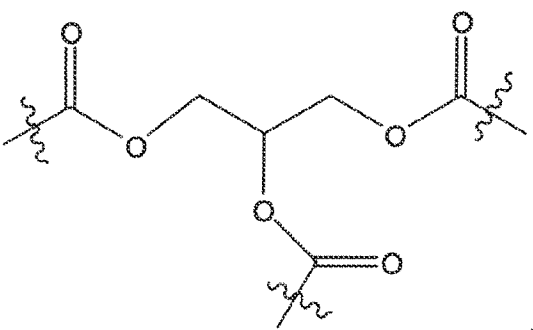
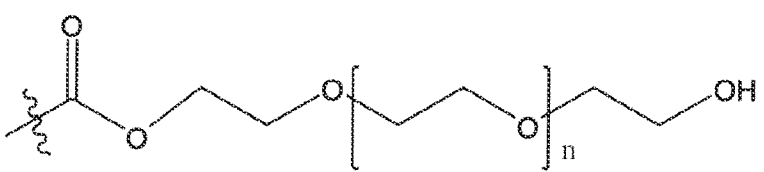
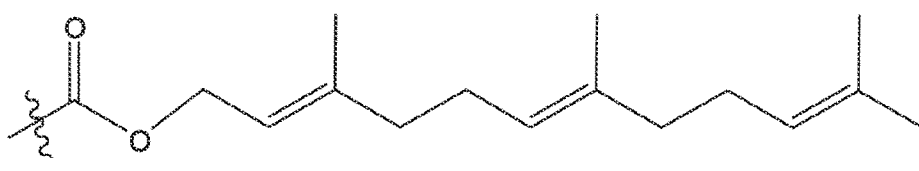
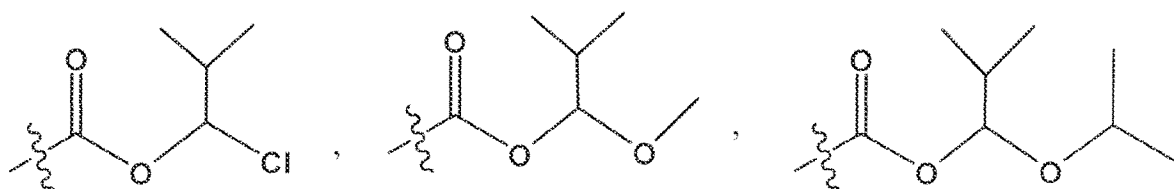
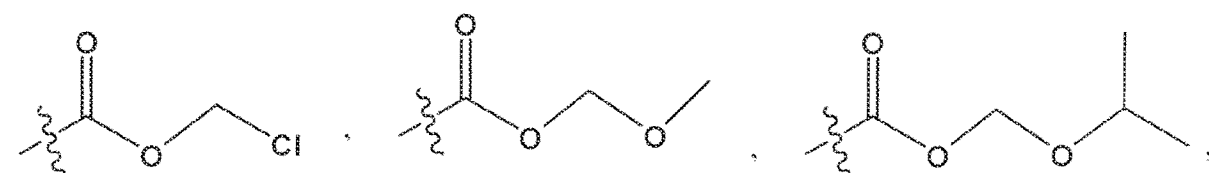
X⁴ is selected from the group consisting of O, S, S=O, and SO₂; and

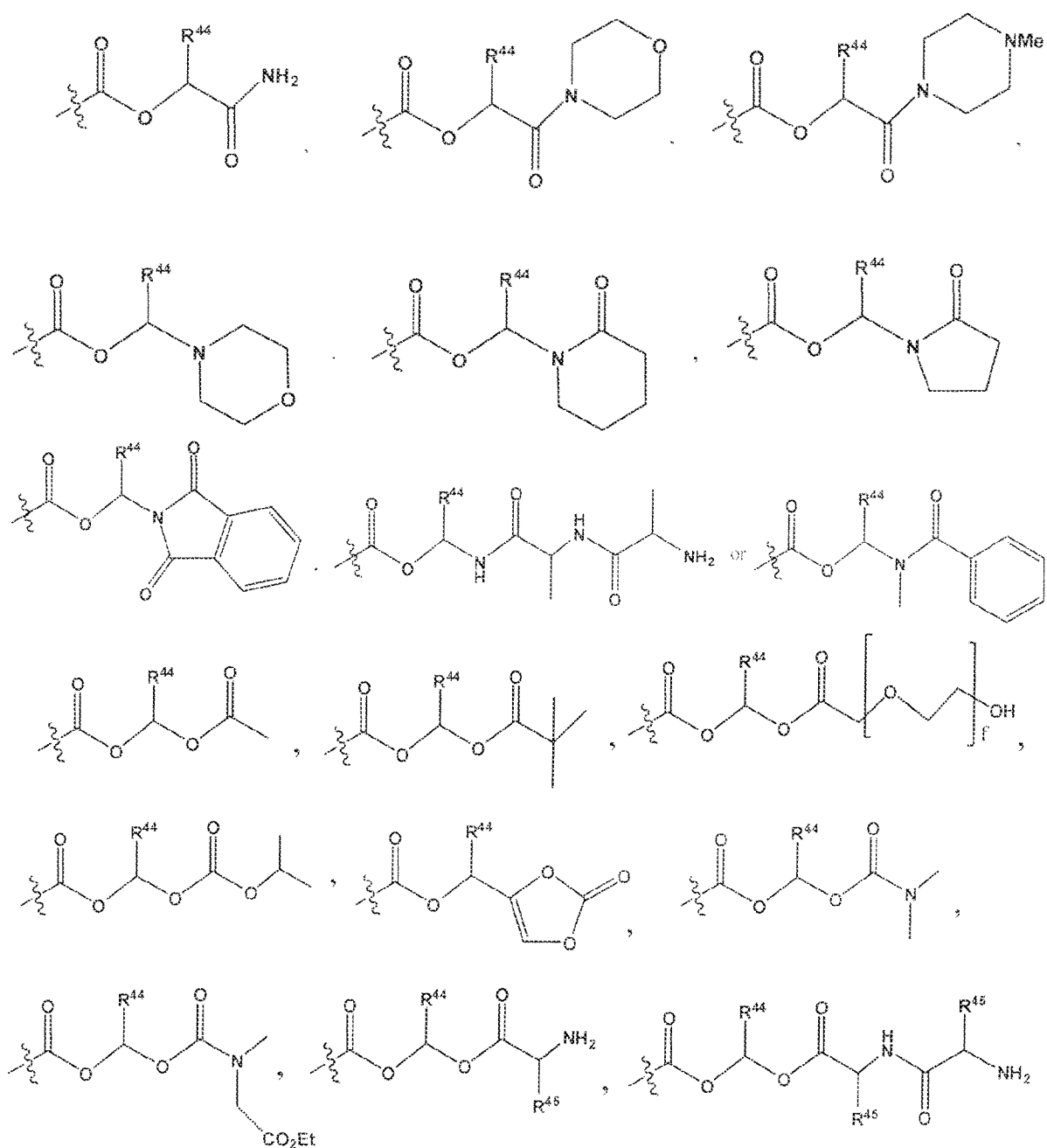
each R⁴⁰ is independently C₁₀-C₂₂ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, C₃-C₉ heteroaryl, C₁-C₈ alkylene, or C₁-C₈ heteroalkylene; and

R⁴² is independently hydrogen or C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl.

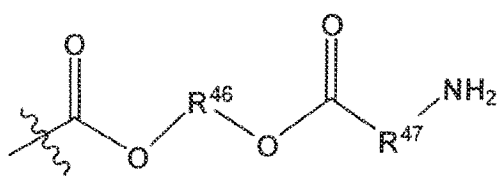
[0098] In some embodiments, R⁴² is independently hydrogen or C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl; and each X³ independently is C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl, C₁-C₆ alkoxy, C₁-C₆ alkylamino, C₁-C₅ dialkylamino, or C₁-C₆ alkylthio.

[0099] In some embodiments, R is represented by the following structures:

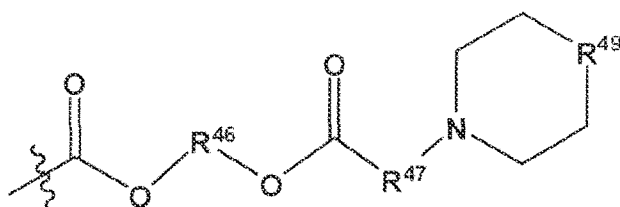




wherein, in the above examples, R^{43} is C_{10} - C_{22} alkyl or alkylene, R^{44} is H or C_1 - C_6 alkyl and R^{45} represents side chain alkyl groups present in naturally occurring alpha amino acids;

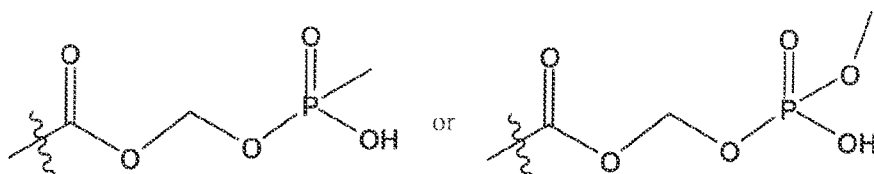


wherein R^{46} is $(CH_2)_n$, $n=2-4$, and $CO-R^{47}-NH_2$ represents an aminoacyl group; or



wherein R^{46} is $(CH_2)_n$, $n=2-4$, R^{47} is $(CH_2)_n$, $n=1-3$ and R^{49} is O or NMe.

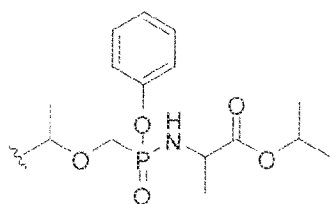
[0100] In one embodiment, **R** is:



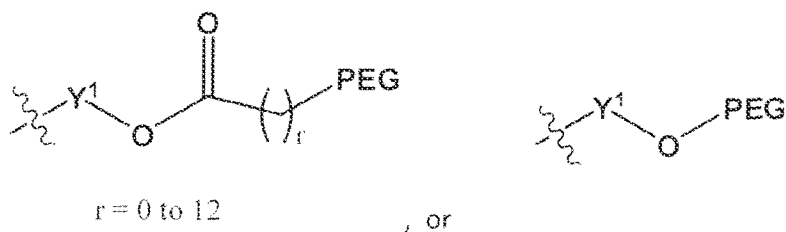
[0101] In one aspect, **R** is $-C(R^{200}R^{201})O(R^{202}R^{203})P(O)OR^{204}NR^{205}R^{206}$, wherein each R^{200} , R^{201} , R^{202} , R^{203} , R^{204} , R^{205} and R^{206} is independently H, a C_1 - C_8 alkyl, C_3 - C_9 heterocyclyl, C_3 - C_8 cycloalkyl, C_6 - C_{10} aryl, C_3 - C_9 heteroaryl, wherein each alkyl, heterocyclyl, cycloalkyl, aryl, and heteroaryl is optionally substituted.

[0102] In some embodiments, **R** is $-CH(R^{201})OCH_2P(O)OR^{204}NHR^{206}$, wherein R^{201} is C_1 - C_8 alkyl, R^{204} is phenyl, optionally substituted. In one embodiment, R^{206} is $-CHR^{207}C(O)OR^{208}$ wherein R^{207} is selected from the group consisting of the naturally occurring amino acid side chains and $-CO_2H$ esters thereof and R^{208} is C_1 - C_8 alkyl. In one embodiment, R^{206} is C_1 - C_6 alkyl, optionally substituted with 1-3, CO_2H , SH , NH_2 , C_6 - C_{10} aryl, and C_2 - C_{10} heteroaryl.

[0103] In one embodiment, **R** is:



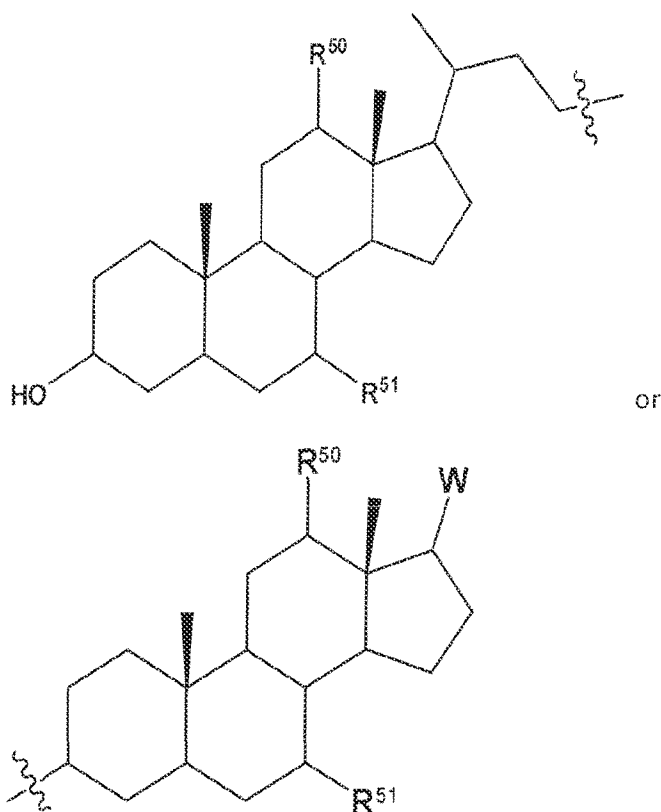
[0104] In one embodiment, R is:



wherein Y^1 is $-C(R^{38})_2$, wherein each R^{38} is independently hydrogen or C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_3 - C_9 heterocyclyl, C_6 - C_{10} aryl, or C_3 - C_9 heteroaryl.

[0105] Various polyethylene glycol (PEG) moieties and synthetic methods related to them that can be used or adapted to make compounds of the invention are described in U.S. Patent Nos. 6,608,076; 6,395,266; 6,194,580; 6,153,655; 6,127,355; 6,111,107; 5,965,566; 5,880,131; 5,840,900; 6,011,042 and 5,681,567.

[0106] In one embodiment, R is



wherein

R^{50} is -OH or hydrogen;

R^{51} is -OH, or hydrogen;

W is -CH(CH₃)W¹;

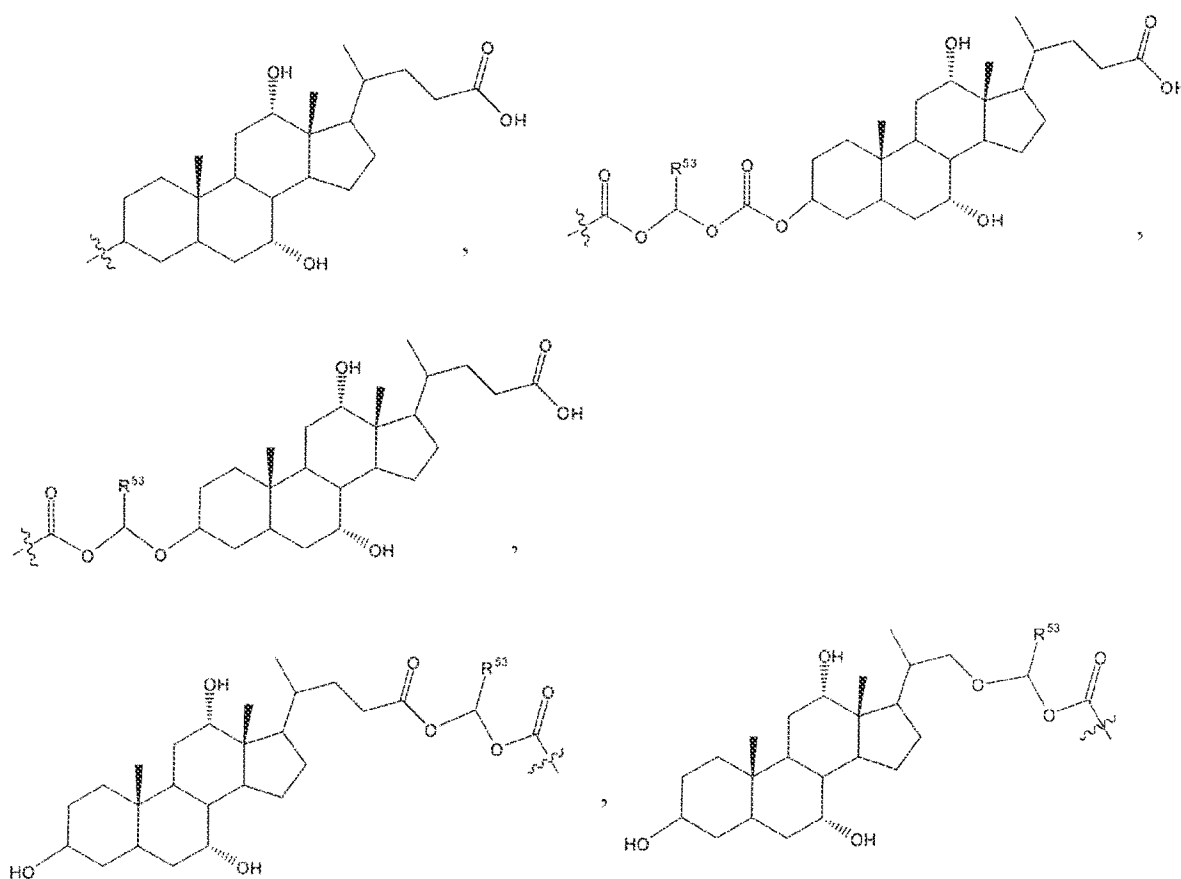
wherein W¹ is a substituted C₁-C₈ alkyl group containing a moiety which is optionally negatively charged at physiological pH,

said moiety is selected from the group consisting of CO₂H, SO₃H, SO₃H, -P(O)(OR⁵²)(OH), -OP(O)(OR⁵²)(OH), and OSO₃H,

wherein R⁵² is C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl.

[0107] Each heterocyclic and heteroaryl ring system is optionally substituted with one or more, preferably 1-3, C₁-C₃ alkyl, -OH, amino and/or carboxyl groups.

[0108] In one embodiment, R is:



wherein R⁵³ is H or C₁-C₆ alkyl.

[0109] In another aspect, **R** is SO₃H.

[0110] In another aspect, **R** comprises a cleavable linker, wherein the term “cleavable linker” refers to a linker which has a short half life in vivo. The breakdown of the linker **Z** in a compound releases or generates the active compound. In one embodiment, the cleavable linker has a half life of less than ten hours. In one embodiment, the cleavable linker has a half life of less than an hour. In one embodiment, the half life of the cleavable linker is between one and fifteen minutes. In one embodiment, the cleavable linker has at least one connection with the structure: C*-C(=X*)X*-C* wherein C* is a substituted or unsubstituted methylene group, and X* is S or O. In one embodiment, the cleavable linker has at least one C*-C(=O)O-C* connection. In one embodiment, the cleavable linker has at least one C*-C(=O)S-C* connection. In one embodiment, the cleavable linker has at least one -C(=O)N*-C*-SO₂-N*-connection, wherein N* is -NH- or C₁-C₆ alkylamino. In one embodiment, the cleavable linker is hydrolyzed by an esterase enzyme.

[0111] In one embodiment, the linker is a self-immolating linker, such as that disclosed in U.S. patent publication 2002/0147138, to Firestone; PCT Appl. No. US05/08161 and PCT Pub. No. 2004/087075. In another embodiment, the linker is a substrate for enzymes. See generally Rooseboom et al., 2004, Pharmacol. Rev. 56:53-102.

Pharmaceutical Compositions

[0112] In further aspects of the invention, a composition is provided comprising any of the compounds described herein, and at least a pharmaceutically acceptable excipient.

[0113] In another aspect, this invention provides a composition comprising any of the compounds described herein, and a pharmaceutically acceptable excipient.

[0114] Such compositions can be formulated for different routes of administration. Although compositions suitable for oral delivery will probably be used most frequently, other routes that may be used include transdermal, intravenous, intraarterial, pulmonary, rectal, nasal, vaginal, lingual, intramuscular, intraperitoneal, intracutaneous, intracranial, and subcutaneous routes. Suitable dosage forms for administering any of the compounds described herein include tablets, capsules, pills, powders, aerosols, suppositories, parenterals, and oral liquids, including suspensions, solutions and emulsions. Sustained

release dosage forms may also be used, for example, in a transdermal patch form. All dosage forms may be prepared using methods that are standard in the art (see e.g., Remington's Pharmaceutical Sciences, 16th ed., A. Oslo editor, Easton Pa. 1980).

[0115] Pharmaceutically acceptable excipients are non-toxic, aid administration, and do not adversely affect the therapeutic benefit of the compound of this invention. Such excipients may be any solid, liquid, semi-solid or, in the case of an aerosol composition, gaseous excipient that is generally available to one of skill in the art. Pharmaceutical compositions in accordance with the invention are prepared by conventional means using methods known in the art.

[0116] The compositions disclosed herein may be used in conjunction with any of the vehicles and excipients commonly employed in pharmaceutical preparations, e.g., talc, gum arabic, lactose, starch, magnesium stearate, cocoa butter, aqueous or non-aqueous solvents, oils, paraffin derivatives, glycols, etc. Coloring and flavoring agents may also be added to preparations, particularly to those for oral administration. Solutions can be prepared using water or physiologically compatible organic solvents such as ethanol, 1,2-propylene glycol, polyglycols, dimethylsulfoxide, fatty alcohols, triglycerides, partial esters of glycerin and the like.

[0117] Solid pharmaceutical excipients include starch, cellulose, hydroxypropyl cellulose, talc, glucose, lactose, sucrose, gelatin, malt, rice, flour, chalk, silica gel, magnesium stearate, sodium stearate, glycerol monostearate, sodium chloride, dried skim milk and the like. Liquid and semisolid excipients may be selected from glycerol, propylene glycol, water, ethanol and various oils, including those of petroleum, animal, vegetable or synthetic origin, e.g., peanut oil, soybean oil, mineral oil, sesame oil, etc. In certain embodiments, the compositions provided herein comprises one or more of α -tocopherol, gum arabic, and/or hydroxypropyl cellulose.

[0118] In one embodiment, this invention provides sustained release formulations such as drug depots or patches comprising an effective amount of a compound provided herein. In another embodiment, the patch further comprises gum Arabic or hydroxypropyl cellulose separately or in combination, in the presence of alpha-tocopherol. Preferably, the

hydroxypropyl cellulose has an average MW of from 10,000 to 100,000. In a more preferred embodiment, the hydroxypropyl cellulose has an average MW of from 5,000 to 50,000.

[0119] Compounds and pharmaceutical compositions of this invention maybe used alone or in combination with other compounds. When administered with another agent, the co-administration can be in any manner in which the pharmacological effects of both are manifest in the patient at the same time. Thus, co-administration does not require that a single pharmaceutical composition, the same dosage form, or even the same route of administration be used for administration of both the compound of this invention and the other agent or that the two agents be administered at precisely the same time. However, co-administration will be accomplished most conveniently by the same dosage form and the same route of administration, at substantially the same time. Obviously, such administration most advantageously proceeds by delivering both active ingredients simultaneously in a novel pharmaceutical composition in accordance with the present invention.

Methods of Treatment

[0120] In aspects of the invention, a method is provided for increasing tissue and/or cellular oxygenation, the method comprising administering to a subject in need thereof a therapeutically effective amount of any of the compounds or compositions described herein.

[0121] In aspects of the invention, a method is provided for increasing oxygen affinity of hemoglobin S in a subject, the method comprising administering to a subject in need thereof a therapeutically effective amount of any of the compounds or compositions described herein.

[0122] In aspects of the invention, a method is provided for treating a condition associated with oxygen deficiency, the method comprising administering to a subject in need thereof a therapeutically effective amount of any of the compounds or compositions described herein.

[0123] In further aspects of the invention, a method is provided for treating oxygen deficiency associated with sickle cell anemia, the method comprising administering to a

subject in need thereof a therapeutically effective amount of any of the compounds or compositions described herein.

[0124] In further aspects of the invention, a method is provided for treating sickle cell disease, the method comprising administering to a subject in need thereof a therapeutically effective amount of a compound of any of the compounds or compositions described herein. In still further aspects of the invention, a method is provided for treating cancer, a pulmonary disorder, stroke, high altitude sickness, an ulcer, a pressure sore, Alzheimer's disease, acute respiratory disease syndrome, and a wound, the method comprising administering to a subject in need thereof a therapeutically effective amount of a compound of any of the compounds or compositions described herein.

Synthetic Methods

[0125] Certain methods for making the compounds described herein are also provided. The reactions are preferably carried out in a suitable inert solvent that will be apparent to the skilled artisan upon reading this disclosure, for a sufficient period of time to ensure substantial completion of the reaction as observed by thin layer chromatography, ^1H -NMR, etc. If needed to speed up the reaction, the reaction mixture can be heated, as is well known to the skilled artisan. The final and the intermediate compounds are purified, if necessary, by various art known methods such as crystallization, precipitation, column chromatography, and the likes, as will be apparent to the skilled artisan upon reading this disclosure.

[0126] An illustrative and non-limiting method for synthesizing a compound of formula (I), is schematically shown below.

In the following Schemes,  and  refer to rings B and C as described herein;

L , R^3 and R^{70} are as described herein;

A^5 and B^5 are independently NR^{14} , O , S , $\text{S}(\text{O})_x$, NBoC , CH_2 , CHR^{14} , $\text{C}(\text{R}^{14})_2$ provided that when both A^5 and B^5 are present in a ring, both are not CH_2 , CHR^{14} , $\text{C}(\text{R}^{14})_2$, and provided that if only a single A^5 or B^5 is present in a ring, that A^5 or B^5 is not CH_2 , CHR^{14} , $\text{C}(\text{R}^{14})_2$;

R^{14} is C_1 - C_6 alkyl, COR^{15} or $COOR^{15}$; wherein R^{15} is optionally substituted C_1 - C_6 alkyl, optionally substituted C_6 - C_{10} aryl, optionally substituted 5-10 membered heteroaryl containing up to 5 ring heteroatoms, or optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

X , and X^5 each represents a leaving group and are independently selected from Cl, Br, and I.

X^6 represents CR, N, O, $S(O)_x$; wherein x is 0, 1, or 2;

Y^5 represents a leaving group selected from Cl, F, Br, I, OSO_2R^{71} and OSO_2Ar ;

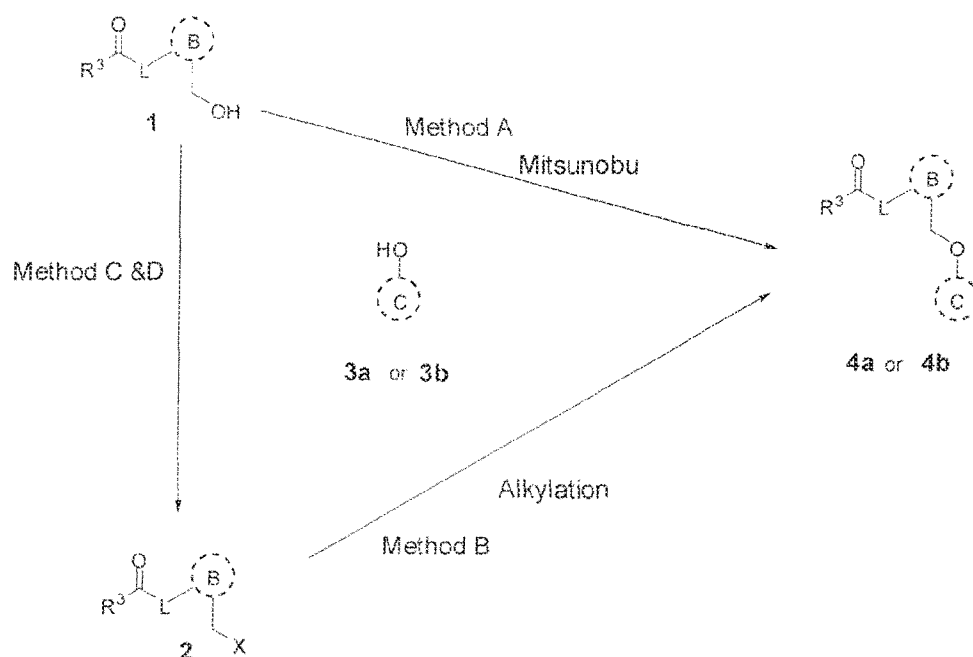
R^{71} is C_1 - C_6 alkyl;

Ar is phenyl optionally substituted with 1-3 halo and /or C_1 - C_4 alkyl groups;

n is 0, 1, or 2.

Where variables already used in the structures hereinabove are used in the schemes, the context makes it unambiguous as to what the variable refers to.

General Synthetic Schemes



[0127] General method A for preparing aryloxy/heteroarylether analogs (4a/4b) from substituted methylene alcohol (1) and hydroxyl (hetero)aryl aldehyde derivatives (3a/3b).

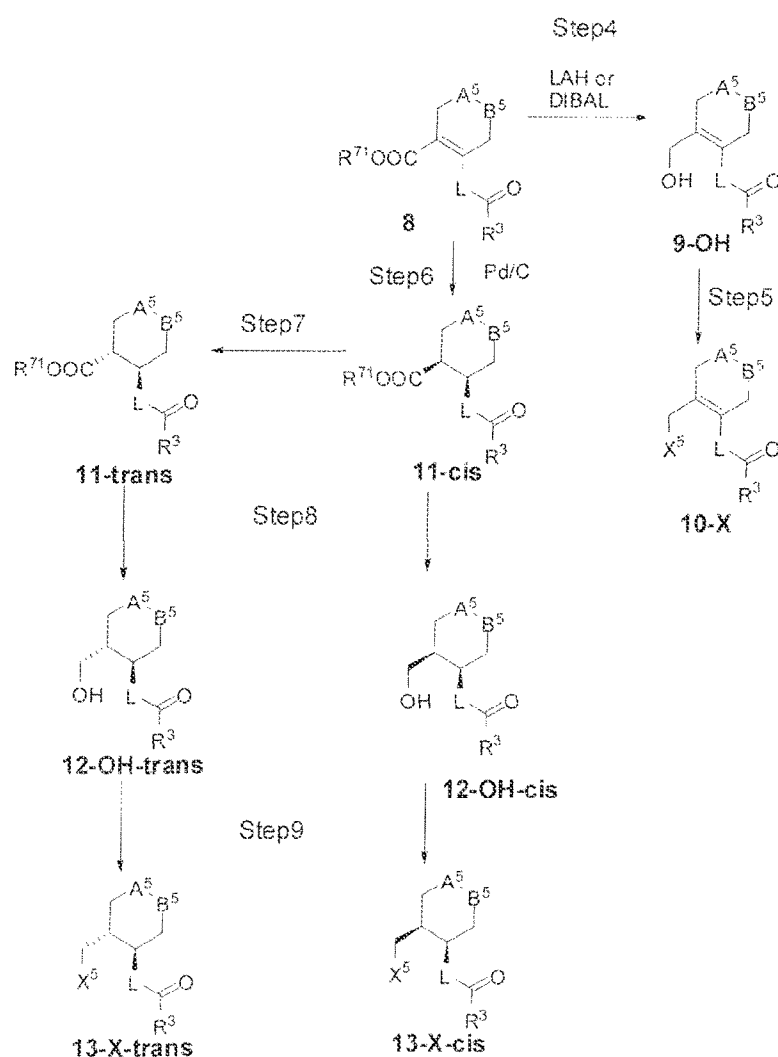
A hydroxyl (hetero)arylaldehyde derivatives (**3a/3b**) (0.1-2 mmol) mixture with substituted methylene alcohol (**1**) (0.8 to 1.2eq) and PPh_3 (1-1.5eq) in anhydrous THF (1-10mL) was stirred under nitrogen until complete dissolution. The solution was cooled to 0 °C on ice bath and DIAD or DEAD (1.1 eq) in THF or toluene was added dropwise over a 1-20 min period. The ice cooling bath was allowed to expire over 90 min and the mixture was stirred at RT for 2-48 hours. The mixture was stirred for 10 min, then filtered through a pad of silica. The silica was washed with ethyl acetate 2-20mL. The combined filtrates were evaporated and the residue was dried on highvac. The residue was purified by preparative HPLC or flash silica gel chromatography.

[0128] General method B for preparing aryloxy/heteroarylether analogs (4a/4b) from substituted methylene halide (2) and hydroxyl (hetero)aryl aldehyde derivatives (3a/3b). A mixture of hydroxyl (hetero)arylaldehyde derivatives (**3a/3b**) (0.1-2 mmol, 1-4 eq.), substituted methylene chloride or bromide (**2**) (1eq), and K_2CO_3 (2-5 eq.) (catalytic amount of NaI or Bu_4NI may also be added) in DMF or acetonitrile (1 to 10 mL) was stirred at RT or heating up to 120 °C for 0.5-8 h under nitrogen atmosphere. In workup A, water was added to the reaction mixture, the precipitated product was collected, washed with water, and then subjected to preparative HPLC or flash silica gel chromatography purification. In workup B (for products that did not precipitate), diluted HCl or aqueous NH_4Cl was added at 0 °C to adjusted the pH to ~7, the reaction mixture was partitioned between ethyl acetate or dichloromethane and aqueous sodium chloride and the organic layer separated, dried, and solvent removed under vacuum to afford crude product which was purified by automated silica gel column chromatography using appropriate solvents mixture (e.g., ethyl acetate/hexanes).

[0129] General method C for preparing substituted methylene chloride (2a). To a solution of substituted methylene alcohol (**1**) (0.1 to 2 mmol) in DCM (1-10 mL) was added SOCl_2 dropwise (2eq to 5eq) at 0 °C or RT. The reaction mixture was stirred at RT for 10min to 6 h, or until reaction is judged complete (LC/MS). The reaction mixture is concentrated to dryness over a rotavap. The crude chloride residue was suspended in toluene, sonicated and concentrated to dryness. The process was repeated three times and dried under vacuum to give the substituted methylene chloride (**2**), usually as an off-white solid, which was used for next step without further purification. Alternatively, a solution of aqueous 1N

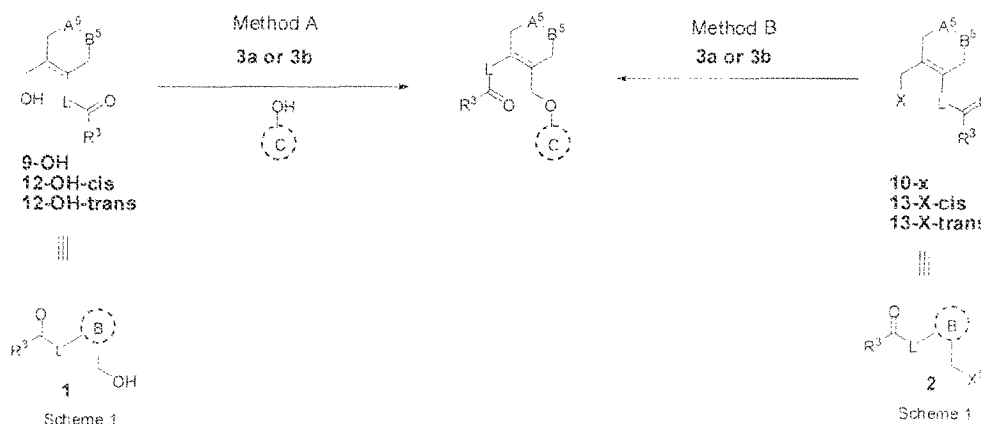
Na_2CO_3 is then added to produce a solution of pH~8. the mixture was extracted with DCM (3 x10-50mL), dried over sodium sulfate, and concentrated to the crude substituted methylene chloride (**2a**), which is then purified by column chromatography on silica gel (0-100% ethyl acetate-hexanes).

[0130] **General method D for preparing substituted methylene bromide (2b).** To a solution of substituted methylene alcohol (**1**) (0.1 to 2 mmol) in DCM (1-10 mL) was added $\text{Ph}_3\text{P Br}_2$ dropwise (2eq to 5eq) at 0 °C or RT. The reaction mixture was stirred at RT for 10 min to 2 h, or until reaction is judged complete (LC/MS). The reaction mixture is concentrated to dryness over a rotavap. The residue purified by column chromatography on silica gel (0-100% ethyl acetate-hexanes) to afford the pure bromide **2b**.

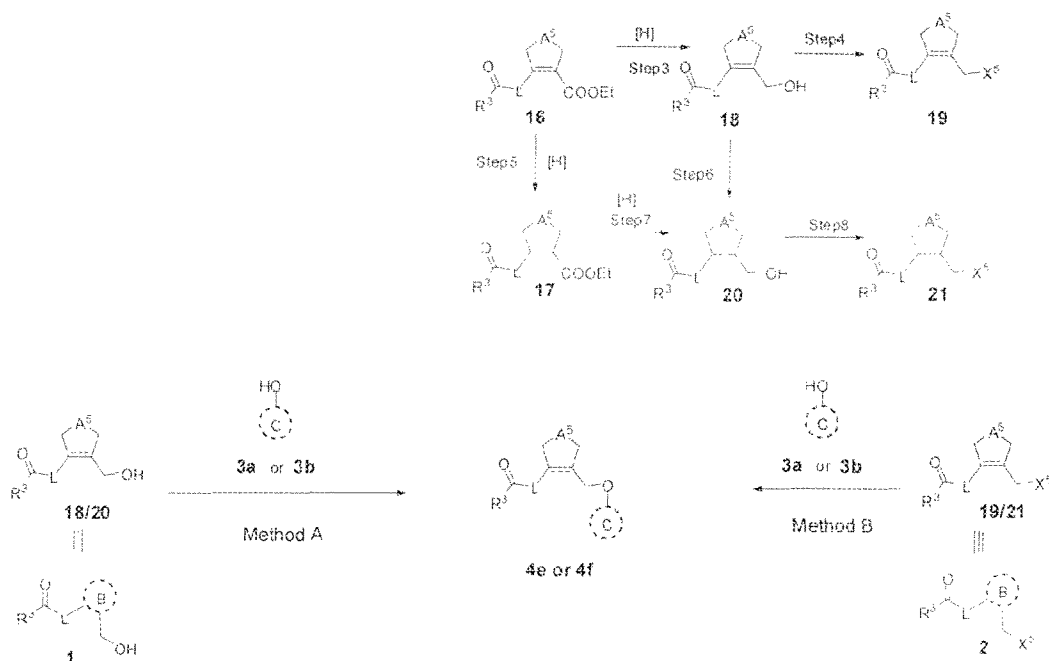


[0131] General method E for preparing heterocyclic methylene derivatives **9**, **10**, **12** and **13**. Reduction of the ester group of heterocyclohexene carboxylate **8** by LAH or DIBAL gives the corresponding alcohol **9-OH** (Step 4). Further reaction of the alcohol **9-OH** with thionyl chloride, Ph_3PBr_2 (or $\text{CBr}_4\text{-Ph}_3\text{P}$ or PBr_3), or alkyl/aryl sulfonyl chloride produces the corresponding **10-X** chloride, bromide or sulfonate (Step 5).

[0132] Alternatively, the double bond of heterocyclohexene carboxylate **8** is reduced to give the *cis*-heterocyclohexane **11-cis** carboxylate under palladium catalyzed hydrogenation conditions (Step 6). Reduction of the ester group of **11-cis** by LAH or DIBAL yields *cis*-alcohol **12-OH-cis** (Step 8). Conversion of the alcohol **12-OH-cis** to its chloride, bromide or sulfonate (such as mesylate, tosylate) **13-X-cis** can be achieved by reacting with thionyl chloride, or Ph_3PBr_2 , or sulfonyl chloride (such as mesyl chloride or tosyl chloride) (Step 9). The *cis*-cyclohexane carboxylate **11-cis** can also be isomerized to the thermodynamically more stable *trans*-isomer **11-trans** by the treatment with an alcoholic alkoxide (e.g., ethoxide) solution. Analogously, transformation of **11-trans** ester to **12-trans** alcohol and **13-X-trans** halide is accomplished by applying conditions of Step 8 and Step 9 similar to these for the corresponding *cis*-isomers.



[0133] Coupling of the (hetero)cyclic methylene derivatives **9**, **10**, **12** and **13** with hydroxyl (hetero)arylaldehyde derivatives (**3a/3b**) by general method A or B affords the corresponding aryloxy/heteroarylether analogs (**4c** and **4d**).

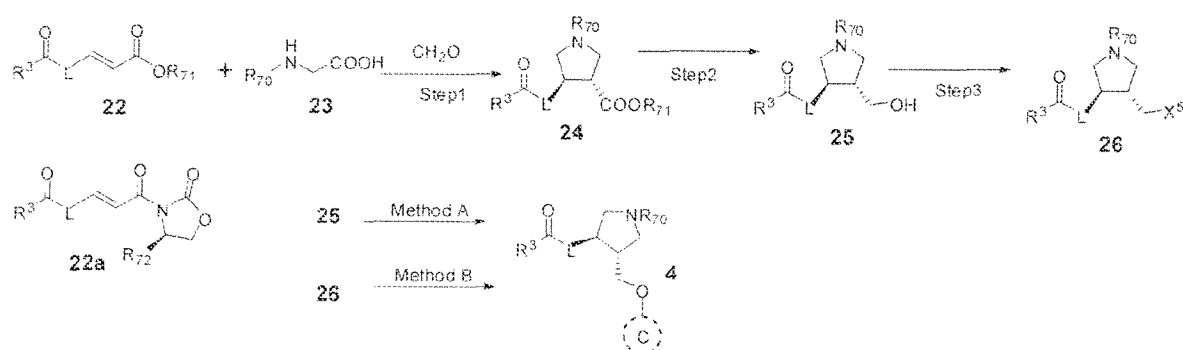


[0134] General method F for preparing heterocyclic methylene derivatives **18**, **19**, **20** and **21**. The ketone ester **14** is converted to the triflate intermediate **15** by treating with a triflating agent (e.g, triflic anhydride) in the presence of an organic base such as Hunig's base (Step 1). Suzuki coupling of the triflate **15** with a boronic acid or ester affords heterocyclo carboxylate **16** (Step 2). Subsequent reduction of the ester group by LAH or DIBAL gives the corresponding alcohol **18** (Step 3). Further reaction of the alcohol **18** with thionyl chloride, Ph₃PBr₂ (or CBr₄-Ph₃P or PBr₃), or alkyl/aryl sulfonyl chloride produces the corresponding **19** chloride, bromide or sulfonate (Step 4).

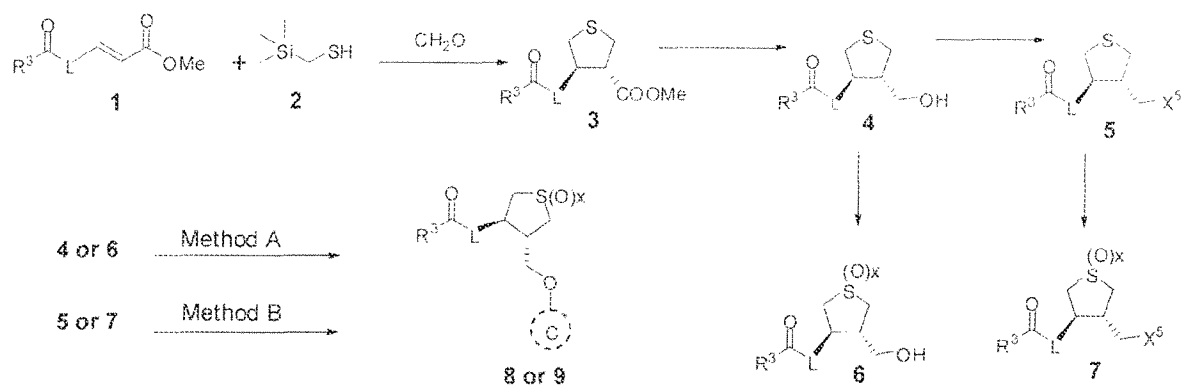
[0135] Alternatively, the double bond of **16** is reduced to give the saturated heterocyclic analog **17** under palladium catalyzed hydrogenation conditions (Step 5). Reduction of the ester group of **17** by LAH or DIBAL yields alcohol **20** (Step 7). Conversion of the alcohol **20** to its chloride, bromide or sulfonate (such as mesylate, tosylate) **21** can be achieved by reacting with thionyl chloride, or Ph₃PBr₂, or sulfonyl chloride (such as mesyl chloride or tosyl chloride) (Step 8).

[0136] Coupling of the (hetero)cyclic methylene derivatives **18**, **19**, **20** and **21** with hydroxyl (hetero)arylaldehyde derivatives (**3a/3b**) by general method A or B affords the corresponding aryloxy/heteroaryloxyether analogs (**4e** and **4f**).

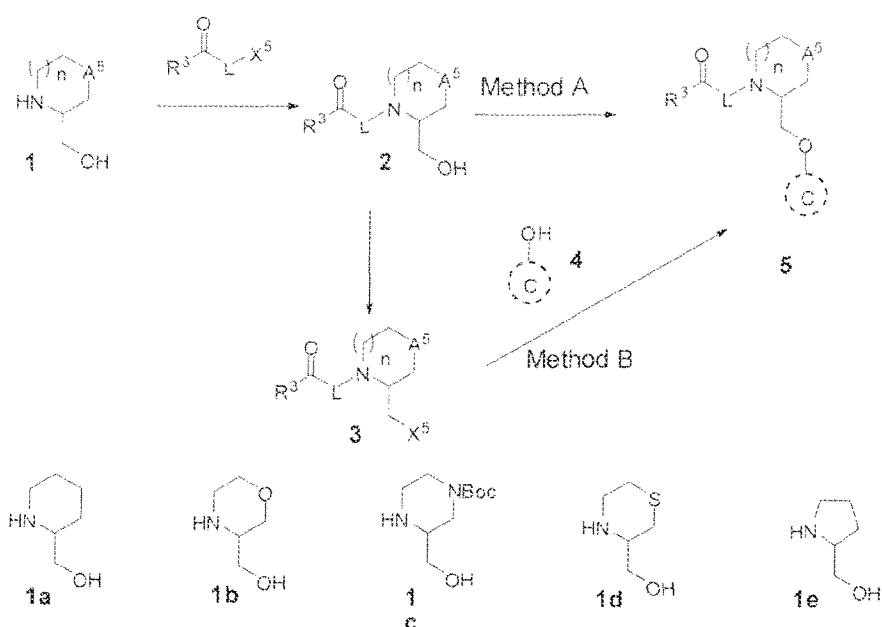
[0137] Chiral pyrrolidine methylene derivatives **25** and **26** can be prepared according to reaction sequence depicted herein. The pyrrolidine ester **24** is produced via a 1,3-dipolar cycloaddition of alkene **22** with azomethine-ylide generated in situ from formaldehyde and amino acid **23** alkene (Step1). Subsequent reduction of the ester to alcohol **24** and further conversion **25** are accomplished by analogous methods described herein. If a chiral auxiliary group such as chiral oxazolidinone derivative **22a** is used, optically active pyrrolidine derivatives **25** and **26** can also be obtained. Coupling of **25** and **26** with hydroxyl (hetero)arylaldehyde derivatives (**3a/3b**) by general method A or B affords the corresponding aryloxy/heteroaryloxyether analogs (**4**).



[0138] Separate from the general synthesis of tetrahydrothiophenes (i.e., **20** and **21**, A=S) described herein. Also described is a different synthetic approach to this class of analogs.

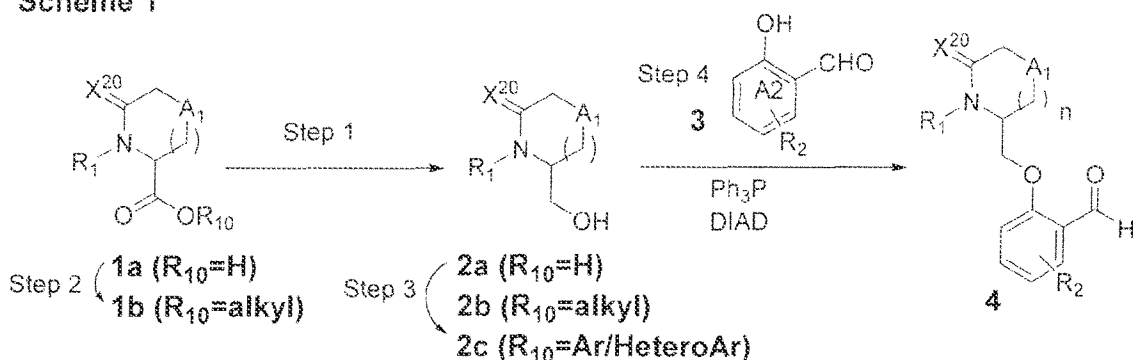


[0139] Other heterocyclic analogs (compound **5**) with C-N linkage are synthesized by applying Buchwald/Hartwig amination conditions. Many of the cyclic amines (**1**) are available commercially (e.g., **1a**, **1b**, **1c**, **1d**, and **1e**).



[0140] Protected amides of formula -CONHR⁹⁵ and -CONHOR⁹⁵ can be converted e.g., hydrolyzed to the corresponding amides according to methods known to the skilled artisan.

Scheme 1



[0141] Compounds of structure 4 can be synthesized via general synthetic scheme 1. Reduction of carboxylic acid derivative 1 gives hydroxymethyl analog 2, which can be N-derivatized at via copper-mediated N-arylation reaction (CuI, Ar-I, base such as N,N-dimethylethylenediamine and potassium phosphate, heat) to give key hydroxymethyl intermediate 3. Coupling of 3 with phenol aldehyde 4 produces the desired aldehyde analog 5 via typical Mitsunobu conditions using either triphenylphosphine or polymer supported triphenylphosphine. A₁ is a heteroatom or a hydrocarbyl moiety as defined herein.

[0142] General method step 1 – reduction of carboxylic acid derivative 1 to methyl alcohol 2: To a suspension of carboxylic acid 1 (1-10mmol) in MeOH or EtOH (2-10 mL) at 0

°C was added SOCl_2 (1.5eq). After stirred at room temperature for 1-12h, it was concentrated to remove all solvents, dried under high vacuum to give corresponding methyl or ethyl ester. The ester was dissolved in MeOH or EtOH (5-30 mL), to this solution, was added NaBH_4 (1-4eq) at 0 °C, the mixture was warmed up to room temperature and stirred for additional 1-24 h. The mixture was quenched with Sat. NH_4Cl , filtered off the insolubles and the filtrate was concentrated to give crude product, which was purified by flash silica gel chromatography to give the corresponding hydroxymethylene compound **2**.

[0143] General method step 2 – N-alkylation (1a to 1b): The carboxylate **1a** ($R_1=\text{H}$) can be first alkylated and then reduced to give N-alkyl hydroxymethylene analog **1b** ($R_1=\text{alkyl}$). In a typical procedure, the carboxylate **1a** (1-10mmol) is first dissolved in DMF (2-20 mL); to this was then added a base such as NaH or Cs_2CO_3 (1-1.2eq), followed by the addition of alkyl halide (eg, BnBr) (0.9-1.5eq). The reaction allowed to proceed at room temperature or heat at 40 to 115 °C for 0.5 to 24 h. In workup A, water was added to the reaction mixture, the precipitated product was collected, washed with water, and then subjected to preparative HPLC or flash silica gel chromatography purification. In workup B (for products that did not precipitate), diluted HCl or aqueous NH_4Cl was added at 0 °C to adjusted the pH to ~7, the reaction mixture was partitioned between ethyl acetate or dichloromethane and aqueous sodium chloride and the organic layer separated, dried, and solvent removed under vacuum to afford crude product which was purified by automated silica gel column chromatography, reaction appropriate solvents mixture (e.g., ethyl acetate/hexanes).

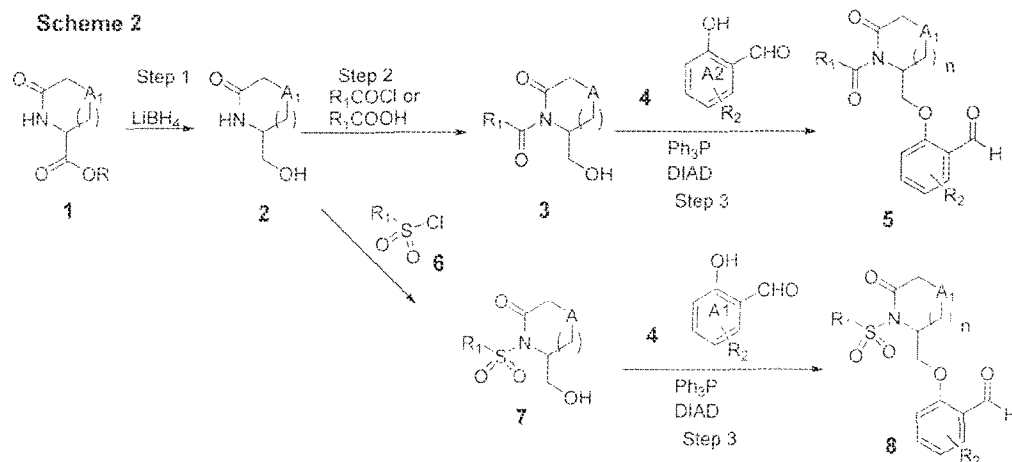
[0144] General method step 3 – Copper-mediated N-arylation from 2a to 2c: For cyclic amines ($X=\text{H}$, H), to a solution of hydroxymethylene compound **2a** (1-10 mmol) and aryl/hetero iodide (1-1.5eq) in iPrOH (0.5-10 mL) was added ethylene diol (1.3eq) and CuI (6.7mol%), followed by K_3PO_4 (1.3eq), then it was degassed and heated at 88 °C for 6-24 h.

[0145] Alternatively, for lactams ($X=\text{O}$), to a solution of hydroxymethylene compound **2a** (1-10mmol) and aryl/hetero iodide (1-1.5eq) in Dioxane (2-20 mL) was added CuI (0.17eq), N,N -dimethylethylenediamine (0.17eq), K_3PO_4 (1.7eq), then it was degassed and heated at 100 °C for 6-48 h.

[0146] Workup for both procedures: the reaction mixture was cooled to room temperature the mixture was diluted with EtOAc and water, organic layer was separated and the aqueous layer was extracted with EtOAc, organic layer was combined, washed with

brine, dried and concentrated to give crude product, which was purified by flash silica gel chromatography to give N-aryl/heteroaryl compound **2c**.

[0147] General method C –Mitsunobu conditions A hydroxyl (hetero)arylaldehyde derivatives (**4**) (0.1-2 mmol) mixture with substituted methylene alcohol (**3**) (0.8 to 1.2eq) and (polymer-supported) PPh_3 (1-1.5eq) in anhydrous THF (1-10mL) was stirred under nitrogen until complete dissolution. The solution was cooled to 0 °C on ice bath and DIAD or DEAD (1.1 eq) in THF or toluene was added dropwise over a 1-20 min period. The ice cooling bath was allowed to expire over 90 min and the mixture was stirred at RT for 2-48 hours. The mixture was filtered through a pad of silica. The silica was washed with ethyl acetate 2-20mL. The combined filtrates were evaporated and the residue was dried on highvac. The residue was purified by preparative HPLC or flash silica gel chromatography.



[0148] Compounds of structure **5** can be synthesized via general synthetic scheme 1. Reduction of carboxylic acid derivative **1** gives hydroxymethyl analog **2**, which can be N-alkylated by simple alkyl halide (base, R_1X , heat) or aryl halide (ArX) via copper-mediated N-arylation reaction (CuI , Ar-I , base such as N,N -dimethylethylenediamine and potassium phosphate, heat) to give key hydroxymethyl intermediate **3**. Coupling of **3** with phenol aldehyde **4** produces the desired aldehyde analog **5** via typical Mitsunobu conditions using either triphenylphosphine or polymer supported triphenylphosphine. A_1 is a heteroatom or a hydrocarbyl moiety as defined herein.

[0149] General method step 1 – reduction of carboxylic acid derivative 1 to methyl alcohol 2: To a suspension of carboxylic acid **1** (1-10mmol) in MeOH or EtOH (2-10 mL) at 0 °C was added SOCl_2 (1.5eq). After stirred at room temperature for 1-12h, it was

concentrated to remove all solvents, dried under high vacuum to give corresponding methyl or ethyl ester. The ester was dissolved in MeOH or EtOH (5-30 mL), to this solution, was added NaBH_4 (1-4eq) at 0 °C, the mixture was warmed up to room temperature and stirred for additional 1-24 h. The mixture was quenched with Sat. NH_4Cl , filtered off the insolubles and the filtrate was concentrated to give crude product, which was purified by flash silica gel chromatography to give the corresponding hydroxymethylene compound **2**.

[0150] General method step 2 – Copper-mediated N-arylation: For cyclic amines ($\text{X}=\text{H}$, H), to a solution of hydroxymethylene compound **2** (1-10 mmol) and aryl/hetero iodide (1-1.5eq) in iPrOH (0.5-10 mL) was added ethylene diol (1.3eq) and CuI (6.7mol%), followed by K_3PO_4 (1.3eq), then it was degassed and heated at 88 °C for 6-24 h.

Alternatively, for lactams ($\text{X}=\text{O}$), to a solution of hydroxymethylene compound **2** (1-10mmol) and aryl/hetero iodide (1-1.5eq) in Dioxane (2-20 mL) was added CuI (0.17eq), N,N -dimethylethylenediamine (0.17eq), K_3PO_4 (1.7eq), then it was degassed and heated at 100 °C for 6-48 h.

[0151] Workup for both procedures: the reaction mixture was cooled to room temperature the mixture was diluted with EtOAc and water, organic layer was separated and the aqueous layer was extracted with EtOAc, organic layer was combined, washed with brine, dried and concentrated to give crude product, which was purified by flash silica gel chromatography to give N-aryl/heteroaryl compound **3**.

[0152] General method step 2b – N-alkylation: The carboxylate **1** can be first alkylated and then reduced to give N-alkyl hydroxymethylene analog **3**. In a typical procedure, the carboxylate **1** (1-10mmol) is first dissolved in DMF (2-20 mL); to this was then added a base such as NaH or Cs_2CO_3 (1-1.2eq), followed by the addition of alkyl halide (eg, BnBr) (0.9-1.5eq). The reaction allowed to proceed at room temperature or heat at 40 to 115 °C for 0.5 to 24 h. In workup A, water was added to the reaction mixture, the precipitated product was collected, washed with water, and then subjected to preparative HPLC or flash silica gel chromatography purification. In workup B (for products that did not precipitate), diluted HCl or aqueous NH_4Cl was added at 0 °C to adjusted the pH to ~7, the reaction mixture was partitioned between ethyl acetate or dichloromethane and aqueous sodium chloride and the organic layer separated, dried, and solvent removed under vacuum to afford crude product which was purified by automated silica gel column chromatography, reaction appropriate solvents mixture (e.g., ethyl acetate/hexanes).

[0153] **General method C –Mitsunobu conditions** A hydroxyl (hetero)arylaldehyde derivatives (**4**) (0.1-2 mmol) mixture with substituted methylene alcohol (**3**) (0.8 to 1.2eq) and (polymer-supported) PPh_3 (1-1.5eq) in anhydrous THF (1-10mL) was stirred under nitrogen until complete dissolution. The solution was cooled to 0 °C on ice bath and DIAD or DEAD (1.1 eq) in THF or toluene was added dropwise over a 1-20 min period. The ice cooling bath was allowed to expire over 90 min and the mixture was stirred at RT for 2-48 hours. The mixture was filtered through a pad of silica. The silica was washed with ethyl acetate 2-20mL. The combined filtrates were evaporated and the residue was dried on highvac. The residue was purified by preparative HPLC or flash silica gel chromatography.

Prodrug Synthesis

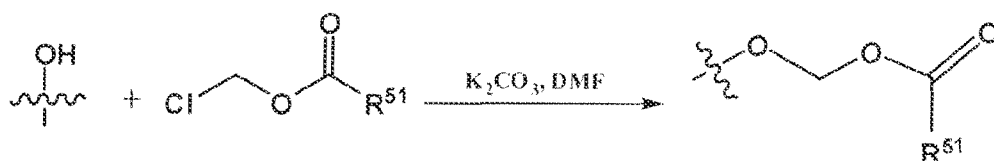
[0154] Syntheses of the ester prodrugs start with the free carboxylic acid bearing the tertiary amine. The free acid is activated for ester formation in an aprotic solvent and then reacted with a free alcohol group in the presence of an inert base, such as triethyl amine, to provide the ester prodrug. Activating conditions for the carboxylic acid include forming the acid chloride using oxalyl chloride or thionyl chloride in an aprotic solvent, optionally with a catalytic amount of dimethyl formamide, followed by evaporation. Examples of aprotic solvents, include, but are not limited to methylene chloride, tetrahydrofuran, and the like. Alternatively, activations can be performed in situ by using reagents such as BOP (benzotriazol-1-yloxytris(dimethylamino) phosphonium hexafluorophosphate, and the like (see Nagy et al., 1993, Proc. Natl. Acad. Sci. USA 90:6373-6376) followed by reaction with the free alcohol. Isolation of the ester products can be affected by extraction with an organic solvent, such as ethyl acetate or methylene chloride, against a mildly acidic aqueous solution; followed by base treatment of the acidic aqueous phase so as to render it basic; followed by extraction with an organic solvent, for example ethyl acetate or methylene chloride; evaporation of the organic solvent layer; and recrystallization from a solvent, such as ethanol. Optionally, the solvent can be acidified with an acid, such as HCl or acetic acid to provide a pharmaceutically acceptable salt thereof. Alternatively the crude reaction can be passed over an ion exchange column bearing sulfonic acid groups in the protonated form, washed with deionized water, and eluted with aqueous ammonia; followed by evaporation.

[0155] Suitable free acids bearing the tertiary amine are commercially available, such as 2-(N-morpholino)-propionic acid, N,N-dimethyl-beta-alanine, and the like. Non-commercial acids can be synthesized in straightforward manner via standard literature procedures.

[0156] Carbonate and carbamate prodrugs can be prepared in an analogous way. For example, amino alcohols and diamines can be activated using activating agents such as phosgene or carbonyl diimidazole, to provide an activated carbonates, which in turn can react with the alcohol and/or the phenolic hydroxy group on the compounds utilized herein to provide carbonate and carbamate prodrugs.

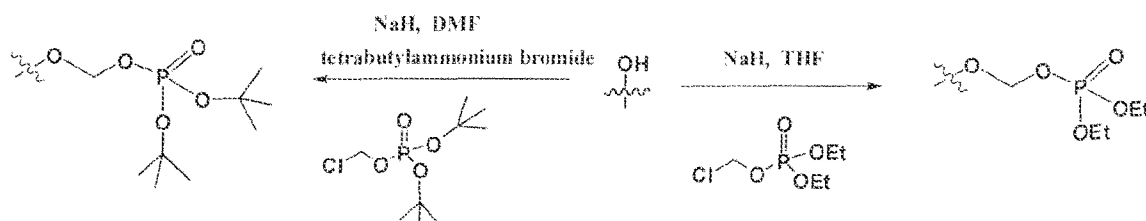
[0157] Various protecting groups and synthetic methods related to them that can be used or adapted to make compounds of the invention can be adapted from the references Testa et al., *Hydrolysis in Drug and Prodrug Metabolism*, June 2003, Wiley-VCH, Zurich, 419-534 and Beaumont et al., *Curr. Drug Metab.* 2003, 4:461-85.

[0158] Provided herein is a method of synthesizing an acyloxymethyl version of a prodrug by adapting a method from the reference Sobolev et al., 2002, *J. Org. Chem.* 67:401-410.

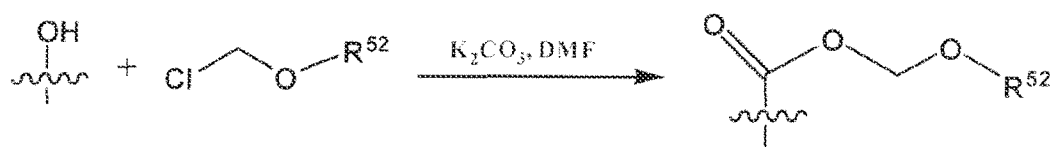


R^{51} is $\text{C}_1\text{-C}_6$ alkyl.

[0159] Provided herein is a method for synthesizing a phosphonooxymethyl version of a prodrug by adapting a method from Mantyla et al., 2004, *J. Med. Chem.* 47:188-195.



[0160] Provided herein is a method of synthesizing an alkyloxymethyl version of a prodrug



R⁵² is C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₃-C₉ heterocyclyl, C₆-C₁₀ aryl, or C₃-C₉ heteroaryl.

Examples

[0161] The following examples are given for the purpose of illustrating various embodiments of the invention and are not meant to limit the present invention in any fashion. The present examples, along with the methods described herein are presently representative of preferred embodiments, are exemplary, and are not intended as limitations on the scope of the invention. Changes therein and other uses which are encompassed within the spirit of the invention as defined by the scope of the claims will occur to those skilled in the art.

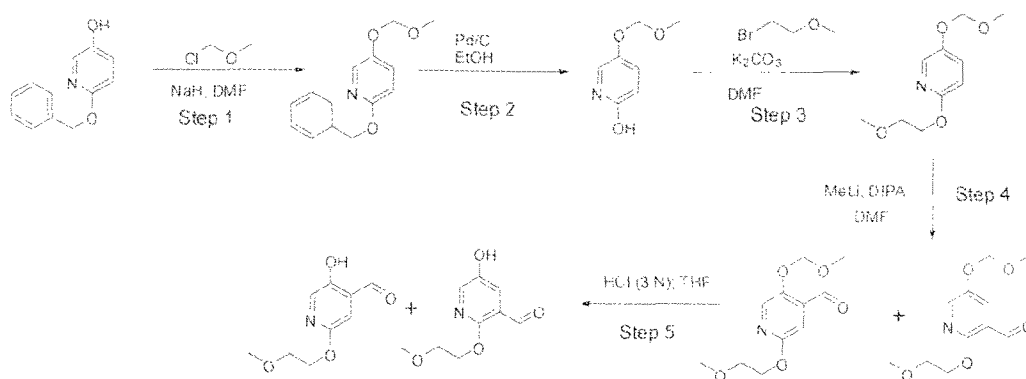
[0162] In the examples below as well as throughout the application, the following abbreviations have the following meanings. If not defined, the terms have their generally accepted meanings.

°C	=	degrees Celsius
RT	=	Room temperature
min	=	minute(s)
h	=	hour(s)
μL	=	Microliter
mL	=	Milliliter
mmol	=	Millimole
eq	=	Equivalent
mg	=	Milligram
ppm	=	Parts per million
atm	=	Atmospheric pressure
MS	=	Mass spectrometry
LC-MS	=	Liquid chromatography--mass spectrometry

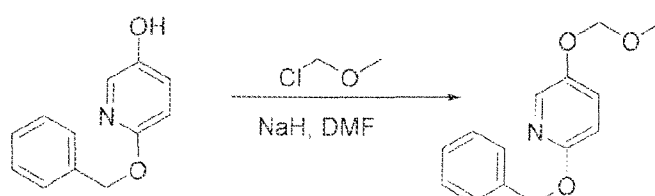
HPLC	=	High performance liquid chromatography
NMR	=	Nuclear magnetic resonance
Sat./sat.	=	Saturated
MeOH	=	Methanol
EtOH	=	Ethanol
EtOAc	=	Ethyl acetate
Et ₃ N	=	Triethylamine
Ac ₂ O	=	Acetic anhydride
Na(OAc) ₃ BH	=	Sodium triacetoxy borohydride
PBr ₃	=	phosphorus tribromide
Ph ₃ P	=	Triphenylphosphine
Ph ₃ PBr ₂	=	Triphenylphosphine dibromide
CBBr ₄	=	Tetrabromomethane
DMF	=	N, N-Dimethylformamide
DCM	=	Dichloromethane
LAH/ LiAlH ₄	=	Lithium aluminum hydride
THF	=	Tetrahydrofuran
DIBAL	=	Diisobutylaluminium hydride
DIAD	=	Diisopropyl azodicarboxylate
DEAD	=	Diethyl azodicarboxylate
DIPEA	=	N,N-Diisopropylethylamine
Pd(dppf)Cl ₂	=	[1,1'-Bis(diphenylphosphino)ferrocene] dichloropalladium(II), complex

[0163] The following representative B-ring and C-ring intermediates may be incorporated into the compounds of the invention by methods that are commonly known to the skilled artisan.

[0164] Preparation of 5-hydroxy-2-(2-methoxyethoxy)isonicotinaldehyde).

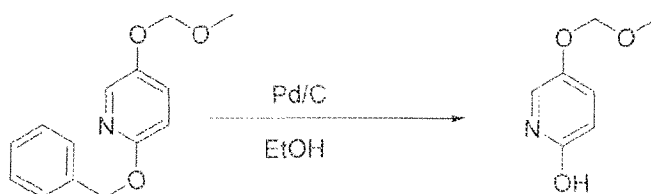


Step 1



[0165] To a solution of 6-(benzyloxy)pyridin-3-ol (2.0 g, 10 mmol, 1 eq.) in DMF (20 mL) was added NaH (60% in mineral oil; 0.6 g, 15 mmol, 1.5 eq.) at 0-5 °C portion-wise. Upon the completion of addition, the mixture was continued to stir at 0-5 °C for 15 min, added chloromethyl methyl ether (0.88 g, 11 mmol, 1.1 eq.), stirred at 0-5 °C for another 20 min, and quenched with $\text{NH}_4\text{Cl}_{(\text{sat.})}$ solution. The aqueous layer was extracted with EtOAc (3 x 20 mL) and the combined organic layers were washed with water and brine, dried over Na_2SO_4 , concentrated, and purified on silica gel using 25% EtOAc/hexanes as eluent to give 2-(benzyloxy)-5-(methoxymethoxy)pyridine (2.1 g, 87%) as a colorless oil. MS (ESI) m/z 246.1 $[\text{M}+\text{H}]^+$.

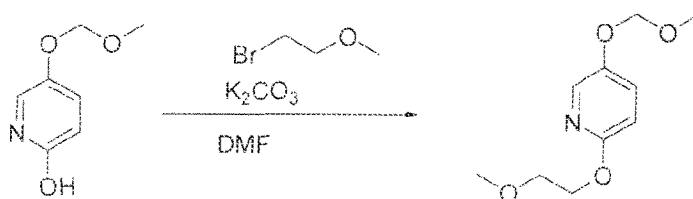
Step 2



[0166] To 2-(benzyloxy)-5-(methoxymethoxy)pyridine (1.8 g, 8.71 mol) in EtOH was added Pd/C (1.0 g). The mixture was charged with H_2 (15 psi), stirred at RT for 45 min, filtered, and

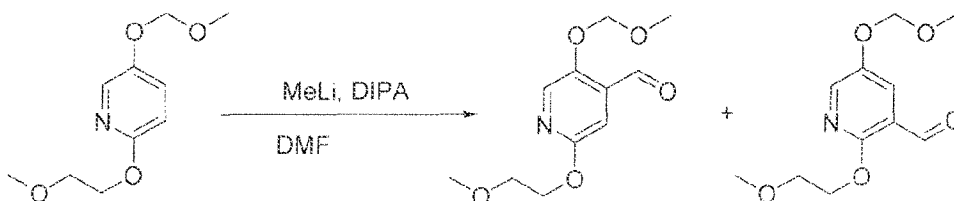
concentrated to give 5-(methoxymethoxy)pyridin-2-ol (1.35 g, quantitative yield) as a pale yellow solid. MS (ESI) m/z 156.1 $[M+H]^+$.

Step 3



[0167] To a mixture of 5-(methoxymethoxy)pyridin-2-ol (1.35 g, 8.71 mmol, 1 eq.) and K_2CO_3 (6.01 g, 43.6 mmol, 5.0 eq.) in DMF (30.0 mL) was added 1-bromo-2-methoxyethane (3.61 g, 26.1 mmol, 3eq.). The mixture was heated at 60 °C for 2 h, cooled, filtered, concentrated, and purified on silica gel using a mixture of EtOAc and hexanes as eluent to give 2-(2-methoxyethoxy)-5-(methoxymethoxy)pyridine (500 mg, 27%) as a colorless oil. ^1H NMR (400 MHz, CDCl_3) δ 7.94 (d, $J = 3.0$ Hz, 1H), 7.35 (ddd, $J = 8.9, 3.0, 1.0$ Hz, 1H), 6.76 (dd, $J = 8.9, 1.0$ Hz, 1H), 5.11 (s, 2H), 4.48 – 4.40 (m, 2H), 3.79-3.71 (m, 2H), 3.50 (s, 3H), 3.45 (s, 3H). MS (ESI) m/z 214.1 $[M+H]^+$.

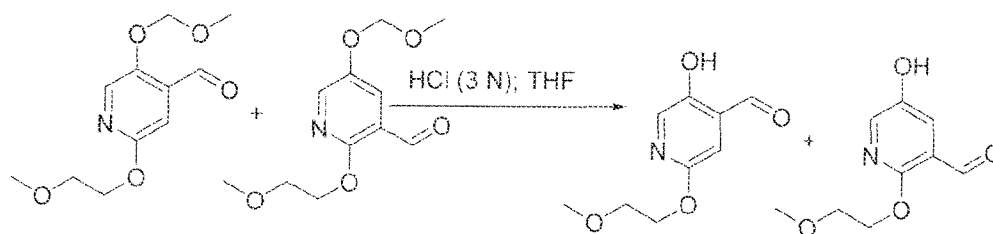
Step 4



[0168] To a mixture of 2-(2-methoxyethoxy)-5-(methoxymethoxy)pyridine (1.34 g, 6.3 mol, 1 eq.) and diisopropylamine (17.5 μL , 0.13 mmol, 0.02 eq.) in THF (50 mL) was added methyl lithium (1.6 M/THF, 7 mL, 11.3 mol, 1.8 eq.) at -40 °C. Upon the completion of addition, the mixture was warmed to 0 °C, continued to stir at 0 °C for 3 h, cooled back down to -40 °C, and added DMF (0.83 mL, 11.3 mol, 1.8 eq.) slowly. The mixture was then stirred at -40 °C for 1 h, quenched with a mixture of HCl (12 N, 12 mL) and THF (28 mL), warmed to RT, and added water (20 mL). The pH of the mixture was adjusted to pH 8-9 with solid K_2CO_3 . The aqueous layer was extracted with EtOAc (30 mL) twice. The combined organic layers were

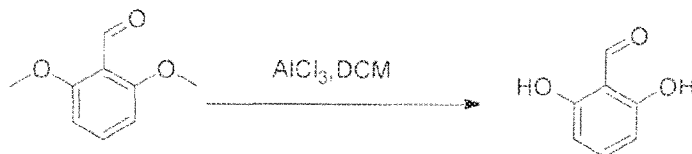
dried over Na_2SO_4 , concentrated, and purified on silica gel using a mixture of EtOAc and hexanes as eluent to give a mixture of 2-(2-methoxyethoxy)-5-(methoxymethoxy)isonicotinaldehyde and 2-(2-methoxyethoxy)-5-(methoxymethoxy)nicotinaldehyde (5/1, 1.27 g, 83.6%) as a pale yellow oil. ^1H NMR (400 MHz, CDCl_3) δ 10.45 (s, 1H), 8.23 (s, 1H), 7.16 (s, 1H), 5.27 (s, 2H), 4.46 (dd, $J = 5.4, 3.9$ Hz, 2H), 4.14 (q, $J = 7.1$ Hz, 1H), 3.77 – 3.71 (m, 2H), 3.56 (s, 3H), 3.46 (s, 3H) and ^1H NMR (400 MHz, CDCl_3) δ 10.41 (s, 1H), 8.18 (d, $J = 3.2$ Hz, 1H), 7.85 (d, $J = 3.1$ Hz, 1H), 5.16 (s, 2H), 4.64 – 4.57 (m, 2H), 3.85 – 3.79 (m, $J = 5.4, 4.0$ Hz, 2H), 3.50 (s, 3H), 3.46 (s, 3H); MS (ESI) m/z 242.1 $[\text{M}+\text{H}]^+$.

Step 5



[0169] To a solution of 2-methoxy-5-(methoxymethoxy)isonicotinaldehyde (1.27 g, 5.29 mol) in THF (5 mL) was added HCl (3 N, 4 mL). The reaction was stirred at 50 °C for 1 h, cooled to RT, and diluted with water (5 mL). The mixture was neutralized to pH 7-8 with solid K_2CO_3 and the aqueous layer was extracted with EtOAc (100 mL) twice. The combined organic layers were dried over Na_2SO_4 , concentrated, and purified on silica gel using a mixture of EtOAc and hexanes to give 5-hydroxy-2-(2-methoxyethoxy)isonicotinaldehyde (630 mg, 60%) and 5-hydroxy-2-(2-methoxyethoxy)nicotinaldehyde (120 mg, 11%). Data for 5-hydroxy-2-(2-methoxyethoxy)isonicotinaldehyde: ^1H NMR (400 MHz, CDCl_3) δ 9.98 (s, 1H), 9.50 (s, 1H), 8.07 (s, 1H), 7.02 (s, 1H), 4.51 – 4.39 (m, 2H), 3.81 – 3.72 (m, 2H), 3.47 (s, 3H). LRMS ($\text{M}+\text{H}^+$) m/z 198.1. Data for and 5-hydroxy-2-(2-methoxyethoxy) nicotinaldehyde: ^1H NMR (400 MHz, CDCl_3) δ 10.3 (s, 1H), 7.99 (d, $J = 3.2$ Hz, 1H), 7.58 (d, $J = 3.2$ Hz, 1H), 7.18 – 7.07 (br, 1H), 4.54 (dd, $J = 5.4, 3.7$ Hz, 2H), 3.84 (dd, $J = 5.4, 3.7$ Hz, 2H), 3.49 (s, 3H); MS (ESI) m/z 198.1 $[\text{M}+\text{H}]^+$.

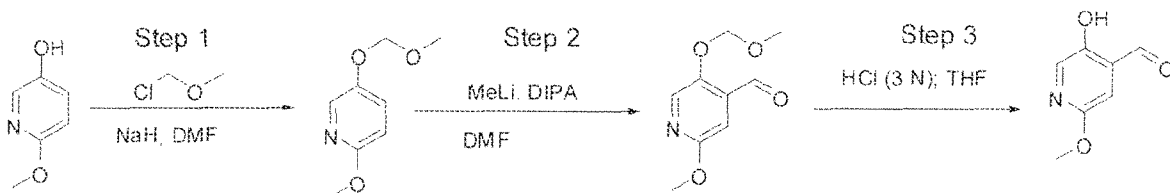
[0170] Preparation of 2,6-dihydroxybenzaldehyde.



[0171] Into a 3000-mL three neck round-bottom flask, was placed a solution of AlCl_3 (240 g, 1.80 mol, 3.00 equiv) in dichloromethane (1200mL). A solution of 2,6-dimethoxybenzaldehyde (100 g, 601.78 mmol, 1.00 eq) in dichloromethane (800ml) was added to the reaction mixture dropwise at 0°C. The resulting solution was stirred overnight at room temperature, and then it was quenched with 200 mL of diluted HCl (2M). The resulting solution was extracted with 2x200 mL of dichloromethane. The combined organic layers were concentrated under vacuum. The residue was applied onto a silica gel column with ethyl acetate/petroleum ether (1:200-1:50) as eluent to furnish 40 g (48%) of 2,6-dihydroxybenzaldehyde as a yellow solid.

^1H NMR (300MHz, $\text{DMSO}-d_6$) δ 11.25(s, 2H), 10.25(s, 1H), 7.36(m, 1H), 6.36 (d, $J=8.4\text{Hz}$ 2H); MS (ESI) m/z 139 $[\text{M}+\text{H}]^+$.

[0172] Preparation of 5-hydroxy-2-methoxyisonicotinaldehyde.



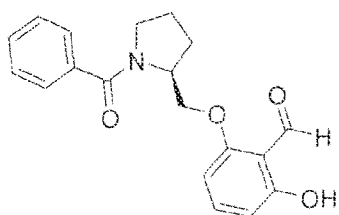
[0173] **Step 1:** To a solution of 6-methoxypyridin-3-ol (20 g, 0.16 mol) in DMF (200 mL) was added NaH (60% in mineral oil; 9.6 g, 0.24 mol) at 0-5 °C portion-wise. Upon the completion of addition, the mixture was continued to stir at 0-5 °C for 15 min followed by additional of chloromethyl methyl ether. The mixture was stirred at 0-5 °C for another 20 min and quenched with aqueous $\text{NH}_4\text{Cl}_{(\text{sat.})}$. The aqueous layer was extracted with EtOAc (3 x 100 mL) and the combined organic layer was washed with water and brine, dried over Na_2SO_4 , and concentrated under reduced pressure. The residue was purified on silica gel with 25% EtOAc/hexanes as eluent to give 2-methoxy-5-(methoxymethoxy)pyridine (24.1 g, 89.3%) as

a colorless oil. ^1H NMR (400 MHz; CDCl_3) 7.97 (d, 1 H), 7.35 (dd, 1 H), 6.70 (d, 1 H), 5.12 (s, 2 H), 3.91 (s, 3 H), 3.51 (s, 3 H); MS (ESI) m/z 170.1 $[\text{M}+\text{H}]^+$.

[0174] Step2: To a mixture of 2-methoxy-5-(methoxymethoxy)pyridine (30 g, 0.178 mol) and diisopropylamine (507 μL , 3.6 mmol) in THF (500 mL) was added methyl lithium (1.6 M/THF, 200 mL, 0.32 mol) at -40°C . Upon the completion of addition, the mixture was warmed to 0°C and continued to stir at 0°C for 3 h. The reaction mixture was then cooled back down to -40°C followed by addition of DMF (24.7 mL, 0.32 mol) slowly. The mixture was then stirred at -40°C for 1 h and quenched with a mixture of HCl (12 N, 120 mL) and THF (280 mL). Water (200 mL) was added and the pH of the mixture was adjusted to pH 8-9 with solid K_2CO_3 . The mixture was extracted with EtOAc (300 mL) twice. The organic layer was combined, dried over Na_2SO_4 , and concentrated to give 2-methoxy-5-(methoxymethoxy)isonicotinaldehyde (33.5 g, 95.7%) as a brown solid, which was used for next step without further purification. ^1H NMR (400 MHz; CD_3OD) 7.90 (s, 1 H), 6.92 (s, 1 H), 5.64 (s, 1 H), 5.20 (s, 2 H), 3.84 (s, 3 H), 3.48 (s, 3 H); MS (ESI) m/z 198.1 $[\text{M}+\text{H}]^+$.

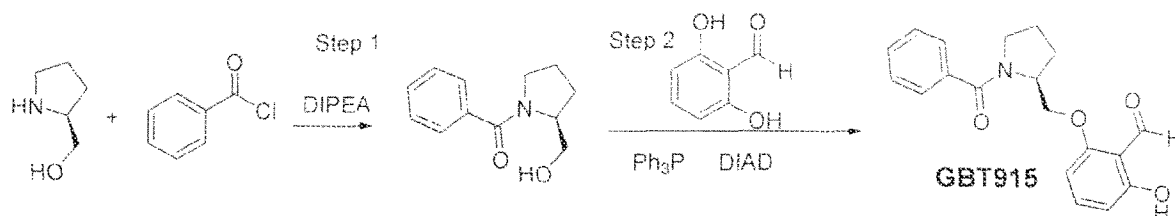
[0175] Step 3: To a solution of 2-methoxy-5-(methoxymethoxy)isonicotinaldehyde (33.5 g, 0.17 mol) in THF (150 mL) was added HCl (3 N, 250 mL). The reaction was stirred at 50°C for 1 h, cooled to RT and diluted with water (500 mL). The mixture was neutralized to pH 7-8 with solid K_2CO_3 . The pale yellow solid was collected, washed with water, and dried in vacuum oven (40°C) overnight to give 5-hydroxy-2-methoxyisonicotinaldehyde (17.9 g, 74.6%). ^1H NMR (400 MHz; DMSO) = 10.31 (s, 1 H), 8.03 (s, 1 H), 6.89 (s, 1 H), 3.80 (s, 3 H); MS (ESI) m/z 154.0 $[\text{M}+\text{H}]^+$.

GBT915



(S)-2-((1-benzoylpyrrolidin-2-yl)methoxy)-6-hydroxybenzaldehyde

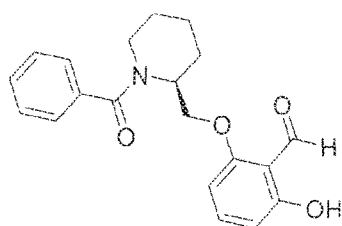
[0176] GBT915- (S)-2-((1-benzoylpyrrolidin-2-yl)methoxy)-6-hydroxybenzaldehyde.



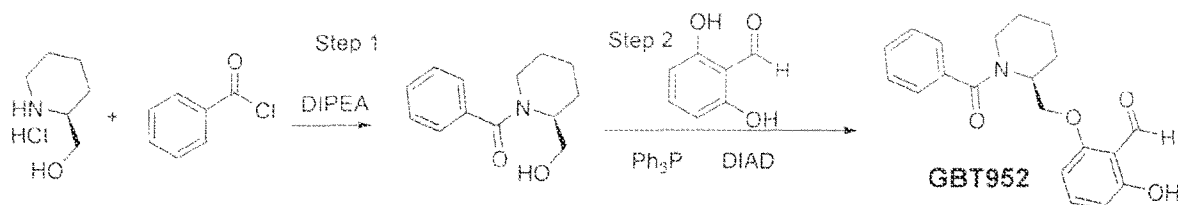
[0177] Step 1: To a solution of (S)-pyrrolidin-2-ylmethanol (700 mg, 6.92 mmol) and DIPEA (1.20 mL, 6.92 mmol) in DCM (12 ml) at 0 °C was added benzoyl chloride (0.80 mL, 6.92 mmol), 30 min later it was diluted with more DCM and was washed with Sat. NaHCO₃, brine, dried over MgSO₄, concentrated to give crude product, which was purified by column (EtOAc 0-100%) to give (S)-2-(hydroxymethyl)pyrrolidin-1-yl(phenyl)methanone (1.2 g).

[0178] Step 2: To a solution of (S)-2-(hydroxymethyl)pyrrolidin-1-yl(phenyl)methanone (100 mg, 0.49 mmol) and 2,6-dihydroxybenzaldehyde (90 mg, 0.64 mmol) in THF (1 mL) was added PPh₃ (190 mg, 0.73 mmol) and DIAD (0.15 mL, 0.73 mmol) at room temperature, 30 min later, it was concentrated and the residue was purified by column (Hexanes/EtOAc=100:0 to 1:1) to give (S)-2-((1-benzoylpyrrolidin-2-yl)methoxy)-6-hydroxybenzaldehyde (65 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.90 (s, 1H), 10.40 (s, 1H), 7.51 – 7.31 (m, 6H), 6.53 (t, *J* = 9.2 Hz, 2H), 4.65 (s, 1H), 4.38 (d, *J* = 6.1 Hz, 2H), 3.51 (t, *J* = 6.8 Hz, 2H), 2.29 – 1.90 (m, 2H), 1.79 (d, *J* = 36.4 Hz, 1H), 1.31 – 1.18 (m, 1H). MS found for C₁₉H₁₉NO₄: 326.5.

GBT952

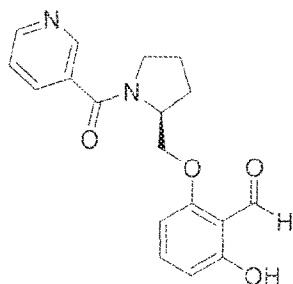


(S)-2-((1-benzoylpiperidin-2-yl)methoxy)-6-hydroxybenzaldehyde

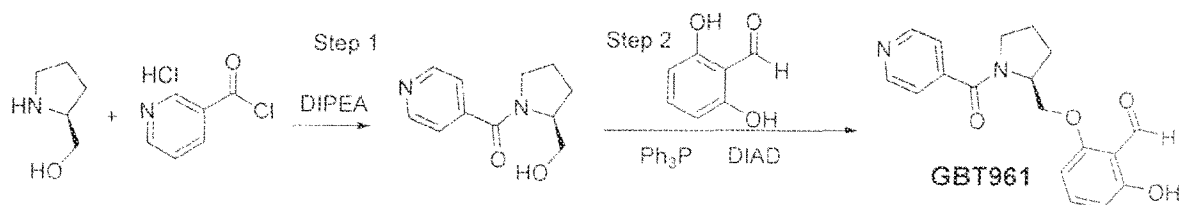
[0179] GBT952- (S)-2-((1-benzoylpiperidin-2-yl)methoxy)-6-hydroxybenzaldehyde

[0180] Step 1: To a suspension of (S)-piperidin-2-ylmethanol hydrochloride (0.11 g, 0.70 mmol) in DCM (2 mL) was added DIPEA (0.27 mL, 1.54 mmol) and benzoyl chloride (0.08 mL, 0.70 mmol) at room temperature, after stirred for 30 min, it was diluted with DCM and washed with Sat. NH_4Cl , brine, dried over MgSO_4 and was concentrated to give crude product, which was purified by column (Hexanes/EtOAc= 0:100) to give (S)-2-((1-benzoylpiperidin-2-yl)methoxy)benzaldehyde (84 mg).

[0181] Step 2: To a solution of 2,6-dihydroxybenzaldehyde (110 mg, 0.80 mmol) and (S)-2-((1-benzoylpiperidin-2-yl)methoxy)benzaldehyde (0.23 g, 1.04 mmol) in THF (1.5 mL) was added PPh_3 (310 mg, 1.20 mmol) and DIAD (0.23 mL, 1.20 mmol) at 0 °C, then it was warmed up to room temperature and stirred for 1 h. The mixture was concentrated and purified by column (hexanes/EtOAc=60:40) to give (S)-2-((1-benzoylpiperidin-2-yl)methoxy)-6-hydroxybenzaldehyde 62 mg. ^1H NMR (400 MHz, Chloroform- d) δ 11.98 (s, 1H), 10.29 (s, 1H), 7.45-7.28 (m, 5H), 6.58-6.50 (m, 2H), 6.40 (dt, J = 8.1, 0.8 Hz, 1H), 4.32 (t, J = 8.5 Hz, 1H), 4.18 (s, 1H), 3.04 (s, 1H), 1.94 – 1.76 (m, 3H), 1.73 – 1.58 (m, 3H), 1.26 (dt, J = 7.0, 3.1 Hz, 2H). MS found for $\text{C}_{20}\text{H}_{21}\text{NO}_4$: 340.2.

GBT961

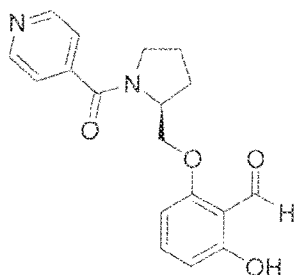
(S)-2-hydroxy-6-((1-nicotinoylpyrrolidin-2-yl)methoxy)benzaldehyde

[0182] GBT961- (S)-2-hydroxy-6-((1-nicotinoylpyrrolidin-2-yl)methoxy)benzaldehyde

[0183] Step 1: To a solution of (S)-pyrrolidin-2-ylmethanol (500 mg, 4.94 mmol) in DCM (10 mL) was added DIPEA (1.89 mL, 10.87 mmol), followed by nicotinyl chloride (0.92 g, 5.19 mmol) at 0 °C, after stirred for 30 min, it was diluted with DCM, washed with aqueous Sat. NaHCO_3 , brine, dried and concentrated to give crude product, which was purified by column (DCM/MeOH=100:0 to 80:20) to give (S)-2-(hydroxymethyl)pyrrolidin-1-yl(3-pyridyl)methanone (900 mg).

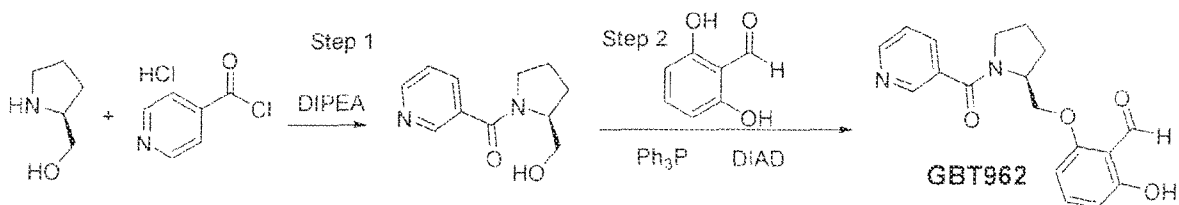
[0184] Step 2: To a solution of (S)-2-(hydroxymethyl)pyrrolidin-1-yl(3-pyridyl)methanone (150 mg, 0.73 mmol) and 2,6-dihydroxybenzaldehyde (0.13 g, 0.91 mmol) in THF (1.5 mL) was added PPh_3 (0.29 g, 1.1 mmol) and DIAD (0.21 mL, 1.1 mmol) at 0 °C and stirred at room temperature for 2 h, it was subsequently concentrated, the resulting residue was purified by column (hexanes/EtOAc=100:0 to 40:60 to DCM/MeOH=100:0 to 90:10) to give a mixture of products, which was further purified by preparative HPLC to give (S)-2-hydroxy-6-((1-nicotinoylpyrrolidin-2-yl)methoxy)benzaldehyde (68 mg). ^1H NMR (400 MHz, Chloroform- d) δ 11.90 (s, 1H), 10.40 (s, 1H), 8.78 – 8.72 (m, 1H), 8.68 (dd, J = 4.9, 1.7 Hz, 1H), 7.82 (dt, J = 7.9, 2.0 Hz, 1H), 7.40 (t, J = 8.3 Hz, 1H), 7.36 (ddd, J = 7.9, 4.9, 0.9 Hz, 1H), 6.53 (dd, J = 8.5, 4.9 Hz, 2H), 4.66 (d, J = 11.1 Hz, 1H), 4.38 (d, J = 5.8 Hz, 2H), 3.54 (t, J = 7.6 Hz, 2H), 2.26 (dtd, J = 12.8, 7.6, 5.3 Hz, 1H), 2.19 – 2.10 (m, 1H), 2.10 – 1.98 (m, 1H), 1.88 (dt, J = 12.5, 7.8 Hz, 1H). MS found for $\text{C}_{18}\text{H}_{19}\text{N}_2\text{O}_4$: 327.4.

GBT962



(S)-2-hydroxy-6-((1-isonicotinoylpyrrolidin-2-yl)methoxy)benzaldehyde

[0185] GBT962- (S)-2-hydroxy-6-((1-isonicotinoylpyrrolidin-2-yl)methoxy)benzaldehyde

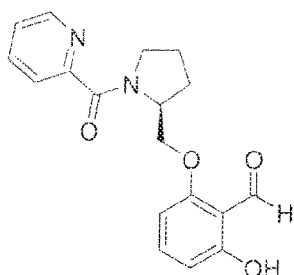


[0186] Step 1: To a solution of (S)-pyrrolidin-2-ylmethanol (500 mg, 4.94 mmol) in DCM (10 mL) was added DIPEA (1.89 mL, 10.87 mmol), followed by nicotinyl chloride (0.88 g, 4.94 mmol) at 0 °C, after stirred for 30 min, it was diluted with DCM, washed with aqueous Sat. NaHCO₃, brine, dried and concentrated to give crude product, which was purified by column (DCM/MeOH=100:0 to 80:20) to give (S)-2-(hydroxymethyl)pyrrolidine-1-yl(pyridin-4-yl)methanone (900 mg).

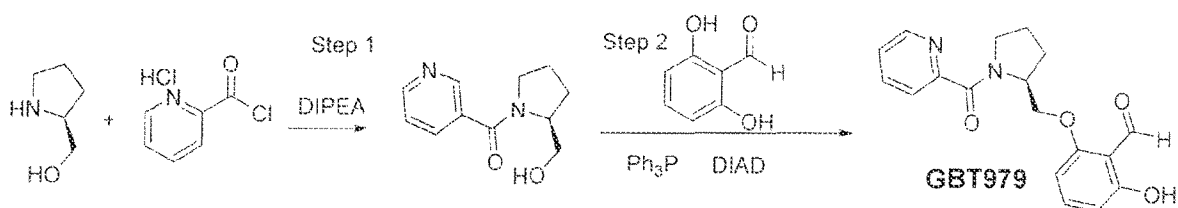
[0187] Step 2: To a solution of (S)-2-(hydroxymethyl)pyrrolidine-1-yl(pyridin-3-yl)methanone (150 mg, 0.73 mmol) and 2,6-dihydroxybenzaldehyde (0.13 g, 0.91 mmol) in THF (1.5 mL) was added PPh₃ (0.29 g, 1.1 mmol) and DIAD (0.21 mL, 1.1 mmol) at 0 °C and stirred at room temperature for 2 h, it was subsequently concentrated, the resulting residue was purified by column (hexanes/EtOAc=100:0 to 40:60 to DCM/MeOH=100:0 to 90:10) to give a mixture of products, which was further purified by preparative HPLC to give (S)-2-hydroxy-6-((1-isonicotinoylpyrrolidin-2-yl)methoxy)benzaldehyde (36 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.88 (s, 1H), 10.38 (s, 1H), 8.72 – 8.63 (m, 2H), 7.39 (t, *J* = 8.4 Hz, 1H), 7.35 – 7.24 (m, 2H), 6.52 (t, *J* = 8.6 Hz, 2H), 4.63 (dq, *J* = 8.4, 5.1 Hz, 1H), 4.42 – 4.29 (m, 2H),

3.46 (hept, $J = 6.3, 5.4$ Hz, 2H), 2.24 (dtd, $J = 13.3, 7.7, 5.5$ Hz, 1H), 2.13 (dq, $J = 13.0, 6.8$ Hz, 1H), 2.03 (dt, $J = 12.4, 6.3$ Hz, 1H), 1.95 – 1.79 (m, 1H). MS found for $C_{18}H_{18}N_2O_4$: 327.4.

GBT979



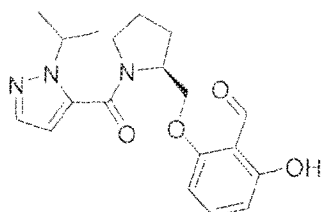
(*S*)-2-hydroxy-6-((1-picolinoylpyrrolidin-2-yl)methoxy)benzaldehyde

GBT979- (*S*)-2-hydroxy-6-((1-picolinoylpyrrolidin-2-yl)methoxy)benzaldehyde

[0188] Step 1: To a solution of (*S*)-pyrrolidin-2-ylmethanol (500 mg, 4.94 mmol) in DCM (10 mL) was added DIPEA (1.89 mL, 10.87 mmol), followed by isonicotinyl chloride (0.88 g, 4.94 mmol) at 0 °C, after stirred for 30 min, it was diluted with DCM, washed with aqueous Sat. NaHCO_3 , brine, dried and concentrated to give crude product, which was purified by column (DCM/MeOH=100:0 to 80:20) to give (*S*)-2-(hydroxymethyl)pyrrolidin-1-yl(pyridin-2-yl)methanone (900 mg).

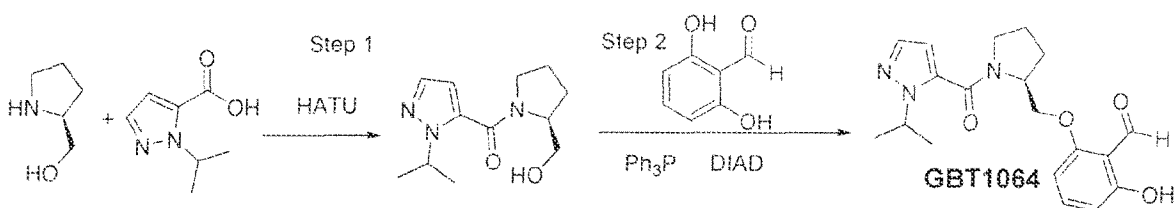
[0189] Step 2: To a solution of (*S*)-2-(hydroxymethyl)pyrrolidin-1-yl(pyridin-2-yl)methanone (100 mg, 0.48 mmol) and 2,6-dihydroxybenzaldehyde (0.08 g, 0.6 mmol) in THF (5 mL) was added PPh_3 (polymer supported, 600 mg, 0.72 mmol) and DIAD (0.15 mL, 0.72 mmol) at room temperature. After stirred at room temperature for 3 h, the mixture was diluted with AcCN, the insoluble material was filtered off, the filtrate was concentrated to give crude product, which was purified by preparative HPLC to give (*S*)-2-hydroxy-6-((1-picolinoylpyrrolidin-2-yl)methoxy)benzaldehyde (15 mg). ^1H NMR (400 MHz, Chloroform- d) δ 11.92 (s, 1H), 10.39 (d, $J = 0.6$ Hz, 1H), 8.55 (ddt, $J = 40.7, 4.9, 1.1$ Hz, 1H), 7.89 – 7.74 (m,

2H), 7.40 (t, $J = 8.4$ Hz, 1H), 7.37 – 7.23 (m, 1H), 6.60 – 6.46 (m, 2H), 4.76 – 4.65 (m, 1H), 4.48 (dd, $J = 9.5, 3.3$ Hz, 1H), 4.32 – 4.18 (m, 1H), 3.99 – 3.81 (m, 1H), 3.81 – 3.67 (m, 1H), 2.25 – 1.83 (m, 4H). MS found for $C_{18}H_{18}N_2O_4$: 327.3.

GBT1064

(S)-2-hydroxy-6-((1-(1-isopropyl-1H-pyrazole-5-carbonyl)pyrrolidin-2-yl)methoxy)benzaldehyde

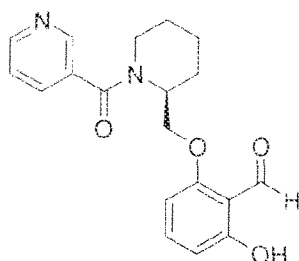
[0190] GBT1064- (S)-2-hydroxy-6-((1-(1-isopropyl-1H-pyrazole-5-carbonyl)pyrrolidin-2-yl)methoxy)benzaldehyde



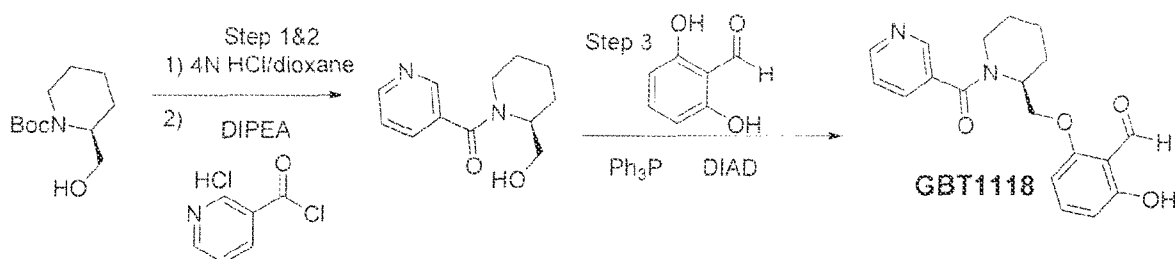
[0191] Step 1: To a solution of (S)-pyrrolidin-2-ylmethanol (100 mg, 1 mmol) and 1-isopropyl-1H-pyrazole-5-carboxylic acid (0.15 g, 1mmol) in DMF (2 mL) was added HATU (0.38 g, 1 mmol) and then the mixture was stirred until finished, it was diluted with water and extracted with EtOAc, organic layer was dried and concentrated to give crude product, which was purified by column (100% EtOAc) to give (S)-(2-(hydroxymethyl)pyrrolidin-1-yl)(1-isopropyl-1H-pyrazol-5-yl)methanone (120 mg).

[0192] Step 2: To a solution of (S)-(2-(hydroxymethyl)pyrrolidin-1-yl)(1-isopropyl-1H-pyrazol-5-yl)methanone (120 mg, 0.51 mmol) and 2,6-dihydroxybenzaldehyde (0.09 g, 0.66 mmol) in THF (4 mL) was added PPh_3 (Polymer supported, 640 mg, 0.77 mmol) and DIAD (0.16 mL, 0.77 mmol) at 0 °C. After stirred at room temperature for 1 h, it was diluted with AcCN, the insoluble material was filtered off and the filtrate was concentrated to give crude product, which was purified by preparative HPLC to give (S)-2-hydroxy-6-((1-(1-isopropyl-1H-pyrazole-5-carbonyl)pyrrolidin-2-yl)methoxy)benzaldehyde (46 mg). 1H NMR (400 MHz,

Chloroform-*d*) δ 11.90 (s, 1H), 10.37 (s, 1H), 7.55 (d, $J = 2.0$ Hz, 1H), 7.41 (t, $J = 8.4$ Hz, 1H), 6.54 (d, $J = 8.5$ Hz, 1H), 6.48 (d, $J = 8.3$ Hz, 1H), 6.37 (d, $J = 2.0$ Hz, 1H), 5.03 – 4.94 (m, 1H), 4.65 (s, 1H), 4.37 (d, $J = 5.4$ Hz, 2H), 3.67 (s, 1H), 3.60 – 3.45 (m, 1H), 2.25 (dd, $J = 13.1, 6.1$ Hz, 1H), 2.11 (ddt, $J = 30.4, 12.0, 6.4$ Hz, 2H), 1.93 (s, 1H), 1.53 (d, $J = 6.6$ Hz, 3H), 1.46 (d, $J = 6.7$ Hz, 3H). MS (M+H) found for $C_{19}H_{23}N_3O_4$: 358.3.

GBT1118

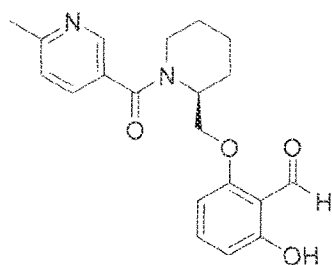
(*S*)-2-hydroxy-6-((1-nicotinoylpiperidin-2-yl)methoxy)benzaldehyde

[0193] GBT1118- (*S*)-2-hydroxy-6-((1-nicotinoylpiperidin-2-yl)methoxy)benzaldehyde

[0194] Step 1&2: To a solid sample of (*S*)-tert-butyl 2-(hydroxymethyl)piperidine-1-carboxylate (215 mg, 1.02 mmol) was added 4N HCl in dioxane (1 mL). After stirred for 30 min, it was concentrated to give (*S*)-piperidin-2-ylmethanol HCl salt. To a suspension of (*S*)-piperidin-2-ylmethanol HCl salt in DCM (3 mL) at 0 °C was added DIPEA (0.39 mL, 2.24 mmol) and nicotinyl chloride (0.2 g, 1.12 mmol). After stirred for 30 min, it was diluted with DCM, washed with aqueous Sat. NaHCO_3 , brine, dried and concentrated to give crude product, which was purified by column (DCM/MeOH=90:10) to give (*S*)-2-(hydroxymethyl)piperidin-1-yl(pyridin-3-yl)methanone (130 mg).

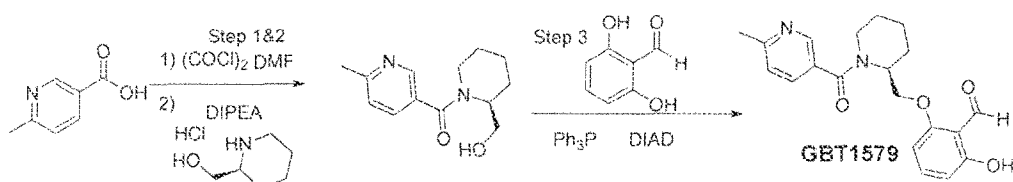
[0195] Step 2: To a solution of (*S*)-2-(hydroxymethyl)piperidin-1-yl(pyridin-3-yl)methanone (130 mg, 0.59 mmol) and 2,6-dihydroxybenzaldehyde (0.11 g, 0.77 mmol) in

THF (4 mL) was added PPh₃ (polymer supported, 0.74 g, 0.89 mmol) and DIAD (0.17 mL, 0.89 mmol) at 0 °C and stirred at room temperature for 2 h, it was subsequently concentrated, the resulting residue was purified by preparative HPLC to give (S)-2-hydroxy-6-((1-(6-methylnicotinoyl)piperidin-2-yl)methoxy)benzaldehyde (30 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.95 (s, 1H), 10.29 (s, 1H), 8.66 (dd, *J* = 4.9, 1.7 Hz, 1H), 8.65 – 8.62 (m, 1H), 7.73 (dt, *J* = 7.8, 2.0 Hz, 1H), 7.41 (d, *J* = 8.4 Hz, 1H), 7.37 (ddd, *J* = 7.8, 4.9, 0.9 Hz, 1H), 6.59 – 6.54 (m, 1H), 6.40 (d, *J* = 7.0 Hz, 1H), 4.39 – 4.30 (m, 2H), 4.19 (s, 2H), 3.15 (s, 1H), 1.97 – 1.78 (m, 4H), 1.72 – 1.56 (m, 2H). MS found for C₁₉H₂₀N₂O₄: 341.3.

GBT001579

(S)-2-hydroxy-6-((1-(6-methylnicotinoyl)piperidin-2-yl)methoxy)benzaldehyde

[0196] GBT1579- (S)-2-hydroxy-6-((1-(6-methylnicotinoyl)piperidin-2-yl)methoxy)benzaldehyde



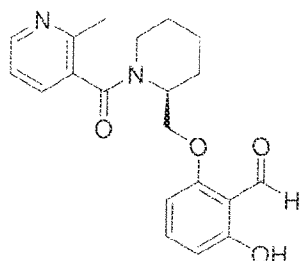
[0197] Steps 1&2: To a suspension of 6-methylnicotinic acid (270 mg, 2mmol) in DCM (5 mL) was added oxalyl chloride (0.34 mL, 4mmol) at 0 °C followed by a drop of DMF, after stirred for 2 hour at room temperature, the solution was concentrated to give crude acid chloride.

To the above crude acid chloride in DCM (4 mL) was added (S)-piperidin-2-ylmethanol hydrochloride (300 mg, 1.98 mmol) and DIPEA (1.04 mL, 5.94 mmol) at 0 °C, after stirred at room temperature for 2 h, more DIPEA was added to drive the reaction to completion. The

reaction was diluted with DCM, washed with Sat. NaHCO₃, brine, dried and concentrated to give crude product, which was purified by column (DCM/MeOH=90:10) to give desired (S)-(2-(hydroxymethyl)piperidin-1-yl)(6-methylpyridin-3-yl)methanone (100 mg).

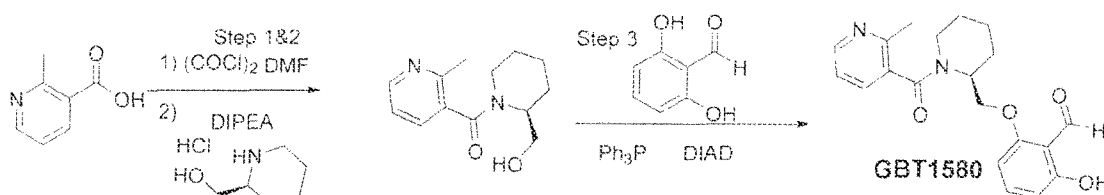
[0198] Step 3: To a solution of (S)-(2-(hydroxymethyl)piperidin-1-yl)(6-methylpyridin-3-yl)methanone (100 mg, 0.43 mmol) and 2,6-dihydroxybenzaldehyde (80 mg, 0.56 mmol) in THF (2.5 mL) at 0 °C was added polymer supported triphenylphosphine (435 mg, 0.52 mmol) and DIAD (0.11 mL, 0.52 mmol), after stirred for 4 hour at room temperature, the solution was filtered, the filtrate was concentrated and was purified by prep HPLC to give (S)-2-hydroxy-6-((1-(6-methylnicotinoyl)piperidin-2-yl)methoxy)benzaldehyde (29 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.95 (s, 1H), 10.28 (s, 1H), 8.53 (d, *J* = 2.2 Hz, 1H), 7.62 (dd, *J* = 8.0, 2.3 Hz, 1H), 7.39 (t, *J* = 8.4 Hz, 1H), 7.21 (d, *J* = 8.0 Hz, 1H), 6.55 (dd, *J* = 8.5, 0.8 Hz, 1H), 6.40 (s, 1H), 4.33 (t, *J* = 8.6 Hz, 2H), 4.19 (s, 1H), 3.09 (s, 2H), 2.59 (s, 3H), 1.73 (m, 6H). MS (M+H) found for C₂₀H₂₂N₂O₄: 355.3.

GBT001580



(S)-2-hydroxy-6-((1-(2-methylnicotinoyl)piperidin-2-yl)methoxy)benzaldehyde

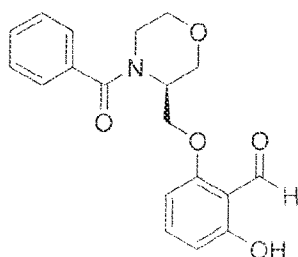
[0199] GBT1580- (S)-2-hydroxy-6-((1-(2-methylnicotinoyl)piperidin-2-yl)methoxy)benzaldehyde



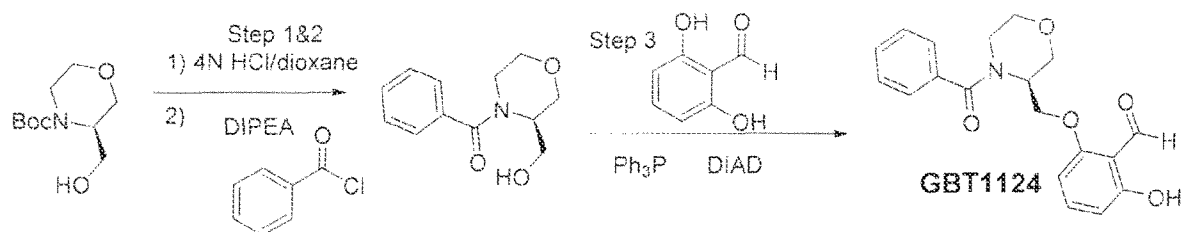
[0200] Step 1&2: To a suspension of 2-methylnicotinic acid (300 mg, 2.19 mmol) in DCM (5 mL) was added oxalyl chloride (0.28 mL, 3.3 mmol) at 0 °C and was further stirred for 2 hour at room temperature, then the solution was concentrated to give crude acid chloride.

[0201] To the acid chloride in DCM (5 mL) was added (S)-piperidin-2-ylmethanol hydrochloride (250 mg, 1.65 mmol) and triethylamine (0.69 mL, 4.95 mmol) at 0 °C and was further stirred for 30 min at room temperature, the solution was diluted with more DCM and the organic layer was washed with Sat. NaHCO₃ and brine, dried and concentrated to give crude product, which was purified by column (DCM/MeOH=95:5) to give (S)-(2-(hydroxymethyl)piperidin-1-yl)(2-methylpyridin-3-yl)methanone (200 mg).

[0202] Step 3: To a solution of (S)-(2-(hydroxymethyl)piperidin-1-yl)(2-methylpyridin-3-yl)methanone (180 mg, 0.77 mmol) and 2,6-dihydroxybenzaldehyde (140 mg, 1.0 mmol) in THF (5 mL) at 0 °C was added polymer supported triphenylphosphine (1.0 g, 1.16 mmol) and DIAD (0.21 mL, 1.08 mmol), after stirred for 15 hour at room temperature, the solution was filtered, the filtrate was concentrated and was purified by prep HPLC to give (S)-2-hydroxy-6-((1-(2-methylnicotinoyl)piperidin-2-yl)methoxy)benzaldehyde (129 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.99 (s, 1H), 10.40 (s, 1H), 8.53 (m, 1H), 7.42 (t, *J* = 8.4 Hz, 1H), 7.32 (m, 1H), 7.20 (m, 1H), 6.56 (d, *J* = 8.4 Hz, 1H), 6.47 (d, *J* = 8.3 Hz, 1H), 5.39 (s, 1H), 4.38 (t, *J* = 8.8 Hz, 1H), 4.21 (dd, *J* = 9.5, 6.6 Hz, 1H), 3.36 (d, *J* = 13.5 Hz, 1H), 3.14 (m, 1H), 2.52 (s, 3H), 2.10 – 1.35 (m, 6H). MS (M+H) found for C₂₀H₂₂N₂O₄: 355.3.

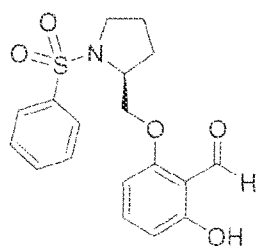
GBT1124

(S)-2-((4-benzoylmorpholin-3-yl)methoxy)-6-hydroxybenzaldehyde

[0203] GBT1124- (S)-2-((4-benzoylmorpholin-3-yl)methoxy)-6-hydroxybenzaldehyde

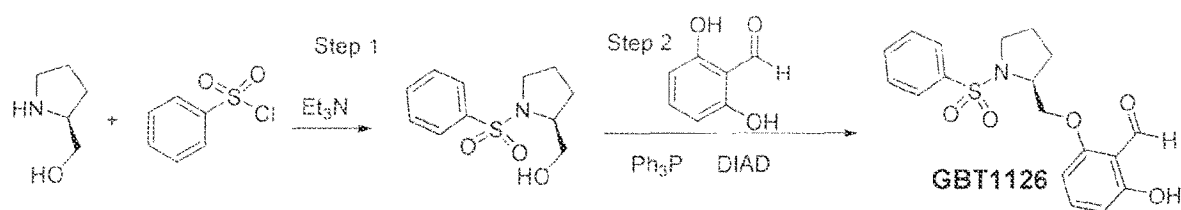
[0204] Step 1&2: To a solid sample of (R)-tert-butyl 3-(hydroxymethyl)morpholine-4-carboxylate (150 mg, 0.69 mmol) was added 4N HCl in dioxane (1.5 mL). After stirred for 30 min, it was concentrated to give (R)-3-(hydroxymethyl)morpholino(phenyl)methanone as HCl salt. To a suspension of (R)-3-(hydroxymethyl)morpholino(phenyl)methanone HCl salt in DCM (2 mL) at 0 °C was added DIPEA (0.36 mL, 2.07 mmol) and benzoyl chloride (0.08 mL, 0.69 mmol). After stirred for 30 min, it was diluted with DCM, washed with aqueous Sat. NaHCO₃, brine, dried and concentrated to give crude product, which was purified by column (100% EtOAc) to give (R)-3-(hydroxymethyl)morpholino(phenyl)methanone (120 mg).

Step 3. To a solution of (R)-3-(hydroxymethyl)morpholino(phenyl)methanone (80 mg, 0.36 mmol) and 2,6-dihydroxybenzaldehyde (0.06 g, 0.47 mmol) in THF (2 mL) was added PPh₃ (polymer supported, 0.45 g, 0.54 mmol) and DIAD (0.11 mL, 0.54 mmol) at 0 °C and stirred at room temperature for 2 h, it was subsequently concentrated, the resulting residue was purified by preparative HPLC to give (S)-2-((4-benzoylmorpholin-3-yl)methoxy)-6-hydroxybenzaldehyde (20 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.96 (s, 1H), 10.28 (s, 1H), 7.50 – 7.35 (m, 7H), 6.61 – 6.41 (m, 1H), 4.37 (s, 2H), 4.07 (s, 1H), 3.89 (s, 1H), 3.76 (dd, *J* = 12.2, 3.2 Hz, 1H), 3.55 (s, 2H), 3.39 (s, 1H), 1.35 – 1.18 (m, 1H). MS found for C₁₉H₁₉NO₅: 342.3.

GBT1126

(S)-2-hydroxy-6-((1-(phenylsulfonyl)pyrrolidin-2-yl)methoxy)benzaldehyde

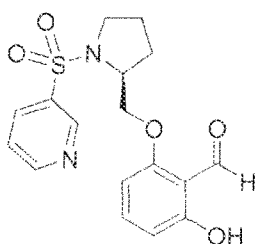
[0205] GBT1126- (S)-2-hydroxy-6-((1-(phenylsulfonyl)pyrrolidin-2-yl)methoxy)benzaldehyde



[0206] Step1: To a solution of (S)-pyrrolidin-2-ylmethanol (500 mg, 4.94 mmol) in DCM (10 mL) at 0 °C was added TEA (1.04 mL, 7.41 mmol) followed by benzenesulfonyl chloride (0.63 mL, 4.94 mmol). After stirred for 30 min, it was diluted with DCM, washed with aqueous Sat. NaHCO₃, brine, dried and concentrated to give crude product, which was purified by column to (S)-1-(phenylsulfonyl)pyrrolidin-2-ylmethanol.

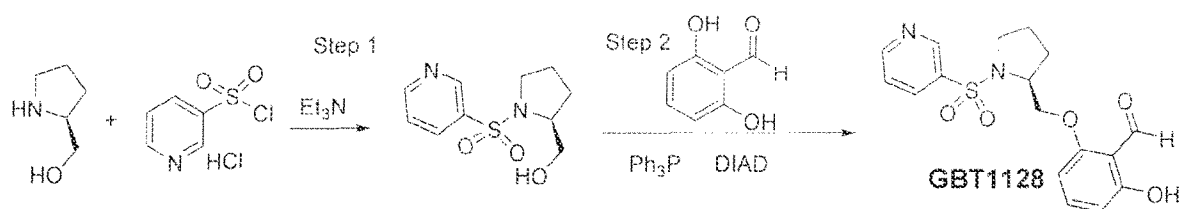
[0207] Step 2: To a solution of (S)-1-(phenylsulfonyl)pyrrolidin-2-ylmethanol (125 mg, 0.54 mmol) and 2,6-dihydroxybenzaldehyde (0.1 g, 0.7 mmol) in THF (2 mL) was added PPh₃ (0.21 g, 0.81 mmol) and DIAD (0.16 mL, 0.81 mmol) at 0 °C and stirred at room temperature for 2 h, it was subsequently concentrated, the resulting residue was purified by preparative HPLC to give (S)-2-hydroxy-6-((1-(phenylsulfonyl)pyrrolidin-2-yl)methoxy)benzaldehyde (37 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.90 (d, *J* = 0.4 Hz, 1H), 10.28 (d, *J* = 0.6 Hz, 1H), 7.93 – 7.76 (m, 2H), 7.65 – 7.56 (m, 1H), 7.56 – 7.47 (m, 2H), 7.43 (td, *J* = 8.4, 0.4 Hz, 1H), 6.55 (dt, *J* = 8.5, 0.7 Hz, 1H), 6.48 (dd, *J* = 8.3, 0.8 Hz, 1H), 4.42 – 4.31 (m, 1H), 4.08 – 3.95 (m, 2H), 3.56 – 3.45 (m, 1H), 3.20 (ddd, *J* = 10.0, 8.0, 7.0 Hz, 1H), 2.03 – 1.83 (m, 2H), 1.81 – 1.50 (m, 2H). MS found for C₁₈H₁₉NO₅S: 362.4.

GBT1128



(S)-2-hydroxy-6-((1-(pyridin-3-ylsulfonyl)pyrrolidin-2-yl)methoxy)benzaldehyde

[0208] GBT1128- (S)-2-hydroxy-6-((1-(pyridin-3-ylsulfonyl)pyrrolidin-2-yl)methoxy)benzaldehyde



[0209] Step1: To a solution of (S)-pyrrolidin-2-ylmethanol (320 mg, 3.16 mmol) in DCM (6 mL) at 0 °C was added TEA (0.97 mL, 6.95 mmol) followed by pyridine-3-sulfonyl chloride (0.68 g, 3.16 mmol). After stirred for 30 min, it was diluted with DCM, washed with aqueous Sat. NaHCO₃, brine, dried and concentrated to give crude product, which was purified by column to give (S)-1-(pyridin-3-ylsulfonyl)pyrrolidin-2-ylmethanol (66 mg).

[0210] Step 2: To a solution of (S)-1-(pyridin-3-ylsulfonyl)pyrrolidin-2-ylmethanol (65 mg, 0.29 mmol) and 2,6-dihydroxybenzaldehyde (0.06 g, 0.41 mmol) in THF (2 mL) was added PPh₃ (polymer supported, 0.37 g, 0.44 mmol) and DIAD (0.09 mL, 0.44 mmol) at 0 °C and stirred at room temperature for 2 h, it was subsequently diluted with AcCN, the insoluble material was filtered off, the filtrate was concentrated, the resulting residue was purified by preparative HPLC to give (S)-2-hydroxy-6-((1-(pyridin-3-ylsulfonyl)pyrrolidin-2-yl)methoxy)benzaldehyde (17 mg). ¹H NMR (400 MHz, Chloroform-*d*) δ 11.90 (s, 1H), 10.29 (d, *J* = 0.6 Hz, 1H), 9.08 (dd, *J* = 2.3, 0.9 Hz, 1H), 8.83 (dd, *J* = 4.9, 1.6 Hz, 1H), 8.18 – 8.09 (m, 1H), 7.53 – 7.46 (m, 1H), 7.44 (t, *J* = 8.4 Hz, 1H), 6.61 – 6.54 (m, 1H), 6.50 – 6.44 (m, 1H), 4.40

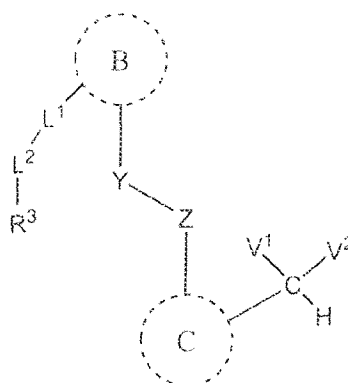
– 4.31 (m, 1H), 4.12 – 3.96 (m, 2H), 3.56 (ddd, $J = 10.5, 7.1, 4.2$ Hz, 1H), 3.21 (dt, $J = 10.1, 7.4$ Hz, 1H), 2.08 – 1.88 (m, 2H), 1.87 – 1.66 (m, 2H). MS (M+H) found for $C_{17}H_{16}N_2O_5S$: 363.4.

[0211] From the foregoing it will be appreciated that, although specific embodiments of the invention have been described herein for purposes of illustration, various modifications may be made without deviating from the spirit and scope of the invention.

[0212] Throughout the description of this invention, reference is made to various patent applications and publications, each of which are herein incorporated by reference in their entirety.

CLAIMS

1. A compound of Formula (I)



(A)

or a tautomer thereof, or pharmaceutically acceptable salt of each of thereof or a pharmaceutically acceptable salt thereof, wherein

R³ is C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkoxy, or -NR¹R²;

each R¹ and R² independently is hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₆-C₁₀ aryl, 4-10 membered heterocycle or 5-10 membered heteroaryl, each containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each alkyl, cycloalkyl, heterocycle, aryl or heteroaryl is optionally substituted, or R¹ and R² together with the nitrogen atom they are attached to form an optionally substituted 4-7 membered heterocycle; or

R³ is C₆-C₁₀ aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C₁-C₆ alkyl;

L¹ is a bond or is NR⁷⁰, O, S, or (CR⁷¹R⁷²)_d; wherein each R⁷⁰, R⁷¹, and R⁷² independently are hydrogen or C₁-C₆ alkyl;

d is 1, 2, or 3;

L² is C=O or SO₂;

ring B is a optionally substituted C₆-C₁₀ aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N, or optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms,

wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; or

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

each Y and Z is independently $\text{CR}^{10}\text{R}^{11}$, O, S, SO, SO_2 , or NR^{10} ; each R^{10} and R^{11} independently is hydrogen or $\text{C}_1\text{-C}_3$ alkyl optionally substituted with 1-3 halo, OH, or $\text{C}_1\text{-C}_6$ alkoxy, or $\text{CR}^{10}\text{R}^{11}$ is $\text{C}=\text{O}$, provided that if one of Y and Z is O, S, SO, SO_2 , then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-\text{L}^1\text{L}^2\text{R}^3$;

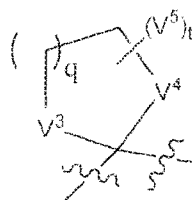
wherein Z and $-\text{CV}^1\text{V}^2\text{H}$ are joined to adjacent atoms on ring C;

ring C is a optionally substituted $\text{C}_6\text{-C}_{10}$ aryl or optionally substituted 5-10 membered heteroaryl containing 1-3 nitrogen atoms, or an oxidized form of N; or

ring C is $\text{C}_6\text{-C}_{10}$ aryl or a 5-10 membered heteroaryl containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, $-\text{OR}^{19}$, $\text{C}_1\text{-C}_6$ alkyl, and/or $\text{C}_1\text{-C}_6$ alkoxy, wherein the $\text{C}_1\text{-C}_6$ alkyl is optionally substituted with 1-5 halo, $\text{C}_1\text{-C}_6$ alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; and

R^{19} is hydrogen or a prodrug moiety R;

V^1 and V^2 independently are $\text{C}_1\text{-C}_6$ alkoxy; or V^3 and V^2 together with the carbon atom they are attached to form a ring of formula:



wherein each V^3 and V^4 are independently O, S, or NH, provided that when one of V^3 and V^4 is S, the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently $\text{C}_1\text{-C}_6$ alkyl or CO_2R^{60} , where each R^{60}

independently is C₁-C₆ alkyl or hydrogen; t is 0, 1, 2, or 4; or CV₁V₂ is C=V,
wherein V is O, NOR⁸⁰, or NNR⁸¹R⁸²;

R⁸⁰ is optionally substituted C₁-C₆ alkyl;

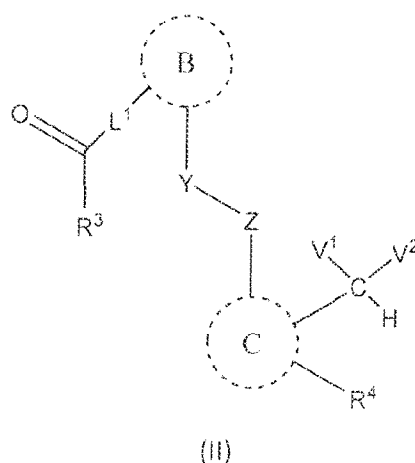
R⁸¹ and R⁸² independently are selected from the group consisting of hydrogen;

optionally substituted C₁-C₆ alkyl, COR⁸³ and CO₂R⁸⁴;

R⁸³ is hydrogen or optionally substituted C₁-C₆ alkyl; and

R⁸⁴ is optionally substituted C₁-C₆ alkyl.

2. A compound of Formula (II)



or a tautomer thereof, or pharmaceutically acceptable salt of each of thereof,

wherein

R³ is C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkoxy, or -NR¹R²;

each R¹ and R² independently is hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₆-C₁₀ aryl, 4-10 membered heterocycle or 5-10 membered heteroaryl, each containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each alkyl, cycloalkyl, heterocycle, aryl or heteroaryl is optionally substituted, or R¹ and R² together with the nitrogen atom they are attached to form an optionally substituted 4-7 membered heterocycle;

L¹ is a bond or is NR⁷⁰, O, S, or (CR⁷¹R⁷²)_d; wherein each R⁷⁰, R⁷¹, and R⁷²

independently are hydrogen or C₁-C₆ alkyl;

d is 1, 2, or 3;

ring B is a optionally substituted C_6 - C_{10} aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N, or optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

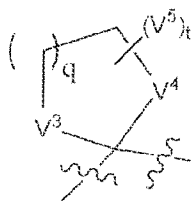
each Y and Z is independently $CR^{10}R^{11}$, O, S, SO, SO_2 , or NR^{10} ; each R^{10} and R^{11} independently is hydrogen or C_1 - C_3 alkyl optionally substituted with 1-3 halo, OH, or C_1 - C_6 alkoxy, or $CR^{10}R^{11}$ is C=O, provided that if one of Y and Z is O, S, SO, SO_2 , then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

wherein Y is α or β substituted relative to the $-LCOR^3$;

ring C is a optionally substituted C_6 - C_{10} aryl or optionally substituted 5-10 membered heteroaryl containing 1-3 nitrogen atoms, or an oxidized form of N;

wherein Z and $-CV^1V^2H$ are joined to adjacent atoms on ring C;

V^1 and V^2 independently are C_1 - C_6 alkoxy; or V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:



wherein each V^3 and V^4 are independently O, S, or NH, provided that when one of V^3 and V^4 is S, the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently C_1 - C_6 alkyl or CO_2R^{60} , where each R^{60} independently is C_1 - C_6 alkyl or hydrogen; t is 0, 1, 2, or 4; or CV^1V^2 is C=V, wherein V is O, NOR^{80} , or $NNR^{81}R^{82}$;

R^{80} is optionally substituted C_1 - C_6 alkyl;

R^{81} and R^{82} independently are selected from the group consisting of hydrogen; optionally substituted C_1 - C_6 alkyl, COR^{83} and CO_2R^{84} ;

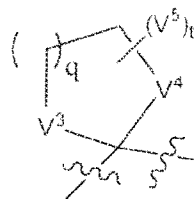
R^{83} is hydrogen or optionally substituted C_1 - C_6 alkyl; and

R^{84} is optionally substituted C_1 - C_6 alkyl;

R^4 is OH, halo, C_1 - C_6 alkoxy, C_3 - C_6 cycloalkoxy or O-R, where R is a prodrug moiety,

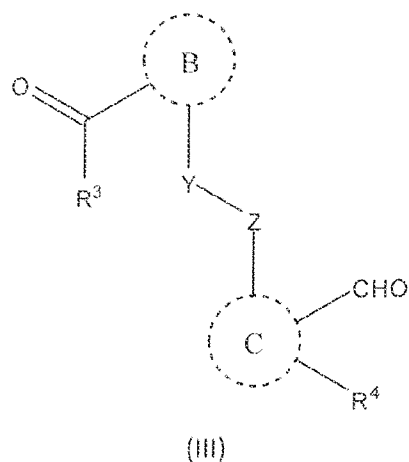
wherein the C_1 - C_6 alkoxy is optionally substituted with 1-5 halo.

3. The compound of claim 2, wherein V^1 and V^2 independently are C_1 - C_6 alkoxy; or V^1 and V^2 together with the carbon atom they are attached to form a ring of formula:



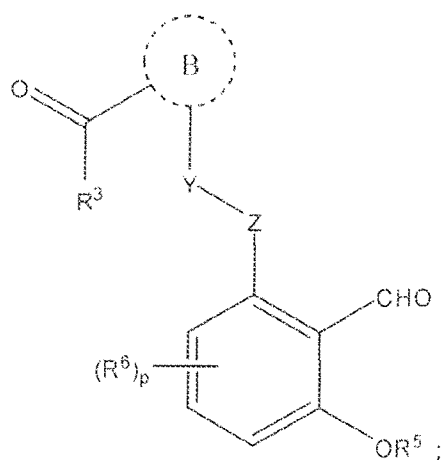
wherein each V^3 and V^4 are independently O, S, or NH, provided that when one or V^3 and V^4 is S the other is NH, and provided that V^3 and V^4 are both not NH; q is 1 or 2; each V^5 is independently C_1 - C_6 alkyl or CO_2R^{60} , where each R^{60} independently is C_1 - C_6 alkyl or hydrogen; t is 0, 1, 2, or 4; or CV^1V^2 is $C=V$, wherein V is O.

4. A compound of claim 2 of Formula (III):



wherein $Y-Z$ is $-CH_2O-$ or $-CH_2CH_2-$ and the remaining substituents are defined as in claim 2.

5. The compound of claim 4, wherein R^4 and $-CHO$ are joined to adjacent atoms on ring C .
6. The compound of any one of claims 3-5, of Formula IIIA:



IIIA

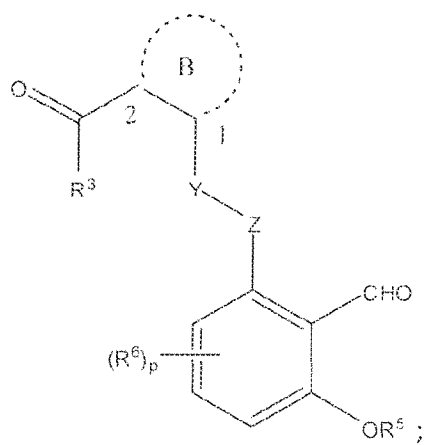
wherein ring B is a optionally substituted C₆-C₁₀ aryl, optionally substituted 5-10 membered heteroaryl having 1-3 nitrogen atoms or oxidized forms of N;

R⁵ is hydrogen, C₁-C₆ alkyl or a prodrug moiety R;

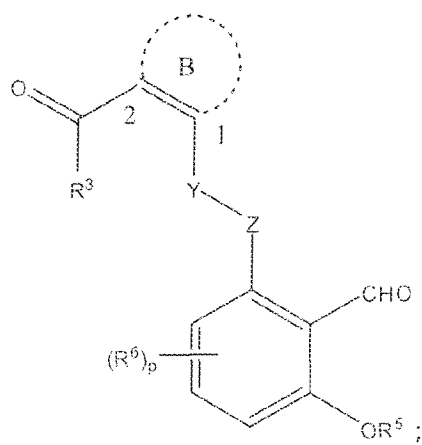
R⁶ is halo, C₁-C₅ alkyl, C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo; and

p is 0, 1, 2 or 3.

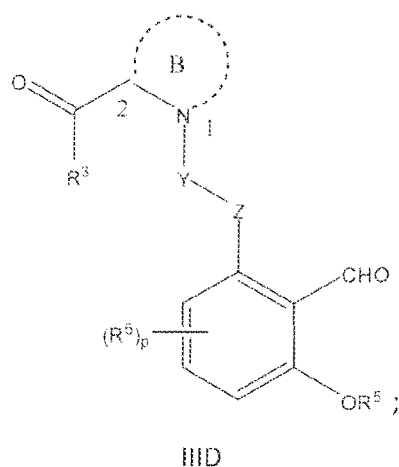
7. The compound of any one of claims 3-5, wherein the compound is of Formula IIIB, IIIC, or IIID:



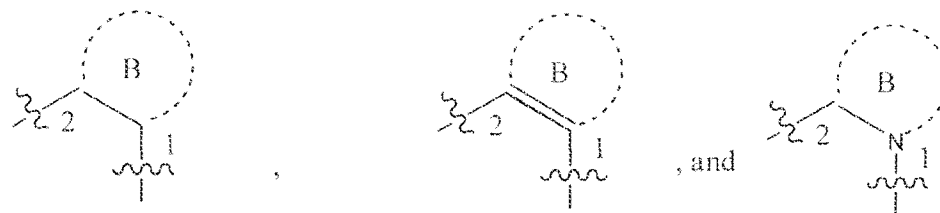
IIIB



IIIC



wherein



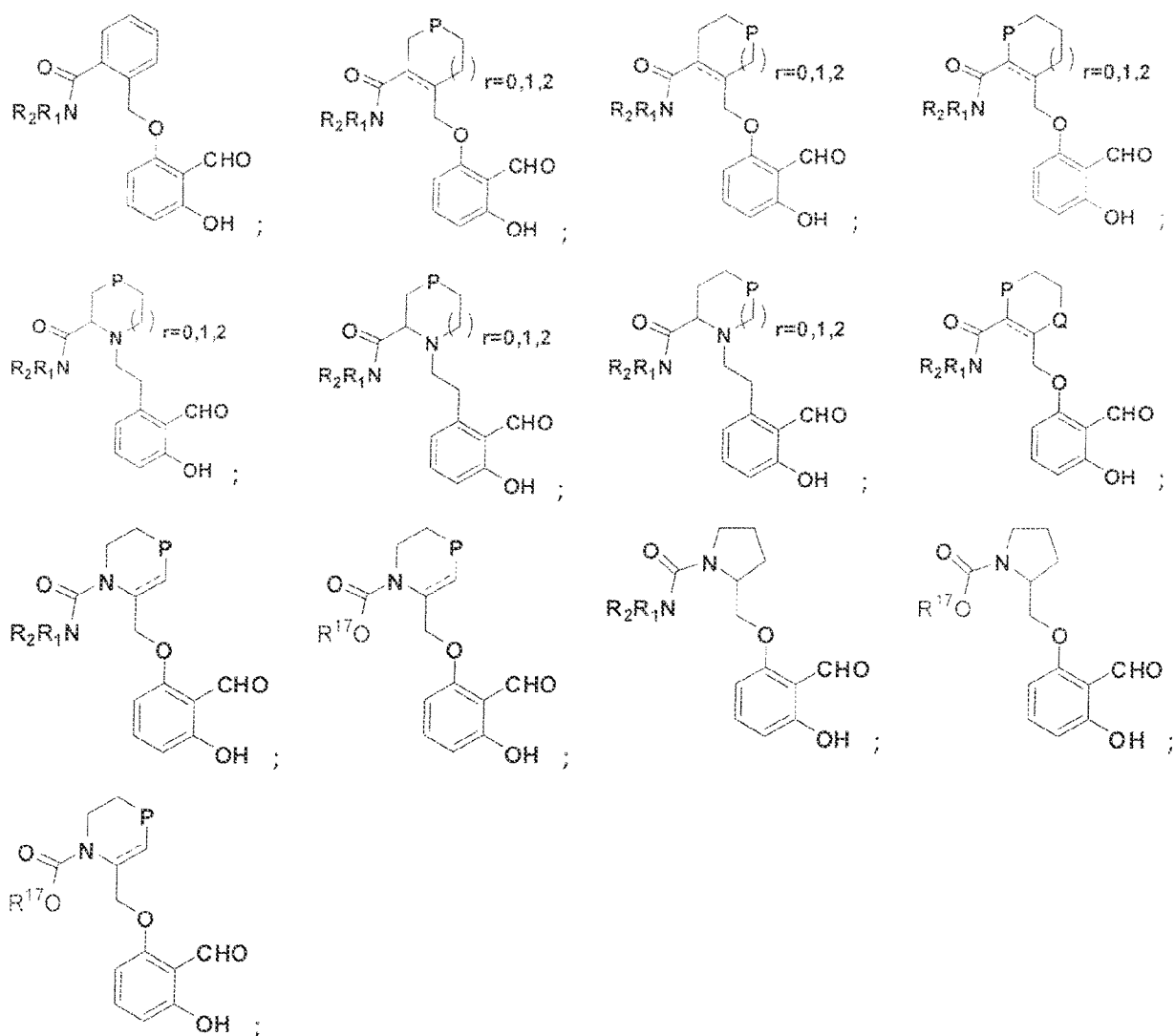
are optionally substituted 4-10 membered heterocycle as defined in claim 1;

R^5 is hydrogen, C_1 - C_6 alkyl or a prodrug moiety;

R^6 is halo, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, wherein the C_1 - C_6 alkyl is optionally substituted with 1-5 halo;

p is 0, 1, 2 or 3.

8. The compound of any one of claims 3-7, wherein ring B is substituted with 1-3: halo, C_1 - C_6 alkyl, COR^{15} , or $COOR^{15}$; and R^{15} is C_1 - C_6 alkyl, C_6 - C_{10} aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted.
9. The compound of claim 3, wherein the compound is selected from the group consisting of



or an N oxide thereof, wherein

 is a single or a double bond;

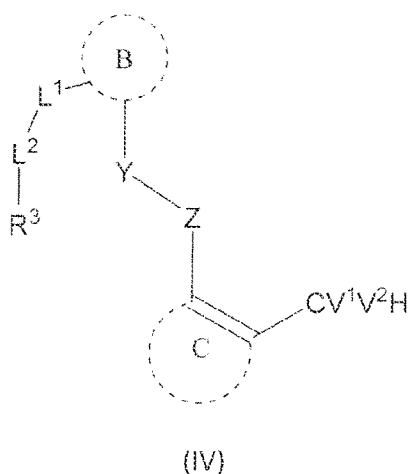
each P and Q is independently selected from CHR¹⁷, NCOR¹⁵, NCO₂R¹⁵; N-O, O, S, SO, and SO₂;

each R¹ and R² independently is hydrogen, C₁-C₆ alkyl, a C₆-C₁₀ aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted;

R¹⁵ is C₁-C₆ alkyl, C₆-C₁₀ aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is

selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted;
 R^{17} is C_1 - C_6 alkyl, C_6 - C_{10} aryl, 5-10 membered heteroaryl or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein the alkyl, aryl, heteroaryl or heterocyclyl is optionally substituted;
 and r is 0, 1, or 2.

10. The compound of claim 1 of Formula (IV)



or a tautomer thereof, or a pharmaceutically acceptable salt of each thereof,

wherein

R^3 is C_6 - C_{10} aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C_1 - C_6 alkyl;

L^1 is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$; wherein each R^{70} , R^{71} , and R^{72} independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

L^2 is $C=O$ or SO_2 ;

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

each Y and Z is independently $CR^{10}R^{11}$, O, S, SO, SO_2 or NR^{10} ; each R^{10} and R^{11} independently is hydrogen or C_1 - C_3 alkyl optionally substituted with 1-3 halo,

OH, or C₁-C₆ alkoxy, or CR¹⁰R¹¹ is C=O, provided that if one of Y and Z is O, S, SO, SO₂, then the other is not CO, and Y and Z are both not heteroatoms or oxidized forms thereof;

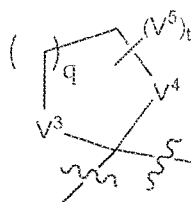
wherein Y is α or β substituted relative to the -L¹L²R¹;

ring C is C₆-C₁₀ aryl or a 5-10 membered heteroaryl containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, -OR¹⁹, C₁-C₆ alkyl, and/or C₁-C₆ alkoxy, wherein the C₁-C₆ alkyl is optionally substituted with 1-5 halo, C₁-C₆ alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

R¹⁹ is hydrogen or a prodrug moiety R; and

wherein Z and -CV¹V²H are attached to adjacent atoms on ring C;

V¹ and V² independently are C₁-C₆ alkoxy; or V¹ and V² together with the carbon atom they are attached to form a ring of formula:



wherein each V³ and V⁴ are independently O, S, or NH, provided that when one of V³ and V⁴ is S, the other is NH, and provided that V³ and V⁴ are both not NH; q is 1 or 2; each V⁵ is independently C₁-C₆ alkyl or CO₂R⁶⁰, where each R⁶⁰ independently is C₁-C₆ alkyl or hydrogen; t is 0, 1, 2, or 4; or CV¹V² is C=V, wherein V is O, NOR⁸⁰, or NNR⁸¹R⁸²;

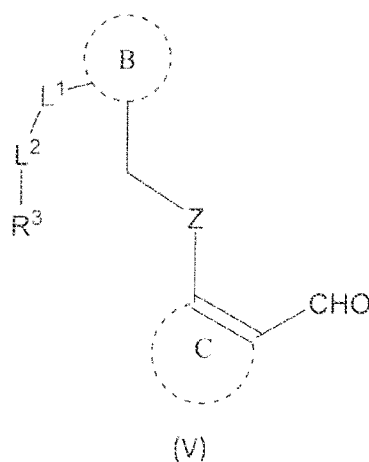
R⁸⁰ is optionally substituted C₁-C₆ alkyl;

R⁸¹ and R⁸² independently are selected from the group consisting of hydrogen; optionally substituted C₁-C₆ alkyl, COR⁸³ and CO₂R⁸⁴;

R⁸³ is hydrogen or optionally substituted C₁-C₆ alkyl; and

R⁸⁴ is optionally substituted C₁-C₆ alkyl.

11. A compound of claim 10 of Formula (V):



or a tautomer thereof, or a pharmaceutically acceptable salt of each thereof,

wherein

R^3 is C_6 - C_{10} aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C_1 - C_6 alkyl;

L^1 is a bond or is NR^{70} , O, S, or $(CR^{71}R^{72})_d$; wherein each R^{70} , R^{71} , and R^{72} independently are hydrogen or C_1 - C_6 alkyl;

d is 1, 2, or 3;

L^2 is $C=O$ or SO_2 ;

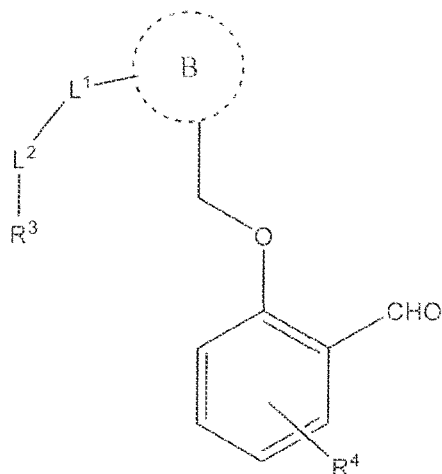
ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

Z is O, S, SO or SO_2 ;

ring C is C_6 - C_{10} aryl or a 5-10 membered heteroaryl containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, each of which is optionally substituted with 1-4: halo, oxo, $-OR^{19}$, C_1 - C_6 alkyl, and/or C_1 - C_6 alkoxy, wherein the C_1 - C_6 alkyl is optionally substituted with 1-5 halo, C_1 - C_6 alkoxy and/or a 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S; and

R^{19} is hydrogen or a prodrug moiety R.

12. A compound of claim 10 of Formula (VI):



(VI)

or a tautomer thereof, or a pharmaceutically acceptable salt of each thereof,

wherein

R^3 is C₆-C₁₀ aryl, or a 5-10 membered heteroaryl, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S, wherein each of the aryl, or heteroaryl is optionally substituted with 1-4 C₁-C₆ alkyl;

L^1 is a bond or is NR⁷⁰, O, S, or (CR⁷¹R⁷²)_d; wherein each R⁷⁰, R⁷¹, and R⁷² independently are hydrogen or C₁-C₆ alkyl;

d is 1, 2, or 3;

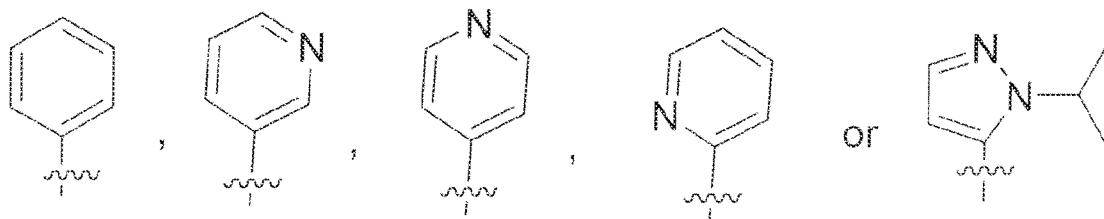
L^2 is C=O or SO₂;

ring B is a optionally substituted 4-10 membered heterocycle containing up to 5 ring heteroatoms, wherein the heteroatom is selected from the group consisting of O, N, S, and oxidized forms of N and S;

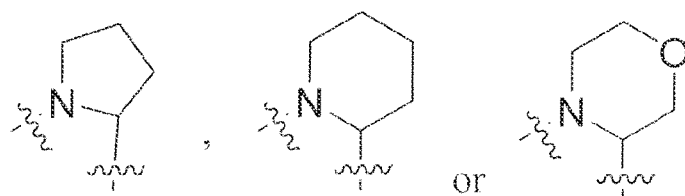
R^4 is -OR¹⁹ or C₁-C₆ alkoxy; and

R^{19} is hydrogen or a prodrug moiety R.

13. The compound of any one of claims 10-12, wherein R^3 is selected from the group consisting of:

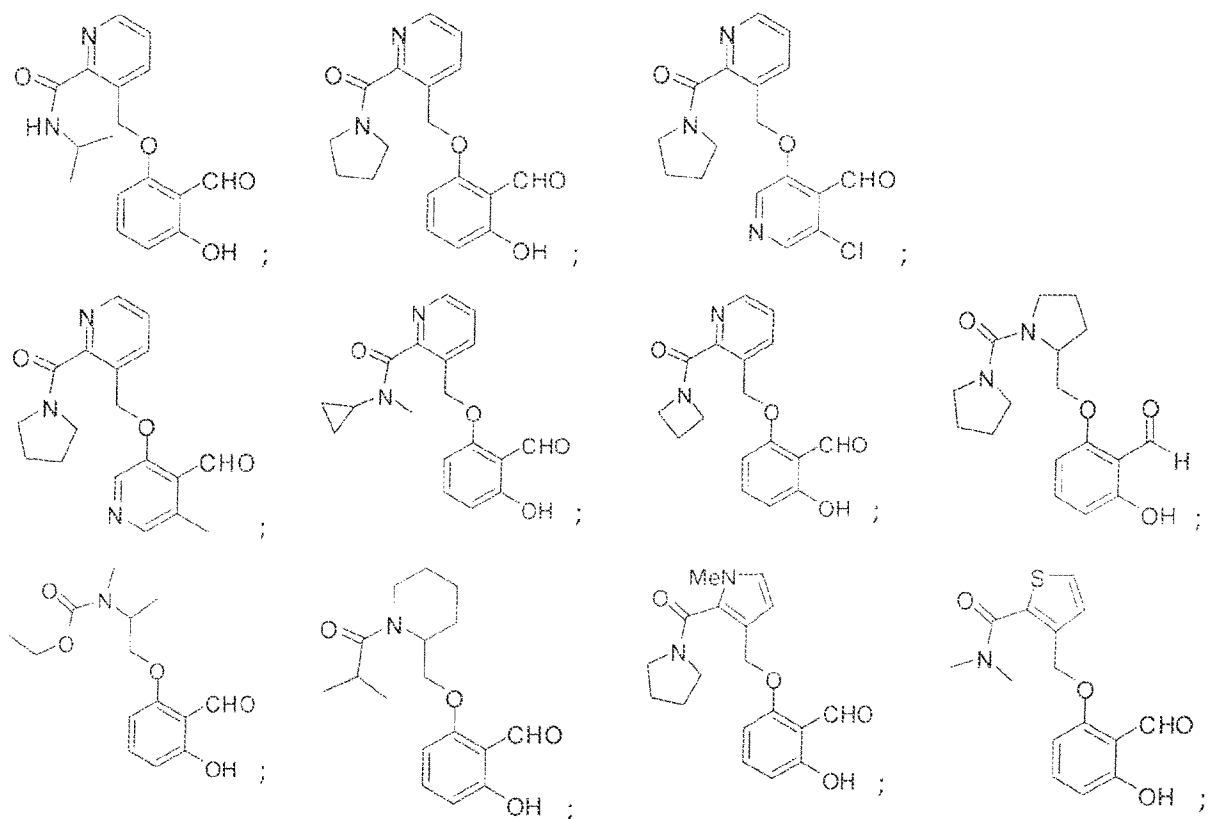


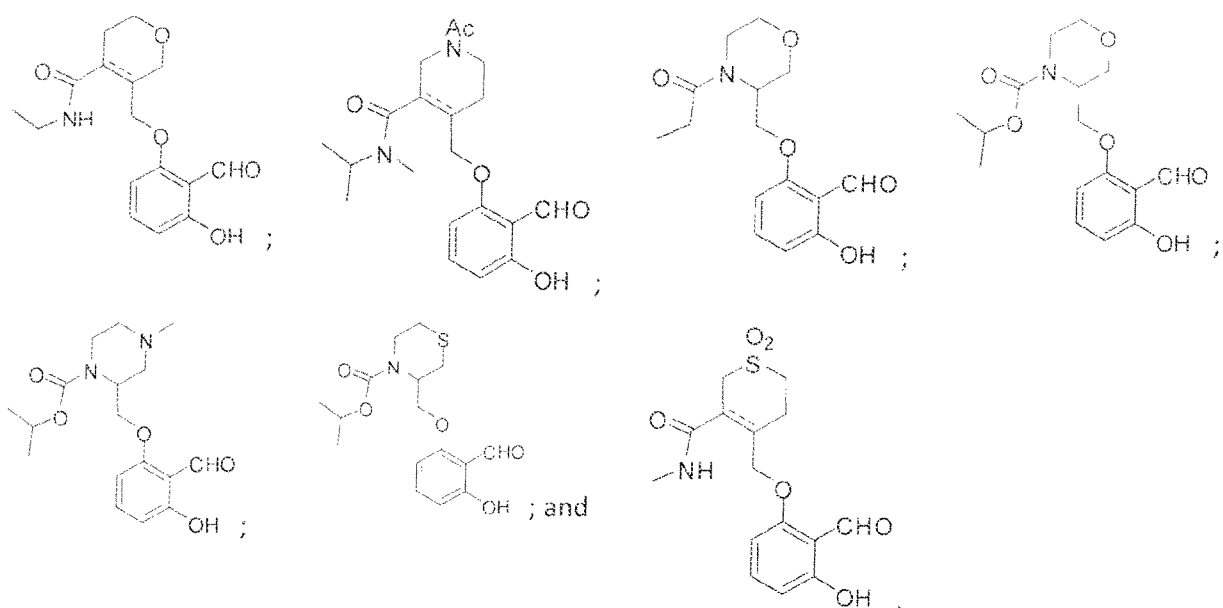
14. The compound of any one of claims 10-13, wherein ring B is selected from the group consisting of



14. The compound of any one of claims 10-14, wherein L^1 is a bond and L^2 is $C=O$ or SO_2 .

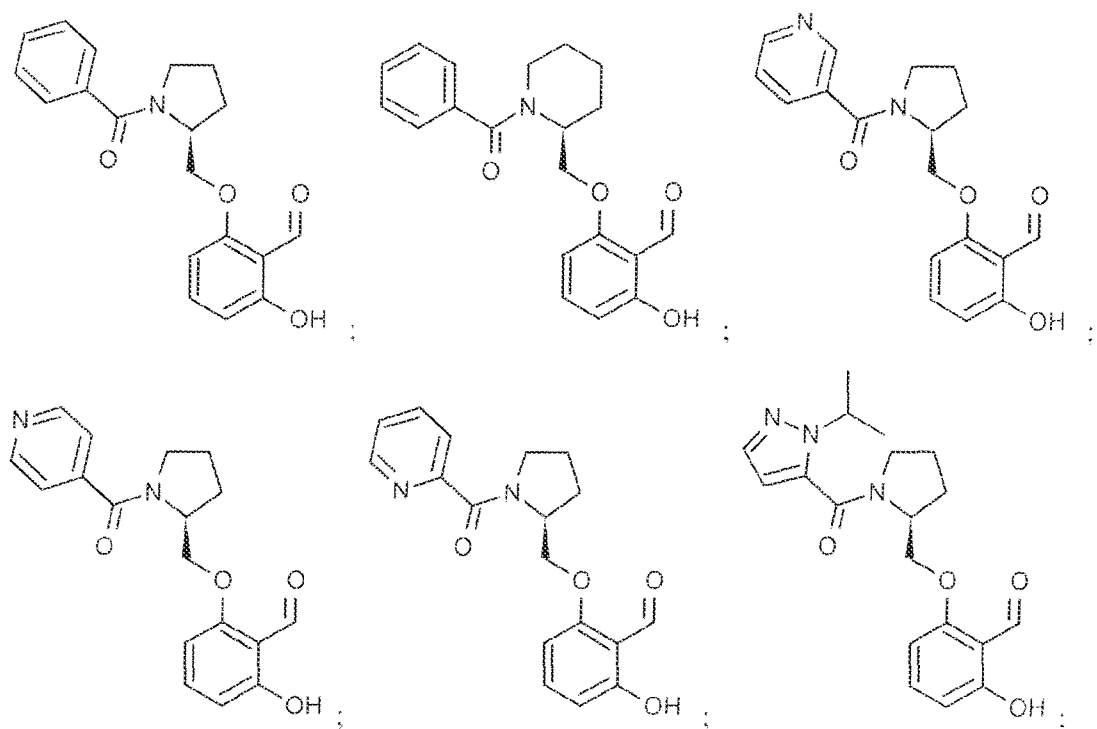
15. The compound of claim 1 of formula:

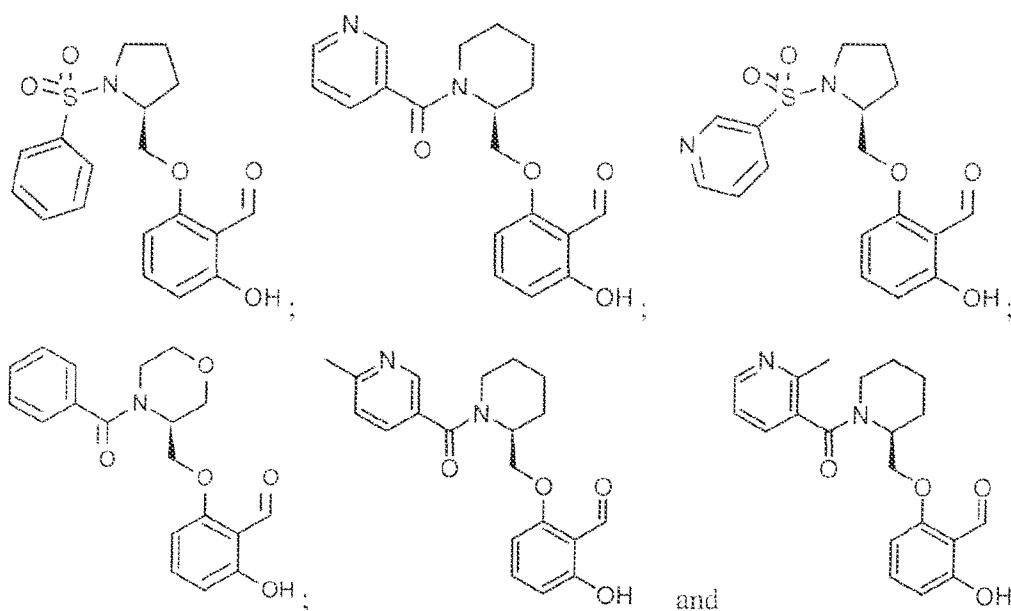




or an N oxide thereof, or a pharmaceutically acceptable salt of each thereof.

16. The compound of claim 1 of formula:





or an N oxide thereof, or a pharmaceutically acceptable salt of each thereof.

17. A composition comprising a compound of any one of claims 3-9 and 11-16 and at least one pharmaceutically acceptable excipient.
18. A method for increasing oxygen affinity of hemoglobin S in a subject, the method comprising administering to a subject in need thereof a therapeutically effective amount of a compound of any one of claims 3-9 and 11-16 or the composition of claim 17.
19. A method for treating oxygen deficiency associated with sickle cell anemia, the method comprising administering to a subject in need thereof a therapeutically effective amount of a compound of any one of claims 3-9 and 11-16 or the composition of claim 17.